

Item 19 - Resolution on long-term incentive program, including: a) adoption of long-term incentive program for senior executives, b) adoption of long-term incentive program for the Board of Directors, c) authorisation for the Board of Directors to resolve to issue Class C shares, d) authorisation for the Board of Directors to resolve to repurchase Class C shares, e) transfer of ordinary shares for delivery under the incentive programs, and f) authorisation for the Board of Directors to resolve to transfer own shares in respect of the incentive programs

The Board of Directors proposes that the Annual General Meeting resolves to implement a share price related incentive program for senior executives within the TradeDoubler group in accordance with the item 19(a) below. TradeDoubler's largest shareholder, Reworld Media, proposes that the Annual General Meeting resolves to implement a corresponding program for the Board of Directors in accordance with item 19(b) below. Delivery of shares under both programs are proposed under items 19 (c) – (f) below. The resolutions under items 19 (a) and (c) –(f) are contingent upon each other and are therefore proposed to be adopted as one single resolution.

Item 19(a) - Adoption of incentive program for senior executive

The Board of Directors proposes that the Annual General Meeting resolves to implement a new share price related incentive program (the "Employee Program"). The Program is proposed to include in total six senior executives within the TradeDoubler group.

Conditions

Allocation in the Employee Program is contingent upon that the share price in TradeDoubler reaches certain thresholds. The share price shall be determined based on the volume weighted average price during 30 trading days after the release of the 2027 Q4 report (the "Share Price" and the "Measurement Period"). If the Share Price reaches SEK 7.50 by the end of the Measurement Period, 27 percent of the shares will be allotted, if the Share Price reaches SEK 10.50 by the end of the Measurement Period, 60 per cent of the shares will be allotted and if the Share Price reaches between SEK 15 and SEK 20 by the end of the Measurement Period, 100 per cent of the shares will be allotted under the Employee Program.

The participants rights under the Employee Program will vest proportionally from 1 June 2025 to 31 May 2028 (the "Vesting Period"). If a participant's employment is terminated before the end of the Vesting Period, the participant shall retain rights proportional to the part of the Vesting Period during which the participant has been employed.

Administration

The Board of Directors shall be responsible for preparing the detailed terms and the administration of the Employee Program, within the framework of the stated conditions

and guidelines. In connection therewith, the Board of Directors shall be authorised to make adjustments in order to fulfil certain rules or market conditions.

In the event of a public take-over offer, extraordinary dividend, liquidation, merger, share split or any other such transaction affecting TradeDoubler during the Vesting Period, the Board of Directors shall be authorized to recalculate the number of shares the participants shall be allotted. Such recalculations shall be in line with sound stock market practice and applicable laws and regulations. Issuances of new shares, warrants and/or convertibles shall not trigger recalculation.

Allocation

The Employee Program is proposed to comprise up to 3,100,000 shares. In accordance with the above principles and assumptions the Employee Program will comprise the following number of shares for the different categories:

- the Chief Executive Officer of TradeDoubler can free of charge be allotted up to 1,300,000 shares in the Employee Program;
- the Chief Financial Officer of TradeDoubler can free of charge be allotted up to 1,000,000 shares in the Employee Program; and
- other senior executives, not including the CEO and CFO, can free of charge be allotted up to between 150,000 and 250,000 shares per person in the Employee Program.

If allotment of shares occurs under the Employee Program, 50 percent of the shares will be allotted immediately after the end of the Vesting Period and the remaining 50 percent will be allotted three months after the expiration of the Vesting Period.

The total value of the Employee Program is capped at SEK 62 million (maximum allocation of 3.1 million shares x SEK 20 per share). If the share price exceeds SEK 20 by the end of the Measurement Period, the number of allocated shares will proportionally be lower in order not to exceed the cap at SEK 62 million.

Scope, costs and effects on important key ratios

The Employee Program will be calculated and presented in accordance with the accounting principle IFRS 2 Share Based Payment.

The shares' estimated fair value is recognized as a personnel cost in the profit and loss account. The Board of Directors has estimated the value of each share right to SEK 2.6. The estimate is based on best management estimations using the closing price of the TradeDoubler share on 23 April 2025 (SEK 6.5), statistics on the volatility of the share price of the TradeDoubler share and estimated future dividends. The estimated total value of the 3,100,000 share rights is approximately SEK 4 million. The costs will be allocated during the Vesting Period. As the possible future allocation of the shares does

not involve any outflow of resources from the company, the shareholders' equity will not be affected.

Social security costs will be expensed in the profit and loss account in accordance with the accounting statement UFR7 during the Vesting Period. The size of these costs will be calculated based on the share price performance of the TradeDoubler share during the Vesting Period and the allotment of shares. Based on a theoretical assumption that a share price of SEK 20 occurs by the end of the Vesting Period (which is also the maximum cost level for this program) the total cost of social security costs is expected to amount to approximately SEK 11 million. Under the same assumption the total cost for the Employee Program thus amounts to approximately SEK 15 million, corresponding to approximately SEK 5 million per year.

The social security costs' effects on the shareholders' equity is planned to be hedged by the sale of up to 790 000 treasury shares. The Employee Program's impact on the company's key ratios is not expected to be material.

The maximum dilution amounts to no more than 8 per cent in terms of outstanding shares and votes for the Employee program and Board program together.

Delivery of shares under the Employee Program

To ensure the delivery of shares to the participants in accordance with the Employee Program as well as the program for the Board proposed under item 19 (b) below, the Board of Directors proposes that the Annual General Meeting resolves to authorises the Board of Directors to resolve on a directed issue of shares of 5,000,000 Class C shares to Nordea Bank AB (publ) in accordance with item 19 (c), and that the Board of Directors be authorised to subsequently resolve to repurchase the Class C shares from Nordea Bank AB (publ) in accordance with item 19 (d).

The rationale for the proposal

The objective of the proposed Employee Program is to create conditions for retaining competent employees in the group. The Employee Program has been designed based on the view that it is desirable that senior executives within the group are shareholders in the Company. By linking the employee's remuneration to TradeDoubler's share price development continued loyalty will be promoted and thereby long-term growth in the Company. In light of this, the Board of Directors is of the opinion that the adoption of the Employee Program will have a positive effect on TradeDoubler's future development and thus be beneficial for both the Company and its shareholders.

Preparation of the proposal

The Employee Program has been prepared by the Board of Directors in consultation with external advisors and major shareholders. The above proposal is supported by the company's major shareholders.

Outstanding incentive programs in TradeDoubler

The Company does not have any outstanding incentive programs.

Item 19(b) - Adoption of incentive program for the Board of Directors

Reworld Media, the company's largest shareholder, proposes that the Annual General Meeting resolves to implement a new share price related incentive program (the "Board Program"). The Program is proposed to include the five board members of TradeDoubler. The Board Program is an addition to the ordinary cash Board remuneration. Reworld Media intends to propose unchanged board remuneration during the duration of the Board Program.

Conditions

Allocation in the Board Program is contingent upon that the share price, including dividends, in TradeDoubler reaches certain thresholds. The share price shall be determined based on the volume weighted average price during 30 trading days after the release of the 2027 Q4 report (the "Share Price" and the "Measurement Period"). If the Share Price reaches SEK 7.50 by the end of the Measurement Period, 27 percent of the shares will be allotted, if the Share Price reaches SEK 10.50 by the end of the Measurement Period, 60 per cent of the shares will be allotted and if the Share Price reaches between SEK 15 and SEK 20 by the end of the Measurement Period, 100 per cent of the shares will be allotted under the Board Program.

The participants rights under the Board Program will vest proportionally from 1 June 2025 to 31 May 2028 (the "Vesting Period"). If a participant's Board position or other consultant/employee role within the TradeDoubler Group is terminated before the end of the Vesting Period, the participant shall retain rights proportional to the part of the Vesting Period during which the participant has been a board member or consultant/employee within the TradeDoubler group.

Administration

In the event of a public take-over offer, extraordinary dividend, liquidation, merger, share split or any other such transaction affecting TradeDoubler during the Vesting Period, a general meeting shall be convened in order to resolve on recalculation of the number of shares the participants shall be allotted. Such recalculations shall be in line with sound

stock market practice and applicable laws and regulations. Issuances of new shares, warrants and/or convertibles shall not trigger recalculation.

Allocation

The Board Program is proposed to comprise up to 1,900,000 shares. In accordance with the above principles and assumptions the Board Program will comprise the following number of shares for the different categories:

- Pascal Chevalier and Gautier Normand can free of charge be allotted up to 800,000 shares per person in the Board Program; and
- Jérémy Parola, Erik Siekmann and Xavier Penat can free of charge be allotted up to 100,000 shares per person in the Board Program.

The total value for the Board Program is capped at SEK 38 million (maximum allocation of 1.9 million shares x SEK 20 per share). If the share price exceeds SEK 20 by the end of the Measurement Period, the number of allocated shares will proportionally be lower in order not to exceed the cap at SEK 38 million.

Scope, costs and effects on important key ratios

The Board Program will be calculated and presented in accordance with the accounting principle IFRS 2 Share Based Payment.

The shares' estimated fair value is recognized as a personnel cost in the profit and loss account. The Board of Directors has estimated the value of each share right to SEK 2.6. The estimate is based on best management estimations using the closing price of the TradeDoubler share on 23 April 2025 (SEK 6.5), statistics on the volatility of the share price of the TradeDoubler share and estimated future dividends. The estimated total value of the 1,900,000 share rights is approximately SEK 2 million. The costs will be allocated during the Vesting Period. As the possible future allocation of the shares does not involve any outflow of resources from the company, the shareholders' equity will not be affected.

Social security costs will be expensed in the profit and loss account in accordance with the accounting statement UFR7 during the Vesting Period. The size of these costs will be calculated based on the share price performance of the TradeDoubler share during the Vesting Period and the allotment of shares. Based on a theoretical assumption that a share price of SEK 20 occurs by the end of the Vesting Period (which is also the maximum cost level for this program) the total cost of social security costs is expected to amount to approximately SEK 12 million. Under the same assumption the total cost for the Board Program thus amounts to approximately SEK 14 million, corresponding to approximately SEK 4.7 million per year.

The social security costs' effects on the shareholders' equity is planned to be hedged by the sale of up to 790 000 treasury shares. The Board Program's impact on the company's key ratios is not expected to be material.

The maximum dilution amounts to no more than 8 per cent in terms of outstanding shares and votes for the Employee program and Board program together.

Delivery of shares under the Board Program

To ensure the delivery of shares to the participants in accordance with the Board Program and the Employee Program, the Board of Directors proposes that the Annual General Meeting resolves to authorises the Board of Directors to resolve on a directed issue of shares of 5,000,000 Class C shares to Nordea Bank AB (publ) in accordance with item 19 (c), and that the Board of Directors be authorised to subsequently resolve to repurchase the Class C shares from Nordea Bank AB (publ) in accordance with item 19 (d).

The rationale for the proposal

The objective of the proposed Board Program is to create conditions for retaining competent Board members. The Board Program has been designed based on the view that it is desirable that the Board of Directors are shareholders in the Company. By linking the Board's remuneration to TradeDoubler's share price development continued loyalty will be promoted and thereby long-term growth in the Company. In light of this, Reworld Media is of the opinion that the adoption of the Board Program will have a positive effect on TradeDoubler's future development and thus be beneficial for both the company and its shareholders.

Preparation of the proposal

The Board Program has been prepared by Reworld Media in consultation with external advisors and other major shareholders. The above proposal is supported by the company's major shareholders.

Outstanding incentive programs in TradeDoubler

The Company does not have any outstanding incentive programs.

Item 19(c) Authorisation for the Board of Directors to resolve to issue Class C shares

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors, during the period until the next Annual General Meeting, to increase TradeDoubler's share capital by not more than SEK 2,000,000 by the issue of not more than 5,000,000 Class C shares, each with a quota value of SEK 0.40. The new shares shall, with deviation from the shareholders' preferential rights, be subscribed for

by Nordea Bank AB (publ) at a subscription price corresponding to the quota value. The purpose of the authorisation and the reason for deviating from the shareholders' preferential rights in the new issue of shares is to ensure delivery of shares to participants under the Employee Program and Board Program.

Item 19(d) - Authorisation for the Board of Directors to resolve to repurchase own Class C shares

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors, during the period until the next Annual General Meeting, to resolve to repurchase the Company's own Class C shares. Repurchase may only be effected through an offer directed to all holders of Class C shares and shall comprise all outstanding Class C shares. Purchases may be effected at a purchase price corresponding to not less than SEK 0.40 and not more than SEK 0.42 per share. Payment for acquired Class C shares shall be made in cash. The purpose of the repurchase is to ensure delivery of shares under the Employee Program and Board Program.

Item 19(e) - Transfer of ordinary shares

The Board of Directors proposes that the Annual General Meeting resolves that Class C shares held by TradeDoubler after reclassification into ordinary shares may be transferred, free of charge, to the participant in accordance with the terms of the Employee Program and Board Program.

Item 19(f) - Authorisation for the Board of Directors to resolve to transfer own shares in respect of the programs

The Board of Directors proposes that the Annual General Meeting resolves to, with reference to the Program, authorise the Board of Directors, during the period until the next Annual General Meeting, to resolve, on one or more occasions, on the transfer of not more than 790,000 shares on Nasdaq Stockholm in order to cover certain expenses, primarily social security costs and costs for the repurchase of Class C shares. Transfer may occur at a price that is within the registered price interval, meaning the interval between the highest bid price and the lowest ask price at the time of the resolution on the transfer and in accordance with the rules of Nasdaq Stockholm at any given time.

Majority requirements for resolutions under item 19

Valid resolutions under items 19 (a) – (f) require approval of shareholders representing not less than nine tenths of the votes cast as well as the shares represented at the General Meeting.