

**ARTICLES OF ASSOCIATION**  
**Storytel AB (publ)**  
**reg. no. 556575-2960**

**§ 1 Company name**

The name of the company is Storytel AB (publ).

**§ 2 Registered office**

The registered office of the company shall be in Stockholm.

**§ 3 Object of the company**

The company's object is to carry out (i) publishing activities, (ii) writing and other cultural activities, (iii) acquisition and licensing of rights, and (iv) consulting activities within publishing, film and other cultural activities, (v) publishing activities through production and sale of audiobooks and to conduct activities related to the aforementioned. Beyond this, the company shall own and manage shares and to conduct activities related to the aforementioned.

**§ 4 Fiscal year**

The company's fiscal year shall be 1 January – 31 December.

**§ 5 Share capital and number of shares**

The share capital shall be at least SEK 33,950,000 and no more than SEK 135,800,000.

The number of shares shall be at least 67,900,000 and no more than 271,600,000.

The company may issue shares of two classes, class A and class B. Class A shares shall entitle to ten votes and class B shares shall entitle to one vote. No more than 10,000 class A shares and no more than 271,600,000 class B shares can be issued.

**§ 6 Shareholders' rights in connection with increases of the share capital**

If the company decides to issue new class A and B shares through a cash issue or a set-off issue, the owners of class A and B shares shall have preferential right to subscribe for new shares of the same classes in proportion to the number of shares they already hold (primary preferential right). Shares not subscribed with the primary preferential right shall be offered to all shareholders (subsidiary preferential right). If the shares offered are insufficient for subscription based on subsidiary preferential rights, the shares shall be distributed in proportion to the number of shares the shareholders already own, to the extent that this is not possible, by drawing of lots.

If the company decides to offer new shares of only one class of shares through a cash issue or a set-off issue, all shareholders, regardless of whether their shares are of class A or class B, shall have preferential right to subscribe for new shares in proportion to the number of shares that they already hold.

If the company decides to issue warrants or convertibles against cash or set-off of claim, the shareholders have a preferential right to subscribe for warrants as though the issue concerned those shares which might be subscribed for on account of the warrant and a preferential right to subscribe for convertibles as though the issue concerned those shares which the convertibles may be exchanged to, respectively.

The above shall not imply any restriction in the possibility to decide on a new share issue against cash or set-off of claim, with derogation from the shareholders' preferential right.

If the share capital is raised through a bonus issue, new shares of each class shall be issued in relation to the number of pre-existing shares of the same class. In that connection, old shares of a certain class of shares shall entail a right to new shares of the same class of shares. The above shall not imply any restriction in the possibility to carry out a bonus issue and, after necessary change in the articles of association, issue new shares of a new class.

#### **§ 7 Conversion of a share class**

Owners of class A shares may demand to have its shares converted into class B shares. Such request of conversion shall be made in writing to the board of directors and state the number of shares to be converted. The company shall immediately submit a notification to register the conversion. The conversion is executed at the time of registration.

#### **§ 8 Board of directors and deputy directors**

The board of directors shall consist of at least three and no more than eight directors with no more than eight deputy directors. An appointment as a director or deputy director is valid until the first annual general meeting held after the year that the director or deputy director was elected.

#### **§ 9 Auditors**

For review of the company's annual report and bookkeeping as well as the management pursued by the board of directors and the managing director, one or two auditors with no more than two deputy auditors are to be appointed.

#### **§ 10 Convening of a general meeting**

Notice of general meetings shall be made by announcement in the Swedish Official Gazette and by posting the notice on the company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Dagens Nyheter.

#### **§ 11 Attendance at general meetings**

A shareholder that wishes to participate in a general meeting must be recorded in a printout or other transcript of the share register on the date as specified on the Swedish Companies Act, and notify the company of his/her, and any advisors (no more than two), intention to attend the meeting no later than on the date stated in the notice of the meeting. Such a date may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday prior to the general meeting.

A person who is not a shareholder of the company shall, on the terms decided by the board of directors, have the right to attend or in any other way be able to monitor the decisions taken on general meetings.

#### **§ 12 Collection of proxies and postal voting**

The board of directors may collect proxies at the company's expense in compliance with the procedure set out in chapter 7 section 4 paragraph 2 of the Swedish Companies Act (2005:551).

The board of directors may resolve, ahead of a general meeting of the shareholders, that the shareholders shall be entitled to exercise their voting rights by post prior to the meeting.

#### **§ 13 Matters of the annual general meeting**

The annual general meeting shall be held annually within six months after the end of the financial year. At the annual general meeting, the following matters shall be considered:

1. Opening of the meeting.
2. Election of chair of the meeting
3. Election of one or more persons to certify the minutes.

4. Preparation and approval of the voting list.
5. Approval of the agenda.
6. Examination of whether the meeting has been properly convened.
7. Presentation of the annual report and the auditors' report and, if any, the group annual report and the group auditor's report.
8. Resolutions regarding:
  - a. adoption of income statement and balance sheet and, if any, the group income statement and the group balance sheet,
  - b. decision regarding the profit or loss of the company in accordance with the adopted balance sheet, and
  - c. discharge from liability of the board of directors and the managing director.
9. Determination of the number of directors and auditors and any deputies.
10. Determination of fees to the board of directors and to the auditors.
11. Election of the board of directors and auditors and any deputies.
12. Any other matter to be dealt with by the meeting according to the Swedish Companies Act or the articles of association.

#### **§ 14 Central Securities Depository registration**

A shareholder or nominee that is registered in the share register and a CSD register on the record date, in accordance with Ch. 4 the Central Securities Depositories and Financial Instruments Accounts Act (SFS 1998:1479), or registered in a CSD account pursuant to Ch. 4 Sec. 18 first § item 6-8 of the aforementioned act, is deemed to have the right to exercise the rights stipulated in Ch. 4 Sec. 39 the Swedish Companies Act (SFS 2005:551).

These articles of association have been adopted at the annual general meeting on 4 May 2021.