

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 16 May 2024 at 10:00 (CEST) 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 Tuesday 7 May 2024 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 10 May 2024, and
- notify their intention to participate according to the instructions under the heading “*Attendance in person or by proxy*” not later than on Friday 10 May 2024, 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 10 May 2024.

Shareholders with nominee-registered shares held via a bank or other nominee must request the nominee to register the shares in the shareholder’s own name in the share register kept by Euroclear Sweden AB in order to participate in the annual general meeting. As set out above, the nominee must have performed such registration with Euroclear Sweden AB by Friday 10 May 2024. 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 10 May 2024. Notification of attendance can be made:

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

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

The notification is to include the shareholder's full name, personal/corporate identification number, address, telephone number, and, if applicable, the number of accompanying advisors (not more than two) who are attending the 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. A completed and signed postal voting form may be sent by e-mail to proxy@computershare.se or by post to Computershare AB, "Sinch AGM", Box 5267, SE-102 46 Stockholm, Sweden. Shareholders can also submit their postal votes electronically with BankID through the Company's website (<https://investors.sinch.com>). Postal voting forms shall be received by Computershare AB by Friday 10 May 2024, 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 guidelines for compensation to senior executives
13. Resolution on approval of the remuneration report
14. Resolution on authorization for the board of directors to resolve on new issues of shares
15. Resolution on implementation of a long-term incentive program 2024 (LTI 2024), issue and transfer of warrants to participants in LTI 2024 and issue of warrants to secure delivery of shares upon exercise of employee stock options granted under LTI 2024
16. 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), Mikael Wiberg (who represents Alecta) and Erik Fröberg (chairman of the board of directors of the Company), proposes that the chairman of the board Erik Fröberg,

or, in his absence, the person designated by the nomination committee, is appointed as chairman of the annual general meeting.

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

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

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

The board of directors proposes that no dividend is paid for the financial year 2023.

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 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 to the chairman of the board of directors.

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

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

The nomination committee proposes re-election of Erik Fröberg, Renée Robinson Strömberg, Johan Stuart and Björn Zethraeus as members of the board of directors and the election of Mattias Stenberg and Lena Almefelt as new members of the board of directors for the period until the close of the next annual general meeting. Bridget Cosgrave and Hudson Smith have notified the nomination committee that they are not available for re-election.

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 guidelines for compensation to senior executives (item 12)

The board of directors proposes no material changes to the guidelines for compensation to senior executives compared to the guidelines adopted at the 2023 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 on 25 April 2024.

Resolution on approval of the remuneration report (item 13)

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 on 25 April 2024.

Resolution on authorization for the board of directors to resolve on new issues of shares (item 14)

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 implementation of a long-term incentive program 2024 (LTI 2024), issue and transfer of warrants to participants in LTI 2024 and issue of warrants to secure delivery of shares upon exercise of employee stock options granted under LTI 2024 (item 15)

Background and reasons

Since the Company's IPO in 2015, the Company has implemented several share-related incentive programs, of which two programs, LTI 2016 and LTI 2018, have reached full maturity with no more outstanding warrants or employee stock options. In addition, the incentive program LTI 2019 will expire by the end of the second quarter of 2024.

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 2024") for senior executives, key personnel and other employees in the group, in accordance with this proposal. LTI 2024 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 order to encourage participation in LTI 2024, the participants who will be offered to subscribe for warrants, may choose to receive a subsidy corresponding to the premium paid for the warrants. The subsidy will in such case be paid in connection with the participant's notice of acquisition of warrants. However, the Company has the possibility to partially reclaim the subsidy if the participant's employment or assignment within the group is terminated during the term of the program.

In view of the above, the board of directors proposes that the general meeting resolves to implement the LTI 2024 in accordance with items (a)–(d) below. The resolutions under items (a)–(d) are proposed to be conditional upon each other and for that reason it is proposed that all resolutions are to be passed as one resolution.

Item (a) – Proposal on implementation of LTI 2024

LTI 2024 comprises eight (8) Series. Series 1–6 consist of warrants (Sw. teckningsoptioner) to be transferred to members of the group management and selected key personnel, business unit management and key personnel and other

personnel in Sweden. The warrants of Series 1 and Series 4 have a term of approximately 3.5 years, the warrants of Series 2 and Series 5 have a term of approximately four (4) years and the warrants of Series 3 and Series 6 have a term of approximately five (5) years. The holders can exercise the warrants to subscribe for shares during a period of six (6) months before the end of the term of each Series of warrants.

Series 7 of LTI 2024 comprises employee stock options which may be granted to employees of the Sinch group outside Sweden.

Series 8 of LTI 2024 comprises employee stock options which may be granted to members of the group management and selected key personnel, business unit management and key personnel and other personnel in Sweden.

The board of directors proposes that the general meeting resolves to issue not more than 17,100,000 warrants in total. Pursuant to the resolution in item (b), not more than 1,800,000 warrants may be issued in Series 1–6 (of which not more than 300,000 warrants may be issued in Series 1-6, respectively). Further, pursuant to the resolution in items (c) and (d), not more than 13,600,000 and 1,700,000 warrants may be issued in order to secure delivery of shares upon exercise of stock options to participants in, respectively, LTI 2024 Series 7 and 8.

The right to subscribe for the warrants of Series 1–8 shall vest in the wholly-owned subsidiary Sinch Holding AB (the “**Subsidiary**”), which shall transfer the warrants of Series 1–6 to members of the group management and selected key personnel, business unit management and key personnel and other personnel in Sweden, and hold warrants of Series 7 and 8 to secure delivery of shares upon exercise of stock options within the frame of LTI 2024 Series 7 and 8. Each warrant and stock option entitles the holder to subscribe for one (1) share in the Company. The warrants shall be issued without consideration to the Subsidiary.

Below is a description of the principal terms and conditions for each of the LTI 2024 Series 1–8.

Series 1–6 – Warrants

The Subsidiary will transfer the warrants in Series 1–6 to participants at a price corresponding to the market value of the warrants (the warrant premium).

Each warrant of, respectively, Series 1, 2 and 3 entitles the holder to subscribe for one (1) share in the Company during the exercise period for each respective Series at an exercise price corresponding to, respectively, 130 per cent, 140 per cent and 150 per cent of the volume-weighted average price for the Company’s share on Nasdaq Stockholm during the period from and including 20 May 2024 up to and including 24 May 2024 (rounded to the nearest full SEK 0.1, where SEK 0.05 shall

be rounded up). However, the exercise price may not be less than the share's quota value (currently SEK 0.01). Days without price quotation shall not be included in the calculation.

Each warrant of, respectively, Series 4, 5 and 6 entitles the holder to subscribe for one (1) share in the Company during the exercise period for each respective Series at an exercise price corresponding to, respectively, 130 per cent, 140 per cent and 150 per cent of the volume-weighted average price for the Company's share on Nasdaq Stockholm during the period from and including 18 November 2024 up to and including 22 November 2024 (rounded to the nearest full SEK 0.1, where SEK 0.05 shall be rounded up). However, the exercise price may not be less than the share's quota value (currently SEK 0.01). Days without price quotation shall not be included in the calculation.

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

- Series 1: from and including 30 June 2027 up to and including 30 December 2027;
- Series 2: from and including 30 December 2027 up to and including 30 June 2028;
- Series 3: from and including 29 December 2028 up to and including 29 June 2029;
- Series 4: from and including 30 December 2027 up to and including 30 June 2028;
- Series 5: from and including 30 June 2028 up to and including 29 December 2028; and
- Series 6: from and including 29 June 2029 up to and including 28 December 2029.

The issued warrants of Series 1–6 shall, with deviation from the shareholders' preferential rights, be subscribed for by the Subsidiary, whereafter the Subsidiary shall offer warrants to participants. The notification period, during which notice of acquisition of warrants shall be made by participants, shall indicatively start on or around 25 May 2024 for warrants of Series 1-3 and on or around 23 November 2024 for warrants of Series 4-6. Transfer of warrants of Series 1–6 to participants shall be made at a price corresponding to the market value of the warrants (the warrant premium) calculated according to an established valuation model (the Black & Scholes model) and determined in connection with the first day of the respective notification period. The board of directors of the Company shall be

authorized to postpone the notification periods during which notice of acquisition of warrants shall be made by participants. Warrants shall also be available to future new employees. For acquisitions made by future new employees, the terms shall be the same or equal to the terms that are set out in this resolution. This means, inter alia, that such acquisitions shall take place based on the market value of the warrants at such point in time, and that the board of directors shall set forth an equivalent notification period for new employees whose acquisitions take place after the initial notification period. The valuation of the warrants shall be made by an independent appraiser or audit firm.

Since the warrants are acquired by the participants at market value, there are no performance conditions that need to be fulfilled in order to be offered to acquire warrants or in order to exercise warrants for subscription of shares. However, the Company will, in connection with the transfer of the warrants to the participants, reserve a pre-emption right regarding the warrants if the participant's employment or assignment within the group is terminated or if the participant wishes to transfer its warrants. In addition, the participant may choose to receive a subsidy corresponding to the premium paid for the warrants, which the Company has the possibility to partially reclaim if the participant's employment or assignment within the group is terminated during the term of the program.

Series 7 – Employee stock options to participants outside Sweden

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

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

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

- Provided that the holder's employment within the Sinch group has not been terminated as of a vesting date, and whether and to what extent the Performance Criteria (as defined below) 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 "**Initial Vesting Date**") with respect to 25 per cent of the total number of employee stock options granted to a participant, and (ii) the last day of each of the following twelve (12) calendar quarters (each a "**Subsequent Vesting Date**"), with respect to an additional 6.25 per cent per calendar quarter of the total number of stock options granted to a participant. The total vesting period, after which all granted stock options will have vested (as applicable), is four (4) years from the date of grant. The employee stock options become exercisable soon after each vesting date.
- On the Initial Vesting Date and on each Subsequent Vesting Date (as applicable), the latest available data for a full financial year will be used to determine whether and to what extent the Performance Criteria have been fulfilled as of the applicable vesting date.
- 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 8 – Employee stock options to participants in Sweden

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

- The employee stock options will be granted without consideration.
- Employee stock options may be granted to current and future employees of the Sinch group who work in Sweden.
- Each employee stock option entitles the holder to acquire one (1) share in the Company at an exercise price equal to the fair market value of the share, as determined by the closing price of the Company's share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option. However, the exercise price may not be less

than the shares' quota value (currently SEK 0.01).

- Although the allocation of employee stock options is differentiated between employees with reference to, inter alia, position, responsibility and working performance, as well as participation and stock options or warrants held in previously established incentive programs of the Sinch group, there are no defined performance conditions that need to be fulfilled in order to be granted employee stock options. However, the employee stock options are subject to both performance and time-based vesting conditions as set out below.
- Provided that the holder's employment within the Sinch group has not been terminated as of a vesting date, and whether and to what extent the Performance Criteria (as defined below) have been fulfilled as of the applicable vesting date, the employee stock options will vest on (i) the third anniversary of the date of grant (the "**Initial Vesting Date**") with respect to 50 per cent of the total number of stock options granted to a participant, and (ii) the fourth anniversary of the date of grant (the "**Subsequent Vesting Date**"), with respect to 50 per cent of the total number of stock options granted to a participant. The total vesting period, after which all granted stock options will have vested (as applicable), is four (4) years from the date of grant. The employee stock options become exercisable soon after each vesting date.
- On the Initial Vesting Date and on the Subsequent Vesting Date, data for each of the financial years 2026 and 2027, respectively, will be used to determine whether and to what extent the Performance Criteria have been fulfilled as of the applicable vesting date.
- 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.

Performance criteria for LTI 2024 Series 7 and 8

The vesting of the employee stock options in LTI 2024 Series 7 and 8 is dependent on the extent to which four performance criterion related to Gross Profit per share, Adjusted EBITDA per share, Reduction in greenhouse gas emissions, and Representation of female leaders in Sinch (the "**Performance Criteria**", each a "**Performance Criterion**") are met.

Each Performance Criterion will be applicable to 40 or ten (10) per cent of the stock options that have reached the Initial or Subsequent Vesting Date according to the table below:

Performance Criterion	Gross Profit per share	Adjusted EBITDA per share	Reduction in greenhouse gas emissions	Representation of female leaders
Relative weight of Performance Criterion	40%	40%	10%	10%

Vesting will be based on the fulfilment of the Performance Criteria during the financial years 2024-2027 as per the table below. Example: employee stock options of Series 7 granted in June 2024 will reach its Initial Vesting Date in June 2025. The latest available data for a full financial year at this time is data for 2024 and therefore the Performance Criteria in column FY24 shall be applied. One year later at a Subsequent Vesting Date in June 2026 the latest available data for a full financial year is 2025 and therefore the Performance Criteria in column FY25 shall be applied, etc.

Performance Criteria	Vesting			
	FY24	FY25	FY26	FY27
Gross Profit per share – vesting is measured linearly from exceeding the Threshold for minimum vesting up to Target (FY23 – SEK 11.28)				
Threshold for minimum vesting	SEK 11.28	SEK 11.84	SEK 13.03	SEK 14.33
Target (100% vesting)	SEK 11.84	SEK 13.03	SEK 14.33	SEK 15.76
Adjusted EBITDA per share – vesting is measured linearly from exceeding the Threshold for minimum vesting up to Target (FY23 – SEK 4.30)				
Threshold for minimum vesting	SEK 4.30	SEK 4.51	SEK 4.97	SEK 5.46

Target (100% vesting)	SEK 4.51	SEK 4.97	SEK 5.46	SEK 6.01
Reduction in greenhouse gas emissions* – 0% vesting if Target is not reached (FY23 – 8,001 tCO2e)				
Target (100% vesting)	7,601 tCO2e	7,201 tCO2e	6,801 tCO2e	6,401 tCO2e
Representation of female leaders – 0% vesting if Target is not reached (FY23 – 28%)				
Target (100% vesting)	29% women in manager roles	30% women in manager roles	31% women in manager roles	32% women in manager roles

* Sinch shall reduce greenhouse gas emissions in line with the 1.5-degree target under the Paris Agreement. This target includes Scope 1 (direct emissions) and Scope 2 (indirect emissions from energy consumption).

Example calculation:

Series 7 employee stock options are granted on 25 May 2024. The Initial Vesting Date will be 25 May 2025. In this example calculation we assume that for 2024 (the latest full year for which applicable data is available) the results are as follows:

Gross Profit per share: SEK 11.56

Adjusted EBITDA per share: SEK 4.70

Reduction in greenhouse gas emissions: Target not reached

Representation of female leaders: 30%

The Performance Criteria is then calculated as follows:

Gross Profit per share:

The threshold SEK 11.28 for minimum vesting is met. In this example SEK 11.56 is the midpoint between the threshold and the target therefore 50% of the Performance Criterion is met.

Adjusted EBITDA per share:

Adjusted EBITDA per share is SEK 4.70 and is higher than the target (SEK 4.51) which implies that 100% of the Performance Criterion is met.

Reduction in greenhouse gas emissions:

Target not reached.

Representation of female leaders:

The actual number is 30% for 2024 and the target was 29%, i.e. this Performance Criteria is met.

Summary of Performance Criteria:

$(50\% \times 40\%) + (100\% \times 40\%) + (0\% \times 10\%) + (100\% \times 10\%) = 70\%$

i.e. 70% of the employee stock options that could have vested at the Initial Vesting Date will have vested due to partial fulfilment of the Performance Criteria.

Catch-up of financial performance criterion

If any of the financial performance criteria (Gross Profit per share and EBITDA per share) has not been fulfilled, or has been partially fulfilled, on a given Initial or Subsequent Vesting Date but the financial performance criterion on a later Subsequent Vesting Date is fulfilled to a greater extent, vesting of the financial performance criterion for the earlier vesting dates shall be deemed to have been fulfilled to the same extent as on the later vesting dates, and the balance of the previously unvested employee stock options shall vest.

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 financial performance criteria (Gross Profit per share and Adjusted EBITDA per share).

Preparation and administration

The board of directors shall be responsible for the design, interpretation and management of stock options granted under LTI 2024 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 2024 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 2024 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 acquire warrants or to be granted employee stock options is differentiated between employees with reference to inter alia position, responsibility and working performance in the group. The participants have for this reason been divided into three (3) different categories:

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

Category B (not more than 100 persons): Business unit management and key personnel

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

Warrants may be transferred to members of the group management and selected key personnel, business unit management and key personnel and other personnel in Sweden. A precondition for being entitled to acquire warrants is that the participant enters into a pre-emption agreement with the Company and that the participant acquires an equal number of warrants of Series 1, 2 and 3, respectively, or an equal number of warrants of Series 4, 5 and 6, respectively. Pre-emption shall be made at market value. The warrants are otherwise freely transferable. The right to receive employee stock options of Series 7 shall be reserved for current and future employees of the Sinch group who work outside of Sweden, and employee stock options of Series 8 shall be reserved for current and future employees who work in Sweden.

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

Category	Maximum number of warrants/stock options for each participant	Maximum number of warrants/stock options within the category
Category A (maximum 25 persons)	800,000	4,500,000

Category B (maximum 100 persons)	200,000	7,000,000
Category C (maximum 500 persons)	100,000	5,600,000
Total maximum Category A, B and C	N/A	17,100,000

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

Neither the Company's board members, nor the founders, shall be eligible to participate in LTI 2024.

Item (b) – Proposal regarding issue and transfer of warrants of Series 1–6 to participants in LTI 2024 in Sweden

The board of directors proposes that the Company shall issue not more than 1,800,000 warrants for subscription of shares, whereof not more than 300,000 warrants in Series 1–6, respectively, whereby the Company's share capital may be increased by not more than SEK 18,000 at full exercise of the warrants for subscription of shares, corresponding to approximately 0.21 per cent of the share capital in the Company as of the date of this proposal, being SEK 8,433,628.48.

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

In order to fulfil the commitments arising from LTI 2024, the board of directors proposes that the general meeting authorizes that the Subsidiary may transfer warrants to participants, assign warrants to a third party, or in another way dispose over the warrants, in accordance with item (a).

Detailed resolution proposals for each of the respective issues of warrants Series 1, 2, 3, 4, 5 and 6 including complete terms and conditions for the warrants, are set out in the board of directors' comprehensive proposal (including its appendices).

Item (c) – Proposal on issue of warrants to secure delivery of shares upon exercise of employee stock options of Series 7

The board of directors proposes that the Company shall issue not more than 13,600,000 warrants in Series 7, whereby the Company's share capital may be increased by not more than SEK 136,000 at full exercise of the warrants for subscription of shares, corresponding to approximately 1.58 per cent of the share capital in the Company as of the date of this proposal, being SEK 8,433,628.48.

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only vest in the Subsidiary, with the right and obligation to dispose of the warrants as further described above. Each warrant entitles the holder to subscribe for one (1) share in the Company during the period from and including the date of registration with the Swedish Companies Registration Office (Sw. Bolagsverket) up to and including 31 December 2033, 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 2024, 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 7, including complete terms and conditions for the warrants, is set out in the board of directors' comprehensive proposal (including its appendices).

Item (d) – Proposal on issue of warrants to secure delivery of shares upon exercise of employee stock options of Series 8

The board of directors proposes that the Company shall issue not more than 1,700,000 warrants in Series 8, whereby the Company's share capital may be increased by not more than SEK 17,000 at full exercise of the warrants for subscription of shares, corresponding to approximately 0.20 per cent of the share capital in the Company as of the date of this proposal, being SEK 8,433,628.48.

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only vest in the Subsidiary, with the right and obligation to dispose of the warrants as further described above. Each warrant entitles the holder to subscribe for one (1) share in the Company during the period from and including the date of registration with the Swedish Companies Registration Office (Sw. Bolagsverket) up to and including 31 December 2033, 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 2024, 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 8, including complete terms and conditions for the warrants, is set out in the board of directors' comprehensive proposal (including its appendices).

Additional information regarding LTI 2024

Market value of warrants of Series 1–6

Based on a market value of the underlying share of SEK 25.00, the market value of the warrants of Series 1–6 is, in accordance with a preliminary valuation made by PwC, respectively, SEK 6.18, SEK 6.22, SEK 6.83, SEK 6.18, SEK 6.22 and SEK 6.83 per warrant of Series 1, 2, 3, 4, 5 and 6, assuming an exercise price of, respectively, SEK 32.50, SEK 35.00, SEK 37.50, SEK 32.50, SEK 35.00 and SEK 37.50 per share. The Black & Scholes valuation model has been used for the preliminary valuation of the warrants, assuming a risk-free interest of, respectively, 2.56, 2.51, 2.40, 2.56, 2.51 and 2.40 per cent for warrants of Series 1, 2, 3, 4, 5 and 6, and an estimated volatility during the term of the warrants of approximately 42 per cent.

Costs

Given that the warrants of Series 1–6 shall be transferred at a price corresponding to the market value of the warrants, the Company estimates that no social security costs will arise for the Company in connection with the transfer of warrants to the participants. Neither should any social security costs arise in connection to the exercise of the warrants.

The costs of the subsidy in LTI 2024 consist of the subsidy paid in connection with the participant's notice of acquisition of warrants and the social security contributions payable on this subsidy. The total cost of the subsidy, including social security costs, are estimated to amount to approximately SEK 15 million (calculated based on the preliminary market value of warrants of Series 1-6 above, that the subsidy shall cover the full warrant premium (before any tax on such subsidy), a social security rate of 31.42%, that the maximum number of warrants are acquired and that all vesting conditions related to the subsidy are fulfilled). Against this subsidy, the premium paid for the warrants corresponds to a total value of approximately SEK 12 million (calculated based on the same assumptions as the estimated subsidy cost) which the Company will receive upon transferring the

warrants, as a result of which the net charge on the Company's equity consists of the social security contributions paid for the subsidy.

The employee stock options Series 7 and 8 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 7 and 8, calculated in accordance with IFRS 2, are estimated to amount to approximately SEK 103 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 25 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 42 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 6.2 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 2024, 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 2024 are estimated to amount to approximately SEK 133 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 2023 amounted to SEK 4,371 million.

Dilution

If all warrants/stock options within the frame of LTI 2024 are transferred or granted to participants and if all warrants/stock options are exercised, up to 17,100,000 shares may be issued, equivalent to a maximum dilution of approximately 1.99 per cent of the shares and votes of the Company. Upon full exercise of the warrants, the Company's share capital will increase with SEK 171,000. Together with warrants and stock options which have been transferred or

granted to participants in LTI 2019, LTI 2020, LTI II 2020, LTI 2021, LTI II 2021, LTI 2022 and LTI 2023 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 5.59 per cent of the shares and votes of the Company. The dilution calculations have been based on the maximum number of shares and votes which may be issued upon exercise of warrants and stock options, divided by the total number of shares and votes in the Company after such issues (based on the number of shares issued in the Company as of the date of this resolution proposal, being 843,362,848 shares).

Motivation in respect of Series 7 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 7 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 7 of LTI 2024 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 2024.

Preparation of the proposal

This proposal in respect of LTI 2024 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 2024.

Majority requirements

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

Authorization

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

Overview of outstanding incentive programs

Since the Company's IPO in 2015, the Company has implemented several share-related incentive programs, of which two programs, LTI 2016 and LTI 2018, 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	Outstanding / Size of program	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%	-	0%	9,783,640	65%
2018	536,020,890	15,000,000	2.72%	13,809,200	92%	12,438,620	83%	-	0%	12,438,620	83%
2019	536,020,890	5,100,000	0.94%	3,260,000	64%	1,463,410	29%	333,280	7%	1,796,690	35%
2020 I	588,747,510	5,800,000	0.98%	3,281,000	57%	179,400	3%	1,480,330	26%	1,659,730	29%
2020 II	599,859,340	4,702,600	0.78%	4,228,890	90%	-	0%	3,592,380	76%	3,592,380	76%
2021 I	650,235,020	3,230,000	0.49%	3,118,550	97%	-	0%	2,189,300	68%	2,189,300	68%
2021 II	727,163,370	3,210,000	0.44%	3,049,919	95%	-	0%	1,661,235	52%	1,661,235	52%
2022	833,196,688	25,000,000	2.91%	21,488,206	86%	428,360	2%	16,851,214	67%	17,279,574	69%
2023	838,602,248	8,385,000	0.99%	6,903,099	82%	-	0%	6,513,116	78%	6,513,116	78%
Total		85,427,600				24,293,430	28%	32,620,855	38%	56,914,285	67%
LTI 2024	843 million*	17,100,000	1.99%								

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 843,362,848 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 843,362,848 shares).

The Company's outstanding share-related incentive programs will be described in detail in the 2023 annual report, note 9, and in the remuneration report for 2023.

Majority requirements

The resolution under item 14 above is valid only if the resolution is supported by shareholders representing at least two thirds (2/3) of the votes cast as well as of the shares represented at the annual general meeting. The resolution under item 15 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 15 being conditional upon each other and passed as one resolution and the fact that some of these resolutions require such majority.

Available documents

The complete proposals and other documents which shall be made available prior to the annual general meeting will be made available at the at the Company's office, 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. All documents above 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 and www.computershare.com/se/gm-gdpr#English).

Other information

The Company has, as of the date of this notice, 843,362,848 outstanding shares and votes. The Company holds no treasury shares as of the date of this notice.

Stockholm in April 2024

Sinch AB (publ)

The board of directors



Sinch AB (publ) Annual General Meeting Thursday 16 May 2024

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 10 May 2024.

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 16 May 2024. The voting right is exercised in accordance with the below marked voting options.

Information about you

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.

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", P.O. Box 5267, SE-102 46 Stockholm, Sweden or electronically via e-mail to 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", P.O. Box 5267, SE-102 46 Stockholm, Sweden via e-mail to 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 16 May 2024

2. Appointment of chairman of the meeting

2.1 Erik Fröberg, or, in his absence, the person designated by 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. Bridget Cosgrave (board member) *

Yes

No

Abstain

iv. Hudson Smith (board member) *

Yes

No

Abstain

v. Johan Stuart (board member) *

Yes

No

Abstain

vi. Renée Robinson Strömberg (board member) *

Yes

No

Abstain

vii. Laurinda Y. Pang (CEO) *

Yes

No

Abstain

viii. Robert Gerstmann (deputy CEO) *

Yes

No

Abstain

ix. Johan Hedberg (former 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. Renée Robinson Strömberg (re-election) *

Yes

No

Abstain

iii. Johan Stuart (re-election) *

Yes

No

Abstain

iv. Björn Zethraeus (re-election) *

Yes

No

Abstain

v. Lena Almefelt (election) *

Yes

No

Abstain

vi. Mattias Stenberg (election) *

Yes

No

Abstain

Auditors

vii. Deloitte AB (re-election) *

Yes

No

Abstain

12. Resolution on guidelines for compensation to senior executives *

Yes

No

Abstain

13. Resolution on approval of the remuneration report *

Yes

No

Abstain

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

Yes

No

Abstain

15. Resolution on implementation of a long-term incentive program 2024 (LTI 2024), issue and transfer of warrants to participants in LTI 2024 and issue of warrants to secure delivery of shares upon exercise of employee stock options granted under LTI 2024 *

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 företrädda 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	203 100 928	100,00%	0	0,00%	116 335	203 100 928	36,18%	0	0,00%	203 100 928	24,07%
3	203 100 928	100,00%	0	0,00%	116 335	203 100 928	36,18%	0	0,00%	203 100 928	24,07%
4	203 100 928	100,00%	0	0,00%	116 335	203 100 928	36,18%	0	0,00%	203 100 928	24,07%
5	203 100 928	100,00%	0	0,00%	116 335	203 100 928	36,18%	0	0,00%	203 100 928	24,07%
6	203 100 928	100,00%	0	0,00%	116 335	203 100 928	36,18%	0	0,00%	203 100 928	24,07%
8. a)	202 872 971	100,00%	0	0,00%	344 292	202 872 971	36,14%	0	0,00%	202 872 971	24,04%
8. b)	203 217 263	100,00%	0	0,00%	0	203 217 263	36,20%	0	0,00%	203 217 263	24,09%
8. c) i.	202 850 577	100,00%	0	0,00%	366 686	202 850 577	36,13%	0	0,00%	202 850 577	24,04%
8. c) ii.	202 850 577	100,00%	0	0,00%	366 686	202 850 577	36,13%	0	0,00%	202 850 577	24,04%
8. c) iii.	202 850 577	100,00%	0	0,00%	366 686	202 850 577	36,13%	0	0,00%	202 850 577	24,04%
8. c) iv.	202 850 577	100,00%	0	0,00%	366 686	202 850 577	36,13%	0	0,00%	202 850 577	24,04%
8. c) v.	202 850 577	100,00%	0	0,00%	366 686	202 850 577	36,13%	0	0,00%	202 850 577	24,04%
8. c) vi.	202 850 577	100,00%	0	0,00%	366 686	202 850 577	36,13%	0	0,00%	202 850 577	24,04%
8. c) vii.	202 850 577	100,00%	0	0,00%	366 686	202 850 577	36,13%	0	0,00%	202 850 577	24,04%
8. c) viii.	202 850 577	100,00%	0	0,00%	366 686	202 850 577	36,13%	0	0,00%	202 850 577	24,04%
8. c) ix.	202 850 577	100,00%	0	0,00%	366 686	202 850 577	36,13%	0	0,00%	202 850 577	24,04%
9	203 217 263	100,00%	0	0,00%	0	203 217 263	36,20%	0	0,00%	203 217 263	24,09%
10	203 217 263	100,00%	0	0,00%	0	203 217 263	36,20%	0	0,00%	203 217 263	24,09%
11. i.	169 552 583	83,95%	32 417 797	16,05%	1 246 883	169 552 583	30,20%	32 417 797	5,77%	201 970 380	23,94%
11. ii.	191 087 758	94,16%	11 851 234	5,84%	278 271	191 087 758	34,04%	11 851 234	2,11%	202 938 992	24,05%
11. iii.	203 079 939	99,93%	137 324	0,07%	0	203 079 939	36,18%	137 324	0,02%	203 217 263	24,09%
11. iv.	203 179 969	99,98%	37 294	0,02%	0	203 179 969	36,19%	37 294	0,01%	203 217 263	24,09%
11. v.	203 217 233	100,00%	30	0,00%	0	203 217 233	36,20%	30	0,00%	203 217 263	24,09%
11. vi.	203 217 263	100,00%	0	0,00%	0	203 217 263	36,20%	0	0,00%	203 217 263	24,09%
11. vii.	203 217 263	100,00%	0	0,00%	0	203 217 263	36,20%	0	0,00%	203 217 263	24,09%
12	202 688 906	99,79%	428 357	0,21%	100 000	202 688 906	36,11%	428 357	0,08%	203 117 263	24,07%
13	162 668 173	80,09%	40 449 090	19,91%	100 000	162 668 173	28,98%	40 449 090	7,21%	203 117 263	24,07%
14	203 217 263	100,00%	0	0,00%	0	203 217 263	36,20%	0	0,00%	203 217 263	24,09%
15	172 740 865	85,41%	29 507 786	14,59%	968 612	172 740 865	30,77%	29 507 786	5,26%	202 248 651	23,97%

Resolution on guidelines for compensation to senior executives (item 12)

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 2023.

There are no material changes to the guidelines compared to the guidelines approved in 2023. The Company has not received any comments on the guidelines from any shareholders.

For the purposes of these guidelines, the members of the senior executives' team consists of the CEO and members of the senior executives' team who report to the CEO. The senior executives' team currently comprises 13 senior executives, including the CEO.

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

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

Compensation consists of the following components:

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

Market based compensation

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

Fixed base pay

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

Short-term variable pay

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

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

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

Long-term variable pay

Long-term variable pay may encompass share-related incentive programs. These guidelines do not apply to remuneration resolved on or approved by a general meeting. Accordingly, these guidelines do not apply to the Company's share-related incentive programs LTI 2019, LTI 2020, LTI II 2020, LTI 2021, LTI II 2021, LTI 2022, LTI 2023 and the proposed LTI 2024. Each year, the board of directors evaluates whether a long-term share-related incentive program should be proposed to the annual general meeting. The purpose of offering a share-related incentive program is to ensure that the interests of senior executives coincide with those of the Company's shareholders. Individual, long-term ownership among key individuals can be expected to stimulate keener interest in the business and its

profitability, increase motivation, and enhance the sense of belonging with the Company and thereby contribute to the Company's business strategy, long-term interests and sustainability. Long-term share-related incentives also helps to retain current executives and attract new executives when recruiting.

Special compensation

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

Decisions regarding special compensation shall always be made by the board of directors.

Pensions

Pension benefits for the CEO and other senior executives must reflect customary market terms, compared with what generally applies to executives in comparable positions in other companies, and should normally be based upon defined contribution pension plans. Retirement occurs at the relevant/applicable retirement age. Pension benefits may not exceed 35 per cent of the fixed base pay unless higher contributions follow from a pension plan pursuant to an applicable collective bargaining agreement.

Other benefits

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

Notice periods and severance pay

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

Compensation to founders of the Company

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

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

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

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

Approval

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

Controls and decision-making process

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

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

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

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

The guidelines shall be applied in relation to every commitment on compensation to senior executives and every change in such commitment, which is resolved after the annual general meeting at which the guidelines were adopted. Thus, the guidelines have no impact on pre-existing contractually binding commitments.

Guidelines resolved upon may also be amended by way of a resolution by any other general meeting.

Further, the remuneration committee shall, within the scope of the guidelines resolved upon by the annual general meeting, prepare proposals regarding remuneration to the CEO and other senior executives. The board of directors shall annually evaluate the CEO's performance.

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

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

Compliance with guidelines is controlled annually through the following activities:

- Collection of documented annual targets for short-term variable pay
- Random samples of salary payout approvals

- Sample reports from payroll systems to identify any out of the ordinary payouts

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

* * *

Stockholm in April 2024

Sinch AB (publ)

The board of directors



Remuneration report for 2023

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 2023, have been applied during the financial year 2023. The report also provides details on the remuneration of the Company's CEO and interim 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 2023, are included on pages 49–51 of the Company's annual report for 2023. Information on the work of the remuneration committee in 2023 is set out in the corporate governance report, which is available on pages 30–35 of the annual report for 2023. Information required pursuant to Chapter 5, Sections 40–44 of the Swedish Annual Accounts Act is available in note 9 on pages 74–79 of the annual report for 2023.

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 74-79 in the annual report for 2023.

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

The Company's performance during 2023

Information on the general performance of the Company during 2023 is available in the CEO statement on pages 6-7 of the annual report for 2023.

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 2023 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 2023 there has been one deviation from the guidelines:

One key senior executive has received benefits exceeding 10 percent of the annual base salary (amounting to 20 percent). The benefit mainly consisted of a housing benefit of SEK 598,475 that was part of the compensation for the senior executive before joining the leadership team. The senior executive is not part of the leadership team in 2024.

The auditor's report regarding the Company's compliance with the guidelines is available on 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 2023

During the financial year 2023, the CEO, interim CEO, deputy CEO and the employed board member received fixed base salary, variable salary, 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 ²⁾	One-year variable	Multi-year variable				
Laurinda Pang (CEO) ¹⁾	7,711 KSEK	179 KSEK	4,050 KSEK ³⁾	0	0	102 KSEK	12,042 KSEK	66/34
Johan Hedberg (Interim CEO) ¹⁾	1,148 KSEK	13 KSEK	0	0	0	0	1,161 KSEK	100/0
Robert Gerstmann (deputy CEO)	684 KSEK	10 KSEK	0	0	0	58 KSEK	753 KSEK	100/0
Björn Zethraeus (employed board member)	803 KSEK	4 KSEK	0	0	0	82 KSEK	889 KSEK	100/0

1). Johan Hedberg (Interim CEO) to 16 April, 2023 and Laurinda Pang (CEO) from 17 April, 2023.
2) Insurances, Wellness allowance and Housing benefit.
3) The one-year variable compensation includes short term variable pay of 1,919 KSEK and special compensation of 2,131 KSEK.

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

During 2023, 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 and Interim CEO also by the subsidiaries Sinch America Inc. and Sinch Communications Spain SL. respectively. During 2023, the remuneration of the deputy CEO, was paid by Sinch Sweden AB. No additional remuneration was paid in 2023 to the CEO, the Interim CEO, the deputy CEO or the employed board member by any other group company.

No remuneration of the CEO, the Interim CEO, the deputy CEO or the employed board member was reclaimed during 2023.

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 Company has the following outstanding share-related incentive programs. All programs except LTI 2023, LTI 2022 and LTI II 2021 were adopted prior to the 1:10 share split implemented on 18 June 2021. In all of these programs, one stock option/warrant therefore gives the right to 10 shares. As LTI 2023, LTI 2022 and LTI II 2021 were adopted after the share split, one stock option gives the right to one share in these programs.

LTI 2018. An annual general meeting held on 18 May 2018 approved the board's proposal regarding an incentive program for key employees and resolution of issue of not more than 1,500,000 warrants and resolution of approving transfer of warrants. In total, 1,500,000 warrants were subscribed for by the subsidiary and 1,380,920 warrants and stock options have been acquired by or granted to participants, of which a number of warrants and stock options have been exercised (series 1, 2, 3, 4 and 5) as of the date of this report. No more warrants or employee stock options will be offered out of LTI 2018. The exercise price was set to SEK 91.30 per share (SEK 9.13 per share after share split). The program ended in 2023 and no more warrant or stock options will be exercised.

LTI 2019. An annual general meeting held on 17 May 2019 approved the board's proposal regarding an incentive program for key employees and resolution of share issue of not more than 510,000 warrants and resolution of approving transfer of warrants. In total, 510,000 warrants were subscribed for by the subsidiary and 326,000 warrants and stock options have been acquired by or granted to participants, of which a number of warrants and stock options have been exercised (series 1, 2, 3 and 4) as of the date of this report. No more warrants or employee stock options will be offered out of LTI 2019. The exercise price was set to SEK 174.10 per share (SEK 17.41 per share after share split). Upon exercise of all outstanding warrants and stock options which have been acquired by or granted to participants, a maximum of 333,280 shares will be issued in the Company. Further, 243,450 shares from warrants that have been recently exercised, have not yet been registered. The total maximum dilution from outstanding warrants and stock options and not yet registered shares would be approximately 0.07 per cent.

LTI 2020. An annual general meeting held on 15 May 2020 approved the board's proposal regarding an incentive program for senior executives and key employees and resolved to issue not more than 580,000 warrants and resolution of approving transfer of warrants. In total, 580,000 warrants were subscribed for by the subsidiary and 328,100 warrants and stock options have been acquired by or granted to participants, of which a number of stock options have been exercised (series 7) as of the date of this report. No more warrants or stock options will be offered out of LTI 2020. The exercise price of warrants and stock options series 1–6 was set to SEK 602 per share (SEK 60.20 per share after share split). As regards series 7, stock options have been granted at three different occasions; in June 2020, November 2020 and February 2021. Consequently, the exercise price for stock options series 7 (which shall equal to the fair market value of the share, as determined by the closing price of



the Company's share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option) varies and has been set to SEK 624 per share (SEK 62.40 per share after share split), SEK 1,040 per share (SEK 104.00 per share after share split) and SEK 1,422 per share (SEK 142.20 per share after share split), respectively. Upon exercise of all outstanding warrants and stock options which have been acquired by or granted to participants, a maximum of 1,480,330 shares will be issued in the Company, equivalent to a dilution of approximately 0.18 per cent.

LTI II 2020. An extraordinary general meeting held on 27 November 2020 approved the board's proposal regarding an incentive program for senior executives and key employees and resolved to issue not more than 470,260 warrants and resolution of approving transfer of warrants. In total, 470,260 warrants were subscribed for by the subsidiary and 422,889 warrants and stock options have been acquired by or granted to participants. No warrants or stock options under the LTI II 2020 have been exercised as of the date of this report, and no more warrants or stock options will be offered out of LTI II 2020. The exercise price has been set to SEK 1,361 per share (SEK 136.10 per share after share split) subscribed for by exercise of warrants series 1–3. As regards series 4, stock options have been granted at three different occasions; twice in November 2020 and once in February 2021. Consequently, the exercise price for stock options series 4 (which shall equal to the fair market value of the share, as determined by the closing price of the Company's share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option) varies and has been set to SEK 1,040 per share (SEK 104.00 per share after share split), SEK 1,206 per share (SEK 120.60 per share after share split) and SEK 1,422 per share (SEK 142.20 per share after share split), respectively. Upon exercise of all outstanding warrants and stock options which have been acquired by or granted to participants, a maximum of 3,592,380 shares will be issued in the Company, equivalent to a dilution of approximately 0.42 per cent.

LTI 2021. An annual general meeting held on 18 May 2021 approved the board's proposal regarding an incentive program for senior executives and key employees and resolved to issue not more than 323,000 warrants and resolution of approving transfer of warrants. In total, 323,000 warrants were subscribed for by the subsidiary and 311,855 warrants and stock options have been acquired by or granted to participants. No warrants or stock options under the LTI 2021 have been exercised as of the date of this report, and no more warrants or employee stock options will be offered out of LTI 2021. The exercise price has been set to SEK 1,400.70 per share (SEK 140.07 per share after share split), SEK 1,528.00 per share (SEK 152.80 per share after share split) and SEK 1,655.30 per share (SEK 165.53 per share after share split) subscribed for by exercise of warrants series 1–3, respectively. As regards series 4, stock options have been granted at three different occasions; twice in June 2021 and once in December 2021. Consequently, the exercise price for stock options series 4 (which shall equal to the fair market value of the share, as determined by the closing price of the Company's share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option) varies and has been set to SEK 1,538.50 per share (SEK 153.85 per share after share split), SEK 1,586.50 per share (SEK 158.65 per share after share split) and SEK 1,021.50 per share (SEK 102.15 per share after share split), respectively. Upon exercise of all outstanding warrants and stock options which have been acquired by or granted to participants, a maximum of 2,189,300 shares will be issued in the Company, equivalent to a dilution of approximately 0.26 per cent.



LTI II 2021. An extraordinary general meeting held on 26 October 2021 approved the board's proposal regarding an incentive program for senior executives and key employees and resolved to issue not more than 3,210,000 warrants and resolution of approving transfer of warrants. In total, 3,210,000 warrants were subscribed for by the subsidiary and 3,049,919 stock options (with warrants as a hedging arrangement) have been granted to participants. No stock options under the LTI II 2021 have been exercised as of the date of this report, and no more stock options will be offered out of LTI II 2021. The stock options have been granted at two different occasions; in December 2021 and in February 2022. Consequently, the exercise price for stock options (which shall equal to the fair market value of the share, as determined by the closing price of the Company's share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option) varies and has been set to SEK 102.15 per share and SEK 94.10 per share, respectively. Upon exercise of all outstanding warrants and stock options which have been acquired by or granted to participants, a maximum of 1,661,235 shares will be issued in the Company, equivalent to a dilution of approximately 0.20 per cent.

LTI 2022. An annual general meeting held on 9 June 2022 approved the board's proposal regarding an incentive program for senior executives and key employees and resolved to issue not more than 25,000,000 warrants and resolution of approving transfer of warrants. In total, 25,000,000 warrants were subscribed for by the subsidiary and 21,488,206 warrants and stock options have been acquired by or granted to participants, of which a number of stock options have been exercised (series 4) as of the date of this report. The exercise price has been set to SEK 58.3 per share, SEK 62.8 per share and SEK 67.3 per share subscribed for by exercise of warrants series 1–3, respectively. As regards series 4, stock options have been granted at five different occasions; in June 2022, in September 2022, in December 2022, in April 2023 and in May 2023. Consequently, the exercise price for stock options series 4 (which shall equal to the fair market value of the share, as determined by the closing price of the Company's share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option) varies and has been set to SEK 37.525 per share, SEK 14.654 per share and SEK 39.15 per share, SEK 25.33 per share and SEK 22.66 per share, respectively. As regards series 5, stock options have been granted at two different occasions; in June 2022 and in September 2022. Consequently, the exercise price for stock options series 5 (which shall equal to the fair market value of the share, as determined by the closing price of the Company's share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option) varies and has been set to SEK 37.525 per share and SEK 14.654 per share, respectively. Upon exercise of all outstanding warrants and stock options which have been acquired by or granted to participants, a maximum of 16,851,214 shares will be issued in the Company, equivalent to a dilution of approximately 1.96 per cent.

LTI 2023. An annual general meeting held on 17 May 2023 approved the board's proposal regarding an incentive program for senior executives and key employees and resolved to issue not more than 8,385,000 warrants and resolution of approving transfer of warrants. In total, 8,385,000 warrants were subscribed for by the subsidiary and 6,903,099 warrants and stock options have been acquired by or granted to participants. No warrants or stock options under the LTI 2023 have been exercised as of the date of this report. The exercise price has been set to SEK 29.7 per share, SEK 31.9 per share and



SEK 34.2 per share subscribed for by exercise of warrants series 1–3, respectively. As regards series 4, stock options have been granted at four different occasions; in June 2023, in December 2023, in February 2024 and in March 2024. Consequently, the exercise price for stock options series 4 (which shall equal to the fair market value of the share, as determined by the closing price of the Company’s share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option) varies and has been set to SEK 27.13 per share, SEK 29.815 per share, SEK 28.39 per share and SEK 25.525 per share, respectively. As regards series 5, stock options have been granted in June 2023 and the exercise price for stock options series 5 (which shall equal to the fair market value of the share, as determined by the closing price of the Company’s share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option) varies and has been set to SEK 27.13 per share. Upon exercise of all outstanding warrants and stock options which have been acquired by or granted to participants, a maximum of 6,513,116 shares will be issued in the Company, equivalent to a dilution of approximately 0.77 per cent.

The dilution calculations above have been based on the maximum number of shares and votes which may be issued upon exercise of outstanding warrants and 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 843,362,848 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.

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 ¹⁾	2023 ²⁾	2024-2027 ¹⁾	2024-2028 ⁴⁾	SEK 25.33	0	800,000	0	800,000	800,000
	2023	2023-2027 ¹⁾	2023 ³⁾	2024-2027 ¹⁾	2024-2028 ⁴⁾	SEK 27.13	0	700,000	0	700,000	700,000
Total							0	1,500,000	0	1,500,000	1,500,000

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.
2) Granted on April 28, 2023.
3) Granted on June 17, 2023.
4) 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.



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 and pension expenses.

	Remuneration 2022	Remuneration 2023	Remuneration 2023 vs 2022
Laurinda Pang (CEO) ¹⁾		12.042 KSEK	n/a
Johan Hedberg (Interim CEO) ¹⁾	1,339 KSEK	1,161 KSEK	-13.3%
Robert Gerstmann (deputy CEO)	826 KSEK	753 KSEK	-8.8%
Björn Zethraeus (employed board member)	1,004 KSEK	889 KSEK	-11.5%
Average remuneration for other full-time equivalent employees of the group (excl. the CEO, the deputy CEO and the employed board member)	1,027 KSEK ²⁾	1,064 KSEK	3.6%
Adjusted EBITDA (group)	3,124.3 MSEK	3,637.2 MSEK	16.4%
1) Johan Hedberg (Interim CEO) to April 16, 2023 and Laurinda Pang (CEO) from April 17, 2023. 2) Information based on Annual Report for 2023			

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Stockholm in April 2024

Sinch AB (publ)

The board of directors

The board of directors' of Sinch AB, reg. no. 556882-8908 (the "Company") comprehensive proposal for resolution on implementation of a long-term incentive program 2024 ("LTI 2024"), issue and transfer of warrants to participants in LTI 2024 and issue of warrants to secure delivery of shares upon exercise of employee stock options granted under LTI 2024 (item 15)

Background and reasons

Since the Company's IPO in 2015, the Company has implemented several share-related incentive programs, of which two programs, LTI 2016 and LTI 2018, have reached full maturity with no more outstanding warrants or employee stock options. In addition, the incentive program LTI 2019 will expire by the end of the second quarter of 2024.

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 2024") for senior executives, key personnel and other employees in the group, in accordance with this proposal. LTI 2024 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 order to encourage participation in LTI 2024, the participants who will be offered to subscribe for warrants, may choose to receive a subsidy corresponding to the premium paid for the warrants. The subsidy will in such case be paid in connection with the participant's notice of acquisition of warrants. However, the Company has the possibility to partially reclaim the subsidy if the participant's employment or assignment within the group is terminated during the term of the program.

In view of the above, the board of directors proposes that the general meeting resolves to implement the LTI 2024 in accordance with items (a)–(d) below. The resolutions under items (a)–(d) are proposed to be conditional upon each other and for that reason it is proposed that all resolutions are to be passed as one resolution.

Item (a) – Proposal on implementation of LTI 2024

LTI 2024 comprises eight (8) Series. Series 1–6 consist of warrants (*Sw. teckningsoptioner*) to be transferred to members of the group management and selected key personnel, business unit management and key personnel and other personnel in Sweden. The warrants of Series 1 and Series 4 have a term of approximately 3.5 years, the warrants of Series 2 and Series 5 have a term of approximately

four (4) years and the warrants of Series 3 and Series 6 have a term of approximately five (5) years. The holders can exercise the warrants to subscribe for shares during a period of six (6) months before the end of the term of each Series of warrants.

Series 7 of LTI 2024 comprises employee stock options which may be granted to employees of the Sinch group outside Sweden.

Series 8 of LTI 2024 comprises employee stock options which may be granted to members of the group management and selected key personnel, business unit management and key personnel and other personnel in Sweden.

The board of directors proposes that the general meeting resolves to issue not more than 17,100,000 warrants in total. Pursuant to the resolution in item (b), not more than 1,800,000 warrants may be issued in Series 1–6 (of which not more than 300,000 warrants may be issued in Series 1-6, respectively). Further, pursuant to the resolution in items (c) and (d), not more than 13,600,000 and 1,700,000 warrants may be issued in order to secure delivery of shares upon exercise of stock options to participants in, respectively, LTI 2024 Series 7 and 8.

The right to subscribe for the warrants of Series 1–8 shall vest in the wholly-owned subsidiary Sinch Holding AB (the “**Subsidiary**”), which shall transfer the warrants of Series 1–6 to members of the group management and selected key personnel, business unit management and key personnel and other personnel in Sweden, and hold warrants of Series 7 and 8 to secure delivery of shares upon exercise of stock options within the frame of LTI 2024 Series 7 and 8. Each warrant and stock option entitles the holder to subscribe for one (1) share in the Company. The warrants shall be issued without consideration to the Subsidiary.

Below is a description of the principal terms and conditions for each of the LTI 2024 Series 1–8.

Series 1–6 – Warrants

The Subsidiary will transfer the warrants in Series 1–6 to participants at a price corresponding to the market value of the warrants (the warrant premium).

Each warrant of, respectively, Series 1, 2 and 3 entitles the holder to subscribe for one (1) share in the Company during the exercise period for each respective Series at an exercise price corresponding to, respectively, 130 per cent, 140 per cent and 150 per cent of the volume-weighted average price for the Company’s share on Nasdaq Stockholm during the period from and including 20 May 2024 up to and including 24 May 2024 (rounded to the nearest full SEK 0.1, where SEK 0.05 shall be rounded up). However, the exercise price may not be less than the share’s quota value (currently SEK 0.01). Days without price quotation shall not be included in the calculation.

Each warrant of, respectively, Series 4, 5 and 6 entitles the holder to subscribe for one (1) share in the Company during the exercise period for each respective Series at an exercise price corresponding to,

respectively, 130 per cent, 140 per cent and 150 per cent of the volume-weighted average price for the Company's share on Nasdaq Stockholm during the period from and including 18 November 2024 up to and including 22 November 2024 (rounded to the nearest full SEK 0.1, where SEK 0.05 shall be rounded up). However, the exercise price may not be less than the share's quota value (currently SEK 0.01). Days without price quotation shall not be included in the calculation.

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

- Series 1: from and including 30 June 2027 up to and including 30 December 2027;
- Series 2: from and including 30 December 2027 up to and including 30 June 2028;
- Series 3: from and including 29 December 2028 up to and including 29 June 2029;
- Series 4: from and including 30 December 2027 up to and including 30 June 2028;
- Series 5: from and including 30 June 2028 up to and including 29 December 2028; and
- Series 6: from and including 29 June 2029 up to and including 28 December 2029.

The issued warrants of Series 1–6 shall, with deviation from the shareholders' preferential rights, be subscribed for by the Subsidiary, whereafter the Subsidiary shall offer warrants to participants. The notification period, during which notice of acquisition of warrants shall be made by participants, shall indicatively start on or around 25 May 2024 for warrants of Series 1-3 and on or around 23 November 2024 for warrants of Series 4-6. Transfer of warrants of Series 1–6 to participants shall be made at a price corresponding to the market value of the warrants (the warrant premium) calculated according to an established valuation model (the Black & Scholes model) and determined in connection with the first day of the respective notification period. The board of directors of the Company shall be authorized to postpone the notification periods during which notice of acquisition of warrants shall be made by participants. Warrants shall also be available to future new employees. For acquisitions made by future new employees, the terms shall be the same or equal to the terms that are set out in this resolution. This means, *inter alia*, that such acquisitions shall take place based on the market value of the warrants at such point in time, and that the board of directors shall set forth an equivalent notification period for new employees whose acquisitions take place after the initial notification period. The valuation of the warrants shall be made by an independent appraiser or audit firm.

Since the warrants are acquired by the participants at market value, there are no performance conditions that need to be fulfilled in order to be offered to acquire warrants or in order to exercise warrants for subscription of shares. However, the Company will, in connection with the transfer of the warrants to the participants, reserve a pre-emption right regarding the warrants if the participant's employment or assignment within the group is terminated or if the participant wishes to transfer its warrants. In addition,

the participant may choose to receive a subsidy corresponding to the premium paid for the warrants, which the Company has the possibility to partially reclaim if the participant's employment or assignment within the group is terminated during the term of the program.

Series 7 – Employee stock options to participants outside Sweden

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

- The employee stock options will be granted without consideration.
- Employee stock options may be granted to current and future employees of the Sinch group who work outside of Sweden.
- Each employee stock option entitles the holder to acquire one (1) share in the Company at an exercise price equal to the fair market value of the share, as determined by the closing price of the Company's share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option. However, the exercise price may not be less than the shares' quota value (currently SEK 0.01).
- Although the allocation of employee stock options is differentiated between employees with reference to, *inter alia*, position, responsibility and working performance, as well as participation and stock options or warrants held in previously established incentive programs of the Sinch group, there are no defined performance conditions that need to be fulfilled in order to be granted employee stock options. However, the employee stock options are subject to both performance and time-based vesting conditions as set out below.
- Provided that the holder's employment within the Sinch group has not been terminated as of a vesting date, and whether and to what extent the Performance Criteria (as defined below) 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 "**Initial Vesting Date**") with respect to 25 per cent of the total number of employee stock options granted to a participant, and (ii) the last day of each of the following twelve (12) calendar quarters (each a "**Subsequent Vesting Date**"), with respect to an additional 6.25 per cent per calendar quarter of the total number of stock options granted to a participant. The total vesting period, after which all granted stock options will have vested (as applicable), is four (4) years from the date of grant. The employee stock options become exercisable soon after each vesting date.
- On the Initial Vesting Date and on each Subsequent Vesting Date (as applicable), the latest available data for a full financial year will be used to determine whether and to what extent the Performance Criteria have been fulfilled as of the applicable vesting date.

- 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 8 – Employee stock options to participants in Sweden

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

- The employee stock options will be granted without consideration.
- Employee stock options may be granted to current and future employees of the Sinch group who work in Sweden.
- Each employee stock option entitles the holder to acquire one (1) share in the Company at an exercise price equal to the fair market value of the share, as determined by the closing price of the Company's share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option. However, the exercise price may not be less than the shares' quota value (currently SEK 0.01).
- Although the allocation of employee stock options is differentiated between employees with reference to, *inter alia*, position, responsibility and working performance, as well as participation and stock options or warrants held in previously established incentive programs of the Sinch group, there are no defined performance conditions that need to be fulfilled in order to be granted employee stock options. However, the employee stock options are subject to both performance and time-based vesting conditions as set out below.
- Provided that the holder's employment within the Sinch group has not been terminated as of a vesting date, and whether and to what extent the Performance Criteria (as defined below) have been fulfilled as of the applicable vesting date, the employee stock options will vest on (i) the third anniversary of the date of grant (the "**Initial Vesting Date**") with respect to 50 per cent of the total number of stock options granted to a participant, and (ii) the fourth anniversary of the date of grant (the "**Subsequent Vesting Date**"), with respect to 50 per cent of the total number of stock options granted to a participant. The total vesting period, after which all granted stock options will have vested (as applicable), is four (4) years from the date of grant. The employee stock options become exercisable soon after each vesting date.
- On the Initial Vesting Date and on the Subsequent Vesting Date, data for each of the financial years 2026 and 2027 respectively will be used to determine whether and to what extent the Performance

Criteria have been fulfilled as of the applicable vesting date.

- 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.

Performance criteria for LTI 2024 Series 7 and 8

The vesting of the employee stock options in LTI 2024 Series 7 and 8 is dependent on the extent to which four performance criterion related to Gross Profit per share, Adjusted EBITDA per share, Reduction in greenhouse gas emissions, and Representation of female leaders in Sinch (the “**Performance Criteria**”, each a “**Performance Criterion**”) are met.

Each Performance Criterion will be applicable to 40 or ten (10) per cent of the stock options that have reached the Initial or Subsequent Vesting Date according to the table below:

Performance Criterion	Gross Profit per share	Adjusted EBITDA per share	Reduction in greenhouse gas emissions	Representation of female leaders
Relative weight of Performance Criterion	40%	40%	10%	10%

Vesting will be based on the fulfilment of the Performance Criteria during the financial years 2024-2027 as per the table below. Example: employee stock options of Series 7 granted in June 2024 will reach its Initial Vesting Date in June 2025. The latest available data for a full financial year at this time is data for 2024 and therefore the Performance Criteria in column FY24 shall be applied. One year later at a Subsequent Vesting Date in June 2026 the latest available data for a full financial year is 2025 and therefore the Performance Criteria in column FY25 shall be applied, etc.

Performance Criteria	Vesting			
	FY24	FY25	FY26	FY27
Gross Profit per share – vesting is measured linearly from exceeding the Threshold for minimum vesting up to Target (FY23 – SEK 11.28)				
Threshold for minimum vesting	SEK 11.28	SEK 11.84	SEK 13.03	SEK 14.33
Target (100% vesting)	SEK 11.84	SEK 13.03	SEK 14.33	SEK 15.76
Adjusted EBITDA per share – vesting is measured linearly from exceeding the Threshold for minimum vesting up to Target (FY23 – SEK 4.30)				
Threshold for minimum vesting	SEK 4.30	SEK 4.51	SEK 4.97	SEK 5.46
Target (100% vesting)	SEK 4.51	SEK 4.97	SEK 5.46	SEK 6.01
Reduction in greenhouse gas emissions* – 0% vesting if Target is not reached (FY23 – 8,001 tCO2e)				
Target (100% vesting)	7,601 tCO2e	7,201 tCO2e	6,801 tCO2e	6,401 tCO2e
Representation of female leaders – 0% vesting if Target is not reached (FY23 – 28%)				
Target (100% vesting)	29% women in manager roles	30% women in manager roles	31% women in manager roles	32% women in manager roles

* Sinch shall reduce greenhouse gas emissions in line with the 1.5-degree target under the Paris Agreement. This target includes Scope 1 (direct emissions) and Scope 2 (indirect emissions from energy consumption).

Example calculation:

Series 7 employee stock options are granted on 25 May 2024. The Initial Vesting Date will be 25 May 2025. In this example calculation we assume that for 2024 (the latest full year for which applicable data is available) the results are as follows:

Gross Profit per share: SEK 11.56

Adjusted EBITDA per share: SEK 4.70

Reduction in greenhouse gas emissions: Target not reached

Representation of female leaders: 30%

The Performance Criteria is then calculated as follows:

Gross Profit per share:

The threshold SEK 11.28 for minimum vesting is met. In this example SEK 11.56 is the midpoint between the threshold and the target therefore 50% of the Performance Criterion is met.

Adjusted EBTDA per share:

Adjusted EBITDA per share is SEK 4.70 and is higher than the target (SEK 4.51) which implies that 100% of the Performance Criterion is met.

Reduction in greenhouse gas emissions:

Target not reached.

Representation of female leaders:

The actual number is 30% for 2024 and the target was 29%, i.e. this Performance Criteria is met.

Summary of Performance Criteria:

$(50\% \times 40\%) + (100\% \times 40\%) + (0\% \times 10\%) + (100\% \times 10\%) = 70\%$

i.e. 70% of the employee stock options that could have vested at the Initial Vesting Date will have vested due to partial fulfilment of the Performance Criteria.

Catch-up of financial performance criterion

If any of the financial performance criteria (Gross Profit per share and EBITDA per share) has not been fulfilled, or has been partially fulfilled, on a given Initial or Subsequent Vesting Date but the financial performance criterion on a later Subsequent Vesting Date is fulfilled to a greater extent, vesting of the financial performance criterion for the earlier vesting dates shall be deemed to have been fulfilled to the same extent as on the later vesting dates, and the balance of the previously unvested employee stock options shall vest.

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 financial performance criteria (Gross Profit per share and Adjusted EBITDA per share).

Preparation and administration

The board of directors shall be responsible for the design, interpretation and management of stock options granted under LTI 2024 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 2024 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 2024 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 acquire warrants or to be granted employee stock options is differentiated between employees with reference to *inter alia* position, responsibility and working performance in the group. The participants have for this reason been divided into three (3) different categories:

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

Category B (not more than 100 persons): Business unit management and key personnel

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

Warrants may be transferred to members of the group management and selected key personnel, business unit management and key personnel and other personnel in Sweden. A precondition for being entitled to acquire warrants is that the participant enters into a pre-emption agreement with the Company and that the participant acquires an equal number of warrants of Series 1, 2 and 3, respectively, or an equal number of warrants of Series 4, 5 and 6, respectively. Pre-emption shall be made at market value. The warrants are otherwise freely transferable. The right to receive employee stock options of Series 7 shall be reserved for current and future employees of the Sinch group who work outside of Sweden, and employee stock options of Series 8 shall be reserved for current and future employees who work in Sweden.

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

Category	Maximum number of warrants/stock options for each participant	Maximum number of warrants/stock options within the category
Category A (maximum 25 persons)	800,000	4,500,000
Category B (maximum 100 persons)	200,000	7,000,000
Category C (maximum 500 persons)	100,000	5,600,000
Total maximum Category A, B and C	N/A	17,100,000

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

Neither the Company's board members, nor the founders, shall be eligible to participate in LTI 2024.

Item (b) – Proposal regarding issue and transfer of warrants of Series 1–6 to participants in LTI 2024 in Sweden

The board of directors proposes that the Company shall issue not more than 1,800,000 warrants for subscription of shares, whereof not more than 300,000 warrants in Series 1–6, respectively, whereby the Company's share capital may be increased by not more than SEK 18,000 at full exercise of the warrants for subscription of shares, corresponding to approximately 0.21 per cent of the share capital in the Company as of the date of this proposal, being SEK 8,433,628.48.

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

In order to fulfil the commitments arising from LTI 2024, the board of directors proposes that the general meeting authorizes that the Subsidiary may transfer warrants to participants, assign warrants to a third party, or in another way dispose over the warrants, in accordance with item (a).

Detailed resolution proposals for each of the respective issues of warrants Series 1, 2, 3, 4, 5 and 6 including complete terms and conditions for the warrants, are set out in Appendices A-F (including sub-appendices).

Item (c) – Proposal on issue of warrants to secure delivery of shares upon exercise of employee stock options of Series 7

The board of directors proposes that the Company shall issue not more than 13,600,000 warrants in Series 7, whereby the Company's share capital may be increased by not more than SEK 136,000 at full exercise of the warrants for subscription of shares, corresponding to approximately 1.58 per cent of the share capital in the Company as of the date of this proposal, being SEK 8,433,628.48.

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only vest in the Subsidiary, with the right and obligation to dispose of the warrants as further described above. Each warrant entitles the holder to subscribe for one (1) share in the Company during the period from and including the date of registration with the Swedish Companies Registration Office (Sw. *Bolagsverket*) up to and including 31 December 2033, 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 2024, 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 7, including complete terms and conditions for the warrants, is set out in Appendix G (including its sub-appendix).

Item (d) – Proposal on issue of warrants to secure delivery of shares upon exercise of employee stock options of Series 8

The board of directors proposes that the Company shall issue not more than 1,700,000 warrants in Series 8, whereby the Company's share capital may be increased by not more than SEK 17,000 at full exercise of the warrants for subscription of shares, corresponding to approximately 0.20 per cent of the share capital in the Company as of the date of this proposal, being SEK 8,433,628.48.

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only vest in the Subsidiary, with the right and obligation to dispose of the warrants as further described above. Each warrant entitles the holder to subscribe for one (1) share in the Company during the period from and including the date of registration with the Swedish Companies Registration Office (Sw. *Bolagsverket*) up to and including 31 December 2033, 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 2024, 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 8, including complete terms and conditions for the warrants, is set out in Appendix H (including its sub-appendix).

Additional information regarding LTI 2024

Market value of warrants of Series 1–6

Based on a market value of the underlying share of SEK 25.00, the market value of the warrants of Series 1–6 is, in accordance with a preliminary valuation made by PwC, respectively, SEK 6.18, SEK 6.22, SEK 6.83, SEK 6.18, SEK 6.22 and SEK 6.83 per warrant of Series 1, 2, 3, 4, 5 and 6, assuming an exercise price of, respectively, SEK 32.50, SEK 35.00, SEK 37.50, SEK 32.50, SEK 35.00 and SEK 37.50 per share. The Black & Scholes valuation model has been used for the preliminary valuation of the warrants, assuming a risk-free interest of, respectively, 2.56, 2.51, 2.40, 2.56, 2.51 and 2.40 per cent for warrants of Series 1, 2, 3, 4, 5 and 6, and an estimated volatility during the term of the warrants of approximately 42 per cent.

Costs

Given that the warrants of Series 1–6 shall be transferred at a price corresponding to the market value of the warrants, the Company estimates that no social security costs will arise for the Company in connection with the transfer of warrants to the participants. Neither should any social security costs arise in connection to the exercise of the warrants.

The costs of the subsidy in LTI 2024 consist of the subsidy paid in connection with the participant's notice of acquisition of warrants and the social security contributions payable on this subsidy. The total cost of the subsidy, including social security costs, are estimated to amount to approximately SEK 15 million (calculated based on the preliminary market value of warrants of Series 1-6 above, that the subsidy shall cover the full warrant premium (before any tax on such subsidy), a social security rate of 31.42%, that the maximum number of warrants are acquired and that all vesting conditions related to the subsidy are fulfilled). Against this subsidy, the premium paid for the warrants corresponds to a total value of approximately SEK 12 million (calculated based on the same assumptions as the estimated subsidy cost) which the Company will receive upon transferring the warrants, as a result of which the net charge on the Company's equity consists of the social security contributions paid for the subsidy.

The employee stock options Series 7 and 8 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 7 and 8, calculated in accordance with IFRS 2, are estimated to amount to approximately SEK 103 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 25 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 42 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 6.2 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 2024, 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 2024 are estimated to approximately SEK 133 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 2023 amounted to SEK 4,371 million.

Dilution

If all warrants/stock options within the frame of LTI 2024 are transferred or granted to participants and if all warrants/stock options are exercised, up to 17,100,000 shares may be issued, equivalent to a maximum dilution of approximately 1.99 per cent of the shares and votes of the Company. Upon full exercise of the warrants, the Company's share capital will increase with SEK 171,000. Together with warrants and stock options which have been transferred or granted to participants in LTI 2019, LTI 2020, LTI II 2020, LTI 2021, LTI II 2021, LTI 2022 and LTI 2023 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 5.59 per cent of the shares and votes of the Company. The dilution calculations have been based on the maximum number of shares and votes which may be issued upon exercise of warrants and stock options, divided by the total number of shares and votes in the Company after such issues (based on the number of shares issued in the Company as of the date of this resolution proposal, being 843,362,848 shares).

Motivation in respect of Series 7 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 7 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 7 of LTI 2024 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 2024.

Preparation of the proposal

This proposal in respect of LTI 2024 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 2024.

Majority requirements

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

Authorization

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

Overview of outstanding incentive programs

Since the Company's IPO in 2015, the Company has implemented several share-related incentive programs, of which two programs, LTI 2016 and LTI 2018, 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	Outstanding / Size of program	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%	-	0%	9,783,640	65%
2018	536,020,890	15,000,000	2.72%	13,809,200	92%	12,438,620	83%	-	0%	12,438,620	83%
2019	536,020,890	5,100,000	0.94%	3,260,000	64%	1,463,410	29%	333,280	7%	1,796,690	35%
2020 I	588,747,510	5,800,000	0.98%	3,281,000	57%	179,400	3%	1,480,330	26%	1,659,730	29%
2020 II	599,859,340	4,702,600	0.78%	4,228,890	90%	-	0%	3,592,380	76%	3,592,380	76%
2021 I	650,235,020	3,230,000	0.49%	3,118,550	97%	-	0%	2,189,300	68%	2,189,300	68%
2021 II	727,163,370	3,210,000	0.44%	3,049,919	95%	-	0%	1,661,235	52%	1,661,235	52%
2022	833,196,688	25,000,000	2.91%	21,488,206	86%	428,360	2%	16,851,214	67%	17,279,574	69%
2023	838,602,248	8,385,000	0.99%	6,903,099	82%	-	0%	6,513,116	78%	6,513,116	78%
Total		85,427,600				24,293,430	28%	32,620,855	38%	56,914,285	67%
LTI 2024	843 million*	17,100,000	1.99%								

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 843,362,848 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 843,362,848 shares).

The Company's outstanding share-related incentive programs will be described in detail in the 2023 annual report, note 9, and in the remuneration report for 2023.

LTI 2024 – ISSUE OF WARRANTS OF SERIES 1

The board of directors proposes an issue of not more than 300,000 warrants.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only vest in Sinch Holding AB, a wholly owned subsidiary of the Company.
2. The warrants will be issued without consideration (*Sw. vederlagsfritt*).
3. The subscription for warrants shall be made up to and including 5 July 2024. The board of directors shall be entitled to prolong the subscription period.
4. Upon exercise of all warrants in Series 1, up to 300,000 shares (with reservation for any recalculation) may be issued. Upon full exercise of the warrants, the Company's share capital will increase with a maximum of SEK 3,000.
5. The warrants shall in all other respects be governed by the terms and conditions set forth in Appendix A.1.

The reason for the deviation from shareholders' preferential rights is to implement LTI 2024.

It is furthermore proposed that the board of directors, or a person appointed by the board of directors, is authorized to undertake such minor adjustments in the resolution that may be required for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

LTI 2024 – ISSUE OF WARRANTS OF SERIES 2

The board of directors proposes an issue of not more than 300,000 warrants.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only vest in Sinch Holding AB, a wholly owned subsidiary of the Company.
2. The warrants will be issued without consideration (*Sw. vederlagsfritt*).
3. The subscription for warrants shall be made up to and including 5 July 2024. The board of directors shall be entitled to prolong the subscription period.
4. Upon exercise of all warrants in Series 2, up to 300,000 shares (with reservation for any recalculation) may be issued. Upon full exercise of the warrants, the Company's share capital will increase with a maximum of SEK 3,000.
5. The warrants shall in all other respects be governed by the terms and conditions set forth in Appendix B.1.

The reason for the deviation from shareholders' preferential rights is to implement LTI 2024.

It is furthermore proposed that the board of directors, or a person appointed by the board of directors, is authorized to undertake such minor adjustments in the resolution that may be required for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

LTI 2024 – ISSUE OF WARRANTS OF SERIES 3

The board of directors proposes an issue of not more than 300,000 warrants.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only vest in Sinch Holding AB, a wholly owned subsidiary of the Company.
2. The warrants will be issued without consideration (*Sw. vederlagsfritt*).
3. The subscription for warrants shall be made up to and including 5 July 2024. The board of directors shall be entitled to prolong the subscription period.
4. Upon exercise of all warrants in Series 3, up to 300,000 shares (with reservation for any re-calculation) may be issued. Upon full exercise of the warrants, the Company's share capital will increase with a maximum of SEK 3,000.
5. The warrants shall in all other respects be governed by the terms and conditions set forth in Appendix C.1.

The reason for the deviation from shareholders' preferential rights is to implement LTI 2024.

It is furthermore proposed that the board of directors, or a person appointed by the board of directors, is authorized to undertake such minor adjustments in the resolution that may be required for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

LTI 2024 – ISSUE OF WARRANTS OF SERIES 4

The board of directors proposes an issue of not more than 300,000 warrants.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only vest in Sinch Holding AB, a wholly owned subsidiary of the Company.
2. The warrants will be issued without consideration (*Sw. vederlagsfritt*).
3. The subscription for warrants shall be made up to and including 5 July 2024. The board of directors shall be entitled to prolong the subscription period.
4. Upon exercise of all warrants in Series 4, up to 300,000 shares (with reservation for any recalculation) may be issued. Upon full exercise of the warrants, the Company's share capital will increase with a maximum of SEK 3,000.
5. The warrants shall in all other respects be governed by the terms and conditions set forth in Appendix D.1.

The reason for the deviation from shareholders' preferential rights is to implement LTI 2024.

It is furthermore proposed that the board of directors, or a person appointed by the board of directors, is authorized to undertake such minor adjustments in the resolution that may be required for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

LTI 2024 – ISSUE OF WARRANTS OF SERIES 5

The board of directors proposes an issue of not more than 300,000 warrants.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only vest in Sinch Holding AB, a wholly owned subsidiary of the Company.
2. The warrants will be issued without consideration (*Sw. vederlagsfritt*).
3. The subscription for warrants shall be made up to and including 5 July 2024. The board of directors shall be entitled to prolong the subscription period.
4. Upon exercise of all warrants in Series 5, up to 300,000 shares (with reservation for any recalculation) may be issued. Upon full exercise of the warrants, the Company's share capital will increase with a maximum of SEK 3,000.
5. The warrants shall in all other respects be governed by the terms and conditions set forth in Appendix E.1.

The reason for the deviation from shareholders' preferential rights is to implement LTI 2024.

It is furthermore proposed that the board of directors, or a person appointed by the board of directors, is authorized to undertake such minor adjustments in the resolution that may be required for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

LTI 2024 – ISSUE OF WARRANTS OF SERIES 6

The board of directors proposes an issue of not more than 300,000 warrants.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only vest in Sinch Holding AB, a wholly owned subsidiary of the Company.
2. The warrants will be issued without consideration (*Sw. vederlagsfritt*).
3. The subscription for warrants shall be made up to and including 5 July 2024. The board of directors shall be entitled to prolong the subscription period.
4. Upon exercise of all warrants in Series 6, up to 300,000 shares (with reservation for any recalculation) may be issued. Upon full exercise of the warrants, the Company's share capital will increase with a maximum of SEK 3,000.
5. The warrants shall in all other respects be governed by the terms and conditions set forth in Appendix F.1.

The reason for the deviation from shareholders' preferential rights is to implement LTI 2024.

It is furthermore proposed that the board of directors, or a person appointed by the board of directors, is authorized to undertake such minor adjustments in the resolution that may be required for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

LTI 2024 – ISSUE OF WARRANTS OF SERIES 7

The board of directors proposes an issue of not more than 13,600,000 warrants.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only vest in Sinch Holding AB, a wholly owned subsidiary of the Company.
2. The warrants will be issued without consideration (*Sw. vederlagsfritt*).
3. The subscription for warrants shall be made up to and including 5 July 2024. The board of directors shall be entitled to prolong the subscription period.
4. Upon exercise of all warrants in Series 7, up to 13,600,000 shares (with reservation for any re-calculation) may be issued. Upon full exercise of the warrants, the Company's share capital will increase with a maximum of SEK 136,000.
5. The warrants shall in all other respects be governed by the terms and conditions set forth in Appendix G.1.

The reason for the deviation from shareholders' preferential rights is to implement LTI 2024.

It is furthermore proposed that the board of directors, or a person appointed by the board of directors, is authorized to undertake such minor adjustments in the resolution that may be required for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

LTI 2024 – ISSUE OF WARRANTS OF SERIES 8

The board of directors proposes an issue of not more than 1,700,000 warrants.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only vest in Sinch Holding AB, a wholly owned subsidiary of the Company.
2. The warrants will be issued without consideration (Sw. *vederlagsfritt*).
3. The subscription for warrants shall be made up to and including 5 July 2024. The board of directors shall be entitled to prolong the subscription period.
4. Upon exercise of all warrants in Series 8, up to 1,700,000 shares (with reservation for any re-calculation) may be issued. Upon full exercise of the warrants, the Company's share capital will increase with a maximum of SEK 17,000.
5. The warrants shall in all other respects be governed by the terms and conditions set forth in Appendix H.1.

The reason for the deviation from shareholders' preferential rights is to implement LTI 2024.

It is furthermore proposed that the board of directors, or a person appointed by the board of directors, is authorized to undertake such minor adjustments in the resolution that may be required for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.
