



## Press Release

Stockholm, Sweden

13 April 2026 15:15:00 CEST

# Notice of Annual General Meeting in CDON AB

**The shareholders of CDON AB, reg. no. 556406-1702 ("CDON" or the "Company"), are hereby summoned to the Annual General Meeting to be held on Monday, 18 May 2026 at 3:00 p.m. The meeting will be held as a physical meeting at the Company's premises at Ynglingagatan 16 in Stockholm.**

The Board of Directors has resolved that shareholders shall also be able to follow the meeting digitally with observer rights via Google Meet. Please note that digital participation only grants the right to watch and listen to the meeting; voting may only be conducted in person or by advance postal vote. The meeting will be conducted in English.

## Right to participate and registration

Shareholders wishing to attend the Annual General Meeting must:

- Be registered in the share register maintained by Euroclear Sweden AB on **Thursday, 7 May 2026**.
- Notify the Company of their participation no later than **Monday, 11 May 2026**.

Registration for participation (in person or digitally with observer rights) may be made:

- Via the website: [investors.cdon.com](https://investors.cdon.com)
- By email: [agm@cdon.com](mailto:agm@cdon.com)
- By post: CDON AB, Ynglingagatan 16, 113 47 Stockholm (mark the envelope "CDON Annual General Meeting")

The registration should include name, personal or corporate registration number, address, telephone number, shareholding, and details of any proxies or assistants (maximum two).

## Instructions for postal voting

Shareholders may choose to exercise their voting rights by postal vote. A specific postal voting form is available at [investors.cdon.com](https://investors.cdon.com). The postal vote must be received by the Company no later than **11 May 2026**. If a shareholder who has submitted a postal vote attends the Annual General Meeting in person, the postal vote will lapse.

CDON AB (publ)

Ynglingagatan 16, 113 47 Stockholm | Stockholm Swedish Corporate Reg. No. 556406-1702

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### Nominee-registered shares

Shareholders whose shares are held in nominee form must, in order to be entitled to participate, arrange for the shares to be registered in their own name so that they are recorded in the share register as of **11 May 2026**. Such re-registration of voting rights, which may be temporary, must be completed no later than the second banking day after the record date to be taken into account.

### Proxies and powers of attorney

If a shareholder is represented by a proxy, a written, dated and signed original power of attorney must be submitted to the Company. A proxy form is available on the Company's website at [investors.cdon.com](https://investors.cdon.com).

### Digital observation

The Board of Directors has decided that the Annual General Meeting will be held as an in-person meeting with the option to participate digitally. Digital participation will be facilitated via Google Meet. An individual link for participation will be sent no later than the day before the Annual General Meeting to shareholders and proxies who have duly registered for the Annual General Meeting, to the email address provided by the shareholder upon registration for the Annual General Meeting. Providing a correct email address is therefore a prerequisite for being able to participate digitally in the Annual General Meeting.

### Proposed Agenda

1. Opening of the Annual General Meeting.
2. Election of Chairman of the Annual General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Determination of whether the Annual General Meeting has been duly convened.
7. Presentation of the annual report and the auditor's report.
8. Resolutions regarding:
  - a. Adoption of the income statement and balance sheet.
  - b. Appropriation of the Company's profit or loss.
  - c. Discharge from liability for the members of the Board of Directors and the Managing Director.
9. Determination of the number of Board members and auditors.
10. Determination of fees to the members of the Board of Directors and the auditors.
11. Election of Board members, Chairman of the Board and auditor.

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12. Resolution on amendment of the terms of the warrant programme 2025/2028.
13. Resolution on the establishment of a warrant-based incentive programme 2026/2029 for senior executives.
14. Resolution on amendment of the articles of association.
15. Resolution on authorisation for the Board of Directors to resolve on the issuance of ordinary shares.
16. Closing of the Annual General Meeting.

### **Selected proposed resolutions**

#### **Item 2 – Election of Chairman of the Annual General Meeting**

The Nomination Committee proposes that Patrick Lis be appointed Chairman of the Annual General Meeting.

#### **Item 3 – Preparation and approval of the voting list**

The voting list proposed for approval under item 3 of the agenda is the voting list prepared by the chairman, based on the general meeting share register, registered and present shareholders at the Annual General Meeting, and received postal votes.

#### **Item 5 – Election of one or two persons to verify the minutes**

The Nomination Committee proposes that Carl Andersson be appointed to verify the minutes.

#### **Item 8b – Resolution on appropriation of the Company's profit or loss pursuant to the adopted balance sheet**

The Board of Directors proposes that no dividend be paid and that available profit funds be carried forward.

#### **Item 9 – Determination of the number of Board members and auditors**

The Nomination Committee proposes that the number of Board members elected by the general meeting for the period until the end of the next Annual General Meeting shall be six members without deputies. The Nomination Committee further proposes that a registered audit firm be appointed as auditor without a deputy.



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### Item 10 – Determination of fees for Board members and auditors

The Nomination Committee proposes that remuneration to the Board members be paid as set out below. Fees for 2024 are stated in brackets.

- SEK 350,000 (350,000) to the Chairman of the Board;
- SEK 225,000 (225,000) to each of the Board members; and
- SEK 75,000 to the Chairman of the Audit Committee.

The Nomination Committee further proposes that the auditor's fees be paid in accordance with approved invoices.

### Item 11 – Election of Board members, Chairman of the Board and auditor

The Nomination Committee proposes re-election of the Board members Christoffer Norman, Brad Hathaway, Alexander Bricca, Houman Akhavan and Mikaela Willman for the period until the end of the next Annual General Meeting. The Nomination Committee further proposes the election of Therese Kempe as a new Board member for the period until the end of the next Annual General Meeting. It was noted that Felix Erhardt declined re-election to the Board.

The Nomination Committee proposes election of Brad Hathaway as Chairman of the Board.

The Nomination Committee further proposes re-election of the registered accounting firm Öhrlings PricewaterhouseCoopers AB ("ÖPwC") as the company's auditor for the period until the end of the next Annual General Meeting. ÖPwC has informed that the Authorized Public Accountant Eva Carlsvi will continue to be appointed auditor in charge, should ÖPwC be elected as auditor.

Information on the members proposed for the new election follows below.

#### **Therese Kempe**

Born: 1989

Current assignments: Chief Marketing Officer (CMO) for Apohem.

Previous experience: Therese Kempe has extensive experience in marketing, e-commerce and digital business development from senior roles at Klarna and Procter & Gamble, with both Nordic and international focus. Through this background she has developed strong expertise in brand development, data-driven marketing, and commercial strategy and business development.

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Education: Master's degree in Strategic Market Creation from Copenhagen Business School and a Master's degree in Marketing Management from Bocconi University.

Holdings of shares or other financial instruments in the company (including holdings of related persons): 0.

Therese Kempe is independent in relation to the company and its executive management and independent in relation to major shareholders in the company.

### **Item 12 – Amendment of the terms of the warrant programme 2025/2028**

The Board of Directors proposes that the terms of the incentive programme 2025/2028 resolved upon at the 2025 Annual General Meeting be amended. The amendment entails that warrants of series 2025/2028 repurchased by the Company through right of first refusal may be offered to new senior executives in order to enhance the Company's ability to recruit. Any transfer of such repurchased warrants shall be made at market value determined through an updated Black & Scholes valuation at the time of transfer.

### **Item 13 – Establishment of incentive programme 2026/2029**

The Board of Directors proposes that the Annual General Meeting, in accordance with the terms set out below, resolve to establish a warrant-based incentive programme for senior executives of the Company through (A) a resolution on the issuance of warrants of series 2026 /2029 to the Company, and (B) a resolution to approve the transfer of warrants of series 2026 /2029 to senior executives of the Company.

### **Summary of the incentive programme**

The Board of Directors proposes that the Annual General Meeting resolve to establish a new warrant-based incentive programme for up to six (6) senior executives through the issuance of a maximum of 55 000 warrants. The programme covers the Company's Managing Director and other members of the executive management team. The programme is kept open for future recruitment with respect to positions that are vacant at the time of the meeting.

The purpose of the proposed incentive programme is to create conditions for retaining and recruiting competent personnel to the Company, to increase participants' motivation, company loyalty and alignment of interests with the Company's shareholders, and to promote personal shareholding in the Company and thereby promote shareholder value and the Company's ability to create long-term value. The Board of Directors intends to propose annually recurring warrant-based incentive programmes in line with this programme.

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Participants are entitled to acquire a number of warrants corresponding to a certain fixed amount, as further described under item (B) below. The number of warrants that participants are entitled to acquire shall be determined based on the market value of the warrants on the date of transfer of the warrants from the Company.

Vesting of the warrants shall occur gradually over a three-year period, whereby 33 percent of the allocated warrants shall vest after one year, and the vesting of the remaining warrants shall thereafter occur on a quarterly basis. The reason that the vesting period for the majority of the warrants in certain cases is less than three years is that the Company is at a stage where it is particularly important to retain and motivate key personnel. The Board of Directors considers this to be crucial for the Company's future development and value creation, and that it is in the interest of both the Company and its shareholders to provide equivalent incentives to all key personnel.

Exercise price: 185 percent of the volume-weighted average price of the Company's ordinary share during the ten (10) trading days immediately preceding 18 May 2026.

### **Background and rationale**

The Board of Directors considers it important that key personnel within the Company are given the opportunity to receive remuneration that is related to and dependent upon the value growth of the Company's shares that they help to create. The Board of Directors considers that the proposed incentive programme creates conditions for retaining and recruiting competent personnel to the Company and increases the participants' motivation, company loyalty and alignment of interests with the Company's shareholders. Furthermore, the proposed incentive programme promotes personal shareholding in the Company and thereby also shareholder value and the Company's ability to create long-term value.

The Board of Directors assesses the proposed programme as described below to be reasonable and beneficial for the Company and its shareholders.

### **(A) Issuance of warrants**

The Board of Directors proposes that the Annual General Meeting resolve on a directed issuance of a maximum of 55 000 warrants of series 2026/2029 on the following terms in order to implement the incentive programme.



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The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emption rights, be granted to CDON with the right and obligation to transfer the warrants to senior executives of the Company in accordance with what is set out in the proposal under item (B) below. The Company shall not have the right to dispose of the warrants in any manner other than as set out in the proposal under item (B) below. Oversubscription may not occur.

The reason for deviating from the shareholders' pre-emption rights is that the warrants are to be used within the framework of the warrant programme.

The warrants shall be issued free of charge.

Subscription for the warrants shall be made on a separate subscription list no later than 25 May 2026. The Board of Directors shall have the right to extend the subscription period.

Each (1) warrant entitles the holder to subscribe for one (1) new ordinary share in the Company. New subscription of shares by exercise of the warrants may take place during the period from and including 22 May 2029 until and including the day falling 30 calendar days thereafter. Pursuant to the terms of the warrants, the period during which the option right may be exercised may be extended if a participant is prevented from exercising their warrants due to applicable insider trading laws or equivalent regulations.

The subscription price upon new subscription of shares by exercise of a warrant shall be set at an amount corresponding to 185 percent of the volume-weighted average price of the Company's ordinary share on Nasdaq First North Growth Market during the ten (10) trading days immediately preceding 18 May 2026. The subscription price shall be rounded to the nearest whole ten öre. The subscription price may not be set below the quota value of the share. If the subscription price upon subscription of shares by exercise of the warrants exceeds the quota value, the excess amount shall be allocated to the unrestricted share premium reserve.

The new shares issued upon subscription by exercise of the warrants shall entitle the holder to dividends for the first time on the record date for dividends falling immediately after the subscription has been executed.

Warrants held by the Company that have not been transferred pursuant to item (B) below, or that have been repurchased from participants, may be cancelled by the Company upon a resolution by the Board of Directors. Cancellation shall be reported to the Swedish Companies Registration Office for registration.

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The full terms and conditions of the warrants are set out in Exhibit A. As stated therein, the subscription price as well as the number of shares that each warrant entitles the holder to subscribe for may be subject to recalculation in certain cases.

The Company's share capital may, upon exercise of all warrants of series 2026/2029, be increased by a maximum of SEK 55 000 (subject to any recalculations in accordance with the full terms and conditions of the warrants).

### (B) Approval of transfer of warrants

The Board of Directors proposes that the Annual General Meeting resolve to approve that the Company, within the framework of the incentive programme, transfer a maximum of 55 000 warrants of series 2026/2029 to senior executives of the Company on the following terms:

The right to acquire the warrants shall be granted to the Company's Managing Director and members of the executive management team as set out below. Participants are entitled to acquire a number of warrants which, based on the market value on the date of transfer, corresponds to the following fixed amounts:

Category	Persons per category	Maximum number of warrants
(i) The Company's Managing Director	One (1) person	A number of warrants corresponding to 1.5 monthly salaries
(ii) Members of the executive management team	A maximum of five (5) persons	A number of warrants corresponding to one (1) monthly salary

The total number of warrants transferred to all participants above may however never exceed 55 000 warrants in aggregate, to be distributed proportionally among the participants in relation to the size of each participant's allocated amount.

Since the warrants are acquired by participants at market value and require a positive development of the Company's share price, there are no performance criteria for the exercise of the warrants.

A prerequisite for the right to acquire warrants from the Company is (i) that the participant is employed by the Company at the time of acquisition, and (ii) that the acquisition of warrants can be made in accordance with applicable laws and, in the Board of Directors' assessment, can be made at reasonable administrative and financial cost.



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A further prerequisite for the right to acquire warrants from the Company is that the participant has entered into a specific right-of-first-refusal agreement with the Company, pursuant to which the Company, or a party designated by the Company, under certain circumstances has the right to repurchase warrants from the participant if the participant's employment with the Company ceases during the term of the programme. If the participant's employment ceases as a result of termination by the Company on objective grounds for dismissal on personal grounds, or following summary dismissal (or, in the case of the Managing Director, termination on grounds corresponding to those stated above), all warrants (both vested and unvested) shall be repurchased without any consideration being paid to the participant. If employment ceases for reasons other than those specified, unvested warrants shall be repurchased at the lower of the acquisition cost and the market value of the warrants. The Board of Directors also has the right to deduct any amounts received by the participant as a bonus payment upon participation in the incentive programme that relate to the repurchased warrants. If the participant's employment ceases before 22 May 2027 due to resignation by the participant, all warrants (both vested and unvested) shall be repurchased without any consideration being paid to the participant. The right-of-first-refusal agreements will otherwise contain customary terms and conditions. The Board of Directors has the right to make reasonable amendments and adjustments to the terms of the agreements as deemed appropriate as a result of local civil or tax law requirements or administrative conditions.

1. Vesting of the warrants occurs gradually over a period from and including the date of allocation of the warrants until and including the date falling three years thereafter. 33 percent of the allocated warrants vest after one year, after which vesting of the remaining allocated warrants occurs on a quarterly basis at 8.375 percent per quarter. The reason that warrants in certain cases may vest after a period of less than three years is that the Company is at a stage where it is particularly important to retain and motivate key personnel. The Board of Directors considers this to be crucial for the Company's future development and value creation, and that it is in the interest of both the Company and its shareholders to provide equivalent incentives to all key personnel.
2. In order to encourage high participation in the programme, participants who participate in the programme shall receive a subsidy in the form of a bonus payment corresponding, after tax, to 50 percent of the premium for the warrants acquired. The bonus shall be paid by the Company in connection with the establishment of the programme.
3. Registration of interest in acquiring warrants shall take place during the period from and including 19 May 2026 until and including 1 June 2026. The Board of Directors shall have the right to extend the registration period. The Company's Board of Directors shall resolve on the final allocation, in accordance with the principles established by the Annual General Meeting.

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4. The warrants shall be transferred on arm's length terms at a price determined based on a calculated market value for the warrants applying the Black & Scholes valuation model as calculated by an independent valuation institute.
5. Payment for the warrants shall be made in cash no later than seven (7) days after registration of interest in acquisition.

### Dilution

Upon full new subscription using all warrants of series 2026/2029, 55 000 new ordinary shares may be issued, corresponding to a dilution of approximately 0.5 percent of the total number of ordinary shares and approximately 0.5 percent of the total votes in the Company (subject to any recalculations in accordance with the full terms and conditions of the warrants). The number of warrants allocated to participants under the programme may be less than the maximum number of warrants specified in item (A) above, and may therefore result in lower dilution.

### Existing incentive programmes

At the time of this proposal, the warrant programme 2025/2028 is the only outstanding incentive programme in the Company.

### Preliminary valuation

The market value of one warrant of series 2026/2029 is, according to a preliminary valuation using the Black & Scholes valuation model, SEK 16.18.

The preliminary valuation is based on the assumption that the volume-weighted average price of the Company's ordinary share on Nasdaq First North Growth Market during the ten (10) trading days immediately preceding 8 April 2026 will amount to SEK 69.10, which would result in a subscription price of SEK 127.80 per share upon exercise of the warrants, together with assumptions of a volatility of 57 percent, a risk-free interest rate of 2.5 percent and a term of three years. Upon transfer of warrants to participants, the market value will be determined based on updated assumptions and parameters known at that time.

### Costs for the company and impact on Key figures

Since the warrants are to be transferred to participants at market value, the acquisition of warrants within the framework of the incentive programme is not expected to give rise to any costs for the Company beyond certain costs in the form of fees to external consultants and costs for administration of the incentive programme, which are estimated to amount to approximately SEK 60,000.

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The subsidy in the form of a bonus payment to be received by participants from the Company will additionally give rise to costs for the Company. The costs of the subsidy are estimated to amount to a total of SEK 1,150,000, including social security contribution costs based on average social security contributions of 31.42 percent.

The warrants are estimated to have a marginal effect on the Company's key ratio earnings per share.

### **Preparation of the proposal**

The proposal to resolve on the establishment of the incentive programme and the proposals for resolutions under items (A) and (B) above have been prepared by the Board of Directors in consultation with the Company's internal legal counsels.

### **Other**

The Board of Directors, or the person designated by the Board of Directors, shall have the right to make such minor adjustments to the resolution as may be required in connection with registration with the Swedish Companies Registration Office. The Board of Directors shall be responsible for the detailed design and management of the incentive programme, including the design of agreements between the Company and the participants, within the framework of the stated terms and guidelines. In connection therewith, the Board of Directors shall have the right to make adaptations in order to comply with market conditions or to comply with applicable regulations.

### **Majority requirement**

The Board of Directors' proposal to resolve on the establishment of a warrant-based incentive programme for senior executives of the Company through (A) a resolution on the issuance of warrants of series 2026/2029 to the Company, and (B) a resolution to approve the transfer of warrants of series 2026/2029 to senior executives of the Company, constitutes a combined proposal and shall be adopted as a single resolution. For a valid resolution in accordance with the Board of Directors' proposal, the resolution must be supported by shareholders representing at least nine-tenths (9/10) of both the votes cast and the shares represented at the Annual General Meeting.

### **Item 14 – Resolution on amendment of the articles of association**



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The Board of Directors proposes that the Annual General Meeting resolve to amend § 9, second paragraph, of the articles of association in order to align it with the current wording of the Swedish Companies Act (2005:551) regarding the record date and the last day for registration to attend a general meeting. The amendment entails that the previous restriction that the last day for registration may not fall earlier than the fifth business day before the meeting is removed, as this is no longer compatible with the Act's requirement for a record date six banking days before the meeting.

### **Current wording:**

*"Shareholders who wish to participate in the general meeting must be entered in the share register on the record date for the 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 general meeting.**"*

### **Proposed new wording:**

*"Shareholders who wish to participate in the general meeting must be entered in the share register on the record date for the 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. **This latter date may not be a Sunday, another public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve.**"*

The Board of Directors, or the person designated by the Board of Directors, shall have the right to make such minor adjustments to the resolution as may prove necessary in connection with registration with the Swedish Companies Registration Office.

### **Item 15 – Authorisation for the Board of Directors to resolve on issuances**

The Board of Directors proposes that the meeting authorise the Board of Directors to resolve, on one or more occasions until the next Annual General Meeting, on new issues of ordinary shares with or without deviation from the shareholders' pre-emption rights. The total number of shares may not exceed 25 percent of the number of outstanding ordinary shares.

### **Other Information**



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### **Nomination Committee**

The Company's Nomination Committee ahead of the 2026 Annual General Meeting has consisted of Jonathan Buba (chairman), representing Nantahala Capital, Victor Mellgren, representing Rite Ventures, and David Kanen, representing Kanen Wealth Management.

### **Majority Requirements**

For a valid resolution pursuant to items 12 and 13, the support of shareholders representing at least nine-tenths (9/10) of both the votes cast and the shares represented at the meeting is required. For items 14 and 15, the support of shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the meeting is required.

### **Number of Shares and Votes in the Company**

At the time of issuing this notice, the total number of shares in the Company amounts to 11 465 878, of which 11 259 717 are ordinary shares, corresponding to 11 259 717 votes, and 206 161 are series C shares, corresponding to 20 616.1 votes, with the total number of votes amounting to 11 280 333.6. The Company holds no treasury shares.

### **Shareholders' Right to Ask Questions**

The Board of Directors and the Managing Director shall, if requested by a shareholder and if the Board of Directors considers it possible without material harm to the Company, provide information at the Annual General Meeting regarding matters that may affect the assessment of an item on the agenda, matters that may affect the assessment of the Company's or a subsidiary's financial situation, and the Company's relationship with another group company.

### **Available Documents**

The Nomination Committee's and Board of Directors' complete proposals for resolutions are set out in this notice which, together with the postal voting form and proxy form, is available at the Company and on its website as set out below.

Accounting documents with accompanying audit reports will be available at the Company for at least three weeks prior to the meeting. Documents pursuant to the Swedish Companies Act will be available at the Company for at least two weeks prior to the meeting. The documents will also be available on the Company's website, [investors.cdon.com](https://investors.cdon.com).

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Copies of the above-mentioned documents will also be sent to shareholders who request them and provide their postal address. The documents will also be presented at the Annual General Meeting.

Information regarding all proposed Board members is available on the Company's website, [investors.cdon.com](https://investors.cdon.com).

### Processing of Personal Data

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

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Stockholm in April 2026

**CDON AB**

*The Board of Directors*

### For further information, please contact:

#### **Fredrik Norberg**

CEO

E-mail: [fredrik.norberg@cdon.com](mailto:fredrik.norberg@cdon.com)

#### **Carl Andersson**

CFO

E-mail: [carl.andersson@cdon.com](mailto:carl.andersson@cdon.com)

### **Certified Adviser**

FNCA Sweden AB is the company's Certified Adviser

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### **About CDON Group**

CDON AB (publ) is a leading marketplace group in the Nordics, owning and operating the online marketplaces CDON and Fyndiq. CDON Group is listed on Nasdaq First North Growth Market and is headquartered in Stockholm. In 2023, CDON AB acquired Fyndiq, bringing the two platforms together under the CDON Group. Fyndiq and CDON combine technology competencies, marketplace infrastructure, and customer reach - creating a comprehensive and complementing offering for merchants and consumers alike. The Group's vision is to unleash the power of the marketplace by providing the best shopping experience in the Nordics.

### **Attachments**

[Notice of Annual General Meeting in CDON AB](#)

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