

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

### **Notice of 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 Thursday, 22 May 2025 at 10:00 (CEST) at Sinch’s offices at Lindhagensgatan 112 in 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 Wednesday, 14 May 2025 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 Friday, 16 May 2025, and
- notify their intention to participate according to the instructions under the heading “*Attendance in person or by proxy*” below not later than on Friday, 16 May 2025, 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 Friday, 16 May 2025.

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 at the annual general meeting. As set out above, the nominee must have performed such registration with Euroclear Sweden AB by Friday, 16 May 2025. 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 Friday, 16 May 2025. Notification of attendance can be made:

- electronically through the Company’s website (<https://investors.sinch.com>),
- by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se),

- by telephone +46-771-24 64 00, or
- by mail to Computershare AB, "Sinch AGM", Gustav III:s Boulevard 34, SE-169 73 Solna, Sweden.

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 annual 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 authorization 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 instructions that are available on the Company's website (<https://investors.sinch.com>) and at the Company's offices, Lindhagensgatan 112, SE-112 51, Stockholm, Sweden. Postal voting forms may be:

- submitted electronically with BankID through the Company's website (<https://investors.sinch.com>),
- sent by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se), or
- sent by post to Computershare AB, "Sinch AGM", Gustav III:s Boulevard 34, SE-169 73 Solna, Sweden.

Postal voting forms shall be received by Computershare AB by Friday, 16 May 2025, at the latest. 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.

If the shareholder submits a postal vote by proxy, a written, signed 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 copy of the certificate of registration or an equivalent authorization document for the legal entity must be enclosed with 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 authorization for the board of directors to resolve on acquisitions of own shares
17. Resolution on implementation of a long-term incentive program 2025 (LTI 2025), and issue of warrants to participants to secure delivery of shares upon exercise of employee stock options granted under LTI 2025

## 18. 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), Patricia Hedelius (who represents AMF), Monica Åsmyr (who represents Swedbank Robur Fonder) 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 a representative of 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, the 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 2024.

### **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, for the period until the close of the next annual general meeting 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 for the period until the close of the next annual general meeting.

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

The nomination committee proposes that annual remuneration shall be paid with SEK 175,000 (100,000) to each of the members of the audit committee and with SEK 350,000 (250,000) to the chairman of the audit committee.

The nomination committee proposes that annual remuneration shall be paid with SEK 85,000 (50,000) to each of the members in the remuneration committee and with SEK 175,000 (100,000) to the chairman of the remuneration committee.

The nomination committee proposes re-election of Erik Fröberg, Björn Zethraeus, Renée Robinson Strömberg, Mattias Stenberg and Lena Almefelt as members of the board of directors and 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.

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) is available 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 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.

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

The board of directors proposes no material changes to the guidelines for compensation to senior executives compared to the guidelines adopted at the 2024 annual general meeting. The board of directors' complete proposal for guidelines for compensation to senior executives will be published on the Company's website (<https://investors.sinch.com>) not later than three weeks before the annual general meeting.

#### **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. The remuneration report will be published on the Company's website (<https://investors.sinch.com>) not later than three weeks prior to the annual general meeting.

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

The board of directors proposes that the annual general 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 authorization for the board of directors to resolve on acquisitions of own shares (item 16)**

The board of directors proposes that the annual general meeting authorizes the board of directors to resolve on acquisitions of the Company's own shares on the following terms and conditions:

1. Acquisitions of shares may be made on Nasdaq Stockholm or another regulated market.
2. The authorization may be exercised at one or several occasions before the next annual general meeting.
3. A maximum number of shares may be acquired so that the Company's holding of own shares at any given time does not exceed ten (10) per cent of all shares in the Company.
4. Acquisitions of the Company's own shares on Nasdaq Stockholm or another regulated market may only be made within the price interval registered at any given time, *i.e.* the interval between the highest bid price and the lowest selling price.

The board of directors shall have the right to decide on other terms and conditions for acquisitions of own shares in accordance with the authorization.

The purpose of the authorization is to enable the board of directors to optimise and improve the capital structure of the Company, thereby creating additional shareholder value.

**Resolution on implementation of a long-term incentive program 2025 (LTI 2025), and issue of warrants to participants to secure delivery of shares upon exercise of employee stock options granted under LTI 2025 (item 17)**

Since the Company's IPO in 2015, the Company has implemented several share-related incentive programs, of which three programs, LTI 2016, LTI 2018 and LTI 2019, have reached full maturity with no more outstanding warrants or employee stock options.

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 2025") for senior executives, key personnel and other employees in the group, in accordance with this proposal. LTI 2025 is proposed to include up to 625 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 2025 in accordance with items (a)–(c) below. The resolutions under items (a)–(c) 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 2025***

LTI 2025 comprises two (2) Series. Series 1 of LTI 2025 comprises employee stock options which may be granted to employees of the Sinch group outside Sweden.

Series 2 of LTI 2025 comprises employee stock options which may be granted to employees of the Sinch group in Sweden.

The board of directors proposes that the general meeting resolves to issue not more than 12,800,000 warrants in total. Pursuant to the resolution in items (b) and (c), not more than 9,985,000 and 2,815,000 warrants may be issued in order to secure delivery of shares upon exercise of stock options to participants in, respectively, LTI 2025 Series 1 and 2.

The right to subscribe for the warrants of Series 1 and 2 shall vest in the wholly-owned subsidiary Sinch Holding AB (the “**Subsidiary**”), which shall hold warrants of Series 1 and 2 to secure delivery of shares upon exercise of stock options within the frame of LTI 2025 Series 1 and 2. Each 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 2025 Series 1 and 2.

***Series 1 – 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.
- 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 1 Vesting cycle and Performance criteria*

The vesting of the employee stock options in LTI 2025 Series 1 is dependent on the extent to which four performance criteria related to Gross Profit, Adjusted EBITDA, Reduction in greenhouse gas emissions, and measurement of Engagement Score (or similar) in Sinch (the "**Series 1 Performance Criteria**", each a "**Series 1 Performance Criterion**") are met. The Series 1 Performance Criterion relating to Gross Profit and Adjusted EBITDA are hereinafter referred to as the "**Series 1 Financial KPI Performance Criterion**". The Series 1 Performance Criterion relating to Reduction in greenhouse gas emissions, and measurement of Engagement Score (or similar) are hereinafter referred to as the "**Series 1 ESG Performance Criterion**". The Series 1 Financial KPI Performance Criterion will always be measured on a last twelve (12) month basis (LTM).

The Series 1 Financial KPI Performance Criterion will each be applicable to 40 per cent of the stock options that have reached the Series 1 Initial or Subsequent Vesting Date (as defined below). The Series 1 ESG Performance Criterion will each be applicable to ten (10) per cent of the stock options that have reached Series 1 Initial or Subsequent Vesting Date.

Series 1 Financial KPI Performance Criterion			Series 1 ESG Performance Criterion	
Series 1 Performance Criterion	Gross Profit	Adjusted EBITDA	Reduction in greenhouse gas emissions	Engagement Score
Relative weight of Series 1 Performance Criterion	40%	40%	10%	10%

Stock options whose vesting is dependent on the extent to which the Series 1 Financial KPI Performance Criterion have been reached are hereinafter referred to as “**Series 1 Financial KPI Performance Criterion Stock Options**”. Stock options whose vesting is dependent on the extent to which the Series 1 ESG Performance Criterion have been reached are hereinafter referred to as “**Series 1 ESG Performance Criterion Stock Options**”.

#### Vesting

Provided that the holder’s employment within the Sinch group has not been terminated as of a vesting date, and whether and to what extent the Series 1 Performance Criteria have been fulfilled as of the applicable vesting date, the employee stock options will vest on (i) the first anniversary of the date of grant (the “**Series 1 Initial Vesting Date**”) with respect to 25 per cent of the total number of Series 1 Financial KPI Performance Criterion Stock Options and Series 1 ESG Performance Criterion Stock Options granted to a participant, and (ii) the last day of each of the following twelve (12) calendar quarters (each a “**Series 1 Subsequent Vesting Date**”), with respect to an additional 6.25 per cent per calendar quarter of the total number of Series 1 Financial KPI Performance Criterion Stock Options and Series 1 ESG Performance Criterion Stock Options granted to a participant. The total vesting period, after which all granted Series 1 stock options will have vested (as applicable), is approximately four (4) years from the date of grant, not considering the potential catch up vesting described below. The employee stock options become exercisable soon after each vesting date.

#### Series 1 Financial KPI Performance Criterion Stock Options

At the Series 1 Initial Vesting Date and the Subsequent Vesting Date, the Series 1 Financial KPI Performance Criterion Stock Options shall vest dependent on the extent to which the Series 1 Financial KPI Performance Criterion has increased over a twelve (12) month period. The change shall be measured as the relative change (year-over-year) in the Company’s Series 1 Financial KPI Performance Criterion for each quarter preceding the relevant Series 1 Initial or Subsequent

Vesting Date compared to the same quarter in the previous year. Vesting for each period shall be linear between 0-10 per cent meaning that if an increase of a Series 1 Financial KPI Performance Criterion is zero (0), zero (0) per cent of the relevant Series 1 Financial KPI Performance Criterion Stock Options vest that quarter and if an increase of a Series 1 Financial KPI Performance Criterion is ten (10) per cent or more, 100 per cent of the relevant Series 1 Financial KPI Performance Criterion Stock Options vest that quarter.

Increase in Series 1 Financial KPI Performance Criterion over twelve (12) months*	Percentage of respective Series 1 Financial KPI Performance Criterion Stock Options that vest	Comment (measurement and calculation)
0% increase	0% vesting	No part of the relevant options vests when the increase is 0% compared to the previous year.
>0% but <10% increase	Linear vesting between 0–100%	Vesting occurs linearly in relation to the size of the increase. Example: An increase of 5% results in 50% of the relevant options vesting.
≥10% increase	100% vesting	With an increase of 10% or more compared to the previous year, full vesting of the relevant options occurs.

\* For each Series 1 Initial Vesting Date and Series 1 Subsequent Vesting Date, the increase is measured as the relative change (year-over-year) in the Company's Series 1 Financial KPI Performance Criterion for each quarter preceding the relevant vesting date, compared to the same quarter in the previous year.

#### Catch up of Series 1 Financial KPI Performance Criterion

If any of the Series 1 Financial KPI Performance Criterion has not been fulfilled, or has been partially fulfilled, on a given Subsequent Vesting Date but the Company's Adjusted EBITDA (CAGR) and Gross Profit (CAGR) on a vesting date or Series 1 Catch Up Date (as defined below) is fulfilled and such fulfilment lead to a higher number of vested Series 1 Financial KPI Performance Criterion Stock Options than have already vested, the balance of unvested Series 1 Financial KPI Performance Criterion Stock Options shall vest ("**Series 1 Catch Up Vesting**"). The Company's Adjusted EBITDA (CAGR) and Gross Profit (CAGR) shall for the purpose of calculating the Series 1 Catch Up Vesting be measured linear between 0-10 per cent, whereas 10 percent or greater is equal to 100 per cent Series 1 Catch Up Vesting, against the the quarter preceding the date of grant for each participant in LTI 2025, at every Series 1 Subsequent Vesting Date and at each quarter up until

the date of the release of the quarterly report for the quarter prior to the last day of exercise (“**Series 1 Catch Up Date**”).

In the event of any corporate event or transaction involving the Company including, but not limited to, a merger, consolidation, separation, share split, reverse share split, spin-off, extraordinary dividend, mergers or acquisitions within the group, or any similar corporate event or transaction, the board of directors shall have the possibility to make reasonable adjustments to the Series 1 Financial KPI Performance Criteria.

#### Vesting of Series 1 ESG Performance Criterion Stock Options

The Series 1 ESG Performance Criterion Stock Options shall vest depending on the fulfilment of the criteria set forth in the table below. Example: Series 1 ESG Performance Criterion Stock Options granted in June 2025 will reach its Initial Vesting Date in June 2026. The latest available data for a full financial year at this time is data for 2025 and therefore the Performance Criteria in column FY25 shall be applied. One year later at a Subsequent Vesting Date in June 2027 the latest available data for a full financial year is 2026 and therefore the Performance Criteria in column FY26 shall be applied etc.

Series 1 Performance Criteria	Measurement Period			
	FY25	FY26	FY27	FY28
<b>Reduction in greenhouse gas emissions*</b> – 0% vesting if target is not reached, 100 % vesting if target is reached.				
Target (100% vesting)	Minimum -6% annual reduction vs. 2023 baseline	Minimum -6% annual reduction vs. 2023 baseline	Minimum -6% annual reduction vs. 2023 baseline	Minimum -6% annual reduction vs. 2023 baseline
<b>Engagement Score</b> – 0% vesting if target is not reached, 100 % vesting if target is reached.				
Target (100% vesting)	2025 Engagement Score 68%	2026 Engagement Score minimum +2% from prior year	2027 Engagement Score minimum +2% from prior year	2028 Engagement Score minimum +2% from prior year

\* This target aligns with Sinch’s Science Based Target and the pathway to reduce Scope 1 and 2 greenhouse gas emissions by 42% by 2030, compared to the 2023 baseline (established in accordance with the Science Based Target Initiative). This means an annual reduction of 6% of scope 1 and 2 emissions vs 2023 baseline calculated according to the following formula. Previous year CO<sub>2</sub>e = X.

Current year CO<sub>2</sub>e = Y.  $X - Y = \text{Annual reduction}$ . Annual reduction / 2023 baseline, must be equal to or greater than 6 %.

### *Series 2 – 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.
- 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 2 Vesting cycle and Performance criteria*

The vesting of the employee stock options in LTI 2025 Series 2 is dependent on the extent to which four performance criteria related to Gross Profit, Adjusted EBITDA, Reduction in greenhouse gas emissions, and measurement of Engagement Score (or similar) in Sinch (the "**Series 2 Performance Criteria**", each a "**Series 2 Performance Criterion**") are met. The Series 2 Performance Criterion relating to Gross Profit and Adjusted EBITDA are hereinafter referred to as the "**Series 2 Financial KPI Performance Criterion**". The Series 2 Performance Criterion relating to Reduction in greenhouse gas emissions, and

measurement of Engagement Score (or similar) are hereinafter referred to as the **“Series 2 ESG Performance Criterion”**. The Series 2 Financial KPI Performance Criterion will always be measured on a last twelve (12) month basis (LTM).

The Series 2 Financial KPI Performance Criterion will each be applicable to 40 per cent of the stock options that have reached the Series 2 Initial or Subsequent Vesting Date (as defined below). The Series 2 ESG Performance Criterion will each be applicable to ten (10) per cent of the stock options that have reached the Series 2 Initial or Subsequent Vesting Date.

Series 2 Financial KPI Performance Criterion			Series 2 ESG Performance Criterion	
Series 2 Performance Criterion	Gross Profit	Adjusted EBITDA	Reduction in greenhouse gas emissions	Engagement Score
Relative weight of Series 2 Performance Criterion	40%	40%	10%	10%

Stock options whose vesting is dependent on the extent to which the Series 2 Financial KPI Performance Criterion have been reached are hereinafter referred to as **“Series 2 Financial KPI Performance Criterion Stock Options”**. Stock options whose vesting is dependent on the extent to which the Series 2 ESG Performance Criterion have been reached are hereinafter referred to as **“Series 2 ESG Performance Criterion Stock Options”**.

#### Vesting

Provided that the holder’s employment within the Sinch group has not been terminated as of a vesting date, and whether and to what extent the Series 2 Performance Criteria have been fulfilled as of the applicable vesting date, the employee stock options will vest on (i) the third anniversary of the date of the grant (the **“Series 2 Initial Vesting Date”**) with respect to 50 per cent of the total number of Series 2 Financial KPI Performance Criterion Stock Options and Series 2 ESG Performance Criterion Stock Options granted to a participant, and (ii) the fourth anniversary of the date of the grant (the **“Series 2 Subsequent Vesting Date”**) with respect to 50 per cent of the total number of Series 2 Financial KPI Performance Criterion Stock Options and Series 2 ESG Performance Criterion 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, not considering the potential catch up vesting

described below. The employee stock options become exercisable soon after each vesting date.

#### Series 2 Financial KPI Performance Criterion Stock Options

At the Series 2 Initial Vesting Date and the Subsequent Vesting Date, the Series 2 Financial KPI Performance Criterion Stock Options shall vest dependent on the extent to which the Series 2 Financial KPI Performance Criterion has increased over a twelve (12) month period. The change shall be measured as the relative change (year-over-year) in the Company's Series 2 Financial KPI Performance Criterion for each quarter preceding the relevant Series 2 Initial and Subsequent Vesting Date compared to the same quarter in the previous year. Vesting for each measurement period shall be linear between 0-10 per cent meaning that if an increase of a Series 2 Financial KPI Performance Criterion is zero (0), zero (0) per cent of the relevant Series 2 Financial KPI Performance Criterion Stock Options vest that quarter and if an increase of a Series 2 Financial KPI Performance Criterion is ten (10) per cent or more, 100 per cent of the relevant Series 2 Financial KPI Performance Criterion Stock Options vest that quarter.

Increase in Series 2 Financial KPI Performance Criterion over twelve (12) months*	Percentage of respective Series 2 Financial KPI Performance Criterion Stock Options that vest	Comment (measurement and calculation)
0% increase	0% vesting	No part of the relevant options vests when the increase is 0% compared to the previous year.
>0% but <10% increase	Linear vesting between 0–100%	Vesting occurs linearly in relation to the size of the increase. Example: An increase of 5% results in 50% of the relevant options vesting.
≥10% increase	100% vesting	With an increase of 10% or more compared to the previous year, full vesting of the relevant options occurs.

\*For each Series 2 Initial Vesting Date and Series 2 Subsequent Vesting Date, the increase is measured as the relative change (year-over-year) in the Company's Series 2 Financial KPI Performance Criterion for each quarter preceding the relevant vesting date, compared to the same quarter in the previous year.

#### Catch-up of Series 2 Financial KPI Performance Criterion

If any of the Series 2 Financial KPI Performance Criterion has not been fulfilled, or has been partially fulfilled, on a given Initial or Subsequent Vesting Date but the Company's Adjusted EBITDA (CAGR) and Gross Profit (CAGR) on a vesting



date or Series 2 Catch Up Date (as defined below) is fulfilled and such fulfilment lead to a higher number of vested Series 2 Financial KPI Performance Criterion Stock Options than have already vested, the balance of unvested Series 2 Financial KPI Performance Criterion Stock Options shall vest (“**Series 2 Catch Up Vesting**”). The Company’s Adjusted EBITDA (CAGR) and Gross Profit (CAGR) shall for the purpose of calculating the Series 2 Catch Up Vesting be measured linear between 0-10 per cent, whereas 10 percent or greater is equal to 100 per cent Series 2 Catch Up Vesting, against the the quarter preceding the date of grant for each participant in LTI 2025, at every Series 2 Subsequent Vesting Date and at each quarter up until the date of the release of the quarterly report for the quarter prior to the last day of exercise (“**Series 2 Catch Up Date**”).

In the event of any corporate event or transaction involving the Company including, but not limited to, a merger, consolidation, separation, share split, reverse share split, spin-off, extraordinary dividend, mergers or acquisitions within the group, or any similar corporate event or transaction, the board of directors shall have the possibility to make reasonable adjustments to the Series 2 Financial KPI Performance Criteria.

#### Vesting of Series 2 ESG Performance Criterion Stock Options

The Series 2 ESG Performance Criterion Stock Options shall vest depending on the fulfilment of the criterias set forth in the table below. Example: Series 2 ESG Performance Criterion Stock Options granted in June 2025 will reach its Initial Vesting Date in June 2028. The latest available data for a full financial year at this time is data for 2027 and therefore the Performance Criteria in column FY27 shall be applied. One year later at the Subsequent Vesting Date in June 2029 the latest available data for a full financial year is 2028 and therefore the Performance Criteria in column FY28 shall be applied.

Series 2 Performance Criteria	Measurement period	
	FY27	FY28
<b>Reduction in greenhouse gas emissions*</b> – 0% vesting if target is not reached, 100 % vesting if target is reached.		
Target (100% vesting)	Minimum -6% annual reduction vs. 2023 baseline	Minimum -6% annual reduction vs. 2023 baseline
<b>Engagement Score</b> – 0% vesting if target is not reached, 100 % vesting if target is reached.		
Target (100% vesting)	2027 Engagement Score minimum +2% from prior year	2028 Engagement Score minimum +2% from prior year

\* This target aligns with Sinch's Science Based Target and the pathway to reduce Scope 1 and 2 greenhouse gas emissions by 42% by 2030, compared to the 2023 baseline (established in accordance with the Science Based Target Initiative). This means an annual reduction of 6% of scope 1 and 2 emissions vs 2023 baseline calculated according to the following formula. Previous year CO<sub>2</sub>e = X. Current year CO<sub>2</sub>e = Y.  $X - Y = \text{Annual reduction}$ .  $\text{Annual reduction} / 2023 \text{ baseline}$ , must be equal to or greater than 6 %.

#### *Preparation and administration*

The board of directors shall be responsible for the design, interpretation and management of stock options granted under LTI 2025 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 2025 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 2025 is no longer reasonable or appropriate, provided that such changes are not

more favourable 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 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 100 persons):** Business unit management and key personnel

**Category C (not more than 500 persons):** Other personnel

The right to receive employee stock options of Series 1 shall be reserved for current and future employees of the Sinch group who work outside of Sweden, and employee stock options of Series 2 shall be reserved for current and future employees who work in Sweden.

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

Category	Maximum number stock options for each participant	Maximum number of stock options within the category
<b>Category A (maximum 25 persons)</b>	800,000	3,100,000
<b>Category B (maximum 100 persons)</b>	200,000	4,500,000
<b>Category C (maximum 500 persons)</b>	100,000	5,200,000
<b>Total maximum Category A, B and C</b>	N/A	12,800,000

In the event that all stock options within one or more categories are not transferred, such non-transferred stock options may be offered to employees in other categories. The maximum number of stock options per person within each category as set out above may however not be exceeded for any individual. 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 2025.

***Item (b) – Proposal on issue of warrants to secure delivery of shares upon exercise of employee stock options of Series 1***

The board of directors proposes that the Company shall issue not more than 9,985,000 warrants in Series 1, whereby the Company's share capital may be increased by not more than SEK 99,850 at full exercise of the warrants for subscription of shares, corresponding to approximately 1.18 per cent of the share capital in the Company as of the date of this proposal, being SEK 8,445,562.22.

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 2034, 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 2025, 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 1, including complete terms and conditions for the warrants, is set out in the board of directors' comprehensive proposal (including its appendix and sub-appendix).

***Item (c) – Proposal on issue of warrants to secure delivery of shares upon exercise of employee stock options of Series 2***

The board of directors proposes that the Company shall issue not more than 2,815,000 warrants in Series 2, whereby the Company's share capital may be increased by not more than SEK 28,150 at full exercise of the warrants for subscription of shares, corresponding to approximately 0.33 per cent of the share capital in the Company as of the date of this proposal, being SEK 8,445,562.22.

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 2034, 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 2025, 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 2, including complete terms and conditions for the warrants, is set out in the board of directors' comprehensive proposal (including its appendix and sub-appendix).

#### ***Additional information regarding LTI 2025***

##### *Costs*

The employee stock options Series 1 and 2 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 1 and 2, calculated in accordance with IFRS 2, are estimated to amount to approximately SEK 76 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 21.50 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 47 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 10 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 13 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 approximately 9 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 2025, 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 2025 are estimated to amount to approximately SEK 90 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 2024 amounted to SEK 4,457 million.

If the share price were to decrease or increase by, for example, 10% until the introduction of the programme (relative to the assumption of SEK 21.50), the costs of the stock options are expected to decrease or increase by the same percentage (assuming that the other assumptions above remain unchanged).

#### *Dilution*

If all stock options within the frame of LTI 2025 are transferred or granted to participants and if all stock options are exercised, up to 12,800,000 shares may be issued, equivalent to a maximum dilution of approximately 1.49 per cent of the shares and votes of the Company. Upon full exercise of the stock options which have been transferred or granted to participants in LTI 2020, LTI II 2020, LTI 2021, LTI II 2021, LTI 2022, LTI 2023 and LTI 2024 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 5.95 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 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 844,556,222 shares).

#### *Motivation in respect of Series 1 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 1 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 1 of LTI 2025 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 2025.

#### *Preparation of the proposal*

This proposal in respect of LTI 2025 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 2025.

#### *Majority requirements*

Since the resolutions under items (a)–(c) 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 stock options to participants under items (b)–(c) 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 three programs, LTI 2016, LTI 2018 and LTI 2019, have 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 / Size of program	Outstanding + Exercised + Outstanding	Exercised and outstanding / Size of program
2016	486,486,450	15,000,000	2.99%	12,157,000	81%	9,783,640	65%	-	9,783,640	65%
2018	536,020,890	15,000,000	2.72%	13,809,200	92%	12,438,620	83%	-	12,438,620	83%
2019	536,020,890	5,100,000	0.94%	3,260,000	64%	1,780,020	35%	-	1,780,020	35%
2020 I	588,747,510	5,800,000	0.98%	3,281,000	57%	179,400	3%	1,364,150	1,543,550	27%
2020 II	599,859,340	4,702,600	0.78%	4,228,890	90%	-	0%	3,398,790	3,398,790	72%
2021 I	650,235,020	3,230,000	0.49%	3,118,550	97%	-	0%	1,820,420	1,820,420	56%
2021 II	727,163,370	3,210,000	0.44%	3,049,919	95%	-	0%	1,092,215	1,092,215	34%
2022	833,196,688	25,000,000	2.91%	21,488,206	86%	1,090,015	4%	13,164,531	14,254,546	57%
2023	838,602,248	8,385,000	0.99%	7,203,099	86%	54,100	1%	5,507,075	5,561,175	66%
2024	843,362,848	17,100,000	1.99%	15,628,727	91%	-	0%	14,317,714	14,317,714	84%
<b>Total</b>		<b>102,527,600</b>				<b>25,325,795</b>	<b>25%</b>	<b>40,664,895</b>	<b>65,990,690</b>	<b>64%</b>
<b>LTI 2025</b>	<b>844 million*</b>	<b>12,800,000</b>	<b>1.49%</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 844,556,222 shares outstanding.

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 844,556,222 shares).

The Company's outstanding share-related incentive programs will be described in detail in the 2024 annual report, note 9, and in the remuneration report for 2024.

### Majority requirements

The resolutions under items 15 and 16 above are valid only if the resolutions are 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 17 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 17 being conditional upon each other and passed as one resolution and the fact that some of these resolutions require such majority.

### Documents

The complete proposals and other documents which shall be made available prior to the annual general meeting will be made available at the at the Company's offices at Lindhagensgatan 112, SE-112 51, 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 request it and who inform the Company of their mailing address. Such request can be sent to the contact details set out under the heading “*Attendance in person or by proxy*” above. The relevant documents will be made available and presented at the annual general meeting.

### **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 annual 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, 844,556,222 outstanding shares and votes. The Company holds no treasury shares as of the date of this notice.

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Stockholm in April 2025

**Sinch AB (publ)**

*The board of directors*



## Sinch AB (publ) Annual General Meeting Thursday 22 May 2025

### Form for postal voting

The form must be received by Computershare AB (which administers the Annual General Meeting and the forms for Sinch AB (publ)) by Friday 16 May 2025.

The following shareholder registers and hereby exercises by postal voting (advance voting) their right to vote for all of the shareholder's shares in Sinch AB (publ), 556882-8908, at the Annual General Meeting on Thursday 22 May 2025. The voting right is exercised in accordance with the below marked voting options.

### Information about you

First name: *	Last name: *
Personal ID number/date of birth: *	Phone number: *
E-mail: *	City: *
Signature: *	Date: *

For information on how your personal data is processed in connection with the Annual General Meeting, visit <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-engelska.pdf> and <https://www.computershare.com/se/gm-gdpr>.

### Are you a shareholder or a representative of a shareholder? \*

☐ I am a shareholder      ☐ I represent a shareholder

**Assurance (if the undersigned is a legal representative for a shareholder that is a legal entity):** I, the undersigned, am a board member, CEO or authorised signatory of the shareholder and solemnly declare that I am authorised to submit this postal vote on behalf of the shareholder and that the content of the postal vote corresponds to the shareholder's decisions.

**Assurance (if the undersigned represents the shareholder by proxy):** I, the undersigned, solemnly declare that the enclosed power of attorney corresponds to the original and that it has not been revoked.

Name of shareholder	Personal ID no / Corporate ID no
<input type="text"/>	<input type="text"/>

## **Information about postal voting**

- > Print, fill in the information above and mark the selected answer options below.
- > Sign and send the form to Computershare AB so that the form is available to Computershare by the last date for postal voting as stated above. The form must be sent by post to Computershare AB, "Sinch AGM", Gustav III:s Boulevard 34, SE-169 73 Solna, Sweden or electronically via e-mail to [proxy@computershare.se](mailto:proxy@computershare.se).
- > If the shareholder has included special instructions or conditions in the form, or changed or made additions in printed text, the vote (ie the postal vote in its entirety) is invalid. Incomplete or incorrectly completed forms may be disregarded.
- > Please note that a shareholder whose shares have been registered with a bank or credit institution must re-register the shares in their own name in order to exercise voting rights.
- > Only one form per shareholder will be considered. If more than one form is submitted, only the most recently submitted form will be considered.
- > Last date for postal voting is the time when postal voting can be revoked at the latest. To revoke a postal vote, contact Computershare AB via post to Computershare AB, "Sinch AGM", Gustav III:s Boulevard 34, SE-169 73 Solna, Sweden via e-mail to [proxy@computershare.se](mailto:proxy@computershare.se) or by phone: +46 (0)771 24 64 00.
- > For complete proposals for decisions, please see the notice and complete proposals on the company's website.
- > If you represent a shareholder, you need to attach a power of attorney or registration certificate showing that you have the right to represent the shareholder.

## **Who will sign?**

1. If the shareholder is a natural person who votes by mail themselves, it is the shareholder themselves who must sign the form.
2. If the postal vote is cast by a representative (proxy) for a shareholder, it is the representative who must sign the form.
3. If the postal vote is cast by an authorised representative for a legal entity, the authorised representative must sign the form.

**Proposed agenda for the Annual General Meeting in Sinch AB (publ) on Thursday 22 May 2025**

2. Appointment of chairman of the meeting

2.1 Erik Fröberg, or, in his absence, the person designated by a representative of the nomination committee \*

☐ Yes

☐ No

☐ Abstain

3. Election of one or two persons to verify the minutes

3.1 Jonas Fredriksson, who represents Neqst D2 AB or, in his absence, the person designated by the board of directors \*

☐ Yes

☐ No

☐ Abstain

4. Preparation and approval of the voting list \*

☐ Yes

☐ No

☐ Abstain

5. Approval of the agenda \*

☐ Yes

☐ No

☐ Abstain

6. Determination that the meeting has been duly convened \*

☐ Yes

☐ No

☐ Abstain

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 \*

☐ Yes

☐ No

☐ Abstain

b) appropriation of the Company's profit or loss according to the adopted balance sheet \*

☐ Yes

☐ No

☐ Abstain

c) discharge from liability towards the Company of the members of the board of directors and the CEO (including the deputy CEO)

i. Erik Fröberg (chairman of the board) \*

☐ Yes

☐ No

☐ Abstain

ii. Björn Zethraeus (board member) \*

☐ Yes

☐ No

☐ Abstain

iii. Lena Almefelt (board member) \*

☐ Yes

☐ No

☐ Abstain

iv. Mattias Stenberg (board member) \*

☐ Yes

☐ No

☐ Abstain

v. Renée Robinson Strömberg (board member) \*

☐ Yes

☐ No

☐ Abstain

vi. Bridget Cosgrave (former board member) \*

☐ Yes

☐ No

☐ Abstain

vii. Hudson Smith (former board member) \*

☐ Yes

☐ No

☐ Abstain

viii. Johan Stuart (former board member) \*

☐ Yes

☐ No

☐ Abstain

ix. Laurinda Pang (CEO) \*

☐ Yes

☐ No

☐ Abstain

x. Robert Gerstmann (deputy CEO) \*

☐ Yes

☐ No

☐ Abstain

9. Resolution on the number of members of the board of directors and deputy members as well as auditors and deputy auditors \*

☐ Yes

☐ No

☐ Abstain

10. Resolution on remuneration to the board of directors and the auditors \*

☐ Yes

☐ No

☐ Abstain

11. Election of members of the board of directors, chairman of the board of directors and auditors

Board of directors

i. Erik Fröberg (chairman, re-election) \*

☐ Yes

☐ No

☐ Abstain

ii. Björn Zethraeus (re-election) \*

☐ Yes

☐ No

☐ Abstain

iii. Renée Robinson Strömberg (re-election) \*

☐ Yes

☐ No

☐ Abstain

iv. Mattias Stenberg (re-election) \*

☐ Yes

☐ No

☐ Abstain

v. Lena Almefelt (re-election) \*

☐ Yes

☐ No

☐ Abstain

vi. Kristina Willgård (new election) \*

☐ Yes

☐ No

☐ Abstain

#### Auditors

vii. Deloitte AB (re-election) \*

☐ Yes

☐ No

☐ Abstain

12. Resolution on the principles for the work of the nomination committee and instructions for the nomination committee \*

☐ Yes

☐ No

☐ Abstain

13. Resolution on guidelines for compensation to senior executives \*

☐ Yes

☐ No

☐ Abstain

14. Resolution on approval of the remuneration report \*

☐ Yes

☐ No

☐ Abstain

15. Resolution on authorization for the board of directors to resolve on new issues of shares \*

☐ Yes

☐ No

☐ Abstain

16. Resolution on authorization for the board of directors to resolve on acquisitions of own shares \*

☐ Yes

☐ No

☐ Abstain

17. Resolution on implementation of a long-term incentive program 2025 (LTI 2025), and issue of warrants to participants to secure delivery of shares upon exercise of employee stock options granted under LTI 2025 \*

☐ Yes

☐ No

☐ Abstain

Dagordningspunkt Agenda item	Röster / Votes					Aktier / Shares					
	(% nedan avser andel av innan stämman avgivna röster) (% below refers to part of cast votes before the meeting)					(% nedan avser andel av de på stämman företrädde aktier) (% below refers to part of represented shares at the meeting)				Aktier för vilka röster har avgetts (antal) ("Avgivna") Shares where votes have been cast (amount) ("Cast")	Andel av det totala antalet aktier i bolaget som de avgivna aktierna representerar (%) (Part of the total amount of shares in the company the Given shares represent (%))
	Ja (antal) Yes (amount)	Ja (%) Yes (%)	Nej (antal) No (amount)	Nej (%) No (%)	Avstår (antal) Abstain(amount)	Ja (antal) Yes (amount)	Ja (%) Yes (%)	Nej (antal) No (amount)	Nej (%) No (%)		
2.1	137 127 789,0	100,000%	0,0	0,000%	0,0	137 127 789,0	25,530%	0,0	0,000%	137 127 789	16,237%
3,1	137 127 789,0	100,000%	0,0	0,000%	0,0	137 127 789,0	25,530%	0,0	0,000%	137 127 789	16,237%
4.	137 127 789,0	100,000%	0,0	0,000%	0,0	137 127 789,0	25,530%	0,0	0,000%	137 127 789	16,237%
5.	137 127 789,0	100,000%	0,0	0,000%	0,0	137 127 789,0	25,530%	0,0	0,000%	137 127 789	16,237%
6.	137 127 789,0	100,000%	0,0	0,000%	0,0	137 127 789,0	25,530%	0,0	0,000%	137 127 789	16,237%
8. a)	136 763 012,0	100,000%	0,0	0,000%	364 777,0	136 763 012,0	25,462%	0,0	0,000%	136 763 012	16,193%
8. b)	137 127 789,0	100,000%	0,0	0,000%	0,0	137 127 789,0	25,530%	0,0	0,000%	137 127 789	16,237%
8. c) i.	136 745 619,0	100,000%	0,0	0,000%	382 170,0	136 745 619,0	25,459%	0,0	0,000%	136 745 619	16,191%
8. c) ii.	136 745 619,0	100,000%	0,0	0,000%	382 170,0	136 745 619,0	25,459%	0,0	0,000%	136 745 619	16,191%
8. c) iii.	136 745 619,0	100,000%	0,0	0,000%	382 170,0	136 745 619,0	25,459%	0,0	0,000%	136 745 619	16,191%
8. c) iv.	136 745 619,0	100,000%	0,0	0,000%	382 170,0	136 745 619,0	25,459%	0,0	0,000%	136 745 619	16,191%
8. c) v.	136 745 619,0	100,000%	0,0	0,000%	382 170,0	136 745 619,0	25,459%	0,0	0,000%	136 745 619	16,191%
8. c) vi.	136 745 619,0	100,000%	0,0	0,000%	382 170,0	136 745 619,0	25,459%	0,0	0,000%	136 745 619	16,191%
8. c) vii.	136 745 619,0	100,000%	0,0	0,000%	382 170,0	136 745 619,0	25,459%	0,0	0,000%	136 745 619	16,191%
8. c) viii.	136 745 619,0	100,000%	0,0	0,000%	382 170,0	136 745 619,0	25,459%	0,0	0,000%	136 745 619	16,191%
8. c) ix.	136 745 619,0	100,000%	0,0	0,000%	382 170,0	136 745 619,0	25,459%	0,0	0,000%	136 745 619	16,191%
8. c) x.	136 745 619,0	100,000%	0,0	0,000%	382 170,0	136 745 619,0	25,459%	0,0	0,000%	136 745 619	16,191%
9	137 127 789,0	100,000%	0,0	0,000%	0,0	137 127 789,0	25,530%	0,0	0,000%	137 127 789	16,237%
10	137 127 789,0	100,000%	0,0	0,000%	0,0	137 127 789,0	25,530%	0,0	0,000%	137 127 789	16,237%
11. i.	107 819 773,0	79,044%	28 584 931,0	20,956%	723 085,0	107 819 773,0	20,074%	28 584 931,0	5,322%	136 404 704	16,151%
11. ii.	137 127 789,0	100,000%	0,0	0,000%	0,0	137 127 789,0	25,530%	0,0	0,000%	137 127 789	16,237%
11. iii.	122 455 417,0	89,571%	14 257 952,0	10,429%	414 420,0	122 455 417,0	22,799%	14 257 952,0	2,655%	136 713 369	16,188%
11. iv.	137 127 789,0	100,000%	0,0	0,000%	0,0	137 127 789,0	25,530%	0,0	0,000%	137 127 789	16,237%
11. v.	137 127 789,0	100,000%	0,0	0,000%	0,0	137 127 789,0	25,530%	0,0	0,000%	137 127 789	16,237%
11. vi.	137 127 789,0	100,000%	0,0	0,000%	0,0	137 127 789,0	25,530%	0,0	0,000%	137 127 789	16,237%
11. vii.	137 127 789,0	100,000%	0,0	0,000%	0,0	137 127 789,0	25,530%	0,0	0,000%	137 127 789	16,237%
12.	137 127 789,0	100,000%	0,0	0,000%	0,0	137 127 789,0	25,530%	0,0	0,000%	137 127 789	16,237%
13.	129 024 532,0	94,183%	7 968 308,0	5,817%	134 949,0	129 024 532,0	24,022%	7 968 308,0	1,484%	136 992 840	16,221%
14.	62 386 210,0	45,625%	74 350 919,0	54,375%	390 660,0	62 386 210,0	11,615%	74 350 919,0	13,843%	136 737 129	16,190%
15.	136 943 585,0	99,866%	184 204,0	0,134%	0,0	136 943 585,0	25,496%	184 204,0	0,034%	137 127 789	16,237%
16.	137 127 789,0	100,000%	0,0	0,000%	0,0	137 127 789,0	25,530%	0,0	0,000%	137 127 789	16,237%
17.	93 509 112,0	68,191%	43 618 677,0	31,809%	0,0	93 509 112,0	17,409%	43 618 677,0	8,121%	137 127 789	16,237%

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

### **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.

\* \* \*

Stockholm in April 2025

**Sinch AB (publ)**

*The nomination committee*

### **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 2024.

There are no material changes to the guidelines compared to the guidelines approved in 2024. The Company has not received any comments on the guidelines from any shareholders.

For the purposes of these guidelines, the senior executive team consists of the CEO and those who report to the CEO. The senior executive team currently comprises 11 senior executives, including the CEO.

To successfully implement the Company's business strategy and safeguard its long-term interests and sustainability, the Company must recruit and retain qualified personnel. Compensation to the CEO and other senior executives must therefore be perceived as fair, competitive, and motivational. 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, sustainability, or to ensure the Company's financial viability.

In the preparation of the board of directors' proposal for these compensation guidelines, the board has considered information on the employees' total remuneration, the components of the remuneration and growth rates over time.

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 informed through external recruitment processes.

***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, 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 percent 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 2020, LTI II 2020, LTI 2021, LTI II 2021, LTI 2022, LTI 2023, LTI 2024 and the proposed LTI 2025. 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 align 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 endeavors. Such special compensation may not exceed 50 percent 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 percent of the fixed base pay.

***Notice periods and severance pay***

As a general rule, employment agreements entered 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 senior executives other 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 to other senior executives and from the chairman of the board of directors as regards to the CEO. Eligibility for share-related incentive programs 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 to principles for remuneration, remuneration and other terms of employment regarding the senior executives.

Consequently, the remuneration committee shall prepare a proposal in respect to 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.

\* \* \*

Stockholm in April 2025

**Sinch AB (publ)**

*The board of directors*

## Remuneration report for 2024

### Introduction

This remuneration report contains information on how Sinch AB's (publ) (the “**Company**” or “**Sinch**”) guidelines for compensation to senior executives (the “**remuneration guidelines**”), adopted by the annual general meeting 2024, have been applied during the financial year 2024. The report also provides details on the remuneration of the Company's CEO, deputy CEO and employed board member. In addition, the report contains a summary of the Company's outstanding long-term share-related incentive programs. The report has been prepared in compliance with Chapter 8, Sections 53a and 53b of the Swedish Companies Act as well as the Stock Market Self-Regulation Committee's Rules on Remuneration of the Board and Executive Management and on Incentive Programmes dated 1 January 2021.

The remuneration guidelines, adopted by the annual general meeting 2024, are included on pages 38–40 of the Company's annual report for 2024. Information on the work of the remuneration committee in 2024 is set out in the corporate governance report, which is available on pages 42–46 of the annual report for 2024. Information required pursuant to Chapter 5, Sections 40–44 of the Swedish Annual Accounts Act is available in note 9 on pages 98–103 of the annual report for 2024.

Board fees to the members of the board of directors are not covered by this report. Such remuneration is resolved annually by the annual general meeting and disclosed in note 9 on pages 98–103 in the annual report for 2024.

Remuneration decided or approved by the general meeting is not covered by the remuneration guidelines.

### The Company's performance during 2024

Information on the general performance of the Company during 2024 is available in the CEO statement on pages 6–7 of the annual report for 2024.

### Overview of compliance with the remuneration guidelines

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.

Compensation to senior executives 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



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

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.

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 company founders 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.

The remuneration guidelines adopted at the annual general meeting 2024 have been fully implemented. According to the remuneration guidelines, deviations may be accepted 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. For 2024 there has been no deviations from the guidelines.

The auditor's report regarding the Company's compliance with the guidelines is available on [www.sinch.com](http://www.sinch.com).

In addition to remuneration covered by the remuneration guidelines, the general meetings of the Company have resolved to implement long-term share-related incentive programs, which are described in the section "*Long-term share-related incentive programs*" in this report.

## **Remuneration of the CEO, the deputy CEO and the employed board member**

### ***Remuneration of the CEO, the deputy CEO and the employed board member during 2024***

During the financial year 2024, the CEO, deputy CEO and the employed board member received fixed base salary, variable salary, special compensation, pension and other benefits covered by the remuneration guidelines as presented in the table below.

Name	Fixed remuneration		Variable remuneration		Extraordinary items	Pension expenses	Total remuneration	Proportion of fixed and variable remuneration
	Base salary	Other benefits	One-year variable	Multi-year variable				
Laurinda Pang (CEO)	10,451 KSEK	473 KSEK <sup>1)</sup>	5,728 KSEK <sup>2)</sup>	0	0	128 KSEK	16,780 KSEK	66/34
Robert Gerstmann (deputy CEO) – co-founder	728 KSEK	4 KSEK <sup>3)</sup>	0	0	0	66 KSEK	798 KSEK	100/0
Björn Zethraeus (employed board member) – co-founder	827 KSEK	4 KSEK <sup>3)</sup>	0	0	0	85 KSEK	916 KSEK	100/0
1) Health care insurance and benefits related to temporary assignment to Sweden such as housing benefit and moving costs								
2) The one-year variable compensation includes short term variable pay of 4,654 KSEK and special compensation of 1,074 KSEK								
3) Health care insurance.								

In addition, Laurinda Pang (CEO) has participated in three of the Company's long-term share-related incentive programs, see the section "*Long-term share-related incentive programs*" below.

During 2024, the remuneration of the CEO, and the employed board member were paid by the parent company of the group, Sinch AB (publ), and in relation to the CEO also by the subsidiary Sinch America Inc. During 2024, the remuneration of the deputy CEO, was paid by Sinch Sweden AB. No additional remuneration was paid in 2024 to the CEO, the deputy CEO or the employed board member by any other group company.

No remuneration of the CEO, the deputy CEO or the employed board member was reclaimed during 2024.

### ***Application of performance criteria for the variable cash remuneration***

Pursuant to the remuneration guidelines, short-term variable pay must be measured against predefined financial performance targets. Non-financial objectives may also be used to sharpen focus on achieving the Company's strategic plans. Short-term variable pay may not exceed 50 percent of the fixed base pay.

To which extent the criteria for awarding variable remuneration has been satisfied shall be evaluated/determined when the relevant measurement period has ended. The remuneration committee is responsible for the evaluation so far as it concerns variable remuneration to the CEO. However, for variable remuneration to other senior executives, the CEO is responsible for the evaluation.

## **Long-term share-related incentive programs**

### ***Outstanding share-related incentive programs***

The annual general meetings of shareholders of the company in 2019-2024 resolved to endorse the Board of Directors' proposals regarding incentive programs directed at senior management personnel and key employees. The incentive programs are comprised of warrants and employee stock options (ESO). Participants purchase warrants at market price while ESO are granted against no monetary consideration. When warrants and ESO are exercised, participants pay a premium (the exercise price) to obtain shares.

The Company has the following outstanding share-related incentive programs. The programs LTI 2019, LTI 2020, LTI II 2020 and LTI 2021 were adopted prior to the 1:10 share split implemented on

18 June 2021. In all these prior programs, one stock option/warrant therefore gives the right to 10 shares. As LTI II 2021, LTI 2022, LTI 2023 and LTI 2024 were adopted after the share split, one stock option gives the right to one share in these programs.

Overveiw share-related incentive programs: LTI 2019 - LTI 2024									
The table below is updated up to and including March 31, 2025.									
Program	Type of instrument	No. of instruments approved by AGM	No. of instruments granted	Maximum no. of shares issued in the company if all granted instruments are exercised	Exercise price in SEK (adjusted for stock split i affected programs) <sup>5</sup>	Total no. Of instruments exercised	Remaining unexercised instruments	Potential dilution - remaining unexercised instruments <sup>9</sup>	Grant date (if more than one date is shown, grants have taken place on more than one occasion)
<b>LTI 2024</b>		<b>17 100 000</b>	<b>15 628 727</b>	15 628 727		-	14 317 714	1,67%	
- Series 1-3 <sup>1</sup>	Warrants	900 000	532 451		29,20; 31,50; 33,70				May 2024 <sup>5</sup>
- Series 4-6	Warrants	900 000	277 500		26,30; 28,30; 30,30				March 2025 <sup>5</sup>
- Series 7 <sup>2</sup>	ESO	13 600 000	13 129 761		21,63; 19,835				May & Nov 2024 <sup>5</sup>
- Series 8 <sup>3</sup>	ESO	1 700 000	1 689 015		21,63; 19,835				May & Nov 2024 <sup>5</sup>
<b>LTI 2023</b>		<b>8 385 000</b>	<b>7 203 099</b>	7 203 099		54 100	5 507 075	0,65%	
- Series 1-3 <sup>1</sup>	Warrants	1 400 000	493 300		29,7; 31,9; 34,2				June 2023 <sup>5</sup>
- Series 4 <sup>2</sup>	ESO	5 985 000	5 906 299		27,13; 29,815; 28,39; 25,525				June & Dec 2023, Feb & Mar 2024 <sup>5</sup>
- Series 5 <sup>3</sup>	ESO	1 000 000	803 500		27,13				June 2023 <sup>5</sup>
<b>LTI 2022</b>		<b>25 000 000</b>	<b>21 488 206</b>	21 488 206		1 090 015	13 164 531	1,53%	
- Series 1-3 <sup>1</sup>	Warrants	1 500 000	843 832		58,3; 62,8; 67,3				June 2022 <sup>5</sup>
- Series 4 <sup>2</sup>	ESO	21 600 000	18 747 274		37,525; 14,654; 39,15; 25,33; 22,66				June, Sep & Dec 2022; April & May 2023 <sup>5</sup>
- Series 5 <sup>3</sup>	ESO	1 900 000	1 897 100		37,525; 14,654				June & Sep 2022 <sup>5</sup>
<b>LTI II 2021</b>		<b>3 210 000</b>	<b>3 049 919</b>	3 049 919		-	1 092 215	0,13%	
- Series 1 <sup>4</sup>	ESO	3 210 000	3 049 919		102,15; 94,10				Dec 2021; Feb 2022 <sup>7</sup>
<b>LTI 2021</b>		<b>323 000</b>	<b>311 855</b>	3 118 550		-	1 820 420	0,22%	
- Series 1-3 <sup>1</sup>	Warrants	33 000	22 857		140,07; 152,80; 165,53				June & Dec 2021 <sup>5</sup>
- Series 4 <sup>4</sup>	ESO	290 000	288 998		153,85; 158,65; 102,15				June & Dec 2021 <sup>7</sup>
<b>LTI II 2020</b>		<b>470 260</b>	<b>422 889</b>	4 228 890		-	3 398 790	0,40%	
- Series 1-3 <sup>1</sup>	Warrants	55 260	20 900		136,10				Dec 2020 <sup>5</sup>
- Series 4 <sup>4</sup>	ESO	415 000	401 989		104,00; 142,20; 120,60				Nov 2020; Feb 2021 <sup>7</sup>
<b>LTI 2020</b>		<b>580 000</b>	<b>328 100</b>	3 281 000		179 400	1 364 150	0,16%	
- Series 1-3 <sup>1</sup>	Warrants	255 000	21 950		60,20				June 2020 <sup>5</sup>
- Series 4-6 <sup>1</sup>	ESO	7 000	2 800		60,20				June 2020 <sup>5</sup>
- Series 7 <sup>4</sup>	ESO	318 000	303 350		142,20; 62,40; 104,00				June & Nov 2020, Feb 2021 <sup>7</sup>
<b>LTI 2019</b>		<b>510 000</b>	<b>326 000</b>	3 260 000		1 786 680	-	-	
- Series 1-3 <sup>1</sup>	Warrants	360 000	176 000		17,41				June & Nov 2019 <sup>5</sup>
- Series 4-6 <sup>1</sup>	ESO	150 000	150 000		17,41				Oct 2019 <sup>5</sup>
				<b>61 258 391</b>		<b>3 110 195</b>	<b>40 664 895</b>	<b>4,76%</b>	

- 1) Participants will be granted one third in each series.
- 2) ESO vest at 25 percent of the total number of granted ESO on the first anniversary of the grant date and at an additional 6.25 percent on the last day of each of the subsequent 12 calendar quarters. The total vesting period after which all granted ESO have vested is approximately four years after the grant date.
- 3) ESO vest at 50 percent of the total number of granted ESO on the third anniversary of the grant date and at an additional 50 percent on fourth anniversary of the grant date. The total vesting period after which all granted ESO have vested is approximately four years after the grant date.
- 4) ESO vest at 20 percent of the total number of granted ESO on the first anniversary of the grant date and at an additional 5 percent on the last day of each of the subsequent 16 calendar quarters. The total vesting period after which all granted ESO have vested is five years after the grant date.
- 5) Each series of warrants have a pre-determined exercise period stated in the terms of the program.
- 6) Vested ESO are callable during a period of five years after the grant date.
- 7) Vested ESO are callable during a period of six years after the grant date.
- 8) The exercise price for warrants has been determined in accordance with the Board proposal to the AGM. When more than one exercise price is stated for a series of warrants, the price for each series is specified. The exercise price for ESO must correspond to the reasonable market value of the share calculated based on the closing price for the company's stock on Nasdaq Stockholm on the last trading day immediately before the grant date for each ESO.
- 9) The dilution calculations have been based on the maximum number of shares and votes which may be issued upon exercise of outstanding warrants and stock options, divided by the total number of shares and votes in the Company after such issues (based on the total number of shares and votes outstanding as of the date of this report, being 844,556,222 shares).

More information on the Company's long-term share-related incentive programs, including the applicable performance criteria, is available on the Company's website, [www.sinch.com](http://www.sinch.com).

### Remuneration of the CEO under share related incentive programs

Name	Main conditions						Information regarding the reported financial year				
							Opening balance	During the year		Closing balance	
	LTI	Performance period	Award date	Vesting date	Exercise period	Exercise price of the share	Stock options held at the beginning of the year	Awarded	Exercised	Stock options subject to performance condition	Stock options awarded and unexercised
Laurinda Pang (CEO)	2022	2023-2027 <sup>1)</sup>	2023 <sup>2)</sup>	2024-2027 <sup>1)</sup>	2024-2028 <sup>6)</sup>	SEK 25.33	800,000	0	0	800,000	800,000
	2023	2023-2027 <sup>1)</sup>	2023 <sup>3)</sup>	2024-2027 <sup>1)</sup>	2024-2028 <sup>6)</sup>	SEK 27.13	700,000	0	0	700,000	700,000
	2024	2024-2028 <sup>1)</sup>	2024 <sup>4)</sup>	2025-2028 <sup>1)</sup>	2025-2029 <sup>6)</sup>	SEK 21.63	0	400,000	0	400,000	400,000
	2024	2024-2028 <sup>1)</sup>	2024 <sup>5)</sup>	2025-2028 <sup>1)</sup>	2025-2029 <sup>6)</sup>	SEK 19.835	0	400,000	0	400,000	400,000
<b>Total</b>							1,500,000	800,000	0	2,300,000	2,300,000
<p>1) The stock options will vest on the first anniversary of the date of grant with respect to 25 per cent of the total number of stock options granted to a participant, and 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.</p> <p>2) Granted on April 28, 2023.</p> <p>3) Granted on June 17, 2023.</p> <p>4) Granted on May 25, 2024</p> <p>5) Granted on November 27, 2024</p> <p>6) The employee stock options become exercisable soon after each vesting date. Any vested stock options can be exercised up to approximately 5 years from the date of grant.</p>											

### Change of the remuneration of the CEO, the deputy CEO and the employed board member compared to the Company's performance and remuneration of other employees of the group

In order to put the remuneration of the CEO, the deputy CEO and the employed board member into further context, the following table presents the annual change in remuneration of the CEO, the deputy CEO and the employed board member in relation to the group's results and the average remuneration\* within the Sinch group for other full-time equivalent employees during the previous two financial years.

\*The remuneration consists of base salary, other benefits, annual variable pay, special compensation and pension expenses.

	Remuneration 2024	Remuneration 2023	Remuneration 2024 vs 2023
Laurinda Pang (CEO)	16.780 KSEK	12.042 KSEK <sup>1)</sup>	39.3%
Robert Gerstmann (deputy CEO)	798 KSEK	753 KSEK	6.0%
Björn Zethraeus (employed board member)	916 KSEK	889 KSEK	3.0%
Average remuneration for other full-time equivalent employees of the group (excl. the CEO, the deputy CEO and the employed board member)	1,129 KSEK	1,064 KSEK	6.1%
Adjusted EBITDA (group)	3,586.3 MSEK	3,637.2 MSEK	-1.4%
1) As Laurinda Pang joined Sinch as CEO from April 17, 2023, the compensation for 2023 only covers part of the year.			

\* \* \*

Stockholm in April 2025

**Sinch AB (publ)**

*The board of directors*

**Resolution on authorization for the board of directors to resolve on acquisitions of own shares (item 16)**

The board of directors proposes that the annual general meeting authorizes the board of directors to resolve on acquisitions of the Company's own shares on the following terms and conditions:

1. Acquisitions of shares may be made on Nasdaq Stockholm or another regulated market.
2. The authorization may be exercised at one or several occasions before the next annual general meeting.
3. A maximum number of shares may be acquired so that the Company's holding of own shares at any given time does not exceed ten (10) per cent of all shares in the Company.
4. Acquisitions of the Company's own shares on Nasdaq Stockholm or another regulated market may only be made within the price interval registered at any given time, i.e. the interval between the highest bid price and the lowest selling price.

The board of directors shall have the right to decide on other terms and conditions for acquisitions of own shares in accordance with the authorization.

The purpose of the authorization is to enable the board of directors to optimise and improve the capital structure of the Company, thereby creating additional shareholder value.

***Majority requirements***

A resolution in accordance with this item 16 is valid only where it is supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the general meeting.

\* \* \*

Stockholm in April 2025

**Sinch AB (publ)**

*The board of directors*