

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

The board of directors of Truecaller AB, Reg. No. 559278-2774, proposes that the annual general meeting on 23 May 2024 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 within the registered price interval of the company's series B share at any time, or if the board of directors instructs a member of Nasdaq Stockholm to accumulate a specific number of the company's shares for its own account during a limited period, at a price per share within the price interval at the time or an equivalent volume-weighted average price. 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 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.

The board of directors' statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act (Sw. aktiebolagslagen) is presented in a separate document.

The CEO shall be authorized to make minor formal adjustments of the resolution which may be required for registration with the Swedish Companies Registration Office (Sw. Bolagsverket).

For a valid resolution, the proposal has 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.

Stockholm in April 2024

The Board of Directors of Truecaller AB (publ)