

## The nomination committee's proposal of the Board of Directors etc.

The nomination committee has consisted of Thomas Bill, appointed by Monterro 1A AB (chairman), Henrik Kvick appointed by Henrik Kvick AB, Johan Strandberg, appointed by SEB Fonder, and Peter Larsson, chairman of the Board of Directors.

Since SEB has sold part of its holding in the company after the nomination committee's composition had been announced, Johan Strandberg contacted Alecta Pensionsförsäkring, Fjärde AP-fonden and Swedbank Robur fonder (the 3<sup>rd</sup>, 4<sup>th</sup> and 5<sup>th</sup> largest shareholders at the date of SEB's sale) to put SEB's seat in the nomination committee at their disposal. All the contacted shareholders confirmed that they did not want to make any changes to the nomination committee's composition for the annual general meeting 2014.

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

- that the number of General Meeting elected ordinary members of the Board of Directors shall amount to six without any deputies;
- that the compensation, unadjusted compared to the compensation set at the Extraordinary General Meeting 2013, shall amount to:

chairman of the Board	250,000 SEK
directors of the Board	250,000 SEK
chairman of the remuneration committee	0 SEK
members of the remuneration committee	0 SEK

- that compensation is not awarded to members of the Board of Directors who are employed by the Tradedoubler group;
- that the auditors shall be entitled to a fee in accordance with the amount invoiced;
- that compensation, if agreed separately with TradeDoubler AB, may be invoiced by a company fully owned by the member. In such event, the invoiced compensation shall be increased with an amount corresponding to social security contributions and value added tax;
- that the following persons are elected as ordinary members of the Board of Directors: Martin Ahrend (new election), Thomas Bill (re-election), Martin Henricson (re-election), Henrik Kvick (new election), Peter Larsson (re-election) and Mernosh Saatchi (new election);
- that Peter Larsson is re-elected as chairman of the Board of Directors; and
- that EY AB is elected as auditor with Thomas Forslund as auditor in charge.

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*The nomination committee*  
Stockholm in March 2014  
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