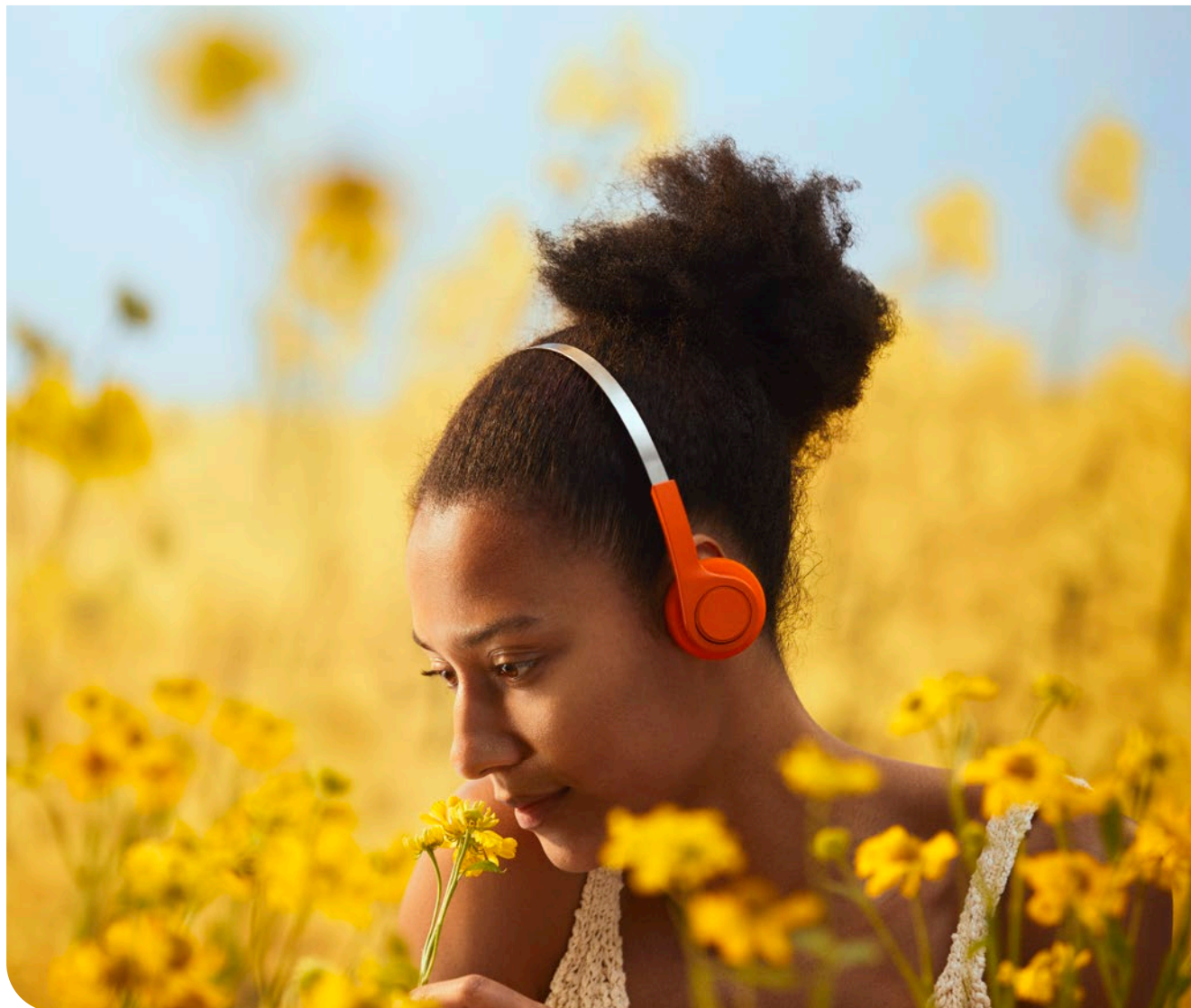


Corporate Governance Report

Storytel AB (publ) is a Swedish public limited company with registration number 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.

Storytel's corporate governance is based on a framework of external and internal control instruments. External control instruments include the Swedish Companies Act, the Swedish Annual Accounts Act, and the Nasdaq First North Growth Market – Rulebook and generally accepted practice in the securities market, and internal control instruments include Storytel's articles of association, policies, instructions and guidelines.



Share and Shareholders

The Class B shares in Storytel AB (publ) were admitted to trading on Spotlight Stock Market on 25 August 2015 via a reverse acquisition of Massolit Media AB and have been traded on Nasdaq First North Growth Market since 5 December 2018 under the ticker STORY B. The number of shares amounted to 77,108,125 on 31 December 2023, of which 77,107,490 were Class B and 635 were Class A. Each Class B share entitles the holder to one vote, while each Class A share entitles the holder to ten votes. All shares have an equal right to the company's assets and profits. On 31 December 2023, a Shareholder group represented by Jonas Tellander was Storytel's largest shareholder or shareholder group, holding 16.1 percent of the votes and share capital in the company. A list of the company's ten largest shareholders as of 31 December 2023 is found here and in the Directors' Report.

Largest shareholders as of 31 December 2023

Shareholder	Capital, %	Votes, %
Shareholder group represented by Jonas Tellander*	16.1%	16.1%
EQT	14.4%	14.4%
Roxette Photo SA	9.3%	9.3%
Vitruvian Partners	4.5%	4.5%
AMF Pension & Fonder	3.6%	3.6%
Otava Ltd	3.6%	3.6%
Avanza Pension	3.5%	3.5%
Swedbank Robur Fonder	3.2%	3.2%
Rustan Panday	3.2%	3.2%
C WorldWide Asset Management	3.0%	3.0%
Total ten largest shareholders	64.4%	64.4%
Others	35.6%	35.6%
Total	100.0%	100.0%

* The shareholder group consists of Jonas Tellander, Annamaria Tellander, Paul Svedrup, Dimitra AB, Jon Hauksson and Kristoffer Lind AB.

Letter from the Chairman

On behalf of the Board of Directors, I am very pleased with Storytel's solid financial and operational performance and improvements in 2023, marking a significant milestone in the company's transformation journey. The strategic focus on profitable growth has proven to be highly successful, solidifying Storytel's position as a leading player in the audio book market.



IT HAS NOW been two years since I assumed the role of Chairman of the Board. During this time, the Board has seen reinforcement with Lina Brouneus, Adine Grate, Lutz Finger, and Alexander Lindholm who bring deep subject matter expertise in content, technology, and direct-to-consumer media streaming businesses. Alongside Jonas Teller, Joakim Rubin, and Jonas Sjögren, the collective efforts of the board together with CEO Johannes Larcher and his team have resulted in a successful strategy shift that has proven pivotal for Storytel.

Key in the transition from growth to profitable growth has been the clear focus on ten core markets: the five Nordic countries, the Netherlands, Turkey, Poland, Bulgaria, and the USA. Simultaneously, Storytel is sustaining its presence at existing levels outside these core markets, while also remaining open to the possibility of re-accelerating investment and growth in the future.

In order to strengthen resilience and defend against competitive and macroeconomic challenges, the team has remained committed to enhancing efficiency across the entire business. I am pleased with the disciplined execution of the initiatives implemented over the past year, such as the enhancement of marketing efficiency, result-

ing in the acquisition of more subscribers for less marketing investment than previously, the improved content economics as well as the restructuring of the company's Streaming and Books organizations. By operating a leaner business, exercising prudence with costs, and prioritizing profitable growth, Storytel continues to demonstrate category leadership.

THE CONSISTENT ROBUST financial performance in recent quarters is a key factor shaping my optimistic outlook for Storytel – and it also underscores the effectiveness of the strategy in building a strong and resilient company. Storytel has gone from a negative cash flow from operating activities of -218 MSEK in 2021 to a positive cash flow of 242 MSEK in 2023, an annual improvement of 460 MSEK in just two years and we expect a strong improvement also in 2024. Group revenue grew by 9 percent in 2023, bolstered by significant growth in streaming revenues, which saw a 12 percent increase. The solid revenue growth meant that even the updated guidance for 2023 was surpassed. This is an impressive achievement, particularly in light of the challenges posed by slower economic growth, high infla-

The consistent robust financial performance in recent quarters is a key factor shaping my optimistic outlook for Storytel

tion, and elevated interest rates impacting the entire global economy.

During January 2024, Storytel announced its upgraded mid-term financial targets for 2026, aiming at group revenues of around 4.5 BSEK with a streaming revenue CAGR ranging from 10 percent to 12 percent, an adjusted EBITDA margin surpassing 15 percent and operational cash flow exceeding 10 percent of revenue.

AS I LOOK to the future, I am optimistic for what lies ahead and confident that Storytel will continue to innovate, inspire, and captivate audiences around the world through the power of storytelling.

Finally, I would like to express my gratitude to the entire board, the management team and the Storytel staff, for their dedication and contributions in getting us to where we are today. I also want to thank our shareholders for their continued support, trust and confidence.

Thank you for being a part of our journey.

Hans-Holger Albrecht
Chairman of the Board

Governance Structure

General Meeting of Shareholders

The general meeting of shareholders is Storytel's highest decision-making body. All shareholders have the opportunity to influence the company at the general meeting by exercising their voting rights relative to their shareholdings. The annual general meeting (AGM) must be held within six months from the end of the financial year and, in accordance with the Swedish Companies Act and the Articles of Association, must address the adoption of the income statement and balance sheet and the group income statement and balance sheet, appropriation of profit or loss, discharge from liability of the members of the Board of Directors and the CEO, determination of the number of directors and auditors and any deputies, fees to the Board of Directors and to the auditors, election of the Board of Directors and auditors and any deputies and any other matter to be dealt with by the meeting according to the Swedish Companies Act or the Articles of Association. The date and location of the AGM is communicated on the company's website no later than in conjunction with the Q3 interim report. 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 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 the matters addressed during the AGM and about the financial situation of the company and the Group. In addition to the AGM, the company may convene an extraordinary general meeting (EGM). Notice of a general meeting must be given through an announcement in Post och Inrikes Tidningar (Swedish Official Gazette), and the notice must be made available on the company's website. Issuance of the notice must be announced in the newspaper Dagens Nyheter. Documents and bulletins from general meetings are published on the company's website. The AGM 2024 will be held on Tuesday, 14 May 2024.

AGM 2023

The AGM 2023 was held on 4 May 2023 in Stockholm. The shareholders were also able to exercise their voting rights at the AGM by postal voting in advance in accordance with the Company's Articles of Association. In total, shareholders representing 56.1 per cent of the shares and votes in the company were present at the Meeting. Board members, the company's CEO, the company's auditor and the chair of the Nomination Committee were also present at the meeting. Both the company's CEO and the company's auditor-in-charge held presentations and the shareholders had the opportunity to ask questions. The AGM resolved in accordance with each of the proposals of the Board and the nomination committee regarding:

- Adoption of the profit and loss statement and the balance sheet.
- No dividend to shareholders, all funds available for the AGM were carried forward.
- The directors of the Board and the CEO's were discharged from liability for the financial year 2022.
- That the Board of Directors shall consist of eight members and that the company shall have one registered auditing firm as auditor.
- The fees for the members of the Board was resolved to amount to a total of SEK 4,055,000, including fees for committee work (SEK 3,500,000 the previous year). Resolution that SEK 260,000 (SEK 250,000) shall be paid to each non-employed Board member and SEK 780,000 (SEK 750,000) to the chair of the Board and SEK 415,000 (SEK 400,000) to the vice chair of the Board; that SEK 100,000 (SEK 50,000) shall be paid to each member of the audit committee and SEK 200,000 (SEK 200,000) to the chair of the committee; that SEK 100,000 (SEK 50,000) shall be paid to each member of the remuneration committee and SEK 200,000 (SEK 200,000) to the chair of the committee; that SEK

100,000 (SEK 50,000) shall be paid to each member of the remuneration committee and SEK 200,000 (SEK 200,000) to the chair of the committee; and that SEK 100,000 shall be paid to each member of the Strategy Committee and SEK 200,000 to the chairman of the Strategy committee.

- Re-election of Hans-Holger Albrecht, Lina Bruneus, Lutz Finger, Joakim Rubin and Jonas Tellander as directors of the Board and election of Adine Grate, Jonas Sjögren and Alexander Lindholm as new directors of the Board. Re-election of Hans-Holger Albrecht as the chair of the Board and Jonas Tellander as vice chair of the Board.
- Re-election of Ernst & Young Aktiebolag as the company's auditor. Ernst & Young Aktiebolag announced that authorized public accountant Johan Holmberg would continue to be the auditor-in-charge. Resolution that fees to the auditor will be paid according to approved invoices.
- Adoption of new principles for the nomination committee, increasing the number of members to five, of whom four shall be nominated by the company's four largest shareholders or group of shareholders by voting power and the fifth shall be the chairman of the board.
- Authorization for the Board, up until the next AGM, on one or more occasions, with or without preferential rights for shareholders, to issue in total a maximum of shares, warrants and/or convertibles, corresponding to not more than ten percent of the share capital of the company based on the number of shares at the time when the authorization is used for the first time.
- Implementation of a long-term performance based incentive program for senior executives and other key persons at Storytel (LTIP 2023/2027) and directed issue of warrants of series 2023/2027 as well as approval of transfer of warrants.

Annual General Meeting 2024

The AGM 2024 will take place in Stockholm on 14 May 2024. The date of the AGM was made available in conjunction with the presentation of the Q3 2023 interim report. The notice will be published in April 2024. For more information, please visit <https://investors.storytel.com/en/>.

Nomination Committee

Work of the Nomination Committee

The nomination committee is a body established by the AGM with the task of preparing and submitting proposals prior to the general meeting regarding the election of Board members, the chair of the Board, Board fees, potential remuneration for committee work, chair of the AGM, election of the auditor, auditor fees and principles for the nomination committee. Each year, the Chair of the Board presents an evaluation of the Board's work to the nomination committee, which forms the basis for the nomination committee's work. The nomination committee's proposals are presented in the notice to the AGM and at <https://investors.storytel.com/en/>.

Composition of the Nomination Committee

The nomination committee, in accordance with the principles for the nomination committee established by the AGM 2023, shall consist of five members, of whom four shall be nominated by the company's four largest shareholders or group of shareholders by voting power and the fifth shall be the chairman of the board. Unless otherwise unanimously agreed between the members, the member that is appointed by the largest shareholder shall be the chair of the nomination committee. The names of the members of the nomination committee shall be published not later than six months prior to the AGM. The principles for the nomination committee can be found in their entirety at: <https://investors.storytel.com/en/nomination-committee/>.

Meetings of the Nomination Committee

The nomination committee has held six meetings prior to the AGM 2024. No remuneration was paid for the work of the nomination committee.

Nomination Committee prior to AGM 2024

Members	Appointed by	Independence in relation to:	
		The company and executive management	The largest shareholder in the company in terms of votes
Tobias Edenman, Chair	Shareholder group consisting of Jonas Tellander, Annamaria Tellander, Paul Svedrup, Dimitra AB, Jon Hauksson and Kristoffer Lind AB	Yes	No
Rickard Wilson	EQT	Yes	Yes
Hans-Peter Ostler	Roxette Photo NV	Yes	Yes
Oscar Severin	Vitruvian Partners	Yes	Yes
Hans-Holger Albrecht, Chair of the Board		Yes	Yes

Board of Directors

Work of the Board

The Board must manage the company's affairs, safeguard the interests of the shareholders, appoint the CEO and be responsible for the company's compliance with applicable laws and its Articles of Association. The Board of Directors is also responsible for ensuring that the Group's organization is structured in a way that the bookkeeping, administration, and financial circumstances of the company can otherwise be controlled in a satisfactory manner. The Board must 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. The Board follows written rules of procedure that are revised annually and adopted at the first Board meeting each year, or another Board meeting if required. The rules of procedure prescribe how the division of work is to take place, including the role and responsibilities of the chair of the Board, instructions regarding the division of responsibilities between the Board and the CEO and the CEO's responsibility to report financial development to the board.

Composition of the Board of Directors

According to the Articles of Association, Storytel's Board of Directors must consist of a minimum of three and a maximum of eight ordinary members who are elected by the shareholders' meeting for the period until the end of the following AGM. The AGM 2023 resolved that the Board shall consist of eight members. Furthermore, the AGM 2023 re-elected Hans-Holger Albrecht, Lina Brouneus, Lutz Finger, Joakim Rubin and Jonas Tellander as directors of the Board and elected Adine Grate, Jonas Sjögren and Alexander Lindholm as new directors of the Board. The AGM 2023 also re-elected Hans-Holger Albrecht as the chair of the Board and Jonas Tellander as vice chair of the Board.

The average age of the members elected by the general meeting at the turn of the year was 55.2 years, and two of the eight members were women. For information about the Board members' assignments outside the Group and their holdings of shares in Storytel, see the Board of Directors' page and <https://investors.storytel.com/en/>.

Diversity

Storytel, through the nomination committee, strives for the Board to have a composition that is appropriate with regard to the company's operations, phase of development

and other relevant circumstances, characterized by versatility and breadth regarding the qualifications, experience, age, education and professional background of the members elected by the shareholders' meeting. In addition, Storytel strives for gender balance on the board.

Independence of the Board

Of the Board's eight members, seven 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, remuneration committee and strategy and ESG committee. The Board also adopts instructions for the CEO. These Procedures govern, for example, the distribution of work between the Board, chair of the Board, CEO and auditor, quorum, conflict of interest, the work of the committees, internal and external reporting, procedures for notice of meetings, meetings and the minutes. Furthermore, the Board reviews and adopts on an annual basis Storytel's significant steering documents such as the Code of Conduct and policies for sustainability, information security, insider information and communication, risk management 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. The evaluation is an important basis for the nomination committee's work prior to the AGM.

Board Meetings

In 2023, the Board held 16 meetings, of which five per cap-sulam and one inaugural meeting. The CEO, the CFO and the General Counsel, who is also the secretary of the Board, attend Board meetings. Other employees participate as needed to report on specific matters.

Chair of the Board

The chair of the Board is elected annually by the general meeting. On 4 May 2023, the AGM re-elected Hans-Holger Albrecht as chair of the Board. The chair of the Board leads the Board's work and monitors that the Board performs its duties. The chair is responsible in particular for ensuring that the work of the Board is well-organised, 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 the annual evaluation of the work of the Board and informing the nomination committee about the results of the evaluation. Jonas Tellander was re-elected vice chair of the Board by the AGM on 4 May 2023.

Board Committees

Audit Committee

The members of the Audit Committee are appointed annually by the Board at the first Board meeting in conjunction with the AGM, and the committee then appoints its chair from among its members. At least one of the members must have auditing or accounting experience. The company's CEO, CFO, other employees or the auditor may be invited to participate in the committee's meetings. Up until the AGM on 4 May 2023, the Audit Committee consisted of the members Helen Fasth Gillstedt (chair), Hans-Holger Albrecht and Joakim Rubin. Following the AGM on 4 May 2023, the Audit Committee consisted of the members Adine Grate (chair), Hans-Holger Albrecht and Jonas Tellander.

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,

must 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 each financial year. The meetings of the Audit Committee must be recorded in minutes. The Audit Committee must inform the Board about the matters it has handled. In 2023, the Audit Committee held five meetings.

Remuneration Committee

The members of the Remuneration Committee are appointed annually by the Board at the first Board meeting in conjunction with the AGM, and the committee then appoints its chair from among its members. The company's CEO, CFO, HR manager, other employees or the auditor may be invited to participate in the committee's meetings. Up until the AGM on 4 May 2023, the Remuneration Committee consisted of Malin Holmberg (chair), Helen Fasth Gillstedt, and Hans-Holger Albrecht. Following the AGM on 4 May 2023, the Remuneration Committee consisted of Joakim Rubin (chair), Hans-Holger Albrecht and Alexander Lindholm.

The tasks of the Remuneration Committee include the preparation of guidelines for remuneration structures and metrics for all or parts of the company, such as performance-based remuneration and incentive programmes, and ensuring application of the remuneration levels in the company. The committee has also been tasked with reviewing succession planning, employee satisfaction, and leadership development. The decisions regarding remuneration must be managed in a well-defined process that ensures no individual is involved in decisions regarding their own remuneration. The Board decides on the CEO's total remuneration package based on the recommendation of the Remuneration Committee. The remuneration package for other members of the management team or key staff in management positions is decided by the CEO in consultation with the Remuneration Committee. The Remuneration Committee must meet at least four times each financial year. The meetings of the Remuneration Committee must be recorded in minutes. The Remuneration Committee must inform the Board about the matters it has handled during the year. In 2023, the Remuneration Committee held five meetings.

Strategy and ESG Committee

The members of the Strategy and ESG Committee are appointed annually by the Board at the first Board meeting in conjunction with the AGM, and the committee then appoints its chair from among its members. Up until the AGM on 4 May 2023, the committee was called the Sustainability Committee and consisted of Helen Fasth Gillstedt (chair) and Jonas Tellander. After the AGM on 4 May 2023, the committee was changed to the Strategy and ESG Committee and consisted of Hans-Holger Albrecht (chair), Lina Brouneus and Lutz Finger. Adine Grate was added as a member of the committee on 30 November 2023.

The Strategy and ESG Committee is responsible for ensuring that the company fulfills the supervisory and reporting responsibility in relation to environmental, social, and governance (ESG) matters of the company. The Strategy and ESG Committee shall ensure that the company works strategically and systematically with sustainability across the business, manages goal-setting and reporting processes, strengthens relations with external stakeholders, and operates with high business ethics and supports the Board in fulfilling its responsibilities. The strategy and ESG committee shall meet as often as it deems necessary, but normally four times every year. The meetings of the strategy and ESG committee must be recorded in minutes. The strategy and ESG committee must inform the Board about the matters it has handled during the year. In 2023, the Sustainability Committee and the Strategy and ESG Committee held two meetings.

CEO and Group Executive Management

The CEO is appointed by the Board and leads the operations in accordance with the instructions 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, together 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

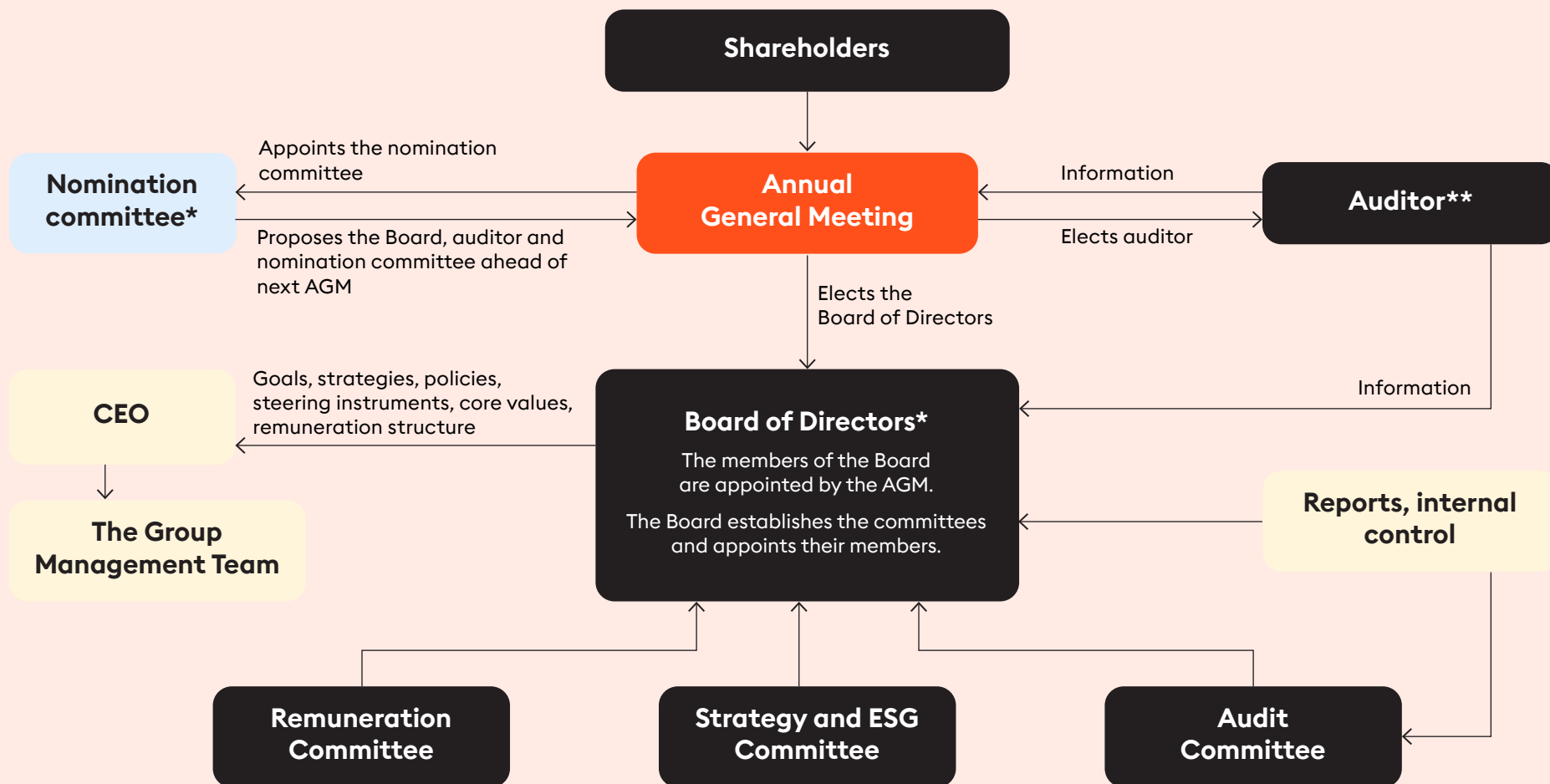
management. The CEO keeps the Board and the chair of the Board informed about the company's and the Group's financial position and performance.

Johannes Larcher is the CEO of Storytel since 1 October 2022. As of 31 December 2023, in addition to the CEO, Group Executive Management consisted of six senior managers, the Chief Financial Officer, the President Streaming, the General Counsel, the Chief Content Officer, the Chief People Officer and the CEO Storytel Books. For information about the CEO and other members of Group Executive Management, see the Management Team page.

Group Executive Management holds regular management meetings, and in 2023 the meetings were held weekly. The meetings focus on the Group's strategic and operational development and result follow-ups.

Auditor

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' reporting to the shareholders takes place at the AGM and through the auditor's report. At the AGM on 4 May 2023, the registered auditing company Ernst & Young Aktiebolag was re-elected as the company's auditor with the authorized public accountant Johan Holmberg as the auditor-in-charge.



* The nomination committee prepares proposals for decision that are presented to the AGM. The AGM decides on principles for appointment of the nomination committee.

** The auditor is responsible, on behalf of the shareholders, for auditing Storytel annual report, accounts and the administration of the Board of Directors and the CEO. Reports to the Board of Directors and the shareholders.

External steering instruments

Important external steering instruments that provide the framework for corporate governance are

- The Swedish Companies Act
- The Swedish Annual Accounts Act
- Nasdaq First North Growth Market – Rulebook

Internal steering instruments

Important binding internal control documents include:

- The Articles of Association
- Rules of Procedure for the Board of Directors
- Instructions for the CEO, the audit committee, and financial reporting
- Policies

The Board of Directors, left to right:
Joakim Rubín, Lina Brouneus,
Hans-Holger Albrecht, Jonas Tellander,
Adine Grate, Jonas Sjögren, Lutz Finger,
Alexander Lindholm.



The Board of Directors

Hans-Holger Albrecht

Chair of the board since 2022

Born: 1963

Education/Background: Hans-Holger has a Doctorate from the University of Bochum in Germany and a Master of Law from the University of Freiburg in Germany. He has a strong track record in the media industry as well as proven experience from international expansion. Hans-Holger has a solid background as CEO, Chairman and Board Member of listed and private companies on an international basis. He has been CEO of Deezer, one of the largest music streaming services worldwide as well as President and CEO of the international telecom and media group Millicom International, operating in more than 15 countries in Latin America and Africa. He also served as President and CEO at Modern Times Group, MTG AB.

Other significant assignments: Chair of the board of Scout24 Group and Superbet Group, board member of Deezer, nonexecutive director of VEON and Ice Group ASA.

Independent in relation to the company and management: Yes

Independent in relation to major shareholders: Yes

Holdings in the company: 30,000 class B shares and 93,225 call options.

Jonas Tellander

Founder of Storytel, CEO 2005-2022 and board member since 2005

Born: 1970

Education/Background: Jonas is the founder and former CEO of Storytel. He holds a MSc in Chemical Engineering from Lund University and an MBA from INSEAD. He has previously worked as Head of global licensing at Roche.

Other significant assignments: –

Independent in relation to the company and management: No

Independent in relation to major shareholders: No

Holdings in the company: 4,498,880 class B shares, 17,847 employee stock options and 62,500 Warrants.

Lina Brouneus

Board member since 2022

Born: 1982

Education/Background: Lina holds an Msc in Corporate and Financial Management from Lund University. She has a strong track record in the European and US media industry along with significant experience from digital growth strategy, business development and international expansion. She is currently Director Film Acquisitions EMEA at Netflix. Lina was previously Chief Content Officer at Viaplay and COO Content MTGx where she was working across content, gaming and sports. She has also held several leading positions within Modern Times Group, MTG AB.

Other significant assignments: –

Independent in relation to the company and management: Yes

Independent in relation to major shareholders: Yes

Holdings in the company: –

Lutz Finger

Board member since 2022

Born: 1971

Education/Background: Lutz has an MBA from INSEAD and an MSc in Physics from TU Berlin. He is an esteemed technologist with a diverse background in building innovative technology platforms for companies including Google, LinkedIn, and SNAP Inc. Lutz is currently the president of Product and Development at Marpai Inc., a US-based health-tech company and also serves as an advisor, non-executive board member and Angel investor at several data-centric corporations in Europe and the US.

Other significant assignments: Non-executive board member of the I&I Mail & Media Applications SE.

Independent in relation to the company and management: Yes

Independent in relation to major shareholders: Yes

Holdings in the company: 34,015 class B shares.

Adine Grate

Board member since 2023

Born: 1961

Education/Background: Master of Science Stockholm School of Economics and Executive MBA Harvard.

Other significant assignments: Executive Director and Board member KOKO Ltd, Chair of the Audit Committee at HERE Technology BV, Non Executive Director and Advisor at CK Hutchison Holdings – Three Scandinavia and IOD and Member of the Executive Committee and Chair of the Nomination Committee of the Swedish Chamber of Commerce for the UK.

Independent in relation to the company and management: Yes

Independent in relation to major shareholders: Yes

Holdings in the company: –

Alexander Lindholm

Board member since 2023

Born: 1969

Education/Background: BBA from Lander University, USA and held a number of other positions within the media business.

Other significant assignments: CEO of Otava Group. Chairman of the board of Kirjanvälitys Oy, Suomalainen Kirjakauppa Oy, Otavamedia, Kustannusosakeyhtiö Otava and member of the board of Alma Media.

Independent in relation to the company and management: Yes

Independent in relation to major shareholders: Yes

Holdings in the company: Alexander Lindholm does not hold any shares in Storytel. Otava Ltd holds 3,445,071 B-shares in Storytel.

Joakim Rubin

Board member since 2021

Born: 1960

Education/Background: Master of Engineering, Institute of Technology, Linköping University. Has previously worked as Partner Zeres Capital, Senior Partner CapMan and Head of Corporate Finance at Handelsbanken Capital Markets.

Other significant assignments: Partner EQT Public Value. Board member of AFRY AB.

Independent in relation to the company and management: Yes

Independent in relation to major shareholders: No

Holdings in the company: –

Jonas Sjögren

Board member since 2023

Born: 1966

Education/Background: MSc in Electrical Engineering from Chalmers University of Technology, MBA from INSEAD and licensed physician from Sahlgrenska Academy. Jonas worked 12 years at Ericsson AB in various positions including heading the GSN Product Management department responsible for mobile internet switching in the GSM networks. Jonas is also co-owner of Roxette Photo SA.

Other significant assignments: Board Member at Vakona AB and Markov Capital AB. Chairman of the Board at Exceca Allocation AB and Alsteron AB. Jonas Sjögren was a Board member of Storytel between 2008–2022.

Independent in relation to the company and management: Yes

Independent in relation to major shareholders: Yes

Holdings in the company: 285,490 class B shares.

Group Executive management



Johannes Larcher

Chief Executive Officer (CEO) since 2022

Born: 1967

Education/Background: Master of Arts from the University of Music and Performing Arts in Vienna and a Master of Business Administration from the Wharton School at the University of Pennsylvania. He most recently served as the Head of HBO Max International at WarnerBros. Discovery. Before HBO Max International he served as the Managing Director of Digital at MBC Group Co-Founder and CEO of SubVRsive, Senior Vice President at Hulu and President and CEO of Academy123.

Holdings in the company: 10,000 class B shares and 600,000 RSUs.



Luis Duran

President Streaming since 2023

Born: 1977

Education/Background: Bachelor of Business and Master of Business Administration from ESADE Business School in Barcelona. He most recently served as the General Manager of HBO Max for the LatAm region, after a 10-year career in Streaming (SVOD) across Asia, Africa and the Middle East. Luis has a Management Consulting background and has worked and lived across 5 continents.

Holdings in the company: 5,000 class B shares and 200,000 RSUs.



Peter Messner

Chief Financial Officer (CFO) since 2023

Born: 1976

Education/Background: Doctorate in Social and Economic Sciences from the University of Vienna and an MSc in Economics and Computer Science from the Technical University of Vienna. Peter most recently served as Group CFO of Catena Media. Before Catena he has held positions such as CFO of MTGx and CFO & Director Corporate Development at Ogame Network, a part of Bwin.

Holdings in the company: 130,000 RSUs.



Tobias Andersson

General Counsel since 2023

Born: 1977

Education/Background: Master of Laws (LLM) from Stockholm University. He most recently served as Regional Legal Lead Europe for HBO Max. After his time as a district court law clerk, Tobias started his private sector career at the renowned law firm Linklaters and has since gained over 15 years experience from various legal leadership roles in international media companies such as Warner Bros. Discovery and the TV4 Group.

Holdings in the company: 60,000 RSUs.



Kristin Widell

Chief People Officer (CPO) since 2023

Born: 1974

Education/Background: Degree in Human Resources Management. She most recently served as the Director of People Operations at Peltarion. Kristin has over 15 years of executive experience across strategic, tactical and operational HR services and practices while leading digital transformation and innovation in renowned companies such as HiQ, SAAB and Tieto.

Holdings in the company: 60,000 RSUs.



Linda Säresand

CEO Storytel Books since 2021

Born: 1974

Education/Background: Background and education in economics and markets with extensive leadership experience, and more than 20 years of leading position in the publishing industry, including CEO, Deputy CEO, and Head of Finance and Publishing manager. Linda has also held a number of Board positions within the publishing business. Linda was appointed CEO of Storytel Books as the Group parent Storytel AB gathered its wholly owned book-related businesses under one company in 2021. She was also appointed Chair of the Board of the publishing houses Norstedts Förlagsgrupp (SWE), Gummerus (FIN) and People's (DEN).

Holdings in the company: 50,000 RSUs.



Helena Gustafsson

Chief Content Officer (CCO) since 2020

Born: 1973

Education/Background: Bachelor of Arts, Literature. Joined the company in 2013 as CEO of StorySide, after Storytel's acquisition of the audiobook publisher. In addition to her role as Chief Content Officer, Helena serves as the CEO of Storyside. She has more than 25 years of experience from the book industry, amongst twenty years devoted to audiobooks and digital publishing, and has previously had several key roles at Storytel such as Head of Global Publishing. Helena also holds a number of Board positions both within the publishing industry and closely related businesses, amongst others Nuanxed and Lind & Co., a publisher partially owned by Storytel in which she acts as chairman.

Holdings in the company: 18,258 class B shares, 7,066 employee stock options and 60,000 RSUs.

Extended management



Ana Julia Ghirello
GM Expansion Markets / SVP
Partnerships



Anna Etzler
SVP Operations



Carolina Corsello
SVP of Data & Insights



Claus Wamsler-Nielsen
General Manager – Growth
Markets



Ian Small
General Manager
Audiobooks.com



Johan Ståhle
Chief Product Officer



Malin Lindborn
Head of Communications



Mark Pasternak
Chief Technology Officer



Oleg Nesterenko
Chief Marketing Officer



Åse Ericson
General Manager, Nordics

Financial Reporting

The Board is responsible for ensuring that the company's organization is designed so that the company's financial conditions can be controlled in a reassuring manner and that financial statements such as interim reports and annual accounts to the market are prepared in accordance with law, applicable accounting standards and other requirements for companies listed on Nasdaq First North Growth Market.

The Board must monitor the financial performance, safeguard the quality of the financial reporting and internal control, and regularly follow up on and evaluate the operations.

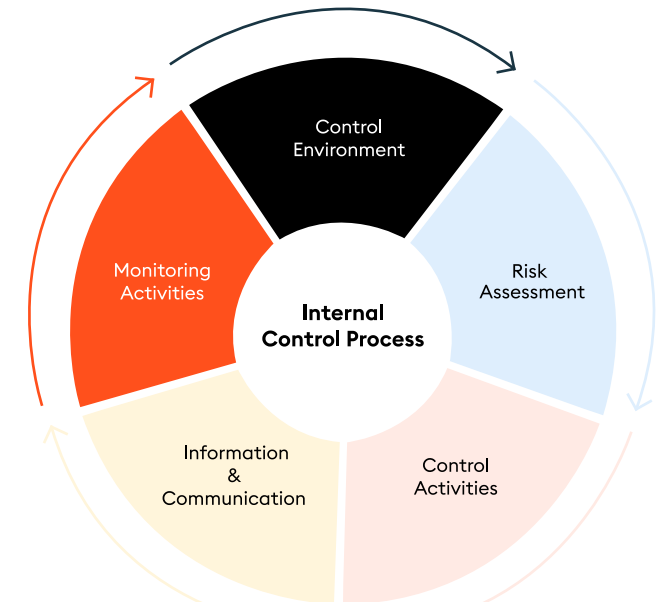
The audit committee is responsible for the preparation of the Board's work to ensure the quality of the company's financial reporting. However, the audit committee does not address only the Group's financial statements and more significant accounting issues but also issues regarding internal control, 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 CEO must 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. A profit/loss, balance sheet and investment budget is prepared on a quarterly basis. The main Budget is defined in the Q4 planning process for the upcoming fiscal year. For each quarter, an updated Budget forecast is prepared to better reflect the financial outlook for the rest of the fiscal year period.

Financial information is regularly provided to the market in the form of:

- Interim reports;
- Annual report;
- Press releases with inside information in accordance with regulatory requirements;
- Presentations for financial analysts, investors, and the media on the day the year-end report and interim reports are published; and
- Meetings with financial analysts and investors.

Internal Control over Financial Reporting

The overall aim of internal control over financial reporting is to ensure, with reasonable assurance, that the internal and external reporting is reliable. The internal control must also ensure that the operations are conducted in accordance with applicable laws and regulations and comply with requirements for companies listed on Nasdaq First North Growth Market. An internal control framework has been established within Storytel and has been continuously developed in recent years with the aim of supporting the organization and the systems and processes that contribute to Storytel's ability to meet the mentioned requirements on financial reporting. Storytel's internal control framework is based on COSO, which has been issued by the Committee of Sponsoring Organizations of the Treadway Commission. This framework rests on five components: Control Environment, Risk Assessment, Control Activities, Information And Communication, and Monitoring Activities. Below follows a description of Storytel's internal control work based on these components.



Control Environment

The control environment for financial reporting is based on various governing documents such as, policies and guidelines, instructions and manuals where responsibilities and authorities are defined. Examples of governing documents, specifically with regards to financial reporting, are Code of Conduct, Financial policy, Signing and Approval Instruction and Storytel's Financial Manual. These internal documents together with laws and other external regulations constitute the so-called control environment that must be implemented in working processes and procedures and followed by every employee. Furthermore, the Board has established an Audit Committee that assists the Board regarding the supervisory responsibility of the Board linked to the efficiency and effectiveness of Storytel's internal control framework. The audit committee also assists with matters concerning significant accounting principles that the Group applies.

Risk Assessment

The risk assessment includes identifying risks based on the fundamental requirements on financial reporting: completeness, accuracy, valuation, and reporting. Risks in conjunction with financial reporting are primarily related to misstatements in the accounting related to valuation of assets and liabilities, revenue recognition, and royalty costs. The risk assessment forms the basis for the risk of misstatements in the financial reporting and is the basis for the design and implementation of the control activities carried out by the business. The overall risk assessments at Group level is an integral part of the reporting to the Audit Committee and Board of Directors.

Control Activities

Control activities aim to prevent and identify at an early stage significant misstatements in the financial reporting in order for them to be managed and remediated. Control activities are present at both generic and more detailed levels within the Group and are manual, IT-dependent or automated. Procedures and activities have been designed to manage and remediate significant risks related to the financial reporting that have been identified in the risk assessment. Depending on the nature and location of the control activity, corrective measures, documentation, and quality assurance occurs at the Group, subsidiary or process level. In 2024, the work will continue with evaluation of subsidiaries' processes and control structures as well as clarification of accountability and responsibility at a local level. In addition, a greater focus will also be placed on improving the formalization of key controls and risks in significant business processes for additional subsidiaries.

Information and Communication

Storytel has well-established information and communication procedures to ensure that its financial reporting is complete and accurate. Storytel regularly communicates updates of its financial manual and related instructions to relevant parties.

Another important communication channel is the company's whistleblower function, where any non-compliance to accounting and internal control can be reported anonymously.

Monitoring Activities

Storytel's process for internal control includes systematic follow-up of risk assessments and control activities in order to evaluate, remediate and constantly improve. Storytel's Internal Control function coordinates follow-up activities and compiles an aggregate picture for reporting to the CFO and Audit Committee. The Board's follow-up of the internal control for financial reporting occurs primarily through the Audit Committee.

The monitoring activities of internal control also occur as part of the external audit. The Audit Committee follows upon the financial accounting and receives reports from both the Internal Control function and the External Auditors.

Evaluation of the need for a separate internal audit function

At Storytel, there is no formal Internal Audit function established today. The Board conducts an annual review of the issue and has for the financial year 2023 assessed that existing structures for follow-up and evaluation are satisfactory. If a need for specific internal audit efforts is identified, this can be arranged through temporary external resources.

Risks and Risk Management

As for all companies, the way of doing business at Storytel is associated with risks. The ultimate purpose of risk management at Storytel is to identify and manage events that could have an adverse impact on the achievement of Storytel's objectives.

Storytel's work with risk management is based on international standards under the leadership and coordination of the company's Internal Control function. Overall principles as well as roles and responsibilities for risk management are further defined in the company's Risk Management policy, which, together with other Group policies, is adopted by Storytel's Board of Directors and subject to annual review.

To ensure that Storytel's risk work is based on a company-wide perspective where all business objectives of different natures are included, a number of risk categories have been developed which also form the basis for the assessment scale used in assessing the impact of risks. These risk categories are operational, strategic, legal & compliance, cyber resilience, and financial.

On an annual basis, a risk assessment is carried out for Storytel Group to identify, evaluate and prioritize the risks that are most important for achieving set business objectives within the Group. Thereafter, appropriate activities are decided upon in order to either reduce the probability of the risk event occurring or mitigate any consequences. Risks are assigned to an owner who is responsible for monitoring and following up on decided activities and their impact on lowering the risk as intended. A review and status report of the most significant enterprise risks is carried out at least annually and reported to the Audit Committee and the Board of Directors.

As part of the work to reduce risk exposure in selected areas, different types of insurance policies are also taken out for the risks that are insurable. These include property and business interruption insurance, general product and liability insurance, crime insurance, directors and officers liability insurance, business travel insurance as well as in-

urance that covers marine cargo. These are reviewed annually in consultation with insurance brokers.

Storytel places great value on conducting responsible business free from bribery, corruption or other types of unethical conduct. A section on how Storytel works with business ethics and compliance can be found in the Sustainability Report.

Below is an overview of the key risk areas for Storytel and how the risks are being addressed.

Competition in a Broader Perspective

Storytel competes for subscribers and content against local and global players within the audio and publishing field but also for consumers' time in general. This competition is expected to increase in the coming years due to the attractiveness of the industry. If Storytel fails to develop its product offering, it could negatively impact Storytel's business and future earnings. Through continued, focused investments in original content, building a stronger brand and developing a differentiated product, Storytel is prepared for increased local and global competition.

Content Risks

In order for Storytel to be able to offer high-value, attractive content and reach a broad international customer group, Storytel needs to be proactive in establishing mutually beneficial relationships between publishers and streaming services. Managing and developing publisher and streaming services relationships is at the heart of Storytel's content strategy, and already today a lot of focus is put on improving content agreements as well as author and publisher relationships and overall education of possibilities with digital sales. Risks associated with Storytel's ability to offer an attractive content catalogue by attracting and retaining important content creators are managed through a focus on relationship building, credibility and high competence as well as carefully following the industry

development and regulations in order to offer a fair compensation. Storytel has also made, and plans to continue making, investments in content in order to differentiate its services in targeted markets and to offer unique listening experiences.

Legal and Regulatory Risks

The Storytel Group operates in several different jurisdictions and is thus subject to various legal and regulatory requirements. New legal requirements or rulings in a specific market could limit Storytel's positioning on that market. Storytel works proactively to monitor changes in legal conditions in order to meet the requirements set. Storytel has, among other things, built up internal competence to manage various legal risks and seeks assistance of external advisers where relevant.

The Macroeconomic Outlook

Negative macroeconomic factors such as high inflation with increased energy and supplier costs, high interest rates, as well as general political uncertainties and wars, have affected the society as a whole for the past 12+ months. It has led to increased uncertainties about consumption trends in both the short and long term, interest rate development, challenges in the manufacturing and transport sector and an accelerated digitalisation transition tied to the physical book trade. Storytel has been and will continue assessing how changes in macroeconomic factors may impact the business. Amongst other metrics, net subscriber intake and churn numbers are closely monitored and may serve as early-warning signs in case of any changes.

Cyber Attacks

Technical platforms, owned by Storytel or by suppliers, are subject to cyber and phishing attacks including supply chain attacks. Attacks that are not prevented or effectively detected and remediated could harm Storytel's service delivery and cause significant downtime of Storytel's

services. Storytel has a cyber security program in place in order to mitigate the risks of cyber attacks. This includes, among other things, security monitoring of computers, employee training, security assessment of vendors and new systems, vulnerability management and incident response. Storytel also has strong authorization methods in place through centralized SSO and 2FA.

Financial Risks

Through its operations, Storytel is exposed to various types of financial risks, such as credit, market, liquidity and refinancing risks. Changes in the financial markets, for example due to general market fluctuations, macroeconomic effects such as higher interest rates, or new and amended laws and regulations, may entail risks that will make it more difficult or more expensive to raise capital or refinance maturing debt. Storytel manages its financing strategy on the basis of a financial policy adopted by its Board of Directors, which is reviewed at least annually. The finance policy regulates management in areas such as cash and cash equivalents, financial exposure, future cash flows and financial instruments and how Storytel will work with such matters at Group level. For information on Storytel's financial risks and their management, see Note 25.

Personal Data

Storytel is continuously working to implement organisational, technical and administrative measures to meet the requirements of the GDPR (General Data Protection Regulation). As a result of this regulation, EU/EEA countries have issued supplementary legislation and national interpretations thereof. Countries outside the EU/EEA have also increasingly issued national legislation which in many cases is based on GDPR but where there may also be deviating or stricter rules. The legal landscape within privacy and data protection is thus constantly changing. This places high demands on a global organisation, both technically and organisationally, and there is a risk that the company will not take into account the complex requirements and therefore not implement processes quickly enough or to a sufficient degree. Severe penalties may also be imposed pursuant to the GDPR and the company, depending on the nature and

extent of a possible breach, may risk both injunctions for measures with a short implementation time and penalties or sanctions.

Talent Retention & Acquisition

Storytel's business model and strategy place high demands on the skill of our employees. There are risks in the wider "war for talent" that Storytel is less able to attract and retain qualified personnel. Storytel works actively to develop and improve the offer it can give its employees in the form of remuneration and development opportunities, and invests heavily in creating a diverse and inclusive workplace where Storytel can attract and retain competent employees regardless of, for instance, their gender, nationality or domicile. In addition, the internal work on corporate culture, also in the light of the increasing ESG focus, will be a key component to continue attracting the right talent.

Environmental & Climate Risks

All companies, including Storytel, play a central role in driving down greenhouse gas emissions, and in building a resilient zero-emissions economy. Costs associated with emissions are expected to continue increasing year by year, and climate-related risks such as rising temperatures and resource scarcity may lead to disruption for Storytel's value chain and operations. As of now, Storytel deems the impact of such risks to be very limited. As a signatory of the UN Global Compact, Storytel is committed to engage with its suppliers to address environmental impacts, apply the precautionary approach, and promote greater environmental responsibility and the usage of clean technologies across its value chain. Read more about Storytel's environmental & climate risks and its management in our sustainability report.