

The Nomination Committee’s proposals to the annual general meeting, the work of the Nomination Committee and its reasoned statement regarding its proposals for board members in Truecaller AB

The 2024 Nomination Committee of Truecaller AB (“**Truecaller**”) has consisted of Kamjar Hajabdolahi (chairman), appointed by Nami Zarringhalam, Sven Törnkvist, appointed by Alan Mamedi, Mattias Lampe, appointed by Peak XV (formerly Sequoia Capital), and Bing Gordon, representative for the board of directors.

The Nomination Committee and its work

Ahead of the annual general meeting 2024, the Nomination Committee has held five meetings where minutes have been kept and has also had several informal contacts. The Nomination Committee has been provided with an introduction to Truecaller by the chairman of the board of directors, including a review of the evaluation of the work of the board of directors. Members of the Nomination Committee have also spoken with all of the board members individually. Particular attention has been paid to the composition of the board and how the board functions as a group.

The Nomination Committee has discussed the evaluation of the work of the board of directors. The Nomination Committee has also decided a proposal for the remunerations for the board of directors, the Audit Committee and the Remuneration Committee.

The Nomination Committee’s proposal for chairperson of the annual general meeting

The Nomination Committee proposes that the chairwoman of the Audit Committee, Annika Poutiainen, is appointed as chairwoman of the annual general meeting.

The Nomination Committee’s proposals for board members

The Nomination Committee proposes that the board of directors shall be composed of five (5) board members. Furthermore it is proposed that Alan Mamedi, Annika Poutiainen, Helena Svancar, Nami Zarringhalam and Shailesh Lakhani are re-elected as board members, and that Nami Zarringhalam is re-elected as chairman of the board of directors. Bing Gordon has declined re-election.

Reasons for the proposals

The Nomination Committee has, to assist in its work, received an evaluation of the board of directors and its work based on a survey directed at all current board members. The size and composition of the board of directors with regard to, inter alia, industry expertise and competence, has been discussed. The Nomination Committee has in its work ahead of the annual general meeting aimed to ensure that the board of directors possesses the competence and experience necessary, taking into account the operations as well as the current developmental phase of Truecaller, in order for the board to continue to successfully manage the company. The Nomination Committee has, in particular, valued the board’s need for diversity and breadth with respect to competence, experience and background, considering, among other things, the company’s strategic development, management and control.

The Nomination Committee has discussed perspectives on competence diversity based on the view that such diversity is essential in deciding on the composition of the board of directors. The Nomination Committee has applied section 4.1 of the Swedish Code of Corporate Governance (the “**Code**”) as its diversity policy. The Nomination Committee is of the opinion that the proposed board members represent a broad and diverse group of informed persons, well-motivated and fit for the tasks to be carried out by the board of directors of Truecaller. The Nomination Committee is also of the opinion that the board members

complement each other well with respect to competence and experience. The proposed board comprises three male and two female members, i.e. a proportion of 40 per cent female members.

The Nomination Committee works in accordance with the requirements set out in the Code. The Nomination Committee has, after assessing the independence of the proposed board members, found that the Nomination Committee's proposals meet the requirements of independence set out in the Code.

A closer presentation of the board members proposed for re-election (including the Nomination Committee's evaluation on independence) can be found on <https://corporate.truecaller.com/> and in the annual report.

The Nomination Committee's proposals regarding remuneration to the board of directors

The remuneration for each board member who is not employed by the company has from the annual general meeting 2023 amounted to SEK 350,000 annually. The chairman of the board of directors has received SEK 465,000 annually. Remuneration for the work of the members in the Audit Committee amounted to SEK 60,000 annually and SEK 235,000 for the chairman of the Audit Committee. Remuneration for the work of the members in the Remuneration Committee amounted to SEK 60,000 annually and SEK 115,000 annually for the chairman of the Remuneration Committee. Board remuneration has not been paid to board members (including the chairman), who have been employed by the company.

The Nomination Committee proposes the following:

- a. The remuneration for board members shall amount to SEK 350,000 annually.
- b. The remuneration for the chairman of the board shall amount to SEK 465,000 annually.
- c. Remuneration for the Audit Committee shall amount to SEK 60,000 annually for the members of the Audit Committee and SEK 235,000 for the chairman of the Audit Committee.
- d. Remuneration for the work on the Remuneration Committee shall amount to SEK 60,000 annually for members, and SEK 115,000 annually for the chairman of the Remuneration Committee.
- e. Board remuneration shall not be paid to board members (including the chairman), who are employed by the company.

The Nomination Committee's proposal regarding election of auditor

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that a registered accounting company is elected as auditor and that the current company auditor (Ernst & Young AB) is re-elected until the next annual general meeting. Ernst & Young AB has informed that the authorized public accountant Jennifer Rock-Baley will continue to be the auditor in charge.

The Nomination Committee's proposal regarding remuneration to the auditor

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

The Nomination Committee's proposal for resolution on establishment of principles for the Nomination Committee

The Nomination Committee proposes that the annual general meeting on 23 May 2024 resolves that a Nomination Committee shall be appointed and that the following principles for the Nomination Committee for the 2025 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 2024, 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 2025.

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 2025.

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 2025:

- (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 2026.

Stockholm in April 2024

Truecaller AB (publ)

The Nomination Committee