

## **Proposal for 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 of Truecaller AB, Reg. No. 559278-2774, proposes that the annual general meeting on 23 May 2024 resolves to reduce the share capital by way of cancellation of 28,647,115 own series B shares that have been repurchased by the board of directors based on the authorization given at the annual general meeting in 2023. Through the reduction, the share capital is reduced by SEK 57,294.23. 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 57,294.23 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.

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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.

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.

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.

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Stockholm in April 2024

The Board of Directors of Truecaller AB (publ)