

## The nomination committee's proposal for the Board of Directors etc. and motivated statement

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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 and Erik Siekmann;
- that Xavier Penat is elected, for the time until the end of the next AGM, as member of the Board of Directors;
- 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.

### The nomination committee's motivated statement

The nomination committee proposes re-election of Pascal Chevalier, Gautier Normand, Jérémy Parola and Erik Siekmann and election of Xavier Penat as members of the Board of Directors until the end of the next AGM. Pascal Chevalier is proposed to be re-elected as the Chairman of the Board of Directors. The proposal of the nomination committee thus means that the Board of Directors during the following term will consist of five ordinary members with no deputies.

The nomination committee has held one meeting during 2022/2023 where three of four members of the committee were present. The nomination committee has evaluated the work of the Board of Directors, *inter alia* by having the Chairman of the Board of Directors conducting individual interviews with the current Board members. When drawing up proposals to the Board of Directors the nomination committee has based its work on the requirements that the Company's strategic development and international business as well as need for governance and control have on the collective competence, experience and background of the Board of Directors.

The proposed members have extensive experience from the online and media industry and the financial industry and hold qualities which the nomination committee consider important for members of the Company's Board. The proposed members have shown a great interest to participate in developing the Company and have good knowledge of the Company's business model. Pascal Chevalier is the co-founder and CEO of Reworld Media S.A., and Chairman of Eduform'Action and NetMedia Group, board member of 50 Partners, Nextedia and Planet.fr. Gautier Normand is the co-founder and Deputy CEO of Reworld Media S.A, and CEO of Eduform'Action and NetMedia Group. Jérémy Parola is the web marketing director of Reworld Media S.A. Erik Siekmann is the founder and CEO of Digital Forward GmbH and founder and CEO of Daytona Ventures GmbH as well as co-founder and CEO of ESP - eSales Performance Marketing GmbH. Xavier Penat is the co-founder of Templo Ventures in Brazil and he has an extensive experience within digital marketing including performance based marketing.

The proposal fulfils the requirements set out in section 4.1 of the Swedish Corporate Governance Code (Sw. *Svensk kod för bolagsstyrning*) regarding the diversity and breadth of qualifications, experience and background of the members. The composition of the Board of Directors is considered to be appropriate to meet the business' requirements in the long term. None of the proposed members is a woman. The nomination committee has paid particular attention to this issue and considers it important to always actively seek competent candidates from both genders, which in the long term should lead to a more equal gender distribution in the future. The nomination committee has applied section 4.1 of the Swedish Code for Corporate Governance as a diversity policy in preparing its proposal.

The nomination committee considers Pascal Chevalier and Gautier Normand in their capacities as founders and CEO and Deputy CEO respectively of Reworld Media S.A. to be dependent in relation to the Company's larger shareholders, but independent in relation to the Company and the executive management. The nomination committee further considers Jérémy Parola in his capacity as an employee of Reworld Media S.A. to be dependent in relation to the Company's larger shareholders, but independent in relation to the Company and the executive management. The nomination committee considers that the other proposed members of the Board of Directors, Erik Siekmann and Xavier Penat are independent in relation to the Company and the executive management and in relation to the Company's larger shareholders. The proposed composition of the Board of Directors thereby fulfils the requirements of independence set out in the Swedish Corporate Governance Code.

#### Information on the proposed new member of the Board of Directors

Xavier Penat, born 1976  
Education: Business School ESC Toulouse  
Other assignments: Partner Templo Ventures  
Former assignments: Partner Vicious Media  
Shareholding: -

Information on the Board members that are proposed for re-election is available on the company's website, [www.tradedoubler.com](http://www.tradedoubler.com).

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Stockholm in April 2023  
**TradeDoubler AB (publ)**  
*The nomination committee*