



The Nomination Committee's proposals to the annual general meeting, the work of the Nomination Committee and its reasoned statement regarding its proposals for board members in Sinch AB (publ)

The 2020 Nomination Committee of Sinch AB (publ) consists of Rikard Sallanto (Cantaloupe AB), Jonas Fredriksson (Neqst D1 AB), Thomas Wuolikainen (Fjärde AP-fonden), Joachim Spetz (Swedbank Robur) as well as Erik Fröberg, chairman of the board of directors of Sinch AB (publ). Jonas Fredriksson is the Chairman of the Nomination Committee.

The Nomination Committee and its work

Ahead of the Annual General Meeting 2020, the Nomination Committee has held four meetings where minutes have been kept, and has also had several informal contacts. The Nomination Committee has been provided with an introduction to Sinch by the Chairman of the board of directors, including a review of the evaluation of the work of the board of directors. The Nomination Committee has also met with several of the board members individually. Particular attention has been paid to the composition of the board and how the board functions as a group. The Nomination Committee has also discussed the evaluation of the work of the board of directors. The Nomination Committee has also decided on the remunerations for the board of directors, the Audit Committee and the Remuneration Committee.

The Nomination Committee's proposals for chairman of the annual general meeting

The Nomination Committee proposes that the chairman of the board Erik Fröberg is re-appointed chairman of the annual general meeting.

The Nomination Committee's proposals for board members

The Nomination Committee proposes that the board of directors shall consist of five members, elected by the general meeting, with no deputy directors. Furthermore it is proposed that board members Erik Fröberg, Renée Robinson Strömberg, Johan Stuart, Björn Zethraeus and Bridget Cosgrave shall be re-elected.

Finally, the Nomination Committee proposes that Erik Fröberg shall be re-elected as chairman of the board of directors.

Reasons for the proposal



The Nomination Committee has, to assist in its work, received an evaluation of the board of directors and its work based on a survey directed at all current board members. The size and composition of the board of directors with regard to, *inter alia*, industry expertise and competence, has been discussed.

The Nomination Committee has in its work ahead of the Annual General Meeting aimed to ensure that the board of directors possesses the competence and experience necessary, taking into account the operations as well as the current developmental phase of Sinch, in order for the board to continue to successfully manage the company. The Nomination Committee has, in particular, valued the board's need for diversity and breadth with respect to competence, experience and background, considering, among other things, the company's strategic development, management and control. The Nomination Committee has discussed perspectives on diversity based on the view that such diversity is essential in deciding on the composition of the board of directors and that a gender balance should be achieved. The Nomination Committee has applied section 4.1 of the Swedish Code of Corporate Governance (the "Code") as its diversity policy.

The Nomination Committee is of the opinion that the proposed board members represent a broad and diverse group of informed persons, well-motivated and fit for the tasks to be carried out by the board of directors of Sinch. The Nomination Committee is also of the opinion that the board members complement each other well with respect to competence and experience. The proposed board comprises three male and two female members, i.e. a proportion of 40 per cent female members.

The Nomination Committee works in accordance with the requirements set out in the Code. The Nomination Committee has, after assessing the independence of the proposed board members, found that the Nomination Committee's proposals meet the requirements of independence set out by the Code.

A closer presentation of the proposed board members (including the Nomination Committee's evaluation on independence) can be found on <https://investors.sinch.com/>.



Furthermore, the Nomination Committee has, together with the board of directors, discussed the importance of the company working with sustainability in an informed and productive manner.

The Nomination Committee's proposals regarding remuneration to the board of directors

The remuneration for each board member who is not employed by the company has from the General Annual Meeting 2019 and onwards amounted to SEK 300,000 annually. The Chairman of the board of directors has received SEK 650,000 annually. Remuneration for the work of the members in the audit committee amounted to SEK 40,000 annually and SEK 80,000 for the Chairman of the audit committee. Remuneration for the work of the members in the remuneration committee amounted to SEK 20,000 annually and SEK 40,000 annually for the Chairman of the remuneration committee

The Nomination Committee proposes the following:

- a. The remuneration for board members shall remain unchanged and amount to SEK 300,000 annually.
- b. The remuneration for the chairman of the board shall remain unchanged and amount to SEK 650,000 annually.
- c. Remuneration for the audit committee shall remain unchanged and amount to SEK 40,000 annually for the members in the audit committee and SEK 80,000 for the chairman of the audit committee.
- d. Remuneration for the work on the remuneration committee shall remain unchanged and amount to SEK 20,000 annually for members, and SEK 40,000 annually for the chairman of the remuneration committee.

The Nomination Committee's proposals regarding election of auditor

The Nomination Committee proposes, in accordance with the recommendations of the Audit Committee, that a registered accounting company is elected as auditor and that the current company auditor (Deloitte AB) is re-elected until the next annual general meeting.

The Nomination Committee's proposals regarding remuneration to the auditor

The Nomination Committee proposes that remuneration is paid according to approved invoices.



Resolution on the principles for the Nomination Committee and instruction for the Nomination Committee

The Nomination Committee proposes that the election of the Nomination Committee for the 2021 annual general meeting shall be made according to the following model.

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 ("Euroclear") extract of the share register as of 30 September 2020, 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 the instructions of the annual general meeting 2021. 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 2021 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'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.



Stockholm in April 2020
Sinch AB (publ)
The Nomination Committee