



# Resolutions from the 2026 Annual General Meeting in Sinch AB (publ)

Sinch held its annual general meeting on Thursday 21 May 2026 in Stockholm.

## **Adoption of the profit and loss statement and balance sheet, 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 2025.

The meeting further resolved to discharge the members of the board of directors, the CEO and the deputy CEO from liability for the financial year 2025.

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

The meeting resolved, in accordance with the proposal of the nomination committee, that the board of directors for the period until the close of the next annual general meeting shall consist of six members elected by a general meeting with no deputy members and resolved to re-elect Erik Fröberg, Björn Zethraeus, Renée Robinson Strömberg, Mattias Stenberg, Lena Almefelt and Kristina Willgård as members of the board of directors, as well as to re-elect Erik Fröberg as chairman of the board of directors.

The registered accounting company Deloitte AB was, in accordance with the proposal of the nomination committee, re-elected as auditor.

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

The meeting resolved, in accordance with the proposal of the nomination committee, on an annual remuneration of SEK 700,000 to each of the members of the board of directors elected by a general meeting who are not employed by the company and of SEK 1,500,000 to the chairman of the board of directors. Furthermore, it was resolved on an annual remuneration of SEK 175,000 to each of the members of the audit committee, of SEK 350,000 to the chairman of the audit committee, of SEK 85,000 to each of the members of the remuneration committee and of SEK 175,000 to the chairman of the remuneration committee. In addition, it was resolved that remuneration to the auditor shall be paid in accordance with approved invoices.

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

The meeting resolved on guidelines for compensation to senior executives, in accordance with the proposal of the board of directors.

## **Approval of the remuneration report**

The meeting resolved to approve the board of directors' remuneration report.

## **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 to be paid in cash, in kind or by way of set-off 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 terms, taking into account any discount on market terms. The board of directors is entitled to resolve on share issues causing an increase of the company's share capital of at most ten per cent 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.

## **Authorization for the board of directors to resolve on acquisitions of own shares**

The meeting resolved, in accordance with the proposal of the board of directors, to authorize the board of directors to, on one or several occasions, until the next annual general meeting, resolve on acquisitions of own shares. Acquisitions of shares may be made on Nasdaq Stockholm or another regulated market of a maximum number of shares so that the company's holding of own shares at any given time does not exceed ten per cent of all shares in the company. Acquisitions of shares shall be

made in accordance with the price limitations set out in the Nasdaq Nordic Main Market Rulebook for Issuers of Shares, which provides, among other things, that shares may not be purchased at a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid on Nasdaq Stockholm. Acquisitions may not be made at a price lower than the lowest price at which an independent acquisition can be made. The board of directors shall have the right to decide on other terms and conditions for acquisitions of own shares in accordance with the authorization.

The purpose of the authorization is to enable the board of directors to optimise and improve the capital structure of the company, thereby creating additional shareholder value.

#### **Implementation of a long-term incentive program 2026, as well as on entering into a share swap agreement with a third party**

The meeting resolved, in accordance with the board of directors' proposal, to implement a long term incentive program for up to 625 current and future senior executives, key personnel and other employees within the Sinch group ("LTI 2026"). LTI 2026 consists of up to 7,717,000 employee stock options divided into two series: Series 1 for employees outside of Sweden and Series 2 for employees in Sweden. The employee stock options are allotted to the participants free of charge and each employee stock option entitles the holder to acquire one share in Sinch at a price corresponding to the market value of the Sinch share at grant date of the option. The employee stock options are subject to both performance and time-based vesting conditions.

The meeting further resolved that the financial exposure relating to LTI 2026 may be hedged by Sinch entering into a share swap agreement with a third party on market terms, whereby the third party may in its own name acquire and transfer shares in Sinch to employees who participate in LTI 2026.

#### **Reduction of the share capital through cancellation of repurchased shares and increase of the share capital through bonus issue without issue of new shares**

The meeting resolved, in accordance with the board of directors' proposal, to reduce the share capital by SEK 608,024.878914 through the cancellation of 55,468,649 shares held by Sinch and an increase of the share capital of the company by SEK 608,024.878914 by way of a bonus issue without issue of new shares. The purpose of the reduction of the share capital is a transfer to Sinch's unrestricted equity. The purpose of the increase of the share capital through bonus issue is to restore the share capital to its original level following the completed reduction of the share capital. Following the completion of the bonus issue, the share capital of Sinch is thus equal to the share capital before the reduction.

#### **Amendment of the articles of association**

The meeting resolved, in accordance with the board of directors' proposal, on amendment of § 4 and § 5 of the articles of association as set out below.

<i>Previous wording</i>	<i>New wording</i>
<b>§ 4 Share capital</b>	<b>§ 4 Share capital</b>
The share capital shall be not less than SEK 7,000,000 and not more than SEK 28,000,000.	The share capital shall be not less than SEK <u>4,000,000</u> and not more than SEK <u>16,000,000</u> .
<b>§ 5 Number of shares</b>	<b>§ 5 Number of shares</b>
The number of shares shall be not less than 700,000,000 and not more than 2,800,000,000.	The number of shares shall be not less than <u>400,000,000</u> and not more than <u>1,600,000,000</u> .

#### **About Sinch**

Sinch's vision is to connect every business with every customer, everywhere in the world. As the intelligent communications infrastructure for the AI era, Sinch powers over 900 billion customer interactions annually for more than 200,000 customers globally. Leading global enterprises and AI innovators rely on Sinch to strengthen customer relationships and deliver seamless experiences across messaging, email, and voice. Profitable since its founding in 2008, Sinch generated net sales of USD 3 billion (SEK27 billion) in 2025 and has over 4,000 Sinchers in 60 countries, with headquarters in Stockholm. Sinch is listed on Nasdaq Stockholm (XSTO: SINCH). Visit us at [sinch.com](https://sinch.com).