



# Announcement from Storytel's annual general meeting

The annual general meeting 2021 ("AGM") of Storytel AB (publ) ("Storytel" or the "Company") was held today on 4 May 2021, where the following resolutions were passed by the shareholders. Due to the ongoing corona pandemic, the AGM was carried out through postal voting only, without physical presence.

## **Adoption of the income statement and the balance sheet**

The AGM resolved to adopt the income statement and the balance sheet in Storytel and the consolidated income statement and the consolidated balance sheet.

## **Allocation of profit**

The AGM resolved that no dividend would be paid to the shareholders and that the previously accrued profits, including the share premium account and year result, would be carried forward.

## **Discharge of liability**

The board of directors and the CEO were discharged from liability for the financial year 2020.

## **Election of the board of directors, auditor and remuneration**

The AGM resolved, in accordance with the nomination committee's proposal, that the board of directors shall comprise seven directors and no deputy directors. The AGM also resolved that the Company shall have one registered audit firm.

It was further resolved, in accordance with the nomination committee's proposal, that the remuneration to directors, shall be SEK 2,600,000 in total, including remuneration for committee work (SEK 1,860,000 previous year), and shall be paid to the board of directors and the members of the established committees in the following amounts:

- SEK 250,000 (SEK 200,000) for each of the non-employed directors (Jonas Sjögren, Nils Janse, Stefan Blom, Malin Holmberg and Helen Fasth Gillstedt) and SEK 750,000 (SEK 600,000) to the chairman;
- SEK 50,000 (SEK 30,000) for each of the non-employed members of the audit committee and SEK 200,000 (SEK 200,000) to the chairman of the committee who is not also an employee;
- SEK 50,000 (SEK 30,000) for each of the non-employed members of the remuneration committee and SEK 200,000 (SEK 200,000) to the chairman of the committee who is not also an employee;

Remuneration to the auditor is to be paid according to approved invoice.

In accordance with the nomination committee's proposal, Stefan Blom, Helen Fasth Gillstedt, Malin Holmberg, Nils Janse, Rustan Panday, Jonas Sjögren and Jonas Tellander were re-elected as directors of the board. Rustan Panday was re-elected as chairman of the board.

Ernst & Young Aktiebolag was elected as the Company auditor. Ernst & Young Aktiebolag has announced that Beata Lihammar will be main responsible auditor.

#### **Authorisation for the board to issue shares, convertibles and/or warrants**

The AGM resolved, in accordance with the board of directors' proposal, to authorize the board of directors during the period up until the next annual general meeting to, with or without preferential rights for the shareholders, on one or more occasions, resolve to issue shares, convertibles and/or warrants, to be paid in cash, in kind and/or by way of set-off. The authorization may be used for issuances of not more than 10 percent of the share capital of the Company after dilution based on the number of shares at the time when the authorization is used for the first time.

The purpose for the board to resolve on issuances with deviation from the shareholders preferential rights in accordance with the above is primarily for the purpose to carry out acquisitions or financing. Issuances of new shares under the authorization shall be made on customary terms and conditions based on current market conditions.

#### **Amendments of the articles of association**

The AGM resolved, in accordance with the board of directors' proposal, to amend the limits of the share capital and number of shares in the articles. It was also resolved to introduce the possibility to collect proxies and postal voting.

#### **Employee stock option program and directed issue of warrants as well as approval of transfer of warrants**

The AGM resolved, in accordance with the board of directors' proposal, regarding the employee stock option program 2021/2024, which consist of a maximum of 630,000 stock options. The stock options are allotted at no consideration. Each stock option confers the holder a right to acquire one new share of series B in the Company against an exercise price corresponding to 120 per cent of the average volume weighted price for the Company's share of series B as quoted on Nasdaq First North Growth Market during the period as from 17 May 2021 up to and including 28 May 2021. No employee or key consultant shall be offered more than 7,000 stock options. The holder can exercise allotted and vested stock options during the period from 1 June 2024 to 15 December 2024.

In order to hedge the Company's obligations under the employee stock option program 2021/2024 and hedge the ancillary costs, the board of directors also proposes that the general meeting resolves on a directed issue of a maximum of 787,500 warrants to the Company, as well as an approval of transfer of warrants.

In case all warrants issued within the employee stock option program 2021/2024 (including those for hedge of ancillary costs in the form of social security contributions) are utilized for subscription of new shares, the number of shares and votes in the Company will increase with 787,500 B shares and the share capital may increase with SEK 393,750, (with reservation for any recalculation in accordance with the warrant terms and conditions) which corresponds to a dilution of approximately 1.14 per cent of the Company's share capital and votes.

## **Warrant based incentive program for executive management and key individuals**

The AGM resolved, in accordance with the board of directors' proposal, to issue a maximum of 520,000 warrants, with deviation from the shareholders preferential rights, which may result in a maximum increase in the Company's share capital of SEK 260,000. The warrants shall entitle to subscription of new B shares in the Company.

The warrants shall be subscribed for by the subsidiary Storytel Sweden AB, with the right and obligation to, at one or several occasions, transfer the warrants to selected members of the management team, senior executives and key employees, at a price that is not less than the fair market value of the warrant according to the Black & Scholes valuation model and otherwise on the same terms as in the issuance.

The subscription price per share shall be determined to 165 percent of the volume weighted average price for the Company's share of series B on Nasdaq First North Growth Market during the period from 17 May 2021 up to and including 28 May 2021.

The warrants may be exercised for subscription of shares during the period from 1 June 2024 up to and including 30 June 2024.

The maximum dilution effect of the incentive program amounts to a maximum of approximately 0.76 percent of the total number of shares and votes in the Company, assuming full subscription, acquisition and exercise of all offered warrants.

The maximum dilution effect of the stock option program and the warrant program amounts to a maximum of approximately 1.88 percent of the total number of shares and votes in the Company, assuming full subscription, acquisition and exercise of all offered stock options and warrants.

The dilution effects has been calculated as the number of additional shares and votes in relation to the number of existing shares as of the date of the AGM and votes plus the number of additional shares and votes.

For additional details and the complete resolutions at the AGM refer to the notice and the complete proposals available at the Company's website, [www.investors.storytel.com](http://www.investors.storytel.com).

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

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### **About Storytel**

Storytel is one of the world's largest subscribed audiobook and e-book streaming services and offers listening and reading of more than 500 000 titles on a global scale. Our vision is to make the world a more empathetic and creative place with great stories to be shared and enjoyed by anyone, anywhere and anytime. Storytel's streaming business is conducted under the brands Storytel and Mofibo. Storytel's publishing business area is carried out through the audiobook publisher StorySide and acclaimed Nordic publishing houses such as Norstedts Förlagsgrupp, People's and Gummerus. Storytel operates in over 20 markets around the globe and is headquartered in Stockholm, Sweden.