

Press release  
2023-04-26

*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 26 May 2023 at 2 p.m.

### 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 Wednesday 17 May 2023; and
- no later than on Monday 22 May 2023, 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](mailto:proxy@computershare.se), or electronically on the company's website, ([corporate.truecaller.com/governance/general-meetings](https://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 22 May 2023. 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](https://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 and auditors.
11. Election of board and auditor.
12. Resolution on approval of remuneration report.
13. Resolution on establishment of principles for the Nomination Committee.
14. Resolution on authorization for the board of directors regarding issues.
15. Resolution on authorization for the board of directors regarding repurchase and transfer of series B shares in the company.
16. Resolution on implementation of employee stock option program, directed issue of warrants and approval of transfer of warrants to fulfil the company's commitments under the employee stock option program.
17. Resolution on implementation of share program and hedging arrangements in respect of the program.
18. Closing of the meeting.

## Proposed resolutions

### ***Item 1: Election of chairman of the meeting***

The Nomination Committee, that has consisted of Sven Törnkvist (chairman), appointed by Alan Mamedi, Kamjar Hajabdolahi, appointed by Nami Zarringhalam, Piyush Gupta, appointed by Sequoia Capital, and Bing Gordon, chairman of 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 that no dividends are paid to the shareholders and that the available funds of SEK 11,058,741,328 are carried forward.

### ***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 and auditors***

The Nomination Committee proposes that board remuneration shall be paid with SEK 465,000 to the chairman of the board of directors (unchanged since last year) and with SEK 350,000 to each of the other board members (unchanged since last year). It is further proposed that remuneration for committee work shall be paid with SEK 235,000 to the chairman of the Audit Committee (unchanged since last year), with SEK 60,000 to each of the other members of the Audit Committee (unchanged since last year), with SEK 115,000 to the chairman of the Remuneration Committee (unchanged since last year) and with SEK 60,000 to each of the other members of the Remuneration Committee (unchanged since last year). Board remuneration shall not be paid to board members (including the chairman), who are employed by the company.

Remuneration for the auditor is, in accordance with the recommendation from the Audit Committee, proposed to be paid in accordance with customary norms and approved invoice.

### ***Item 11: Election of board and auditor***

The Nomination Committee proposes that Bing Gordon, Alan Mamedi, Annika Poutiainen, Helena Svancar, Nami Zarringhalam and Shailesh Lakhani are re-elected as board members, and that Nami Zarringhalam is elected as new chairman of the board of directors.

Information on the board members proposed for re-election can be found at the company website ([corporate.truecaller.com/governance/general-meetings](https://corporate.truecaller.com/governance/general-meetings)) and in the annual report.

Furthermore, 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 12: 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 2022.

**Item 13: 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 2024 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 2023, 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 2024.

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 2024.

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 2024:

- (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 2025.

***Item 14: 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 42,117,746, which corresponds to a dilution of approximately ten (10) percent calculated on the current number of shares in the company. 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 15: 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 exceed ten (10) percent of the total number of shares in the company outstanding as of the date of the annual general meeting. 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 16: Resolution on implementation of employee stock option program, directed issue of warrants and approval of transfer of warrants to fulfil the company's commitments under the employee stock option program***

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

- (A) implementation of employee stock option program for senior executives, key employees and other employees in the Truecaller group – employee stock option program 2023; and
- (B) hedging arrangements in respect of the employee stock option program 2023, consisting of a directed issue of warrants and approval to transfer the warrants.

**Objectives and reasons for the proposal**

Truecaller has during a number of years resolved to implement long-term incentive programs. Following an evaluation, the board of directors has decided to propose to the annual general meeting the establishment of a new incentive program for current employees based on employee stock options. The purpose of employee stock option program 2023 is to reward long term commitments of senior executives, key employees and other employees in the Truecaller group, to ensure that the company's long term value increase is reflected in the remuneration for the participants of the program, to contribute to the capability to retain competent co-workers and to otherwise increase shared incentives between the group's employees and the company's shareholders. In view of the terms proposed below, the size of the allotment and other circumstances, the board of directors assesses that employee stock option program 2023 is well-balanced and that it will be beneficial for the company and its shareholders.

To secure the company's commitments under the employee stock option program 2023, the board of directors also proposes that the annual general meeting resolves on a directed issue of warrants and to approve the transfer of warrants in accordance with item B below.

**Proposed resolution regarding implementation of employee stock option program 2023 (Item 16 (A))**

The board of directors proposes that the annual general meeting resolves to implement employee stock option program 2023, according to the following main principles:

- (a) Employee stock option program 2023 shall include not more than 2,800,000 employee stock options.
- (b) Each employee stock option shall entitle the holder to subscribe for one new ordinary share of series B in the company at a subscription price corresponding to 130 percent of the volume weighted average price of the ordinary share of series B according to the official share list of Nasdaq Stockholm during the ten trading days immediately preceding the annual general meeting 2023, however not less than the quota value of the shares. The subscription price and the number of shares for which each employee

stock option entitles the holder to subscribe may be subject to recalculation pursuant to a bonus issue, share split, new issue with preferential rights and similar measures, whereby conventional terms and conditions for recalculation shall be applied.

- (c) Employee stock option program 2023 shall comprise the following categories of employees, whereby no participant is entitled a minimum allotment.

<b>Category</b>	<b>Maximum number of employee stock options per person</b>
A. Senior executives and key employees (maximum 50 persons)	250,000
B. Other employees (maximum 350 persons)	80,000

The allotment per participant will depend on position within the Truecaller group. Employees who are also board members in Truecaller AB do not have the right to participate in employee stock option program 2023.

- (d) Allotted employee stock options shall be offered free of charge. Such offer shall be made within 10 banking days from the date the resolution on allotment is made. Allotment may take place during the period until the end of the next annual general meeting. Over-allocation may not occur.
- (e) 1/3 of the employee stock options may be exercised to subscribe for new ordinary shares of series B during the period 12 June 2025 – 20 November 2025, 1/3 of the employee stock options may be exercised to subscribe for new ordinary shares of series B during the period 12 June 2026 – 20 November 2026 and 1/3 of the employee stock options may be exercised to subscribe for new ordinary shares of series B during the period 12 June 2027 – 20 November 2027. The reason for the duration of 1/3 of the employee stock options 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 employees.
- (f) The holder shall be entitled to exercise the employee stock options during the periods set out above, provided that the holder concerned at the time of exercise (i) is still employed by the company or by any company within the group, (ii) has not received notice of dismissal (Sw. *avsked*) or termination (Sw. *uppsägning*) from his or her employment in the company or in any company within the group for reasons other than scarcity of work (Sw. *arbetsbrist*) and (iii) the company achieves a combination of revenue growth rate (%) and adjusted EBITDA (%) of at least 35 percent annually, on average, during the two financial years preceding the respective exercise period. In the event that the performance target falls below 35 percent, the entitlement to exercise the employee stock options shall decrease linearly, and in the event that the performance target falls below 10 percent, no exercise of employee stock options can be made.



- (g) Upon exercise, each employee stock option will entitle the holder to receive one warrant immediately exercisable for one ordinary share of series B against payment of the subscription price.
- (h) For participation in employee stock option program 2023 it is required that such participation is legally possible, and that such participation in the board of directors' opinion is possible at reasonable administrative costs and with reasonable financial resources.
- (i) Issued employee stock options do not constitute securities and may not be transferred, pledged or otherwise disposed of by the holder.
- (j) In other respects, the board of directors shall establish the general terms for participation in the program.

**Directed issue of warrants and approval of transfer of warrants to secure the company's commitments under employee stock option program 2023 (Item 16 (B))**

To enable the company's delivery of shares pursuant to employee stock option program 2023 the board of directors proposes that the annual general meeting resolves on a directed issue of warrants and to approve the transfer of warrants on the following terms:

- (a) A maximum of 2,800,000 warrants shall be issued, entailing an increase in the share capital of a maximum of SEK 5,600.
- (b) Right to subscribe shall, with deviation from the preferential right for existing shareholders, reside in the company's wholly owned subsidiary True Software Scandinavia Incentive AB, reg. no. 559011-2073 (the "**Subsidiary**").
- (c) Subscription must be completed no later than three weeks after the resolution on issue of warrants. The board of directors shall be entitled to extend the subscription period.
- (d) The warrants shall be issued free of charge.
- (e) Each warrant shall entitle the holder to subscribe for one new ordinary share of series B in the company.
- (f) Each warrant shall entitle the holder to subscribe for one new ordinary share of series B in the company at a subscription price corresponding to to 130 percent of the volume weighted average price of the ordinary share of series B according to the official share list of Nasdaq Stockholm during the ten trading days immediately preceding the annual general meeting 2023, however not less than the quota value of the shares. The subscription price and the number of shares for which each warrant entitles the holder to subscribe may be subject to recalculation pursuant to a bonus issue, share split, new issue with preferential rights and similar measures, whereby conventional terms and conditions for recalculation shall be applied.
- (g) Subscription of ordinary shares of series B in the company by virtue of 1/3 of the warrants may take place during the period 12 June 2025 – 20 November 2025, subscription of ordinary shares of series B in the company by virtue of 1/3 of the warrants may take place during the period 12 June 2026 – 20 November 2026 and subscription of ordinary shares of series B in the company by virtue of 1/3 of the

warrants may take place during the period 12 June 2027 – 20 November 2027. The share premium shall be transferred to the unrestricted premium reserve.

- (h) Shares issued following exercise of warrants during a certain financial year shall entitle to dividend for the first time on the record day for dividend which occurs following registration of the shares with the Swedish Companies Registration Office.
- (i) The complete terms and conditions for the warrants are set out in “*Terms and conditions for warrants of series 2023:1 regarding subscription of shares in Truecaller AB*”.

The reason for the deviation from the shareholders’ preferential right is that the issue forms part of the implementation of employee stock option program 2023. In view of what is set forth under *Objectives and reasons for the proposal* above, the board of directors is of the opinion that it is of benefit to the company and its shareholders that certain senior executives, key employees and other employees of the group are offered to participate in employee stock option program 2023.

The board of directors further proposes that the annual general meeting resolves to approve that the Subsidiary transfers warrants to participants in employee stock option program 2023. Finally, the board of directors proposes that the board of directors, or anyone appointed by the board of directors, should be authorised to make such minor adjustments to the above proposal that may be necessary in connection with the registration procedures with the Swedish Companies Registration Office, and possible registration of the warrants with Euroclear.

#### Costs and effects on important key ratios

The costs of employee stock option program 2023, which are charged in the profit and loss account, are calculated in accordance with the accounting standard IFRS 2 and distributed over the duration of the employee stock option program 2023. The calculation has been made based on the following assumptions: (i) a market price of the Truecaller ordinary share of series B of SEK 28.30 based on the closing price as of 24 April 2023, (ii) no dividends are paid by Truecaller during the employee stock option program 2023 and (iii) an employee turnover of 5 percent per year. In total, this can lead to maximum costs for the employee stock option program 2023 of approximately SEK 22 million, excluding social security costs. The costs for social security charges are estimated to approximately SEK 17 million assuming an annual share price increase of 45 percent during the duration of the employee stock option program 2023.

The expected annual costs of the employee stock option program 2023, including annualized social security charges of approximately SEK 3 million, would have corresponded to approximately 2.7 percent of Truecaller’s total annual employee costs 2022.

Given the above assumptions regarding scope and costs, and that the employee stock option program 2023 was introduced in 2021 instead, it is estimated that the key ratio

earnings per share for the full year 2022 had decreased from SEK 1.43 to approximately SEK 1.41.

The board of directors deems that the positive effects on earnings that are expected to result from increased share ownership among senior executives, key employees and other employees, which may be further increased through the employee stock option program 2023, outweighs the costs related to the employee stock option program 2023.

#### Dilution

Upon full exercise of all employee stock options, 2,800,000 new ordinary shares of series B can be issued, which corresponds to a dilution of approximately 0.73 percent of the total number of shares and approximately 0.35 percent of the total number of votes in the company, however, subject to any potential adjustment which may occur under the terms and conditions for the warrants. Accordingly, the program offers the employees the possibility to increase their shareholding in the company to the corresponding figure.

#### Preparation of the matter

The principles of employee stock option program 2023 have been prepared by the board of directors of the company. The board of directors has thereafter decided to submit this proposal to the annual general meeting. 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.

#### Other share related incentive programs etc.

Truecaller's ongoing share-based incentive programs and variable compensation to senior executives will be described in the annual report for 2022, 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.

#### Authorization for the board of directors

The board of directors proposes that the annual general meeting authorizes the board of directors to execute the resolutions in accordance with the above and to ensure that the Subsidiary's board of directors carries out the transfer of the warrants in accordance with the above.

#### ***Item 17: Resolution on implementation of share program 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 (the "**Share Program 2023**") for employees in the Truecaller group who do not participate in any existing incentive programs in the Truecaller group; and

(B) hedging arrangements in respect of the Share Program 2023, 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 2023 participants (employees in the Truecaller group).

Should the majority requirement under item 17 (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 17 (C)).

### **Implementation of Share Program 2023 (Item 17 (A))**

The board of directors proposes that the annual general meeting resolves on the implementation of the Share Program 2023 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 who do not participate in any existing incentive programs in the Truecaller group. Consequently, the Share Program 2023 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 Share Program 2023 is well-balanced and that it will be beneficial for the company and its shareholders.

#### Description of Share Program 2023

1. The Share Program 2023 shall comprise not more than 500,000 ordinary shares of series B in Truecaller, corresponding to approximately 0.13 percent of the total number of issued shares and approximately 0.06 percent of the total number of votes in Truecaller.
2. The Share Program 2023 is proposed to include senior executives and key employees who do not participate in any existing incentive programs in the Truecaller group ("**Group 1**") together with certain other employees who do not participate in any existing incentive programs in the Truecaller group ("**Group 2**") (jointly the "**Participants**").
3. It is proposed that Share Program 2023 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 2023, 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 and four years, respectively (“**Performance Share Rights**”). At the implementation of the Share Program 2023, each Performance Share Right entitles the holder to one (1) ordinary share of series B (subject to the achievement of the Share Program 2023’s performance target). Allotment of 1/2 of the Performance Shares shall take place in June 2026 and allotment of 1/2 of the Performance Shares shall take place in June 2027. 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 40 persons.
6. Within Group 2, allotment per Participant will depend on performance and position within the group and may not exceed 30,000 Performance Share Rights per Participant. The number of Participants in Group 2 shall not exceed 80 persons.
7. For full allotment, the company must achieve a combination of revenue growth rate (%) and adjusted EBITDA (%) of at least 35 percent annually, on average, during the three financial years preceding the respective allotment date. In the event that the performance target falls below 35 percent, the allotment of Performance Shares shall decrease linearly, and in the event that the performance target falls below 10 percent, no allotment of Performance Shares shall be made. Accordingly, the Performance Periods for Participants run during the financial years 2023, 2024 and 2025 with respect to 1/2 of the Performance Shares and during the financial years 2024, 2025 and 2026 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 2023).
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 1/2 of the Performance Shares shall take place in June 2026 and allotment of 1/2 of the Performance Shares shall take place in June 2027.
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 2023 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 2023 or settle all or part of the Performance Shares in cash.

#### Costs and effects on important key ratios

The costs of the Share Program 2023, 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 28.30 based on the closing price as of 24 April 2023, (ii) no dividends are paid by Truecaller during the Share Program 2023, (iii) an assessment of total Performance Shares earned during the Vesting Period of 90 percent and (iv) an employee turnover of 10 percent per year. In total, this can lead to

maximum costs for the Share Program 2023 of approximately SEK 14 million, excluding social security costs. The costs for social security charges are estimated to approximately SEK 4 million assuming an annual share price increase of 45 percent during the Vesting Period.

The expected annual costs of the Share Program 2023, including annualized social security charges of approximately SEK 1 million, would have corresponded to approximately 1.3 percent of Truecaller's total annual employee costs 2022.

Given the above assumptions regarding scope and costs, and that the Share Program 2023 was introduced in 2021 instead, it is estimated that the key ratio earnings per share for the full year 2022 had decreased from SEK 1.43 to approximately SEK 1.42.

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 2023, outweighs the costs related to the Share Program 2023.

#### Dilution

Upon full allotment of Performance Shares, the number of shares under the Share Program 2023 amounts to 500,000 ordinary shares of series B in Truecaller, corresponding to a dilution effect of approximately 0.13 percent of the share capital and approximately 0.06 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 2023 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 will be described in the annual report for 2022, 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.

#### **Hedging arrangements in respect of the Share Program 2023 (Item 17 (B))**

The board of directors has evaluated different methods to secure the financial exposure and transfer of shares in accordance with the Share Program 2023, 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 2023.

The board of directors proposes that the main option to secure the financial exposure shall be transfer of own shares (item 17 (B)), since the cost associated with an equity swap agreement vastly exceeds the costs of transferring own shares.

Should the majority requirement under item 17 (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 17 (C)).

**Authorization for the board of directors to resolve to issue redeemable and convertible C shares (Item 17 (B) (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 500,000.
- 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.
- 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 17 (B) (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 2024.
- The number of C shares permitted to be repurchased shall amount to no more than 500,000.
- Repurchase of shares shall be made at the quotient value, applicable at the time of the subscription of shares according to item 17 (B) (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 subscribed share" (Sw. *BTA*) relating to a C share.

The repurchase of own shares is an integrated part of the hedging arrangements for the Share Program 2023. 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 2023 in a cost effective manner.

**Resolution on transfer of own ordinary shares of series B to Participants in Share Program 2023 (Item 17 (B) (III))**



The board of directors proposes that the shares issued and repurchased in accordance with item 17 B (I) and (II), after being converted into ordinary shares of series B, may be transferred to the Participants of the Share Program 2023.

Resolution on transfers of the company's own ordinary shares of series B to Share Program 2023 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 500,000 ordinary shares of series B in the company may be transferred free of charge to Share Program 2023 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 2023.
- 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 2023 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 2023 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 17 (C))**

Should the majority required under item 17 (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 2023 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 2023.

### **Other information**

#### Conditions

The annual general meeting's resolution on the implementation of Share Program 2023 according to item 17 (A) above is conditional upon the meeting resolving either in accordance with the board of directors' proposal under item 17 (B) or resolving in accordance with the board of directors' proposal under item 17 (C).

#### Majority requirements

The annual general meeting's resolution according to item 17 (A) above require a simple majority among the votes cast. A valid resolution under item 17 (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 17 (C) above requires a simple majority among the votes cast.

### **Particular majority requirements**

Aside from the majority requirements set out in item 17, for valid resolutions on the proposals pursuant to items 14 and 15, 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, and for a valid resolution on the proposal pursuant to item 16 , the

proposal has to be supported by shareholders representing at least nine-tenths 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 12 Stockholm, Sweden, and at the company's website ([corporate.truecaller.com/governance/general-meetings](https://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 379,059,710, of which 46,783,800 are series A shares with ten votes per share, 327,175,910 are series B shares with one vote per share and 5,100,000 are series C shares with one vote per share. The number of votes in the company amounts to 800,113,910. As per the date of the notice to the annual general meeting, the company holds 11,566,807 series B shares and 5,100,000 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>.

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Stockholm in April 2023

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 350 million active users, with more than a billion downloads since launch and around 50 billion unwanted calls identified and blocked in 2021. Headquartered in Stockholm, since 2009, we are a co-founder-led, entrepreneurial company, with a highly experienced management team. Truecaller has been listed on Nasdaq Stockholm since 8 October 2021. For more information, please visit [corporate.truecaller.com](https://corporate.truecaller.com).