

*This English version is an unofficial translation of the Swedish original. In case of any discrepancies, the Swedish original shall prevail.*

### **Notice to annual general meeting in Sinch AB (publ)**

The shareholders of Sinch AB (publ), 556882-8908 (“**Sinch**” or the “**Company**”) are hereby summoned to the annual general meeting on Wednesday 17 May 2023 at 10:00 (CEST) in the meeting venue Kungsholmen 2, Hotell Courtyard by Marriott Stockholm, Rålambshovsleden 50, Stockholm, Sweden. Entry and registration begins at 9:30 (CEST).

The board of directors has, pursuant to Chapter 7, Section 4 a of the Swedish Companies Act (2005:551) and the Company’s articles of association, decided that shareholders shall have the right to exercise their voting rights by post prior to the annual general meeting. Accordingly, shareholders may choose to participate at the annual general meeting in person, by proxy or through postal voting.

### **Right to attend the annual general meeting**

Shareholders who wish to attend the annual general meeting must:

- be registered in the share register kept by Euroclear Sweden AB on Tuesday 9 May 2023 or, if the shares are registered in the name of a nominee, request that the shares are registered in the shareholder’s own name for voting purposes by the nominee not later than Thursday 11 May 2023, and
- notify their intention to participate according to the instructions under the heading “*Attendance in person or by proxy*” not later than on Thursday 11 May 2023 or submit a postal vote in accordance with the instructions under the heading “*Voting by post*” below in such manner that Computershare AB has received the postal vote by Thursday 11 May 2023.

Shareholders with nominee-registered shares held via a bank or other nominee must request the nominee to register the shares in the shareholder’s own name in the share register kept by Euroclear Sweden AB in order to participate in the annual general meeting. As set out above, the nominee must have performed such registration with Euroclear Sweden AB by Thursday 11 May 2023. Therefore, the shareholder must contact its nominee well in advance of this date and re-register their shares in accordance with the nominee’s instructions.

### **Attendance in person or by proxy**

Shareholders who wish to participate at the annual general meeting in person or by proxy shall notify the Company of their intent to participate not later than Thursday 11 May 2023. Notification of attendance can be made:

- electronically through the Company’s website (<https://investors.sinch.com>),

- by mail to Computershare AB, "Sinch AGM", Box 5267, SE-102 46 Stockholm, Sweden,
- by telephone +46-771-24 64 00, or
- by e-mail to proxy@computershare.se.

The notification is to include the shareholder's full name, personal/corporate identification number, address, telephone number, and, if applicable, the number of accompanying advisors (not more than two) who are attending the general meeting.

Shareholders who do not wish to participate in person or exercise their voting rights by postal voting may exercise their voting rights at the annual general meeting through a proxy with a written, signed and dated power of attorney. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or an equivalent authorisation document for the legal entity must be enclosed.

### **Voting by post**

Shareholders who wish to exercise their voting rights through postal voting shall use the postal voting form and follow the Company's instructions that are available on the Company's website (<https://investors.sinch.com>) and at the Company's offices, Lindhagensgatan 74, SE-112 18, Stockholm, Sweden. A completed and signed voting form should be sent by mail to Computershare AB, "Sinch AGM", Box 5267, SE-102 46 Stockholm, Sweden. Completed forms must be received by Computershare AB by Thursday 11 May 2023, at the latest. The completed and signed postal voting form may alternatively be submitted electronically and is then to be sent by e-mail to proxy@computershare.se. Shareholders can also submit their postal votes electronically with BankID through the Company's website (<https://investors.sinch.com>). If the shareholder submits a postal vote by proxy, a written and dated power of attorney shall be enclosed with the postal voting form. A proxy form is available upon request and on the Company's website (<https://investors.sinch.com>). If the shareholder is a legal entity, a certificate of incorporation or other authorization document shall be enclosed with the postal voting form.

Shareholders are not allowed to include special instructions or conditions in the postal voting form. If special instructions or conditions are included in the postal voting form, such postal vote becomes invalid. Further information and conditions can be found in the postal voting form.

### **Proposed agenda**

1. Opening of the meeting
2. Appointment of chairman of the meeting

3. Election of one or two persons to verify the minutes
4. Preparation and approval of the voting list
5. Approval of the agenda
6. Determination that the meeting has been duly convened
7. Presentation of the annual report and the auditors' report as well as the consolidated annual report and the auditors' group report
8. Resolution on:
  - a) adoption of the profit and loss statement and the balance sheet as well as the consolidated profit and loss statement and consolidated balance sheet;
  - b) appropriation of the Company's profit or loss according to the adopted balance sheet; and
  - c) discharge from liability towards the Company of the members of the board of directors and the CEO (including the deputy CEO)
9. Resolution on the number of members of the board of directors and deputy members as well as auditors and deputy auditors
10. Resolution on remuneration to the board of directors and the auditors
11. Election of members of the board of directors, chairman of the board of directors and auditors
12. Resolution on the principles for the work of the nomination committee and instructions for the nomination committee
13. Resolution on guidelines for compensation to senior executives
14. Resolution on approval of the remuneration report
15. Resolution on authorization for the board of directors to resolve on new issues of shares
16. Resolution on implementation of long-term incentive program 2023 (LTI 2023), issue and transfer of warrants to participants in LTI 2023 and issue of warrants to secure delivery of shares upon exercise of employee stock options granted under LTI 2023
17. Closing of the meeting

**Appointment of chairman of the meeting (item 2)**

The Company's nomination committee, consisting of Jonas Fredriksson (who represents Neqst D2 AB), Thomas Wuolikainen (who represents the Fourth Swedish National Pension Fund), Tomas Risbecker (who represents AMF), Oscar Bergman (who represents Swedbank Robur) and Erik Fröberg (chairman of the board of directors of the Company), proposes that the chairman of the board Erik Fröberg, or, in his absence, the person designated by the nomination committee, is appointed as chairman of the annual general meeting.

**Election of one or two persons to verify the minutes (item 3)**

The board of directors proposes Jonas Fredriksson, who represents Neqst D2 AB or, in his absence, the person designated by the board of directors, as, in addition to the chairman, person to verify the minutes.

**Resolution on appropriation of the Company's profit or loss according to the adopted balance sheet (item 8 b)**

The board of directors proposes that no dividend is paid for the financial year 2022.

**Resolution on the number of members of the board of directors and deputy members as well as auditors and deputy auditors, remuneration to the board of directors and the auditors and election of members of the board of directors, chairman of the board of directors and auditors (items 9–11)**

The nomination committee proposes that the board of directors shall consist of six members, elected by the general meeting, with no deputy members and that the Company, in accordance with the recommendations of the audit committee, shall have a registered accounting company as auditor with no deputy auditors.

The nomination committee proposes that the remuneration shall be paid with SEK 700,000 to each of the members of the board of directors who are not employed by the Company and with SEK 1,500,000 to the chairman of the board of directors.

The nomination committee proposes that remuneration shall be paid with SEK 100,000 to each of the members of the audit committee and with SEK 250,000 to the chairman of the audit committee.

The nomination committee proposes that remuneration shall be paid with SEK 50,000 to each of the members in the remuneration committee and with SEK 100,000 to the chairman of the remuneration committee.

The nomination committee proposes re-election of Erik Fröberg, Renée Robinson Strömberg, Johan Stuart, Björn Zethraeus, Bridget Cosgrave and Hudson Smith as members of the board of directors for the period until the close of the next annual general meeting. The nomination committee proposes that Erik Fröberg shall be re-

elected as chairman of the board of directors for the period until the close of the next annual general meeting.

A presentation of the proposed board members (including the nomination committee's evaluation on independence) can be found on the Company's website (<https://investors.sinch.com>).

The nomination committee proposes, in accordance with the recommendations of the audit committee, re-election of the registered accounting company Deloitte AB as the Company's auditor for the period until the close of the next annual general meeting and that remuneration to the auditor is paid in accordance with approved invoices.

**Resolution on the principles for the work of the nomination committee and instructions for the nomination committee (item 12)**

The nomination committee proposes that the following principles for the work of the nomination committee and instructions for the nomination committee, which, save for limited wording changes, are the same principles which were adopted at the annual general meeting 2022, shall apply until further notice.

The general meeting assigns the chairman of the board of directors to contact the four largest shareholders or owner groups in terms of votes (including both directly registered shareholders and custodian registered shareholders), based on Euroclear Sweden AB's extract of the share register as of 30 September each year, of which each will appoint one representative to, in addition to the chairman of the board of directors, constitute the nomination committee until a new nomination committee is appointed in accordance with these instructions. If any of the four largest shareholders or owner groups decline to exercise the right to appoint a representative, the fifth largest shareholder or owner group shall be given the opportunity to exercise such right, and so on until the nomination committee consists of five members.

The majority of the members of the nomination committee shall be independent in relation to the Company and the Company's management. At least one of the members of the nomination committee shall be independent in relation to the Company's largest shareholder or group of shareholders, in terms of votes, working together with the administration of the Company. The CEO or any another member of the Company's management must not be a member of the nomination committee. Members of the board of directors may be appointed to the nomination committee but are not to constitute a majority of its members. If more than one member of the board of directors is appointed to the nomination committee, no more than one member may be dependent in relation to the Company's larger shareholders.

The nomination committee appoints the chairman of the committee among themselves. The chairman of the board of directors or any other member of the board of directors may not be the chairman of the nomination committee. The composition of the nomination committee must be announced no later than six months prior to the annual general meeting.

If earlier than two months prior to the annual general meeting, one or more of the shareholders having appointed representatives to the nomination committee is/are no longer among the four largest shareholders, representatives appointed by these shareholders shall resign and the shareholders who then are among the four largest shareholders may appoint their representatives. Should a member resign from the nomination committee before its work is completed and the nomination committee considers it necessary to replace him or her, such substitute member is to represent the same shareholder or, if the shareholder is no longer one of the four largest shareholders, the next largest shareholder in turn, in accordance with the principles above, but based on Euroclear Sweden AB's transcription of the share register as soon as possible after the date the representative left the committee. Changes to the composition of the nomination committee must be announced immediately.

Remuneration shall not be paid to the members of the nomination committee. The Company shall, however, pay any necessary expenses that the nomination committee may incur in its work. The term of office for the nomination committee ends when the composition of the following nomination committee has been announced.

The nomination committee shall fulfil the tasks set out in the Swedish Corporate Governance Code and shall present proposals for the following resolutions at the annual general meeting:

- a) proposal for chairman of the meeting;
- b) proposal for the board of directors;
- c) proposal for chairman of the board of directors;
- d) proposal for auditors;
- e) proposal for remuneration for the board of directors, divided between the chairman and the other members of the board of directors and any remuneration for work in the committees;
- f) proposal for remuneration for the Company's auditors;
- g) proposal for principles for appointing a nomination committee for the annual general meeting; and
- h) proposal for amendments of the instructions for the nomination committee.

The nomination committee has the right, at Sinch's expense, to engage external consultants whom the nomination committee considers necessary to fulfil its task.

**Resolution on guidelines for compensation to senior executives (item 13)**

The board of directors proposes the following guidelines for compensation to senior executives. These guidelines do not apply to any remuneration resolved on or approved by a general meeting and constitute a framework under which remuneration to senior executives may be decided by the board of directors. The previous guidelines were approved by the annual general meeting in 2022.

The reasons for the proposed changes are harmonization due to previous acquisitions and market conditions in various geographies in which the Company has significant operations, including the recent recruitment of a new CEO based in the United States. In summary, the proposed changes are:

- To adjust the short-term variable pay to not exceed 50 per cent of the fixed base pay (30 per cent in 2022).
- To introduce a special compensation to allow extraordinary incentives when hiring new and retaining existing members of the senior executives' team (see definition below).
- To adjust other benefits to not exceed 10 per cent of the fixed base pay (6 per cent in 2022).
- To adjust notice period and severance pay period for the CEO to not exceed 6 months' notice and 12 months' severance.

The Company has not received any comments on the guidelines from any shareholders.

For the purposes of these guidelines, the members of the senior executives' team consists of board members of the Company who are employed by group, the CEO, the deputy CEO (if applicable) and other members of the senior executives' team who report to the CEO. The senior executives' team currently comprises 12 senior executives, including the CEO.

A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the Company is able to recruit and retain qualified personnel. Compensation to the CEO and other senior executives must therefore reflect Sinch's need to recruit and motivate qualified employees by means of compensation packages perceived as fair and competitive. The board of directors is empowered to depart from the below guidelines if in a specific case there is a special cause for the deviation and a

deviation is necessary to serve the Company's long-term interests, including sustainability, or to ensure the Company's financial viability.

In the preparation of the board of directors' proposal for these guidelines for compensation to the CEO and other senior executives, salary and employment conditions for employees of the Company have been taken into account by including information on the employees' total remuneration, the components of the remuneration and increase and growth rate over time, in the board of directors' basis for its decision.

Compensation consists of the following components:

- Fixed base pay
- Short- and long-term variable pay
- Special compensation
- Pension benefits
- Other benefits
- Pay during period of notice of termination or resignation

#### ***Market based compensation***

The Company has acquired high quality benchmark data from third party sources to secure that compensation to the CEO and other senior executives reflects what is offered to executives in comparable positions in other companies. Market rate is also secured through recruitment processes, in the cases where executives are recruited externally.

#### ***Fixed base pay***

The fixed base pay must be market based and reflect the employee's position, qualifications, experience and individual performance.

#### ***Short-term variable pay***

Short-term variable pay shall be measured against predefined financial performance targets. Non-financial objectives may also be used to sharpen focus on achieving the Company's strategic plans. Objectives shall be specific, clear, measurable, subject to deadlines and adopted by the board of directors. They shall further be designed to contribute to the Company's business strategy, long-term interests and sustainability. To which extent the criteria for awarding variable remuneration has been satisfied shall be evaluated/determined when the relevant measurement period has ended.



The board of directors has delegated the responsibility for the evaluation so far as it concerns variable remuneration to the CEO and other senior executives to the remuneration committee.

Levels and targets for variable pay are suggested annually by the CEO for other senior executives and approved by the board of directors. Levels and targets for the CEO are defined by the board of directors. Short-term variable pay may not exceed 50 per cent of the fixed base pay, as management compensation should be focused on long term incentives.

#### ***Long-term variable pay***

Long-term variable pay may encompass share-related incentive programs. These guidelines do not apply to remuneration resolved on or approved by a general meeting. Accordingly, these guidelines do not apply to the Company's share-related incentive programs LTI 2018, LTI 2019, LTI 2020, LTI II 2020, LTI 2021, LTI II 2021, LTI 2022 and the proposed LTI 2023. Each year, the board of directors evaluates whether a long-term share-related incentive program should be proposed to the annual general meeting. The purpose of offering a share-related incentive program is to ensure that the interests of senior executives coincide with those of the Company's shareholders. Individual, long-term ownership among key individuals can be expected to stimulate keener interest in the business and its profitability, increase motivation, and enhance the sense of belonging with the Company and thereby contribute to the Company's business strategy, long-term interests and sustainability. Long-term share-related incentives also helps to retain current executives and attract new executives when recruiting.

#### ***Special compensation***

Additional variable cash compensation may be offered to key employees who remain employed in connection with acquisitions of new companies, divestments of businesses, other transitional activity or who perform other extraordinary work endeavours. Such special compensation may not exceed 50 per cent of the contracted annual fixed base salary. Special compensation may only be awarded in special cases and shall not be included in any ordinary compensation system. Decisions regarding special compensation shall always be made by the board of directors.

#### ***Pensions***

Pension benefits for the CEO and other senior executives must reflect customary market terms, compared with what generally applies to executives in comparable positions in other companies, and should normally be based upon defined contribution pension plans. Retirement occurs at the relevant/applicable retirement

age. Pension benefits may not exceed 35 per cent of the fixed base pay unless higher contributions follow from a pension plan pursuant to an applicable collective bargaining agreement.

#### ***Other benefits***

Other continuous employee benefits may, among other things, consist of health insurance and fitness/wellness programs. The costs for such benefits may not exceed 10 per cent of the fixed base pay.

#### ***Notice periods and severance pay***

As a general rule, employment agreements entered into between the Company and senior executives shall be on an indefinite basis. If the Company terminates the CEO's employment, the period of notice shall be a maximum of six months. If the CEO resigns, the period of notice shall be six months. A period of notice applies between the Company and other senior executives of up to six months, whether the employee resigns or is terminated. In addition to compensation paid during the applicable period of notice, any severance pay after the applicable notice period shall not exceed an amount equivalent to the fixed base pay for 12 months for the CEO and 6 months for other senior executives. What is stated above constitutes a framework under which individual terms are to be resolved on by the board of directors.

#### ***Compensation to founders of the Company***

Compensation to founders of the Company is subject to approval by the board of directors. Founders are excluded from the requirement of market-based pay, i.e. their compensation and benefits may be below market, as they are compensated through their ownership in the Company.

Compensation to founders of the Company consists of the following components:

- Fixed base pay
- Pension benefits
- Additional vacation entitlement
- Pay during period of notice of termination or resignation

If a founder is temporarily covering another management position, the founder will be compensated during this period with a base pay equal to the person in the management team with the lowest salary at the time, excluding other founders.

***Approval***

Changes in terms, conditions and compensation to the CEO is subject to approval from the chairman of the board of directors. Day to day costs such as travel expenses for the CEO are approved by the CFO, and quarterly summaries are sent to the chairman of the board of directors. New recruitments, salary changes and other significant changes for other senior executives than the CEO are subject to approval from the chairman of the board of directors, whereas minor adjustments, and day to day costs are approved by the CEO. Payout of fixed base pay is prepared by local payroll departments and are approved before payout by the local HR representative. Payout of short-term variable pay is subject to approval from the CEO as regards other senior executives and from the chairman of the board of directors as regards the CEO. Eligibility for share-related incentive program must be approved by the board of directors based on the proposal approved at a general meeting.

***Controls and decision-making process***

The Company has a remuneration committee which consists of two members of the board of directors. The chairman of the board of directors is also chairman of the remuneration committee.

The remuneration committee shall, in relation to the board of directors, have a preparatory function in respect of principles for remuneration, remuneration and other terms of employment regarding the senior executives.

Consequently, the remuneration committee shall prepare a proposal in respect of guidelines for compensation to senior executives, which it shall present to the board of directors. The proposal shall then be presented to and resolved upon by the annual general meeting. The remuneration committee shall also evaluate the application of the guidelines resolved upon by the annual general meeting.

The board of directors shall at least every fourth year or upon material changes to the guidelines make a proposal on guidelines to be resolved by the annual general meeting.

The guidelines shall be applied in relation to every commitment on compensation to senior executives and every change in such commitment, which is resolved after the annual general meeting at which the guidelines were adopted. Thus, the guidelines have no impact on pre-existing contractually binding commitments. Guidelines resolved upon may also be amended by way of a resolution by any other general meeting.

Further, the remuneration committee shall, within the scope of the guidelines resolved upon by the annual general meeting, prepare proposals regarding

remuneration to the CEO and other senior executives. The board of directors shall annually evaluate the CEO's performance.

Further, the remuneration committee shall observe and evaluate programs for variable compensation to the senior executives which are ongoing or finished during the year as well as the Company's current remuneration structure and remuneration levels.

Furthermore, the remuneration committee shall annually prepare a remuneration report regarding the compensation to the senior executives. The remuneration report shall be made available to the shareholders on the Company's website by the remuneration committee not later than three weeks prior to the annual general meeting. Within the scope and on the basis of the guidelines, the board of directors shall annually decide on the specific revised remuneration terms for each senior executive and make such other decisions on compensation to senior executives that may be required. The CEO or other senior executives shall not participate in the remuneration committee's and the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Compliance with guidelines is controlled annually through the following activities:

- Collection of documented annual targets for short-term variable pay
- Random samples of salary payout approvals
- Sample reports from payroll systems to identify any out of the ordinary payouts

The results of the controls are summarized and reported to the remuneration committee.

#### **Resolution on approval of the remuneration report (item 14)**

The board of directors proposes that the annual general meeting resolves to approve the remuneration report pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

#### **Resolution on authorization for the board of directors to resolve on new issues of shares (item 15)**

The board of directors proposes that the meeting authorizes the board of directors to, on one or several occasions, until the next annual general meeting, resolve on new issues of shares to be paid in cash, in kind or by way of set-off or otherwise on terms and conditions and that such new issue can be performed with deviation from the shareholders' preferential rights. The issues are to be performed on market terms, taking into account any discount on market terms. The reason for the

authorization and the reason for the possible deviation from the shareholders' preferential rights is to enable capital raisings for the acquisition of companies, or parts of companies, and for the operations of the Company. The board of directors is entitled to resolve on share issues causing an increase of the Company's share capital of at most 10 per cent of the Company's registered share capital at the time the board of directors first utilizes the authorization.

**Resolution on implementation of long-term incentive program 2023 (LTI 2023), issue and transfer of warrants to participants in LTI 2023 and issue of warrants to secure delivery of shares upon exercise of employee stock options granted under LTI 2023 (item 16)**

***Background and reasons***

Since the Company's IPO in 2015, the Company has implemented several share-related incentive programs, of which one program, LTI 2016, has reached full maturity with no more outstanding warrants or employee stock options. In addition, the incentive program LTI 2018 will expire by the end of the second quarter of 2023.

The board of directors considers it to be in the best interest of Sinch and its shareholders to implement an additional long-term incentive program ("LTI 2023") for senior executives, key personnel and other employees in the group, in accordance with this proposal. LTI 2023 is proposed to include up to approximately 925 current and future senior executives, key personnel and other employees within the Sinch group.

The proposal has been based on the assessment of the board of directors that it is important, and in the interest of all shareholders, to create even greater participation in the group's development for current and future senior executives, key personnel and employees of the group. The board of directors also considers it important to be able to attract talent over time, to encourage continued employment and to maintain a satisfactory employee retention level.

In view of the above, the board of directors proposes that the general meeting resolves to implement the LTI 2023 in accordance with items (a)–(d) below. The resolutions under items (a)–(d) 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.

***Item (a) – Proposal on implementation of LTI 2023***

LTI 2023 comprises five (5) Series. Series 1–3 consist of warrants (Sw. *teckningsoptioner*) to be transferred to members of the group management and selected key personnel, business unit management and key personnel and other personnel in Sweden. The warrants of Series 1 have a term of approximately 3.3

years, the warrants of Series 2 have a term of approximately four (4) years and the warrants of Series 3 have a term of approximately five (5) years. The holders can exercise the warrants to subscribe for shares during a period of three (3) months before the end of the term of each Series of warrants.

Series 4 of LTI 2023 comprises employee stock options which may be granted to employees of the Sinch group outside Sweden.

Series 5 of LTI 2023 comprises employee stock options which may be granted to members of the group management and selected key personnel, business unit management and key personnel and other personnel in Sweden.

The board of directors proposes that the general meeting resolves to issue not more than 8,385,000 warrants in total. Pursuant to the resolution in item (b), not more than 1,400,000 warrants may be issued in Series 1–3 (of which not more than 466,667 warrants may be issued in Series 1, not more than 466,667 warrants may be issued in Series 2 and not more than 466,666 warrants may be issued in Series 3). Further, pursuant to the resolution in items (c) and (d), not more than 5,985,000 and 1,000,000 warrants may be issued in order to secure delivery of shares upon exercise of stock options to participants in, respectively, LTI 2023 Series 4 and 5.

The right to subscribe for the warrants of Series 1–5 shall vest in the wholly-owned subsidiary Sinch Holding AB (the “**Subsidiary**”), which shall transfer the warrants of Series 1–3 to members of the group management and selected key personnel, business unit management and key personnel and other personnel in Sweden, and hold warrants of Series 4 and 5 to secure delivery of shares upon exercise of stock options within the frame of LTI 2023 Series 4 and 5. Each warrant and stock option 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 principal terms and conditions for each of the LTI 2023 Series 1–5.

#### *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 warrants (the warrant premium).

Each warrant of, respectively, Series 1, 2 and 3 entitles the holder to subscribe for one (1) share in the Company during the exercise period for each respective Series at an exercise price corresponding to, respectively, 130 per cent, 140 per cent and 150 per cent of the volume-weighted average price for the Company’s share on Nasdaq Stockholm during the period from and including 4 May 2023 up to and including 17 May 2023 (rounded to the nearest full SEK 0.1, where SEK 0.05 shall be rounded up). However, the exercise price may not be less than the share’s quota

value (currently SEK 0.01). Days without price quotation shall not be included in the calculation.

The exercise periods for exercising the warrants for subscription of shares under each Series are as follows:

- Series 1: from and including 30 June 2026 up to and including 30 September 2026;
- Series 2: from and including 30 March 2027 up to and including 30 June 2027; and
- Series 3: from and including 30 March 2028 up to and including 30 June 2028.

The issued warrants of Series 1–3 shall, with deviation from the shareholders' preferential rights, be subscribed for by the Subsidiary, a wholly-owned subsidiary of the Company, whereafter the Subsidiary shall offer warrants to participants. The notification period, during which notice of acquisition of warrants shall be made by participants, shall indicatively start on or around 22 May 2023. Transfer of warrants of Series 1–3 to participants shall be made at a price corresponding to the market value of the warrants (the warrant premium) calculated according to an established valuation model (the Black & Scholes model) and determined in connection with the first day of the notification period. The board of directors of the Company shall be authorized to postpone the notification period during which notice of acquisition of warrants shall be made by participants. 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 set out in this resolution. This means, inter alia, that such acquisitions shall take place based on the market value of the warrants at such point in time, and that the board of directors shall set forth an equivalent notification period for new employees whose acquisitions take place after the initial notification period. The valuation of the warrants shall be made by an independent appraiser or audit firm.

Since the warrants are acquired by the participants at market value, there are no performance conditions that need to be fulfilled in order to be offered to acquire warrants or in order to exercise warrants for subscription of shares. However, the Company will, 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 – Employee stock options to participants outside Sweden*

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 will be granted without consideration.
- Employee stock options may be granted to current and future employees of the Sinch group who work outside of Sweden.
- Each employee stock option entitles the holder to acquire one (1) share in the Company at an exercise price equal to the fair market value of the share, as determined by the closing price of the Company’s share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option. However, the exercise price may not be less than the shares’ quota value (currently SEK 0.01).
- Although the allocation of employee stock options is differentiated between employees with reference to, *inter alia*, position, responsibility and working performance, as well as participation and stock options or warrants held in previously established incentive programs of the Sinch group, there are no defined performance conditions that need to be fulfilled in order to be granted employee stock options. However, the employee stock options are subject to both performance and time-based vesting conditions as set out below.
- Provided that the holder’s employment within the Sinch group has not been terminated as of a vesting date, and that the applicable Performance Condition (as defined below) has been satisfied as of the applicable vesting date, the employee stock options will vest on (i) the first anniversary of the date of grant (the “**Initial Vesting Date**”) with respect to 25 per cent of the total number of employee stock options granted to a participant, and (ii) the last day of each of the following twelve (12) calendar quarters (each a “**Subsequent Vesting Date**”), with respect to an additional 6.25 per cent per calendar quarter of the total number of stock options granted to a participant. The total vesting period, after which all granted stock options will have vested (as applicable), is approximately four (4) years from the date of grant. The employee stock options become exercisable soon after each vesting date.
- In order for the stock options to vest, the Company’s consolidated adjusted EBITDA per share must, during a measurement period of between four (4) and twelve (12) calendar quarters as is further described below, have increased by an average of at least 10 per cent during such measurement period, where the change is measured as the sum of the relative change (year-over-year) in adjusted EBITDA per share for each quarter compared



to the same quarter in the previous year, divided by the number of quarters of the relevant measurement period (the “**Performance Condition**”). The Performance Condition will initially, in respect of the Initial Vesting Date, be measured over a period of four (4) calendar quarters, starting with the calendar quarter immediately preceding the calendar quarter ongoing at the date of grant, after which the measurement period will gradually be increased by one (1) calendar quarter at each Subsequent Vesting Date. The measurement period will however never exceed twelve (12) calendar quarters and will always end on the last day of the last calendar quarter of the measurement period.

- If the applicable Performance Condition is not satisfied as of a vesting date, the stock options concerned will remain unvested and will immediately be deemed forfeited without consideration.
- Upon vesting, unless the employee’s employment within the Sinch group ends sooner, employee stock options remain exercisable for a period of five (5) years from the date of grant. In the event the participant is prevented from exercising employee stock options due to the EU Market Abuse Regulation or other applicable laws or internal policies, Sinch’s board of directors may prolong the exercise period for such participants with a corresponding period, however not longer than eight (8) months.

*Series 5 – Employee stock options to participants in Sweden*

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 will be granted without consideration.
- Employee stock options may be granted to current and future employees of the Sinch group who work in Sweden.
- Each employee stock option entitles the holder to acquire one (1) share in the Company at an exercise price equal to the fair market value of the share, as determined by the closing price of the Company’s share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option. However, the exercise price may not be less than the shares’ quota value (currently SEK 0.01).
- Although the allocation of employee stock options is differentiated between employees with reference to, *inter alia*, position, responsibility and working performance, as well as participation and stock options or warrants held in previously established incentive programs of the Sinch group, there are no defined performance conditions that need to be fulfilled in order to be granted employee stock options. However, the employee

stock options are subject to both performance and time-based vesting conditions as set out below.

- Provided that the holder's employment within the Sinch group has not been terminated as of a vesting date, and that the applicable Performance Condition (as defined below) has been satisfied as of the applicable vesting date, the employee stock options will vest on (i) the third anniversary of the date of grant (the "**Initial Vesting Date**") with respect to 50 per cent of the total number of stock options granted to a participant, and (ii) the fourth anniversary of the date of grant (the "**Subsequent Vesting Date**"), with respect to 50 per cent of the total number of stock options granted to a participant. The total vesting period, after which all granted stock options will have vested (as applicable), is four (4) years from the date of grant. The employee stock options become exercisable soon after each vesting date.
- In order for the stock options to vest, the Company's consolidated adjusted EBITDA per share must, during a measurement period of twelve (12) calendar quarters as is further described below, have increased by an average of at least 10 per cent during such measurement period, where the change is measured as the sum of the relative change (year-over-year) in adjusted EBITDA per share for each quarter compared to the same quarter in the previous year, divided by the number of quarters of the relevant measurement period (the "**Performance Condition**"). The Performance Condition will, with respect to the Initial Vesting Date, be measured over a period of twelve (12) calendar quarters, starting with the calendar quarter immediately preceding the calendar quarter ongoing at the date of grant, and with respect to the Subsequent Vesting Date, be measured over a period of twelve (12) calendar quarters, starting with the calendar quarter immediately preceding the calendar quarter ongoing at the first anniversary of the date of grant. The measurement period shall end on the last day of the last calendar quarter of the measurement period.
- If the applicable Performance Condition is not satisfied as of a vesting date, the stock options concerned will remain unvested and will immediately be deemed forfeited without consideration.
- Upon vesting, unless the employee's employment within the Sinch group ends sooner, employee stock options remain exercisable for a period of five (5) years from the date of grant. In the event the participant is prevented from exercising employee stock options due to the EU Market Abuse Regulation or other applicable laws or internal policies, Sinch's board of directors may prolong the exercise period for such participants with a corresponding period, however not longer than eight (8) months.

*Preparation and administration*

The board of directors shall be responsible for the design, interpretation and management of stock options granted under LTI 2023 within the framework of the above-mentioned principal terms and conditions. The board of directors has the right to make reasonable changes and adjustments in detailed terms and conditions of the framework for stock options under LTI 2023 as deemed necessary or appropriate due to differences in local legislation or practices or for administrative purposes. For holders of stock options who are members of the group management, the board of directors is entitled to (i) accelerate vesting of stock options in the event of a change of control situation where the holder is dismissed from his or her employment in connection therewith and (ii) permit extended vesting and exercisability during the severance period, e.g. in good leaver situations. The board of directors also has the right to adjust detailed terms and conditions of stock options in the event of significant changes within the group or its operational environment that entail that the framework established for stock options under LTI 2023 is no longer reasonable or appropriate, provided that such changes are not more favorable to the participant than the terms and conditions set forth in this resolution proposal.

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

The exercise price and the number of shares that each warrant or stock option entitles to subscription of shall be recalculated in the event of a split, consolidation, new share issue etc. in accordance with customary re-calculation terms or as set out in the detailed terms and conditions of warrants.

*Allocation principles, etc.*

The participants' right to acquire warrants or to be granted employee stock options is differentiated between employees with reference to inter alia position, responsibility and working performance in the group. The participants have for this reason been divided into three (3) different categories:

**Category A (not more than 25 persons):** Members of the group management and selected key personnel

**Category B (not more than 50 persons):** Business unit management and key personnel

**Category C (not more than 850 persons):** Other personnel

Warrants may be transferred to members of the group management and selected key personnel, business unit management and key personnel and other personnel in Sweden. A precondition for being entitled to acquire warrants is that the participant enters into a pre-emption agreement with the Company and that the participant

acquires an equal number of warrants of Series 1, 2 and 3, respectively. Pre-emption shall be made at market value. The warrants are otherwise freely transferable. The right to receive employee stock options of Series 4 shall be reserved for current and future employees of the Sinch group who work outside of Sweden, and employee stock options of Series 5 shall be reserved for current and future employees who work in Sweden.

The below allocation principles apply to the grant of warrants/stock options within each of the categories set out above.

Category	Maximum number of warrants/stock options for each participant	Maximum number of warrants/stock options within the category
Category A (maximum 25 persons)	800,000	2,800,000
Category B (maximum 50 persons)	300,000	2,000,000
Category C (maximum 850 persons)	150,000	3,585,000
<b>Total maximum Category A, B and C</b>	N/A	8,385,000

In the event that all warrants and/or stock options within one or more categories are not transferred, such non-transferred warrants/stock options may be offered to employees in other categories. The maximum number of warrants and/or stock options per person within each category as set out above may however not be exceeded for any individual. Warrants may be transferred and stock options may be granted on one or more occasion.

Neither the Company's board members, nor the founders, shall be eligible to participate in LTI 2023.

***Item (b) – Proposal regarding issue and transfer of warrants of Series 1–3 to participants in LTI 2023 in Sweden***

The board of directors proposes that the Company shall issue not more than 1,400,000 warrants for subscription of shares, whereof not more than 466,667 warrants in Series 1, not more than 466,667 warrants in Series 2 and not more than 466,666 warrants in Series 3, whereby the Company's share capital may be increased by not more than SEK 14,000 at full exercise of the warrants for

subscription of shares, corresponding to approximately 0.17 per cent of the share capital in the Company as of the date of this proposal, being SEK 8,386,022.48.

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only vest in the Subsidiary, with the right and obligation to dispose of the warrants as set out in item (a) 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 2023, the board of directors proposes that the general meeting authorizes that the Subsidiary may transfer warrants to participants, assign warrants to a third party, or in another way dispose over the warrants, in accordance with item (a).

Detailed resolution proposals for each of the respective issues of warrants Series 1, 2 and 3, including complete terms and conditions for the warrants, are set out in the board of directors' complete proposal (including its appendices).

***Item (c) – Proposal on issue of warrants to secure delivery of shares upon exercise of employee stock options of Series 4***

The board of directors proposes that the Company shall issue not more than 5,985,000 warrants in Series 4, whereby the Company's share capital may be increased by not more than SEK 59,850 at full exercise of the warrants for subscription of shares, corresponding to approximately 0.71 per cent of the share capital in the Company as of the date of this proposal, being SEK 8,386,022.48.

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only vest in the Subsidiary, with the right and obligation to dispose of the warrants as further described above. Each warrant entitles the holder to subscribe for one (1) share in the Company during the period from and including the date of registration with the Swedish Companies Registration Office (Sw. *Bolagsverket*) up to and including 31 December 2032, at an exercise price equal to the shares' quota value (currently SEK 0.01). The warrants shall be issued to the Subsidiary without consideration.

In order to fulfil the commitments arising from LTI 2023, the board of directors proposes that the general meeting authorizes that the Subsidiary may transfer warrants to a third party, or otherwise dispose over the warrants, in accordance with item (a).

A detailed resolution proposal for the issue of warrants Series 4, including complete terms and conditions for the warrants, is set out in the board of directors' complete proposal (including its appendices).

***Item (d) – Proposal on issue of warrants to secure delivery of shares upon exercise of employee stock options of Series 5***

The board of directors proposes that the Company shall issue not more than 1,000,000 warrants in Series 5, whereby the Company's share capital may be increased by not more than SEK 10,000 at full exercise of the warrants for subscription of shares, corresponding to approximately 0.12 per cent of the share capital in the Company as of the date of this resolution proposal, being SEK 8,386,022.48.

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only vest in the Subsidiary, with the right and obligation to dispose of the warrants as further described above. Each warrant entitles the holder to subscribe for one (1) share in the Company during the period from and including the date of registration with the Swedish Companies Registration Office (Sw. *Bolagsverket*) up to and including 31 December 2032, at an exercise price equal to the shares' quota value (currently SEK 0.01). The warrants shall be issued to the Subsidiary without consideration.

In order to fulfil the commitments arising from LTI 2023, the board of directors proposes that the general meeting authorizes that the Subsidiary may transfer warrants to a third party, or otherwise dispose over the warrants, in accordance with item (a).

A detailed resolution proposal for the issue of warrants Series 5, including complete terms and conditions for the warrants, is set out in the board of directors' complete proposal (including its appendices).

***Additional information regarding LTI 2023***

***Market value of warrants of Series 1–3***

Based on a market value of the underlying share of SEK 28.0, the market value of the warrants of Series 1–3 is, in accordance with a preliminary valuation made by PwC, respectively, SEK 6.19, SEK 6.54 and SEK 7.15 per warrant of Series 1, 2 and 3, assuming an exercise price of, respectively, SEK 36.40, SEK 39.20 and SEK 42.0 per share. The Black & Scholes valuation model has been used for the preliminary valuation of the warrants, assuming a risk-free interest of, respectively, 2.68, 2.56 and 2.40 per cent for warrants of Series 1, 2 and 3, and an estimated volatility during the term of the warrants of approximately 40.0 per cent.

***Costs***

Given that the warrants of Series 1–3 shall be transferred at a price corresponding to the market value of the warrants, the Company estimates that no social security costs will arise for the Company in connection with the transfer of warrants to the

participants. Neither should any social security costs arise in connection to the exercise of the warrants.

The employee stock options Series 4 and 5 are expected to incur accounting costs (accounted for in accordance with the accounting standard IFRS 2) as well as social security costs during the term of the stock options. According to IFRS 2, the employee stock option costs shall be recorded as a personnel expense in the income statement during the vesting period. The total costs for employee stock options Series 4 and 5, calculated in accordance with IFRS 2, are estimated to amount to approximately SEK 53.0 million during the term of the program (excluding social security costs). The estimated costs have been calculated based on, *inter alia*, the following assumptions: (i) a market price of the Company's share of SEK 28.0 at the time of grant, (ii) an estimated future volatility in respect of the Company's share during the term of the stock options of 40.0 per cent, (iii) that the maximum number of stock options encompassed by this resolution proposal are granted to participants, (iv) expected time to exercise in accordance with IFRS 2, (v) an annual turnover of personnel of approximately 9.0 per cent based on historical data, and (vi) that all vested stock options are exercised. Social security costs, which are expected to arise primarily in connection to the exercise of stock options, are estimated to amount to approximately SEK 8.4 million during the term of the program, based on *inter alia* the assumptions set out under items (i)–(vi) above as well as an average social security rate of 7.1 per cent and an annual increase in the market price of the Company's share of 15 per cent during the vesting period.

Other costs related to the LTI 2023, including *inter alia* expenses related to fees to external advisors, external appraiser and administration of the incentive program, are estimated to amount to approximately SEK 2 million during the term of the program.

Based on the assumptions set out above, the total costs of the LTI 2023 are estimated to amount to approximately SEK 63.4 million in total during the term of the program.

These costs shall be seen in relation to the total employee benefits expenses of the Sinch group, which during the financial year 2022 amounted to SEK 4,203 million.

#### *Dilution*

If all warrants/stock options within the frame of LTI 2023 are transferred or granted to participants and if all warrants/stock options are exercised, up to 8,385,000 shares may be issued, equivalent to a maximum dilution of approximately 0.99 per cent of the shares and votes of the Company. Upon full exercise of the warrants, the Company's share capital will increase with SEK 83,850. Together with warrants and stock options which have been transferred or

granted to participants in LTI 2018, LTI 2019, LTI 2020, LTI II 2020, LTI 2021, LTI II 2021 and LTI 2022 and which are outstanding as of the date of this resolution proposal, including warrants that have been exercised but where the shares have not yet been registered, the maximum dilution will amount to approximately 4.76 per cent of the shares and votes of the Company. The dilution calculations have been based on the maximum number of shares and votes which may be issued upon exercise of warrants and stock options, divided by the total number of shares and votes in the Company after such issues (based on the number of shares issued in the Company as of the date of this resolution proposal, being 838,602,248 shares).

*Motivation in respect of Series 4 stock option vesting and exercise conditions*

According to the Rules on Remuneration laid down by the Stock Market Self-Regulation Committee (Sw. *Aktiemarknadens Självregleringskommitté*), the vesting period, or the period between the date of grant until the date when a warrant or stock option may be exercised shall, as a general rule, not be shorter than three (3) years and any deviations from this general rule shall be justified. As set out further above, vesting of Series 4 employee stock options will start on the first anniversary of the date of grant of the stock options to participants, and on the third anniversary of the date of grant, up to 75 per cent of the employee stock options granted to a participant may have vested (provided that all applicable vesting conditions have then been fulfilled). Further, the vested stock options become exercisable soon after they have vested. The reason for applying such terms, which are not in line with the recommendations of the Stock Market Self-Regulation Committee as set out above, is that the board of directors of the Company consider such terms to be in line with market practice for employee stock option programs in most of the countries where the intended participants in Series 4 of LTI 2023 operate. It is therefore, in the opinion of the board of directors, in the best interest of the Company and its shareholders to apply such terms in order to fulfil the objectives of LTI 2023.

*Preparation of the proposal*

This proposal in respect of LTI 2023 has been prepared by the Company's remuneration committee and board of directors in consultation with external advisers.

*The reason for the deviation from the shareholders' preferential rights*

The reason for the deviation from the shareholders' preferential rights is to implement LTI 2023.



### Majority requirements

Since the resolutions under items (a)–(d) are conditional upon each other and passed as one resolution, a resolution to approve the proposal is valid only when supported by shareholders holding not less than nine-tenths (9/10) of the votes cast as well as the shares represented at the general meeting (as the transfer of warrants to participants under items (b)–(d) require such majority).

### Authorization

It is proposed that the board of directors, or a person appointed by the board of directors, shall be authorized to make such minor adjustments to this resolution that may be required for the registration with the Swedish Companies Registration Office (Sw. *Bolagsverket*) and Euroclear Sweden AB, and that the board of directors shall have the right to undertake minor adjustments to the incentive program due to applicable foreign rules and laws, applicable laws, regulations or market practice.

### Overview of outstanding incentive programs

Since the Company's IPO in 2015, the Company has implemented several share-related incentive programs, of which one program, LTI 2016, has reached full maturity with no more outstanding stock options or warrants. An overview of all outstanding incentive programs is included in the table below.

Program	Total # of shares at AGM/EGM	Size of program	Potential max dilution (%)	Invested and subscribed	Invested and subscribed / Size of program	Exercised (to date)	Exercised / Size of program	Outstanding	Outstanding / Size of program	Exercised + Outstanding	Exercised and outstan. / Size of program
2016	486,486,450	15,000,000	2.99%	12,157,000	81%	9,612,360	64%	-	0%	9,612,360	64%
2018	536,020,890	15,000,000	2.72%	13,809,200	92%	9,652,080	64%	2,819,940	19%	12,472,020	83%
2019	536,020,890	5,100,000	0.94%	3,260,000	64%	791,630	16%	1,188,390	23%	1,980,020	39%
2020 I	588,747,510	5,800,000	0.98%	3,281,000	57%	179,400	3%	1,999,250	34%	2,178,650	38%
2020 II	599,859,340	4,702,600	0.78%	4,228,890	90%	-	0%	3,763,180	80%	3,763,180	80%
2021 I	650,235,020	3,230,000	0.49%	3,118,550	97%	-	0%	2,467,040	76%	2,467,040	76%
2021 II	727,163,370	3,210,000	0.44%	3,049,919	95%	-	0%	2,324,299	72%	2,324,299	72%
2022	833,196,688	25,000,000	2.91%	19,355,610	77%	-	0%	17,956,590	72%	17,956,590	72%
<b>Total</b>		<b>77,042,600</b>				<b>20,235,470</b>	<b>26%</b>	<b>32,518,689</b>	<b>42%</b>	<b>52,754,159</b>	<b>68%</b>
<b>LTI 2023</b>	<b>839 million*</b>	<b>8,385,000</b>	<b>0.99%</b>								

Note: The total number of shares at AGM/EGM, size of program, and estimated dilution has been recalculated due to the 2021 share split.

\* Based on 838,602,248 shares outstanding.

**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 to issue of not more than 1,500,000 warrants and resolution of approving transfer of warrants. In total, 1,500,000 warrants were subscribed by the Subsidiary and 1,380,920 warrants and employee stock options have been acquired by or granted to participants. No more warrants or employee stock options will be offered out of

LTI 2018. Each warrant and employee stock option entitles the holder to subscribe for ten (10) shares each (after recalculation due to the 2021 share split). The exercise price is SEK 9.13 per share (after recalculation due to the 2021 share split). Upon exercise and registration of shares following exercise of all outstanding warrants and employee stock options that have been acquired by or granted to participants, a maximum of 3,742,180 shares (after recalculation due to the 2021 share split) in the Company may be issued, including 922,240 shares from warrants that have been exercised but where the shares have not yet been registered, equivalent of a dilution of approximately 0.44 per cent.

**LTI 2019.** An annual general meeting held on 17 May 2019 approved the board's proposal regarding an incentive program for key employees and resolution to issue not more than 510,000 warrants and resolution of approving transfer of warrants. In total, 510,000 warrants were subscribed by the Subsidiary and 326,000 warrants and employee stock options have been acquired by or granted to participants. No more warrants or employee stock options will be offered out of LTI 2019. Each warrant and employee stock option entitles the holder to subscribe for ten (10) shares each (after recalculation due to the 2021 share split). The exercise price is SEK 17.41 per share (after recalculation due to the 2021 share split). Upon exercise and registration of shares following exercise of all outstanding warrants and employee stock options that have been acquired by or granted to participants, a maximum of 1,286,730 shares (after recalculation due to the 2021 share split) in the Company will be issued, including 98,340 shares from warrants that have been exercised but where the shares have not yet been registered, equivalent to a dilution of approximately 0.15 per cent.

**LTI 2020.** An annual general meeting held on 15 May 2020 approved the board's proposal regarding an incentive program for senior executives and key employees and resolution to issue not more than 580,000 warrants and resolution of approving transfer of warrants. In total, 580,000 warrants were subscribed by the Subsidiary and 328,100 warrants and employee stock options have been acquired by or granted to participants. Each warrant and employee stock option entitles the holder to subscribe for ten (10) shares each (after recalculation due to the 2021 share split). The exercise price of warrants and stock options Series 1–6 is SEK 60.20 per share (after recalculation due to the 2021 share split). As regards Series 7, stock options have been granted on three different occasions: in June 2020, November 2020 and February 2021. Consequently, the exercise price for stock options Series 7 (which shall be equal to the fair market value of the share, as determined by the closing price of the Company's share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option) varies and has been set to, respectively, SEK 62.40 per share, SEK 104 per share and SEK 142.20 per

share (each after recalculation due to the 2021 share split). Upon full exercise of all outstanding warrants and employee stock options that have been acquired by or granted to participants, a maximum of 1,999,250 shares (after recalculation due to the 2021 share split) will be issued in the Company, equivalent of a dilution of approximately 0.24 per cent.

**LTI II 2020.** An extraordinary general meeting held on 27 November 2020 approved the board's proposal regarding an incentive program for senior executives and key employees and resolution to issue not more than 470,260 warrants and resolution of approving transfer of warrants. In total, 470,260 warrants were subscribed by the Subsidiary and 422,889 warrants and employee stock options have been acquired by or granted to participants. No warrants or employee stock options under the LTI II 2020 have been exercised as of the date of this resolution proposal, and no more warrants or stock options will be offered out of LTI II 2020. Each warrant and employee stock option entitles the holder to subscribe for ten (10) shares each (after recalculation due to the 2021 share split). The exercise price is SEK 136.10 per share (after recalculation due to the 2021 share split) subscribed by exercise of warrants of Series 1–3. As regards Series 4, employee stock options have been granted on three different occasions: in November 2020, December 2020 and February 2021. Consequently, the exercise price for employee stock options of Series 4 (which shall be equal to the fair market value of the share, as determined by the closing price of the Company's share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option) varies and has been set to, respectively, SEK 104 per share, SEK 120.60 per share and SEK 142.20 per share (each after recalculation due to the 2021 share split). Upon exercise of all outstanding warrants and employee stock options that have been acquired by or granted to participants, a maximum of 3,763,180 shares (after recalculation due to the 2021 share split) in the Company will be issued, equivalent to a dilution of approximately 0.45 per cent.

**LTI 2021.** An annual general meeting held on 18 May 2021 approved the board's proposal regarding an incentive program for members of the group management, selected key employees and other employees and resolution to issue not more than 323,000 warrants and resolution of approving transfer of warrants. In total, 323,000 warrants were subscribed by the Subsidiary and 311,855 warrants and employee stock options have been acquired by or granted to participants. No warrants or employee stock options under LTI 2021 have been exercised as of the date of this resolution proposal, and no more warrants or stock options will be offered out of LTI 2021. Each warrant and stock option entitles the holder to subscribe for ten (10) shares each (after recalculation due to the 2021 share split). The exercise price

of warrants in Series 1-3 is, respectively, SEK 140.07 per share, SEK 152.80 per share and SEK 165.53 per share. As regards Series 4, employee stock options have been granted on three different occasions: in December 2021, January 2022 and February 2022. Consequently, the exercise price for employee stock options of Series 4 (which shall be equal to the fair market value of the share, as determined by the closing price of the Company's share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option) varies and has been set to, respectively, SEK 153,85 per share, SEK 158.65 per share and SEK 102.15 per share (each after recalculation due to the 2021 share split). Upon exercise of all outstanding warrants and employee stock options that have been acquired by or granted to participants, a maximum of 2,467,040 shares (after recalculation due to the 2021 share split) in the Company will be issued, equivalent to a dilution of approximately 0.29 per cent.

**LTI II 2021.** An extraordinary general meeting held on 26 October 2021 approved the board's proposal regarding an incentive program for members of the group management, selected key employees and other employees outside of Sweden, and resolution to issue not more than 3,210,000 warrants and resolution of approving transfer of warrants. In total, 3,049,919 employee stock options have been granted to participants. Each employee stock option entitles the holder to subscribe for one (1) share. No warrants or employee stock options under LTI II 2021 have been exercised as of the date of this resolution proposal, and no more warrants or stock options will be offered out of LTI II 2021. Stock options have been granted on two different occasions: in December 2021 and February 2022. Consequently, the exercise price for the employee stock options (which shall be equal to the fair market value of the share, as determined by the closing price of the Company's share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option) varies and has been set to, respectively, SEK 102.15 per share and SEK 94.10 per share. Upon exercise of all outstanding employee stock options that have been granted to participants in LTI II 2021, a maximum of 2,324,299 shares in the Company will be issued, equivalent of a dilution of approximately 0.28 per cent.

**LTI 2022.** An annual general meeting held on 9 June 2022 approved the board's proposal regarding an incentive program for members of the group management, selected key employees and other employees, and resolution to issue not more than 25,000,000 warrants and resolution of approving transfer of warrants. In total, 25,000,000 warrants were subscribed by the Subsidiary and 19,355,610 warrants and employee stock options have been acquired by or granted to participants. Each warrant and stock option entitles the holder to subscribe for one (1) share in the Company. No warrants or employee stock options under LTI 2022 have been

exercised as of the date of this resolution proposal. The exercise price of warrants in Series 1–3 is, respectively, SEK 58.3 per share, SEK 62.8 per share and SEK 67.3 per share. As regards Series 4–5, stock options have been granted on three different occasions: in June 2022, September 2022 and December 2022.

Consequently, the exercise price for the employee stock options (which shall be equal to the fair market value of the share, as determined by the closing price of the Company's share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option) varies and has been set to, respectively, SEK 37.525 per share, SEK 14.654 per share and SEK 39.15 per share. Upon exercise of all outstanding warrants and employee stock options that have been acquired by or granted to participants, a maximum of 17,956,590 shares in the Company will be issued, equivalent to a dilution of approximately 2.10 per cent.

The dilution calculations above have been based on the maximum number of shares and votes which may be issued upon exercise of outstanding warrants and employee stock options, divided by the total number of shares and votes in the Company after such issues (based on the number of shares issued in the Company as of the date of this resolution proposal, being 838,602,248 shares).

### **Majority requirements**

The resolution under item 15 above is valid only if the resolution is supported by shareholders representing at least two thirds (2/3) of the votes cast as well as of the shares represented at the annual general meeting. The resolution under item 16 above is valid only if the resolution is supported by shareholders representing at least nine tenths (9/10) of the votes cast as well as the shares represented at the annual general meeting due to, as is stated above, the resolutions under item 16 being conditional upon each other and passed as one resolution and the fact that some of these resolutions require such majority.

### **Available documents**

The complete proposals, together with ancillary documentation, will be made available at the Company's offices, Lindhagensgatan 74, SE-112 18, Stockholm, Sweden, and on the Company's website (<https://investors.sinch.com>) not later than three weeks prior to the annual general meeting in accordance with the requirements of the Swedish Companies Act. The documents will be sent to shareholders who so request and who inform the Company of their mailing address.

**Shareholders' right to request information**

If a shareholder at the annual general meeting so requests and, according to the board of directors, it will not result in material damage to the Company or significant inconvenience to any individual, the board of directors and the CEO are obliged to provide information concerning conditions that could influence the assessment of an item on the agenda and conditions that could influence assessments of the financial position of the Company. This disclosure obligation applies equally to the Company's relationship with other group companies, the consolidated accounts and such circumstances pertaining to subsidiaries as those referred to in the preceding sentence.

**Processing of personal data**

For information on how personal data is processed in connection with the general meeting, please refer to the privacy notices of Euroclear Sweden AB and Computershare AB which are available on their respective websites ([www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf) and [www.computershare.com/se/gm-gdpr#English](http://www.computershare.com/se/gm-gdpr#English)).

**Other information**

The Company has, as of the date of this notice, 838,602,248 outstanding shares and votes. The Company holds no treasury shares as of the date of this notice.

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Stockholm in April 2023

**Sinch AB (publ)**

*The board of directors*