

TradeDoubler AB (publ) has applied the Swedish Code of Corporate Governance since the company was listed on the O-List of the Stockholm Stock Exchange on 8 November 2005.

No divergences from the Code occurred in 2007. The Code stipulates that the Annual Report is to be followed by this corporate governance report, which provides a general description of how TradeDoubler has complied with the Code during the 2007 financial year. TradeDoubler's auditors have not reviewed this corporate governance report.

1. Annual General Meeting

The Annual General Meeting (AGM) of TradeDoubler is TradeDoubler's highest decision-making body. Shareholders who are registered in the share register on the record day and have notified their participation in time are entitled to participate and vote at the AGM, in person or by proxy. The 2007 AGM was held on 24 May in Stockholm. The Meeting was conducted in Swedish and simultaneously interpreted into English. The CEO's address was presented in English and interpreted in Swedish. The minutes of the meeting are available at TradeDoubler's website. A total of 20 shareholders representing 52 percent of the shares and total voting rights were present.

2. Shareholders and share capital

As of 28 December 2007, TradeDoubler had 2 805 shareholders. The largest shareholder was Alecta with 14.6 percent of the total shares outstanding. Ownership by foreign shareholders totalled 10.0 percent of the shares. TradeDoubler's share capital at the end of the year totalled SEK 11 371 744, distributed among 28 429 359 shares. All shares carry equal voting rights and equal rights to participate in the assets and earnings of the Group.

3. Nomination Committee

The Annual General Meeting in 2007 approved new guidelines for appointments to the Nomination Committee. The Nomination Committee shall consist of four members: one representative each from the three largest shareholders, as of the last stock market trading day in June, who wish to appoint such a representative, as well as the Chairman of the Board.

The composition of the Nomination Committee was announced on 8 August 2007 and it consists of: Ramsay Brufer, Chairman of the Nomination Committee, representing Alecta Pensionsförsäkring, Anders Ljungqvist representing AMF Pensionsförsäkring and AMF Pension Fonder, Åsa Nisell representing Swedbank Robur Fonder and Kjell Duveblad Chairman of

the Board of Directors. On 22 August 2007, the Nomination Committee announced that Felix Hagnö, one of TradeDoubler's founders, had been co-opted to the Committee, since it otherwise consisted mainly of institutional shareholders. The Nomination Committee's primary task is to prepare proposals for the 2008 Annual General meeting, and in particular:

- Propose a Chairman for the Nomination Committee
- Propose a Board of Directors
- Propose a Chairman of the Board
- Propose remuneration and other compensation for each Board member
- Propose remuneration for TradeDoubler's auditors
- Propose guidelines for appointing the Nomination Committee for the 2009 AGM.

The Nomination Committee will present its proposals and a report on its work to the Annual General Meeting. Members of the Nomination Committee received no remuneration from TradeDoubler. However, Kjell Duveblad received remuneration as the Chairman of the Board and Felix Hagnö receives remuneration as a Board Member.

4. Board of Directors

TradeDoubler's Board of Directors and its Chairman are elected by the Annual General Meeting (AGM) for the period until the next AGM.

During 2007, the Board consisted of eight members, without deputies or personnel representatives. Neither the CEO nor anybody else among senior company management is a member of the Board. Kjell Duveblad has been Chairman of the Board since 2005. Lars Lundquist has been Deputy Chairman since 2007 and is also the Chairman of the Remuneration Committee. Other members are Elisabet Annell, Chairperson of the Audit Committee, Kristoffer Arwin, Felix Hagnö, Martin Henricson, Rolf Lydahl and Lars Stugemo.

Felix Hagnö is one of TradeDoubler's founders and formerly the CEO of the company. Martin Henricson was also the company's CEO. Other Board members are viewed as being independent in relation to the major shareholders. Felix Hagnö's shareholding is less than 10 percent of the shares. Additional information regarding members of the Board is available on page 71 (age, education, background, other board appointments, shareholdings and year of election to the Board). The Board has adopted a formal work plan that details the Board's tasks and encompasses instructions for Committees, instructions to the CEO, and instructions regarding the CEO's financial reporting. This work plan was updated and adopted at the Board's statutory meeting following the AGM of 2007 and is continuously revised and supplemented. The Board appoints the CEO, who, in turn, appoints other members of the Group Management Board. The CEO shall consult with the Board's Chairman, when the CEO appoints people to or dismisses them from the Group Management Board.

5. Board of Directors

The Board of Directors has ultimate responsibility for the organisation and its management. The Board determines the company's strategy and decides on the guidelines and instructions for the CEO and the Group Management Board. The Board shall regularly evaluate and monitor the company's organisation, financial status, financial reports, internal control, risk management, policy decisions and guidelines. The Board holds seven regular meetings per year: once each quarter prior to the publication of the interim report, a statutory meeting after the AGM, a workshop in September to discuss the company's strategy and one meeting in December with the aim of approving the TradeDoubler Group's business plan and budget for the upcoming year. In 2007, the Board held 19 meetings (20 in 2006). The large number of meetings was primarily due to TradeDoubler's acquisition of The IMW Group in July and the public offer from AOL in January. Most meetings, except those scheduled, were held in the form of telephone conferences. Two of the meetings were per capsulam. Unless otherwise stated in this report, the CEO participates in all Board meetings, and other members of the Group Management Board are present when required. At most meetings, the Board conducts discussions at which neither the CEO nor anybody else from executive management is present. TradeDoubler's Chief Legal Counsel is the Board secretary.

Participation in Board meetings:

Kjell Duveblad 19/19

Felix Hagnö 16/19

Lars Lundquist 11/12

Martin Henricson 18/19

Elisabet Annell 17/19

Rolf Lydahl 11/12

Kristofer Arwin 11/12

Lars Stugemo 14/19

6. Committees

The Board has appointed two committees; the Audit Committee and the Remuneration Committee. The committees report regularly to the Board with respect to their work. A member of the Group Management Board participates as a member and committee secretary. Instructions to the committees are part of the Board's work plan.

6.1 Audit Committee

The Audit Committee consists of three members: Elisabet Annell (Chair), Kjell Duveblad, and Rolf Lydahl. TradeDoubler's Chief Legal Counsel is the secretary of the Committee. The Committee meets five times annually. All members were present at all meetings, with the exception of Kjell Duveblad, who was absent on two occasions. The company's auditors, CFO and the Committee's secretary were present at all meetings. In line with the Board's Instructions, the Audit Committee shall:

- Prepare financial reports and ensure their quality
- Continually meet with the company's auditors
- Acquire information regarding the direction of the audit and its scope
- Determine guidelines for services other than auditing that TradeDoubler may procure from the company's auditors
- Assess audit work and report to the Nomination Committee.

The primary function of the Audit Committee is mainly of a preparatory nature, but it is authorised to approve an increase in the scope of the audit and approve the auditors' remuneration. During 2007, the Committee focused particularly on financial reporting, internal control and risk management. The Committee also participated in the recruitment of a new CFO. The Audit Committee assessed its work and audit work during 2007.

6.2 Remuneration Committee

The Remuneration Committee consists of four members: Lars Lundquist (Chairman), Kjell Duveblad, Kristofer Arwin and Lars Stugemo. TradeDoubler's Human Resource Manager is the Committee's secretary. The function of the Remuneration Committee is primarily to prepare matters for the consideration of the Board, which relate to remuneration of TradeDoubler's management and employees. According to the Board's instructions, the Remuneration Committee shall:

- Provide the Board with proposals for principles governing the remuneration of the CEO and other executives
- Follow up the results of bonus and incentive programmes
- Provide the Board with proposals regarding remuneration and other employment terms and conditions for the CEO
- Ensure that the CEO's remuneration and that of other executives complies with the principles approved by the AGM
- Provide the Board with templates for employment contracts for executives
- Support the Board in monitoring applicable legislation, listing requirements and ensuring that the Code is observed in terms of disclosures regarding the remuneration of the CEO and other executives. The Committee is authorised to approve salaries and benefits for the Group Management Board. The Board determines issues affecting remuneration of the CEO and the remuneration structure for the Group Management Board.

The Remuneration Committee had five recorded meetings between the 2007 AGM and the date of this report as well as informal contacts between the meetings. During 2007, the Remuneration Committee prepared a new remuneration structure for the entire TradeDoubler Group in all markets and at all levels. The Committee also prepared a proposal for a new, long-term incentive programme that will be presented at the 2008 AGM.

7. Evaluation of the Board

The Board evaluates its work each year. In 2007, the evaluation was conducted within the Board during September and October in the form of a self-evaluation using questionnaires for all Board members, as well as subsequent discussions. The results of the evaluation were reported to the Nomination Committee.

8. CEO

William Cooper has been TradeDoubler's CEO and President since 28 March 2007. He has the ultimate responsibility for the Group's day-to-day operations and for ensuring that operations are conducted in line with applicable law, decisions and guidelines. The CEO reports to the Board. The CEO's work and role are controlled by the instructions to the CEO and the instructions regarding the CEO's financial reporting that have been adopted and regularly updated by Board. More information on William Cooper is available on page 72.

9. Auditors

KPMG Bohlins AB was appointed by TradeDoubler at the 2005 Annual General Meeting as auditors for a period of four years. Carl Lindgren, authorized public accountant, was appointed as auditor-in-charge at the 2006 Annual General Meeting. The auditors attended all of the Audit Committee's meetings. The Board also convened with the auditors without the presence of the CEO or other members of company management. During the period 2005 to 2007, the auditors had consulting assignments alongside their auditing tasks, primarily in matters relating to accounting issues.

10. Remuneration

10.1 Remuneration of the Board

The Annual Report for 2007 approved remuneration of the Board in the form of SEK 450 000 for the Chairman of the Board, SEK 250 000 to the Deputy Chairman and SEK 200 000 to each of the Board members. Remuneration of SEK 75 000 is paid to the Chairman of the Audit Committee, SEK 50 000 each to the Audit Committee's members and SEK 50 000 to the Chairman of the Remuneration Committee. Remuneration is paid once annually after the AGM. No Board member participates in any of Trade- Doubler's long-term incentive programmes.

10.2 Principles underlying remuneration of company executives

The 2007 AGM approved remuneration principles for the CEO and General Management Board. These principles are described on page 48 of the Annual Report and are essentially identical to the principles adopted by the 2006 AGM. All remuneration for the CEO and General Management Board has been approved by the Board or the Remuneration Committee.

10.3 Remaining share-related incentive programs

Two long-term incentive programmes were in progress during 2007: programme 2004/2007, which expired on 31 December and programme 2006/2010. The 2006/2010-employee warrant programme was approved by the 2006 and 2007 AGMs. Originally, it encompassed 1 400 000 options that each entitled the holder to one share during the exercise periods in 2008, 2009 and 2010. There are currently 901 391 options outstanding. Options were issued twice within the framework of the 2006/2010 programme, namely, in December 2006 and August 2007.

10.4 Remuneration of auditors

The remuneration of auditors for the 2007 financial year was made in accordance with approved invoices. The auditors prepared a budget that was approved and regularly monitored by the Audit Committee.

11. Financial reports

The Board monitors the quality of financial reporting by means of instructions to the CEO and reporting instructions via the Audit Committee. The Audit Committee prepares all of TradeDoubler's financial reports due for publication. The entire Board approves TradeDoubler's interim reports and year-end report. The entire Board is ultimately responsible for ensuring that TradeDoubler's financial reports are prepared in accordance with applicable legislation, accounting standards and other requirements on limited liability companies. It is the task of the CEO, in cooperation with the CFO, to prepare, evaluate and ensure the quality of all external financial reports, including financial communiqués, interim reports, year-end reports, press releases with financial content, and presentation material for the media, shareholders and financial institutions.

Organisation of internal control regarding financial reporting

Internal control with regards to financial reporting is defined as the process conducted by the Board, executive management and other personnel concerned to gain reasonable assurance of the accuracy of the Group's financial reporting. Internal control is organised on the basis of the following sub-areas: control environment, risk management, control systems, information and communication channels as well as procedures for follow-up.

Control environment

The basis for internal control with regards to financial reporting is the control environment, which shapes the culture and the values from which TradeDoubler operates. The Group's organisational structure, decisionmaking channels, authority and responsibility, policies and other governing documents that are communicated to all employees of TradeDoubler represent the key to this culture. Governing documents such as verification instructions and documentation of the division of work between the Board and CEO as well as between the various bodies that the CEO and Board have established are examples. Accounting policies and other guidelines in respect of financial reporting are regularly updated and reviewed annually.

Risk Management

Risk management in the group was prioritized during the year and a formal approach was established for measuring, valuing and managing risk. The focus of this risk management is the Board's overall responsibility and a clear decision-making procedure with a high degree of risk awareness among employees. At TradeDoubler, controlled risk-taking within set limits is combined with a high degree of transparency in external reporting. Responsibility within the Board for quality assurance of the Group's financial reporting lies with the Audit Committee. By means of continual contact with managers at TradeDoubler and with external auditors, the Audit Committee ensures that any risk of material misstatements in financial reporting are identified and dealt with. During the past year, for example, a formal analysis was conducted of the financial processes in an effort to identify high risk processes in the Group's accounting functions as well as to document and ensure the Group's financial processes. The subsequent assessment was based on the volume and the value of the transactions or risks, which are reported in the income statements and balance sheet. To ensure effective management and a low risk level for financial reporting, system support has been commissioned during the year that reduces the manual handling of flows and processes and thus the risk of mistakes. The current level of risk management and documentation is the basis for further measures designed to improve internal control and follow-up procedures for the future.

Control systems

The risks identified in respect of the financial reporting are managed via detailed control activities that are regularly updated and documented. The control activities may be of a general nature or related to a specific risk or individual account in the balance sheet or income statement. TradeDoubler's work on procedures and checks designed to ensure good internal control is present in all relevant areas and at all levels. Control activities are aimed at preventing and, when required, identifying inaccuracies and divergences - such as account reconciliations, analytical follow-up of outcomes and controls built into the IT system. Two areas of focus during the past year were processes and a process survey of work flows in the accounting organisation, as well as a complete review and reorganisation of the Group's accounting structure. The company tracks developments in IFRS and monitors the implementation of these in the Group.

Information and communication channels

TradeDoubler's information and communications channels are aimed at ensuring that financial reporting is complete and accurate. In an effort to attain these objectives, there are governing documents in the form of internal policies, guidelines and manuals to ensure that financial reporting is updated regularly, at least annually, which are communicated to the personnel involved.

Monitoring

The Board receives monthly financial reports and, at each Board meeting, the Group's financial situation is presented and discussed. TradeDoubler enhances and monitors compliance with these policies and guidelines, as well as the precision of financial reporting. The monitoring procedures also ensure that the Group's information and communications channels are appropriate and shaped to match financial reporting on the basis of the plan set by the Audit Committee. The results of audits, measures and status are continuously reported to the company's Board.

Conclusion

In line with the aforementioned reports for internal control, TradeDoubler's management has systematically verified and, when required, structured or created the internal documentation required for the maintenance of the internal control system. Nothing has arisen during this work to indicate that the control system does not work in the intended manner. In addition, the company's management continues to work with further improving and strengthening internal control in the Group. Proceeding on this basis, the Board has decided not to set up a special internal auditing function. This decision will be reviewed annually. This report on internal control in respect of financial reporting for 2007 has been drawn up in accordance with the Swedish Code of Corporate Governance and is part of the company's governance report. The company's auditors have not examined the report.