

Remuneration report

Introduction

This compensation report describes the application during the 2021 financial year of key management personal compensation guidelines ("KMP compensation guidelines" of Truecaller AB (publ) ("the company" or "Truecaller") adopted by the EGM held 12 August 2021. The report also contains information about compensation paid to the company's CEO and the employed Director. As well, the report contains a summary of the company's outstanding long-term share-related incentive programmes. The report was prepared in compliance with chapter 8, sections 53(a) and 53(b) of the Swedish Companies Act and the Swedish Corporate Governance Board's Rules on Remuneration of the Board and Executive Management and on Incentive Programmes of 1 January 2022.

The KMP compensation guidelines endorsed by the 2021 AGM are presented on pages 80–82 of the company's Annual Report 2021. Information about the work of the Compensation Committee in 2021 is provided in the corporate governance statement on page 48–52 of the Annual Report 2021.

Information required under chapter 5, sections 40–44 of the Swedish Annual Accounts Act is provided in Note 7 on pages 80–82 of the Annual Report 2021. The report does not cover directors' fees. Such fees are decided annually by the AGM and are disclosed in Note 7 on pages 80–82 of the Annual Report 2021.

KMP compensation guidelines do not apply to compensation decided by a shareholders' meeting.

Company development in 2021

Information about the company's development in 2021 is presented in the CEO's message on pages 8–9 of the Annual Report 2021.

Compliance with KMP compensation guidelines

Successful implementation of the company's business strategy and safeguarding of the company's long-term interests, including its sustainability, depends upon the company's capacity to recruit and retain qualified and skilled employees. Compensation to the CEO and other KMP should therefore

reflect Truecaller's need to recruit and motivate qualified employees by means of a compensation package that is perceived to be fair and competitive.

KMP compensation consists of the following components:

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

Base pay must be market-based and reflect the employee's position, qualifications, experience and individual performance.

Short-term variable pay must be measured against pre-determined financial performance targets. Non-financial targets can also be used to strengthen focus on achieving Truecaller's strategic plans.

The targets must be specific, clear, quantifiable and time-limited and must be set by the board of directors. They must also be designed to promote the company's business strategy, long-term interests and sustainability.

The company has complied with the KMP compensation guidelines endorsed by the EGM on 12 August 2021. There have been no departures from the guidelines and no deviations from the decision process that must be applied to determine compensation according to the guidelines. The auditor's opinion concerning the company's compliance with the guidelines is available at corporate.truecaller.com.

In addition to the compensation covered by the KMP compensation guidelines, the company's shareholders' meetings have endorsed the implementation of long-term share-related incentive programmes, which are described under "Long-term share-related incentive programmes" in this report.

Compensation to the CEO and the employed Director

Compensation to the CEO and the employed Director in 2021

The table below shows base pay, variable pay, pension and other benefits covered by the compensation guidelines paid in the 2021 financial year.

Name	Fixed pay		Variable pay		Extra-ordinary expenses	Pension costs ²⁾	Total compensation	Ratio of fixed to variable pay
	Fixed base pay ¹⁾	Other compensation	Single-year	Multi-year				
Alan Mamedi, CEO, Board member	2,241,250	-	-	-	-	362,916	2,604,166	100/0
Nami Zarringhalam, CSO, Director	2,173,261	-	-	-	-	362,916	2,536,177	100/0

¹⁾ Insurance policies and wellness allowance

²⁾ Defined contribution pension in accordance with guidelines adopted by the board of directors.

The CEO and the employed Director also participated in one of the company's long-term share-related incentive programmes. See "Long-term share related incentive programmes" below.

Compensation to the CEO was paid until the end of August 2021 by the subsidiary True Software Scandinavia AB and from September 2021 by the parent company of the Group, Truecaller AB (publ). Compensation to the employed Director was paid by the subsidiary True Software Scandinavia AB. None of the other Group companies paid compensation to the CEO or the employed board Director in 2021.

No claims for repayment of compensation paid to the CEO or the employed Director were made to the company in 2021.

Short-term variable pay

In 2021, no short-term variable remuneration was included in the terms of employment of the CEO or the employed Director.

Long-term share-related incentive programmes

Long-term share-related incentive programmes

The company has the following long-term share-related incentive programmes.

LTI 2021: The EGM held 21 July 2021 endorsed the board proposal of an incentive programme covering key management personnel and other key employees and resolved in favour of issuing a maximum of 19,500,000 warrants and approved the transfer of warrants.

A total of 19,500,000 warrants have been subscribed for by the subsidiary and 13,352,830 warrants and employee stock options have been acquired by or granted to participants. No warrants or employee stock options had been exercised as of the reporting date and no further warrants or employee stock options will be offered from LTI 2021. The subscription price for warrants and employee stock options in series 1, 2 and 5 was set at SEK 57,40 per share. The subscription price for warrant in series 3, 4 and 6 was set at SEK 28,70 per share. Upon full exercise of all warrants and employee stock options that are acquired or granted to participants, a maximum of 13,352,830 shares will be issued by the company, corresponding to estimated dilution of 3,5 percent.

For more information about the company's long-term share-related incentive programmes, including applicable performance conditions, see the company's website, corporate.truecaller.com.

Compensation to the CEO under share-related incentive programmes

Name	Principal conditions					Information for the reported financial year					
	LTI	Performance period	Grant date	Vesting date	Exercise period	Exercise price per share	Balance at 1 January	During the year		Balance at 31 December	
							Options at the beginning of the year	Granted	Exercised	Options subject to performance conditions	Granted options that have not been exercised
Alan Mamedj, CEO	2021	N/A	2021	N/A	Sep-Oct 2023 Sep-Oct 2024 Sep-Oct 2025	57,40 SEK	0	1,000,000	N/A	N/A	1,000,000
Total								1,000,000			1,000,000

Changes in compensation to the CEO and the employed director compared with the company's financial results and compensation to other Group employees

In order to put compensation to the CEO and the employed director in a wider context, the table below shows the annual change in total compensation to the CEO and the employed director in relation to the Group's financial results and average compensation paid to other FTE employees of the Truecaller Group during the four preceding financial years.

Name	2021	2020	2019	2018	2017
Alan Mamedj, CEO	2,604,166	2,706,315	2,442,733	1,952,409	1,687,732
Nami Zarringhalam, Director	2,536,177	2,694,135	1,835,497	1,950,489	1,701,732
Other employees (Sweden)	787,673	778,100	772,637	737,503	680,978
Adjusted EBITDA, consolidated (SEK million)	472,5	104,8	-33,8	-52,9	-54,2

Stockholm, 21 April 2022

Truecaller AB (publ)
Board of directors