

Governance Structure

Storytel AB (publ) is a public limited liability Swedish company with CIN 556575-2960 whose Class B shares are listed on Nasdaq First North Growth Market. The company has its registered office and head office in Stockholm.

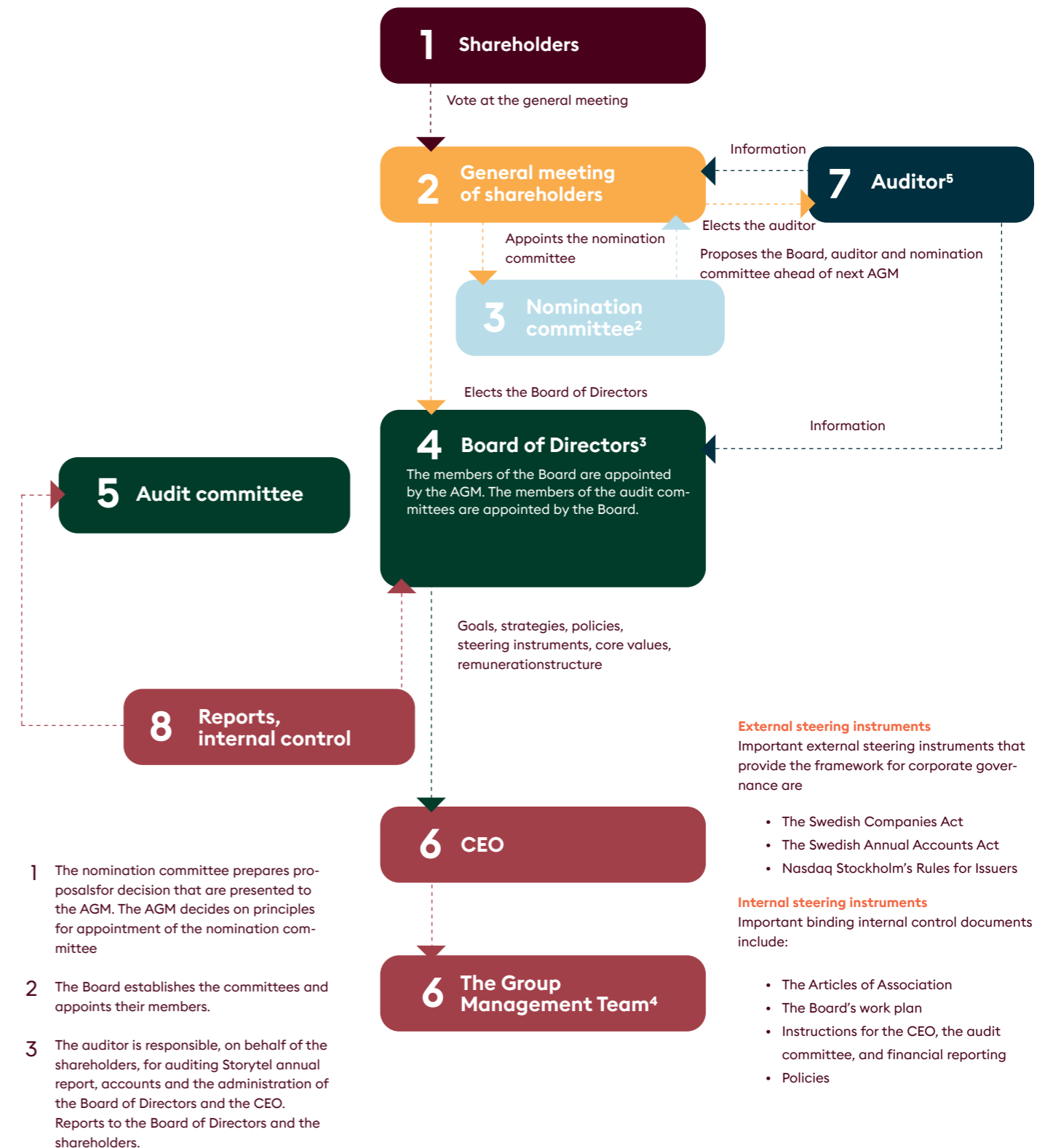
The company's corporate governance is based on external governance instruments, such as the Swedish Companies Act, the Swedish Annual Accounts Act, and Nasdaq Stockholm's rules for issuers, and internal governance instruments, such as the Articles of Association, instructions, policies and guidelines. During the year, Storytel has applied Nasdaq Stockholm's rules for issuers and generally accepted practices on the stock market.

Share and shareholders¹

The Class B shares of Storytel AB (publ) were admitted on 25 August 2015 to trading on Spotlight Stock Market via a reverse acquisition of Massolit Media AB and have been traded since 5 December 2018 on Nasdaq First North Growth Market. On 31 December 2019, there were 56,109,410 shares, of which 56,108,775 Class B shares and 635 Class A shares. Each Class B share corresponds to one vote, while each Class A share corresponds to ten votes, but all shares carry an equal right to the company's assets and profits. Roxette Photo NV was Storytel's largest shareholder on 31 December 2019, holding 16.7 per cent of the votes and share capital in the company. The company's ten largest shareholders are shown in the Owner Structure table on page 16.

General Meeting of Shareholders

The general meeting of shareholders is Storytel's highest decision-making body. All shareholders have the opportunity to attend the general meeting and to influence the company by exercising their voting rights relative to their shareholdings. The Swedish Companies Act and the Articles of Association include the rules that govern the Annual General Meeting (AGM). Storytel's financial year runs from 1 January to 31 December. The AGM must be held within six months of the end of the financial year. The date and location of the AGM is communicated no later than in conjunction with the Q3 interim report on the company's website. Notice of the AGM must be given no more than six weeks and no fewer than four weeks prior to the meeting through an announcement in Post- och Inrikes Tidningar (Swedish Official Gazette) and on the company's website. Issuance of the notice shall be announced in Dagens Nyheter. Shareholders have the right to request that a matter be addressed by the AGM; such requests must be submitted in writing to the Board of Directors. The matter will be addressed by the AGM if it has been received by the Board no later than seven weeks prior to the AGM. Pursuant to Chapter 7, section 32 of the Swedish Companies Act, all shareholders are entitled to ask the company about matters addressed during the AGM and about the financial situation of the company and the Group.



Annual General Meeting 2019

The most recent AGM was held on 15 May 2019 in Stockholm. Owners corresponding to 41.5 per cent of the shares and votes in the company were present at the Meeting. The CEO, the majority of the Board members, the company's auditor, the Chair of the Nomination Committee and the company's CFO were also present at the meeting. The AGM resolved in accordance with each of the Board's proposals regarding

- Adoption of the balance sheet and income statement.
- No dividend to shareholders.
- Release from liability for the Board members and the CEO.
- That the Board of Directors shall consist of seven members without deputies. The AGM also resolved that the company shall have a registered public accounting firm as its auditor.
- In accordance with the Nomination Committee's proposal, to re-elect Rustan Panday, Jonas Tellander, Jonas Sjögren, Eva Swartz Grimaldi, Morten Strunge and Nils Janse to the Board of Directors. To newly elect Helen Fasth Gillstedt to the Board of Directors. To re-elect Rustan Panday as the Chair of the Board. Karin Alexandersson will continue to represent the employees on the Board.
- To re-elect Ernst & Young Aktiebolag as the company's auditor. Ernst & Young Aktiebolag has announced that authorised public accountant Alexander Hagberg will continue to be the auditor-in-charge.
- In accordance with the proposal of the Nomination Committee, that the fees to the Board members shall amount to SEK 1,860,000, including fees for work on committees (SEK 1,000,000 the previous year), and the following amounts shall be paid to the members of the Board and established committees:
 - SEK 200,000 (SEK 175,000) to each Board member not employed by the company (Jonas Sjögren, Nils Janse, Morten Strunge, Eva Swartz Grimaldi and Helen Fasth Gillstedt) and SEK 600,000 (SEK 300,000) to the Chair of the Board, and
 - SEK 30,000 (SEK 0) to each of the members of the Audit Committee not employed by the company and SEK 200,000 (SEK 0) to the Chair of the committee who is not employed by the company.

- To adopt principles for the composition of the Nomination Committee in accordance with the proposal of the Nomination Committee (unchanged from last year)
- To authorise the Board of Directors, up through the next Annual General Meeting, with or without deviation from shareholders' preferential rights, on one or several occasions, to decide on a new issue of shares or issue of warrants and/or convertibles of a maximum of ten per cent of the Company's share capital.
- To establish an employee stock option programme and a targeted issue of warrants, and approval of the transfer of warrants

Annual General Meeting 2020

The Annual General Meeting will be held on Wednesday, 6 May 2020, in the company's premises at Tryckerigatan 4 in Stockholm, Sweden. The date of the Annual General Meeting was made available in conjunction with the presentation of the Q3 interim report. The notice is planned to be sent on 1 April. For more information, please visit www.investors.storytel.com

NOMINATION COMMITTEE²

Work of the Nomination Committee

Ahead of the AGM, the Nomination Committee is tasked with putting forth proposals for the election of Board members and the Chair of the Board, fees to the Board, any remuneration for committee work, the election of the Chair of the AGM and the auditor, auditor's fees and the rules for the Nomination Committee. The Chair of the Board of Directors presents to the Nomination Committee an annual evaluation of the work of the Board during the year, and this evaluation, together with the company-specific requirements at Storytel, serves as a basis for the Nomination Committee's work. The Nomination Committee's proposals for Board members, fees to the Board and auditors are presented in the notice of meeting and at <https://investors.storytel.com>.

Composition of the Nomination Committee

The Nomination Committee shall be composed of four members, of which three are appointed by the company's three largest shareholders in terms of voting rights and the fourth is the Chair of the Board. Unless otherwise agreed between the members, the member that is appointed by the largest shareholder will be the Chair of the Nomination Committee. A Board member shall never be the Chair of the Nomination Committee.

Nomination Committee ahead of AGM 2019

Members	Appointed by	Independence in relation to the company's largest owner	Number of votes 31/12/2019
Lars Bergqvist, Chair	Roxette Photo NV	No	16.7%
Oscar Karlsson	Handelsbanken Fonder	Yes	9.7%
Jonas Tellander	Jonas Tellander	Yes	8.9%
Rustan Panday		Yes	4.0%

Meetings of the Nomination Committee

The Nomination Committee held three minuted meetings prior to AGM 2020, of which one was per capsulam. No fees were paid for the work of the Nomination Committee.

BOARD OF DIRECTORS³

Work of the Board

The Board's primary assignment is to protect the interests of the company and the shareholders, appoint the CEO, set the direction and be responsible for ensuring that the company complies with applicable laws and its Articles of Association. The Board of Directors is also responsible for ensuring that the Group has an appropriate structure so the Board can optimally exercise its owner responsibility over the Group, including subsidiaries, and that the book-keeping, administration, and financial circumstances of the company can otherwise be controlled in a satisfactory manner. The Board shall meet the company's auditor at least once a year without the presence of company management and evaluate the work of the CEO on an ongoing basis and at least once a year.

Composition of the Board of Directors

Storytel's Board, in accordance with the Articles of Association, shall be composed of at least three and no more than eight members elected by the AGM. The members are elected annually at the AGM for the period extending up to the next AGM. The AGM held on 15 May 2019 resolved that the Board shall consist of seven elected members. Rustan Panday (Chair), Jonas Tellander, Helen Fasth Gillstedt, Jonas Sjögren, Nils Janse, Morten Qvist Strunge, and Eva Swartz Grimaldi were elected to the Board for the period from the AGM on 15 May 2019 until the end of the next AGM on 6 May 2020. In addition, Karin Alexandersson has acted as employee representative to the Board during 2019. The elected members' average age at the end of the year was 50, and two of the seven are women. For information about the Board members' assignments outside the Group

and the holdings of shares in Storytel, see pages XX-ZZ and investors.storytel.com.

Diversity policy

Storytel, through its Nomination Committee, strives to achieve diversity through its proposals for the election of Board members. This rule entails that the composition of the Board must be appropriate given the company's business, stage of development, and other circumstances and be characterized by diversity and breadth with regard to the elected members' competence, experience and background.

The objective should be an even gender distribution. The objective of the diversity policy is to acknowledge the importance of sufficient diversity in the Board in terms of gender, age, and nationality as well as experiences, professional background and business areas.

Independence of the Board

Of the Board's seven members, three are independent in relation to the company and Executive Management and six are independent in relation to the company's major shareholders.

The Board's procedures and policies

The Board reviews and adopts rules of procedure on an annual basis for its own work and for the work of the Board's Audit Committee. The Board also establishes the procedures for the CEO. These procedures govern, for example, the distribution of work between the Board, Chair of the Board, CEO and auditor, the quorum, issues of bias, the work of the committee, internal and external reporting, procedures for the notice of meeting, meetings and the minutes. Furthermore, the Board has issued and adopted a Code of Conduct and policies for the work environment, sustainability, information security, insider information, communication, and risk and compliance.

Evaluation of the work of the Board

The work of the Board is evaluated on an annual basis with the aim of developing the Board's working methods and efficiency. The Chair of the Board is responsible for the evaluation as a whole and for presenting it to the Nomination Committee. The intention of the evaluation is to gather feedback from Board members on how the work of the Board is performed and any measures that could be taken to improve the efficiency of the Board's work and whether the Board is well-balanced in terms of competence. This evaluation is an important basis for the Nomination Committee ahead of the AGM. In 2019, the Chair of the Board commissioned the company's certified advisor, FNCA, to conduct a survey of all Board members, including employee representatives. The results of the survey were reported to and discussed by the Board and the Nomination Committee.

Board meetings

In 2019, the Board held 23 meetings, of which one was statutory. The CEO, the CFO and the Chief Legal Counsel, who is also the secretary of the Board, attend Board meetings. Other employees participate as needed to report on specific matters.

BOARD COMMITTEES

Audit Committee

The members of the Audit Committee are appointed by the Board, and these members then appoint the Chair. At least one of the members shall have auditing or accounting experience. The company's CEO, CFO, other employees or auditor may be invited to participate in the Committee's meetings. The Board's Audit Committee in 2019 was composed of members Helen Fasth Gillstedt (Chair), Jonas Sjögren, and Rustan Panday. The Audit Committee is responsible for ensuring the quality of the financial reporting and the effectiveness of the internal control and risk management regarding financial statements. In brief, the Audit Committee, without affecting the Board's responsibilities and tasks in general, shall meet regularly with the company's auditors to learn about the audit's focus and scope. The Audit Committee shall convene at least five times per financial year. The Audit Committee's meetings shall be minuted. The Audit Committee shall inform the Board about the matters it has handled. The Committee that was established in conjunction with the AGM held two meetings in 2019.

Chair of the Board

The Chair of the Board is elected by the AGM, and the AGM on 15 May 2019 elected Rustan Panday to the position. The

Chair of the Board shall lead the Board's work and monitor that the Board discharges its duties. The Chair is responsible in particular for ensuring that the work of the Board is well-organized, effective and in line with the development of the business. The Chair of the Board monitors that the Board's decisions are executed effectively and is responsible for evaluating the work of the Board on an annual basis and informing the Nomination Committee about the results of the evaluation.

CEO AND GROUP MANAGEMENT⁴

The CEO is appointed by the Board and leads the operations in accordance with the directions and procedures adopted by the Board. The CEO is also responsible for the ongoing administration of the company's and the Group's operations in accordance with the Swedish Companies Act. Furthermore, the CEO decides with the Chair of the Board the agenda for the Board meetings. The Board evaluates the CEO's duties and work on an ongoing basis. The CEO is responsible for both ensuring that the Board receives the information it requires and presenting and proposing at the Board meetings the matters prepared by the company management. The CEO keeps the Board and the Chair of the Board informed about the company's and the Group's financial position and performance.

Jonas Tellander has been the President and CEO of Storytel since it was founded. As at 31 December 2019, Group management consisted of the CEO, four department managers, the Chief Commercial Officer, the Chief Financial Officer, the Chief Publishing Officer, and the Chief Development Officer. For information about the CEO and other members of Group management, see pages 30-34.

Group management holds regular management meetings, and in 2019 the meetings were held weekly. These meetings focus on the Group's strategic and operational development and follow up on the Group's performance.

AUDITOR⁵

The auditor is appointed by the AGM to audit the company's annual accounts and bookkeeping and the administration of the Board and the CEO. The auditors report to the owners at the AGM through the auditor's report. The AGM held on 15 May 2019 re-elected the registered public accounting firm Ernst & Young Aktiebolag as the company's auditor. Ernst & Young Aktiebolag has announced that authorised public accountant Alexander Hagberg will continue to be the auditor-in-charge.

FINANCIAL REPORTING

The Board of Directors is responsible for ensuring that the company's organisation is designed such that its financial situation can be controlled in a satisfactory manner and that financial statements such as interim reports and year-end reports for the market are designed in accordance with laws, applicable accounting standards and other requirements for MTF-listed companies. The Board of Directors shall monitor the financial performance, safeguard the quality of the financial reporting and internal control, and regularly follow up on and evaluate the operations. The Audit Committee is responsible for the preparation of the Board's work to ensure the quality of the company's financial reporting. However, the Audit Committee does not address only the Group's financial statements and more significant accounting issues but also issues regarding internal control, compliance, significant uncertainty in carrying amounts, events after the balance sheet date, changes in estimates and assessments and other circumstances that affect the quality of the financial statements. The President/CEO shall ensure that the bookkeeping of the Group's companies is conducted in accordance with applicable law and that the administration is managed in

a satisfactory manner. The accounts are prepared for the Group every quarter and submitted to the Board and Group management. An income statement, a balance sheet and an investment budget are prepared for each financial year and are adopted at a regular Board meeting no later than in December. External financial information is provided regularly in the form of

- Interim reports
- Annual report
- Press releases with key announcements that are judged to potentially have an impact on the share price
- Presentations for financial analysts, investors, and the media the same day as the year-end report and interim reports are published and on Capital Markets Day
- Meetings with financial analysts and investors

Board of directors, and management team

Board of Directors

Name	Position	Board member since	Independent in relation to: The Company and executive management	Independent in relation to: Major shareholders
Rustan Panday	Chair of the board	2015	No	Yes
Jonas Tellander	Board member and CEO	2015	No	Yes
Nils Janse	Board member	2015	Yes	Yes
Jonas Sjögren	Board member	2015	Yes	No
Morten Qvist Strunge	Board member	2018	No	Yes
Eva Swartz Grimaldi	Board member	2018	No	Yes
Helen Fasth Gillstedt	Board member	2019	Yes	Yes
Karin Alexandersson	Employee representative	2015	No	Yes



Rustan Panday

Chair of the Board since 2015; elected as a Board member of Storytel Sweden AB in 2011.

Year of birth:
1969

Education/background:

He has broad experience and worked within the media sector for more than 20 years. He is an entrepreneur and the founder of Mediaplanet AB, a media company with operations in 18 countries.

Other assignments:

Chair of the Board in Four potentials AB and GOTOPOTENTIALS AB. Board member of Never Eat Alone, Jehangir AB, Rustan Panday AB and has several board assignments within the Storytel Group. Ambassador for Hand in Hand Sweden.

Holdings in the Company:

Rustan holds 2,227,908 class B shares.



Karin Alexandersson

Employee representative since 2015, coordinator in Storytel's distribution team.

Year of birth:
1973

Education/background:

Bachelor's Degree in Literature from the University of Stockholm. She also holds a diploma in Worker Representative Board Work from PTK. Before joining Storytel's expansion team, Karin was an editorial and rights coordinator at Storytel's subsidiary Massolit Förlagsgrupp AB.

Other assignments:

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Holdings in the Company:

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Jonas Tellander

Founder of Storytel, Board member and CEO since 2015; Board member since 2006 and CEO since 2005 of Storytel Sweden AB.

Year of birth:
1970

Education/background:

1970 Education/background: Jonas is the founder and CEO of Storytel. He holds an MSc in Chemical Engineering from Lund University and an MBA from INSEAD. He previously worked as the head of global licensing finance at Roche.

Other assignments:

Several board assignments within the Storytel Group. CEO and Board member of Tellander Holding AB.

Holdings in the Company:

Jonas holds 5,000,000 class B shares.

Jonas Sjögren

Board member since 2015; elected as a Board member of Storytel Sweden AB in 2008.

Year of birth:
1966

Education/background:

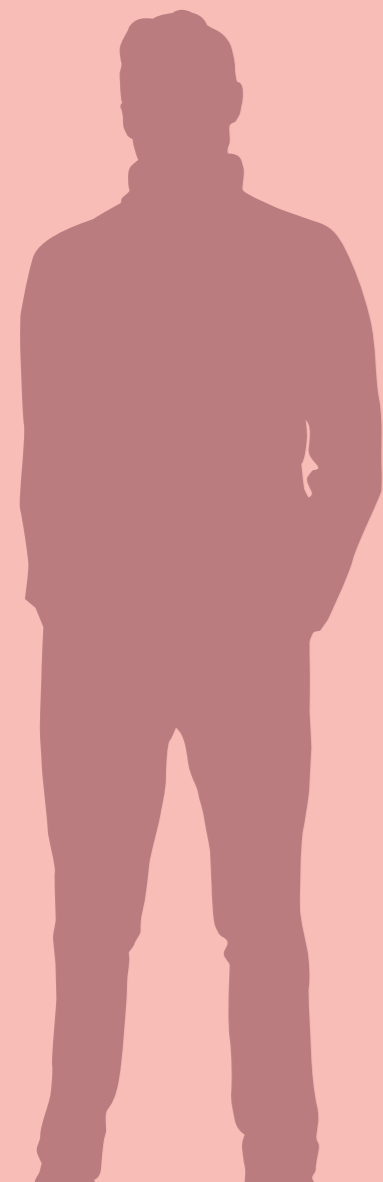
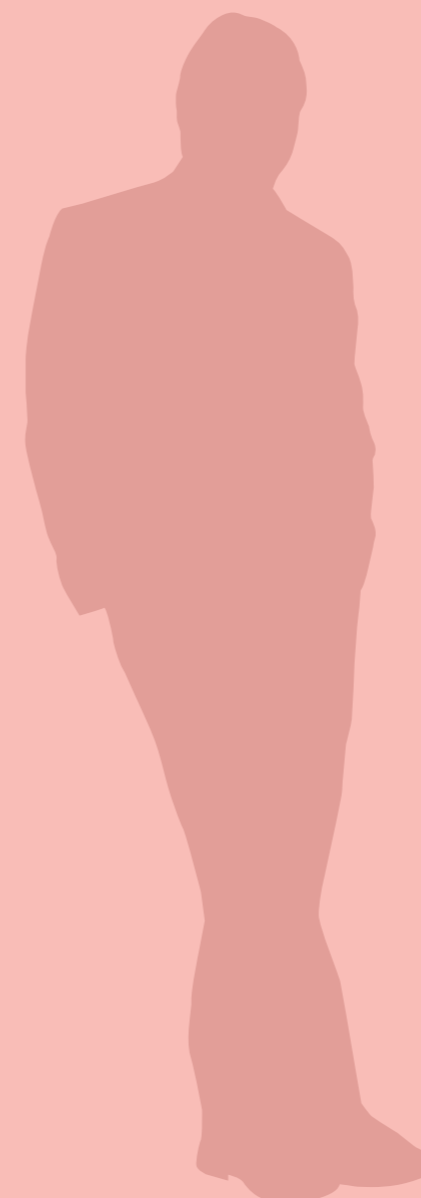
Master of Science in Electrical Engineering from Chalmers University of Technology, Medical degree from Sahlgrenska Academy, and an MBA from INSEAD. He has worked in various positions, such as manager for a product management department at Ericsson AB from 1991 to 2003 and as head of investments at Exceca since 2004.

Other assignments:

Chair of the Boards of Exceca Allocation AB and Alsteron. Board member of Alligator Bioscience AB, Oblique Therapeutics AB and CMC SPV of 3 April 2017 AB. Deputy Board member of Delibr AB.

Holdings in the Company:

Jonas holds 9,362,423 class B shares through the associated company Roxette Photo NV, and 69,183 class B shares that are owned privately, partly through a capital insurance and partly through a pension plan.



Eva Swartz Grimaldi

Board member since 2018

Year of birth:
1956

Education/background:

Eva has been the CEO of Meter Film Television AB, director of programs for the TV4 Group, CEO of the book publishing company Natur & Kultur, and Chair of the Board of Norstedts Förlagsgrupp AB for seven years, 2013–2019. In 2007, she was appointed by the Swedish government to be in charge of the commission on culture, which was finalized in a report in the spring of 2009.

Other assignments:

Chair of the Board of Michael Berglund AB, Doberman AB, Apotea AB, Eva Swartz Grimaldi Consulting AB, Doberman Group AB and Efevevmimanisa AB. Board member of Richard Swartz AB and Samhällsbyggnadsbolaget i Norden AB.

Holdings in the Company:

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Helen Fasth Gillstedt

Board member since 2019. Chair of the Audit Committee.

Year of birth:
1962

Education/background:

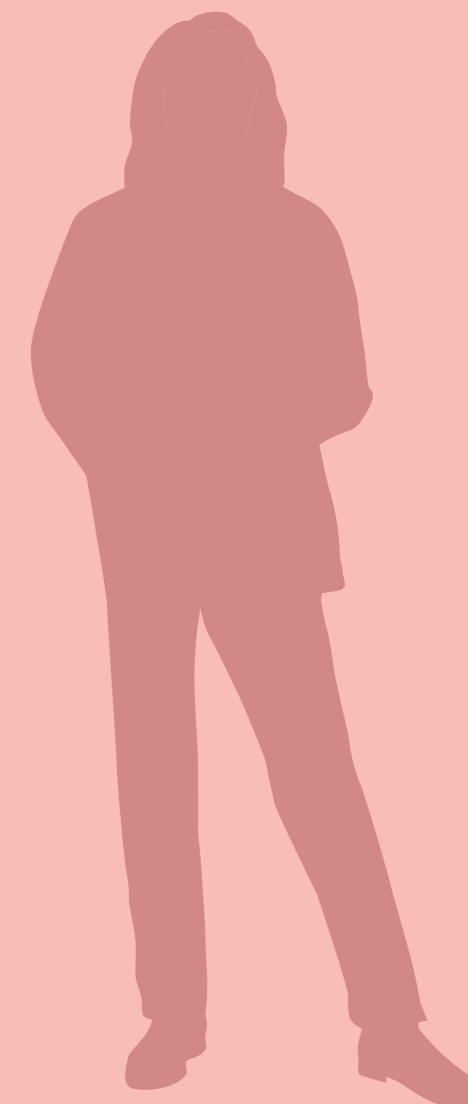
M.Sc. in Finance & Control and International Business, Stockholm School of Economics. Studies in Sustainable Development, Stockholm Resilience Center at Stockholm University and KTH Royal Institute of Technology. Over 20 years of experience in leading positions at Statoil and SAS Group.

Other assignments:

Board member of Handelsbanken Fonder AB, Munters AB, Samhall AB, PowerCell AB and CEO of Blong AB. Representative of Handelsbanken Fonder AB and on Nomination Committees (Thule, Loomis, SDIPTech, Instalco, Tobii, XMReality).

Holdings in the Company:

Helen holds 3,000 class B shares.



Nils Janse

Board member since 2015; elected Board member of Storytel Sweden AB in 2013.

Year of birth:
1981

Education/background:

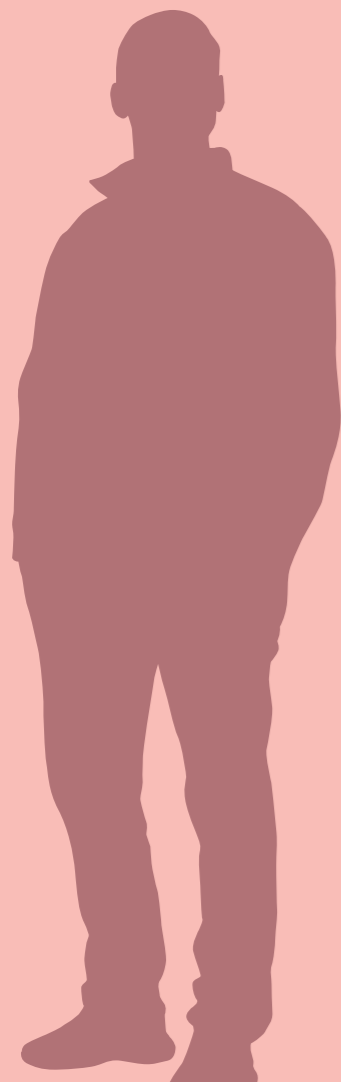
Master of Science in Industrial Engineering and Management from KTH Royal Institute of Technology in Stockholm. Nils has experience as an engagement manager at the consulting firm McKinsey & Company. He is the CEO and founder of Delibr.

Other assignments:

CEO and founder of Delibr AB.

Holdings in the Company:

Nils holds 41,374 class B shares in the Company.



Morten Qvist Strunge

Board member since 2018.

Year of birth:
1986

Education/background:

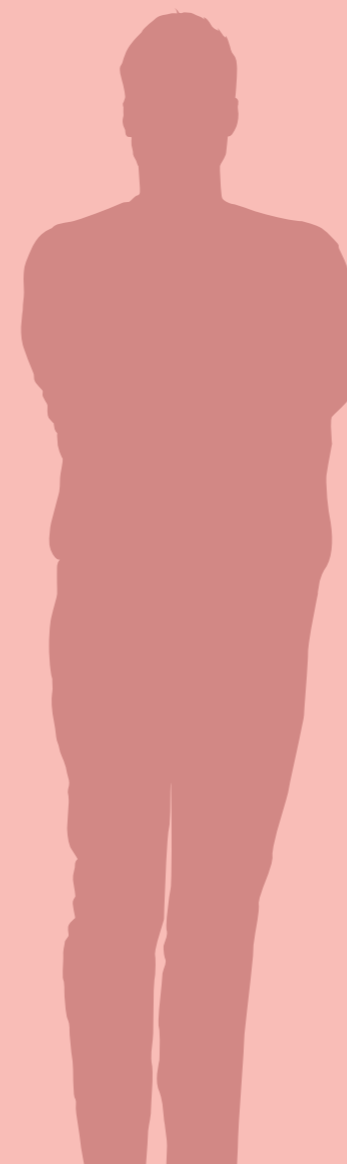
Education from HHX Hillerød Business School. Morten is an experienced entrepreneur who has founded, among others, Onfone, a Danish telco company, and Mofibo, a subscription service for e-books and audiobooks which Storytel acquired in 2016. Morten has been the CEO of Onfone, VP of TDC A/S and CEO of Mofibo. He was also the CCO of Storytel before becoming a Board member in 2018.

Other assignments:

Board member in Investru ApS, Winefamily ApS, Goodiebox ApS, Tailor Shaped ApS, Ejendomsmægler Adam Schnack A/S, Blendle, Next advertising ApS, Rubberduck Car Care ApS, Mofibo books ApS and Peoples Press A/S.

Holdings in the Company:

Morten holds 297,032 class B shares in the company through his wholly owned holding company New Chapter ApS.



Manage

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Jonas Tellander

Founder of Storytel, board member and CEO of Storytel since 2015, and CEO since 2005 in Storytel Sweden AB.

For further information and a description of Jonas Tellander, see the "Board of Directors" section above.



Sofie Zettergren

CFO since 2015, CFO for Storytel Sweden AB since 2013

Year of birth:
1986

Education/background:
Master of Science in Economics from Uppsala University and studies at Singapore Management University. Before joining Storytel, she worked with auditing at Ernst & Young.

Other assignments:
Member of several boards within the Storytel Group.

Holdings in the Company:
23,520 class B shares.



Ingrid Bojner

CCO since 2018

Year of birth:
1973

Education/background:
Master of Science in Business Administration from the Stockholm School of Economics and MBA studies at UCLA. Ingrid worked at McKinsey & Company for 12 years, and she left in 2010 as a local partner. She also served as Vice President and Head of Sales at TeliaSonera, Deputy CEO and CMO of SSE ExEd, and she has run her own company, Dirgni Development.

Other assignments:
Among others, Chair of Board of New Republic PR AB and Board member of Carnegie Investment Bank AB. Previous Board member of Storytel from 2016 to 2018.

Holdings in the Company:
11,000 class B shares.



Rickard Henley

Chief Publishing Officer. Head of Publishing since 2017.

Year of birth:
1974

Education/background:
Studies in literature at Stockholm University and at Hyper Island. Rickard was formerly Head of Interactive Media within the TV4 media group and Head of Digital at Norstedts Förlagsgrupp.

Other assignments:
CEO and Board member of Storytel Publishing AB and Storyside AB. External CEO of Kontentan Förlags Aktiebolag.

Holdings in the Company:
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Stefan Tegenfalk

Chief Development Officer. Head of Expansion since 2018.

Year of birth:
1965

Education/background:
School diploma in tele and technology. Stefan is an entrepreneur and the founder of Telecyber, which was acquired by Bredbandsbolaget, and of Massolit Förlag, which was acquired by Storytel. Moreover, Stefan had his first novel published in 2009.

Other assignments:
Chair of the Board of Massolit Förlag AB and Fiber Access NP Management Intressenter AB. Board member of Omega Film AB, Waystream AB, Waystream Holding AB (publ), Steteg AB and Stefan Tegenfalk Invest AB.

Holdings in the Company:
2 A shares and 348,225 B shares.



Jörgen Gullbrandson

Interim CFO since January 2020.

Year of birth:
1972

Education/background:
Jörgen has a Master of Science in Business Administration from the School of Business, Economics and Law at the University of Gothenburg. He has been working in leading positions for the past 20 years, typically as CFO but also as CEO, COO and MD in companies such as Readly, Univer-sum, Glocalnet BBDO, Boxman and Beiersdorf.

Other assignments:
CEO and chair of Schicksal AB

Holdings in the Company:
2 830 B shares

