

## 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 18 May 2021.*

Due to the extraordinary situation as a result of Covid-19, the Meeting will be held in a different way than usually. In order to reduce the risk of spreading the new coronavirus and having regard to the authorities' regulations and advice on avoiding public gatherings, the Meeting will be carried out through advance voting (postal voting) pursuant to temporary legislation. No meeting with the possibility to attend in person or to be represented by a proxy will take place, i.e. the Meeting will be held without physical presence.

Information on the resolutions passed at the Meeting will be published on Tuesday 18 May 2021, as soon as the result of the advance voting has been finally confirmed.

### A. Participation

#### A.1 Right to attend and notification to the Company

Shareholders wishing to attend the Meeting through advance voting must:

- (i) be recorded as a shareholder in the share register kept by Euroclear Sweden AB as of Friday 7 May 2021,
- (ii) notify by casting its advance note in accordance with the instructions under the heading Advance voting so that the advance voting form is received by the Company no later than Monday 17 May 2021.

In order to participate in the general meeting, those whose shares are registered in the name of a nominee must request their bank or broker to have their shares owner-registered with Euroclear Sweden AB as of Tuesday 11 May 2021 and the bank or broker should therefore be notified in due time before said date. This registration may be made temporarily. See below for further information on the processing of personal data.

#### A.2 Advance voting

The shareholders may only exercise their voting rights at the Meeting by voting in advance, so-called postal voting in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on the Company's website, [www.tradedoubler.com](http://www.tradedoubler.com) The advance voting form is considered as the notification of participation.

The completed voting form must be received by the Company no later than on Monday 17 May 2021. The form shall in due time be submitted via mail to the Company at TradeDoubler AB (publ), Birger Jarlsgatan 57 A, 113 56 Stockholm or via e-mail to [bolagsstamma@tradedoubler.com](mailto:bolagsstamma@tradedoubler.com). 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.

In the advance voting form, shareholders can request that a resolution in one or some of the items on the proposed agenda below are deferred to a so-called continued general meeting, which must not solely be an advance voting meeting. Such continued general meeting to decide on a particular matter shall take place if the

Meeting decides on it or if shareholders of at least one tenth of all shares in the Company request it.

If the shareholder votes in advance by proxy, a signed and dated power of attorney shall be enclosed to the form. Forms of power-of-attorney in Swedish and English are available on the Company's website, [www.tradedoubler.com](http://www.tradedoubler.com) If the power-of-attorney is issued by a legal entity, a verified copy of the registration certificate or an equivalent authority document for the legal entity must be appended. The power-of-attorney and the registration certificate may not be older than one year. However, a longer period of validity may be specified on the power-of-attorney (although no longer than five years from the date of issue).

Further instructions and conditions are included in the advance voting form.

For questions about the Meeting or to have the advance voting form or any power-of-attorney sent by post, please contact the Company via e-mail to [bolagsstamma@tradedoubler.com](mailto:bolagsstamma@tradedoubler.com)

## **A.3** Questions

Since no meeting with the opportunity to attend in person or by proxy will be held, there will be no opportunity to ask questions at the Meeting. Questions can instead be sent in advance by post to the Company at TradeDoubler AB (publ), Birger Jarlsgatan 57 A, 113 56 Stockholm, or via e-mail to [bolagsstamma@tradedoubler.com](mailto:bolagsstamma@tradedoubler.com), no later than on Saturday 8 May 2021. The questions will be answered and published no later than on Thursday 13 May 2021. The questions and the answers will be available at the Company at Birger Jarlsgatan 57 A, in Stockholm, and on the Company's website, [www.tradedoubler.com](http://www.tradedoubler.com), and will be sent to the shareholder if the shareholder's address is known or has been provided by the shareholder along with the question.

## **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. Presentation of the Annual Accounts and the auditors' report and the consolidated accounts and the consolidated auditors' report.
8. 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.
9. Approval of the remuneration report.
10. Determining the number of members of the Board of Directors that shall be elected by the Meeting.
11. Election of the members of the Board of Directors.
12. Election of the chairman of the Board of Directors.
13. Election of auditor.
14. Resolution on remuneration of the Board of Directors and auditor.

15. Resolution on guidelines for compensation of the Company management.
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 the nomination committee for the Annual General Meeting of 2022.
20. Resolution on the amendment of the Articles of Association.
22. Conclusion of the Meeting.

## B.2 Proposals for decision

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

The nomination committee proposes Ebba Werkell, KANTER Advokatbyrå, or if she is prevented from attending, the person the Board of Directors proposes in her place, be elected as the chairman of the Meeting.

### Item 3 - Preparation and approval of the voting list

The voting list proposed for approval is the voting list that has been established by the Company, based on the share register and received advance votes, and controlled and approved by the persons elected to approve the minutes.

### Item 5 - Election of one or two persons to certify the minutes

Carol Spendilow, representing Reworld Media S.A., and Richard Hellekant, or if one or both of them are prevented, the person or persons instead appointed by the Board of Directors, are proposed to be elected to approve the minutes of the Meeting together with the chairman of the Meeting. The task of approving the minutes of the Meeting also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the Meeting.

### Item 8 b) - Allocation of the Company's result

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

### Item 9 - 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 10-14 - 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 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, Nils Carlsson, Jérémy Parola and Erik Siekmann;
- that Pascal Chevalier is re-elected, for the time until the end of the next AGM, as chairman of the Board of Directors;
- that EY AB is re-elected as auditor;
- that the remuneration to the Board of Directors shall amount to:

Pascal Chevalier (chairman)	SEK 180,000
Gautier Normand	SEK 180,000
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; and
- that the auditors shall be entitled to a fee in accordance with the amount invoiced.

## Item 15 - Resolution on principles for compensation of the Company management

The Board of Directors proposes the following guidelines for compensation to the Company management.

### **The Board of Directors' proposed guidelines for compensation to the Company management**

Company management fall within the provisions of these guidelines. Company management is defined as the managing director and other members of the Senior Leadership Team. The guidelines are applicable to compensation agreed, and amendments to compensation already agreed, after adoption of the guidelines by the Annual General Meeting.

Members of the Board of Directors, elected at General Meetings, may in certain cases receive a fee for services performed within their respective areas of expertise, outside of their Board of Directors duties. Compensation for these services shall be paid at market terms and be approved by the Board of Directors.

The total remuneration shall be competitive on the local market where the employee is based in order to attract, motivate and retain highly skilled employees. Individual remuneration shall be based on the employee's experience, competence, responsibility and performance.

Remuneration under employments subject to other rules than Swedish may be duly adjusted to comply with mandatory rules or local practice, taking into account the overall purpose of these guidelines.

*The guidelines' promotion of the Company's business strategy, long-term interests and sustainability*

The Company's business strategy is described in detail on the Company's website:

<https://www.tradedoubler.com/>

## *Types of remuneration, etc.*

Variable salary covered by these guidelines shall aim at promoting the Company's business strategy and long-term interests, including its sustainability.

Total remuneration can be based on four main components; base salary, variable salary, pension benefits and other benefits. Additionally, the General Meeting may - irrespective of these guidelines - resolve on, among other things, share-related or share price-related long-term incentive programs.

Base salary: The base salary shall be in line with local market conditions and shall be based on experience, competence, responsibility and performance.

Variable salary: Variable salary shall be in line with local market conditions and reward growth and profitability and have a uniting effect for the group. It should be based on pre-defined measurable targets, both quantitative and qualitative, agreed in writing with the employee. The variable salary may amount to not more than 100 per cent of the base salary.

Pension: Pension benefits may be offered to the Company management, depending on local market conditions. Management based in Sweden is offered a benefit that, essentially, corresponds to the so called ITP Plan. For management based outside Sweden, pension benefits may not exceed 50 per cent of the base salary.

Notice and severance payment: A mutual termination period of 3-9 months shall apply for the Company management. Severance payment, if any, shall not exceed a sum equal to 12 months base salary if the Company terminates the employment. If the employee terminates the employment he/she should normally not be entitled to any severance payment.

Additionally, remuneration may be paid for non-compete undertakings. Such remuneration may compensate for loss of income and shall only be paid in so far as the previously employed executive is not entitled to severance pay. The remuneration shall amount to not more than 100 per cent of the monthly income at the time of termination of employment and be paid during the time the non-compete undertaking applies, however not for more than 12 months following termination of employment.

Long term incentive programs: Any share and share price related incentive programs shall be approved by a General Meeting and are therefore excluded from these guidelines.

Other benefits: Other benefits such as company cars shall have a limited value in relation to the total compensation. Such benefits may amount to not more than 15 per cent of the base salary.

## *Salary and employment conditions for employees*

In the preparation of the Board of Directors' proposal for these compensation guidelines, salary and employment conditions for employees of the Company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Remuneration Committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

## *The decision-making process to determine, review and implement the guidelines*

Matters regarding the terms of employment for the managing director are to be decided by the Board of Directors. The managing director decides the terms of employment for the other Company management after approval from the Remuneration Committee.

The Remuneration Committee's tasks include preparing the Board of Directors' decision to propose guidelines for compensation to Company management. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the General Meeting. The guidelines shall be in force until new guidelines are adopted by the General Meeting. The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the Company. The CEO and other members of the executive management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

## *Derogation from the guidelines*

The Board of Directors or the Remuneration Committee may, in whole or in part, deviate from these principles if special reasons are at hand in an individual case and a derogation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

## 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 18 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 the nomination committee for the Annual General Meeting of 2022

The nomination committee proposes that the nomination committee, ahead of the Annual General Meeting 2022, shall be composed of members appointed by 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 member appointed by the largest shareholder shall be appointed as chairman of the nomination committee. If any of the largest shareholders do not wish to appoint a member to the nomination committee, the largest shareholders in turn shall be contacted. If any of the shareholders in turn refrain from appointing a member 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 members 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 members (including the chairman) has been obtained.

If earlier than two months prior to the Annual General Meeting 2022, a shareholder having appointed a member to the nomination committee no longer is among the largest shareholders, the member 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 member of the nomination committee before the committee's work is completed and the nomination committee considers it necessary to replace the member, the shareholder that appointed the resigning member shall have the right to appoint a new member, 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 2022 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 2022:

- 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 2023.

## Item 20 - Resolution on the amendment of the Articles of association

The Board proposes that the Annual General Meeting shall resolve to amend the Articles of Association in accordance with the following:

Current wording	Proposed wording
<p><b>§8 Notice</b> Notice to attend shareholders' meetings shall be made by announcement in the Official Gazette and at the Company's website. That notice has been made shall be announced in Dagens Industri.</p> <p>A shareholder who wishes to attend a shareholders' meeting must notify the company not later than on 16.00 p.m. on the day stated in the notice convening the meeting. This day may not fall on a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve, nor fall earlier than five weekdays before the meeting.</p>	<p><b>§8 Notice</b> Notice to attend shareholders' meetings shall be made by announcement in the Official Gazette and at the Company's website. That notice has been made shall be announced in Dagens Industri.</p> <p>A shareholder who wishes to attend a shareholders' meeting must notify the company not later than on the day stated in the notice convening the meeting. This day may not fall on a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve, nor fall earlier than five weekdays before the meeting.</p>

Shareholders may bring assistants to the general meeting, only if the shareholder notifies to the company the number of assistants, as set forth above.	Shareholders may bring assistants to the general meeting, only if the shareholder notifies to the company the number of assistants, as set forth above.
<b>§11 Record date provision</b> The company's shares shall be registered in a record day register according to the Act (1998:1479) on registration of financial instruments.	<b>§11 Record date provision</b> The company's shares shall be registered in a record day register according to the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).
	<b>§12 Collection of proxies and postal voting</b> The Board of Directors may collect power of attorneys in accordance with the procedure described in Chapter 7, section 4, second paragraph of the Swedish Companies Act (2005:551).  The Board of Directors may before a shareholders' meeting resolve that the shareholders shall be entitled to vote by post prior to the shareholders' meeting.

The resolution shall be valid only where supported by not less than two-thirds of both the votes cast and of the shares represented at the Annual General Meeting.

## 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 Tuesday 27 April 2021, be made available at the Company's head office and 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.

There are a total of 45,927,449 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>.

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*The Board of Directors*  
 Stockholm in April 2021  
 TradeDoubler AB (publ)