

Translation of Minutes of the Extraordinary General Meeting of shareholders of CDON Group AB (publ), reg. no 556035-6940, 14 May 2013 at Hotel Rival in Stockholm.

Time: 5.00 p.m.-5.20 p.m.

**Present:** Shareholders and proxy holders, Appendix 1, stating the number of shares and votes.

Furthermore, noted as present were the Chairman of the Board Lars-Johan Jarnheimer, the Board members Patrick Andersen, Mia Brunell Livfors, Mengmeng Du, Jonas Kjellberg and Lars Nilsson, the Chief Executive Officer Paul Fischbein, the Chief Financial Officer Nicolas Adlercreutz and the auditor-in-charge Åsa Wirén Linder.

## § 1

### Opening of the Extraordinary General Meeting (agenda item 1)

Lars-Johan Jarnheimer opened the Extraordinary General Meeting and welcomed the shareholders.

## § 2

### Election of Chairman of the Extraordinary General Meeting (agenda item 2)

The Meeting elected Wilhelm Lünig, member of the Swedish Bar Association, as Chairman of the Meeting.

The Chairman informed that Anatoliy Sakhatskiy had been appointed to act as minutes keeper at the Extraordinary General Meeting, that the Meeting was simultaneously interpreted, that an audio recording was made in order to facilitate the preparation of the minutes and that other audio or video recording was not permitted.

The Meeting resolved that shareholders who had not given notice to attend, invited guests, employees in the Company, representatives of media and other persons who were not shareholders were entitled to attend the Meeting.

## § 3

### Preparation and approval of the voting list (agenda item 3)

The Meeting approved the procedure for drawing up the voting list and that the list of shareholders who had given notice to attend and were present at the Meeting, Appendix 1, should be the voting list at the Meeting.

The Chairman informed that a number of foreign funds that were represented at the Meeting had given special voting instructions. Furthermore, the Chairman informed that the voting instructions were available for review, if any shareholder so requested and that the voting instructions only should be recorded in the minutes in the event they would affect the Meeting's resolutions.

#### § 4

##### Approval of the agenda (agenda item 4)

The Meeting approved the agenda of the Meeting which had been included in the notice to attend the Meeting.

#### § 5

##### Election of one or two persons to check and verify the minutes (agenda item 5)

The Meeting elected Ulrika Malmberg Livijn, representing the Fjärde AP-fonden, and Frank Larsson, representing Handelsbanken funds, to check and verify the minutes jointly with the Chairman of the Meeting.

#### § 6

##### Determination of whether the Extraordinary General Meeting had been duly convened (agenda item 6)

The Chairman noted that the notice to attend the Extraordinary General Meeting had been given in accordance with the rules of the Swedish Companies Act and the Articles of Association through an announcement in the Swedish Official Gazette on 19 April 2013 and by having made the notice to attend available on the company's website since 17 April 2013, and by the company having announced information that the notice had been issued in Svenska Dagbladet on 19 April 2013.

The Meeting resolved to approve the notice procedure and declared the Meeting duly convened.

#### § 7

##### Resolution on approval of the Board of Directors' resolution regarding a new issue of ordinary shares with preferential rights for the shareholders (agenda item 7)

It was noted that the Board had resolved on the final terms for the rights issue on 8 May 2013 which had been disclosed in a press release on 10 May 2013. The final terms were appended the minutes, Appendix 2.

The statements and reports of the Board as well as the other documents which had been prepared for the Extraordinary General Meeting's resolution regarding the new issue with preferential rights for the shareholders, which had been held available in accordance with the Swedish Companies Act, were presented.

Paul Fischbein accounted for the background of the proposal and presented its main terms in accordance with Appendix 2 and Appendix 3.

Amelie Hjelmstedt, representing, among others, Sveriges Aktiesparares Riksförbund, asked among other things, questions about the company's growth strategy, risks connected with the rights issue, whether the convertible bond holder had demanded conversion as a result of the new issue with preferential rights for the shareholders and the compensation Kinnevik will obtain in the event that Kinnevik would honor the guarantee undertaking. The questions were answered by Lars-Johan Jarnheimer, Paul Fischbein and Nicolas Adlercreutz.

The Chairman informed on the main terms of Kinnevik's guarantee undertaking and Kinnevik's application for exemption from the obligation to make a mandatory bid.

The Meeting approved, with the special majority requirement of at least two-thirds of both the votes cast and the shares represented at the Meeting (excluding the shares represented by Kinnevik at the Meeting), the Board's resolutions regarding new issue of ordinary shares with preferential rights for the shareholders from 16 April 2013 and 8 May 2013, in accordance with the Board's proposal.

It was recorded that all shareholders attending the Meeting (excluding the shares represented by Kinnevik at the Meeting) supported the resolution, except for those shareholders that had given special voting instructions and that the Swedish Securities Council's (*Sw. Aktiemarknadsnämnden*) conditions for granting Kinnevik an exemption of a mandatory bid had been fulfilled.

**§ 8**Closing of the Extraordinary General Meeting (agenda item 8)

The Chairman declared the Extraordinary General Meeting closed.

At the minutes:

Anatoliy Sakhatskiy

Minutes checkers:

Wilhelm Lüning

Frank Larsson

Ulrika Malmberg Livijn

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*This press release has been published in Swedish and English. In the event of any discrepancy in content between Swedish original text and the English translation, the Swedish original shall prevail.*

## Terms for CDON Group's rights issue set

Press release, Malmö, 10 May 2013

- Shareholders in CDON Group have preferential rights to subscribe for 1 new share per 2 existing shares
- The subscription price is SEK 15.50 per share, which represents total rights issue proceeds of approximately MSEK 514 before issue costs
- The rights issue is subject to approval by an Extraordinary General Meeting to be held on 14 May 2013 at 17:00 CET, the same day as the Annual General Meeting
- The subscription period is 21 May–5 June 2013
- Investment AB Kinnevik ("Kinnevik"), representing c. 25 per cent of the capital in CDON Group, has through a subscription undertaking committed to subscribe for its shareholding in the rights issue. In addition, Kinnevik has committed to guarantee the remainder of the rights issue conditional upon that the Extraordinary General Meeting approves the rights issue with qualified majority

### The Rights Issue

The Board of Directors of CDON Group has set the final terms for CDON Group's rights issue that was resolved on 16 April 2013. Shareholders in CDON Group have preferential rights to subscribe for 1 new share per 2 existing shares. Every existing share in CDON Group entitles the holder to 1 subscription right, and 2 subscription rights entitle to subscription for 1 new share. The subscription price has been set at SEK 15.50 per new share. This corresponds to a discount of approximately 37 per cent to the theoretical ex-rights price, based on the closing price on 8 May 2013 for CDON Group's share listed on NASDAQ OMX Stockholm.

Up to 33,171,062 new shares will be issued, which will increase the share capital with up to SEK 66,342,124, at full subscription. The total proceeds will amount to a maximum of approximately MSEK 514 before issue costs. The rights issue is subject to approval by the shareholders at an Extraordinary General Meeting to be held in Stockholm on 14 May 2013 at 17.00 CET at Rival Hotel, Mariatorget 3, Stockholm, i.e. same date and location as the Annual General Meeting.

The record date at Euroclear Sweden AB for the right to receive preferential rights is 17 May 2013. The subscription period is 21 May–5 June 2013, or such later date as decided by the company's Board of Directors.

### Subscription commitment and guarantee undertaking

Kinnevik, representing c. 25 per cent of the capital and votes in CDON Group, has through a subscription commitment undertaken to subscribe for shares in the rights issue corresponding to its shareholding in CDON Group. In addition, Kinnevik has through a guarantee undertaking

committed to subscribe for the shares in the rights issue which potentially have not been subscribed for with or without subscription rights, which corresponds to a maximum of c. 75 per cent of the shares in the rights issue. Kinnevik's guarantee undertaking is however subject to an approval of the rights issue at the General Meeting in accordance with the conditions for the Swedish Securities Council's decision to grant Kinnevik an exemption from the mandatory offer rules according to the below.

Kinnevik might, as a result of the agreed guarantee undertaking, increase its share of capital and votes in CDON Group. The maximum share of capital and votes that Kinnevik can receive in case the guarantee undertaking should be exercised in full is 49.8 per cent of the share capital and 50.1 per cent of the votes. Kinnevik has been granted an exemption by the Swedish Securities Council from the obligation to launch a mandatory offer in the event that Kinnevik's share of the votes in the Company, through subscription in the rights issue, would amount to or exceed 30 per cent of the votes for all shares in CDON Group. A condition for the Swedish Securities Council's decision is that the rights issue resolution is approved by the Extraordinary General Meeting with at least two thirds of the votes cast as well as the shares represented at the General Meeting, disregarding the shares which are owned and represented at the general meeting by Kinnevik. In addition, the Swedish Securities Council has announced that a mandatory offer obligation will arise if Kinnevik reaches a shareholding of 30 per cent or more of the votes in CDON Group in the rights issue and afterwards acquires additional shares in CDON Group, thereby increasing its share of the votes.

**Preliminary timetable for the rights issue**

14 May 2013	Extraordinary General Meeting resolves on approval of the Board of Director's rights issue resolution (CDON Group's Annual General Meeting held on the same day)
15 May 2013	First day of trading in the CDON Group share excluding subscription rights
17 May 2013	Record date for allotment of subscription rights  Estimated date for publication of prospectus
21 May-31 May 2013	Trading in subscription rights
21 May-5 June 2013	Subscription period
10 June 2013	Announcement of the preliminary outcome of the rights issue
13 June 2013	Estimated date of announcement of the final outcome of the rights issue

**Financial and legal advisers**

Nordea Markets – Investment Banking is financial adviser to CDON Group in connection with the rights issue and Cederquist is legal adviser to CDON Group.

**For further information, please visit [cdongroup.com](http://cdongroup.com) or, contact:**

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*The information in this announcement is such that CDON Group AB (publ) is required to disclose under the Securities Markets Act. This information was released for publication at 08:00 CET on 10 May 2013.*

**About CDON Group**

CDON Group is the leading e-commerce group in the Nordic region. Since the start in 1999, the Company has expanded and broadened its product portfolio and is now a leading e-commerce player within Entertainment (CDON.com and Lekmer.com), Fashion (Nelly.com and Members.com), Sport & Health (Gymgrossisten.com, Bodystore.com and Milebreaker.com) and Home & Garden (Tretti.com and Rum21.se). CDON Group's internet stores attracted around 244 million visits and more than two million unique customers during 2012.

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In addition, if and to the extent that this press release is communicated in any European Economic Area member state that has implemented Directive 2003/71/EC (together with any applicable implementing measures, including Directive 2010/73/EC, in any member state, the "Prospectus Directive"), this press release is only addressed to and directed at persons in that member state who are "qualified investors" within the meaning of the Prospectus Directive and must not be acted on or relied on by other persons in that member state. This press release does not constitute a prospectus within the meaning of the Prospectus Directive or an offer to the public.

In the United Kingdom, this press release is being distributed only to, and is directed only at (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Financial Promotion Order"), (ii) persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Promotion Order, or (iii) other persons to whom it may otherwise be lawfully communicated (all such persons together being referred to as "relevant persons"). This press release is directed only at relevant persons and must not be acted on or relied on by anyone who is not a relevant person.

No subscription rights, interim shares or new shares have been or will be registered under the Securities Act, or with any other securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold, resold, transferred, delivered or distributed, directly or indirectly, into or within the United States or on account of such persons other than pursuant to an exemption from, or in a transaction not subject to the registration requirements of the Securities Act, and in compliance with any applicable securities laws of any state or jurisdiction of the United States.

**Approval of the Board of Directors' resolution regarding a new issue of ordinary shares with preferential rights for the shareholders (agenda item 7)**

The Board of Directors proposes that the Extraordinary General Meeting resolves to approve the Board of Directors' resolution from 16 April 2013 to increase the Company's share capital by a new issue of shares with preferential rights for the shareholders, on the terms and conditions set out below. The purposes are to strengthen CDON Group's capital structure and facilitate the implementation of the Company's growth strategy. A higher degree of financial flexibility is expected to be an important competitive advantage for CDON Group going forward. The new issue is estimated to raise issue proceeds of approximately MSEK 500, before issue costs.

CDON Group's largest shareholder Investment AB Kinnevik has committed to subscribe for shares in the new issue corresponding to its pro rata share and, on conditions as set out below, undertaken to subscribe for the remaining shares in the new issue, if any, by acting as guarantor.

No later than on 10 May 2013 the Board of Directors intends to announce the size of the increase of the share capital, the number of ordinary shares to be issued, the number of subscription rights each existing ordinary share shall entitle to as well as the number of subscription rights that will be required to subscribe for one new ordinary share and the subscription price to be paid for each new share.

The persons who on 17 May 2013 (the record date for the rights issue) are registered as shareholders in CDON Group are entitled to receive subscription rights. The holder of convertible bonds in CDON Group is informed that conversion shall be executed no later than on 29 April 2013 in order for a share, issued through the conversion, to be entitled to receive subscription rights in the new issue.

Subscription of ordinary shares shall also be possible without subscription rights. In the event that not all new ordinary shares are subscribed for with subscription rights the board shall resolve on allotment of ordinary shares that have not been subscribed for with subscription rights, within the maximum amount of the new issue, applying the following: Allotment of the new ordinary shares shall firstly be made to those who also have subscribed for ordinary shares through the use of subscription rights (irrespective of whether the subscriber was registered as shareholder on the record date or not), and in the event that allotment cannot be made in full to those, allotment shall be made pro rata in relation to the number of subscription rights that have been used for subscription of shares and should this not be possible, by the drawing of lots. Secondly, allotment of new ordinary shares shall be made to those who have subscribed for ordinary shares only without subscription rights, and in the event that allotment cannot be made in full to those, allotment shall be made pro rata in relation to the number of ordinary shares that each one subscribed for, and should this not be possible, by the drawing of lots. Thirdly, any remaining ordinary shares shall be allotted to Investment AB Kinnevik acting as guarantor, subject to the terms and conditions of its guarantee undertaking (if the condition for the guarantee undertaking, as set out below, has been met).

Subscription with use of subscription rights shall be made by cash payment during the subscription period from and including 21 May 2013 up to and including 5 June 2013. Subscription without use of subscription rights shall be made through subscription on a designated application form or subscription list during the period set out above, except that subscription of new shares by Investment AB Kinnevik, in its capacity as guarantor shall be made from and including 21 May 2013 up to and including 12 June 2013. Shares that are subscribed for without use of subscription rights shall be paid no later than three Swedish bank days after notice of allotment has been sent to the subscriber. The Board of Directors shall have the right to extend the subscription period and the term of payment.

Excess subscription rights will be sold through the Company. The sale shall relate to each shareholder's subscription rights which do not correspond to an entire ordinary share. The proceeds from the sale of subscription rights, less the sales costs, shall be allocated between the persons who would have been entitled to the subscription rights and subscribe for the new ordinary shares respectively.

The new ordinary shares will entitle to dividend as from the time the new shares are recorded in the shareholders' register maintained by Euroclear Sweden.



## **Other information regarding the proposals under agenda item 7**

### Special majority requirements and conditions for Investment AB Kinnevik's guarantee undertaking

Resolution to approve the Board of Directors' resolution regarding new issue of ordinary shares with preferential rights for the shareholders under item 7 is valid if supported by shareholders holding more than half of the votes cast at the Extraordinary General Meeting.

Investment AB Kinnevik has, on conditions set out below, undertaken to act as guarantor of the new issue, which may have the result that Investment AB Kinnevik subscribes for more shares than its pro rata share. At the time of issuance of this notice, Investment AB Kinnevik holds approximately 25.1 per cent of the votes and approximately 24.9 per cent of the shares in CDON Group. If not all shares in the new issue are subscribed for, Investment AB Kinnevik may after the new issue, upon fulfillment of its subscription commitment or guarantee undertaking, hold more than 30 per cent of the shares and votes in CDON Group. Investment AB Kinnevik has been granted an exemption by the Swedish Securities Council (Sw. *Aktiemarknadsnämnden*) in respect of the Swedish mandatory bid rules, in the event that Investment AB Kinnevik's holding of shares in CDON Group by subscribing its pro rata share in the new issue of shares and / or fulfilling the guarantee would equal or exceed 30 per cent of the votes in the company.

The conditions for the Swedish Securities Council's decision to grant Investment AB Kinnevik an exemption to make a mandatory bid following the fulfillment of the guarantee undertaking are that (i) the shareholders of CDON Group prior to the Extraordinary General Meeting are informed of the part of the shares and votes that Investment AB Kinnevik may hold, at most, by subscribing shares in accordance with the guarantee undertaking, and (ii) the Extraordinary General Meeting's resolution regarding the new issue is supported by at least two-thirds of both the votes cast and the shares represented at the Extraordinary General Meeting, excluding the shares held and represented by Investment AB Kinnevik at the Extraordinary General Meeting.

In connection with the Board of Directors' resolution regarding the final terms for the new issue, CDON Group will inform on the part of the shares and votes that Investment AB Kinnevik may hold, at most, by subscribing shares in accordance with the guarantee undertaking.

Investment AB Kinnevik's guarantee undertaking (but not the subscription commitment) is conditional upon that the Extraordinary General Meeting approves the new issue in accordance with the Swedish Securities Council's conditions, under (ii) above, for granting the exemption to make a mandatory bid. If the Extraordinary General Meeting's resolution to approve the new issue has not been supported by shareholders in accordance with the condition above, CDON Group will still execute the new issue, in which case the new issue will not be guaranteed by Investment AB Kinnevik.

### Authorisation

The Board of Directors, or the person that the Board will appoint, is authorised to make the minor adjustments in the Extraordinary General Meeting's resolution pursuant to item 7 as may be required in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden.

### Documentation

Documentation pursuant to Ch 13 Sec 6 of the Companies Act (2005:551) will be made available to the shareholders during three weeks prior to the Extraordinary General Meeting on the Company's website at [www.cdongroup.com](http://www.cdongroup.com), at the Company's premises at Bergsgatan 20 in Malmö, Sweden, and will be sent to shareholders who so request and state their postal or email address.