



## PRESS RELEASE

Stockholm, Sweden

13:45 CEST, Tuesday, 28 March 2023

# Bulletin from the Extraordinary General Meeting in CDON AB on 28 March 2023

The Extraordinary General Meeting (“the EGM”) in CDON AB (“CDON” or “the company”) was held today, Tuesday 28 March 2023. The EGM resolved in accordance with all submitted proposals, described in detail in the EGM documents available on the company’s website [investors.cdon.com](https://investors.cdon.com) (under the heading “EGM March 2023” in the section “Corporate Governance”).

### Approval of the combination with Fyndiq AB

As previously announced, CDON had on 16 February 2023 entered into a combination agreement with a majority of the shareholders of Fyndiq AB, to combine CDON and Fyndiq to create the largest e-commerce marketplace in the Nordic region. Information regarding transaction rationale and financial impacts can be found in the press release regarding the combination of CDON and Fyndiq available at <https://investors.cdon.com/en/investor-relations/press-releases/cdon-and-fyndiq-combine-forces-to-create-the-leading-nordic--102081>.

The EGM resolved to approve the Board of Directors’ proposal to combine CDON with Fyndiq AB. The purchase price (for the shares in Fyndiq) will consist of newly issued ordinary shares and class C shares in CDON as well as a minor cash component.

### Authorisation for the Board to resolve on a new issue of ordinary shares

The EGM resolved to authorise the Board of Directors, for the period until the end of the next Annual General Meeting, to resolve on a new issue of ordinary shares in CDON to be used as part of the purchase price in the combination with Fyndiq AB. The Fyndiq sellers shall be entitled to subscribe for the new ordinary shares and shall as payment for the shares contribute to CDON with shares in Fyndiq owned by the sellers.

### Amendments to the articles of association

The EGM resolved to approve the Board of Directors’ proposal to amend the company’s articles of association by introducing a new share class of reclassifiable and redeemable class C shares.

### New issue of reclassifiable class C shares

The EGM resolved to approve the Board of Directors’ proposal to execute a new issue of reclassifiable class C shares in CDON to the new CEO and certain other new key employees to form a part of the purchase price for their shares in Fyndiq. The issued class C shares will be reclassified to ordinary shares after a four-year measurement period provided fulfilment of a performance-based condition.

### Issue of convertible bonds

The EGM resolved to approve the Board of Directors’ proposal to issue convertible bonds in CDON to the new Board member Erik Segerborg. Erik Segerborg will be entitled to subscribe for convertible bonds for SEK 7,500,000 and convert them during the period 15 April 2023 to 30 June 2025 (inclusive) into ordinary shares in CDON.

**Election of new Board members etc.**

The EGM resolved that the number of Board members elected by the general meeting shall be five. The EGM further elected Erik Segerborg and Christoffer Norman as new Board members. The current Board members Kristina Lukes, Niklas Woxlin and Jonas Calles will resign as Board members once the appointment of the new Board members takes effect at completion of the combination.

The Board of Directors in CDON will after completion of the combination with Fyndiq comprise Josephine Salenstedt (Chair), Brad Hathaway, Christoffer Norman, Erik Segerborg and Jonathan Sundqvist.

**For further information, please contact:**

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**About CDON**

*CDON AB (publ) ("CDON") was founded in 1999 and is now the biggest marketplace in the Nordic region. Customers can choose to buy and compare prices for millions of products at CDON, by far the widest range of all Nordic e-retailers. Over 1,500 merchants use CDON's platform and technology to increase their sales. This gives CDON a wide range of products within, movie, music, computers, games, office supplies, books, toys, consumer electronics, household appliances, sport, outdoor, beauty care, fashion, shoes, computers, and computer products. CDON's shares are listed on Nasdaq First North Growth Market with the abbreviation CDON.*

CDON AB (publ)

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