

## **The nomination committee's proposals, statement regarding the work of the nomination committee and reasoned statement regarding its proposals for members of the board of directors in Sinch AB (publ) ahead of the annual general meeting 2024**

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The nomination committee of Sinch AB (publ) (“Sinch” or the “Company”) ahead of the annual general meeting 2024 consists 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) as well as Erik Fröberg (chairman of the board of directors of the Company). Jonas Fredriksson is the chairman of the nomination committee.

### **The nomination committee and its work**

Ahead of the annual general meeting 2024, the nomination committee has held six meetings where minutes have been kept, and has also had several informal contacts. The nomination committee has been provided with an introduction to Sinch by the chairman of the board of directors, including a review of the evaluation of the work of the board of directors. The nomination committee has also met with all of the board members individually. Particular attention has been paid to the composition of the board and how the board functions as a group. The nomination committee has also discussed the evaluation of the work of the board of directors. The nomination committee has also taken a position on the remunerations for the board of directors, the audit committee and the remuneration committee.

### **The nomination committee's proposals for chairman of the annual general meeting**

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

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

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

Finally, the nomination committee proposes that Erik Fröberg shall be re-elected as chairman of the board of directors for the period until the close of the next annual general meeting.

### **Reasoned statement for the proposal**

The nomination committee has, to assist in its work, received an evaluation of the board of directors and its work based on a survey directed to all current members of the board of directors. The size and composition of the board of directors with regard to, *i.e.*, industry expertise and competence, has been discussed.

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

The nomination committee is of the opinion that the proposed members of the board of directors represent a broad and diverse group of informed persons, well-motivated and fit for the tasks to be carried out by the board of directors of Sinch. The nomination committee is also of the opinion that the members of the board of directors complement each other well with respect to competence and experience. The proposed board of directors comprises four male and two female members, *i.e.* a proportion of approximately 33 per cent female members.

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

A presentation of the proposed members of the board of directors (including the nomination committee's evaluation on their independence) can be found on the Company's website (<https://investors.sinch.com>).

Furthermore, the nomination committee has, together with the board of directors, discussed the importance of the Company working with sustainability in an informed and productive manner.

**The nomination committee's proposals regarding remuneration to the board of directors**

The remuneration for each member of the board of directors elected by a general meeting who is not employed by the Company has from the annual general meeting 2023 and onwards amounted to SEK 700,000 annually. The chairman of the board of directors has received SEK 1,500,000 annually. Remuneration for the work of the members in the audit committee amounted to SEK 100,000 annually and SEK 250,000 annually for the chairman of the audit committee. Remuneration for the work of the members in the remuneration committee amounted to SEK 50,000 annually and SEK 100,000 annually for the chairman of the remuneration committee

The nomination committee proposes that the remuneration to the board of directors remains unchanged.

**The nomination committee's proposals regarding election of auditor**

The nomination committee proposes, in accordance with the recommendations of the audit committee, that a registered accounting company is elected as auditor with no deputy auditors and the re-election of the registered accounting company Deloitte AB as the Company's auditor for the period until the close of the next annual general meeting.

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

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

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

The nomination committee proposes no change to the principles for the work of the nomination committee and instructions for the nomination committee which were adopted to apply until further notice at the annual general meeting 2023. These are available on the Company's website (<https://investors.sinch.com>).

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Stockholm in April 2024

**Sinch AB (publ)**

*The nomination committee*