

Articles of association

adopted at the Extraordinary General Meeting on September 22 2020

§ 1 Company name

The Company Name is CDON AB. The company is public (plc).

§ 2 Registered office

The Board's registered office is in the Municipality of Malmö.

§ 3 Business activities

The objective of the company's operations shall be to, directly or indirectly through subsidiaries, conduct retail on the Internet with a wide product range aimed at consumers and companies, preferably with home electronic products, books and other media goods, clothing, home furnishings, sports and leisure articles, home and garden articles, toys and children's articles, food supplements and health food, provide digital services, conduct marketing, own and manage fixed and movable property, as well as to conduct other activities which are compatible with such services.

§ 4 Share capital

The share capital shall not be less than SEK 5,000,000 and not more than SEK 20,000,000.

§ 5 Number of shares

The number of shares shall not be less than 5,000,000 and not more than 20,000,000.

§ 6 Board of Directors

The Board of Directors shall consist of a minimum of three (3) and a maximum of nine (9) members without deputies.

§ 7 Auditors

The company shall have one (1) or two (2) auditors with a maximum of two (2) deputy auditors. An authorized public accountant or a registered auditing company shall be appointed as auditor.

§ 8 Annual General Meeting

The Annual General Meeting will be held in Malmö or Stockholm.

The following business shall be addressed at the Annual General Meeting:

1. Election of chairman of the meeting;
2. Establishment and approval of the voting list;
3. Approval of agenda;
4. Election of one or two people to attest the minutes;
5. Examination of whether the meeting was duly convened;
6. Presentation of submitted annual report and auditor's report and, if the company is the parent company, consolidated accounts and consolidated auditor's report;
7. Decision on:
 1. Adoption of the income statement and balance sheet and whether the company is the parent company, consolidated income statement and consolidated balance sheet;
 2. Dispositions regarding profit or loss according to the approved balance sheet;
 3. Discharge of liability for board members and the managing director.
 4. Determination of the number of board members and auditing companies or auditors;
 5. Determination of fees for board members and auditors;
 6. Election of board members and auditing companies or auditors;
 7. Other business, which is brought up at the meeting in accordance with the Swedish Companies Act or the Articles of Association.

§ 9 Notice

Notice of the Annual General Meeting shall be given by advertisement in Post- och Inrikes Tidningar and by making the notice available on the company's website. An advertisement will be placed in Svenska Dagbladet announcing that a notice has been given.

Shareholders who wish to participate in the Annual General Meeting must be entered in the share register on the record date for the Annual General Meeting, which is determined in accordance with the Swedish Companies Act, and must notify the company no later than the date stated in the notice. The latter date may not be a Sunday, a public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not fall earlier than the fifth working day before the Annual General Meeting.

Shareholders may be accompanied at the general meeting by a maximum of two assistants, but only provided the shareholder has given notice in accordance with the preceding paragraph.

§ 10 Collection of proxies, mail-in voting and the attendance of outsiders at the general meeting

The Board may collect proxies in accordance with the procedure specified in Chapter 7, Section 4, second paragraph, of the Swedish Companies Act (2005: 551).

Prior to a general meeting, the board may decide that the shareholders shall be able to exercise their voting rights by mail, including by email, before the general meeting.

Anyone who is not a shareholder shall, under the terms determined by the Board, have the right to attend or otherwise follow the negotiations at the Annual General Meeting.

11 Financial year

The company's financial year shall be the calendar year.

12 Record day provision

The company's shares must be registered in a record register in accordance with the act (1998: 1479) on central securities depositories and accounting for financial instruments.