

Nomination procedure 2009

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 VPC as per the last business day in June 2008, 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 the VPC 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 2009:
 - 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 auditors,
 - 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 the nomination committee for the annual general meeting of the shareholders 2010.

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.

Stockholm in April 2008

The nomination committee of TradeDoubler AB (publ)