

# PRESS RELEASE



Stockholm, April 6, 2009

## Notice to attend the Annual General Meeting of the shareholders TradeDoubler AB (publ)

*The shareholders of TradeDoubler AB (publ) (556575-7423) are hereby summoned to the annual general meeting of the shareholders to be held on Wednesday 6 May 2009, 4:00 pm, at the company's premises on Sveavägen 20, 7<sup>th</sup> floor, Stockholm. Registration for the meeting will commence at 3.30 pm.*

### A. Participation

Shareholders who wish to participate in the annual general meeting of the shareholders must (i) be recorded as shareholders in the register of shareholders maintained by Euroclear Sweden AB (the Swedish Securities Register Centre) on 29 April 2009 and (ii) notify the company of their intention to attend the meeting no later than on 29 April 2009, at 4:00 pm.

The notification shall be made in writing to TradeDoubler AB (publ), Sveavägen 20, 7<sup>th</sup> floor, 111 57 Stockholm, by telefax +46 (0)8-40 50 801 or by e-mail [arsstamma2009@tradedoubler.com](mailto:arsstamma2009@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. Shareholders who are represented by a proxy should send the original power of attorney, signed and dated by the shareholder, to the company in advance of the meeting.

Shareholders whose shares are registered in the name of a nominee through the trust department of a bank or similar institution must, in order to participate in the annual general meeting of the shareholders, request that their shares are temporarily re-registered in their own names in the register of shareholders maintained by Euroclear Sweden AB. Such registration must be effected by Euroclear Sweden AB not later than on 29 April 2009. This means that shareholders who need such registration must well in advance of 29 April 2009 notify the nominee thereof.

Any personal record data from powers of attorney and the register of shareholders maintained by Euroclear Sweden AB will be used for necessary registration and preparation of the voting list for the annual general meeting of the shareholders.

At the time of issuing notice to attend the annual general meeting of the shareholders, the company has in total 28,581,633 registered shares, corresponding to in total 28,581,633 votes. The company holds 130,000 own shares.

### 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 called.
7. Presentation of the annual accounts and the auditors' report and the consolidated accounts and the consolidated auditors' report.
8. The managing director's presentation.
9. Report by the chairman of the board of directors on the work of the board of directors, the remuneration committee and the audit committee, and report by the chairman of the nomination committee on the work of the nomination committee.
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.
12. Decision on remuneration of the board of directors and the auditors.
13. Election of the directors of the board.
14. Election of the chairman of the board of directors.
15. Election of auditor.
16. Appointment of the nomination committee.
17. Decision on principles for compensation and other conditions of employment of the company management.
18. Other matters.
19. Conclusion of the meeting.

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

### Item 2 – Proposal of chairman of the meeting

The nomination committee proposes Lars Lundquist, chairman of the board of directors, as chairman of the meeting.

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

The board of directors proposes no dividend for 2008.

### Items 11-15 – Proposal for the election of the board of directors and auditors, remuneration, etc.

The nomination committee has consisted of Ramsay Brufer representing Alecta Pensionsförsäkring (chairman), Annika Andersson, representing the Fourth Swedish National Pension Fund, Anders Ljungqvist, representing AMF Pensionsförsäkring and AMF Pension Fonder, and the chairman of the board of directors.

The nomination committee has proposed:

- that the number of directors of the board shall amount to eight;
- that the compensation to the board of directors shall amount to: SEK 450,000 to the chairman and SEK 200,000 to each of the other directors of the board who are not employed by the TradeDoubler group. For committee work, to the directors appointed by the board of directors: SEK 100,000 to the chairman of the audit committee and SEK 50,000 to each of the other

members of the audit committee; SEK 50,000 to the chairman of the remuneration committee and SEK 25,000 to each of the other members of the remuneration committee;

- that the auditors shall be entitled to a fee in accordance with the amount invoiced;
- that the following persons are re-elected as directors of the board: Kristofer Arwin, Martin Henricson, Nick Hynes and Lars Stugemo;
- that Mats Sundström, Helene Bergquist, Eva Brådhe and Caroline Sundewall are elected as new directors of the board;
- that Mats Sundström is elected as chairman of the board of directors; and
- that Ernst & Young AB are elected as auditors. Thomas Forslund will be appointed as auditor in charge.

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The current directors Elisabet Annell, Felix Hagnö, Lars Lundquist and Rolf Lydahl have declined re-election.

#### Item 16 – Proposal for appointment of the nomination committee

The nomination committee proposes, in short, the following nomination procedure.

The company shall have a nomination committee consisting of four members; one representative for each of the three shareholders controlling the greatest number of votes and the chairman of the board. The chairman of the nomination committee shall be the representative who represents the shareholder controlling the greatest number of votes, unless the members decide differently.

The nomination committee shall be formed based on the shareholding statistics from Euroclear Sweden AB as per the last business day in June 2009, and other shareholding information which is available to the company at that point in time.

The names of the appointed shareholder representatives and the names of the shareholders they represent shall be announced as soon as they have been appointed.

If, during the nomination committee's term of office, one or more shareholders who appointed a representative(s) to the nomination committee no longer are among the three shareholders controlling the greatest number of votes, the representatives appointed by such shareholder(s) shall resign and be replaced by a new representative/new representatives appointed by the shareholder(s) that at that time is/are among the three shareholder(s) controlling the greatest number of votes not already represented in the nomination committee. Unless specific reasons are at hand, no changes shall occur in the nomination committee's composition if merely marginal changes in the number of votes have occurred, or if the changes have occurred later than three months prior to the annual general meeting of the shareholders.

The nomination committee shall draw up proposals, in the issues mentioned below, for presentation to and decision by the annual general meeting of the shareholders 2010:

- a) proposal of chairman of the annual general meeting of the shareholders,
- b) proposal of board of directors,
- c) proposal of chairman of the board of directors,
- d) proposal of remuneration and other compensation to each member of the board of directors, for work of the board of directors, and compensation for committee work,

- e) proposal of remuneration to the company's auditor, and
- f) proposal of the nomination committee for the annual general meeting of the shareholders 2011.

The entire proposal is available on the company's website.

**Item 17 – Proposal for determining the principles for compensation and other conditions of employment to 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. Growth and increased profitability shall be rewarded.

Total remuneration shall be based on three main components; base salary, variable salary and pension benefits.

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. There shall be a maximum for variable salary, normally not more than 50 percent of the base salary.

Matters regarding the terms of employment for the President & CEO will be decided by the board. The President & CEO decides the terms of employment for the other company management, after approval from the remuneration committee.

The Board or the Remuneration Committee may deviate from these principles if special reasons are at hand in an individual case.

The entire proposal is available on the company's website.

**C. Miscellaneous**

The annual accounts and the auditors' report and the board of directors' complete proposals for resolutions regarding agenda items 16 and 17 will be kept available at the company's office at TradeDoubler AB (publ), Sveavägen 20, 7<sup>th</sup> floor, 111 57 Stockholm, at the latest two weeks prior to the annual general meetings of the shareholders and at the Company's website: [www.tradedoubler.com](http://www.tradedoubler.com). Copies of the documents will be sent to shareholders that so request and state their address.

Stockholm in April 2009

The Board of Directors of TradeDoubler AB (publ)

## **Nomination Committee's motivating statement regarding proposals to the Board of Directors of TradeDoubler AB (publ)**

The Nomination Committee proposes Martin Henricson, Lars Stugemo, Kristofer Arwin and Nick Hynes for relection as members of the Board of Directors. In addition, the new election of Mats Sundström, Caroline Sundewall, Helene Bergquist and Eva Brådhe is proposed.

The Nomination Committee proposes that Mats Sundström be elected Chairman of the Board.

The Nomination Committee's proposal means that the Board during the coming mandate period will comprise eight members.

The Nomination Committee has evaluated the work of the Board through interviews with the members of the Board.

In preparing its proposals to the Board, the Nomination Committee has particularly taking into account the requirements that the company's strategic development, international operations and guidance and control place on the Board's competence and composition. The Nomination Committee has also taken into account the Board's need for diversity and breadth with regard to competence, experience and background as well as the Board's continuing need for renewal and the Board's gender distribution.

Mats Sundström has extensive experience of Board work in listed and unlisted companies. The Nomination Committee assesses that Mats Sundström will be a valuable addition to the Board, particularly with regard to business development and international operations.

Caroline Sundewall has broad experience of Board work in listed companies. In the Nomination Committee's opinion, Carline Sundewall will be a valuable addition to the Board's combined expertise, particularly in auditing matters.

Helene Bergquist has experience of Board work in listed companies and in international operations in many countries. The Nomination Committee assesses that Helene Bergquist will be a valuable addition to the Board's combined expertise, especially within auditing and internal control, with a focus on international operations.

Eva Brådhe has broad experience from a customer perspective within TradeDoubler's business areas. The Nomination Committee's considers that Eva Brådhe will be a valuable addition to the Board's combined know-how, particularly in the development of the company's business areas.

In the opinion of the Nomination Committee, the proposed Board, taking into account the company's operations, phase of development and circumstances in general, gains an appropriate compositions to be able to meet the needs that the company's operations will demand.

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Stockholm in March 2009

The Nomination Committee of TradeDoubler AB (publ)

## Nomination procedure 2010

The nomination committee proposes:

- 1.)** That the company shall have a nomination committee consisting of four members. The members of the nomination committee shall comprise one representative for each of the three shareholders controlling the greatest number of votes that wish to appoint such a representative as well as the chairman of the board (convenor of the first meeting). The nomination committee's term of office is in effect until a new nomination committee is elected. The chairman of the nomination committee shall be the representative who represents the shareholder controlling the greatest number of votes, unless the members decide differently.
- 2.)** That the nomination committee shall be formed based on the shareholding statistics from Euroclear Sweden AB (formerly VPC) as per the last business day in June 2009, and other shareholding information which is available to the company at that point in time. In the assessment of which shareholders constitute the three shareholders controlling the greatest number of votes, a group of shareholders shall be deemed to be one shareholder if they have been (i) grouped as owners in Euroclear Sweden AB's system or (ii) announced and notified the company that they have reached an agreement in writing implying that they will by way of coordinated exercise of voting rights, take a long-term and united position regarding the company's management. The names of the appointed shareholder representatives and the names of the shareholders they represent shall be announced as soon as they have been elected.
- 3.)** That if, during the nomination committee's term of office, one or more shareholders who appointed a representative(s) to the nomination committee no longer are among the three shareholders controlling the greatest number of votes, the representatives appointed by such shareholder(s) shall resign and be replaced by a new representative/new representatives appointed by the shareholder(s) that at that time is/are among the three shareholder(s) controlling the greatest number of votes not already represented in the nomination committee. Unless specific reasons are at hand, no changes shall occur in the nomination committee's composition if merely marginal changes in the number of votes have occurred, or if the changes have occurred later than three months prior to the annual general meeting of the shareholders. Shareholders that belong to the three shareholders controlling the greatest number of votes as a result of a more significant change in the number of votes, later than three months prior to the annual general meeting of the shareholders, shall however have the right to appoint a representative to be attached to the nomination committee. Shareholders that have appointed a representative as member to the nomination committee have the right to dismiss such member and appoint a new representative as member of the nomination committee. Changes in the nomination committee's composition shall be made public as soon as such have occurred.
- 4.)** That the nomination committee shall draw up proposals, in the issues mentioned below, for presentation to and decision by the annual general meeting of the shareholders 2010:
  - a) proposal of chairman of the annual general meeting of the shareholders,
  - b) proposal of board of directors,
  - c) proposal of chairman of the board of directors,
  - d) proposal of remuneration and other compensation to each member of the board of directors and compensation for committee work,
  - e) proposal of remuneration to the company's auditor, and
  - f) proposal of the nomination committee for the annual general meeting of the shareholders 2011.

**5.)** That the nomination committee in connection with its assignment also shall perform the duties that according to the Code of Corporate Governance (Sw: *bolagsstyrningskoden*) are incumbent on the nomination committee, *inter alia* to forward certain information to the company in order for the company to perform its duty of information according to the Code and that the company at the request of the nomination committee shall provide personnel facilities such as secretarial functions in the nomination committee to facilitate the work of the nomination committee. In case of necessity, the company should also be able bear reasonable costs of external consultants that the nomination committee consider necessary in order for the nomination committee to perform its assignment.

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Stockholm in March 2009

The Nomination Committee of TradeDoubler AB (publ)



## **The Board of Directors' proposed principles for compensation to the company management 2009**

Company management is defined as the President & CEO and other members of the Group Management Board. These principles will apply to all agreements entered into after the Annual General Meeting 2009. Compensation and other benefits to the company management as of today are presented in the annual report 2008.

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.

Total remuneration shall be based on three main components; base salary, variable salary and pension benefits.

**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 shall be based on pre-defined targets, both quantitative and qualitative, agreed with the employee. There shall be a maximum for the variable salary, normally not more than 50 percent 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.

**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 12 months basic salary if the company terminates the employment. If the employee terminates the employment he/she should normally not be entitled to any severance payment.

**Other benefits:** Other benefits such as company cars shall have a limited value in relation to the total compensation.

Matters regarding the terms of employment for the President & CEO will be decided by the Board. The President & CEO decides the terms of employment for the other company management after approval from the Remuneration Committee.

The Board or the Remuneration Committee may deviate from these principles if special reasons are at hand in an individual case.

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Stockholm in April 2009

The Board of Directors of TradeDoubler AB (publ)