

# NOTICE TO THE ANNUAL GENERAL MEETING IN TRADEDOUBLER AB (publ)

The shareholders of Tradedoubler AB (publ), reg. no. 556575-7423, are hereby summoned to Annual General Meeting to be held on Tuesday 20 May 2025 at 13:00, at the company's premises at Centralplan 15, 3<sup>rd</sup> floor, Stockholm. Registration for the Meeting will commence at 12:45.

The Board of Directors has decided, pursuant to the company's articles of association, that shareholders shall also have the right to exercise their voting rights by postal voting in advance. Shareholders may therefore choose to exercise their voting rights at the Meeting by attending in person, through a proxy or by postal voting in advance.

## A. Participation

### A.1 Right to participate in the Meeting

Shareholders wishing to attend the Meeting must:

- (i) be recorded as a shareholder in the share register kept by Euroclear Sweden AB as of Monday 12 May 2025, and
- (ii) no later than Wednesday 14 May 2025, give notice of attendance at the Meeting to the company in accordance with the instructions set out in the section "*A.2 Notice of attendance for participating in person or through a proxy*" or submit a postal vote in accordance with the instructions set out in the section "*A.3 Advance voting*".

To be entitled to participate in the Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to providing notice of attendance or submit a postal vote, register its shares in its own name so that the shareholder is recorded in the share register as of Monday 12 May 2025. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and such time in advance as the nominee determines. Voting right registrations completed no later than Wednesday 14 May 2025 are taken into account when preparing the share register.

#### **A.2 Notice of attendance for participating in person or through a proxy**

Shareholders who wish to participate in the Meeting in person or through a proxy shall give notice thereof to the company. The notice shall be made either by e-mail to [bolagsstamma@tradedoubler.com](mailto:bolagsstamma@tradedoubler.com) or by regular mail to Tradedoubler AB (publ), Centralplan 15, 111 20 Stockholm. When the shareholders notify the company they shall state their name, personal identity number/registration number, address, telephone number, registered holding of shares and, when applicable, number of assistants and, when applicable, representatives.

Shareholders who wish to be represented by a proxy must issue a power-of-attorney, signed and dated by the shareholder, for the proxy. The power-of-attorney must be presented in original and should, in order to facilitate entrance to the Meeting, be sent to the company in original prior to the Meeting. If the power-of-attorney is issued by a legal entity a certified copy of the certificate of registration or equivalent for the legal entity shall be attached. The registration certificate and the power-of-attorney cannot be older than one year, however not when the power-of-attorney according to its wording is valid for a longer period, maximum five years. A proxy form in Swedish and English is available on Tradedoubler's website, <https://www.tradedoubler.com/>.

#### **A.3 Advance voting**

Shareholders who wish to exercise their voting rights at the Meeting by postal voting in advance shall use a special advance voting form. The form is available on the company's website, <https://www.tradedoubler.com/>. The advance voting form is considered as notice of attendance.

The completed voting form must be received by the company no later than on Wednesday 14 May 2025. The form shall be submitted either by e-mail to [bolagsstamma@tradedoubler.com](mailto:bolagsstamma@tradedoubler.com) or by regular mail to Tradedoubler AB (publ), Centralplan 15, 111 20 Stockholm. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the advance voting form.

If the shareholder votes in advance by proxy, a power-of-attorney, signed and dated by the shareholder, for the proxy shall be enclosed to the advance voting form. If the power-of-attorney is issued by a legal entity a certified copy of the certificate of registration or equivalent for the legal entity shall be attached. The registration certificate and the power-of-attorney cannot be older than one year, however not when the power-of-attorney according to its wording is valid for a longer period, maximum five years. A proxy form in Swedish and English is available on Tradedoubler's website, <https://www.tradedoubler.com/>.

Those who wish to withdraw a submitted advance vote and instead exercise their voting rights by participating in the Meeting in person or through a proxy must give notice thereof to the Meeting's secretariat prior to the opening of the Meeting.

For questions about the Meeting or to have the advance voting form or proxy form sent by mail, please contact the company via e-mail to [bolagsstamma@tradedoubler.com](mailto:bolagsstamma@tradedoubler.com).

#### **A.4 Right to request information**

Shareholders present at the Meeting have a right to request information regarding the matters on the agenda or the company's economic situation in accordance with Chapter 7, Section 32 of the Swedish Companies Act (2005:551).

### **B. Matters at the Annual General Meeting**

#### **B.1 Proposed Agenda**

1. Opening of the Meeting.
2. Election of the chairman of the Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to certify the minutes.
6. Determination of whether the Meeting has been properly convened.
7. The Managing Director's presentation.
8. Presentation of the Annual Accounts and the auditors' report and the consolidated accounts and the consolidated auditors' report.
9. Resolutions regarding:
  - a. adoption of the profit and loss account, the balance sheet and the consolidated profit and loss account and the consolidated balance sheet,
  - b. allocation of the company's result according to the approved balance sheet, and
  - c. discharge from liability for the members of the Board of Directors and the Managing Director.
10. Approval of the remuneration report.
11. Determining the number of members of the Board of Directors that shall be elected by the Meeting.
12. Election of the members of the Board of Directors.
13. Election of the chairman of the Board of Directors.
14. Election of auditor.
15. Resolution on remuneration of the Board of Directors and auditor.
16. Resolution on authorisation for the Board of Directors to resolve upon issuance of shares, warrants and/or convertibles.
17. Resolution on authorisation for the Board of Directors to resolve upon acquisition of own shares.

18. Resolution on authorisation for the Board of Directors to resolve upon the transfer of own shares.
19. Resolution on long-term incentive program, including:
  - d. adoption of long-term incentive program for senior executives,
  - e. adoption of long-term incentive program for the Board of Directors,
  - f. authorisation for the Board of Directors to resolve to issue Class C shares,
  - g. authorisation for the Board of Directors to resolve to repurchase Class C shares,
  - h. transfer of ordinary shares for delivery under the incentive programs, and
  - i. authorisation for the Board of Directors to resolve to transfer own shares in respect of the incentive programs.
20. Conclusion of the Meeting.

## **B.2 Proposals for decision**

### Item 2 – Election of the chairman of the Meeting

The nomination committee proposes that Ebba Olsson Werkell, KANTER Advokatbyrå, is elected as the chairman of the Meeting.

### Item 9 b) – Allocation of the company's result

The Board of Directors proposes that no dividend shall be paid to the shareholders.

### Item 10 – Approval of the remuneration report

The Board of Directors proposes that the Annual General Meeting resolves to approve the remuneration report according to Chapter 8, Section 53 a of the Swedish Companies Act.

### Items 11–15 – Election of the Board of Directors and remunerations etc.

The nomination committee has consisted of Gautier Normand, appointed by Reworld Media (chairman), Yi Shi, own holdings, Per Ekstrand, appointed by Ekstrand Corporate Advisors AB, and Pascal Chevalier, chairman of the Board.

The nomination committee has proposed the following to the Annual General Meeting:

- that the number of ordinary members of the Board of Directors shall amount to five with no deputies;

- that the following persons are re-elected, for the time until the end of the next AGM, as members of the Board of Directors: Pascal Chevalier, Gautier Normand, Jérémy Parola, Erik Siekmann and Xavier Penat;
- that Pascal Chevalier is re-elected as chairman of the Board of Directors;
- that EY AB is re-elected as auditor for the time until the end of the next AGM;
- that the remuneration to the members of the Board of Directors shall amount to SEK 180,000 per person; and
- that the auditor shall be entitled to a fee in accordance with the approved amount invoiced.

Information about the proposed members of the Board of Directors is available on Tradedoubler's website, <https://www.tradedoubler.com/>.

Item 16 – Resolution on authorisation for the Board of Directors to resolve upon issuance of shares, warrants and/or convertibles

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors, until the next Annual General Meeting, on one or several occasions, with or without deviation from the shareholders' preferential rights, to resolve on new issues of shares, warrants and/or convertibles. The authorisation shall also include the right to resolve on new issues where the shares, warrants or convertibles are to be paid for with non-cash consideration, through set-off or otherwise with conditions pursuant to the Swedish Companies Act.

Cash or offset issues deviating from shareholders' preferential rights must take place on market terms.

The reason for the proposal and the possibility of deviating from the shareholders' preferential rights is to allow for flexibility in connection with any acquisitions or capital procurements.

A valid resolution requires approval of shareholders representing not less than two thirds of the votes cast as well as the shares represented at the Meeting.

Item 17 – Resolution on authorisation for the Board of Directors to resolve upon acquisition of own shares

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors, until the next Annual General Meeting, on one or several occasions, to resolve on the acquisition of a maximum number of own shares so that, after the purchase, the Company holds not more than ten (10) per cent of the total number of shares in the Company. Such shares shall be purchased on Nasdaq Stockholm at a price that is within the registered price interval (spread) at any given time, meaning the interval between the highest bid price and the lowest ask price, and in other respects in accordance with the rules of Nasdaq Stockholm at any given time. The purpose of the repurchase of own shares is firstly to align the Company's capital structure to the

Company's capital requirements and, where appropriate, to enable share transfers in conjunction with the financing of Company acquisitions and other types of strategic investments and acquisitions.

A valid resolution requires approval of shareholders representing not less than two thirds of the votes cast as well as the shares represented at the Meeting.

Item 18 - Resolution on authorisation for the Board of Directors to resolve upon the transfer of own shares

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors, until the next Annual General Meeting, on one or several occasions, to resolve on the transfer of shares in the Company. The shares may only be transferred in conjunction with the financing of Company acquisitions and other types of strategic investments and acquisitions, and the transfers may not exceed the maximum number of treasury shares held by the Company at any given time. Transfer of own shares shall be made either on Nasdaq Stockholm or in another manner.

In conjunction with the acquisition of companies or operations, transfer of own shares may be made with deviation from the shareholders' preferential rights and at a price that is within the so-called spread (as defined under item 17 above) at the time of the decision regarding the transfer and in accordance with the rules of Nasdaq Stockholm at any given time. Payment for shares transferred in this manner may be made in cash or through a non-cash issue or offsetting of claims against the Company, or on other specific terms.

The reason for the proposal and the possibility of deviating from the shareholders' preferential rights is, where appropriate, to be able to transfer shares in conjunction with the financing of any Company acquisitions and other types of strategic investments and acquisitions in a cost-efficient manner.

A valid resolution requires approval of shareholders representing not less than two thirds of the votes cast as well as the shares represented at the Meeting.

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.

### **Costs and dilution**

The Board of Directors estimates that the total recognized cost during the Employee Program's term will amount to a maximum of about SEK 18 million, of which around 11 million relates to social security costs. The costs, excluding social security costs are set when the Employee Program is launched and is not affected by future share price developments. The maximum dilution for both the Employee and Board Program combined amounts to no more than 8 per cent in terms of outstanding shares and votes.

A detailed description of the Employee Program's scope, costs and effects on important key ratios will be presented in the complete proposal.

### **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.

### **Costs and dilution**

Reworld Media estimates that the total recognized cost during the Board Program's term will amount to a maximum of about SEK 16 million, of which around 12 million relates to social security costs. The costs, excluding social security costs are set when the Board Program is launched and is not affected by future share price developments. The maximum dilution for both the Employee and Board Program combined amounts to no more than 8 per cent in terms of outstanding shares and votes.

A detailed description of the Board Program's scope, costs and effects on important key ratios will be presented in the complete proposal.

### **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.

**C. Miscellaneous**

The Annual Accounts, the auditor's report and complete proposals and other documents according to the Swedish Companies Act and the Swedish Corporate Governance Code will, no later than from Tuesday 29 April 2025, be made available at the company's head office and the company's website, <https://www.tradedoubler.com/>. Copies of the documents as well as this notice will be sent without charge to shareholders that so request and state their address.

There are a total of 61,236,598 shares in the Company, providing an entitlement to the identical number of votes. The Company holds 790,760 treasury shares.

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