

## **The nomination committee's proposals, statement regarding the work of the nomination committee and reasoned statement regarding its proposals for members of the board of directors in Sinch AB (publ) ahead of the 2025 annual general meeting**

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The nomination committee of Sinch AB (publ) ("Sinch" or the "Company") ahead of the 2025 annual general meeting consists of Jonas Fredriksson (who represents Neqst D2 AB), Thomas Wuolikainen (who represents the Fourth Swedish National Pension Fund), Patricia Hedelius (who represents AMF), Monica Åsmyr (who represents Swedbank Robur Fonder) as well as Erik Fröberg (chairman of the board of directors of the Company). Jonas Fredriksson is the chairman of the nomination committee.

### **The work of the nomination committee**

Ahead of the 2025 annual general meeting, the nomination committee has held five 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 which has been conducted. The nomination committee has also met with all 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 and held interviews with potential candidates for the board of directors. The nomination committee has also taken a position 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, or, in his absence, the person designated by a representative of the nomination committee, is appointed as chairman of the annual general meeting.

### **The nomination committee's proposals regarding the number of members of the board of directors and deputy members, election of members of the board of directors, and election of chairman of the board of directors**

The nomination committee proposes that the board of directors shall consist of six members elected by a general meeting, with no deputy members, for the period until the close of the next annual general meeting. Furthermore, it proposes the re-election of Erik Fröberg, Björn Zethraeus, Renée Robinson Strömberg, Mattias Stenberg and Lena Almfelt as members of the board of directors and the election

of Kristina Willgård as a new member of the board of directors for the period until the close of the next annual general meeting.

Finally, 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.

### **Reasoned statement 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 to all current members of the board of directors. 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 of directors to continue to successfully manage the Company. The nomination committee has, in particular, valued the board of directors' 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 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 Corporate Governance Code (the "**Code**") as its diversity policy.

The nomination committee is of the opinion that the proposed members of the board of directors 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 proposed members of the board of directors complement each other well with respect to competence and experience. The proposed board of directors comprises three male and three female members, and thus has an even gender balance.

The nomination committee adheres to the requirements set out in the Code. The nomination committee has, after assessing the independence of the proposed members of the board of directors, found that the nomination committee's proposal meets the independence requirements set out in the Code.

A presentation of the proposed members of the board of directors (including the nomination committee's evaluation on their independence) is available on the Company's website (<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 member of the board of directors elected by a general meeting who is not employed by the Company has from the 2024 annual general meeting and onwards amounted to SEK 700,000 annually. The chairman of the board of directors has received SEK 1,500,000 annually. Remuneration for the work of the members in the audit committee amounted to SEK 100,000 annually and SEK 250,000 annually for the chairman of the audit committee. Remuneration for the work of the members in the remuneration committee amounted to SEK 50,000 annually and SEK 100,000 annually for the chairman of the remuneration committee.

The nomination committee proposes that the remuneration for the work of the members in the audit committee is increased to SEK 175,000 annually for members and SEK 350,000 annually for the chairman of the committee, that the remuneration for the work of the members in the remuneration committee is increased to SEK 85,000 annually for members and SEK 175,000 annually for the chairman of the committee and that the remuneration to the board of directors otherwise remains unchanged.

**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 with no deputy auditors and the 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.

**The nomination committee's proposals regarding remuneration to the auditor**

The nomination committee proposes that remuneration is paid in accordance with approved invoices.

**Resolution on the principles for the work of the nomination committee and instruction for the nomination committee**

The nomination committee proposes that the following principles for the work of the nomination committee and instructions for the nomination committee shall apply until further notice. The change compared to the current principles and instructions is that, for practical reasons, the last date by which members of the nomination committee must resign due to changes in ownership is changed from

two months prior to the annual general meeting to three months prior to the annual general meeting.

The general meeting instructs 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 regarding the administration of the Company. The CEO or another member of the Company's management shall 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 shall be announced no later than six months prior to the annual general meeting.

If earlier than three 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 extract of the share register as soon as

possible after the date the representative left the committee. Changes to the composition of the nomination committee shall 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 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.

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Stockholm in April 2025

**Sinch AB (publ)**

*The nomination committee*