



# STARBREEZE

ENTERTAINMENT

## **Notice of Extraordinary General Meeting in Starbreeze AB (publ)**

**The shareholders of Starbreeze AB (publ), Reg. No. 556551–8932, are given notice of the Extraordinary General Meeting to be held on Wednesday 27 September 2023 at 13.00 at Citykonferensen, Malmkillnadsgatan 46, Stockholm, Sweden. Registration for the meeting starts at 12.30.**

The Board of Directors has decided that shareholders shall be able to exercise their voting rights at the Extraordinary General Meeting also by postal voting in accordance with the regulations in Starbreeze's Articles of Association.

### **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 Tuesday 19 September 2023, and
- give notice of participation no later than on Thursday 21 September 2023 to the address Starbreeze AB, "Extraordinary General Meeting 2023", 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 Extraordinary 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 Thursday 21 September 2023. 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 Tuesday 19 September 2023, and
- give notice of participation no later than Thursday 21 September 2023, 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, "Extraordinary General Meeting 2023", 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 Thursday 21 September 2023. Shareholders may also cast their votes electronically through verification with BankID. 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 Tuesday 19 September 2023. 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 Thursday 21 September 2023 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. Determination of the number of Board members and deputy Board members
8. Determination of remuneration to the new Board members elected under item 9 below
9. Election of new Board members to join the Board in addition to those Board members elected by the Annual General Meeting 2023  
The Nomination Committee proposes election of:
  - a. Jon Gillard
  - b. Juergen Goeldner
10. Closing of the meeting

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

The proposed chairman of the meeting is lawyer Patrik Marcelius.

### **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 General Meeting's register of shareholders, shareholders having given notice of participation and being present at the meeting venue, and postal votes received.

### **Determination of the number of Board members and deputy Board members (item 7)**

The Nomination Committee proposes that the number of Board members shall be increased from five (which was the number determined by the Annual General Meeting on 11 May 2023) to six, with no deputies.

### **Determination of remuneration to the new Board members elected under item 9 below (item 8)**

The Annual General Meeting on 11 May 2023 approved the yearly remuneration to the Board of Directors as follows: SEK 700,000 to the Chairman of the Board, SEK 260,000 each to members of the Board, SEK 175,000 to the Chairman of the Audit Committee and SEK 65,000 to each member of the Audit Committee and SEK 50,000 to the Chairman of the Remuneration Committee and SEK 40,000 to each member of the Remuneration Committee.

The Nomination Committee proposes that newly elected Board members shall receive remuneration (including fees for committee work) in accordance with the remuneration levels resolved at the Annual General Meeting 2023 pro rata in relation to actual duration of duty compared to the whole period from the Annual General Meeting 2023 until the end of the next Annual General Meeting.

## **Election of new Board members to join the Board in addition to those Board members elected by the Annual General Meeting 2023 (item 9)**

The Nomination Committee proposes that Jon Gillard and Juergen Goeldner are elected as new Board members for the period until the next Annual General Meeting. Martin Walfisz has resigned as a Board member at his own request due to another assignment.

*Jon Gillard, born 1966, education in Physics, Chemistry and Maths at Oxford Brookes University*

*Jon is a UK citizen and has spent 36 years in the physical and video games industries working in various executive positions at Games Workshop Group Plc. He now works as a business consultant, investor and mentor. Jon holds 124,491 shares of class B in Starbreeze (including any holdings by persons closely associated with him).*

*Juergen Goeldner, born 1953, studies in education and psychology at German University in Darmstadt*

Juergen is a German citizen and has spent 40 years in the gaming industry and has had several executive positions. His last executive position was as CEO of Focus Home Interactive. Juergen today is a business consultant and investor. Neither Juergen nor any person closely associated with him holds any shares in Starbreeze.

The Nomination Committee deems both Jon Gillard and Juergen Goeldner as independent from Starbreeze, its management and larger shareholders.

Information about the persons proposed for election as new Board members is available on the company's website, [www.starbreeze.com](http://www.starbreeze.com).

If the meeting resolves in accordance with the proposal, the Board of Directors would be comprised of the following members: Torgny Hellström (chairman), Jon Gillard, Juergen Goeldner, Anna Lagerborg, Thomas Lindgren and Christine Rankin.

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

### ***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 149,419,946 shares of class A with 10 votes each and 1,327,342,094 shares of class B with 1 vote each. The total number of votes in the company amounts to 2,821,541,554 votes. The company holds no own shares.

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

The Board of Directors and the CEO shall at the Extraordinary 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 and the company's relation to other companies within the group.

### ***Documents***

The Nomination Committee's reasoned statement, power of attorney form 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).

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 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

[www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf)

Stockholm in September 2023

Starbreeze AB (publ)

*The Board of Directors*

***For more information, please contact:***

Torgny Hellström, Chairman of the Board

[torgny.hellstrom@starbreeze.com](mailto:torgny.hellstrom@starbreeze.com)

*The information was submitted for publication, via the contact person set out above, at 8:30 am CEST on 4 September 2023.*

***About Starbreeze***

*Starbreeze is an independent developer, publisher, and distributor of PC and consoles 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.*

*Read more at [www.starbreeze.com](http://www.starbreeze.com) and [corporate.starbreeze.com](http://corporate.starbreeze.com)*