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Notice of extraordinary general meeting in Sinch AB (publ)

The shareholders of Sinch AB (publ), 556882-8908 (“**Sinch**” or the “**Company**”) are hereby summoned to the extraordinary general meeting on Thursday, 14 August 2025 at 10:00 (CEST) at Sinch’s offices at Lindhagensgatan 112 in Stockholm, Sweden. Entry and registration begins at 9:30 (CEST).

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

Right to attend the extraordinary general meeting

Shareholders who wish to attend the extraordinary general meeting must:

- be registered in the share register kept by Euroclear Sweden AB on Wednesday, 6 August 2025 or, if the shares are registered in the name of a nominee, request that the shares are registered in the shareholder’s own name for voting purposes by the nominee not later than Friday, 8 August 2025, and
- notify their intention to participate according to the instructions under the heading “*Attendance in person or by proxy*” below not later than on Friday, 8 August 2025, or submit a postal vote in accordance with the instructions under the heading “*Voting by post*” below in such manner that Computershare AB has received the postal vote by Friday, 8 August 2025.

Shareholders with nominee-registered shares held via a bank or other nominee must request the nominee to register the shares in the shareholder’s own name in the share register kept by Euroclear Sweden AB in order to participate at the extraordinary general meeting. As set out above, the nominee must have performed such registration with Euroclear Sweden AB by Friday, 8 August 2025. Therefore, the shareholder must contact its nominee well in advance of this date and re-register their shares in accordance with the nominee’s instructions.

Attendance in person or by proxy

Shareholders who wish to participate at the extraordinary general meeting in person or by proxy shall notify the Company of their intent to participate not later than Friday, 8 August 2025. Notification of attendance can be made:

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

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

The notification is to include the shareholder's full name, personal/corporate identification number, address, telephone number, and, if applicable, the number of accompanying advisors (not more than two) who are attending the extraordinary 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 extraordinary general meeting through a proxy with a written, signed and dated power of attorney. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or an equivalent authorization document for the legal entity must be enclosed.

Voting by post

Shareholders who wish to exercise their voting rights through postal voting shall use the postal voting form and follow the instructions that are available on the Company's website (<https://investors.sinch.com>) and at the Company's offices, Lindhagensgatan 112, SE-112 51, Stockholm, Sweden. Postal voting forms may be:

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

Postal voting forms shall be received by Computershare AB by Friday, 8 August 2025, at the latest. Shareholders are not allowed to include special instructions or conditions in the postal voting form. If special instructions or conditions are included in the postal voting form, such postal vote becomes invalid. Further information and conditions can be found in the postal voting form.

If the shareholder submits a postal vote by proxy, a written, signed and dated power of attorney shall be enclosed with the postal voting form. A proxy form is available upon request and on the Company's website (<https://investors.sinch.com>). If the shareholder is a legal entity, a copy of the certificate of registration or an equivalent authorization document for the legal entity must be enclosed with the postal voting form.

Proposed agenda

1. Opening of the meeting
2. Appointment of chairman of the meeting
3. Election of one or two persons to verify the minutes
4. Preparation and approval of the voting list
5. Approval of the agenda
6. Determination that the meeting has been duly convened
7. Resolution on:
 - (A) implementation of a long-term incentive program 2025 (LTI 2025);
 - (B) authorization for the board of directors to resolve on the acquisition of own shares in Sinch on Nasdaq Stockholm; and
 - (C) transfers of acquired own shares to participants in LTI 2025; or
 - (D) entering into a share swap agreement with a third party
8. Closing of the meeting

Appointment of chairman of the meeting (item 2)

The board of directors proposes that the chairman of the board Erik Fröberg, or, in his absence, the person designated by the board of directors, is appointed as chairman of the extraordinary general meeting.

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

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

Resolution on (A) implementation of a long-term incentive program 2025 (LTI 2025); (B) authorization for the board of directors to resolve on the acquisition of own shares in Sinch on Nasdaq Stockholm; and (C) transfers of acquired own shares to participants in LTI 2025; or (D) entering into a share swap agreement with a third party (item 7)

Background and reasons

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

The board of directors considers it to be in the best interest of Sinch and its shareholders to implement an additional long-term incentive program (“**LTI 2025**”) for senior executives, key personnel and other employees in the group, in accordance with this proposal. LTI 2025 is proposed to include up to 625 current and future senior executives, key personnel and other employees within the Sinch group.

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

In order to maintain maximum flexibility, the Board of Directors proposes that the extraordinary general meeting resolves:

- i. on LTI 2025 in accordance with the conditions set out in section A.;
- ii. on an increased authorization for the board of directors to resolve on the acquisition of own shares in Sinch on Nasdaq Stockholm and that acquired own shares may be transferred in accordance with the terms of LTI 2025 to participants in LTI 2025, in accordance with the conditions set out in sections B.–C. below; and
- iii. in the event that the required majority according to sections B.–C. below cannot be reached that Sinch may enter into share swap agreements with third parties in accordance with the conditions in section D. below

Item (A) – Resolution on implementation of LTI 2025

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

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

Below is a description of the principal terms and conditions for each of the LTI 2025 Series 1 and 2.

Series 1 – Employee stock options to participants outside Sweden

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

- The employee stock options will be granted without consideration.

- Employee stock options may be granted to current and future employees of the Sinch group who work outside of Sweden.
- Each employee stock option entitles the holder to acquire one (1) share in the Company at an exercise price equal to the fair market value of the share, as determined by the closing price of the Company's share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option.
- Although the allocation of employee stock options is differentiated between employees with reference to, *inter alia*, position, responsibility and working performance, as well as participation and stock options or warrants held in previously established incentive programs of the Sinch group, there are no defined performance conditions that need to be fulfilled in order to be granted employee stock options. However, the employee stock options are subject to both performance and time-based vesting conditions as set out below.
- Upon vesting, unless the employee's employment within the Sinch group ends sooner, employee stock options remain exercisable for a period of five (5) years from the date of grant. In the event the participant is prevented from exercising employee stock options due to the EU Market Abuse Regulation or other applicable laws or internal policies, Sinch's board of directors may prolong the exercise period for such participants with a corresponding period, however not longer than eight (8) months.

Series 1 Vesting cycle and Performance criteria

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

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

each be applicable to ten (10) per cent of the stock options that have reached Series 1 Initial or Subsequent Vesting Date.

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

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

Vesting

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

Series 1 Financial KPI Performance Criterion Stock Options

At the Series 1 Initial Vesting Date and the Subsequent Vesting Date, the Series 1 Financial KPI Performance Criterion Stock Options shall vest dependent on the extent to which the Series 1 Financial KPI Performance Criterion has increased

over a twelve (12) month period. The change shall be measured as the relative change (year-over-year) in the Company's Series 1 Financial KPI Performance Criterion for each quarter preceding the relevant Series 1 Initial or Subsequent Vesting Date compared to the same quarter in the previous year. Vesting for each period shall be linear between 0-10 per cent meaning that if an increase of a Series 1 Financial KPI Performance Criterion is zero (0), zero (0) per cent of the relevant Series 1 Financial KPI Performance Criterion Stock Options vest that quarter and if an increase of a Series 1 Financial KPI Performance Criterion is ten (10) per cent or more, 100 per cent of the relevant Series 1 Financial KPI Performance Criterion Stock Options vest that quarter.

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

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

Catch up of Series 1 Financial KPI Performance Criterion

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

Vesting, against the the quarter preceding the date of grant for each participant in LTI 2025, at every Series 1 Subsequent Vesting Date and at each quarter up until the date of the release of the quarterly report for the quarter prior to the last day of exercise (“**Series 1 Catch Up Date**”).

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

Vesting of Series 1 ESG Performance Criterion Stock Options

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

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

* This target aligns with Sinch’s Science Based Target and the pathway to reduce Scope 1 and 2 greenhouse gas emissions by 42% by 2030, compared to the 2023 baseline (established in accordance

with the Science Based Target Initiative). This means an annual reduction of 6% of scope 1 and 2 emissions vs 2023 baseline calculated according to the following formula. Previous year CO₂e = X. Current year CO₂e = Y. $X - Y = \text{Annual reduction}$. Annual reduction / 2023 baseline, must be equal to or greater than 6 %.

Series 2 – Employee stock options to participants in Sweden

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

- The employee stock options will be granted without consideration.
- Employee stock options may be granted to current and future employees of the Sinch group who work in Sweden.
- Each employee stock option entitles the holder to acquire one (1) share in the Company at an exercise price equal to the fair market value of the share, as determined by the closing price of the Company's share on Nasdaq Stockholm on the last trading day immediately preceding the date of grant of each stock option.
- Although the allocation of employee stock options is differentiated between employees with reference to, *inter alia*, position, responsibility and working performance, as well as participation and stock options or warrants held in previously established incentive programs of the Sinch group, there are no defined performance conditions that need to be fulfilled in order to be granted employee stock options. However, the employee stock options are subject to both performance and time-based vesting conditions as set out below.
- Upon vesting, unless the employee's employment within the Sinch group ends sooner, employee stock options remain exercisable for a period of five (5) years from the date of grant. In the event the participant is prevented from exercising employee stock options due to the EU Market Abuse Regulation or other applicable laws or internal policies, Sinch's board of directors may prolong the exercise period for such participants with a corresponding period, however not longer than eight (8) months.

Series 2 Vesting cycle and Performance criteria

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

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

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

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

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

Vesting

Provided that the holder’s employment within the Sinch group has not been terminated as of a vesting date, and whether and to what extent the Series 2 Performance Criteria have been fulfilled as of the applicable vesting date, the employee stock options will vest on (i) the third anniversary of the date of the grant (the “**Series 2 Initial Vesting Date**”) with respect to 50 per cent of the total number of Series 2 Financial KPI Performance Criterion Stock Options and Series 2 ESG Performance Criterion Stock Options granted to a participant, and (ii) the fourth anniversary of the date of the grant (the “**Series 2 Subsequent Vesting Date**”) with respect to 50 per cent of the total number of Series 2 Financial KPI Performance Criterion Stock Options and Series 2 ESG Performance Criterion Stock Options granted to a participant. The total vesting period, after which all granted stock options will have vested (as applicable), is approximately four (4) years from the date of grant, not considering the potential catch up vesting

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

Series 2 Financial KPI Performance Criterion Stock Options

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

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

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

Catch-up of Series 2 Financial KPI Performance Criterion

If any of the Series 2 Financial KPI Performance Criterion has not been fulfilled, or has been partially fulfilled, on a given Initial or Subsequent Vesting Date but the Company's Adjusted EBITDA (CAGR) and Gross Profit (CAGR) on a vesting date or Series 2 Catch Up Date (as defined below) is fulfilled and such fulfilment lead to a higher number of vested Series 2 Financial KPI Performance Criterion Stock Options than have already vested, the balance of unvested Series 2 Financial KPI Performance Criterion Stock Options shall vest ("**Series 2 Catch Up Vesting**"). The Company's Adjusted EBITDA (CAGR) and Gross Profit (CAGR) shall for the purpose of calculating the Series 2 Catch Up Vesting be measured linear between 0-10 per cent, whereas 10 percent or greater is equal to 100 per cent Series 2 Catch Up Vesting, against the the quarter preceding the date of grant for each participant in LTI 2025, at every Series 2 Subsequent Vesting Date and at each quarter up until the date of the release of the quarterly report for the quarter prior to the last day of exercise ("**Series 2 Catch Up Date**").

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

Vesting of Series 2 ESG Performance Criterion Stock Options

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

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

* This target aligns with Sinch's Science Based Target and the pathway to reduce Scope 1 and 2 greenhouse gas emissions by 42% by 2030, compared to the 2023 baseline (established in accordance with the Science Based Target Initiative). This means an annual reduction of 6% of scope 1 and 2 emissions vs 2023 baseline calculated according to the following formula. Previous year CO₂e = X. Current year CO₂e = Y. $X - Y = \text{Annual reduction}$. $\text{Annual reduction} / 2023 \text{ baseline}$, must be equal to or greater than 6 %.

Preparation and administration

The board of directors shall be responsible for the design, interpretation and management of stock options granted under LTI 2025 within the framework of the above-mentioned principal terms and conditions. The board of directors has the right to make reasonable changes and adjustments in detailed terms and conditions of the framework for stock options under LTI 2025 as deemed necessary or appropriate due to differences in local legislation or practices or for administrative purposes. For holders of stock options who are members of the group management, the board of directors is entitled to (i) accelerate vesting of stock options in the event of a change of control situation where the holder is dismissed from his or her employment in connection therewith and (ii) permit extended vesting and exercisability during the severance period, e.g. in good leaver situations. The board of directors also has the right to adjust detailed terms and conditions of stock options in the event of significant changes within the group or its operational environment that entail that the framework established for stock options under LTI 2025 is no longer reasonable or appropriate, provided that such changes are not

more favourable to the participant than the terms and conditions set forth in this resolution proposal.

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

The exercise price and the number of shares that each 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.

Allocation principles, etc.

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

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

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

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

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

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

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

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

Neither the Company's board members, nor the founders, shall be eligible to participate in LTI 2025.

Item (B) – Resolution on authorization for the board of directors to resolve on the acquisition of own shares in Sinch on Nasdaq Stockholm

The board of directors proposes that the extraordinary general meeting resolves to increase the authorisation for the board of directors to resolve on acquisitions of own shares that was granted to the board of directors at the company's annual general meeting on 22 May 2025. The purpose of the increased authorisation is to enable the board of directors to also resolve on acquisitions of own shares to ensure deliveries of shares to participants in LTI 2025 in accordance with item C. below.

The board of directors therefore proposes that the extraordinary general meeting authorizes the board of directors to decide on the acquisition of the Company's own shares on the following conditions:

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

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

The purpose of the authorization is to (i) enable the board of directors to optimise and improve the capital structure of the Company, thereby creating additional shareholder value, and (ii) enable the acquisition of a maximum 12,800,000 shares in the Company to secure delivery of shares to participants in accordance with item C. below.

As of 31 December 2024, the amount available pursuant to Chapter 17, Section 3, first paragraph of the Swedish Companies Act amounted to SEK 30,274,708,359. The annual general meeting on 22 May 2025 resolved that no dividend would be paid for the financial year 2024 and that the funds at the disposal of the annual general meeting would be carried forward. No further value transfers have taken place after the 2025 annual general meeting, meaning that the Company's available amount pursuant to Chapter 17, Section 3, first paragraph of the Swedish Companies Act remains at SEK 30,274,708,359.

The board of directors has issued statements in accordance with Chapter 19, Section 22 and Chapter 19, Section 24 of the Swedish Companies Act.

Item (C) – Resolution on transfers of acquired own shares to participants in LTI 2025

The board of directors proposes that the extraordinary general meeting resolves on that transfers of acquired shares in the Company may take place on the following conditions:

1. A maximum of 12,800,000 shares in the Company may be transferred to participants in LTI 2025.
2. The transfer of shares to participants requires that the participant fulfils the conditions for receiving shares.
3. The transfer of shares to participants in LTI 2025 shall be made in accordance with the terms and conditions of LTI 2025.
4. The right to acquire shares in Sinch in accordance with the terms and conditions of LTI 2025 shall, with deviation from the shareholders' preferential rights, be granted to persons within the Group participating in LTI 2025.
5. The number of shares in Sinch that may be transferred under LTI 2025 will be recalculated as a result of any bonus issue, split, rights issue and/or other similar corporate action in such manner as the board of directors deems appropriate to obtain a reasonable result.

A maximum of 12,800,000 shares acquired in accordance with section B. above may be transferred.

Item (D) – Resolution on entering into a share swap agreement with a third party

In the event that the required majority for sections B.–C. above is not reached, the board of directors proposes that the extraordinary general meeting resolves that the financial exposure relating to LTI 2025 may be hedged by Sinch entering into a share swap agreement with a third party on market terms, whereby the third party

may in its own name acquire and transfer shares in Sinch to employees who participate in LTI 2025.

Additional information regarding LTI 2025

Costs

The employee stock options Series 1 and 2 are expected to incur accounting costs (accounted for in accordance with the accounting standard IFRS 2) as well as social security costs during the term of the stock options. According to IFRS 2, the employee stock option costs shall be recorded as a personnel expense in the income statement during the vesting period. The total costs for employee stock options Series 1 and 2, calculated in accordance with IFRS 2, are estimated to amount to approximately SEK 87 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 25.00 at the time of grant, (ii) an estimated future volatility in respect of the Company's share during the term of the stock options of 47 per cent, (iii) that the maximum number of stock options encompassed by this resolution proposal are granted to participants of which 9,985,000 of Series 1 and 2,815,000 of Series 2, (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 15 million during the term of the program, based on *inter alia* the assumptions set out under items (i)–(vi) above as well as an average social security rate of approximately 9 per cent and an annual increase in the market price of the Company's share of 15 per cent during the vesting period.

Other costs related to the LTI 2025, including *inter alia* expenses related to fees to external advisors, external appraiser and administration of the incentive program, are estimated to amount to approximately SEK 2 million during the term of the program.

Based on the assumptions set out above, the total costs of the LTI 2025 are estimated to approximately SEK 104 million in total during the term of the program.

These costs shall be seen in relation to the total employee benefits expenses of the Sinch group, which during the financial year 2024 amounted to SEK 4,457 million.

If the share price were to decrease or increase by, for example, 10% until the introduction of the programme (relative to the assumption of SEK 25.00), the costs

of the stock options are expected to decrease or increase by the same percentage (assuming that the other assumptions above remain unchanged).

Dilution

LTI 2025 does not involve any dilution for existing shareholders in the Company.

Motivation in respect of Series 1 stock option vesting and exercise conditions

According to the Rules on Remuneration laid down by the Stock Market Self-Regulation Committee (Sw. *Aktiemarknadens Självregleringskommitté*), the vesting period, or the period between the date of grant until the date when a warrant or stock option may be exercised shall, as a general rule, not be shorter than three (3) years and any deviations from this general rule shall be justified. As set out further above, vesting of Series 1 employee stock options will start on the first anniversary of the date of grant of the stock options to participants, and on the third anniversary of the date of grant, up to 75 per cent of the employee stock options granted to a participant may have vested (provided that all applicable vesting conditions have then been fulfilled). Further, the vested stock options become exercisable soon after they have vested. The reason for applying such terms, which are not in line with the recommendations of the Stock Market Self-Regulation Committee as set out above, is that the board of directors of the Company consider such terms to be in line with market practice for employee stock option programs in most of the countries where the intended participants in Series 1 of LTI 2025 operate. It is therefore, in the opinion of the board of directors, in the best interest of the Company and its shareholders to apply such terms in order to fulfil the objectives of LTI 2025.

Preparation of the proposal

This proposal in respect of LTI 2025 has been prepared by the Company's remuneration committee and board of directors in consultation with external advisers.

The reason for the deviation from the shareholders' preferential rights

The reason for the deviation from the shareholders' preferential rights is to implement LTI 2025.

Majority requirements

A majority of more than half of the votes cast at the meeting shall be required for a resolution of the meeting in accordance with the proposal of the board of directors as set out in section A. above. The resolution of the meeting in accordance with the proposal of the board of directors under sections B.–C. above requires the support of shareholders holding at least nine tenths of both the votes cast and the shares

represented at the meeting. For a valid resolution in accordance with the proposal of the board of directors under section D. above, a majority of more than half of the votes cast at the meeting is required.

Conditions

The extraordinary general meeting's resolution on LTI 2025 under item A. above is conditional upon the extraordinary general meeting either resolving in accordance with the board of director's proposal under items B.-C. above or in accordance with the board of director's proposal under item D. above.

Authorization

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

Overview of outstanding incentive programs

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

Program	Total # of shares at AGM/EGM	Size of program	Potential max dilution (%)	Invested and subscribed	Invested and subscribed /Size of program	Exercised (to date)	Exercised / Size of program	Outstanding	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%	1,780,020	35%	-	0%	1,780,020	35%
2020 I	588,747,510	5,800,000	0.98%	3,281,000	57%	179,400	3%	1,285,250	22%	1,464,650	25%
2020 II	599,859,340	4,702,600	0.78%	4,228,890	90%	-	0%	3,334,110	71%	3,334,110	71%
2021 I	650,235,020	3,230,000	0.49%	3,118,550	97%	-	0%	1,746,910	54%	1,746,910	54%
2021 II	727,163,370	3,210,000	0.44%	3,049,919	95%	-	0%	1,090,175	34%	1,090,175	34%
2022	833,196,688	25,000,000	2.91%	21,488,206	86%	1,369,637	5%	12,855,846	51%	14,225,483	57%
2023	838,602,248	8,385,000	0.99%	7,203,099	86%	54,100	1%	5,486,558	65%	5,540,658	66%
2024	843,362,848	17,100,000	1.99%	15,878,727	93%	34,352	0%	14,388,662	84%	14,423,014	84%
Total		102,527,600				25,639,769	25%	40,187,511	39%	65,827,280	64%
LTI 2025	845 million*	12,800,000	0.00 %								

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

** Based on 844,624,086 shares outstanding.*

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

Documents

The complete proposals, documents pursuant to Chapter 19, Sections 22 and 24 of the Swedish Companies Act and other documents which shall be made available

prior to the extraordinary general meeting will be made available at the at the Company's offices at Lindhagensgatan 112, SE-112 51, Stockholm, Sweden, and on the Company's website (<https://investors.sinch.com>) not later than three weeks prior to the extraordinary general meeting in accordance with the requirements of the Swedish Companies Act. The documents will be sent to shareholders who request it and who inform the Company of their mailing address. Such request can be sent to the contact details set out under the heading "*Attendance in person or by proxy*" above. The relevant documents will be made available and presented at the extraordinary general meeting.

Shareholders' right to request information

If a shareholder at the extraordinary 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. 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 extraordinary 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, 844,624,086 outstanding shares and votes. The Company holds no treasury shares as of the date of this notice.

Stockholm in July 2025

Sinch AB (publ)

The board of directors



Sinch AB (publ) extraordinary general meeting Thursday, 14 August 2025

Form for postal voting

The form must be received by Computershare AB (which administers the extraordinary general meeting and the forms for Sinch AB (publ)) by Friday, 8 August 2025.

The following shareholder registers and hereby exercises by postal voting (advance voting) their right to vote for all of the shareholder's shares in Sinch AB (publ), 556882-8908, at the extraordinary general meeting on Thursday, 14 August 2025. The voting right is exercised in accordance with the below marked voting options.

Information about you

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

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

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

☐ I am a shareholder ☐ I represent a shareholder

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

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

Name of shareholder	Personal ID no / Corporate ID no

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 EGM", Gustav III:s Boulevard 34, SE-169 73 Solna, 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 EGM", Gustav III:s Boulevard 34, SE-169 73 Solna, 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 extraordinary general meeting in Sinch AB (publ) on Thursday, 14 August 2025

2. Appointment of chairman of the meeting

2.1 Erik Fröberg, or, in his absence, the person designated by the board of directors *

☐ 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

7. Resolution on

(A) implementation of a long-term incentive program 2025 (LTI 2025) *

☐ Yes

☐ No

☐ Abstain

(B) authorization for the board of directors to resolve on the acquisition of own shares in Sinch on Nasdaq Stockholm *

☐ Yes

☐ No

☐ Abstain

(C) transfers of acquired own shares to participants in LTI 2025 *

☐ Yes

☐ No

☐ Abstain

(D) entering into a share swap agreement with a third party

*In the event that the required majority for items (B)–(C) above is not reached, the board of directors proposes that the extraordinary general meeting instead resolves on entering into a share swap agreement with a third party in accordance with item (D) **

☐ Yes

☐ No

☐ Abstain

* Compulsary

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 (%)		
2.1	229 802 569,0	100,000%	0,0	0,000%	0,0	229 802 569,0	43,198%	0,0	0,000%	229 802 569	27,198%
3.1	229 802 569,0	100,000%	0,0	0,000%	0,0	229 802 569,0	43,198%	0,0	0,000%	229 802 569	27,198%
4.	229 802 569,0	100,000%	0,0	0,000%	0,0	229 802 569,0	43,198%	0,0	0,000%	229 802 569	27,198%
5.	229 802 569,0	100,000%	0,0	0,000%	0,0	229 802 569,0	43,198%	0,0	0,000%	229 802 569	27,198%
6.	229 802 569,0	100,000%	0,0	0,000%	0,0	229 802 569,0	43,198%	0,0	0,000%	229 802 569	27,198%
7.A	172 800 270,0	75,224%	56 914 378,0	24,776%	87 921,0	172 800 270,0	32,483%	56 914 378,0	10,699%	229 714 648	27,187%
7.B	172 582 946,0	75,101%	57 219 623,0	24,899%	0,0	172 582 946,0	32,442%	57 219 623,0	10,756%	229 802 569	27,198%
7.C	172 414 313,0	75,027%	57 388 256,0	24,973%	0,0	172 414 313,0	32,410%	57 388 256,0	10,788%	229 802 569	27,198%
7.D	172 516 021,0	75,071%	57 286 548,0	24,929%	0,0	172 516 021,0	32,429%	57 286 548,0	10,769%	229 802 569	27,198%