

## Directors' report

# CORPORATE GOVERNANCE

### General information about corporate governance

Starbreeze is a Swedish limited liability company listed on Nasdaq Stockholm. Corporate governance at Starbreeze is based on Nasdaq's rules for issuers, the Swedish Code of Corporate Governance ('the Code'), the Swedish Companies Act, good stock market practice, the company's articles of association, internal control documents and other applicable laws, rules and recommendations.

The internal control documents mainly cover the Board's rules of procedure, the CEO's instructions, instructions for financial reporting and authorization and financial policy. In addition, Starbreeze has a number of policy documents and manuals that contain rules and recommendations, which include principles and provide guidance in the company's opera-

tions as well as for its employees.

Companies that apply the Code are not obliged to comply at all times with every rule included in the Code. If the company finds that a certain rule does not suit the company's particular circumstances, the company may choose an alternative

solution, provided that the company then provides details of such deviation and the alternative solution (in accordance with the 'comply-or-explain' principle). Starbreeze has been applying the Code since October 2, 2017, when the company was listed on Nasdaq Stockholm.

### General meeting of shareholders

The shareholders' influence in the company is exercised at the general meeting of shareholders, which is the company's highest decision-making body. Any shareholder who, on the record date for the general meeting, is entered in the share register maintained by Euroclear Sweden AB and recorded in a VPC register or in a control account has the right to attend, in person or through an authorized representative. The meeting may decide on all matters concerning the company which do not explicitly fall under the exclusive competence of another company body under the Swedish Companies Act or the articles of association. For example, the meeting may resolve on increasing or decreasing the share capital, amendments to the articles of association and the company going into liquidation. With regard to the issue of new shares, convertible shares or warrants, in addition to deciding thereon itself the meeting also has the opportunity to grant authority to the Board of Directors to decide upon on such issues. Each shareholder, regardless of the size of their shareholding, has the right to have a specific matter addressed at the general meeting of shareholders. Shareholders wishing to exercise this right must submit a written request to the company's Board of Directors. Such

a request should normally be received by the Board of Directors in time for the matter to be included in the notice convening the general meeting of the company.

The Annual General Meeting is held annually within six months of the end of the financial year. The chair of the AGM must be nominated by the Nomination Committee and elected by the meeting. The tasks of the AGM include electing the company's Board of Directors and auditors, adopting the balance sheets and income statements of the Group and company, deciding on the appropriation of the company's profit or loss in accordance with the adopted balance sheet, and discharging the directors and the CEO from liability. The AGM also resolves on the fees to be paid to the directors and the company's auditors.

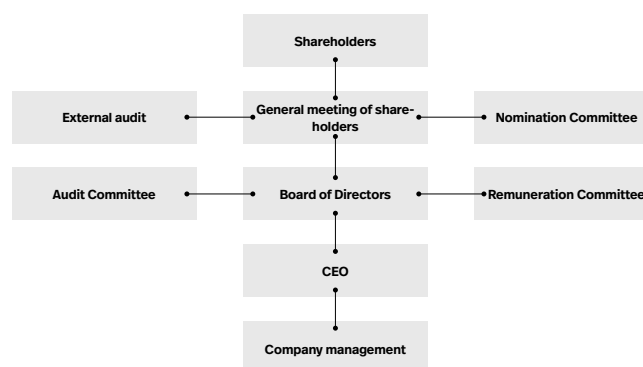
An extraordinary general meeting may be convened by the Board of Directors when the Board considers that there are grounds for holding a meeting before the next Annual General Meeting. The Board of Directors will also convene an extraordinary general meeting when an auditor or shareholder holding more than ten percent of the shares in the company requests in writing that a general meeting be held to deal with a specific matter.

Notice convening a general meeting

of the company will be published via an advertisement in Post- och Inrikes Tidningar and on the company's website. When the convening notice is published, information that notice has been given will be advertised in Dagens Industri. Notice convening ordinary general meetings of the company and extraordinary general meetings where amendments to the articles of association are to be addressed will be issued no earlier than six (6) and no later than four (4) weeks prior to the general meeting of shareholders. Notice convening other extraordinary general meetings will be issued not earlier than six (6) and not later than three (3) weeks prior to the general meeting of shareholders. The minutes of meetings are made available on the company's website no later than two weeks after the meeting.

The AGM was held during the 2020 financial year on May 13, 2020. On January 13, 2020, an extraordinary general meeting was held at which the meeting resolved, as proposed by the Board of Directors, to alter the terms of the convertible loan of SEK 215 million. The holder of the convertible loan, Smilegate Holdings Inc., has consented to amend the convertible terms as decided. In general terms, the change in terms means that the maturity date of the convertible

Starbreeze corporate governance structure



loan was changed from February 2020 to December 2024 and the conversion price for the convertible loan was set at SEK 2.25 per share. On August 13, 2020, an extraordinary general meeting was held at which the meeting resolved,

as proposed by the Board of Directors, to amend the Articles of Association by adjusting the limits for the company's share capital and number of shares. The Extraordinary General Meeting also approved the Board of Directors'

resolution to issue Class A and Class B shares with preferential rights for existing shareholders.

The next Annual General Meeting is scheduled to take place on May 12, 2021.

## Nomination Committee

At the Annual General Meeting on May 13, 2020, a decision was taken to adopt a procedure for the appointment of a nomination committee prior to future AGMs.

In accordance with this procedure, the Nomination Committee is to consist of the Chairman of the Board and a maximum of four members, who will be appointed by the largest shareholders or groups of shareholders in terms of voting rights. The four largest shareholders in terms of voting rights will be contacted on the basis of the company's list of registered shareholders on the last working day in August, provided by Euroclear. Any shareholder who is not registered in Euroclear and who wishes to be represented on the Nomination Committee must notify the Chairman of the Board no later than September 1 and be able to confirm the nature of their ownership. In assessing which shareholders are the four largest in terms of voting rights, a group of shareholders will be deemed to be an owner if they (i) have been grouped as owners in the Euroclear system, or (ii) have announced and communicated to the company in writing that they have entered into a written agreement to take a long-term, collective approach to the

company's management through the coordinated exercising of voting rights. The Chairman of the Board must, as soon as possible after the end of August, convene the four largest shareholders in the company in terms of voting rights to form the Nomination Committee. If one of the four largest shareholders in terms of voting rights waives their right to appoint a member to the Nomination Committee, the next shareholder in order of size will be given the opportunity to appoint a member, but no more than ten shareholders need be consulted. The chair of the Nomination Committee must, unless the members agree otherwise, be the member representing the largest shareholder. The names of the committee members and the names of the shareholders who appointed them and details of how to contact the Nomination Committee must be published as soon as the Nomination Committee is appointed, which will be no later than six months prior to the Annual General Meeting.

The term of the Nomination Committee extends until the appointment of a new Nomination Committee. No fees are to be paid to the members of the Nomination Committee. However, the company

is to reimburse reasonable costs incurred by the Nomination Committee in fulfilling its duties.

The Nomination Committee is tasked with submitting proposals prior to the AGM and, where applicable, extraordinary general meetings, regarding the number of directors to be elected by the general meeting, directors' fees, the composition of the Board of Directors, the Chairman of the Board, the chair of the AGM, election of auditors and auditors' fees and how the Nomination Committee is to be appointed.

The names of the members of the Nomination Committee are to be published on the company's website not later than six months prior to the Annual General Meeting.

The company's Nomination Committee prior to the 2021 Annual General Meeting and for the period until the appointment of a new Nomination Committee comprises: Michael Hjorth (Digital Bros and Indian Nation), Ulrik Grönvall (Swedbank Robur Fonder), Ossian Ekdahl (Första AP-fonden (First Swedish National Pension Fund), and Torgny Hellström (Chairman of the Board).

## Board of Directors

### Duties of the Board of Directors

The Board of Directors bears ultimate responsibility for the company's organization and management of the company's operations, which are conducted in the interests of the company and all the shareholders. Some of the Board's main tasks are to address strategic issues

related to operations, financing, business establishments, growth, earnings and financial position and continuously evaluate the company's financial situation. The Board of Directors also makes sure that effective systems are in place to monitor and control the company's operations, and ensures that the company's

disclosure of information is transparent, accurate, relevant and reliable.

### Composition of the Board of Directors

According to Starbreeze's Articles of Association, the Board of Directors must consist of not less than three and not more than eight directors, with not more

### Composition of the Board of Directors

Name	Audit and Remuneration Committee	Position held since	Independent of company/shareholders	Attendance Board meetings	Attendance Audit Committee	Attendance Remuneration Committee
Torgny Hellström	Audit Committee and Remuneration Committee	2019	Yes/Yes	24/24	5/6	2/2
Kerstin Sundberg	Audit Committee (chair)	2019	Yes/Yes	24/24	6/6	-
Jan Benjaminson	Audit Committee	2019	Yes/Yes	24/24	5/6	-
Harold Kim	-	2016	No/No	4/6	-	-
Stefano Salbe	-	2019	No/No	4/6	-	-
Tobias Sjögren	Remuneration Committee until October 26, 2020	2019	No/Yes	24/24	-	2/2
Anna Lagerborg	Remuneration Committee from October 26, 2020	2020	Yes/Yes	18/18	-	0/0

than two alternates. Directors are normally elected annually at the Annual General Meeting for the period until the end of the next Annual General Meeting, but additional directors may be elected during the year at an extraordinary general meeting.

At the time of the publication of the Annual Report, the Board of Directors consists of six ordinary members: Torgny Hellström (Chairman), Kerstin Sundberg, Jan Benjaminson, Tobias Sjögren and Anna Lagerborg.

At the 2020 Annual General Meeting, the Board members Jan Benjaminson, Torgny Hellström, Kerstin Sundberg, Tobias Sjögren were re-elected, and Anna Lagerborg was newly elected.

All members of the Board are elected for the period until the end of the next Annual General Meeting, which will be held on May 12, 2021. However, each member of the Board has the right to step down at any time.

The Nomination Committee has made the assessment that Torgny Hellström, Jan Benjaminson, Kerstin Sundberg and Anna Lagerborg are independent in relation to both the company and company management, as well as major shareholders. The composition of the Board thus satisfies the requirements of the Code with regard to independence.

The directors of the company are presented in more detail in the section 'Board of Directors and Auditors' on pages 36-37.

The table on page 29 contains information about the participation of directors in various committees, when the director joined the Board of Directors and the Board's assessment of the independence of the various directors.

### Chairman of the Board

The Chairman of the Board has a number of duties, including directing the work of the Board and ensuring that it is carried out efficiently and that the Board fulfils its duties. The Chairman must, by communication with the CEO, to receive the information required in order to monitor the company's position, financial planning and performance on an ongoing basis. Furthermore, the Chairman has to consult the CEO on strategic matters and verify that the decisions of the Board are effectively implemented.

The Chairman of the Board is responsible for maintaining contact with shareholders regarding ownership issues, and for conveying comments from the shareholders to the Board. The Chairman of the Board is elected by the general meeting of shareholders.

### The Board's working methods

The Board follows written rules of procedure that are reviewed annually and established at the first meeting of the Board after election following the Annual General Meeting. The rules of procedure regulate such matters as the Board's working methods, duties, decision-making within the company, Board meeting agendas, the Chairman's duties and the division of tasks between the Board and the CEO. Instructions regarding financial reporting and instructions to the CEO are also established at the first meeting of the Board following election.

Twenty-four minuted meetings were held during the 2020 financial year. Details of each director's attendance at Board and committee meetings are provided in the table on page 29.

Strategic matters are presented by the CEO, and the Group's CFO is responsible for reporting on financial issues. The Board met with the auditor on several occasions during the financial year.

### Board committees

The company's Board of Directors has established two committees: the Audit Committee and the Remuneration Committee. The Board has adopted rules of procedure for both committees.

#### Audit Committee

The Audit Committee is responsible for preparing the Board's work of quality assuring the company's financial reporting. Furthermore, the Audit Committee establishes guidelines for which non-audit services the company may procure from the company's auditors. The committee is also tasked with forwarding its evaluation of the audit work to the Nomination Committee in the preparation of the Nomination Committee's proposal for the Annual General Meeting regarding the election of auditors and the level of the audit fee. During the 2020 financial year, the Audit Committee consulted with the company's auditors on the existing accounting assessments. In addition the Audit Committee has proposed measures for the company to continuously improve internal controls.

Since the statutory Board meeting following the 2020 AGM, the Audit Committee has consisted of: Kerstin Sundberg (chair), Jan Benjaminson and Torgny Hellström.

#### Remuneration Committee

The Remuneration Committee is mainly tasked with preparing issues regarding remuneration and other terms of employ-

ment for the CEO and other senior management personnel. The Remuneration Committee is also responsible for monitoring and evaluating ongoing programs and programs completed during the year for variable remuneration for company management, and for monitoring and evaluating the application of the guidelines for remuneration of senior management personnel resolved upon by the Annual General Meeting.

Since the first meeting of the Board following the 2020 AGM, the Remuneration Committee has consisted of: Torgny Hellström (chair) and Tobias Sjögren. With effect from October 26, 2020, Tobias Sjögren was replaced by Anna Lagerborg on the Remuneration Committee.

### Remuneration of directors

The remuneration of directors elected by the Annual General Meeting is decided by the general meeting of shareholders. The AGM held on May 13, 2020 approved directors' fees of SEK 800,000 to the Chairman of the Board and SEK 250,000 to each of the other non-executive directors.

In addition, the Annual General Meeting approved a fee of SEK 75,000 each to the chair and member of the Remuneration Committee. A fee of SEK 350,000 was decided upon for the chair of the Audit Committee and SEK 150,000 to its members. Fees are paid to the auditor according to approved invoices.

Directors' fees for 2020 are detailed on page 31.

### Evaluation of the Board's work

Board performance is evaluated annually in order to further develop Board procedures and efficiency. The Chairman of the Board is responsible for such evaluation and for presenting it to the Nomination Committee. The purpose of the evaluation is to gain an understanding of directors' views on how Board work is pursued and any measures that can be taken to streamline the work of the Board, and whether the Board has a good balance in terms of areas of expertise. The evaluation provides important information for the Nomination Committee ahead of the Annual General Meeting.

During the year 2020, evaluation of the Board's work was carried out and presented to the Nomination Committee. The Nomination Committee discussed what experience and skills are needed on the Board of Directors, among other things in light of the now completed company reconstruction and the core business defined by the company.

## Chief Executive Officer and other senior management personnel

### Duties of the CEO and other members of Group management

The CEO is appointed by the Board of Directors and oversees the Group's day-to-day management in accordance with the Board's guidelines and instructions. The CEO is responsible for keeping the Board informed of the company's development and reporting on material deviations from established business plans and on events that have a major impact on the company's performance and operations, and for preparing relevant decision-making documentation for the Board, for example, regarding business establishments, investments and other strategic issues. Group management, led by the company's CEO, consists of persons responsible for significant business areas within Starbreeze.

### Remuneration of the CEO and senior management personnel

Total salaries, variable pay and other benefits were paid to senior management personnel, including the CEO, in 2020 in the sum of SEK 12,967 thousand (12 709). Share-based remuneration totals SEK 0 thousand (27). Defined contributions to pension plans are paid for senior management personnel corresponding to costs under the ITP plan.

Costs of stock options granted to employees were charged against profit and loss in the amount of SEK 0 thousand

(0). See Note 13 for details.

### Guidelines for remuneration of senior management personnel

These guidelines include senior management personnel in Starbreeze, who are members of the Company's management team from time to time. The guidelines are to apply to remuneration agreed, and changes made to already agreed remuneration, after the guidelines have been adopted by the Annual General Meeting. The guidelines do not cover remuneration decided by the general meeting of shareholders.

Regarding employment relationships governed by other than Swedish rules, appropriate adjustments may be made to comply with mandatory such rules or local practice, taking into account the overall purpose of these guidelines.

The guidelines promote the company's business strategy, long-term interests and sustainability.

### In brief, the company's business strategy is as follows:

Starbreeze is an independent developer, creator, publisher and distributor of PC and console games with a global market focus, with studios in Stockholm, Barcelona and Paris. With the successful PAYDAY brand at its heart, Starbreeze develops games based on proprietary brands and brands of others, both inter-

nally and in collaboration with external game developers.

Starbreeze's main activity consists of proprietary development of video games financed in whole or in part from its own resources. The majority of the company's employees have as their main occupation development of the company's products. The games are then distributed mainly through digital platforms such as Steam, or in partnership with other companies for physical distribution. The company's end customers are the consumers who purchase the game through the various gaming platforms or retailers.

For further information on the company's business strategy, see [www.starbreeze.com](http://www.starbreeze.com)

The company will offer market-based terms that enable the company to recruit and retain skilled personnel.

Variable remuneration covered by these guidelines will aim to promote the company's business strategy and long-term interests, including its sustainability.

### The forms of remuneration, etc.

The remuneration of company management may consist of fixed salary, variable remuneration, pension and other customary benefits. In addition, the Board evaluates on an annual basis whether share-based or share price-based incentive programs should be proposed to the AGM. Such share-based or share

2020 (SEK thousand)	Basic salary/ directors' fees	Variable remuneration	Other benefits	Pension expense	Total	Remaining warrants
Torgny Hellström, Chairman of the Board	1,089	-	-	-	1,089	-
Jan Benjaminson, director	420	-	-	-	420	-
Kerstin Sundberg, director	629	-	-	-	629	-
Tobias Sjögren, director	282	-	-	-	282	-
Anna Lagerborg, director May 13, 2020	159	-	-	-	159	-
Harold Kim, director Jan 1, 2020 - May 13, 2020	102	-	-	-	102	-
Mikael Nermark, CEO Jan 27, 2020 - October 26, 2020	7,868	5	156	250	8,279	100,000
Tobias Sjögren, CEO Oct 27, 2020 - Dec 31, 2020	482	-	-	-	483	-
Other senior management personnel; average of 2 individuals, at year-end 2 individuals	5,777	-	23	466	6,266	-
<b>TOTAL</b>	<b>16,808</b>	<b>5</b>	<b>179</b>	<b>716</b>	<b>17,709</b>	<b>100,000</b>

price-related incentive programs are resolved upon by the General Meeting and are therefore not covered by these guidelines.

As a general rule, fixed salary is reviewed annually and such review must take into consideration the individual's qualitative performance. Remuneration of the CEO and other senior management personnel must be market-based.

The Board of Directors also decides on variable remuneration in the form of cash bonuses to the company's senior management personnel. Variable remuneration will be linked to predetermined and measurable criteria. Variable remuneration on an annual basis may be up to 75 percent of the fixed annual salary of the CEO and 50 percent of the fixed annual salary of other senior management personnel.

Defined contributions to pension plans are paid for the CEO and senior management personnel corresponding to costs under the customary ITP plan.

Other customary benefits may amount to a maximum of 10 per cent of the fixed annual salary.

Regarding employment relationships governed by other than Swedish rules, as far as pension benefits and other benefits are concerned, appropriate adjustments may be made to comply with mandatory such rules or local practice, taking into account the overall purpose of these guidelines.

#### **Termination of employment**

The CEO is required to give six months' notice of resignation and the company is

required to give nine months' notice of termination of employment. Notice periods for other senior management personnel range from three to nine months. There is to be no severance pay.

In addition, compensation may be paid for any undertaking to restrict competition. Such remuneration is to compensate for any loss of income and only be paid to the extent that the former executive is not entitled to severance pay. The remuneration is to amount to a maximum of 60 per cent of the fixed cash salary at the time of termination, subject to mandatory collective agreement provisions, and be paid for the duration of the commitment to restrict competition, which is not to exceed 18 months after termination of employment.

#### **Salary and terms of employment of employees**

In preparing the Board's proposal for these remuneration guidelines, salary and terms of employment for the company's employees have been taken into account by information on employees' total remuneration, remuneration components and the increase and rate of increase in remuneration over time having formed part of the remuneration committee's and the Board's basis for decision when evaluating the reasonableness of the guidelines and the limitations that result from them.

#### **The decision-making process for adopting, reviewing and implementing the guidelines**

The Board of Directors has set up a remuneration committee. The commit-

tee's tasks include preparing the Board's decision on proposals for guidelines for remuneration of senior executives. The Board of Directors is to prepare proposals for new guidelines at least every four years and submit the proposal for resolution at the Annual General Meeting.

The guidelines are to remain in force until new guidelines have been adopted by the general meeting of shareholders. The Remuneration Committee is also to monitor and evaluate programs for variable remuneration for company management, the application of guidelines for remuneration of senior executives, and current remuneration structures and levels in the company. The CEO or other members of the executive management are not present when the Board of Directors deals with and decides on remuneration-related matters, to the extent that they are affected by the issues.

#### **Departure from the guidelines**

The Board of Directors has the right to depart from the above guidelines in whole or in part if the Board considers that in an individual case there are special reasons justifying doing so and a departure is necessary to satisfy the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As stated above, it is part of tasks of the remuneration committee to prepare the Board's decisions on remuneration matters, which includes decisions to depart from the guidelines.

## **Auditing and control**

### **External auditor**

The company's auditor is appointed by the general meeting. The auditor is tasked with auditing the company's financial statements and accounting records and the management of the company by the Board of Directors and Chief Executive Officer.

In addition to the auditor's report, the auditor normally also provides review report with the interim report for the third quarter.

The AGM held on May 13, 2020 re-elected the auditing firm Öhrlings PricewaterhouseCoopers AB, (Torsgatan 21, 113 21, Stockholm, Sweden) as the company's auditor for the period until the end of the AGM held in 2021. Öhrlings

PricewaterhouseCoopers AB was also the company's auditor for 2015, 2016, 2017, 2018, 2019, 2020 and the period prior to the 2021 AGM. Authorized public accountant Nicklas Kullberg is the auditor in charge. Nicklas Kullberg is a member of FAR, the institute for the accountancy profession in Sweden. The auditor's report is signed by Nicklas Kullberg.

### **Remuneration of the auditor**

Remuneration of the auditor is decided by the AGM according to the Nomination Committee's proposal. The AGM held on May 13, 2020 decided that fees to the auditor would be paid in accordance with approved invoice.

### **Internal auditing and control**

The Board of Directors' responsibility for internal control is regulated by the Swedish Companies Act and the Swedish Annual Accounts Act, which require Starbreeze to provide information in the corporate governance statement about the key elements of its systems for internal control and risk management in conjunction with annual financial reporting. The Board of Directors' responsibility for internal control is also regulated in the Code. Accordingly, the Board's duties include ensuring that Starbreeze maintains good internal control and formalized procedures that ensure compliance with established principles of reporting and internal control

and ensuring that appropriate systems exist for monitoring and control of the company's operations and the risks associated with its operations.

The overarching purpose of internal control is to obtain reasonable assurance that the company's operational strategies and objectives are followed up and shareholders' investments protected. Internal control should also determine, with reasonable assurance, that external financial reporting is reliable and prepared in accordance with generally accepted accounting practices, that it complies with applicable laws and regulations and with rules applicable to listed companies.

### Control environment

Internal control at Starbreeze is based on a control environment that encompasses the organization, decision paths, duties and powers. The Board of Directors has written rules of procedure that clarify the Board's responsibilities and regulate the

division of work among the directors. The Board's rules of procedure also specify the issues that must be submitted to the Board for decisions. The division of roles between the Board of Directors and the CEO is communicated in the Board's rules of procedure and in its instructions to the CEO. In addition, the CEO manages operations based on the Swedish Companies Act, other laws and ordinances, regulations applicable to listed companies, the Swedish Corporate Governance Code, etc. The board of directors monitors compliance with established principles of financial reporting and internal control and maintains appropriate relations with the company's statutory auditor. Company management is responsible for the internal control system required to manage material risks in ongoing operations. The Audit Committee also prepares matters for decisions by the Board in order to maintain an effective control environment.

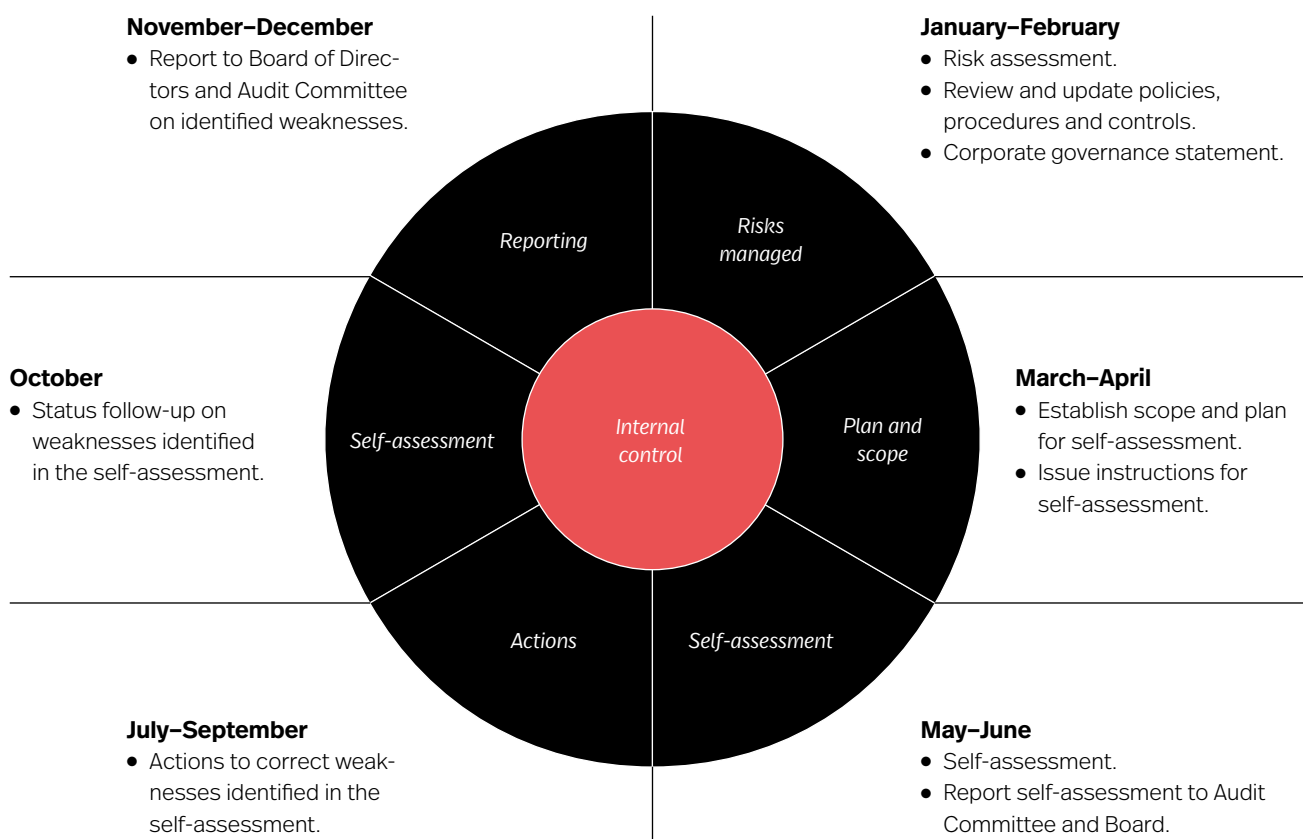
### Risk assessment and control activities

A clear organization and decision-making procedures aim to promote awareness of risks among employees, and carefully considered risk-taking. Embedded internal control points are also intended to minimize the risk of misstatements in the accounts. Similarly, there are documented procedures for the management of the company's financial and consolidation system. Ongoing monitoring and follow-up are applied to maintain effective internal control and thus prevent and detect risks.

### Risk management

Material risks that affect internal control of financial reporting and operational controls are identified and managed at Group, business area and subsidiary levels. Within the Board, the Audit Committee is responsible for ensuring that material financial risks and risks of misstatements in financial reporting are

### Starbreeze annual cycle for auditing and control



identified and prepared for decisions by the Board regarding possible corrective measures to ensure accurate financial reporting. Special priority is awarded to identifying processes where the risk of material misstatement is relatively higher due to the complexity of the process or in contexts that involve high monetary values.

The Board of Directors tasks senior management with analyzing operations and identifying and quantifying the risks to which the Group is exposed. Once the risks have been identified, they are ranked according to their probability and consequences. Based on this analysis, the company has designed a large number of controls in the areas of Finance, Management, IT, HR and Game Development, Marketing and PR, and IR. A planned self-assessment process is conducted according to an established plan and the outcome is reported to the Audit Committee and the Board of Directors, who verify that the controls have been performed. The results, analysis and measures in connection with this process are reported directly to the Audit Committee and Board of Directors according to the graph on page 33.

#### **Follow-up**

The Board of Directors continuously evaluates the information provided by company management and the Audit Committee. The work of the Board of Directors also includes ensuring that measures are taken regarding any deficiencies, as well as measures recommended in connection with external audit and internal follow-up of internal control implemented by the company. After the board has received the initial analysis of internal control, the audit committee prepares a proposal for decision by the Board of Directors on measures to rectify the identified deficiencies and weaknesses.

Towards the end of the year, the Audit Committee receives a final report on the outcome and status of internal control. Based on this report, the Audit Committee prepares a proposal on improvement measures for submission to the Board. This is a continuous process according to the annual cycle for auditing and control illustrated below.

The Board is also provided with regular reports on the Group's financial position and performance. The Group's financial situation is reviewed at the end of each quarter and senior management analyses the profit and loss trend at a detailed level on a monthly basis and thereafter provides a summarized report to the Board. At its meetings, the Audit Committee follows up on financial reporting and receives a special report from the auditors once every financial year concerning their observations.







## Board of Directors and auditors



### **Torgny Hellström**

*Chairman of the Board since extraordinary general meeting in 2019*

**Born:** 1958.

**Principal occupation:** Torgny Hellström is active as a director and management consultant and has previously held senior positions as Chairman of DDM Holding AG and MagComp AB, director of True Heading AB and Seapilot AB, within Anoto Group, most recently as CEO and previously as COO and Chief Legal Officer. Torgny's previous jobs also include Vice President Litigation within the Ericsson Group and positions in IBM Europe and IBM Nordic.

**Other appointments:** Chairman of the Board of Precise Biometrics. Chairman of the Board of Swipp AB

**Holdings in the company:** Directly owns 500,000 B shares

Torgny Hellström is independent in relation to the company, its management and major shareholders



### **Jan Benjaminson**

*Director since Extraordinary General Meeting 2019*

**Born:** 1958

**Principal occupation:** Jan Benjaminson has extensive experience as a CFO with various listed and unlisted software companies in Sweden and is now CFO of G-Loot, an e-sports company. Jan has previously been CFO and CEO of TargetEveryOne and is also one of the founders of Level Eight, an independent mobile gaming development company. Jan was Chairman of Massive Entertainment from 2000 to 2002.

**Other appointments:** Founder and Chairman of the Board of Level Eight AB and director of Oxcia AB

**Holdings in the company:** -

Jan Benjaminson is independent in relation to the company, its management and major shareholders.



### **Kerstin Sundberg**

*Director since Extraordinary General Meeting 2019*

**Born:** 1954

**Principal occupation:** Kerstin Sundberg has been active as a director since 2017. Previous background as authorized public accountant and financial advisor, most recently as a partner at Deloitte. Board member in Fortnox 2018-2020. Her industry focus includes Media and Telecommunications as well as M/A and Transaction Services.

**Other appointments:** Director and Chairman of the Audit Committee of the World Wide Fund for Nature (WWF)

**Holdings in the company:** -

Kerstin Sundberg is independent in relation to the company, its management and major shareholders.



## **Tobias Sjögren**

*Director since the Annual General Meeting in 2019,  
CEO since March 24, 2021*

**Born:** 1975.

**Education:** EMBA Gruppen

**Principal occupation:** Tobias has been active since 1996 in the video game industry in production, business development, sales and management. Most recently, Tobias was CEO of White Wolf Entertainment and has previously worked at Fox in a Box Stockholm AB, Paradox Interactive, Stardoll and the international agent firm DDM Agents. Tobias was head of DICE Stockholm's studio during the launch of the first Battlefield game..

**Other appointments:** Director of the company Fox in a Box Holding AB.

**Holdings in the company:** Directly or indirectly owns 70,000 Class A shares and 30,000 Class B shares.

Tobias Sjögren is not independent in relation to the company, its management and major shareholders.



## **Anna Lagerborg**

*Member of the Board since the 2020 AGM*

**Born:** 1966.

**Education:** bachelor's degree. in systems science

**Principal occupation:** Anna currently works in executive search and business development at Safemind, a recruitment company specializing in tech and digitalization. Anna has an extensive background in managing tech organizations, including from NetEnt, where she has been development manager and a member of Group management, and from Hemnet, where she has been CTO, acting CEO and Deputy CEO.

**Other assignments:** -

**Holdings in the company:** -

Anna Lagerborg is independent in relation to the company, its management and major shareholders.

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## **Auditors**

The authorized auditing firm Öhrlings PricewaterhouseCoopers AB is the company's elected auditor.

### **Nicklas Kullberg**

*Auditor in charge*

Auditor of Starbreeze AB (publ) since 2015.

**Born:** 1970

Authorized Public Accountant.

## Senior management personnel



### **Tobias Sjögren**

CEO since March 24, 2021

**Born:** 1975.

**Education:** EMBA Gruppen

**Background:** Former CEO of the company white wolf entertainment, former employments at Paradox Interactive, Stardoll and the international agent firm DDM Agents. Head of DICE Stockholm's studio during the time when the first Battlefield game was launched.

**Holdings in the company:** Directly or indirectly owns 100,000 Class B shares.



### **Mats Juhl**

CFO since May 2020

**Born:** 1973

**Education:** Master's degree in Finance, Lund University

**Background:** CFO Mips AB (publ.), CFO Tengbomgruppen AB, CFO Sweden Arena Management KB (Friends Arena), Finance Director Ticnet AB, CFO Enea AB (publ.)

**Holdings in the company:** Directly or indirectly owns 200,000 Class B shares.



### **Per Juhlén**

Head of Production since 2019

**Born:** 1973

**Education:** -

**Background:** Has extensive industry experience and most recently comes from DICE where he was Senior Development Director for 7 years, Starbreeze (2011-2012) and Hansoft.

**Holdings in the company:** -



### **Martin Ternheim**

HR Director since 2019

**Born:** 1977

**Education:** MA in International Human Resources Management, University of Greenwich, 2004, and BSc in Human Resources Management, Unitec, 2002.

**Background:** Over 16 years of experience in HR, most recently as HR Manager at Telenor and before that HR consultant at EY where he mainly worked with HR in connection with M&As.

**Holdings in the company:** Directly or indirectly owns 300,000 Class B shares.



### **Petra Takeva**

Chief Growth Officer since 2021

**Born:** 1977

**Education:** IHM Business School, Forsbergs School, Bergs School of Communication

**Background:** Petra has over 18 years of experience working with marketing and business development on both the agency and client sides. She has developed concepts and formats for product, services and marketing, mainly in the technology and entertainment industries.

**Holdings in the company:** -



### **Staffan Nyström**

VP of Publishing since 2021

**Born:** 1978

**Education:** Master of Science - Industrial Economics, Luleå Technical University

**Background:** Over 18 years of experience in marketing on both the agency and client sides. Staffan previously ran the internal full-service agency at Wargaming and before that was Head of Marketing for Expansive Worlds at Avalanche Studios.

**Holdings in the company:** -