

Press release
2026-04-20

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 22 May 2026 at 11:00 a.m. CEST.

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 13 May 2026; and
- no later than on Monday 18 May 2026, notify the company of their intention to participate in the annual general meeting by mail to Computershare AB, "Truecaller's AGM", P.O. Box 149, SE-182 12 Danderyd, Sweden, by phone to +46(0)771 24 64 00, by e-mail to proxy@computershare.se, or electronically on the company's website, (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 18 May 2026. 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) 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.
11. Determination of remuneration for the auditors.
12. Election of board.
 - a. re-election of Alan Mamedi,
 - b. re-election of Annika Poutiainen,
 - c. re-election of Nami Zarringhalam,
 - d. re-election of Shailesh Lakhani,
 - e. re-election of Aruna Sundararajan.
 - f. new election of Sandeep Bhushan.
13. Election of chairman of the board.
14. Election of auditor.
15. Resolution on approval of remuneration report.
16. Resolution on establishment of principles for the Nomination Committee.

17. Resolution on authorization for the board of directors regarding issues.
18. Resolution on authorization for the board of directors regarding repurchase and transfer of series B shares in the company.
19. Resolution on (A) reduction of the share capital by way of cancellation of own shares, and (B) increase of the share capital by way of bonus issue.
20. Closing of the meeting.

Proposed resolutions

Item 1: Election of chairman of the meeting

The Nomination Committee, that has consisted of Kamjar Hajabdolahi (chairman), appointed by Nami Zarringhalam, Sven Törnkvist, appointed by Alan Mamedi, Staffan Ringvall, appointed by Handelsbanken Fonder, and Alan Mamedi, representing 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 payment of a dividend of SEK 0.28 per series A and series B share. The record date to receive the dividend is proposed to be 26 May 2026. If the annual general meeting resolves in accordance with the proposal, payment of the dividend is expected to be performed through Euroclear Sweden AB on 29 May 2026.

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

The Nomination Committee proposes that board remuneration shall be paid with SEK 650,000 to the chairman of the board of directors and with SEK 500,000 to each of the other board members. It is further proposed that remuneration for committee work shall be paid with SEK 250,000 to the chairman of the Audit Committee, with SEK 100,000 to each of the other members of the Audit Committee, with SEK 150,000 to the chairman of the Remuneration Committee and with SEK 80,000 to each of the other members of the Remuneration Committee. The board remuneration is unchanged from the previous year.

Item 11: Determination of remuneration for the auditors

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

Item 12: Election of board

The Nomination Committee proposes that Alan Mamedi, Annika Poutiainen, Nami Zarringhalam, Shailesh Lakhani and Aruna Sundararajan are re-elected as board members. The Nomination Committee further proposes that Sandeep Bhushan is elected as new board member. Helena Svancar has declined re-election.

Mr. Bhushan, born 1974, brings extensive and direct experience from leading advertising platforms, having most recently served as India Director of Global Marketing Solutions at Meta, where he built and led a USD multi billion revenue business and was responsible for enterprise monetisation across complex advertising markets. His background further includes senior leadership at Samsung and WSJ/Mint, providing him with experience from the perspective of major advertisers operating across both platform and agency environments. Through these roles, Mr. Bhushan has developed substantial expertise in the dynamics of digital advertising ecosystems, including channel design, incentive structures, pricing and the interaction between advertiser relationships and long-term platform trust.

Mr. Bhushan possesses deep and proven knowledge of the Indian market, as well as a strong understanding of international markets. His experience navigating commercial and regulatory challenges within India's complex environment is considered particularly valuable given Truecaller's strategic priorities in India.

Mr. Bhushan's other ongoing assignments include: Board member of Traya Health. Mr. Bhushan holds no shares in the company. Mr. Bhushan is considered to be independent both in relation to the company and its management as well as in relation to its major shareholders.

Information on the board members proposed for re-election can be found at the company website (<https://corporate.truecaller.com/governance/board-of-directors>) and in the annual report.

Item 13: Election of chairman of the board

The Nomination Committee proposes that Nami Zarringhalam is re-elected as chairman of the board of directors.

Item 14: Election of auditor

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 Anna Svanberg will be the auditor in charge.

Item 15: 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 2025.

Item 16: Resolution on establishment of principles for the Nomination Committee

The Nomination Committee proposes that the following principles for the Nomination Committee shall apply.

The chair of the board of directors shall 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 each year, each appointing a representative to, together with the chair of the board of directors, constitute the Nomination Committee for the period

until a new Nomination Committee has been appointed in accordance with a mandate from the annual general the coming year.

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 chair of the board).

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. 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 start its work as soon as possible after the announcement of the composition of the committee. The task for the Nomination Committee is to submit proposals on the following issues for resolution to the annual general meeting:

- 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.

These principles for the Nomination Committee shall be valid until further notice until a resolution on amendment is passed by a general meeting.

Item 17: 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 37,501,755, which corresponds to a dilution of ten (10) percent of the number of issued shares after the completion of the cancellation of shares proposed under item 19 on the agenda. 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 18: 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, at each time, exceed ten (10) percent of all outstanding shares in the company. Repurchase of series B shares on Nasdaq Stockholm may be made at a price per share that does not exceed the higher of the most recent independent trade and the highest current independent bid on the trading venue where the purchase is carried out, or otherwise on the terms and conditions determined by Nasdaq Stockholm. The company may however assign a stock exchange member to accumulate a certain amount of the company's own series B shares by proprietary trading during a certain time period and on the day of delivery pay the volume weighted average price for the market as a whole for such period of time, even if the volume weighted average price falls outside the range of prices on the day of delivery. Acquisitions may not be made at a price lower than the lowest price at which an independent trade can be made. 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, or otherwise in accordance with applicable regulations, 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 19: Resolution on (A) reduction of the share capital by way of cancellation of own shares, and (B) increase of the share capital by way of bonus issue

A. Reduction of the share capital by way of cancellation of own shares

The board of directors proposes that the annual general meeting resolves to reduce the share capital by way of cancellation of 16,274,926 own series B shares that have been repurchased by the board of directors based on the authorization given at the annual general meeting in 2025. Through the reduction, the share capital is reduced by SEK 35,194.823547. The purpose of the reduction is allocation to unrestricted equity.

B. Increase of the share capital by way of bonus issue

To restore the share capital after the proposed reduction of the share capital set out in A above, the board of directors proposes that the annual general meeting simultaneously resolves to increase the share capital by SEK 35,194.823547 through a bonus issue, by transferring the same amount from the company's unrestricted equity without the issuance of new shares.

The board's report in accordance with Chapter 20, Section 13 of the Swedish Companies Act (2005:551)

In accordance with Chapter 20, Section 13 of the Swedish Companies Act, the board of directors reports as follows. The resolution to reduce the company's share capital by cancellation of own series B shares according to item A can be carried out without authorization from the Swedish Companies Registration Office (Sw. Bolagsverket) or a general court, since the company at the same time carries out an equal increase of the share capital through a bonus issue in accordance with to item B above. Thus, the company's restricted equity and share capital will remain unchanged.

The board of directors' proposal in accordance with item A and B above shall be resolved upon as one resolution by the annual general meeting.

Particular majority requirements

For valid resolutions on the proposals pursuant to items 17-19, 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.

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 21 Stockholm, Sweden, and at the company's website (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 353,790,721, of which 46,783,800 are series A shares with ten votes per share, 301,993,135 are series B shares with one vote per share and 5,013,786 are series C shares with one vote per share. The number of votes in the company amounts to 774,844,921. As per the date of the notice to the annual general meeting, the company holds 22,274,926 series B shares and 5,013,786 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>.

Stockholm in April 2026

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 almost 500 million active users. Truecaller is listed on Nasdaq Stockholm since 8 October 2021. For more information please visit corporate.truecaller.com