

# ARTICLES OF ASSOCIATION FOR TRUECALLER AB

## COMPANY REGISTRATION NUMBER 559278-2774

### § 1 NAME OF THE COMPANY

The name of the company is Truecaller AB. The company is a public company (publ).

### § 2 REGISTERED OFFICE OF THE COMPANY

The registered office of the company is situated in the municipality of Stockholm, County of Stockholm.

### § 3 OBJECTS OF THE COMPANY

The object of the company is to directly or indirectly develop and publish software and related activities.

### § 4 SHARE CAPITAL

The share capital of the company shall amount to not less than SEK 600,000 and not more than SEK 2,400,000.

### § 5 NUMBER OF SHARES

The number of shares in the company shall be not less than 300,000,000 and not more than 1,200,000,000 shares.

### § 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 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.

## **§ 7 BOARD OF DIRECTORS**

The board of directors of the company shall, with respect to board members elected by the general meeting, consist of not less than 3 and not more than 7 board members.

## **§ 8 AUDITORS**

The company shall have a registered public accounting firm as auditor.

## **§ 9 CONVENING GENERAL MEETING**

Notice of the annual general meeting and notice of extraordinary general meeting where amendment of the company's articles of association shall be resolved shall be given not earlier than six weeks and not later than four weeks prior to the meeting. Notice of other extraordinary general meeting shall be given not earlier than six weeks and not later than three weeks prior to the meeting. Notice of the general meeting shall be given by announcement in the Swedish Official Gazette (*Sw. Post- och Inrikes Tidningar*) and by keeping the notice available at the company's website. Announcement that notice has been given shall be given in Svenska Dagbladet.

Shareholders intending to participate in the general meeting shall both be recorded in a transcript or other account of the entire share ledger pertaining to the circumstances six banking days before the meeting and notify the company accordingly by 4 p.m. on the date specified in the notice. Such date may not be a Sunday, public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and not fall earlier than on the fifth business day before the meeting.

Any shareholder or proxy may bring no more than two advisors to the general meeting and only if the shareholder has notified the company of the number of such advisors in accordance with the provisions of the previous paragraph.

## **§ 10 OPENING OF THE GENERAL MEETING**

The chairman of the board of directors, or a person appointed by the board of directors for this purpose, opens the general meeting and presides over the proceedings until a chairman of the general meeting is elected.

## **§ 11 ANNUAL GENERAL MEETING**

The annual general meeting shall be held each year within six months of the expiry of the financial year.

The following matters shall be addressed at the annual general meeting:

1. Election of a 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. Presentation of the annual report and the auditor's report and, if applicable, the consolidated annual report and the auditor's report on the consolidated annual report.
7. Resolution:

- a) in respect of the adoption of the profit and loss statement and the balance sheet and, if applicable, the consolidated profit and loss statement and the consolidated balance sheet;
  - b) in respect of the allocation of the company's profits or losses as set forth in the adopted balance sheet; and
  - c) in respect of discharge from liability of the board members and the managing director.
8. Determination of fees for the board of directors and, if applicable, fees for the auditors.
  9. Election of board members and, if applicable, public accounting firm or auditors and deputy auditors when applicable.
  10. Any other matter which rests with the general meeting in accordance with the Swedish Companies Act or the company's articles of association

**§ 12 POSTAL VOTING**

Prior to a general meeting, the board of directors may decide that the shareholders shall be able to exercise their voting rights by post before the general meeting in accordance with what is stated in Chapter 7, Section 4 a of the Swedish Companies Act (2005:551).

**§ 13 FINANCIAL YEAR**

The financial year of the company shall be calendar year.

**§ 14 CSD REGISTRATION PROVISION**

The company's shares shall be recorded in a CSD register in accordance with the Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).

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