

Press release
2025-04-23

The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

Notice of annual general meeting in Truecaller AB

The shareholders in Truecaller AB, Reg. No. 559278-2774, are hereby invited to attend the annual general meeting (Sw. årsstämma) to be held at the company's premises at Mäster Samuelsgatan 56 in Stockholm, Sweden, on Friday 23 May 2025 at 11:00 a.m. CEST.

Right to participate in the meeting and notice of participation

Shareholders wishing to attend the annual general meeting must:

- be registered in the company's share register kept by Euroclear Sweden AB as of Thursday 15 May 2025; and
- no later than on Monday 19 May 2025, notify the company of their intention to participate in the annual general meeting by mail to Computershare AB, "Truecaller's AGM", P.O. Box 5267, SE-102 46 Stockholm, Sweden, by phone to +46(0)771 24 64 00, by e-mail to proxy@computershare.se, or electronically on the company's website, (corporate.truecaller.com/governance/general-meetings). The notice should specify the complete name of the shareholder, personal identity number or company registration number, the number of shares held by the shareholder, address, telephone number during work hours and, when applicable, information on the number of advisors (two at the most).

Trustee-registered shares

Shareholders whose shares are trustee-registered in the name of a bank or other trustee must, to be able to exercise their voting rights at the annual general meeting, request the trustee to register their shares in their own name with Euroclear Sweden AB (so called "voting rights registration"). Such voting rights registration must be implemented by the trustee no later than as of Monday 19 May 2025. Accordingly, shareholders must well in advance before this date notify their trustee of their request of such voting rights registration.

Proxies etc.

A proxy representing a shareholder must bring a written, dated and by the shareholder signed power of attorney to the annual general meeting. The validity term of the power of attorney may be at the longest five years if this is specifically stated. In case no validity term is stated, the power of attorney is valid for at the longest one year. Should the power of attorney be issued by a legal entity, a copy of a registration certificate (Sw. registreringsbevis) or equivalent document shall be presented at the meeting. In order to facilitate the preparations before the meeting, a copy of the power of attorney and other proof of authority should be attached to the notice of participation. A template power of attorney can be found at the company website (corporate.truecaller.com/governance/general-meetings) and will be sent by mail to the shareholders who request it and state their address.

Proposed agenda

0. Opening of the meeting.
1. Election of chairman of the meeting.
2. Preparation and approval of the voting register.
3. Approval of the agenda.
4. Election of one or two persons to attest the minutes.
5. Determination as to whether the meeting has been duly convened.
6. Address by the chief executive officer.
7. Presentation of the annual report and the auditor's report and the consolidated annual report and the auditor's report on the consolidated annual report.
8. Resolution:
 - a. in respect of the adoption of the profit and loss statement and the balance sheet and the consolidated profit and loss statement and the consolidated balance sheet;
 - b. in respect of the allocation of the company's profits as set forth in the adopted balance sheet; and
 - c. in respect of discharge from liability of the board members and the chief executive officer.
9. Determination of the number of board members and the number of auditors and deputy auditors.
10. Determination of remuneration for the members of the board of directors.
11. Determination of remuneration for the auditors.
12. Election of board.
 - a. re-election of Alan Mamedi,
 - b. re-election of Annika Poutiainen,
 - c. re-election of Helena Svancar,
 - d. re-election of Nami Zarringhalam,
 - e. re-election of Shailesh Lakhani,
 - f. new election of Aruna Sundararajan.
13. Election of chairman of the board.
14. Election of auditor.
15. Resolution on approval of remuneration report.
16. Resolution on guidelines for remuneration to senior executives.

17. Resolution on establishment of principles for the Nomination Committee.
18. Resolution on authorization for the board of directors regarding issues.
19. Resolution on authorization for the board of directors regarding repurchase and transfer of series B shares in the company.
20. Resolution on (A) reduction of the share capital by way of cancellation of own shares, and (B) increase of the share capital by way of bonus issue.
21. Resolution on the implementation of a long-term share program 2025:1 and hedging arrangements in respect of the program.
22. Resolution on the implementation of a long-term share program 2025:2 and hedging arrangements in respect of the program.
23. Closing of the meeting.

Proposed resolutions

Item 1: Election of chairman of the meeting

The Nomination Committee, that has consisted of Kamjar Hajabdolahi (chairman), appointed by Nami Zarringalam, Sven Törnkvist, appointed by Alan Mamedi, Mattias Lampe, appointed by Peak XV, and Alan Mamedi, representing the board of directors, proposes that Annika Poutiainen is elected as chairwoman of the meeting.

Item 8 b: Resolution in respect of the allocation of the company's profits as set forth in the adopted balance sheet

The board of directors proposes payment of a dividend of SEK 1.70 per series A and series B share. The record date to receive the dividend is proposed to be 27 May 2025. If the annual general meeting resolves in accordance with the proposal, payment of the dividend is expected to be performed through Euroclear Sweden AB on 2 June 2025.

Item 9: Determination of the number of board members and the number of auditors and deputy auditors

The Nomination Committee proposes that the board of directors shall be composed of six (6) board members. Furthermore, it is proposed, in accordance with the recommendation from the Audit Committee, that one registered public accounting firm is appointed as auditor.

Item 10: Determination of remuneration for the members of the board of directors

The Nomination Committee proposes that board remuneration shall be paid with SEK 650,000 to the chairman of the board of directors and with SEK 500,000 to each of the other board members. It is further proposed that remuneration for committee work shall be paid with SEK 250,000 to the chairman of the Audit Committee, with SEK 100,000 to each of the other members of the Audit Committee, with SEK 150,000 to the chairman of the Remuneration Committee and with SEK 80,000 to each of the other members of the Remuneration Committee.

Item 11: Determination of remuneration for the auditors

The Nomination Committee proposes that remuneration for the auditor is, in accordance with the recommendation from the Audit Committee, paid in accordance with customary norms and approved invoice.

Item 12: Election of board

The Nomination Committee proposes that Alan Mamedi, Annika Poutiainen, Helena Svancar, Nami Zarringhalam and Shailesh Lakhani are re-elected as board members and that Aruna Sundararajan is elected as new board member.

Information about the board member proposed for new election:

Ms. Aruna Sundararajan, born 1959, has solid experience within the technology field, from other board assignments and comes with extensive experience in policy and regulatory matters within India. She has held key positions at central level such as Secretary of the Ministry of Electronics and Information Technology (MEITY), Secretary to the Department of Telecommunications and chairperson of the Digital Communications Commission where she played a key role in policy making for the telecom sector. As Kerala's first IT Secretary she was the driving force behind major digital infrastructure and e-learning projects.

Ms. Sundararajan is an Indian citizen.

Education: Ms. Sundararajan is a postgraduate in Philosophy from Madras University and has a diploma in public administration from the International Institute of Public Administration in Paris.

Other current assignments: Today Ms. Sundararajan serves as chairperson of the Broadband India forum, a think tank for telecom and Digital issues, and is on the advisory board of the Indian Council for Research on International Economic Relations (ICRIER). Furthermore, she is a director on the boards of Delhivery Limited, Info Edge (India) Limited, L&T Technology Services Limited, as well as India's National Bank of Infra Financing and Development (NaBFID).

Shareholding in Truecaller: -

Aruna Sundararajan is considered independent in relation to Truecaller, its senior management and major shareholders.

Information on the board members proposed for re-election can be found at the company website (<https://corporate.truecaller.com/governance/board-of-directors>) and in the annual report.

Item 13: Election of chairman of the board

The Nomination Committee proposes that Nami Zarringhalam is re-elected as chairman of the board of directors.

Item 14: Election of auditor

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that Ernst & Young AB is re-elected as accounting firm. Ernst & Young AB

has informed that the authorized public accountant Jennifer Rock-Baley will continue to be the auditor in charge.

Item 15: Resolution on approval of remuneration report

The board of directors proposes that the annual general meeting resolves to approve the board of directors' remuneration report for the financial year 2024.

Item 16: Resolution on guidelines for remuneration to senior executives

The board of directors proposes – with amendments to the guidelines adopted by the extraordinary general meeting held on 12 August 2021 – that the annual general meeting resolves to adopt the following guidelines for remuneration to senior executives.

Senior executives are key employees of the company who have entered into an employment agreement with the company or a group company; the CEO, deputy CEO (if applicable) and other members of the senior executives' team who report to the before mentioned persons. Senior executives include board members to the extent remuneration is received outside their board duties.

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 the company'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 guidelines below 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 of decision.

Compensation consists of the following components:

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

Fixed base pay

The fixed base pay must be market based and reflect the employee's position, qualifications, experience and individual performance. Fixed base pay is reviewed on an annual basis.

Short-term variable pay

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. Objectives must 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 Remuneration Committee to the board of directors is responsible for the evaluation so far as it concerns variable remuneration to the CEO and other senior executives. However, for variable remuneration to other executives, the CEO is responsible for the evaluation.

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 100 percent of the fixed base pay, as management compensation should be focused on long term incentives.

Long-term variable pay

Long-term variable pay may encompass share-related incentive programs. These guidelines do not apply to remuneration decided or approved by the general meeting. Accordingly, these guidelines do not apply to the company's share-related incentive programs. 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 and attract when recruiting new executives.

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. The compensation to senior executives shall be reviewed annually.

Pensions

Pension benefits for the CEO and other senior executives must reflect customary market terms, compared with that which 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 percent of the fixed base pay.

Other benefits

Other employee benefits may consist of commonly accepted benefits in connection with employment such as health insurance and fitness/wellness programs. The costs for such benefits may not exceed 6 percent of the fixed base pay.

Pay during period of notice

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 varies from three to six months, depending on whether the employee resigns or is terminated. During the notice period, the employees are entitled to unchanged salary and other employment benefits. The total compensation during a period of notice and any severance pay, if required, shall not normally exceed an amount equivalent to the fixed base pay for one year.

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 the 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 committee is appointed by the board of directors. 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 the board of directors shall present to, and which shall then be 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 already 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 Remuneration Committee 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 no 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.

Revision of the guidelines

The board of directors has not received any comments from the shareholders regarding the current guidelines for remuneration to senior executives. The Remuneration Committee has concluded in connection with assessing the current guidelines a need to remove specific remuneration to the founders as well as increasing the amount of variable remuneration that can be paid to senior executives, which has been included in the board of directors' proposal to the annual general meeting.

Apart from the above-mentioned amendments, no other material changes have been made compared to the remuneration guidelines adopted by the extraordinary general meeting held on 12 August 2021.

Item 17: Resolution on establishment of principles for the Nomination Committee

The Nomination Committee proposes that the annual general meeting resolves that a Nomination Committee shall be appointed and that the following principles for the Nomination Committee for the 2026 annual general meeting shall apply.

The annual general meeting instructs a board member appointed by the board of directors, to contact the three largest shareholders or groups of shareholders in terms of votes (this refers to both directly registered shareholders and nominee registered shareholders), according to Euroclear Sweden AB's transcript of the share register as of 30 September 2025, each appointing a representative to, together with the appointed board member, constitute the Nomination Committee for the period until a new Nomination Committee has been appointed in accordance with a mandate from the annual general meeting 2026.

In the event that one of the three largest shareholders or groups of shareholders does not wish to appoint such a representative, the fourth largest shareholder or group of shareholders shall be consulted and so on until the Nomination Committee consists of four members (including the appointed board member).

The majority of the members of the Nomination Committee shall be independent in relation to the company and the company's management. At least one of the members of the Nomination Committee shall be independent in relation to the largest shareholder in terms of votes or group of shareholders who cooperate on the company's management. The CEO or any other person from the company's management shall not be a member of the Nomination Committee. Board members may be members of the Nomination Committee but shall not constitute a majority of its members. If more than one board member is a member of the Nomination Committee, no more than one of them may be dependent in relation to the company's major shareholders.

The Nomination Committee appoints the chairman of the committee among themselves. The appointed board member or other board members shall not be chairman of the Nomination Committee.

The composition of the Nomination Committee shall be announced no later than six months before the annual general meeting 2026.

If one or more shareholders who have appointed representatives to the Nomination Committee no longer belong to the three largest shareholders in the company at a time more than two months before the annual general meeting, the representatives of these shareholders shall resign from their duties and new members shall be appointed by the new shareholders who then belong to the three largest shareholders. If a member of the Nomination Committee resigns before the nomination committee's work is completed, the same shareholder who appointed the outgoing member shall, if deemed necessary, have the right to appoint a new member, or if the shareholder is no longer among the three largest shareholders, the largest shareholder in turn, in accordance with the principles above, but on the basis of Euroclear Sweden AB's print of the share register as soon as possible after the member has left his post.

Changes in the composition of the Nomination Committee shall be made public immediately.

No remuneration shall be paid to the members of the Nomination Committee. The company shall pay the necessary expenses that the Nomination Committee may incur within the framework of its work.

The term of office of the Nomination Committee ends when the subsequent Nomination Committee has been announced.

The Nomination Committee shall submit proposals on the following issues for resolution to the annual general meeting 2026:

- (a) proposal for the chairman of the meeting;

- (b) proposals for members of the board of directors;
- (c) proposal for chairman of the board of directors;
- (d) proposal for auditors;
- (e) proposals for board fees, with a division between the chairman and the other members of the board of directors;
- (f) proposal for fees for the company's auditors; and
- (g) proposal for principles for the appointment of the Nomination Committee for the annual general meeting 2027.

Item 18: Resolution on authorization for the board of directors regarding issues

The board of directors proposes that the annual general meeting resolves to authorize the board of directors, at one or several occasions, during the time up until the next annual general meeting, with or without deviation from the shareholders' preferential rights, and with or without provisions regarding payment in kind or through set-off or other provisions, to resolve to issue new series B shares, convertibles and/or warrants entitling to conversion or subscription of series B shares. The total number of series B shares that may be issued (alternatively be issued through conversion of convertibles and/or exercise of warrants) shall not exceed 38,792,638, which corresponds to a dilution of ten (10) percent of the number of issued shares after the completion of the cancellation of shares proposed under item 20 on the agenda. To the extent an issue is made with deviation from the shareholders' preferential rights, the subscription price shall be on market terms (subject to customary new issue discount, as applicable). The purpose of the authorization is to be able to carry out and finance acquisitions of companies and assets and to give the board of directors increased room for maneuver and the opportunity to adapt and improve the company's capital structure.

Item 19: Resolution on authorization for the board of directors regarding repurchase and transfer of series B shares in the company

The board of directors proposes that the annual general meeting resolves to authorize the board of directors, at one or several occasions, during the time up until the next annual general meeting, to resolve on repurchase and transfer of series B shares in the company. Repurchase of series B shares may be made of a maximum number of shares so that the company's shareholding does not, at each time, exceed ten (10) percent of all outstanding shares in the company. Repurchase of series B shares on Nasdaq Stockholm may be made at a price per share within the registered price interval of the company's series B share at any time, or if the board of directors instructs a member of Nasdaq Stockholm to accumulate a specific number of the company's shares for its own account during a limited period, at a price per share within the price interval at the time or an equivalent volume-weighted average price. Payment of the series B shares shall be made in cash.

Transfer of series B shares may be made of the total number of shares held by the company from time to time. Transfer may be made with deviation from the shareholders' preferential rights on Nasdaq Stockholm. Transfer may also be made to third parties in connection with acquisition of companies, operations, or assets. Transfer of series B shares on Nasdaq

Stockholm may only be made at a price per share within the registered price interval of the company's share at the time and if the transfer is made in another way, at a price corresponding to prices in money or value of property received that corresponds to the price of the company's series B share at the time of the transfer of the shares being transferred with the deviation considered appropriate by the board of directors. Transfer in connection with acquisitions may be made at a market value assessed by the board of directors. Payment for transferred series B shares can be made in cash, through an issue in kind or set-off.

The purpose of the authorizations is to give the board of directors the opportunity to continuously adapt the company's capital structure and thereby contribute to increased shareholder value, to be able to exploit attractive acquisition opportunities by fully or partly financing future acquisitions of companies, operations, or assets with the company's own shares, and for financing and/or securing the delivery of series B shares in long-term incentive programs approved by the general meeting.

Item 20: Resolution on (A) reduction of the share capital by way of cancellation of own shares, and (B) increase of the share capital by way of bonus issue

A. Reduction of the share capital by way of cancellation of own shares

The board of directors proposes that the annual general meeting resolves to reduce the share capital by way of cancellation of 3,945,332 own series B shares that have been repurchased by the board of directors based on the authorization given at the annual general meeting in 2024. Through the reduction, the share capital is reduced by SEK 8,531.852227. The purpose of the reduction is allocation to unrestricted equity.

B. Increase of the share capital by way of bonus issue

To restore the share capital after the proposed reduction of the share capital set out in A above, the board of directors proposes that the annual general meeting simultaneously resolves to increase the share capital by SEK 8,531.852227 through a bonus issue, by transferring the same amount from the company's unrestricted equity without the issuance of new shares.

The board's report in accordance with Chapter 20, Section 13 of the Swedish Companies Act (2005:551)

In accordance with Chapter 20, Section 13 of the Swedish Companies Act, the board of directors reports as follows. The resolution to reduce the company's share capital by cancellation of own series B shares according to item A can be carried out without authorization from the Swedish Companies Registration Office (Sw. Bolagsverket) or a general court, since the company at the same time carries out an equal increase of the share capital through a bonus issue in accordance with item B above. Thus, the company's restricted equity and share capital will remain unchanged.

The board of directors' proposal in accordance with item A and B above shall be resolved upon as one resolution by the annual general meeting.

Item 21: Resolution on the implementation of a long-term share program 2025:1 and hedging arrangements in respect of the program

The board of directors proposes that the annual general meeting resolves on:

- (A) implementation of a long-term share program for employees in the Truecaller group (the “**Share Program 2025:1**”).
- (B) hedging arrangements in respect of the Share Program 2025:1, consisting of:
 - (I) an authorization for the board of directors to resolve on a directed issue of redeemable and convertible series C shares;
 - (II) an authorization for the board of directors to decide on a repurchase of series C shares; and
 - (III) transfers of own ordinary shares of series B to the Share Program 2025:1 participants (employees in the Truecaller group).

Should the majority requirement under Item 21 (B) not be reached, the board of directors proposes that the annual general meeting approves that the company enters into an equity swap agreement with a third party (Item 21 (C)).

Implementation of Share Program 2025:1 (Item 21 (A))

The board of directors proposes that the annual general meeting resolves on the implementation of the Share Program 2025:1 in accordance with the below.

Objectives and reasons for the proposal

Truecaller has during a number of years resolved to implement long-term incentive programs. The board of directors has, when evaluating previous incentive programs, concluded that it would be effective to resolve on implementing a new incentive program at the annual general meeting for employees in the Truecaller group. Consequently, the Share Program 2025:1 is structured to create long-term incentives for members of the senior executives and certain other employees in order to improve Truecaller’s development and create long-term values. In view of the terms proposed below, the size of the allotment and other circumstances, the board of directors assesses that the Share Program 2025:1 is well-balanced and that it will be beneficial for the company and its shareholders.

Description of the Share Program 2025:1

1. The Share Program 2025:1 shall comprise not more than 4,500,000 ordinary shares of series B in Truecaller, corresponding to a dilution of approximately 1.3 percent of the total number of issued shares and approximately 0.6 percent of the total number of votes in Truecaller.¹
2. The Share Program 2025:1 is proposed to include the CEO (“**Group 1**”), other senior executives and key employees (“**Group 2**”) together with certain other employees (“**Group 3**”) (jointly the “**Participants**”).
3. It is proposed that the Share Program 2025:1 shall grant the possibility of allotment of ordinary shares of series B free of charge (“**Performance Shares**”), subject to the

¹ Before the cancellation of shares proposed under item 20 and excluding dilution as a result of previous incentive programs and excluding dilution as a result of Share Program 2025:2, as proposed under item 22 in the notice to the annual general meeting 2025.

fulfilment of the performance target during certain measurement periods (the “**Performance Periods**”).

4. Under the Share Program 2025:1, the Participants will receive a certain number of rights free of charge, which entitle the Participants to receive a certain number of ordinary shares of series B in the company following the expiration of a vesting period of two, three and four years, respectively (“**Performance Share Rights**”). At the implementation of the Share Program 2025:1, each Performance Share Right entitles the holder to one (1) ordinary share of series B (subject to the achievement of the Share Program 2025:1’s performance target). Allotment of 1/3 of the Performance Shares shall take place in June, July or August 2027, allotment of 1/3 of the Performance Shares shall take place in June, July or August 2028 and allotment of 1/3 of the Performance Shares shall take place in June, July or August 2029. Any allotment of ordinary shares of series B pursuant to Performance Share Rights will be subject to the achievement of the performance target, as set out below, and will generally require that the Participants retains his or her employment until the respective allotment date (the “**Vesting Period**”). The reason for the duration of 1/3 of the Share Program 2025:1 being less than three years is that the board of directors has made the assessment that a longer duration than the proposed not sufficiently would contribute to the ability to retain key competence and increase motivation for the employee.
5. Within Group 1, allotment per participant will depend on performance and position within the group and may not exceed 400,000 Performance Share Rights per participant. The number of participants in Group 1 shall not exceed one person.
6. Within Group 2, allotment per participant will depend on performance and position within the group and may not exceed 200,000 Performance Share Rights per participant. The number of participants in Group 2 shall not exceed 40 persons.
7. Within Group 3, allotment per participant will depend on performance and position within the group and may not exceed 20,000 Performance Share Rights per participant. The number of participants in Group 3 shall not exceed 450 persons.
8. For full allotment, the company must achieve a combination of revenue growth rate (%) and adjusted EBITDA (%) of at least 25 percent annually, on average, during the two financial years preceding the respective allotment date. In the event that the performance target falls below 25 percent, the allotment of Performance Shares shall decrease linearly, and in the event that the performance target falls below 5 percent, no allotment of Performance Shares shall be made. Accordingly, the Performance Periods for the Participants run during the financial years 2025 and 2026 with respect to 1/3 of the Performance Shares, during the financial years 2026 and 2027 with respect to 1/3 of the Performance Shares and during the financial years 2027 and 2028 with respect to 1/3 of the Performance Shares.
9. The actual allotment of Performance Share Rights to the Participants, within the limits set out above, is resolved by the board of directors and may be reduced proportionally

based on the respective person's performance and time of employment within the Truecaller group.

10. The right to receive ordinary shares of series B under the Performance Share Rights is conditioned on continued employment within the Truecaller group. Should the employment with the Truecaller group terminate due to redundancy, illness, retirement pursuant to a succession plan approved by the Truecaller group (or similar), the Participant may keep the Performance Share Rights not yet vested pro rata in relation to the time passed since the date the Performance Share Rights were allotted until the termination date, and the remainder of the rights will lapse. Should the Participant's employment with the Truecaller group terminate due to any other reason prior to the expiration of the Vesting Period, all Performance Share Rights held by the Participant will normally lapse. Performance Share Rights shall not constitute securities and may not be transferred, pledged or otherwise disposed of by the Participants.
11. Any allotment of ordinary shares of series B pursuant at vesting of the Performance Shares Rights depends on the extent to which the performance target is met during the Performance Periods, thereby establishing what portion (if any) of the Performance Share Rights that will give the Participants right to receive ordinary shares of series B at the end of the Vesting Period. The company will provide information to the shareholders to what extent the performance target has been achieved after the end of each Performance Period. In total, not more than one (1) Performance Share per Performance Share Right may be allocated (disregarding any recalculation under the terms of the Share Program 2025:1).
12. Provided that the performance target above has been met during the relevant Performance Period and the Participants have retained his or her employment (unless special circumstances are at hand), allotment of 1/3 of the Performance Shares shall take place in June, July or August 2027, allotment of 1/3 of the Performance Shares shall take place in June, July or August 2028 and allotment of 1/3 of the Performance Shares shall take place in June, July or August 2029.
13. When determining the final vesting level of Performance Share Rights, the board of directors shall examine whether the vesting level is reasonable considering Truecaller's financial results and position, conditions on the stock market and other circumstances, and if not, as determined by the board of directors, reduce the vesting level to the lower level deemed appropriate by the board of directors.
14. In order to align the Participants' and shareholders' interests, Truecaller will compensate for any dividends and other value transfers to the shareholders during the Vesting Period by increasing the number of shares to which each Performance Share Right entitles and/or by adjusting the performance target. The performance target and/or the number of ordinary shares of series B in Truecaller which each Performance Share Right entitles the Participants to receive may be recalculated as a result of e.g. bonus issues, reverse splits or splits of shares, interim dividend, new share issues, reductions of the share capital, or similar actions. The transfer of shares may be accelerated as a result of any merger, change of control or similar actions.

15. The board of directors shall resolve on the detailed terms and conditions for the Share Program 2025:1 and, in the event of company related events, market conditions, local legislation or other rules, regulatory changes, or other events, such as significant changes in the ownership structure of the company or changes relating to listing venues, the board of directors shall be entitled to make deviations from and adjustments of the terms and conditions of the Share Program 2025:1 or settle all or part of the Performance Shares in cash.

Costs and effects on important key ratios

The costs of the Share Program 2025:1, which are charged in the profit and loss account, are calculated in accordance with the accounting standard IFRS 2 and distributed over the Vesting Period. The calculation has been made based on the following assumptions: (i) a market price of the Truecaller ordinary share of series B of SEK 65.41 based on the volume-weighted average price during the period 7 April 2025 to 17 April 2025, (ii) an expected dividend of 2 percent per year, (iii) an assessment of total Performance Shares earned during the Vesting Period of 100 percent and (iv) an employee turnover of 10 percent per year. In total, this can lead to maximum costs for the Share Program 2025:1 of approximately SEK 230.8 million, excluding social security costs. The costs for social security charges are estimated to approximately SEK 59,0 million, assuming an annual share price increase of 10 percent during the Vesting Period.

The expected annual costs of the Share Program 2025:1, including annualized social security charges of approximately SEK 15 million, would have corresponded to approximately 17 percent of Truecaller's total annual employee costs 2024.

Given the above assumptions regarding scope and costs, and that the Share Program 2025:1 was introduced in 2023 instead, it is estimated that the key ratio earnings per share for the full year 2024 had decreased from SEK 1.51 to approximately SEK 1.30.

The board of directors deems that the positive effects on earnings that are expected to result from increased share ownership among senior executives and other employees, which may be further increased through the Share Program 2025:1, outweighs the costs related to the Share Program 2025:1.

Dilution

Upon full allotment of Performance Shares, the number of shares under the Share Program 2025:1 amounts to 4,500,000 ordinary shares of series B in Truecaller, corresponding to a dilution effect of approximately 1.3 percent of the share capital and approximately 0.6 percent of the votes based on the number of issued shares as per the day of this proposal.

Preparation of the proposal, etc.

The proposal regarding Share Program 2025:1 has been prepared by the board of directors in consultation with external advisors. No employee that may be included in the program has taken part in the drafting thereof.

Description of ongoing variable compensation programs

Truecaller's ongoing share-based incentive programs and variable compensation to senior executives are described in the annual report for 2024, in note 7 to the consolidated financial statements. The board of directors' accounts of the remuneration committee's evaluation of

the principles for remuneration to senior executives, which are published on Truecaller's website, describes how Truecaller applies its principles for remuneration to senior executives in accordance with the Swedish Companies Act and the Swedish Corporate Governance Code.

Hedging arrangements in respect of the Share Program 2025:1 (Item 21 (B))

The board of directors has evaluated different methods to secure the financial exposure and transfer of shares in accordance with the Share Program 2025:1, such as transfer of own shares and an equity swap agreement with a third party. The board of directors considers a directed issue of redeemable and convertible series C shares and transfer of such shares to the Participants (following conversion of the shares to ordinary shares of series B) to be the most cost-effective and flexible method for hedging the financial exposure and transfer of own shares under the Share Program 2025:1.

The board of directors proposes that the main option to secure the financial exposure shall be transfer of own shares (Item 21 (B)), since the cost associated with an equity swap agreement vastly exceeds the costs of transferring own shares.

Should the majority requirement under Item 21 (B) not be reached, the board of directors proposes that the general meeting approves the entering into an equity swap agreement with a third party (Item 21 (C)).

Authorization for the board of directors to resolve to issue redeemable and convertible series C shares (Item 21 (B) (I))

Authorization for the board of directors to resolve to issue redeemable and convertible series C shares, on one or more occasions, until the next annual general meeting.

The issue shall be effected on the following terms.

- The number of series C shares that may be issued may amount to no more than 4,500,000.
- The new series C shares shall – with deviation from the shareholders' pre-emptive rights – be subscribed for only by an external party who has been informed in advance.
- The price to be paid for each new series C share shall correspond to the quotient value of the share at the time of the subscription of the series C shares.²
- The new series C shares will be subject to restrictions as set forth in Chapter 4, Section 6 (conversion provision) and Chapter 20, Section 31 (redemption provision) of the Swedish Companies Act (SFS 2005:551).

Authorization for the board of directors to resolve to repurchase all issued redeemable and convertible series C shares (Item 21 (B) (II))

Authorization for the board of directors to resolve to repurchase all issued redeemable and convertible series C shares in the company on the following terms.

- Repurchase may be effected through a public offer directed to all owners of series C shares in the company.

² As per the day of this notice, the share's quotient value is approximately SEK 0.002.

- The authorization is valid and may be exercised on one or several occasions until the annual general Meeting 2026.
- The number of series C shares permitted to be repurchased shall amount to no more than 4,500,000.
- Repurchase of shares shall be made at the quotient value, applicable at the time of the subscription of shares according to Item 21 (B) (I) above.
- Payment for series C shares repurchased shall be made in cash.
- The board of directors shall be authorized to establish additional terms for the repurchase.
- The authorization shall also be valid for repurchase of so-called interim shares, designated by Euroclear Sweden AB as a “paid subscribed share” (Sw. *BTA*), relating to a series C share.

The repurchase of own shares is an integrated part of the hedging arrangements for the Share Program 2025:1. The reason for the proposed authorization to repurchase own shares is for the company to be able to fulfil its obligations pursuant to the Share Program 2025:1 in a cost-effective manner.

Resolution on transfer of own ordinary shares of series B to the Participants in the Share Program 2025:1 (Item 21 (B) (III))

The board of directors proposes that the shares issued and repurchased in accordance with Item 21 B (I) and (II), after being converted into ordinary shares of series B, may be transferred to the Participants of the Share Program 2025:1.

Resolution on transfers of the company's own ordinary shares of series B to the Share Program 2025:1 Participants shall be made on the following terms.

- Transfer of shares may only be made of ordinary shares of series B in the company, whereby a maximum of 4,500,000 ordinary shares of series B in the company may be transferred free of charge to the Share Program 2025:1 Participants.
- Right to purchase ordinary shares of series B in the company free of charge shall – with deviation from the shareholders' pre-emptive rights – be granted to the Participants in the Share Program 2025:1.
- Transfers of ordinary shares of series B in the company shall be made free of charge at the time and on the other terms that the Share Program 2025:1 Participants are entitled to be allotted shares.
- The number of ordinary shares of series B in the company that may be transferred under the Share Program 2025:1 will be subject to recalculation as a result of intervening bonus issues, splits, rights issues and/or other similar corporate events.

Entering into an equity swap agreement with a third party (Item 21 (C))

Should the majority required under Item 21 (B) above not be reached, the board of directors proposes that the annual general meeting resolves that the expected financial exposure of the Share Program 2025:1 shall be hedged by the company by entering into an equity swap agreement with a third party on terms in accordance with market conditions, whereby the third party in its own name shall be entitled to acquire and transfer ordinary shares of series B in the company to the Participants of the Share Program 2025:1.

Other information

Conditions

The annual general meeting's resolution on the implementation of the Share Program 2025:1 according to Item 21 (A) above is conditional upon the meeting resolving either in accordance with the board of directors' proposal under Item 21 (B) or resolving in accordance with the board of directors' proposal under Item 21 (C).

Majority requirements

The annual general meeting's resolution according to Item 21 (A) above require a simple majority among the votes cast. A valid resolution under Item 21 (B) above requires that shareholders representing not less than nine-tenths of the votes cast as well as of the shares represented at the meeting approve the resolution. A valid resolution under Item 21 (C) above requires a simple majority among the votes cast.

Item 22: Resolution on the implementation of a long-term share program 2025:2 and hedging arrangements in respect of the program

The board of directors proposes that the annual general meeting resolves on:

- (A) implementation of a long-term share program for the company's newly appointed CEO, Rishit Jhunjhunwala (the "**Participant**") (the "**Share Program 2025:2**"); and
- (B) hedging arrangements in respect of the Share Program 2025:2, consisting of:
 - (I) an authorization for the board of directors to resolve on a directed issue of redeemable and convertible series C shares;
 - (II) an authorization for the board of directors to decide on a repurchase of series C shares; and
 - (III) transfers of own ordinary shares of series B to the Share Program 2025:2 Participant.

Should the majority requirement under item 22 (B) not be reached, the board of directors proposes that the annual general meeting approves that the company enters into an equity swap agreement with a third party (item 22 (C)).

Implementation of Share Program 2025:2 (Item 22 (A))

The board of directors proposes that the annual general meeting resolves on the implementation of the Share Program 2025:2 in accordance with the below.

Objectives and reasons for the proposal

Truecaller has during a number of years resolved to implement long-term incentive programs. The board of directors has, when evaluating previous incentive programs, concluded that it would be effective to resolve on implementing a new incentive program at the annual general meeting for the newly appointed CEO of Truecaller. Consequently, the Share Program 2025:2 is structured to create a long-term incentive for the Participant in order to improve Truecaller's development and create long-term values. In view of the terms proposed below, the size of the allotment and other circumstances, the board of directors

assesses that the Share Program 2025:2 is well-balanced and that it will be beneficial for the company and its shareholders.

Description of the Share Program 2025:2

1. The Share Program 2025:2 shall comprise of not more than 1,000,000 ordinary shares of series B in Truecaller, corresponding to a dilution of approximately 0.3 percent of the total number of issued shares and approximately 0.1 percent of the total number of votes in Truecaller.³
2. The Share Program 2025:2 is proposed to include the Participant.
3. It is proposed that the Share Program 2025:2 shall grant the possibility of allotment of ordinary shares of series B free of charge ("**Performance Shares**"), subject to the fulfilment of the performance target during the measurement period (the "**Performance Period**").
4. Under the Share Program 2025:2, the Participant will receive a certain number of rights free of charge, which entitle the Participant to receive a certain number of ordinary shares of series B in the company following the expiration of the vesting period of at least approximately three years ("**Performance Share Rights**"). At the implementation of the Share Program 2025:2, each Performance Share Right entitles the holder to one (1) ordinary share of series B (subject to the achievement of the Share Program 2025:2's performance target). Any allotment of ordinary shares of series B pursuant to Performance Share Rights will be subject to the achievement of the performance target, as set out below, and will generally require that the Participant retains his employment until the allotment date (the "**Vesting Period**").
5. For allotment, the company must achieve a combination of revenue growth rate (%) and adjusted EBITDA (%) of at least 25 percent annually, on average, during the financial years 2026 and 2027 and that the company has reached a revenue of at least SEK 1.25 billion in any quarter prior to or during 2028 (corresponding to an annualized revenue run of SEK 5 billion). Accordingly, the Performance Period for the Participant runs until and including 2028.
6. The actual allotment of Performance Share Rights to the Participant, within the limits set out above, is resolved by the board of directors and may be reduced proportionally based on the Participant's performance and time of employment within the Truecaller group.
7. The right to receive ordinary shares of series B under the Performance Share Rights is conditioned on continued employment as the CEO of Truecaller. Should the employment as the company's CEO terminate due to redundancy, illness, retirement pursuant to a succession plan approved by the Truecaller group (or similar), the Participant may keep the Performance Share Rights not yet vested pro rata in relation

³ Before the cancellation of shares proposed under item 20 and excluding dilution as a result of previous incentive programs and excluding dilution as a result of Share Program 2025:1, as proposed under item 21 in the notice to the annual general meeting 2025.

to the time passed since the date the Performance Share Rights were allotted until the termination date, and the remainder of the rights will lapse. Should the Participant's employment as the CEO of Truecaller terminate due to any other reason prior to the expiration of the Vesting Period, all Performance Share Rights held by the Participant will normally lapse. Performance Share Rights shall not constitute securities and may not be transferred, pledged or otherwise disposed of by the Participant.

8. Any allotment of Performance Shares (vesting) depends on the extent to which the performance target is met during the Performance Period, thereby establishing what portion (if any) of the Performance Share Rights that will give the Participant right to receive ordinary shares of series B at the end of the Vesting Period. The company will provide information to the shareholders to what extent the performance target has been achieved after the end of the Performance Period. In total, not more than one (1) Performance Share per Performance Share Right may be allocated (disregarding any recalculation under the terms of the Share Program 2025:2).
9. Provided that the performance target has been met during the relevant Performance Period and the Participant has retained his position as CEO (unless special circumstances are at hand), allotment of the Performance Shares shall take place in the following quarter after the performance target has been met. In the event that the company has reached a revenue of at least SEK 1.25 billion in any quarter prior to 2028, and provided that the other performance targets have been met during the Performance Period, allotment of the Performance Shares shall take place as soon as they have been fulfilled (however not earlier than during the first quarter of 2028). The reason for the duration of the Share Program 2025:2 may be less than three years is that the board of directors has made the assessment that a longer duration than the proposed not sufficiently would contribute to the ability to increase motivation for the Participant.
10. When determining the final vesting level of Performance Share Rights, the board of directors shall examine whether the vesting level is reasonable considering Truecaller's financial results and position, conditions on the stock market and other circumstances, and if not, as determined by the board of directors, reduce the vesting level to the lower level deemed appropriate by the board of directors.
11. In order to align the Participant's and shareholders' interests, Truecaller will compensate for any dividends and other value transfers to the shareholders during the Vesting Period by increasing the number of shares to which each Performance Share Right entitles and/or by adjusting the performance target. The performance target and/or the number of ordinary shares of series B in Truecaller which each Performance Share Right entitles the Participant to receive may be recalculated as a result of e.g. bonus issues, reverse splits or splits of shares, interim dividend, new share issues, reductions of the share capital, or similar actions. The transfer of shares may be accelerated as a result of any merger, change of control or similar actions.
12. The board of directors shall resolve on the detailed terms and conditions for the Share Program 2025:2 and, in the event of company related events, market conditions, local legislation or other rules, regulatory changes, or other events, such as significant changes in the ownership structure of the company or changes relating to listing

venues, the board of directors shall be entitled to make deviations from and adjustments of the terms and conditions of the Share Program 2025:2 or settle all or part of the Performance Shares in cash.

Costs and effects on important key ratios

The costs of the Share Program 2025:2, which are charged in the profit and loss account, are calculated in accordance with the accounting standard IFRS 2 and distributed over the Vesting Period. The calculation has been made based on the following assumptions: (i) a market price of the Truecaller ordinary share of series B of SEK 65.41 based on the volume-weighted average price during the period 7 April 2025 to 17 April 2025, (ii) an expected dividend of 2 percent per year, and (iii) an assessment of total Performance Shares earned during the Vesting Period of 50 percent. In total, this can lead to maximum costs for the Share Program 2025:2 of approximately SEK 66 million, including applicable social security costs.

The expected annual costs of the Share Program 2025:2 would have corresponded to approximately 4 percent of Truecaller's total annual employee costs 2024.

Given the above assumptions regarding scope and costs, and that the Share Program 2025:2 was introduced in 2023 instead, it is estimated that the key ratio earnings per share for the full year 2024 had decreased from SEK 1.51 to approximately SEK 1.46.

The board of directors deems that the positive effects on earnings that are expected to result from the Participant's increased share ownership, which may be further increased through the Share Program 2025:2, outweighs the costs related to the Share Program 2025:2.

Dilution

Upon full allotment of Performance Shares, the number of shares under the Share Program 2025:2 amounts to 1,000,000 ordinary shares of series B in Truecaller, corresponding to a dilution effect of approximately 0.3 percent of the share capital and approximately 0.1 percent of the votes based on the number of issued shares as per the day of this proposal.

Preparation of the proposal, etc.

The proposal regarding Share Program 2025:2 has been prepared by the board of directors in consultation with external advisors. No employee that may be included in the program has taken part in the drafting thereof.

Description of ongoing variable compensation programs

Truecaller's ongoing share-based incentive programs and variable compensation to senior executives are described in the annual report 2024, in note 7 to the consolidated financial statements. The board of directors' accounts of the remuneration committee's evaluation of the principles for remuneration to senior executives, which are published on Truecaller's website, describes how Truecaller applies its principles for remuneration to senior executives in accordance with the Swedish Companies Act and the Swedish Corporate Governance Code.

Hedging arrangements in respect of the Share Program 2025:2 (Item 22 (B))

The board of directors has evaluated different methods to secure the financial exposure and transfer of shares in accordance with the Share Program 2025:2, such as transfer of own shares and an equity swap agreement with a third party. The board of directors considers a directed issue of redeemable and convertible series C shares and transfer of such shares to the Participant (following conversion of the shares to ordinary shares of series B) to be the most cost-effective and flexible method for hedging the financial exposure and transfer of own shares under the Share Program 2025:2.

The board of directors proposes that the main option to secure the financial exposure shall be transfer of own shares (Item 22 (B)), since the cost associated with an equity swap agreement vastly exceeds the costs of transferring own shares.

Should the majority requirement under Item 22 (B) not be reached, the board of directors proposes that the annual general meeting approves the entering into an equity swap agreement with a third party (Item 22 (C)).

Authorization for the board of directors to resolve to issue redeemable and convertible series C shares (Item 22 (B) (I))

Authorization for the board of directors to resolve to issue redeemable and convertible series C shares, on one or more occasions, until the next annual general meeting.

The issue shall be effected on the following terms.

- The number of series C shares that may be issued may amount to no more than 1,000,000.
- The new series C shares shall – with deviation from the shareholders' pre-emptive rights – be subscribed for only by an external party who has been informed in advance.
- The price to be paid for each new series C share shall correspond to the quotient value of the share at the time of the subscription of the series C shares.⁴
- The new series C shares will be subject to restrictions as set forth in Chapter 4, Section 6 (conversion provision) and Chapter 20, Section 31 (redemption provision) of the Swedish Companies Act (SFS 2005:551).

Authorization for the board of directors to resolve to repurchase all issued redeemable and convertible series C shares (Item 22 (B) (II))

Authorization for the board of directors to resolve to repurchase all issued redeemable and convertible series C shares in the company on the following terms.

- Repurchase may be effected through a public offer directed to all owners of series C shares in the company.
- The authorization is valid and may be exercised on one or several occasions until the annual general meeting 2026.
- The number of series C shares permitted to be repurchased shall amount to no more than 1,000,000.

⁴ As per the day of this notice, the share's quotient value is approximately SEK 0.002.

- Repurchase of shares shall be made at the quotient value, applicable at the time of the subscription of shares according to item 22 (B) (I) above.
- Payment for series C shares repurchased shall be made in cash.
- The board of directors shall be authorized to establish additional terms for the repurchase.
- The authorization shall also be valid for repurchase of so-called interim shares, designated by Euroclear Sweden AB as a “paid subscribed share” (Sw. *BTA*), relating to a series C share.

The repurchase of own shares is an integrated part of the hedging arrangements for the Share Program 2025:2. The reason for the proposed authorization to repurchase own shares is for the company to be able to fulfil its obligations pursuant to the Share Program 2025:2 in a cost-effective manner.

Resolution on transfer of own ordinary shares of series B to the Participant in the Share Program 2025:2 (Item 22 (B) (III))

The board of directors proposes that the shares issued and repurchased in accordance with Item 22 B (I) and (II), after being converted into ordinary shares of series B, may be transferred to the Participant of the Share Program 2025:2.

Resolution on transfers of the company's own ordinary shares of series B to the Share Program 2025:2 Participant shall be made on the following terms.

- Transfer of shares may only be made of ordinary shares of series B in the company, whereby a maximum of 1,000,000 ordinary shares of series B in the company may be transferred free of charge to the Share Program 2025:2 Participant.
- Right to purchase ordinary shares of series B in the company free of charge shall – with deviation from the shareholders' pre-emptive rights – be granted to the Participant in the Share Program 2025:2.
- Transfers of ordinary shares of series B in the company shall be made free of charge at the time and on the other terms that the Share Program 2025:2 Participant is entitled to be allotted shares.
- The number of ordinary shares of series B in the company that may be transferred under the Share Program 2025:2 will be subject to recalculation as a result of intervening bonus issues, splits, rights issues and/or other similar corporate events.

Entering into an equity swap agreement with a third party (Item 22 (C))

Should the majority required under Item 22 (B) above not be reached, the board of directors proposes that the annual general meeting resolves that the expected financial exposure of the Share Program 2025:2 shall be hedged by the company by entering into an equity swap agreement with a third party on terms in accordance with market conditions, whereby the third party in its own name shall be entitled to acquire and transfer ordinary shares of series B in the company to the Participant of the Share Program 2025:2.

Other information

Conditions

The annual general meeting's resolution on the implementation of the Share Program 2025:2 according to Item 22 (A) above is conditional upon the meeting resolving either in accordance with the board of directors' proposal under Item 22 (B) or resolving in accordance with the board of directors' proposal under Item 22 (C).

Majority requirements

The annual general meeting's resolution according to Item 22 (A) above require a simple majority among the votes cast. A valid resolution under Item 22 (B) above requires that shareholders representing not less than nine-tenths of the votes cast as well as of the shares represented at the meeting approve the resolution. A valid resolution under Item 22 (C) above requires a simple majority among the votes cast.

Particular majority requirements

Aside from the majority requirements set out in items 21-22, for valid resolutions on the proposals pursuant to items 18-20, the proposals have to be supported by shareholders representing at least two thirds of the votes cast as well as of all shares represented at the annual general meeting.

Information at the annual general meeting

The board of directors and the chief executive officer shall at the annual general meeting, if any shareholder so requests and the board of directors believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of items on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial position and the company's relation to other companies within the group.

Financial statements and complete proposals

Financial statements, the audit report, the board of directors' remuneration report, the statement by the auditor on the compliance of the applicable guidelines for remuneration to senior executives as well as the complete proposals for resolutions with ancillary documents pursuant to the Swedish Companies Act, will be available for the shareholders at the company's office at Mäster Samuelsgatan 56, SE-111 21 Stockholm, Sweden, and at the company's website (corporate.truecaller.com/governance/general-meetings) as from no later than three weeks prior to the annual general meeting. Copies of the documents will be sent to the shareholders upon their request to the company, provided that such shareholders state their address, and will also be made available at the annual general meeting.

Number of shares and votes in the company

The total number of shares in the company amounts to 353,079,080, of which 46,783,800 are series A shares with ten votes per share, 300,195,280 are series B shares with one vote per share and 6,100,000 are series C shares with one vote per share. The number of votes in the company amounts to 774,133,280. As per the date of the notice to the annual general meeting, the company holds 3,945,332 series B shares and 6,100,000 series C shares, that cannot be represented at the meeting.

Processing of personal data

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm in April 2025

Truecaller AB (publ)

The Board of Directors

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About Truecaller:

Truecaller (TRUE B) is the leading global platform for verifying contacts and blocking unwanted communication. We enable safe and relevant conversations between people and make it efficient for businesses to connect with consumers. Fraud and unwanted communication are endemic to digital economies, especially in emerging markets. We are on a mission to build trust in communication. Truecaller is an essential part of everyday communication for more than 450 million active users. Truecaller is listed on Nasdaq Stockholm since 8 October 2021. For more information, please visit corporate.truecaller.com