

The Board of Directors' of Truecaller AB, reg. no. 559278-2774 (the "Company"), proposal for resolution on the implementation of a long-term share program, amendments to the Articles of Association and hedging arrangements in respect of the program (Item 18)

The Board of Directors proposes that the Annual General Meeting resolves on:

- (A) implementation of a long-term share program (the "**Share Program 2022**") for employees in the Truecaller group;
- (B) amendments to the Articles of Association whereby the possibility to issue redeemable and convertible C shares is introduced; and
- (C) hedging arrangements in respect of the Share Program 2022, consisting of:
 - (I) an authorization for the Board of Directors to decide on a directed issue of redeemable and convertible C shares;
 - (II) an authorization for the Board of Directors to decide on a repurchase of C shares; and
 - (III) transfers of own ordinary shares of series B to Share Program 2022 participants (employees in the Truecaller group).

Should the majority requirement under item 18 (C) 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 18 (D)).

Implementation of Share Program 2022 (Item 18 (A))

The Board of Directors proposes that the Annual General Meeting resolves on the implementation of the Share Program 2022 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; adapting the structure with the aim of recruiting, rewarding and retaining valuable employees in a more appropriate manner and promote and create long-term participation in the Truecaller group, thereby closely aligning the employees' interests with those of Truecaller's shareholders. Consequently, the Share Program 2022 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 proposed Share Program 2022 is well-balanced and that it will be beneficial for the Company and its shareholders.

Description of Share Program 2022

1. The Share Program 2022 shall comprise not more than 5,100,000 ordinary shares of series B in Truecaller, corresponding to approximately 1.36 percent of the total number of issued shares and approximately 0.64 percent of the total number of votes in Truecaller.¹
2. The Share Program 2022 is proposed to include senior executives and key employees (“**Group 1**”) together with certain other employees (“**Group 2**”) (jointly the “**Participants**”).
3. It is proposed that the Share Program 2022 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 certain measurement periods (the “**Performance Periods**”).
4. Under the Share Program 2022, 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 three years for certain Participants and three and four years, respectively, for certain Participants (“**Performance Share Rights**”). At the implementation of the Share Program 2022, each Performance Share Right entitles the holder to one (1) ordinary share of series B (subject to the achievement of the Share Program 2022’s performance target). With respect to Participants who participate in existing incentive programs in the Truecaller group (“**Participants in Previous Programs**”), allotment of all Performance Shares shall take place in June 2026. With respect to Participants who do not participate in any existing incentive programs in the Truecaller group (“**New Participants**”), allotment of 1/2 of the Performance Shares shall take place in June 2025 and allotment of 1/2 of the Performance Shares shall take place in June 2026. 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 or her employment until the respective allotment date (the “**Vesting Period**”).
5. Within Group 1, allotment per Participant will depend on performance and position within the group and may not exceed 100,000 Performance Share Rights per Participant. The number of Participants in Group 1 shall not exceed 30 persons.
6. Within Group 2, allotment per Participant will depend on performance and position within the group and may not exceed 40,000 Performance Share Rights per Participant. The number of Participants in Group 2 shall not exceed 350 persons.
7. For full allotment, the Company must achieve a combination of revenue growth rate (%) and adjusted EBITDA (%) of at least 50 percent annually, on average during the three financial years preceding the respective allotment date. In the event that the performance target falls

¹ Excluding dilution as a result of the exercise of warrants issued under previous incentive programs.

below 50 percent, the allotment of Performance Shares shall decrease linearly, and in the event that the performance target falls below 25 percent, no allotment of Performance Shares shall be made. Accordingly, the Performance Period for Participants in Previous Programs runs during the financial years 2023, 2024 and 2025, and the Performance Periods for New Participants run during the financial years 2022, 2023 and 2024 with respect to 1/2 of the Performance Shares and during the financial years 2023, 2024 and 2025 with respect to 1/2 of the Performance Shares.

8. The actual allotment of Performance Share Rights to Participants, within the limits set out above, is decided 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.
9. 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 Participant.
10. 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 2022).
11. Provided that the performance target above has been met during the relevant Performance Period and the Participant has retained his or her employment (unless special circumstances are at hand), allotment of all Performance Shares shall take place in June 2026 with respect to Participants in Previous Programs, and allotment of 1/2 of the Performance Shares shall take place in June 2025 and allotment of 1/2 of the Performance Shares shall take place in June 2026 with respect to New Participants.
12. 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.

13. 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 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.
14. The Board of Directors shall resolve on the detailed terms and conditions for the Share Program 2022 and, in the event of company related events, market conditions, local legislation or other rules, regulatory changes, or other events, the Board of Directors shall be entitled to make deviations from and adjustments of the terms and conditions of the Share Program 2022 or settle all or part of the Performance Shares in cash.

Costs and effects on important key ratios

The costs of the Share Program 2022, 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 64 based on the closing price as of April 21, 2022, (ii) no dividends are paid by Truecaller during the Share Program 2022 and (iii) an assessment of total Performance Shares earned during the Vesting Period of 70 percent, (iv) an employee turnover of 10 percent per year. In total, this can lead to maximum costs for the Share Program 2022 of approximately SEK 160 million, excluding social security costs. The costs for social security charges are estimated to approximately SEK 160 million assuming an annual share price increase of 45 percent during the Vesting Period.

The expected annual costs of the Share Program 2022, including annualized social security charges of approximately SEK 40 million, would have corresponded to approximately 23 percent of Truecaller's total annual employee costs 2021.

Given the above assumptions regarding scope and costs, and that the Share Program 2022 was introduced in 2020 instead, it is estimated that the key ratio earnings per share for the full year 2021 had decreased from SEK 0.72 to approximately SEK 0.50.

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 2022, outweighs the costs related to the Share Program 2022.

Dilution

Upon full allotment of Performance Shares, the number of shares under the Share Program 2022 amounts to 5 100 000 ordinary shares of series B in Truecaller, corresponding to a dilution effect of approximately 1.36 percent of the share capital and approximately 0.64 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 2022 has been prepared by the Board of Directors in consultation with external advisors. Except for the officials who prepared the matter pursuant to instructions from the Board of Directors, 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 2021, 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.

Amendments to the Articles of Association (Item 18 (B))

In order to enable the issuance of redeemable and convertible C shares under Share Program 2022, the Board of Directors proposes that the Annual General Meeting resolves to amend § 6 in the Company's Articles of Association in accordance with the following. The amendment to § 6 of the Company's Articles of Association also means that the preference share classes is removed, which means that the Company will only be able to issue ordinary shares of series A and B and C shares in accordance with the new Articles of Association.

These changes mean that § 6 of the Company's Articles of Association will have the following wording.

Proposed wording

§ 6 Classes of shares

Shares may be issued in three classes, ordinary shares of series A, ordinary shares of series B and series C shares. The ordinary shares of series A shall carry 10 votes per share, the ordinary shares of series B shall carry one vote per share and series C shares shall carry one-tenth vote per share. Shares of either share class may be issued up to an amount corresponding to the full share capital.

Series C shares do not entitle to dividends. Upon the dissolution of the company, series C shares shall carry equivalent right to the company's assets as other shares, however, not to an amount exceeding the quota value of the share.

If the company resolves to issue new ordinary shares of series A, ordinary shares of series B and series C shares, against payment other than contribution in kind, owners of ordinary shares of series A, ordinary shares of series B and series C shares shall have pre-emption rights to subscribe for new shares of the same class pro rata to the number of shares previously held by them (primary pre-emption right). Shares which are not subscribed for pursuant to the primary pre-emption rights shall be offered to all shareholders for subscription (secondary pre-emption right). If the shares thus offered are not sufficient for the subscription pursuant to the secondary pre-emption rights, the shares shall be allocated between the subscribers pro rata to the number of shares previously held and, to the extent such allocation cannot be effected, by the drawing of lots.

Should the company decide not to issue shares of all series in conjunction with a cash issue or a set-off issue, all shareholders, irrespective of class of share, shall have a pre-emption right to subscribe for new shares in proportion to the number of shares they already own.

What is set out above with regard to pre-emption rights shall apply mutatis mutandis in the event of issues of warrants and convertible debentures and shall not limit the right to resolve upon an issue with deviation from the shareholders' pre-emption rights.

In the event of a bonus issue, new shares of each class shall be issued pro rata to the number of shares of the same class previously issued. In connection therewith, the owners of existing shares of a certain class shall entitle the holder to new shares of the same class. This shall not entail any restrictions on the possibility of issuing new shares of a new class by means of a bonus issue, following the required amendments of the Articles of Association.

Ordinary shares of series A shall, upon request of the owner of such shares be converted to ordinary shares of series B. Conversion requests must be made in writing by the shareholder to the company's board. The notice shall state the number of shares to be converted, and, if conversion will not relate to the owner's entire holding, which shares shall be converted. The board is obliged to process the request on the board meeting immediately following the request. The conversion shall be promptly submitted for registration with the Swedish Companies Registration Office and shall be effective when registration of the conversion has been made with the Swedish Companies Registration Office and in the company's share register kept by Euroclear Sweden.

Reduction of share capital, which in any case shall not fall below the minimum share capital, may, at the request of a holder of a series C share and after resolution by the company's board of directors or a shareholders' meeting, take place through redemption of series C shares. A request from a shareholder must be submitted in writing. When a resolution on reduction has been passed, an amount corresponding to the reduction amount shall be transferred to the Company's reserve fund, if the required funds are available. The redemption amount per series C share shall be the quota value of such share. Following receipt of the redemption resolution, holders of shares subject to redemption shall promptly receive payment for the shares, or, if authorization for the redemption from the Swedish Companies Registration Office or a court is required, following the receipt of notice that the final and effected resolution has been registered. Series C shares held by the company may, upon resolution of the board of directors be converted into ordinary shares of series B. Immediately thereafter, the board of directors shall register the conversion with the Swedish Companies Registration Office. The conversion is effected when it has been registered with the Swedish Companies Registration Office and in the company's share register kept by Euroclear Sweden.

Hedging arrangements in respect of the Share Program 2022 (Item 18 (C))

The Board of Directors has evaluated different methods to secure the financial exposure and transfer of shares in accordance with the Share Program 2022, 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 2022.

The Board of Directors proposes that the main option to secure the financial exposure shall be transfer of own shares (item 18 (C)), since the cost associated with an equity swap agreement vastly exceeds the costs of transferring own shares.

Should the majority requirement under item 18 (C) 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 18 (D)).

Authorization for the Board of Directors to resolve to issue redeemable and convertible C shares (Item 18 (C) (I))

Authorization for the Board of Directors to resolve to issue redeemable and convertible 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 C shares that may be issued may amount to no more than 5,100,000.
- The new 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 share shall correspond to the quotient value of the share at the time of the subscription of the shares.²
- The new 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 18 (C) (II))

Authorization for the Board of Directors to resolve to repurchase all issued redeemable and convertible C shares in the Company on the following terms.

- Repurchase may be effected through a public offer directed to all owners of C shares in the Company.
- The authorization is valid and may be exercised on one or several occasions until the Annual General Meeting 2023.
- The number of C shares permitted to be repurchased shall amount to no more than 5,100,000.
- Repurchase of shares shall be made at the quotient value, applicable at the time of the subscription of shares according to item 18 (C) (I) above.
- Payment for 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 subscription share” (Sw. *BTA*) relating to a C share.

² As per the day of this proposal, the share’s quotient value is SEK 0.002.

The repurchase of own shares is an integrated part of the hedging arrangements for the Share Program 2022. 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 2022 in a cost effective manner.

Resolution on transfer of own ordinary shares of series B to Participants in the Share Program 2022 (Item 18 (C) (III))

The Board of Directors proposes that the shares issued and repurchased in accordance with item 18 C (I) and (II), after being converted into ordinary shares of series B, may be transferred to the Participants of the Share Program 2022.

Resolution on transfers of the Company's own ordinary shares of series B to Share Program 2022 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 5,100,000 ordinary shares of series B in the Company may be transferred free of charge to Share Program 2022 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 2022.
- 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 2022 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 2022 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 18 (D))

Should the majority required under item 18 (C) above not be reached, the Board of Directors proposes that the Annual General Meeting resolves that the expected financial exposure of the Share Program 2022 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 2022.

Other information

Conditions

The Annual General Meeting's resolution on the implementation of Share Program 2022 according to item 18 (A) above is conditional upon the meeting resolving either in accordance with the Board of Directors' proposal under item 18 (B) and item 18 (C), or resolving in accordance with the Board of Directors' proposal under item 18 (D).

Majority requirements

The Annual General Meeting's resolution according to item 18 (A) above require a simple majority among the votes cast. A valid resolution under item 18 (B) above requires that shareholders representing not less than two-thirds of the votes cast as well as of the shares represented at the meeting approve the resolution. A valid resolution under item 18 (C) 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 18 (D) above requires a simple majority among the votes cast.

Stockholm in April 2022

Truecaller AB

The Board of Directors