



# STARBREEZE

ENTERTAINMENT

## Notice of Annual General Meeting in Starbreeze AB (publ)

**The shareholders of Starbreeze AB (publ), Reg. No. 556551-8932, are given notice of the Annual General Meeting to be held on Wednesday 15 May 2024 at 13.00 CEST in Styrelserummet, Citykonferensen, Malmkillnadsgatan 46, Stockholm, Sweden. Registration for the meeting starts at 12.30 CEST.**

The Board of Directors has decided that shareholders shall be able to exercise their voting rights at the Annual General Meeting also by postal voting.

### Right to participate and notification

#### Participation in the meeting room

A) Anyone wishing to attend the meeting room in person or through a representative must:

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Monday 6 May 2024, and
- give notice of participation no later than on Wednesday 8 May 2024 to the address Starbreeze AB, "Annual General Meeting 2024", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden or via the company's website [www.starbreeze.com](http://www.starbreeze.com).

The shareholder shall in such notification include name, personal identification number or corporate registration number, address, telephone number and number of possible assistants (maximum two). If shareholders are represented by a proxy, a written and dated power of attorney signed by the shareholder must be issued to the proxy. If the power of attorney has been issued by a legal entity, a registration certificate or equivalent authorization document must be attached. A power of attorney is valid one year from its issue or such longer time period as set out in the power of attorney, however not more than five years. In order to facilitate the registration process at the Annual General Meeting, the power of attorney together with registration certificate and any other authorization documents should be received by the company at the address above no later than Wednesday 8 May 2024. Proxy forms are available on the company's website, [www.starbreeze.com](http://www.starbreeze.com).

#### Participation by postal vote

B) Anyone wishing to attend the meeting by postal vote must:

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Monday 6 May 2024, and
- give notice of participation no later than Wednesday 8 May 2024, by casting its postal vote in accordance with the instructions below so that the postal vote is received by Euroclear Sweden AB no later than that day.

Anyone who wishes to attend the meeting room in person or through a representative must give notice in accordance with the instructions stated under A) above. Hence, a notice through postal voting only is not sufficient for those who wishes to attend the meeting room.

A special form must be used for the postal vote. The form for postal voting is available on the company's website [www.starbreeze.com](http://www.starbreeze.com). Completed and signed forms for postal voting can be sent by mail to Starbreeze AB, "Annual General Meeting 2024", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden or by e-mail to [generalmeetingservice@euroclear.com](mailto:generalmeetingservice@euroclear.com) (state "Starbreeze AB - Postal voting" in the subject line). Completed forms must be received by Euroclear Sweden AB no later than Wednesday 8 May 2024. Shareholders may also cast their votes electronically through verification with Bank-ID. A link to electronic postal voting is available on the company's website, [www.starbreeze.com](http://www.starbreeze.com), and via <https://anmalan.vpc.se/EuroclearProxy>.

The shareholders may not provide special instructions or conditions to the postal vote. If so, the postal vote in its entirety is invalid. Further instructions and conditions can be found in the postal voting form.

If the shareholder submits its postal vote by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. Proxy forms are available on the company's website [www.starbreeze.com](http://www.starbreeze.com). If the shareholder is a legal entity, a registration certificate or other authorization document must be attached to the form.

### **Nominee-registered shares**

In order to be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the general meeting, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of the record date Monday 6 May 2024. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such a time in advance as decided by the nominee. Voting rights registrations that have been made by the nominee no later than Wednesday 8 May 2024 will be taken into account in the presentation of the share register.

### **Proposed agenda**

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Determination as to whether the meeting has been properly convened
6. Election of one or two persons to verify the minutes
7. Presentation of
  - a. the annual accounts and the auditor's report as well as the consolidated accounts and the auditor's report on the consolidated accounts, and
  - b. the auditor's statement on whether the guidelines for remuneration to senior executives, which have applied since the 2023 Annual General Meeting, have been followed
8. Resolution on
  - a. adoption of the income statement and balance sheet and the consolidated income statement and the consolidated balance sheet,
  - b. allocation of the company's profits or losses in accordance with the adopted balance sheet, and
  - c. discharge from liability of the Board members and the CEO

9. Determination of the number of Board members, deputy Board members and auditors to be elected by the meeting
10. Determination of remuneration to the Board members and the auditor
11. Election of the Board members and Chairman of the Board of Directors
  - a. Election of Jon Gillard (re-election)
  - b. Election of Juergen Goeldner (re-election)
  - c. Election of Anna Lagerborg (re-election)
  - d. Election of Thomas Lindgren (re-election)
  - e. Election of Christine Rankin (re-election)
  - f. Election of Juergen Goeldner as Chairman (new election)
12. Election of auditor
13. Resolution on approval of the remuneration report
14. Resolution on authorizing the Board of Directors to resolve upon new issues
15. Closing of the meeting

### **Nominating Committee's proposals (items 2 and 9-12)**

#### ***Election of Chairman of the meeting (item 2)***

The lawyer Patrik Marcellus.

#### ***Determination of the number of Board members, deputy Board members and auditors to be elected by the meeting (item 9)***

Five ordinary Board members and no deputies. One registered audit firm as auditor.

#### ***Determination of remuneration to the Board members and the auditor (item 10)***

The Chairman of the Board: SEK 725,000 (700,000).

Board members: SEK 270,000 (260,000).

The Chairman of the audit committee: SEK 175,000 (175,000).

Member of the audit committee: SEK 65,000 (65,000).

The Chairman of the remuneration committee: SEK 50,000 (50,000).

Member of the remuneration committee: SEK 40,000 (40,000).

The auditor's fee is to be paid as per approved invoice.

#### ***Election of the Board members and Chairman of the Board (item 11)***

Re-election of Jon Gillard, Juergen Goeldner, Anna Lagerborg, Thomas Lindgren and Christine Rankin as Board members. Torgny Hellstrom has declined re-election.

New election of Juergen Goeldner as Chairman of the Board.

Information about the Board members proposed can be found on the company's website, [www.starbreeze.com](http://www.starbreeze.com).

#### ***Election of auditor (item 12)***

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, re-election of Öhrlings PricewaterhouseCoopers AB as auditor for the period until the end of the 2025 Annual General Meeting. Öhrlings PricewaterhouseCoopers AB has announced that if the audit firm is elected, the audit firm will appoint the authorized auditor Alexander Lyckow as auditor in charge.

#### ***Preparation and approval of the voting list (item 3)***

The voting list proposed for approval is the voting list drawn up by Euroclear Sweden AB on behalf of the company, based on the Annual General Meeting's register of shareholders, shareholders having given notice of participation and being present at the meeting venue, and postal votes received.

#### ***Allocation of the company's profits (item 8b)***

The Board of Directors proposed that the Annual General Meeting resolves that no dividend be paid to the company's shareholders for financial year 2023.

## **Resolution on authorizing the Board of Directors to resolve upon new issues (item 14)**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to, on one or several occasions and until the end of the next Annual General Meeting, with or without deviation of the shareholders' preferential rights, resolve to issue new shares of class B, or convertible bonds or warrants entitling to shares of class B, corresponding to no more than ten (10) percent of the total number of outstanding shares in the company on the date when the authorization is utilized for the first time (this does not prevent convertible bonds or warrants from being combined with conversion terms which, if applied, may result in a different number of shares), against payment in cash, through set off or payment in kind. The purpose of the authorization and reason for any deviation from the shareholders' preferential rights is that the company shall be able to issue shares or other instruments in connection with acquisition of companies or businesses as well as to be able to execute issues with deviation from the shareholders' preferential rights for the purpose of raising funds to the company, for example in connection with financing of game production. The issue price may not be lower than a fair market price. Other terms and conditions shall be determined by the Board of Directors and made on fair market terms.

## **Other information relating to the Annual General Meeting**

### ***Majority requirements***

According to the Swedish Companies Act, the Annual General Meeting's resolution to authorize the Board of Directors to resolve on new share issue requires that shareholders holding no less than two thirds of the votes cast as well as the shares represented at the Annual General Meeting vote in favor of the respective proposals.

### ***Number of shares and votes***

At the time of this notice there are a total of 1,476,762,040 shares in the company, of which 149,372,353 shares of class A with 10 votes each and 1,327,389,687 shares of class B with 1 vote each. The total number of votes in the company amounts to 2,821,113,217 votes. The company holds no own shares.

### ***Right to information***

The Board of Directors and the CEO 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 an item 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.

### ***Documents***

The Nomination Committee's reasoned statement, form of power of attorney and postal voting form are available at the company's head office, Regeringsgatan 38, SE-111 56 Stockholm, Sweden and on the company's website, [www.starbreeze.com](http://www.starbreeze.com).

The financial statements, the audit report and other documentation that shall be available for the shareholders according to the Swedish Companies Act will be available at the company's head office, Regeringsgatan 38, SE-111 56 Stockholm, Sweden and on the company's website, [www.starbreeze.com](http://www.starbreeze.com), no later than three weeks before the Annual General Meeting.

The documents will be sent free of charge to shareholders who so request and state their address.

### ***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 2024  
Starbreeze AB (publ)  
The Board of Directors

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**For more information, please contact:**

Torgny Hellström, Chairman of the Board  
torgny.hellstrom@starbreeze.com

*The information was submitted for publication, through the agency of the contact person set out above, at 09.00 a.m. CEST on 9 April 2024.*

**About Starbreeze**

*Starbreeze is an independent developer, creator, publisher and distributor of PC and console targeting the global market, with studios in Stockholm, Barcelona, Paris and London. Housing the smash hit IP PAYDAY, Starbreeze develops games based on proprietary and third-party rights, both in-house and in partnership with external game developers. Starbreeze shares are listed on Nasdaq Stockholm under the tickers STAR A and STAR B with the ISIN-codes SE0007158928 (A share) and SE0005992831 (B share). For more information, please visit [www.starbreeze.com](http://www.starbreeze.com)*