



# Resolutions from the 2025 Annual General Meeting in Sinch AB (publ)

Sinch held its annual general meeting on Thursday 22 May 2025 in Stockholm.

## **Adoption of the profit and loss statement and balance sheet, appropriation of the company's profit or loss and discharge from liability**

The meeting adopted the presented profit and loss statement and balance sheet as well as the consolidated profit and loss statement and consolidated balance sheet.

In accordance with the proposal of the board of directors, the meeting resolved to not pay any dividend for the financial year 2024.

The meeting further resolved to discharge the members of the board of directors, the CEO and the deputy CEO from liability for the financial year 2024.

## **Election of members of the board of directors, chairman of the board of directors and auditors**

The meeting resolved, in accordance with the proposal of the nomination committee, that the board of directors for the period until the close of the next annual general meeting shall consist of six members elected by a general meeting with no deputy members and resolved to re-elect Erik Fröberg, Björn Zethraeus, Renée Robinson Strömberg, Mattias Stenberg and Lena Almfelt as members of the board of directors, to elect Kristina Willgård as a new member of the board of directors as well as to re-elect Erik Fröberg as chairman of the board of directors.

The registered accounting company Deloitte AB was, in accordance with the proposal of the nomination committee, re-elected as auditor.

## **Remuneration to the board of directors and the auditors**

The meeting resolved, in accordance with the proposal of the nomination committee, on an annual remuneration of 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 of SEK 1,500,000 to the chairman of the board of directors. Furthermore, it was resolved on an annual remuneration of SEK 175,000 to each of the members of the audit committee, of SEK 350,000 to the chairman of the audit committee, of SEK 85,000 to each of the members of the remuneration committee and of SEK 175,000 to the chairman of the remuneration committee. In addition, it was resolved that remuneration to the auditor shall be paid in accordance with approved invoices.

## **Principles for the work of the nomination committee and instructions for the nomination committee**

The meeting resolved on principles for the work of the nomination committee and instructions for the nomination committee, in accordance with the proposal of the nomination committee.

## **Guidelines for compensation to senior executives**

The meeting resolved on guidelines for compensation to senior executives, in accordance with the proposal of the board of directors.

## **Approval of the remuneration report**

The meeting resolved to approve the board of directors' remuneration report.

## **Authorization for the board of directors to resolve on new issues of shares**

The meeting resolved, in accordance with the board of directors' proposal, to authorize the board of directors, on one or several occasions, until the next annual general meeting, to resolve on issues of new shares, and that such new issue can be performed with deviation from the shareholders' preferential rights. The board of directors is entitled to resolve on share

issues causing an increase of the company's share capital of at most ten per cent of the company's registered share capital at the time the board of directors first utilizes the authorization.

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.

#### **Authorization for the board of directors to resolve on acquisitions of own shares**

The meeting resolved, in accordance with the proposal of the board of directors, to authorize the board of directors to, on one or several occasions, until the next annual general meeting, resolve on acquisitions of own shares. Acquisitions of shares may be made on Nasdaq Stockholm or another regulated market of a maximum number of shares so that the company's holding of own shares at any given time does not exceed ten per cent of all shares in the company. Acquisitions of the company's own shares on Nasdaq Stockholm or another regulated market may only be made within the price interval registered at any given time, i.e. the interval between the highest bid price and the lowest selling price. The board of directors shall have the right to decide on other terms and conditions for acquisitions of own shares in accordance with the authorization.

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

#### **Implementation of a long-term incentive program 2025, and issue of warrants to secure delivery of shares upon exercise of employee stock options**

The board of directors' proposal to implement a long term incentive program for senior executives, key personnel and other employees within the Sinch group did not achieve the required majority at the meeting and was therefore not adopted.