

## 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 Thursday 4 May 2017, at 9.00 am, at the company's premises on Birger Jarlsgatan 57A, 7<sup>th</sup> floor, Stockholm. Registration for the Meeting will commence at 8.30 am.*

### A. Participation

Shareholders who wish to participate in the Annual General Meeting must (i) be recorded as shareholders in the register of shareholders maintained by Euroclear Sweden AB ("Euroclear") on Thursday 27 April 2017, and (ii) notify the company of their intention to attend the Meeting no later than on Thursday 27 April 2017.

The notification shall be made in writing to TradeDoubler AB (publ), Birger Jarlsgatan 57A, 7<sup>th</sup> floor, 113 56 Stockholm, or by e-mail [bolagsstamma@tradedoubler.com](mailto:bolagsstamma@tradedoubler.com). 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 are represented by a proxy holder should send the original proxy, signed and dated by the shareholder, to the company in advance of the Annual General Meeting. If the proxy is issued by a legal entity a certified copy of the certificate of registration or equivalent ("**Registration Certificate**") for the legal entity shall be attached. The Registration Certificate and the proxy cannot be older than one year, however not when the proxy according to its wording is valid for a longer period, maximum five years. The proxy form is available on TradeDoubler's website: [www.tradedoubler.com](http://www.tradedoubler.com).

Shareholders whose shares are registered in the name of a nominee must, in order to participate in the Annual General Meeting, request that their shares are temporarily re-registered in their own names in the register of shareholders maintained by Euroclear. Such registration must be effected by Euroclear not later than on Thursday 27 April 2017. This means that shareholders who need such registration must in due time before Thursday 27 April 2017 notify the nominee thereof.

Any personal record data from proxies and the register of shareholders maintained by Euroclear will be used for necessary registration and preparation of the voting list for the Annual General Meeting.

At the time of issuing notice to attend the Annual General Meeting, the company has in total 45,927,449 registered ordinary shares, each with one vote per share, whereof the company holds 2 855 554 own ordinary shares.

The shareholders present at the Annual General 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. Consideration of whether the Meeting has been properly convened.
7. The Managing Director's presentation.
8. Report by the chairman of the Board of Directors on the work of the Board of Directors, the remuneration committee's and the nomination committee's respective chairman's report on the work of the remuneration committee and the nomination committee.
9. Presentation of the Annual Accounts and the auditors' report and the consolidated accounts and the consolidated auditors' report.
10. 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.
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 auditors.
15. Resolution on remuneration of the Board of Directors and the auditors.
16. Resolution on principles for compensation and other conditions of employment of the company management.
17. Resolution to change the terms of the long term incentive program 2015.
18. Resolution on authorisation for the Board of Directors to resolve upon issuance of shares, warrants and/or convertibles.
19. Resolution on authorisation for the Board of Directors to resolve upon acquisition of own shares.
20. Resolution on authorisation for the Board of Directors to resolve upon the transfer of own shares.
21. Resolution to reduce the statutory reserve.
22. Resolution on the nomination committee for the Annual General Meeting of 2018.
23. Other matters.
24. Conclusion of the Meeting.

## B.2 Proposals for decision

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

The nomination committee proposes Björn Kristiansson, Hannes Snellman Attorneys, as chairman of the Meeting.

### Item 10 b) - Allocation of the company's result

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

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

The nomination committee has consisted of Cédric Vincent, appointed by Reworld Media (chairman), Yi Shi, own holdings, and Pascal Chevalier, chairman of the Board of Directors.

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 as members of the Board of Directors: Pascal Chevalier, Gautier Normand, Nils Carlsson, Jérémy Parola and Erik Siekmann;
- that Pascal Chevalier is re-elected as chairman of the Board of Directors;
- that EY AB is re-elected as auditor. EY AB has informed that Erik Sandström will be appointed as auditor in charge;
- that the remuneration to the Board of Directors shall amount to:

Pascal Chevalier (chairman)	SEK 763,000
Gautier Normand	SEK 763,000
Nils Carlsson	SEK 180,000
Jérémy Parola	SEK 180,000
Erik Siekmann	SEK 180,000
chairman of the remuneration committee	SEK 0
members of the remuneration committee	SEK 0
- that remuneration is not awarded to members of the Board of Directors who are employed by the TradeDoubler group;
- that any cash remuneration, if agreed separately with the company, may be invoiced by a company fully owned by the member. In such event, the invoiced remuneration shall be increased with an amount corresponding to social security contributions and value added tax; and
- that the auditors shall be entitled to a fee in accordance with the amount invoiced.

## Item 16 - Resolution on principles for compensation and other conditions of employment of the company management

The Board of Directors' proposal for principles of compensation and other employment terms of the company management is, in summary, that the compensation shall be competitive on the local market in order to attract, motivate and retain highly skilled employees. Individual remuneration shall be based on the employee's experience, competence, responsibility and performance.

Total remuneration shall be based on four main components; base salary, variable salary, pension benefits and long term incentive programs.

Variable salary shall be in line with local market conditions and shall reward growth, earnings of the business and have a uniting effect for the group. It should also be based on predetermined measurable targets. There shall be a maximum limit for the variable salary, normally not more than 50 per cent of the base salary.

The Board of Director's view is that long term incentive programs form an essential part of the long term remuneration strategy. Share and share price related incentive programs shall be approved by a General Meeting.

Matters regarding the terms of employment for the Managing Director will be decided upon by the Board of Directors. The Managing Director decides upon the terms of

employment for the other company management, after approval from the remuneration committee.

The Board of Directors or the remuneration committee may deviate from these principles if special reasons are at hand in an individual case.

## Item 17 - Resolution to change the terms of the long term incentive program 2015

The Annual General Meeting 2015 adopted a share price related incentive program for senior executive and other key employees within the TradeDoubler group.

Allocation in the program is contingent upon that the share price, including dividends, in TradeDoubler increases with more than 100 per cent during the performance period starting on 1 June 2015 and ending 31 May 2018 (the “**Performance Period**”). If the goal is met the shares will be allotted, if not there will be no allotment. The calculation shall be based on a comparison of the average price paid for the share on Nasdaq Stockholm during the three months period immediately before 1 June 2015 and the three months period immediately before 31 May 2018.

The Board of Directors proposes that the Meeting resolves to change the above term in order for the Board to be able to resolve upon allocation if the share price by the end of the Performance Period is within the interval SEK 10-15. For the participants the proposal will result in more favourable terms than the terms adopted by the Annual General Meeting 2015 being that allocation would require that the share price during the Performance Period increases to at least SEK 15.

The background for the change is that the Board of Directors would like to have greater flexibility to be able to resolve upon allocation to the employees even with a lower increase than SEK 15 in the share price.

The Board of Directors shall be responsible for the administration of the program within the framework of the stated conditions and guidelines proposed above and adopted at the Annual General Meeting 2015.

The total cost for the program is expected to amount to approximately SEK 4 million.

A valid resolution requires approval of shareholders representing not less than nine tenth 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 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 corresponding to not more than fifty (50) per cent of the total number of outstanding shares in the company as at the day of this notice. 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 19 - 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 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 20 -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 19 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 21 - Resolution to reduce the statutory reserve

The Board of Directors proposes that the Annual General Meeting resolves to reduce the statutory reserve to SEK 0, *i.e.* with an amount of SEK 89,022,000. The reduction amount shall be transferred to retained earnings.

It is noted that the resolution on the reduction cannot be carried out without an authorisation from the Swedish Companies Registration Office or, in disputed cases, a court of general jurisdiction.

## Item 22 - Resolution on the nomination committee for the Annual General Meeting of 2018

The nomination committee proposes that the nomination committee, ahead of the Annual General Meeting 2018, shall be composed of representatives of the three largest shareholders, as per the last banking day in August, listed in the company's share register kept by Euroclear Sweden AB as well as the chairman of the Board of Directors. The chairman of the Board of Directors shall convene the first meeting of the nomination committee. The representative representing the largest shareholder shall be appointed as chairman of the nomination committee. If any of the largest shareholders do not wish to appoint a representative to the nomination committee, the largest shareholders in turn shall be contacted. If any of the shareholders in turn refrain from appointing a representative to the nomination committee, the chairman of the Board of Directors will only need to contact the eight largest shareholders in order to obtain a nomination committee composed of at least three representatives including the chairman of the Board of Directors. If a nomination committee composed of three members (including the chairman) is not obtained after having contacted the eight largest shareholders, the chairman shall continue to contact the shareholders that are next in turn until a nomination committee composed of three representatives (including the chairman) has been obtained.

If earlier than two months prior to the Annual General Meeting, a shareholder having appointed a representative to the nomination committee no longer is among the largest shareholders, the representative appointed by such shareholder shall resign and the new shareholder who at such time is among the largest shareholders may appoint a representative. Should a representative of the nomination committee before the committee's work is completed and the nomination committee considers it necessary to replace the representative, the shareholder that appointed the resigning representative shall have the right to appoint a new representative, or if the shareholder no longer is among the largest shareholders, the largest shareholder in turn shall have such right. Changes to the composition of the nomination committee shall be announced immediately. The term the "largest shareholders" above refers to such number of the largest shareholders which the chairman of the Board of Directors has contacted in order to obtain a nomination committee in accordance with procedure described in the above paragraph.

The nomination committee's composition ahead of the Annual General Meeting 2018 will be published six months before the General Meeting, at the latest. The representatives of the Nomination Committee shall not receive any remuneration.

The nomination committee shall draw up proposals, on the issues mentioned below, for presentation to and decision by the Annual General Meeting 2018:

- a) proposal of chairman of the Annual General Meeting,
- b) proposal of Board of Directors,
- c) proposal of chairman of the Board of Directors,
- d) proposal of auditor;
- e) proposal of remuneration and other compensation to each member of the Board of Directors and compensation for committee work,
- f) proposal of remuneration to the company's auditor, and
- g) proposal of nomination procedure for the Annual General Meeting 2019.

## C. Miscellaneous

The Annual Accounts, the auditor's report and complete proposals and other documents according to the Swedish Companies Act will, no later than from Thursday 13 April 2017, be made available at the company's head office and at the company's website: [www.tradedoubler.com](http://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.

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*The Board of Directors*  
Stockholm in March 2017  
TradeDoubler AB (publ)