

The board of directors' of Sinch AB, reg. no 556882-8908 (the "Company") comprehensive proposal for resolution regarding incentive programme 2019 and issue of warrants and employee stock options

Background and reasons

The Company has previously implemented a number of share based incentive programmes. In view of this, the board of directors proposes that the general meeting resolves to implement an additional long term incentive programme for senior executives and key employees within the Sinch group ("LTI 2019"). The proposal to implement an incentive programme have been put forward as the board of directors determines that it is important and in the interest of all shareholders to create even greater participation for current and future key persons and senior executives within the group with regard to the group's development. It is also important to give reason for continued employment.

In the light of the above, the board of directors proposes that the general meeting resolves to implement the incentive programme LTI 2019 in accordance with item 16 (a) – 16 (c) below. The resolutions under item 16 (a) – 16 (c) below are proposed to be conditional upon each other and for that reason it is proposed that all resolutions are to be passed as one resolution. LTI 2019 is proposed to include up approximately 30 current and future senior executives and key employees within the Sinch group.

Proposal regarding the adoption of LTI 2019 (item 16 (a))

LTI 2019 comprises six (6) series. Series 1-3 consists of warrants to be transferred to employees. The warrants of Series 1 have a term of three (3) years, the warrants of Series 2 have a term of (4) years and the warrants of Series 3 have a term of five (5) years. For series 1 the holders is entitled to exercise the warrants to subscribe for shares during a period of three (3) months after the expiry of the term and for series 2 and 3 the holder will be entitled to subscribe for shares during a period of three (3) months before the end of each term. Series 4-6 comprises of employee stock options.

The board of directors therefore proposes that the general meeting resolves to issue not more than 510,000 warrants, of which not more than 120,000 warrants may be issued in Series 1, not more than 120,000 warrants may be issued in Series 2, not more than 120,000 warrants may be issued in Series 3, not more than 50,000 warrants may be issued in Series 4, not more than 50,000 warrants may be issued in Series 5 and not more than 50,000 warrants may be issued in Series 6. The right to subscribe for the warrants of Series 1-6 shall belong to the wholly-owned subsidiary Sinch Holding AB (the "**Subsidiary**"), which shall transfer the warrants of Series 1-3 to employees of the Company and the group and hold warrants of Series 4-6 to ensure delivery of shares upon exercise of employee stock options in Series 4-6. Each warrant entitles the holder to subscribe for one (1) share in the Company. The warrants shall be issued without consideration to the Subsidiary.

Below is a description of the terms and conditions for each of the options Series 1-3 and 4-6.

Series 1-3 - Warrants

The Subsidiary will transfer the warrants in Series 1-3 to participants at a price corresponding to the market value of the warrant (the warrant premium).

Each warrant of Series 1-3 entitles the holder to subscribe for one (1) share in the Company during each Series call period at an exercise price corresponding to 140 per cent of the volume-weighted average

price for the Company's share on Nasdaq Stockholm during the period commencing on 18 February 2019 up to and including 17 May 2019. However, the exercise price may not be less than the share's quota value of SEK 0.10. Day without price quotation shall not be included in the calculation.

The call periods for exercising the warrants for subscription of shares under each Series are according to the following:

- Series 1: during the period commencing on 22 June 2022 up to and including 22 September 2022,
- Series 2: during the period commencing on 22 March 2023 up to and including 22 June 2023, and
- Series 3: during the period commencing on 21 March 2024 up to and including 21 June 2024.

The issued warrants of Series 1-3 shall, with deviation from the shareholders' preferential rights, be able to be subscribed for by the Subsidiary – a wholly owned subsidiary to the Company – whereafter this company shall offer the warrants to the participants. The notification of acquisition of the warrants shall take place during the period from 3 June 2019 to 17 June 2019. Transfer of the warrants from Series 1-3 shall be made at a price corresponding to the market value of the warrants (the warrant premium) calculated according to an established method of valuation (the Black & Scholes valuation model). The warrant premium will be determined in connection to the last day of the notification period, applying the Black & Scholes valuation model. The board of directors of the Company shall be authorized to extend the period during which notice of acquisition must take place. Warrants shall also be available to future new employees. For acquisitions made by future new employees the terms shall be the same or equal to the terms that are stated in this resolution. This means, *inter alia*, that such acquisitions shall take place based on the, at that time, going market value and that the board of directors shall set forth an equivalent notice of acquisition period for new employees whose acquisition takes place after the initial notice of acquisition period. The valuation of the warrants shall be made by an independent appraiser or auditor firm. The Company shall in connection with the transfer of the warrants to the participants reserve a pre-emption right regarding the warrants if the participant's employment or assignment within the group is terminated or if the participant wishes to transfer its warrants.

Series 4-6 – Employee stock options (with warrants as hedging arrangement)

Each employee stock option entitles the employee to acquire one (1) share in the Company in accordance with the following terms and conditions:

- The employee stock options of Series 4-6 will be granted without consideration;
- The employee stock option of Series 4-6 entitles the holder to acquire one (1) share in the Company at an exercise price corresponding to 140 per cent of the volume-weighted average price for the Company's share on Nasdaq Stockholm during the period commencing on 18 February 2019 up to and including 17 May 2019. However, the exercise price may not be less than the shares quota value of SEK 0.10. Day without quotation price shall not be included in the calculation;
- Further, for U.S. participants, and for UK participants granted tax-qualified stock options, the exercise price may not be less than 100 per cent of the mean between the highest and lowest quoted selling prices for the Company's shares on Nasdaq Stockholm on the trading day immediately preceding the date that the employee stock option is granted;
- The employee stock options of Series 4 entitles the holder to acquire shares during the period

- commencing on 22 June 2022 up to and including 22 September 2022;
- The employee stock options of Series 5 entitles the holder to acquire shares during the period commencing on 22 March 2023 up to and including 22 June 2023;
- The employee stock options of Series 6 entitles the holder to acquire shares during the period commencing on 21 March 2024 up to and including 21 June 2024;
- The employee stock options may not be transferred or pledged;
- As a general rule, the employee stock options shall only be available to be exercised if the holder is still an employee within the group; and
- Participants from the U.S and UK are only entitled to exercise the underlying stock option if the Company's earnings per share during a measurement period of three (3) years, calculated during the last three (3) years of the duration period for each series of employee stock options, have increased with at least ten (10) per cent per year in average.

Recalculation due to split, consolidation, new share issue etc.

The exercise price for Series 1-3 and 4-6, determined as set out above, shall be rounded to the nearest SEK 0.10 whereby SEK 0.05 shall be rounded upwards. The exercise price and the number of shares that each warrant entitles to subscription for shall be recalculated in the event of a split, consolidation, new share issue etc. in accordance with customary re-calculation terms. If the warrants of Series 1-6 are completely exercised the Company's share capital will increase with SEK 51,000.

Allocation of warrants, limitations in the disposition of the warrants and the right to receive warrants and employee stock options

The participants' right to acquire warrants and employee stock options have been differentiated with reference to position, responsibility and working performance in the group and the participants have for this reason been divided into two different categories:

Category A – Members of the group management and a number of important key employees

Category B – Other participants

The right to receive warrants for employees within Sweden and some of the group's foreign subsidiaries requires that the participant enter into a pre-emption agreement with the Company and that the participant subscribes the same number of warrants in series 1, 2 and 3. Pre-emption shall be made at market value with regard to the Swedish participants and also with regard to the foreign participants, to the extent that it does not cause adverse tax consequences. The warrants are otherwise freely transferable. The right to receive employee stock options shall accrue to senior managers and other key employees within, amongst others, the group's U.S. and UK subsidiaries. The following allocation applies to the grant of options within each category.

	Maximum number of options for each participant	Total number of options within the category
Category A – not more than 10 people	100,000 options	360,000 options
Category B – not more than 20 people	15,000 options	150,000 options

In the event that all options within category A are not transferred after the initial notice of acquisition period, such non-transferred options may be offered to employees in category B. The maximum number

of options per person, within each category, may not be exceeded for any individual.

The Company's board members and the founders shall not be eligible to participate in LTI 2019.

Proposal regarding issue of warrants in Series 1-3 (item 16 (b))

The board of directors proposes that the Company shall issue not more than 360,000 warrants for subscription of shares, whereof not more than 120,000 warrants in Series 1, not more than 120,000 warrants in Series 2 and not more than 120,000 warrants in Series 3, whereby the Company's share capital may be increased by not more than SEK 36,000 at full subscription, corresponding to approximately 0.7 per cent of the total number of shares and the total number of votes in the Company.

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only belong to the Subsidiary, with the right and obligation to dispose of the warrants as described above. Each warrant entitles the holder to subscribe for one (1) share in the Company. The warrants will be issued without consideration to the Subsidiary.

In order to fulfil the commitments arising from LTI 2019, the board of directors proposes that the general meeting authorizes that the Subsidiary may assign to a third party or in another way dispose of the warrants in accordance with the above.

Proposal regarding issue of warrants in Series 4-6 (item 16 (c))

The board of directors proposes that the Company shall issue not more than 150,000 warrants for subscription of shares, of which not more than 50,000 warrants may be issued in Series 4, not more than 50,000 warrants may be issued in Series 5 and not more than 50,000 warrants may be issued in Series 6, whereby the Company's share capital may be increased by not more than SEK 15,000, at full subscription corresponding to approximately 0.3 per cent of the total number of shares and number of votes in the Company.

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only belong to the Subsidiary, with the right and obligation to dispose of the warrants as described above. Each warrant entitles the holder to subscribe for one (1) share in the Company. The warrants shall be issued without compensation to the Subsidiary.

In order to fulfil the commitments arising from LTI 2019, the board of directors proposes that the general meeting authorizes that the Subsidiary may assign to a third party or in another way dispose of the warrants in accordance with above.

Costs

The incentive programme is expected to have a marginal effect on the Company's earnings per share. Given that the warrants of Series 1-3 shall be transferred at a price corresponding to the market value of the warrants, no significant social security costs will arise for the Company in connection with the transfer of warrants to the participants. The market value of the warrants is, in accordance with a preliminary valuation made based on a market value on the underlying share corresponding to SEK 117.48, SEK 11.54, SEK 14.14 and SEK 17.43 per warrant for each of the three different call periods, assuming an exercise price of SEK 164.50 per share. The Black & Scholes valuation model has been used for valuing the warrants, assuming a risk free interest of -0.4, -0.4 and -0.2 percent and a volatility of 30 percent.

Costs related to LTI 2019 will be accounted for in accordance with IFRS 2 which stipulates that the employee stock option shall be recorded as a personnel expense in the income statement during the vesting period. The total costs for the employee stock options are expected to amount to approximately SEK 2,150,000 during the term of the programme.

The total costs, including other expenses for LTI 2019 related to fees to external advisors, valuation, own work and for administration of the programme, are estimated to amount to approximately SEK 2,650,000 during the term of the programme, under the assumption of a share price of SEK 190.

Effect on important key ratios

The costs for LTI 2019 amount to approximately 0.07 percent of the Company's revenue for the financial year 2018.

Dilution

Upon exercise of all warrants in LTI 2019 up to 510,000 shares (with reservation for any re-calculation), equivalent to approximately 0.9 percent of the total number of shares and votes, may be issued. The calculation is based on the maximum number of shares and votes which can be issued divided with the total number of shares and votes after such issue. Upon full exercise of the warrants, the Company's share capital will increase with a maximum of SEK 51,000. Together with outstanding warrants in warrant program LTI 2016 and LTI 2018 the total dilution is approximately 5.3 percent of the total amount of outstanding shares and votes.

Preparation of the proposal

The proposal to the incentive programme LTI 2019 has been prepared by the board of directors of the Company.

The reason for the deviation from the shareholders' preferential rights

The reason for the deviation from the shareholders' preferential rights is to implement an incentive programme for the senior executives and key employees in the Company and the group.

Majority requirement

A resolution to approve the present proposal is valid only where supported by shareholders holding not less than nine-tenths (9/10) of both the shares voted for and of the shares represented at the meeting.

Authorization

It is further proposed that the board of directors, or a person appointed by the board of directors, is authorized to undertake such minor adjustments in the decision that may be required for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB and that the board of directors shall have the right to undertake such minor adjustments to the incentive programme due to applicable foreign rules and laws.

Outstanding programmes

The Company does have the following outstanding warranty program;

LTI 2016. An extraordinary general meeting held on 5 December 2016 approved the board's proposal regarding an incentive program for key employees and resolution of share issue of not more than 1,500,000 warrants LTI 2016 and resolution of approving transfer of warrants. At full subscription with support of all warrants, 1,500,000 new shares may be issued which is equivalent to a dilution of three (3)

percent of the total amount of outstanding shares and votes in the Company. 1,205,700 stock options have been subscribed for. No more warrants or personal stock options will be offered out of LTI 2016. The subscription price was set to SEK 127.67 per share.

LTI 2018. An annual general meeting held on 18 May 2018 approved the board's proposal regarding an incentive program for key employees and resolution of share issue of not more than 1,500,000 warrants LTI 2016 and resolution of approving transfer of warrants. At full subscription with support of all warrants, 1,500,000 new shares may be issued which is equivalent to a dilution of three (3) percent of the total amount of outstanding shares and votes in the Company. 1,306,600 stock options have been subscribed for. No more warrants or personal stock options will be offered out of LTI 2018. The subscription price was set to SEK 91.30 per share.

LTI 2019 – ISSUE OF WARRANTS OF SERIES 1

The board of directors proposes an issue of not more than 120,000 warrants.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential right only belong to the Subsidiary, a wholly owned subsidiary to the Company.
2. The warrants will be granted without consideration.
3. The subscription for warrants shall be made during the period commencing on 20 May 2019 up to and including 31 May 2019.
4. Each warrant entitles the holder to acquire one (1) share in the Company during the period commencing on 22 June 2022 up to and including 22 September 2022 at an exercise price corresponding to 140 per cent of the volume-weighted average price for the Company's share on Nasdaq Stockholm during the period commencing on 18 February 2019 up to and including 17 May 2019. However, the exercise price may not be less than the shares quota value of SEK 0.10. Day without quotation price shall not be included in the calculation.
5. Upon exercise of all warrants in Series 1 up to 120,000 shares (with reservation for any recalculation) may be issued. Upon full exercise of the warrants, the Company's share capital will increase with a maximum of SEK 12,000.
6. The warrants shall in all other respects be governed by the terms and conditions set forth in Appendix A.1.

The reason for the deviation from shareholders' preferential right is to implement an incentive programme for current and future senior executives and key employees in the Company and the group.

It is furthermore proposed that the board of directors, or a person appointed by the board of directors, is authorized to undertake such minor adjustments in the decision that may be required for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB and that the board of directors shall have the right to undertake such minor adjustments to the incentive programme due to applicable foreign rules and laws.

LTI 2019– ISSUE OF WARRANTS OF SERIES 2

The board of directors proposes an issue of not more than 120,000 warrants.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential right only belong to the Subsidiary, a wholly owned subsidiary to the Company.
2. The warrants will be granted without consideration.
3. The subscription for warrants shall be made during the period commencing on 20 May 2019 up to and including 31 May 2019.
4. Each warrant entitles the holder to acquire one (1) share in the Company during the period commencing on 22 March 2023 up to and including 22 June 2023 at an exercise price corresponding to 140 per cent of the volume-weighted average price for the Company's share on Nasdaq Stockholm during the period commencing on 18 February 2019 up to and including 17 May 2019. However, the exercise price may not be less than the shares quota value of SEK 0.10. Day without quotation price shall not be included in the calculation.
5. Upon exercise of all warrants in Series 2 up to 120,000 shares (with reservation for any recalculation) may be issued. Upon full exercise of the warrants, the Company's share capital will increase with a maximum of SEK 12,000.
6. The warrants shall in all other respects be governed by the terms and conditions set forth in Appendix B.1.

The reason for the deviation from shareholders' preferential right is to implement an incentive programme for current and future senior executives and key employees in the Company and the group.

It is furthermore proposed that the board of directors, or a person appointed by the board of directors, is authorized to undertake such minor adjustments in the decision that may be required for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB and that the board of directors shall have the right to undertake such minor adjustments to the incentive programme due to applicable foreign rules and laws.

LTI 2019 – ISSUE OF WARRANTS OF SERIES 3

The board of directors proposes an issue of not more than 120,000 warrants.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential right only belong to the Subsidiary, a wholly owned subsidiary to the Company.
2. The warrants will be granted without consideration.
3. The subscription for warrants shall be made during the period commencing on 20 May 2019 up to and including 31 May 2019.
4. Each warrant entitles the holder to acquire one (1) share in the Company during the period commencing on 21 March 2024 up to and including 21 June 2024 at an exercise price corresponding to 140 per cent of the volume-weighted average price for the Company's share on Nasdaq Stockholm during the period commencing on 18 February 2019 up to and including 17 May 2019. However, the exercise price may not be less than the shares quota value of SEK 0.10. Day without quotation price shall not be included in the calculation.
5. Upon exercise of all warrants in Series 3 up to 120,000 shares (with reservation for any recalculation) may be issued. Upon full exercise of the warrants, the Company's share capital will increase with a maximum of SEK 12,000.
6. The warrants shall in all other respects be governed by the terms and conditions set forth in Appendix C.1.

The reason for the deviation from shareholders' preferential right is to implement an incentive programme for current and future senior executives and key employees in the Company and the group.

It is furthermore proposed that the board of directors, or a person appointed by the board of directors, is authorized to undertake such minor adjustments in the decision that may be required for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB and that the board of directors shall have the right to undertake such minor adjustments to the incentive programme due to applicable foreign rules and laws.

LTI 2019 – ISSUE OF WARRANTS OF SERIES 4

The board of directors proposes an issue of not more than 50,000 warrants.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential right only belong to the Subsidiary, a wholly owned subsidiary to the Company.
2. The warrants will be granted without consideration.
3. The subscription for warrants shall be made during the period commencing on 20 May 2019 up to and including 31 May 2019.
4. Each warrant entitles the holder to acquire one (1) share in the Company during the period commencing on 22 June 2022 up to and including 22 September 2022 at an exercise price corresponding to 140 per cent of the volume-weighted average price for the Company's share on Nasdaq Stockholm during the period commencing on 18 February 2019 up to and including 17 May 2019. However, the exercise price may not be less than the shares quota value of SEK 0.10. Day without quotation price shall not be included in the calculation.
5. Upon exercise of all warrants in Series 4 up to 50,000 shares (with reservation for any re-calculation) may be issued. Upon full exercise of the warrants, the Company's share capital will increase with a maximum of SEK 5,000.
6. The warrants shall in all other respects be governed by the terms and conditions set forth in Appendix D.1.

The reason for the deviation from shareholders' preferential right is to implement an incentive programme for current and future senior executives and key employees in the Company and the group.

It is furthermore proposed that the board of directors, or a person appointed by the board of directors, is authorized to undertake such minor adjustments in the decision that may be required for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB and that the board of directors shall have the right to undertake such minor adjustments to the incentive programme due to applicable foreign rules and laws.

LTI 2019 – ISSUE OF WARRANTS OF SERIES 5

The board of directors proposes an issue of not more than 50,000 warrants.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential right only belong to the Subsidiary, a wholly owned subsidiary to the Company.
2. The warrants will be granted without consideration.
3. The subscription for warrants shall be made during the period commencing on 20 May 2019 up to and including 31 May 2019.
4. Each warrant entitles the holder to acquire one (1) share in the Company during the period commencing on 22 March 2023 up to and including 22 June 2023 at an exercise price corresponding to 140 per cent of the volume-weighted average price for the Company's share on Nasdaq Stockholm during the period commencing on 18 February 2019 up to and including 17 May 2019. However, the exercise price may not be less than the shares quota value of SEK 0.10. Day without quotation price shall not be included in the calculation.
5. Upon exercise of all warrants in Series 5 up to 50,000 shares (with reservation for any re-calculation) may be issued. Upon full exercise of the warrants, the Company's share capital will increase with a maximum of SEK 5,000.
6. The warrants shall in all other respects be governed by the terms and conditions set forth in Appendix E.1.

The reason for the deviation from shareholders' preferential right is to implement an incentive programme for current and future senior executives and key employees in the Company and the group.

It is furthermore proposed that the board of directors, or a person appointed by the board of directors, is authorized to undertake such minor adjustments in the decision that may be required for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB and that the board of directors shall have the right to undertake such minor adjustments to the incentive programme due to applicable foreign rules and laws.

LTI 2019 – ISSUE OF WARRANTS OF SERIES 6

The board of directors proposes an issue of not more than 50,000 warrants.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential right only belong to the Subsidiary, a wholly owned subsidiary to the Company.
2. The warrants will be granted without consideration.
3. The subscription for warrants shall be made during the period commencing on 20 May 2019 up to and including 31 May 2019.
4. Each warrant entitles the holder to acquire one (1) share in the Company during the period commencing on 21 March 2024 up to and including 21 June 2024 at an exercise price corresponding to 140 per cent of the volume-weighted average price for the Company's share on Nasdaq Stockholm during the period commencing on 18 February 2019 up to and including 17 May 2019. However, the exercise price may not be less than the shares quota value of SEK 0.10. Day without quotation price shall not be included in the calculation.
5. Upon exercise of all warrants in Series 6 up to 50,000 shares (with reservation for any recalculation) may be issued. Upon full exercise of the warrants, the Company's share capital will increase with a maximum of SEK 5,000.
6. The warrants shall in all other respects be governed by the terms and conditions set forth in Appendix F.1.

The reason for the deviation from shareholders' preferential right is to implement an incentive programme for current and future senior executives and key employees in the Company and the group.

It is furthermore proposed that the board of directors, or a person appointed by the board of directors, is authorized to undertake such minor adjustments in the decision that may be required for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB and that the board of directors shall have the right to undertake such minor adjustments to the incentive programme due to applicable foreign rules and laws.