

## Notice of Extraordinary General Meeting in CDON AB

The shareholders of CDON AB, Reg. No. 556406-1702 ("CDON" or the "company"), are hereby summoned to an Extraordinary General Meeting on Tuesday, 25 October 2022.

The Board of Directors of the company has, in accordance with the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, resolved that the general meeting is to be held only through postal voting. This means that the general meeting will be conducted without the physical presence of shareholders, representatives or external parties. Shareholders will only be able to exercise their voting rights at the general meeting by postal voting in advance in the manner described below.

Information on the resolutions passed at the Extraordinary General Meeting will be disclosed on 25 October 2022, when the outcome of the postal voting has been confirmed.

### Right to attend

Shareholders who wish to participate in the general meeting must

1. be registered as of 17 October 2022 in the share register kept by Euroclear Sweden AB, and
2. give notice of participation no later than 24 October 2022 by casting their postal votes in accordance with the instructions under the heading "*Postal voting*" below so that the postal vote is received by the company no later than that day.

### Nominee-registered shares

In order to be entitled to attend the general meeting, a shareholder whose shares are nominee-registered must, in addition to giving notice of participation in the general meeting by submitting their postal vote, register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date on 17 October 2022. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee in accordance with the nominee's routines at such a time in advance as decided by the nominee. Voting rights registrations effected no later than the second banking day following 17 October 2022 are taken into account in the presentation of the share register.

### Postal voting

Shareholders may exercise their voting rights at the general meeting only by postal voting in advance in accordance with Section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

Shareholders who wish to postal vote must use the postal voting form, which will be available on the company's website, [investors.cdon.com](https://investors.cdon.com). The postal voting form is considered as notice to participate at the general meeting.

The completed and signed form must be received by Computershare AB (administering the forms on CDON's behalf) no later than 24 October 2022. The completed and signed form shall be sent to Computershare AB, marked "CDON Extraordinary General Meeting 2022", Box 5267, 102 46 Stockholm, Sweden. Completed forms may also be submitted electronically. Electronic submission can be made either by signing with BankID according to instructions on the company's website, [investors.cdon.com](https://investors.cdon.com), or by sending the completed form by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se). If the shareholder is a legal entity, a registration certificate or other authorization document must be attached to the form.

The shareholder may not provide the postal vote with special instructions or conditions. If so, the vote (i.e., the postal vote in its entirety) is invalid. Further instructions and conditions can be found in the postal voting form.

### **Proxies and proxy form**

If the shareholder postal votes by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. If the power of attorney is issued by a legal entity, a registration certificate or other authorization document for the legal entity must be attached to the form. Proxy form is available on the company's website, [investors.cdon.com](http://investors.cdon.com).

### **Proposed agenda**

- 1 Election of Chair of the Extraordinary General Meeting.
- 2 Preparation and approval of the voting list.
- 3 Approval of the agenda.
- 4 Election of one or two persons to verify the minutes in addition to the Chair.
- 5 Determination as to whether the Extraordinary General Meeting has been duly convened.
- 6 Election of a new Board member.
- 7 Determination of fees for the new Board member.

### **Proposed resolutions**

#### **Item 1 – Election of Chair of the Extraordinary General Meeting**

The Board of Directors proposes that Johan Wigh, member of the Swedish Bar Association, or in the event on his absence, the person appointed by the Board instead, be elected Chair of the general meeting.

#### **Item 2 – Preparation and approval of the voting list**

The voting list that is proposed to be approved under item 2 on the proposed agenda is the voting list prepared by Computershare AB on behalf of the company, based on the general meeting share register and received postal votes, and controlled by the adjusters.

#### **Item 4 – Election of one or two persons to verify the minutes in addition to the Chair**

The Board of Directors proposes that Sandra Backlund, or in the event of her absence, the person or persons designated by the Board of Directors instead, be elected to verify the minutes. The tasks of the person elected to attest the minutes also include verifying the voting list and that received postal votes are correctly reproduced in the minutes of the meeting.

#### **Item 6 – Election of a new Board member**

The Nomination Committee proposes David Bradley Hathaway (known as Brad Hathaway) to be elected as new Board member for the period until the end of the next Annual General Meeting and to replace Savneet Singh on the Board of Directors. If the general meeting resolves in accordance with the proposal, the Board of Directors will, for the period until the end of the next Annual General Meeting, consist of Josephine Salenstedt (Chair), Jonas Calles, Niklas Woxlin, Kristina Lukes, Jonathan Sundqvist, and Brad Hathaway.

#### **Motivation from the Nomination Committee**

The Nomination Committee has considered the company's operational stabilization, capital market developments and other relevant factors, and for the company's next phase the Nomination Committee sees a need for an increased focus on investor relations and capital

allocation. With more than 17 years of experience as a global investor with numerous investments in the Nordics and throughout Western Europe, Brad Hathaway has a broad competence within these areas. The Nomination Committee wants to thank Savneet Singh for his significant contribution to the company's transformation in a turbulent time.

CDON's three largest shareholders, who together represent approximately 63 per cent of the total number of shares and votes in the company, support the proposal. Brad Hathaway has not participated in the preparation of his nomination.

**Brad Hathaway**

**Born:** 1981.

**Education:** Yale University BA 2004.

**Other relevant experience:** Managing Partner- Far View Capital Management.

**Shareholding in CDON (including related parties):** Indirect holding through closely related party: Far View Capital Management, which owns 323,895 shares.

Brad Hathaway is independent in relation to CDON and CDON's management and independent in relation to major shareholders.

**Item 7 – Determination of fees for the new Board member**

The Nomination Committee proposes that an annual fee to the new Board member shall amount to SEK 200,000 and be paid in cash. However, the new Board member's remuneration for the Board work and any work within the Board's committee(s) will only be paid pro rata in relation to the length of the new Board member's assignment period (i.e., from the date of election until the end of the next Annual General Meeting).

Apart from the aforesaid, the Board fees resolved upon by the Annual General Meeting 2022 shall remain unchanged.

**Other information**

**Nomination Committee**

Prior to the general meeting, the company's Nomination Committee has consisted of Sandra Backlund, appointed by Rite Ventures, Alexander Antas, appointed by Mandatum, and Brad Hathaway, appointed by ADW Capital. Sandra Backlund is the Chair of the Nomination Committee.

**Number of shares and votes in the company**

At the time of issuance of this notice, the total number of shares in the company, as well as the total number of voting rights, amounts to 6,440,415. The company holds no treasury shares.

**Shareholders' right to receive information**

In accordance with Chapter 7, Section 32 of the Swedish Companies Act, the Board of Directors and the Managing Director shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information about circumstances that may affect the evaluation of an item on the agenda.

Due to the fact that the general meeting will be held without a physical meeting, requests for information must be submitted in writing by mail to the address Computershare AB, "CDON AB Extraordinary General Meeting 2022", Box 5267, 102 46 Stockholm, Sweden, or by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se), no later than 15 October 2022. Such information is provided by being kept available from the company at the address Södergatan 22, 211 43 Malmö, Sweden, and on the company's website, [investors.cdon.com](http://investors.cdon.com), no later than 20 October 2022. The information is

also sent within the same time to the shareholders who so request and provide their postal or e-mail address.

#### **Available documents**

The Nomination Committee's complete proposals are set out in this notice, which is available from the company and on its website stated below. Copies will also be sent to those shareholders who so request and provide their postal address. Information on the proposed member of the Board of Directors is available on the company's website, [investors.cdon.com](https://investors.cdon.com).

#### **Processing of personal data**

For information about how your personal data are processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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**CDON AB**

Malmö in October 2022

*The Board of Directors*