

## 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 Wednesday 22 May 2024 at 09:00, at the company's premises at Centralplan 15, 3<sup>rd</sup> floor, Stockholm. Registration for the Meeting will commence at 08:45.*

The Board of Directors has decided, pursuant to the company's articles of association, that shareholders shall also have the right to exercise their voting rights by postal voting in advance. Shareholders may therefore choose to exercise their voting rights at the Meeting by attending in person, through a proxy or by postal voting in advance.

### **A. Participation**

#### **A.1 Right to participate in the Meeting**

Shareholders wishing to attend the Meeting must:

- (i) be recorded as a shareholder in the share register kept by Euroclear Sweden AB as of Tuesday 14 May 2024, and
- (ii) no later than Thursday 16 May 2024, give notice of attendance at the Meeting to the company in accordance with the instructions set out in the section "A.2 Notice of attendance for participating in person or through a proxy" or submit a postal vote in accordance with the instructions set out in the section "A.3 Advance voting".

To be entitled to participate in the Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to providing notice of attendance or submit a postal vote, register its shares in its own name so that the shareholder is recorded in the share register as of Tuesday 14 May 2024. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and such time in advance as the nominee determines. Voting right registrations completed no later than Thursday 16 May 2024 are taken into account when preparing the share register.

#### **A.2 Notice of attendance for participating in person or through a proxy**

Shareholders who wish to participate in the Meeting in person or through a proxy shall give notice thereof to the company. The notice shall be made either by e-mail to [bolagsstamma@tradedoubler.com](mailto:bolagsstamma@tradedoubler.com) or by regular mail to TradeDoubler AB (publ), Centralplan 15, 111 20 Stockholm. 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 wish to be represented by a proxy must issue a power-of-attorney, signed and dated by the shareholder, for the proxy. The power-of-attorney must be presented in original and should, in order to facilitate entrance to the Meeting, be sent to the company in original prior to the Meeting. If the power-of-attorney is issued by a legal entity a certified copy of the certificate of registration or equivalent for the legal entity shall be attached. The registration certificate and the power-of-attorney cannot be older than one year, however not when the power-of-attorney according to its wording is valid for a longer period, maximum five years. A proxy form in Swedish and English is available on TradeDoubler's website, [www.tradedoubler.com](http://www.tradedoubler.com).

## **A.3 Advance voting**

Shareholders who wish to exercise their voting rights at the Meeting by postal voting in advance shall use a special advance voting form. The form is available on the company's website, [www.tradedoubler.com](http://www.tradedoubler.com). The advance voting form is considered as notice of attendance.

The completed voting form must be received by the company no later than on Thursday 16 May 2024. The form shall be submitted either by e-mail to [bolagsstamma@tradedoubler.com](mailto:bolagsstamma@tradedoubler.com) or by regular mail to TradeDoubler AB (publ), Centralplan 15, 111 20 Stockholm. 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. Further instructions and conditions are included in the advance voting form.

If the shareholder votes in advance by proxy, a power-of-attorney, signed and dated by the shareholder, for the proxy shall be enclosed to the advance voting form. If the power-of-attorney is issued by a legal entity a certified copy of the certificate of registration or equivalent for the legal entity shall be attached. The registration certificate and the power-of-attorney cannot be older than one year, however not when the power-of-attorney according to its wording is valid for a longer period, maximum five years. A proxy form in Swedish and English is available on TradeDoubler's website, [www.tradedoubler.com](http://www.tradedoubler.com).

Those who wish to withdraw a submitted advance vote and instead exercise their voting rights by participating in the Meeting in person or through a proxy must give notice thereof to the Meeting's secretariat prior to the opening of the Meeting.

For questions about the Meeting or to have the advance voting form or proxy form sent by mail, please contact the company via e-mail to [bolagsstamma@tradedoubler.com](mailto:bolagsstamma@tradedoubler.com).

## **A.4 Right to request information**

Shareholders present at the 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. Determination of whether the Meeting has been properly convened.
7. The Managing Director's presentation.
8. Presentation of the Annual Accounts and the auditors' report and the consolidated accounts and the consolidated auditors' report.
9. 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.
10. Approval of the remuneration report.
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 auditor.
15. Resolution on remuneration of the Board of Directors and auditor.
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 instruction for the nomination committee.
20. Conclusion of the Meeting.

## **B.2 Proposals for decision**

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

The nomination committee proposes that Ebba Olsson Werkell, KANTER Advokatbyrå, is elected as the chairman of the Meeting.

### Item 9 b) - Allocation of the company's result

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

### Item 10 - 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 11-15 - 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, 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, Erik Siekmann and Xavier Penat;
- 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.

Information about the proposed members of the Board of Directors is available on TradeDoubler's website, [www.tradedoubler.com](http://www.tradedoubler.com).

#### 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 17 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 instruction for the nomination committee

The nomination committee proposes that the Annual General Meeting resolves to adopt the following instruction for the nomination committee to apply until the General Meeting resolves to adopt a new instruction.

The nomination committee shall be composed of members appointed by the three largest shareholders, as per the last banking day in November each year, 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, 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 each Annual General Meeting shall 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:

- 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, where applicable, compensation for committee work,
- f) proposal of remuneration to the Company's auditor, and
- g) to the extent deemed necessary, proposal of amendments to this instruction for the nomination committee.

## C. Miscellaneous

The Annual Accounts, the auditor's report and complete proposals and other documents according to the Swedish Companies Act and the Swedish Corporate Governance Code will, no later than from Wednesday 1 May 2024, 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>.

---

Stockholm in April 2024  
**TradeDoubler AB (publ)**  
*The Board of Directors*