



Press Release

Stockholm May 15, 2020

## **Resolutions from the 2020 Annual General Meeting in Sinch AB (publ)**

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

Sinch held its 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.

### **Adoption of financial statements, appropriation of the company's profit or loss and discharge from liability**

The meeting adopted the presented profit and loss statement and balance sheet as well as the consolidated profit and loss statement and consolidated balance sheet.

In accordance with the proposal of the board of directors, the meeting resolved to not pay any dividend for the financial year 2019.

The meeting further resolved to grant discharge from liability of the members of the board of directors, the CEO and the deputy CEO for the financial year 2019.

### **Election of members of the board of directors, chairman of the board of directors and auditors**

The meeting resolved, in accordance with the nomination committee's proposal, that the board of directors shall consist of five members elected by the meeting with no deputy members and resolved to re-elect Erik Fröberg, Renée Robinson Strömberg, Johan Stuart, Björn Zethraeus and Bridget Cosgrave. Erik Fröberg was re-elected as chairman of the board of directors.

Deloitte AB was re-elected as auditor.

### **Remuneration to the board of directors and the auditors**

The meeting resolved, in accordance with the nomination committee's proposal, on an annual remuneration of SEK 300,000 to each of the members of the board of directors who are not employed by the company and of SEK 650,000 to the chairman of the board of directors. Furthermore, it was resolved on an annual remuneration of SEK 40,000 to each of the members of the audit committee, of SEK 80,000 to the chairman of the audit committee, of SEK 20,000 to each of the members of the remuneration committee and of SEK 40,000 to the chairman of the remuneration committee. In addition, it was resolved that remuneration to the auditor is paid in accordance with approved invoices.

### **The principles for the nomination committee and instructions for the nomination committee**

The meeting resolved on the principles for the nomination committee and instructions for the nomination committee in accordance with the nomination committee's proposal.

### **Guidelines for compensation to senior executives**

The meeting resolved on guidelines for compensation to senior executives proposed by the board of directors. The compensation shall reflect Sinch's need to recruit and motivate qualified employees by means of compensation packages perceived as fair and competitive. Compensation consists of fixed base pay, short- and long-term variable pay (including any share-related incentive programs), pension benefits, other benefits and pay during period of notice of termination or resignation.



## **Authorization for the board of directors to resolve on new issues of shares**

The meeting resolved, in accordance with the board of directors' proposal, to authorize the board of directors, on one or several occasions, until the next annual general meeting, to resolve on issues of new shares, and that such new issue can be performed with deviation from the shareholders' preferential rights. 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.

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.

## **Resolution to amend the articles of association**

The meeting resolved, in accordance with the board of directors' proposal, on an editorial amendment to the articles of association.

## **Resolution on incentive program 2020 and issue of warrants and employee stock options**

The meeting resolved, in accordance with the board of directors' proposal, to adopt an additional long term incentive program for senior executives and key employees within the Sinch group ("LTI 2020").

LTI 2020 comprises seven series of warrants. Upon exercise of all warrants in LTI 2020, up to 580,000 shares, equivalent to approximately 0.98 per cent of the total number of shares and votes, may be issued. Upon full exercise of the warrants, the company's share capital will increase with a maximum of SEK 58,000.

## **Authorization for the board of directors to resolve on new issues of shares in-kind (acquisition of Wavy Global)**

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 meeting resolved, in accordance with the board of directors' proposal, to authorize 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.

### **For further information, please contact**

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### **About Sinch**

Sinch brings businesses and people closer with tools enabling personal engagement. Its leading cloud communications platform lets businesses reach every mobile phone on the planet, in seconds or less, through mobile messaging, voice and video. Sinch is a trusted software provider to mobile operators, and its platform powers business-critical communications for many of the world's largest companies. Sinch has been profitable and fast-growing since its foundation in 2008. It is headquartered in Stockholm, Sweden, and has local presence in more than 30 countries. Shares are traded at NASDAQ Stockholm: XSTO:SINCH. Visit us at [sinch.com](http://sinch.com).

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