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Press release
2026-05-22

Bulletin from the annual general meeting in Truecaller AB on 22 May 2026

Today, on 22 May 2026, the annual general meeting was held in Truecaller AB. A summary of the adopted resolutions follows below.

Resolution on adoption of accounts and distribution of the company's result

The annual general meeting resolved to adopt the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet. The annual general meeting also resolved to allocate the company's result in accordance with the proposal from the board of directors, meaning that a dividend of SEK 0.28 shall be paid per series A share and series B share, and that the remaining available funds shall be carried forward. It was further resolved that the record date for the dividend shall be 26 May 2026.

Discharge from liability for the board members and the chief executive officer

The annual general meeting resolved to discharge the board members and the chief executive officer from liability for the financial year 2025.

Election and remuneration of the board of directors and auditors

The annual general meeting resolved in accordance with the proposal from the Nomination Committee to re-elect Alan Mamedi, Annika Poutiainen, Nami Zarringhalam, Shailesh Lakhani and Aruna Sundararajan as board members, and to elect Sandeep Bhushan as new board member. Nami Zarringhalam was re-elected as chairman of the board of directors. It was noted that the previous board member Helena Svancar had declined re-election.

Furthermore, the annual general meeting resolved that remuneration to the board 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. The annual general meeting further resolved 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.

Finally, the annual general meeting resolved to re-elect Ernst & Young AB as auditor and that the auditor shall be paid in accordance with customary norms and approved invoice. Ernst & Young AB has informed that the authorized public accountant Anna Svanberg will be the auditor in charge.

Resolution on approval of remuneration report

The annual general meeting resolved to approve the board of directors' remuneration report for the financial year 2025.

Resolution on establishment of principles for the Nomination Committee

The annual general meeting resolved in accordance with the proposal from the Nomination Committee on the establishment of principles for the Nomination Committee. The Nomination Committee shall consist of representatives for the three largest shareholders or groups of shareholders in terms of votes as of 30 September each year.

Resolution on authorization for the board of directors regarding issues

The annual general meeting resolved in accordance with the proposal from the board of directors 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 approximately ten (10) percent calculated on the number of shares in the company after the completion of the cancellation of shares resolved at the annual general meeting. 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.

Resolution on authorization for the board of directors regarding repurchase and transfer of series B shares in the company

The annual general meeting resolved in accordance with the proposal from the board of directors 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.

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

The annual general meeting resolved in accordance with the proposal from the board of directors, to reduce the share capital by SEK 35,194.823547 for allocation to non-restricted equity through the cancellation of 16,274,926 own series B shares.

The annual general meeting further resolved to increase the share capital through a bonus issue of SEK 35,194.823547, which corresponds to the amount by which the share capital has been reduced as set out above. The bonus issue shall be carried out without the issuance of new shares by transferring the amount from non-restricted equity.

Stockholm on 22 May 2026

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