



Notice to annual general meeting in Sinch AB (publ)

Stockholm, Sweden – Sinch AB (publ) – XSTO: SINCH

The shareholders of Sinch AB (publ) (“**Sinch**” or the “**Company**”) are hereby summoned to the annual general meeting on Friday 15 May 2020 at 2.00 p.m. in the meeting venue Kungsholmen 2, Hotell Courtyard by Marriott Stockholm, Rålambshovsleden 50, Stockholm, Sweden.

Registration of participation at the annual general meeting will be terminated at the opening of the annual general meeting. The premises will open at 1.30 p.m.

Precautionary measures in connection with the Meeting due to covid-19

Sinch cares for the health of its shareholders and employees. Due to the risk of spreading covid-19, Sinch will take certain measures in order to minimise this risk. The Meeting and the admission for the Meeting will be kept as short as possible by, inter alia, reducing presentations. Further, no food or beverages will be offered before, during or after the Meeting. The Meeting will also be recommended to pass a resolution that no guests nor others who are not legally entitled to attend the Meeting, are allowed to be present at the Meeting venue. Sinch’s board of directors, management and other employees will only attend to the extent required. Shareholders who have symptoms themselves (or who have been in an area of contagion or who have been in contact with someone who has symptoms or has been in an area of contagion), are encouraged to not attend the Meeting in person, but to attend by proxy instead. Shareholders who feel worried about becoming infected also have the opportunity to avoid attending in person and to instead attend by proxy.

Sinch closely monitors developments and, if necessary, information on any additional measures for the Meeting will be published on the Company’s website, www.sinch.com.

Right to attend the annual general meeting

Shareholders who wish to attend the annual general meeting must be registered in the share register kept by Euroclear Sweden AB on Saturday 9 May 2020 (since the record date is a Saturday, shareholders must be entered into the share register kept by Euroclear Sweden AB on Friday 8 May 2020).

Shareholders must also notify Sinch of their intention to participate through the website <https://www.sinch.com/> (only applicable to individuals), by mail to Computershare AB, “AGM of Sinch AB”, Box 5267, SE-102 46 Stockholm or by telephone +46 (0)771-24 64 00, at the latest on Monday 11 May 2020. The notification should include the shareholder’s name, personal identification number/corporate registration number, address and daytime telephone number.

Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own name in the share register maintained by Euroclear Sweden AB in order to be entitled to attend the annual general meeting. Such registration must be effected no later than Friday 8 May 2020 (since the record date is a Saturday). Shareholders must therefore instruct their nominees well in advance thereof.

Proxy and advisors

Shareholders represented by proxy must issue a written, dated power of attorney. If the power of attorney is issued by a legal entity, a certified copy of the certificate of registration for that entity or equivalent certificate of authority must be enclosed with the power of attorney. The power of attorney is valid for one year, or, if explicitly stated, up to five years from its issuance. The power of attorney and certificate of registration or equivalent certificate of authority is to be submitted to the Company by mail at the above address well in advance of the annual general meeting. A form of power of attorney is available on the Company’s website: www.sinch.com.

A shareholder or proxy may bring one or two advisors to the annual general meeting.



Proposed agenda

1. Opening of the meeting
2. Appointment of chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination that the meeting has been duly convened
7. Presentation of the annual report and the auditors' report as well as the consolidated annual report and the auditors' group report
8. Resolution on:
 - a) adoption of the profit and loss statement and the balance sheet as well as the consolidated profit and loss statement and consolidated balance sheet;
 - b) appropriation of the Company's profit or loss according to the adopted balance sheet; and
 - c) discharge from liability towards the Company of the members of the board of directors and the CEO
9. Resolution on the number of members of the board of directors and deputy members as well as auditors and deputy auditors
10. Resolution on remuneration to the board of directors and the auditors
11. Election of members of the board of directors, chairman of the board of directors and auditors
12. Resolution on the principles for the nomination committee and instructions for the nomination committee
13. Resolution on guidelines for compensation to senior executives
14. Resolution on authorization for the board of directors to resolve on new issues of shares
15. Resolution to amend the articles of association
16. Resolution on incentive program 2020 and issue of warrants and employee stock options
17. Resolution on authorization for the board of directors to resolve on new issues of shares in-kind (acquisition of Wavy Global)
18. Closing of the meeting

Proposal on appointment of chairman of the meeting (item 2)

The Company's nomination committee, consisting of Rikard Sallanto (who represents Cantaloupe AB), Jonas Fredriksson (who represents Neqst D1 AB), Thomas Wuolikainen (who represents fjärde AP-fonden), Joachim Spetz (who represents Swedbank Robur) and Erik Fröberg (Chairman of the board of directors), proposes that the chairman of the board Erik Fröberg is appointed chairman of the meeting.

Proposal for the appropriation of the Company's profit or loss according to the adopted balance sheet (item 8 b)

The board of directors proposes that no dividend is paid for the financial year 2019.

Resolution on the number of board members and auditors, remuneration to the board members and auditors and election of the chairman of the board, other board members and auditors (items 9-11)

The nomination committee proposes that the board of directors shall consist of five members, elected by the general meeting, with no deputy members and that the Company, in accordance with the recommendations of the Audit Committee, shall have a registered accounting company as auditor.

The nomination committee proposes that the remuneration shall be paid with SEK 300,000 to each of the members of the board of directors who are not employed by the Company and with SEK 650,000 to the chairman of the board of directors.

Remuneration shall be paid with SEK 40,000 to each of the members of the audit committee



and with SEK 80,000 to the chairman of the audit committee.

Remuneration shall be paid with SEK 20,000 to each of the members in the remuneration committee and with SEK 40,000 to the chairman of the remuneration committee.

The nomination committee proposes re-election of Erik Fröberg, Renée Robinson Strömberg, Johan Stuart, Björn Zethraeus and Bridget Cosgrave. The nomination committee proposes that Erik Fröberg shall be re-elected as chairman of the board of directors.

A closer presentation of the proposed board members (including the nomination committee's evaluation on independence) can be found on <https://investors.sinch.com/>.

The nomination committee proposes, in accordance with the recommendations of the Audit Committee, re-election of the registered accounting company Deloitte AB as the Company's auditor and that remuneration to the auditor is paid in accordance with approved invoices.

Resolution on the principles for the nomination committee and instructions for the nomination committee (item 12)

The nomination committee proposes that the election of the nomination committee for the 2021 annual general meeting shall be made according to the following model.

The general meeting assigns the chairman of the board of directors to contact the four largest shareholders or owner groups in terms of votes (including both directly registered shareholders and custodian registered shareholders), based on Euroclear Sweden AB's extract of the share register as of 30 September 2020, of which each will appoint one representative to, in addition to the chairman of the board of directors, constitute the nomination committee until a new nomination committee is appointed in accordance with the instructions of the annual general meeting 2021. If any of the four largest shareholders or owner groups decline to exercise the right to appoint a representative, the fifth largest shareholder or owner group shall be given the opportunity to exercise such right, and so on until the nomination committee consists of five members.

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 Company's largest shareholder or group of shareholders, in terms of votes, working together with the administration of the Company. The CEO or any another member of the Company's management must not be a member of the nomination committee. Members of the board of directors may be appointed to the nomination committee but are not to constitute a majority of its members. If more than one member of the board of directors is appointed to the nomination committee, no more than one member may be dependent in relation to the Company's larger shareholders.

The nomination committee appoints the chairman of the committee among themselves. The chairman of the board of directors or any other member of the board of directors may not be the chairman of the nomination committee. The composition of the nomination committee must be announced no later than six months prior to the 2021 annual general meeting.

If earlier than two months prior to the annual general meeting, one or more of the shareholders having appointed representatives to the nomination committee is/are no longer among the four largest shareholders, representatives appointed by these shareholders shall resign and the shareholders who then are among the four largest shareholders may appoint their representatives. Should a member resign from the nomination committee before its work is completed and the nomination committee considers it necessary to replace him or her, such substitute member is to represent the same shareholder or, if the shareholder is no longer one of the four largest shareholders, the next largest shareholder in turn, in accordance with the principles above, but based on Euroclear Sweden AB's transcription of the share register as soon as possible after the date the representative left the committee. Changes to the composition of the nomination committee must be announced immediately.

Remuneration shall not be paid to the members of the nomination committee. The Company shall, however, pay any necessary expenses that the nomination committee may incur in its work. The term of office for the nomination committee ends when the composition of the following nomination committee has been announced.

The nomination committee shall fulfil the tasks set out in the Swedish Corporate Governance Code and shall present proposals for the following resolutions at the annual general meeting:



- a) proposal for chairman of the meeting;
- b) proposal for the board of directors;
- c) proposal for chairman of the board of directors;
- d) proposal for auditors;
- e) proposal for remuneration for the board of directors, divided between the chairman and the other members of the board of directors and any remuneration for work in the committees;
- f) proposal for remuneration for the Company's auditors;
- g) proposal for principles for appointing a nomination committee for the annual general meeting; and
- h) proposal for amendments of the instructions for the nomination committee.

The nomination committee has the right, at Sinch's expense, to engage external consultants whom the nomination committee considers necessary to fulfil its task.

Resolution on guidelines for compensation to senior executives (item 13)

The board of directors proposes the following guidelines for compensation to senior executives. These guidelines do not apply to any remuneration decided or approved by the general meeting.

The members of the senior executives' team are the members of the board of directors of the Company who have entered into an employment agreement with the Company or a group Company, the CEO, deputy CEO (if applicable) and other members of the senior executives' team who report to the before mentioned persons. The senior executives' team in the Company currently comprises eleven senior executives, including the CEO.

A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the Company is able to recruit and retain qualified personnel. Compensation to the CEO and other senior executives must therefore reflect Sinch's need to recruit and motivate qualified employees by means of compensation packages perceived as fair and competitive. The board of directors is empowered to depart from the guidelines below if in a specific case there is a special cause for the deviation and a deviation is necessary to serve the Company's long-term interests, including sustainability, or to ensure the Company's financial viability.

In the preparation of the board of directors' proposal for these guidelines for compensation to the CEO and other senior executives, salary and employment conditions for employees of the Company have been taken into account by including information on the employees' total remuneration, the components of the remuneration and increase and growth rate over time, in the board of directors' basis of decision.

Compensation consists of the following components:

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

FIXED BASE PAY

The fixed base pay must be market based and reflect the employee's position, qualifications, experience and individual performance.

SHORT-TERM VARIABLE PAY

Short-term variable pay must be measured against predefined financial performance targets. Non-financial objectives may also be used to sharpen focus on achieving the Company's strategic plans. Objectives must be specific, clear, measurable, subject to deadlines and adopted by the board of directors. They shall further be designed to contribute to the Company's business strategy, long-term interests and sustainability.

To which extent the criteria for awarding variable remuneration has been satisfied shall be evaluated/determined when the relevant measurement period has ended. The Remuneration Committee is responsible for the evaluation so far as it concerns variable remuneration to the



CEO and other senior executives. However, for variable remuneration to other senior executives, the CEO is responsible for the evaluation. Levels and targets for variable pay are suggested annually by the CEO for other senior executives and approved by the board of directors. Levels and targets for the CEO are defined by the board of directors. Short-term variable pay may not exceed 30 percent of the fixed base pay, as management compensation should be focused on Long Term Incentives.

LONG-TERM VARIABLE PAY

Long-term variable pay may encompass share-related incentive programs. These guidelines do not apply to remuneration decided or approved by the general meeting. Accordingly, these guidelines do not apply to the Company's share-related incentive programs LTI 2016, LTI 2018, LTI 2019 and the proposed LTI 2020. Each year, the board of directors evaluates whether a long-term share-related incentive program should be proposed to the annual general meeting. The purpose of offering a share-related incentive program is to ensure that the interests of senior executives coincide with those of the Company's share-holders. Individual, long-term ownership among key individuals can be expected to stimulate keener interest in the business and its profitability, increase motivation, and enhance the sense of belonging with the Company and thereby contribute to the Company's business strategy, long-term interests and sustainability. Long-term share-related incentives also helps to attract when recruiting new executives.

MARKET BASED COMPENSATION

The Company has acquired high quality benchmark data from third party sources to secure that compensation to the CEO and other senior executives reflects what is offered to executives in comparable positions in other companies. Market rate is also secured through recruitment processes, in the cases where executives are recruited externally.

PENSIONS

Pension benefits for the CEO and other senior executives must reflect customary market terms, compared with that which generally applies to executives in comparable positions in other companies, and should normally be based upon defined contribution pension plans. Retirement occurs at the relevant/applicable retirement age. Pension benefits may not exceed 35 percent of the fixed base pay to the extent higher contributions follows from an applicable collectively agreed pension plan.

OTHER BENEFITS

Other employee benefits may, among other things, consist of health insurance and fitness/wellness programs. The costs for such benefits may not exceed 6 percent of the fixed base pay.

PAY DURING PERIOD OF NOTICE

As a general rule, employment agreements entered into between the Company and senior executives shall be on an indefinite basis. If the Company terminates the CEO's employment, the period of notice shall be a maximum of six months. If the CEO resigns, the period of notice shall be six months. A period of notice applies between the Company and other senior executives of three to six months, whether the employee resigns or is terminated. Fixed base pay and any severance pay during a period of notice shall not exceed an amount equivalent to the fixed base pay for two years.

COMPENSATION TO COMPANY FOUNDERS

Compensation to founders of the Company is subject to approval by the board of directors. Founders are excluded from the requirement of market-based pay, i.e. their compensation and benefits may be below market, as they are compensated through their ownership in the Company.

Compensation consists of the following components:

- Fixed base pay
- Pension benefits
- Additional vacation entitlement
- Pay during period of notice of termination or resignation

If a founder is temporarily covering another management position, the founder will be compensated during this period with a base pay equal to the person in the management team



with the lowest salary at the time, excluding other founders.

APPROVAL

Changes in terms, conditions and compensation to the CEO is subject to approval from the Chairman of the board of directors. Day to day costs such as travel expenses for the CEO are approved by the CFO, and quarterly summaries are sent to the Chairman of the board of directors. New recruitments, salary changes and other significant changes for other senior executives than the CEO are subject to approval from the Chairman of the board of directors, whereas minor adjustments, and day to day costs are approved by the CEO. Payout of fixed base pay is prepared by local payroll departments and are approved before payout by the local HR representative. Payout of short-term variable pay is subject to approval from the CEO as regards other senior executives and from the Chairman of the board of directors as regards the CEO. Eligibility for share-related incentive program must be approved by the board of directors based on the proposal approved at the annual general meeting.

CONTROLS AND DECISION-MAKING PROCESS

The Company has a Remuneration Committee which consists of two members of the board of directors. The Chairman of the board of directors is also Chairman of the Remuneration Committee. The Remuneration Committee shall, in relation to the board of directors, have a preparatory function in respect of principles for remuneration, remuneration and other terms of employment regarding the senior executives. Consequently, the Remuneration Committee shall prepare a proposal in respect of guidelines for compensation to senior executives, which the board of directors shall present to, and which shall then be resolved upon by the annual general meeting. The Remuneration Committee shall also evaluate the application of the guidelines resolved upon by the annual general meeting.

The board of directors shall at least every fourth year or upon material changes to the guidelines make a proposal on guidelines to be resolved by the annual general meeting.

The guidelines shall be applied in relation to every commitment on compensation to senior executives and every change in such commitment, which is resolved after the annual general meeting at which the guidelines were adopted. Thus, the guidelines have no impact on already pre-existing contractually binding commitments. Guidelines resolved upon may also be amended by way of a resolution by any other general meeting.

Further, the Remuneration Committee shall, within the scope of the guidelines resolved upon by the annual general meeting, prepare proposals regarding remuneration to the CEO and other senior executives. The Remuneration Committee shall annually evaluate the CEO's performance.

Further, the Remuneration Committee shall observe and evaluate programs for variable compensation to the senior executives which are ongoing or finished during the year as well as the Company's current remuneration structure and remuneration levels. Furthermore, the Remuneration Committee shall annually prepare a remuneration report regarding the compensation to the senior executives. The remuneration report shall be made available to the share-holders on the Company's website by the Remuneration Committee no later than three weeks prior to the annual general meeting. Within the scope and on the basis of the guidelines, the board of directors shall annually decide on the specific revised remuneration terms for each senior executive and make such other decisions on compensation to senior executives that may be required. The CEO or other senior executives shall not participate in the Remuneration Committee's and the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Compliance with guidelines is controlled annually through the following activities:

- Collection of documented annual targets for short-term variable pay
- Random samples of salary payout approvals
- Sample reports from payroll systems to identify any out of the ordinary payouts

The results of the controls are summarized and reported to the Remuneration Committee.

Resolution on authorization for the board of directors to resolve on new issues of shares (item 14)

The board of directors proposes that the meeting authorizes the board of directors to, on one or several occasions, until the next annual general meeting, resolve on new issues of shares to be paid in cash or in kind or otherwise on terms and conditions and that such new issue can be performed with deviation from the shareholders' preferential rights. The issues are to be



performed on market conditions, taking into account any discount on market terms. The reason for the authorization and the reason for the possible deviation from the shareholders' preferential rights is to enable capital raisings for the acquisition of companies, or parts of companies, and for the operations of the Company. The board of directors is entitled to resolve on share issues causing an increase of the Company's share capital of at most 10 percent of the Company's registered share capital at the time the board of directors first utilizes the authorization.

Resolution to amend the articles of association (item 15)

The board of directors proposes that the general meeting resolves to amend § 7 in the Company's articles of association in accordance with the following:

§ 7 Notice to attend a shareholder's meeting

Notice convening general meetings shall be published in the Official Swedish Gazette (Sw. *Post- och Inrikes Tidningar*), and on the company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Svenska Dagbladet.

Shareholders intending to participate in general meetings must notify the company no later than the day stated in the notice convening the meeting.

Resolution on incentive program 2020 and issue of warrants and employee stock options (item 16)

Background and reasons

The Company has previously implemented a number of share based incentive programs. In view of this, the board of directors proposes that the general meeting resolves to implement an additional long term incentive program for senior executives and key employees within the Sinch group ("**LTI 2020**"). The proposal to implement an incentive program have been put forward as the board of directors determines that it is important and in the interest of all shareholders to create even greater participation for current and future key persons and senior executives within the group with regard to the group's development. It is also important to encourage continued employment.

In the light of the above, the board of directors proposes that the general meeting resolves to implement the incentive program LTI 2020 in accordance with item 16 (a) – 16 (d) below. The resolutions under item 16 (a) – 16 (d) below are proposed to be conditional upon each other and for that reason it is proposed that all resolutions are to be passed as one resolution. LTI 2020 is proposed to include up approximately 135 current and future senior executives and key employees within the Sinch group.

Proposal regarding the adoption of LTI 2020 (item 16 (a))

LTI 2020 comprises seven (7) series. Series 1-3 consists of warrants to be transferred to employees within the Sinch group in Sweden and other countries than the UK and the United States. The warrants of Series 1 have a term of three (3) years, the warrants of Series 2 have a term of (4) years and the warrants of Series 3 have a term of five (5) years. For series 1 the holders are entitled to exercise the warrants to subscribe for shares during a period of three (3) months after the expiry of the term and for series 2 and 3 the holder will be entitled to subscribe for shares during a period of three (3) months before the end of each term. Series 4-6 and Series 7 comprises of employee stock options which will be granted to employees within the Sinch Group in the UK and in the United States.

The board of directors therefore proposes that the general meeting resolves to issue not more than 580,000 warrants, of which not more than 85,000 warrants may be issued in Series 1, not more than 85,000 warrants may be issued in Series 2, not more than 85,000 warrants may be issued in Series 3, not more than 2,334 warrants may be issued in Series 4, not more than 2,333 warrants may be issued in Series 5, not more than 2,333 warrants may be issued in Series 6 and not more than 318,000 warrants may be issued in Series 7. The right to subscribe for the warrants of Series 1-7 shall belong to the wholly-owned subsidiary Sinch Holding AB (the "**Subsidiary**"), which shall transfer the warrants of Series 1-3 to employees of the Company and the group and hold warrants of Series 4-6 and Series 7 to ensure delivery of shares upon exercise of employee stock options in Series 4-6 and Series 7. Each warrant entitles the holder to subscribe for one (1) share in the Company. The warrants shall be issued without consideration to the Subsidiary.

Below is a description of the terms and conditions for each of the options Series 1-3, 4-6 and 7.



Series 1-3 – Warrants

The Subsidiary will transfer the warrants in Series 1-3 to participants at a price corresponding to the market value of the warrant (the warrant premium).

Each warrant of Series 1-3 entitles the holder to subscribe for one (1) share in the Company during each Series call period at an exercise price corresponding to 140 per cent of the volume-weighted average price for the Company's share on Nasdaq Stockholm during the period commencing on 17 February 2020 up to and including 15 May 2020. However, the exercise price may not be less than the share's quota value of SEK 0.10. Day without price quotation shall not be included in the calculation.

The call periods for exercising the warrants for subscription of shares under each Series are according to the following:

- Series 1: during the period commencing on 15 June 2023 up to and including 15 September 2023,
- Series 2: during the period commencing on 15 March 2024 up to and including 17 June 2024, and
- Series 3: during the period commencing on 17 March 2025 up to and including 18 June 2025.

The issued warrants of Series 1-3 shall, with deviation from the shareholders' preferential rights, be able to be subscribed for by the Subsidiary – a wholly owned subsidiary to the Company – whereafter this company shall offer the warrants to the participants. The notification of acquisition of the warrants shall take place during the period from 18 May 2020 to 15 June 2020. Transfer of the warrants from Series 1-3 shall be made at a price corresponding to the market value of the warrants (the warrant premium) calculated according to an established method of valuation (the Black & Scholes valuation model). The warrant premium will be determined in connection to the last day of the notification period, applying the Black & Scholes valuation model. The board of directors of the Company shall be authorized to extend the period during which notice of acquisition must take place. Warrants shall also be available to future new employees. For acquisitions made by future new employees the terms shall be the same or equal to the terms that are stated in this resolution. This means, *inter alia*, that such acquisitions shall take place based on the, at that time, going market value and that the board of directors shall set forth an equivalent notice of acquisition period for new employees whose acquisition takes place after the initial notice of acquisition period. The valuation of the warrants shall be made by an independent appraiser or audit firm. The Company shall in connection with the transfer of the warrants to the participants reserve a pre-emption right regarding the warrants if the participant's employment or assignment within the group is terminated or if the participant wishes to transfer its warrants.

Series 4-6 – Employee stock options (with warrants as hedging arrangement)

Each employee stock option entitles the employee to acquire one (1) share in the Company in accordance with the following terms and conditions:

- The employee stock options of Series 4-6 will be granted without consideration;
- The employee stock option of Series 4-6 entitles the holder to acquire one (1) share in the Company at an exercise price corresponding to 140 per cent of the volume-weighted average price for the Company's share on Nasdaq Stockholm during the period commencing on 17 February 2020 up to and including 15 May 2020. However, the exercise price may not be less than the shares quota value of SEK 0.10. Day without quotation price shall not be included in the calculation;
- Further, for UK participants granted tax-qualified stock options, the exercise price may not be less than 100 per cent of the mean between the highest and lowest quoted selling prices for the Company's shares on Nasdaq Stockholm on the trading day immediately preceding the date that the employee stock option is granted;
- The employee stock options of Series 4 entitles the holder to acquire shares during the period commencing on 15 June 2023 up to and including 15 September 2023;
- The employee stock options of Series 5 entitles the holder to acquire shares during the period commencing on 15 March 2024 up to and including 17 June 2024;
- The employee stock options of Series 6 entitles the holder to acquire shares during the period commencing on 17 March 2025 up to and including 18 June 2025;
- The employee stock options may not be transferred or pledged;



- As a general rule, the employee stock options shall only be available to be exercised if the holder is still an employee within the group; and
- Participants from the UK are only entitled to exercise the underlying stock option if the Company's adjusted EBITDA per share during a measurement period of three (3) years, calculated during the last three (3) years of the duration period for each series of employee stock options, have increased with at least ten (10) per cent per year in average.

Series 7 – Employee stock options (with warrants as hedging arrangement)

Each employee stock option entitles the employee to acquire one (1) share in the Company in accordance with the following terms and conditions:

- The employee stock options of Series 7 will be granted without consideration;
- Participation in Series 7 is limited to employees of the Sinch group who work in the United States;
- The employee stock options of Series 7 entitles the holder to acquire one (1) share in the Company at an exercise price equal to fair market value as determined by the closing price of the shares on Nasdaq Stockholm on the last trading day preceding the date of the option grant; However, the exercise price may not be less than the shares' quota value of SEK 0.10;
- The employee stock options of Series 7 are subject to both performance and time based vesting requirements – on the date when a portion of the options would vest as a result of the passage of time with the employee remaining employed by the Sinch group, the applicable EPS condition must also be satisfied or such options are immediately forfeited without consideration;
- Provided the applicable EPS Condition has been satisfied as of the applicable vesting date, the employee stock options of Series 7 vest and become exercisable on the first anniversary of the date of grant with respect to 20% of the options subject to the grant, and on the last day of each of the following sixteen (16) calendar quarters after the first anniversary, with respect to an additional five (5) per cent of the total options granted. The total vesting period after which all granted option have vested is five (5) years;
- Upon vesting, unless the employee's service with the Sinch group ends sooner, options of Series 7 remain exercisable for a period of six (6) years, from the date of grant;
- As a general rule, the employee stock options of Series 7 are only exercisable if the grantee is still an employee of the Sinch group; and,
- The vesting of employee stock options of Series 7 is subject to the EPS Condition, which requires the Company's adjusted EBITDA per share during a measurement period of the three (3) most recent completed calendar years immediately preceding the applicable vesting date increases by average of at least ten (10) per cent per year.

Recalculation due to split, consolidation, new share issue etc.

The exercise price for Series 1-3, 4-6 and Series 7 determined as set out above, shall be rounded to the nearest SEK 0.10 whereby SEK 0.05 shall be rounded upwards. The exercise price and the number of shares that each warrant entitles to subscription for shall be recalculated in the event of a split, consolidation, new share issue etc. in accordance with customary re-calculation terms. If the warrants of Series 1-7 are completely exercised the Company's share capital will increase with SEK 58,000.

Allocation of warrants, limitations in the disposition of the warrants and the right to receive warrants and employee stock options

The participants' right to acquire warrants and employee stock options have been differentiated with reference to position, responsibility and working performance in the group and the participants have for this reason been divided into two different categories:

Category A – Members of the group management

Category B – Other specialists and key personnel

The right to receive warrants for employees within Sweden and some of the group's foreign subsidiaries requires that the participant enter into a pre-emption agreement with the Company and that the participant subscribes the same number or warrants in Series 1, 2 and 3. Pre-



emption shall be made at market value with regard to the Swedish participants and also with regard to the foreign participants, to the extent that it does not cause adverse tax consequences. The warrants are otherwise freely transferable. The right to receive employee stock options of Series 4-6 shall accrue to senior managers and other key employees within the group's UK subsidiaries and employee stock options of Series 7 shall accrue to senior managers and other key employees within the group's U.S subsidiaries. The following allocation applies to the grant of options within each category.

	Maximum number of options for each recipient	Total number of options within the category
Category A – not more than 5 people	100,000 options	225,000 options
Category B – not more than 130 people	30,000 options	355,000 options

In the event that all options within category A are not transferred after the initial notice of acquisition period, such non-transferred options may be offered to employees in category B and in the event that all options within category B are not transferred after the initial notice of acquisition period, such non-transferred options may be offered to employees in category A. The maximum number of options per person, within each category, may not be exceeded for any individual.

The Company's board members and the founders shall not be eligible to participate in LTI 2020.

Proposal regarding issue of warrants in Series 1-3 (item 16 (b))

The board of directors proposes that the Company shall issue not more than 255,000 warrants for subscription of shares, whereof not more than 85,000 warrants in Series 1, not more than 85,000 warrants in Series 2 and not more than 85,000 warrants in Series 3, whereby the Company's share capital may be increased by not more than SEK 25,500 at full subscription, corresponding to approximately 0.43 per cent of the total number of shares and the total number of votes in the Company.

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only belong to the Subsidiary, with the right and obligation to dispose of the warrants as described above. Each warrant entitles the holder to subscribe for one (1) share in the Company. The warrants will be issued without consideration to the Subsidiary.

In order to fulfil the commitments arising from LTI 2020, the board of directors proposes that the annual general meeting authorizes that the Subsidiary may assign to a third party or in another way dispose of the warrants in accordance with the above.

Proposal regarding issue of warrants in Series 4-6 (item 16 (c))

The board of directors proposes that the Company shall issue not more than 7,000 warrants for subscription of shares, of which not more than 2,334 warrants may be issued in Series 4, not more than 2,333 warrants may be issued in Series 5 and not more than 2,333 warrants may be issued in Series 6, whereby the Company's share capital may be increased by not more than SEK 700, at full subscription corresponding to approximately 0.01 per cent of the total number of shares and number of votes in the Company.

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only belong to the Subsidiary, with the right and obligation to dispose of the warrants as described above. Each warrant entitles the holder to subscribe for one (1) share in the Company. The warrants shall be issued without compensation to the Subsidiary.

In order to fulfil the commitments arising from LTI 2020, the board of directors proposes that the annual general meeting authorizes that the Subsidiary may assign to a third party or in another way dispose of the warrants in accordance with above.

Proposal regarding issue of warrants in Series 7 (item 16 (d))

The board of directors proposes that the Company shall issue not more than 318,000 warrants in Series 7 for subscription of shares, whereby the Company's share capital may be increased by not more than SEK 31,800, at full subscription corresponding to approximately 0.54 per cent of



the total number of shares and number of votes in the Company.

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, only belong to the Subsidiary, with the right and obligation to dispose of the warrants as described above. Each warrant entitles the holder to subscribe for one (1) share in the Company. The warrants shall be issued without compensation to the Subsidiary.

In order to fulfil the commitments arising from LTI 2020, the board of directors proposes that the annual general meeting authorizes that the Subsidiary may assign to a third party or in another way dispose of the warrants in accordance with above.

Costs

The incentive program is expected to have a marginal effect on the Company's adjusted EBITDA per share. Given that the warrants of Series 1-3 shall be transferred at a price corresponding to the market value of the warrants, no significant social security costs will arise for the Company in connection with the transfer of warrants to the participants. The market value of the warrants is, in accordance with a preliminary valuation made based on a market value on the underlying share corresponding to SEK 359.3, SEK 44.26, SEK 57.11 and SEK 68.67 per warrant for each of the three different call periods, assuming an exercise price of SEK 503.0 per share. The Black & Scholes valuation model has been used for valuing the warrants, assuming a risk free interest of -0.47, -0.42 and -0.38 per cent and a volatility of 35 per cent.

Costs related to LTI 2020 will be accounted for in accordance with IFRS 2 which stipulates that the employee stock option shall be recorded as a personnel expense in the income statement during the vesting period. The total costs for the employee stock options are expected to amount to approximately SEK 3,700,000 during the term of the program.

The total costs, including other expenses for LTI 2020 related to fees to external advisors, valuation, own work and for administration of the program, are estimated to amount to approximately SEK 4,400,000 during the term of the program, under the assumption of a share price of SEK 800 at exercise.

Effect on important key ratios

The costs for LTI 2020 amount to approximately 0.09 per cent of the Company's revenue for the financial year 2019.

Dilution

Upon exercise of all warrants in LTI 2020 up to 580,000 shares (with reservation for any re-calculation), equivalent to approximately 0.98 per cent of the total number of shares and votes, may be issued. The calculation is based on the maximum number of shares and votes which can be issued divided with the total number of shares and votes after such issue. Upon full exercise of the warrants, the Company's share capital will increase with a maximum of SEK 58,000. Together with outstanding warrants in warrant program LTI 2016, LTI 2018 and LTI 2019 the total dilution is approximately 5.2 per cent of the total amount of outstanding shares and votes.

Preparation of the proposal

The proposal to the incentive program LTI 2020 has been prepared by the board of directors of the Company.

The reason for the deviation from the shareholders' preferential rights

The reason for the deviation from the shareholders' preferential rights is to implement an incentive program for the senior executives and key employees in the Company and the group.

Majority requirement

A resolution to approve the present proposal is valid only where supported by shareholders holding not less than nine-tenths (9/10) of both the shares voted for and of the shares represented at the meeting.

Authorization

It is further proposed that the board of directors, or a person appointed by the board of directors, is authorized to undertake such minor adjustments in the decision that may be required for the registration with the Swedish Companies Registration Office and Euroclear Sweden AB and that the board of directors shall have the right to undertake such minor adjustments to the



incentive program due to applicable foreign rules and laws.

Outstanding programs

The Company does have the following outstanding warranty programs;

LTI 2016. An extraordinary general meeting held on 5 December 2016 approved the board's proposal regarding an incentive program for key employees and resolution of share issue of not more than 1,500,000 warrants and resolution of approving transfer of warrants. At full subscription with support of all warrants, 1,500,000 new shares may be issued which is equivalent to a dilution of three (3) per cent of the total amount of outstanding shares and votes in the Company. 1,215,700 options have been subscribed for and 272,662 options have been exercised (Series 1 and Series 4). No more warrants or employee stock options will be offered out of LTI 2016. The subscription price was set to SEK 127.67 per share.

LTI 2018. An annual general meeting held on 18 May 2018 approved the board's proposal regarding an incentive program for key employees and resolution of share issue of not more than 1,500,000 warrants and resolution of approving transfer of warrants. At full subscription with support of all warrants, 1,500,000 new shares may be issued which is equivalent to a dilution of three (3) per cent of the total amount of outstanding shares and votes in the Company. 1,380,920 stock options have been subscribed for. No more warrants or employee stock options will be offered out of LTI 2018. The subscription price was set to SEK 91.30 per share.

LTI 2019. An annual general meeting held on 17 May 2019 approved the board's proposal regarding an incentive program for key employees and resolution of share issue of not more than 510,000 warrants and resolution of approving transfer of warrants. At full subscription with support of all warrants, 510,000 new shares may be issued which is equivalent to a dilution of one (1) per cent of the total amount of outstanding shares and votes in the Company. 326,000 stock options have been subscribed for. No more warrants or employee stock options will be offered out of LTI 2019. The subscription price was set to SEK 174.10 per share.

Resolution on authorization for the board of directors to resolve on new issues of shares in-kind (acquisition of Wavy Global) (item 17)

On 26 March 2020, it was announced that the company has entered into an agreement regarding the acquisition of all of the shares in Movile Internet Móvel S.A. and Wavy Global Holdings BV (jointly, "Wavy Global"). Pursuant to the purchase agreement part of the purchase price for the shares shall be paid by way of newly issued shares in the Company.

Against the background above, the board of directors proposes that the annual general meeting authorizes the board of directors to, on one or more occasions, during the period until the next annual general meeting, resolve on new issues of up to 1,534,582 shares against payment in-kind.

The CEO, or anyone appointed by the CEO for this purpose, is authorised to make such minor adjustments to the resolution as may be required in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Majority requirements

The resolutions under items 14 and 15, respectively, above are valid only if the resolutions are supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the meeting. The resolution under item 16 above is valid only if the resolution is supported by shareholders representing at least nine tenths of the votes cast as well as the shares represented at the meeting.

Available documents

The complete proposals, together with ancillary documentation, will be made available at the Company's offices, Lindhagensgatan 74, SE-112 18, Stockholm, in accordance with the requirements of the Swedish Companies Act and will be sent to shareholders who so request and who inform the Company of their mailing address. The documents will also be made available on the Company's website: www.sinch.com. All documents above will be presented at the meeting.

Shareholders' right to request information

At the meeting, shareholders have the right to information – should the board of directors consider that this can occur without significant damage to the Company – on circumstances that could impact on the evaluation of an item on the agenda and relationships that could impact on the evaluation of the Company's or a subsidiary's financial situation.



Processing of personal data

For information on how personal data is processed in connection with the annual general meeting, see the privacy notices of Euroclear Sweden AB and Computershare AB available on their respective websites, www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf. and www.computershare.com/se/gm-gdpr.

Other information

The Company currently has 58 874 751 outstanding shares and votes. The Company holds no treasury shares.

Stockholm in April 2020

Sinch AB (publ)

The board of director