

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 50 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.