



Notice of Annual General Meeting in Storytel AB (publ)

The shareholders of Storytel AB (publ), reg. no. 556575-2960, (“the Company”), are hereby convened to the Annual General Meeting on Tuesday 5 May 2026 at 10:00 a.m. at the Company’s premises at Tryckerigatan 4 in Stockholm. The meeting venue will open at 9:30 a.m. for registration.

The Board of Directors has decided that the shareholders shall also be able to exercise their voting rights at the Annual General Meeting by postal voting in accordance with the Company’s Articles of Association.

Right to participate and notification

Shareholders wishing to participate at the Annual General Meeting must:

- i. be registered as a shareholder in the share register maintained by Euroclear Sweden AB on Friday 24 April 2026, and
- ii. give notice of participation no later than Tuesday 28 April 2026 in accordance with the instructions under “*Participation at the general meeting venue*” or alternatively by submitting a postal vote in accordance with the instructions under “*Postal voting*”.

Nominee registered shares

Shareholders, whose shares are registered in the name of a nominee must, in order to be eligible to participate in the general meeting, in addition to giving notice of participation, also register its shares in its own name so that the shareholder is listed in the presentation of the share register as of the record date Friday 24 April 2026. Such registration may be temporary (so-called voting rights registration), and a request for such voting rights registration shall be made to the nominee in accordance with the nominee’s routines at such a time in advance as decided by the nominee. Voting rights registrations that have been made by the nominee by Tuesday 28 April 2026 at the latest will be taken into account in the presentation of the share register.

Participation at the general meeting venue

Shareholders who wish to participate at the Annual General Meeting venue must notify the Company of this not later than Tuesday 28 April 2026 in any of the following ways:

- by the notification form available on <https://www.storytelgroup.com/en/annual-general-meeting-2026/>, or
- by regular mail to Storytel AB (publ), Attn: Legal Department Box 24167, 104 51 Stockholm (please mark the envelope “AGM 2026”).

Upon notification, the shareholder should state their full name, personal identification number or corporate registration number, address and telephone number, and, where applicable, the number of any accompanying persons (a maximum of two).

Shareholders represented by proxy shall issue a dated written proxy for their representative signed by the shareholder. A proxy is valid for one (1) year from its issue date or such longer period as set out in the proxy, however not more than five (5) years. Proxy forms are available upon request and on the Company’s website, <https://www.storytelgroup.com/en/annual-general-meeting-2026/>. Anyone representing a legal entity must present a copy of the registration certificate or equivalent authorization document listing the authorized signatories. The shareholder should send the authorisation documents

(power of attorney and/or registration certificate) to the Company at the address above in due time before the Annual General Meeting.

Postal voting

The Board of Directors has, in accordance with the Articles of Association, decided that the shareholders shall also be able to exercise their voting rights at the Annual General Meeting by postal voting. A special form must be used for postal voting. The form is available on <https://www.storytelgroup.com/en/annual-general-meeting-2026/>. The postal voting form is considered the notification of attendance to the general meeting. The completed voting form shall be sent in via Poströsta.se and must be at the Company's disposal, through Poströsta.se, no later than Tuesday 28 April 2026. If the shareholder is a legal entity, a certificate of registration or a corresponding document shall be enclosed with the form. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid. Further instructions and conditions are included in the form for postal voting.

Shareholders submitting their advance vote by proxy must issue a dated written proxy for their representative signed by the shareholder, which must be enclosed with the postal voting form. A proxy is valid one (1) year from its issue date or such longer period as set out in the proxy, however not more than five (5) years. Proxy forms are available upon request and on the Company's website <https://www.storytelgroup.com/en/annual-general-meeting-2026/>. If the shareholder is a legal entity, a registration certificate or equivalent authorization document listing the authorized signatories shall be appended to the advance voting form.

Shareholders who wish to participate at the general meeting venue, either in person or through a proxy, must notify the Company of this in accordance with the instructions under the heading *Participation at the general meeting venue* above. Notification through postal voting alone is not sufficient for shareholders who wish to participate at the general meeting venue. Postal voting does not require a separate notification to the Annual General Meeting.

Proposed agenda

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 auditor's report and the group annual report and the group auditor's report
8. Speech by the CEO
9. Resolution regarding:
 - a. adoption of income statement and balance sheet and 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.
10. Determination of the number of directors, auditors and any deputies
11. Determination of fees to the Board of Directors and to the auditors
12. Election of the Board of Directors and auditors and any deputies
13. Resolution regarding instructions for the Nomination Committee
14. Resolution regarding authorization for the Board of Directors to issue shares, warrants and/or convertibles
15. Resolution regarding guidelines for remuneration to senior executives
16. Resolution regarding long term incentive program 2026
17. Resolution regarding authorization for the Board of Directors to resolve on repurchase and transfer of own B-shares

18. Closing of the meeting

Proposals for resolutions:

Item 2: Election of chair of the meeting

The Nomination Committee of the 2026 Annual General Meeting consists of Rustan Panday, Chair of the Nomination Committee (appointed by the shareholder group consisting of Jonas Tellander, Annamaria Tellander, Paul Svedrup, Dimitra AB, Jon Hauksson, and Jehangir AB), Hans-Peter Ostler (appointed by Roxette Photo SA), Helen Fasth Gillstedt (appointed by Handelsbanken Fonder), Antti Karlqvist (appointed by Otava Oy), and H el ene Barnekow (Chair of the Board), who together represent approximately 28.7 percent of the votes of all shares in the Company.

The Nomination Committee proposes that attorney Ebba Olsson Werkell, KANTER Advokatbyr a, is appointed as Chair of the Annual General Meeting.

Item 9b: Resolution regarding the profit or loss of the Company in accordance with the adopted balance sheet

The Board of Directors proposes that the Annual General Meeting resolve to make a dividend payment for the financial year 2025 in the amount of SEK 1.50 per share, totaling SEK 115,960,806, and that the remaining profits according to the adopted balance sheet be carried forward. The proposed record date is 7 May 2026. If the Annual General Meeting resolves in accordance with the Board's proposal, the dividend is expected to be paid to the shareholders on 12 May 2026.

Item 10-12: Determination of the number of directors and auditors and any deputies, determination of fees to the Board of Directors and to the auditors and election of the Board of Directors and auditors and any deputies

The Nomination Committee proposes that the Board of Directors shall consist of seven directors, with no deputy directors, and that the number of auditors shall be one registered audit firm.

The Nomination Committee proposes that the total remuneration is to be SEK 3,961,000, including remuneration for committee work (previously SEK 3,675,000), and shall be paid to the Board of Directors and the members of the established committees in the following amounts:

1. SEK 310,000 (SEK 278,000) for each of the non-employed directors, SEK 900,000 (SEK 824,000) to the Chair of the Board of Directors;
2. SEK 103,000 (SEK 103,000) for each member of the Audit Committee and SEK 250,000 (SEK 232,000) to the Chair of the Audit Committee;
3. SEK 77,000 (SEK 77,000) for each member of the Remuneration Committee and SEK 180,000 (SEK 180,000) to the Chair of the Remuneration Committee; and
4. SEK 77,000 (SEK 77,000) for each member of the Strategy Committee and SEK 180,000 (SEK 180,000) to the Chair of the Strategy Committee.

The remuneration to the auditor is to be paid according to approved invoice.

The Nomination Committee proposes the election of Lars Wingefors as new director of the Board and re-election of Jonas Sj gren, Jonas Tellander, H el ene Barnekow, Ulrika Danielsson, Filippa Wallestam and Erik Tid en. It is also proposed to re-elect H el ene Barnekow as Chair of the Board of Directors.

The Nomination Committee further proposes, in accordance with the Audit Committee's recommendation, the re-election of the registered audit firm Ernst & Young Aktiebolag as the Company's auditor for a period up until the end of the next Annual General Meeting. Ernst & Young

Aktiebolag has announced that, subject to the approval of the proposal from the Nomination Committee regarding the auditor, the authorised accountant Johan Holmberg will be the auditor in charge.

The Nomination Committee's complete proposals and motivated opinion as well as further information regarding the proposed directors for election are available at the Company's website <http://investors.storytel.com/en/>.

Item 13: Resolution regarding instructions for the Nomination Committee

The Nomination Committee proposes that these instructions for the Nomination Committee are adopted by the Annual General Meeting and shall have effect until any changes are decided by the General Meeting.

Composition of the Nomination Committee

1. The Nomination Committee 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 Chair of the Board.
2. Unless the members of the Nomination Committee have agreed otherwise, the member appointed by the largest shareholder shall be the Chair of the Nomination Committee. The Chair of the Board may not be appointed Chair of the Committee.
3. The Nomination Committee shall be formed based on the shareholder statistics received by the Company from Euroclear Sweden AB, as per the last banking day in August and on other reliable ownership information that has been provided to the Company at this point of time. In the assessment of the four owner-registered largest shareholders by voting power, a group of shareholders shall be regarded as one owner provided that they (i) have been grouped together in the Euroclear Sweden system or (ii) have notified the Company in writing that they have agreed in writing to have a long term unified conduct regarding the management of the Company through coordination the use of their voting rights.
4. The Chair of the Board shall, in a suitable manner, contact the identified four largest shareholders and request them to, within a reasonable time, however not exceeding 30 days, provide in writing the name of the person the shareholder wishes to appoint as member of the Nomination Committee. Should a shareholder abstain from its right to appoint a member or fail to appoint a member within the prescribed time, the right to appoint a member shall transfer to the next largest shareholder by voting power that has not already appointed or has the right to appoint a member of the Nomination Committee.
5. The Nomination Committee shall, as soon as all the members and the Chair of the Nomination Committee have been appointed, inform the Company to that effect and provide the Company with required information on the members and Chair of the Nomination Committee. The Company shall, without unnecessary delay, make public the constitution of the Nomination Committee by posting the information on the Company's web site, however not later than six months prior to the Annual General Meeting.
6. The Chair of the Board shall ensure that the statutory meeting of the Nomination Committee is convened in October, at the latest, each year.

Changes to the Composition of the Nomination Committee

7. Should a member of the Nomination Committee, appointed by a shareholder, resign from the Nomination Committee during the mandate period or become prevented from fulfilling their assignment, the shareholder having appointed the member shall be requested to appoint a new member to the Nomination Committee.
8. If, more than three months prior to the Annual General Meeting, a shareholder considers that its shareholding in the Company is of such significance that it gives the right to participate in the Nomination Committee, the shareholder may contact the Chair of the

Nomination Committee in writing and request the appointment of a member to the Nomination Committee. In connection thereto, the shareholder shall adequately verify its shareholding. In such an event, the member appointed by the shareholder with the lowest number of votes shall resign from the Nomination Committee. In case the Nomination Committee receives such notification from a shareholder less than three months prior to the Annual General Meeting, no action is required to be taken.

9. If a shareholder who has appointed a member of the Nomination Committee has disposed a significant proportion of its shareholding, so that it is no longer one of the four largest shareholders (in terms of voting rights) more than three months prior to the Annual General Meeting, the appointed member shall make its seat available. The Chair of the Nomination Committee shall then contact the largest shareholder in terms of voting rights who has not previously been offered a seat. If the latter does not wish to appoint a member, the matter shall be passed on to the next shareholder in line, and so on.
10. Should the Nomination Committee at any point in time consist of less than five members, the Nomination Committee shall nevertheless be authorized to fulfill its assignment according to this instruction.
11. The Company shall promptly announce any changes to the composition of the Nomination Committee by posting the information on the Company's web site.

The Nomination Committee's work and fees

12. The Nomination Committee shall, in connection with their assignment, fulfill their duties in accordance with these principles, the Swedish Code of Corporate Governance and other applicable rules.
13. The Nomination Committee's task is to prepare and propose decisions to the Annual General Meeting, and as applicable, Extraordinary General Meetings on electoral and remuneration issues and, where applicable, procedural issues for the appointment of the subsequent Nomination Committee. The assignment includes provision of proposals for:
 - the Chair of the Annual General Meeting;
 - the Chair and other directors of the Board appointed by the Annual General Meeting;
 - fees to non-employed directors of the Board and other remuneration for Board assignments to each director;
 - fees to members of committees within the Board;
 - election and remuneration of the Company auditor; and
 - any amendments to these instructions.
14. The Nomination Committee shall, as far as possible, seek consensus for its proposals and other decisions, but if that is not possible, the decisions of the Nomination Committee shall be taken by simple majority, with the Chair of the Nomination Committee having the casting vote.
15. The Nomination Committee shall be considered appointed, and its mandate period shall start when the information has been posted on the Company's website. The mandate period of the Nomination Committee extends for the period until the next Nomination Committee has been appointed and its mandate period starts.
16. No remuneration shall be payable to any member of the Nomination Committee. However, the Company shall bear all reasonable costs associated with the work of the Nomination Committee. Where necessary, the Nomination Committee may engage external consultants to assist in finding candidates with the relevant experience, and the Company shall bear the costs for such consultants. The Company shall also provide the Nomination Committee with the human resources needed, such as secretarial services, to support the Nomination Committee's work.

Item 14: Resolution regarding authorization for the Board of Directors to issue shares, warrants and/or convertibles

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors until the next Annual General Meeting, on one or several occasions, with or without preferential rights for shareholders, to issue in total a maximum of shares, regardless of share class, warrants and/or convertibles, with the right to subscribe and convert to the respective share class in the Company, corresponding to not more than ten (10) 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. This authorization shall include the right to receive payment in cash, payment by contribution in kind or payment by way of set-off.

Issuances of new shares under the authorization shall be made on customary terms and conditions based on current market conditions. If the Board of Directors finds it suitable in order to enable delivery of shares in connection with a share issuance as set out above it may be made at a subscription price corresponding to the shares' quota value.

The purpose of the authorization and the reason for a deviation from the shareholders preferential rights is to be able to carry out acquisitions, to finance the Company or to broaden the Company's shareholder base.

The Board of Directors or a person appointed by the Board of Directors shall be authorized to make such minor adjustments in the above resolution that may be required in connection with the registration with the Swedish Companies Registration Office.

A valid resolution requires that the proposal is supported by shareholders with at least two thirds of both the votes cast and the shares represented at the meeting.

Item 15: Resolution regarding guidelines for remuneration to senior executives

The Board of Directors proposes that the Annual General Meeting resolves to adopt the following Remuneration Guidelines.

Introduction

These Remuneration Guidelines to Group Management ("**Guidelines**") establish the framework for the compensation of the Board of Directors (other than compensation resolved by the shareholders' meeting), the CEO and other members of the Group Executive Management Team ("**Executives**" or "**Executive Management**") of Storytel. References to "Storytel Group" means Storytel and its subsidiaries as the context requires. The Guidelines apply to remuneration agreed and changes to previously agreed remuneration after the date of approval of the Guidelines and are intended to remain in place for four years until the Annual General Meeting of shareholders 2030, unless material changes are required.

For employment outside of Sweden, due adaptations may be made to comply with mandatory local rules or established local practices. In such cases, the overall purpose of these Guidelines shall be accommodated to the largest extent possible.

These Guidelines do not cover remuneration resolved by the general meeting of shareholders, such as long-term variable compensation programs.

Remuneration Principles

These Guidelines are designed to drive excellence and reward sustainable performance in a rapidly

changing industry. The following principles guide the design and execution of Executive pay at Storytel:

Drive Profitable Growth: We ensure a substantial proportion of remuneration is variable and tied to key performance drivers. Short- and long-term incentive targets are carefully selected to be stretching and relevant, promoting both market expansion and bottom-line discipline.

Attract & Retain Best-in-Class Talent: To maintain our Nordic leadership and European influence, our compensation must be market-competitive. We offer a structure and mix that provides the agility to adapt quickly to business needs in a high-velocity talent market.

Incentivize Long-Term Value Creation: Our plans reward sustainable company performance and long-term shareholder returns.

Governance & Transparency: We provide a clear, objective framework that allows shareholders and stakeholders to evaluate the alignment between performance, payout, and the Group's strategic vision.

Internal consistency

Executive remuneration should remain proportionate and justifiable relative to the employment conditions of the broader Storytel Group workforce. We are committed to a "One Group" approach, maintaining a consistent remuneration philosophy that is reviewed annually to ensure all employees are compensated fairly and competitively. These Guidelines reflect individual skills, contributions, and performance, while remaining adaptable to the local market benchmarks essential for our international operations.

While specific reward opportunities and performance metrics scale with seniority to reflect different levels of strategic impact, the fundamental components of our rewards framework remain consistent across the organization. Storytel Group strives to provide a total rewards package for all employees that is not only market-competitive but also reflective of our values, driving a high-performance culture tailored to the specific demands of each role.

Governance of Remuneration to Executive Management

The Board of Directors holds ultimate responsibility for compliance and annual review of these Guidelines. The Board has established a Remuneration Committee to handle compensation policies and principles and matters concerning remuneration to Executive Management. The Remuneration Committee assists the Board in ensuring Storytel's total rewards framework reflects a sophisticated balance between financial performance, cultural health, and innovation.

The Board has authorized the Remuneration Committee to determine and handle certain issues in specific areas. The Board may also on occasion provide extended authorization for the Remuneration Committee to determine specific matters. The Remuneration Committee is authorized to review and prepare for resolution by the Board salary and other remuneration for the CEO. The Remuneration Committee has the mandate to resolve salary and other remuneration for the other members of Executive Management except for the CEO, including targets for short term incentive plan, and payout of short term incentive plans based on achievements and performance.

Further, the Remuneration Committee shall prepare for resolution by the Board proposals to the Annual General Meeting ("**AGM**") on these Guidelines at least every fourth year and on Long-term Incentive Plans and similar equity arrangements.

To conduct its responsibilities, the Remuneration Committee considers trends in remuneration, legislative changes, disclosure rules and the general global executive remuneration environment. Before

preparing salary adjustment recommendations for the CEO for resolution by the Board and approving any salary adjustments for the other members of Executive Management the Committee reviews salary survey data, Storytel's results and individual performance. No employee is present at the Remuneration Committee's meetings when issues relating to their own remuneration are being discussed. Similarly, the CEO is not present at Board meetings when issues relating to the CEO's own remuneration are being discussed. The Remuneration Committee may appoint independent expert advisors to assist and advise in its work.

Remuneration for Executive Management

Total remuneration shall be on market terms and may include base salary, pension, benefits and performance-linked elements in the form of short-term and long-term incentive plans. The long-term incentive plans are approved by the AGM and, while not governed by these Guidelines, are included in summary form for completeness.

To ensure a clear and transparent governance structure, members of the Executive Management receive their total remuneration exclusively from Storytel. They are not entitled to additional fees, salaries, or director's compensation for positions held within Storytel Group's subsidiaries or associated companies. All leadership efforts across the Group's portfolio are considered fully covered by the primary executive contract.

The mix of fixed and variable compensation supports a high-performance culture that balances immediate operational agility with sustainable, long-term value creation:

Fixed Elements	Description
Annual Base Salary	Shall be fair and market competitive, reflecting the core requirements and complexity of the role, individual expertise and performance.
Pension	<p>Including pension contributions and health insurance in line with local market standards. Swedish executives have individual pension premiums reflecting ITP1 without collective agreement, hence without variable pay being pensionable. International executives receive pension arrangements applicable to local market practice.</p> <p>The pension arrangements shall be provided in the form of a defined contribution and shall amount to no more than 35% the fixed base salary. Pension arrangements may evolve year-on-year.</p>
Benefits and allowances	<p>Benefits may include company phones, travel allowance, well-being assistance, company gifts, life insurance and medical insurance. Premiums and other costs for such benefits shall constitute a limited proportion in relation to the total remuneration.</p> <p>Additional benefits may be provided in specific individual situations, including changes in individual circumstances such</p>

	as health status and changes in roles such as relocation, if considered appropriate. Any resolution on such remuneration shall be made by the Board based on a proposal from the Remuneration Committee.
Variable Elements	Description
Short-Term Incentive Plan (STIP)	A performance-based cash bonus designed to incentivise and reward the achievement of annual financial and, when appropriate, non-financial performance measures clearly linked to the strategic priorities and sustainable development of the Group and the Executives' area of responsibility.
Long-Term Incentive Plan (LTIP)	<p>Linked to pre-determined financial, non-financial and/or share or share-price related performance criteria that ensure a long-term commitment to the development of Storytel Group and align the Executives' incentives with the interest of shareholders.</p> <p>To ensure that the CEO builds and maintains a significant shareholding in Storytel and is aligned with the interest of shareholders, the CEO is required to accumulate Storytel shares, over a five year period, toward a target ownership level corresponding to 100% of net annual base salary.</p> <p>The Board has the authority to adjust these requirements if considered appropriate in exceptional individual cases.</p>

Annual Base Salary

A fixed annual base salary is fixed compensation paid at set times during a calendar year. The purpose of a fixed salary is to attract and retain the executive talent required to implement Storytel's strategy and to deliver part of the annual compensation in a predictable format.

When setting fixed salaries, the impact on total remuneration, including pensions and associated costs, shall be taken into consideration including: business performance of Storytel Group and the relevant group the executive leads, individual performance, scope and complexity of the role and external market benchmark.

Pension

In order to attract and retain the executive talent required to implement Storytel's strategy and in order to facilitate planning for retirement by way of providing competitive retirement arrangements in line with local market practice, the Executive Management shall receive contributions paid towards retirement fund, based on the company pension policy. International executives receive pension arrangements applicable to local market practice.

Pensionable salary is limited to fixed salary, excluding variable cash remuneration. Pension premiums are

calculated according to the ITP 1 plan: 4.5% on income up to 7.5 income base amounts, and 30% on income between 7.5 and 30 income base amounts. The CEO pension is individually agreed at market practice level.

Benefits and Allowances

Additional tangible or intangible compensation may be paid annually, which do not fall under base salary, pension, short-term or long-term variable compensation.

Benefits may include company phone, company car where market practice supports it, travel or commuting allowance, well-being assistance, company gifts, life insurance, medical insurance, and international relocation and/or commuting benefits where the role requires an individual to relocate and/or commute internationally. The cost of benefits shall constitute a limited proportion of total remuneration. For members of Executive Management located in Sweden, other benefits shall be capped at 30% of gross fixed annual base salary excluding benefits for international relocation if applicable. Benefits and related cost levels may vary from year to year depending on market practice and Storytel's cost of providing such benefits.

For executives relocating to Sweden, Storytel may approve market-aligned relocation support to attract and retain key talent and may include relocation or travel costs, cost of living adjustments, housing, and tax and social security equalization support.

Short-term Incentive Plan (STIP)

The STIP incentivizes high-impact strategic execution and annual growth aligned with Storytel Group's long-term strategy. Outcomes are determined by measurable, pre-defined criteria linked to overarching financial, such as Revenue growth and EBITDA (adj) margin, and sustainability goals such as eNPS or diversity targets, alongside a holistic assessment of strategic priorities and individual targets prioritized for the year. By balancing hard financial metrics with qualitative progress, the plan ensures rewards reflect both immediate operational results and the long-term evolution of the business.

Operating on a one-year performance and vesting period synchronized with the financial year, the plan is engineered for high sensitivity to results. At the start of each year, the Board, on recommendation by the Remuneration Committee, defines and approves the performance targets and their relative weightings, with achievement assessed following the year-end close based primarily on audited financial data. Target achievement is set at a starting, mid and max point. Falling below the starting point (performance floor) results in zero payout, while the maximum annual payout is capped at 100% of the fixed annual base gross salary (calculated based on the July salary level). Approved incentives are paid as a cash bonus following the formal adoption of the annual financial statements.

To cultivate a "Skin in the Game" culture, Executives are expected to reinvest between 35-50% of their net (after-tax) STIP payout into Storytel Class B shares.

The Board maintains the independent authority, on the recommendation of the Remuneration Committee, to revise STIP targets and weightings and to adjust, reduce, cancel, deny, or reclaim any payout where warranted by extraordinary circumstances, material external changes, severe economic difficulties, misconduct or breaches of the Code of Conduct, individual underperformance, or where outcomes are not a fair reflection of underlying business performance, including in cases of material error or restatement of financial results.

Long-Term Incentive Plan (LTIP)

The LTIP is a cornerstone of our remuneration philosophy, designed to reward Executive Management for the persistent, high-impact results required to achieve Storytel Group's long-term vision. By linking a portion of total compensation to sustained performance and share price appreciation, we ensure leadership's success is directly mirrored by shareholder value. The plan fosters a culture of "driving and winning" through profitable growth and innovation, encouraging a mindset that prioritizes long-term health and scalability over short-term gains. In a fast-paced landscape for tech and media talent, the LTIP also serves as a vital retention tool, offering visionary leaders a compelling stake in Storytel Group's future.

While share-based LTIPs are resolved separately by the AGM and fall outside these Guidelines, share-based plans may be implemented with a typical performance and vesting period of three years. The Board and Remuneration Committee maintain the authority to limit or refrain from paying variable remuneration if such payment is deemed unreasonable or incompatible with the Storytel Group's broader responsibilities to shareholders, employees, and stakeholders. Furthermore, the Board may adjust targets retroactively in response to extraordinary circumstances. Any use of such discretion will be transparently disclosed and explained in the annual Remuneration Report.

Extraordinary Incentive Awards

To ensure Storytel Group remains a frontrunner in the competition for senior leadership, the Board of Directors may, based on a recommendation of the Remuneration Committee, in exceptional circumstances, grant extraordinary incentive awards. These are intended to facilitate the recruitment and retention of business-critical talent or to reward the attainment of transformative milestones that fall outside the standard performance framework.

Such awards may be structured as cash-based (e.g., sign-on or retention bonuses) or share-based instruments. To maintain alignment with our principle of fiscal responsibility, the total value of any extraordinary award is strictly capped at 200% of the Executive's gross fixed annual base salary at the time of the grant and is earned and paid out in installments over a maximum period of 2 years.

Malus and Clawback

Storytel Group maintains a culture of accountability. Both the STIP and LTIP are subject to Malus and Clawback provisions, allowing the Board of Directors to reduce, cancel, or recover incentive remuneration if a "Trigger Event" occurs. These events include, but are not limited to, Financial Integrity - a material misstatement in the Group's financial reports that led to an inflated payout, or Material Impact - cases where an executive, or an individual within their direct organization, is deemed responsible for a material financial loss or significant reputational damage to the Storytel Group.

Continuity, Transition and Termination

To ensure business continuity and a stable leadership environment, Storytel Group maintains structured notice and severance terms for Executive Management. The Group may terminate an Executive's contract with twelve (12) months' notice. Executives may resign by providing six (6) months' notice, and no severance pay is granted. The parties can also agree to shorten the notice period.

During the notice period, the Executive remains entitled to full salary and benefits; however, these payments are subject to offsetting (*Sw. avräkning*) against any salary or compensation received from new employment or other business activities undertaken during the same period.

Any applicable severance pay, is strictly capped at one (1) year's total base salary of the Executive.

Transitional Provisions and Existing Commitments

These Guidelines apply to all new remuneration to Executive Management and incentive agreements following approval of the Guidelines by the 2026 AGM. The Guidelines also governs any subsequent amendments to existing Executives' contracts. Previously granted LTIPs will continue to operate under their original terms until vesting or expiry, ensuring continuity and respect for prior commitments.

Temporary Deviations

To ensure Storytel Group remains agile in an evolving market, the Board of Directors - following a recommendation from the Remuneration Committee - may decide to temporarily deviate from specific sections of these Guidelines. The Remuneration Committee is responsible for preparing matters for resolution by the Board, and this includes matters relating to deviations from these Guidelines.

Such deviations will only be made in exceptional circumstances where the Board determines, based on objective and verifiable criteria, that a departure is necessary to serve the long-term interests of Storytel Group, our shareholders, our sustainability goals or to assure Storytel's financial viability. Any such deviation, including a clear rationale, will be transparently disclosed in the subsequent Remuneration Report.

Item 16: Resolution regarding long-term incentive program 2026

Item 16 a): Implementation of long term incentive program 2026

The Board of Directors proposes that the Annual General Meeting resolves on a long-term incentive program for executives and key employees of the Company ("**LTIP 2026**") on the main terms and conditions set out below.

Purpose of LTIP 2026

A successful implementation of the Company's business strategy and realisation of the Company's long-term interests requires that the Company can attract, motivate and retain the most qualified employees. To this end, it is important that the Company offers competitive compensation to its employees.

LTIP 2026 consists of performance share units (PSUs) with a three-year performance and vesting period. Vesting is conditional on KPI performance over the full three-year period (e.g. Organic Revenue Growth (CER), EBITDA (accumulated three years), Total Share Return (three years CAGR) where metrics align to the strategy plan and long-term performance expectations in Storytel.

The PSUs are designed to reward participants for achieving specific performance targets over a three-year performance period, thereby aligning participant compensation with shareholder value creation and the Company's strategic objectives.

The Board believes that the PSUs will be beneficial for the Company's ability to reach its business targets and will contribute to the Company's ability to retain and recruit employees. Further, LTIP 2026 aims to align the participants' interests in the Company with the shareholders' interests and to maximise the employees' long-term engagement in the Company.

Allocation of PSUs

Target allocations of PSUs at the time of grant are made based on a percentage of the base salary. Accordingly, within each of the groups in the table below there is some variation in allocation numbers to individuals.

Within LTIP 2026, each participant may be allotted up to the following number of PSUs:

<i>Group</i>	<i>No of participants</i>	<i>Maximum PSUs per participant can be up to</i>	<i>Total PSUs per group, at maximum KPI performance</i>
CEO	1	95,000	95,000
Other Group Management than CEO	6	40,000	145,000
Critical and key employees	21	10,000	144,000

Allocation and performance period

The PSUs have a base value with a payout range of 0-200% of the number of PSUs allocated at the time of grant, with shares being earned only if performance targets are met. The performance period begins on 1 January 2026 and ends on the vesting date. The vesting period starts on the date of the Company's Annual General Meeting 2026, and expires on the date following the publication of the Company's quarterly report for the first quarter 2029, however not later than 31 May 2029. Award under the PSUs consists of B-shares. The maximum total amount of PSUs that can be allotted amounts to 384,000.

Performance metrics

PSU performance targets shall be based on three key KPIs, each weighted out of the total; (i) Total Share Return (three year CAGR)¹ with a weight of 50% (ii) Organic Revenue Growth (CER), with a weight of 25%, and (iii) EBITDA (three year accumulated), also with a weight of 25%.

For each KPI, the Board has set three achievement levels: a floor (0% payout), a target (100% payout) and a maximum (200% payout).

For the TSR KPI, the maximum level is set at 20% CAGR over the three-year period. For the revenue and EBITDA KPIs, the levels have been set considering the external guidance provided by the company. The Board has assessed that the detailed KPI levels are commercially sensitive and these are therefore not disclosed.

The weighted outcome on the 3 KPIs will be between 0 – 200%.

LTIP 2026 has a total value cap, where the value at vesting of a single individual LTIP grant cannot exceed a value of four times the annual base salary per grant.

Vesting and allotment of B-shares

PSUs shall vest in full after three years, with no annual vesting.

Each vested PSU entitles the participant to receive, free of charge, one B-share. Transfer of B-shares to the participants shall take place following the determination of the performance outcome after the end of the three-year performance period.

¹) TSR - starting share price is a 60-day VWAP starting 2 January 2026 and closing price is a 60-day VWAP starting 2 January 2029, accumulated dividends paid in this period are included.

The Board shall establish a suitable date for allotment of equity under the PSUs, taking into account practical considerations relating to applicable securities laws and the time required to implement necessary hedging measures.

Conditions for participation

The participant must be an employee of the Company up until the announcement of the Company's interim report for the first quarter of 2029, or if no such report is published, 31 May 2029.

Participants shall enter into agreements with the Company regarding the detailed terms and conditions for LTIP 2026. The agreement contains provisions on inter alia good and bad leaver, where a participant who no longer is employed by the Company by the end of the performance period will keep allocated PSUs if deemed a good leaver and forfeit allocated PSUs if deemed a bad leaver.

Delivery of B-shares

The Board of Directors has considered the following alternatives for delivering shares in the Company to participants in LTIP 2026.

As a main alternative, the Board proposes that the Company shall be able to use repurchased shares to enable delivery of shares to the participants in accordance with item 16 b) below. This alternative is conditional upon the Company's B-shares being admitted to trading on Nasdaq Stockholm.

If the Company cannot use repurchased shares as delivery (due to the Annual General Meeting not approving the proposal for transfer of own shares according to item 16 b) below, or for any other reason), the Board's intention is that the Company according to item 16 c) below shall enter into an equity swap agreement with a third party in order to hedge the Company's obligations in accordance with LTIP 2026. Such arrangement would mean that Storytel enters into agreements with a third party for such third party to acquire B-shares in the Company in its own name and thereafter transfer the shares to participants in LTIP 2026. This alternative entails significantly higher costs for the Company.

Maximum size and dilution

The maximum number of B-shares that can be transferred under LTIP 2026 amounts to 384,000 corresponding to approximately 0.5% of the number of outstanding shares and votes in the Company as per the date hereof. As no new shares will be issued under LTIP 2026, the program will not entail any dilution.

According to the specific conditions adopted by the Board, the number of shares covered by LTIP 2026 may be subject to recalculation due to bonus issue, reverse share split or share split, rights issue, or similar measures carried out by the Company, taking into consideration customary practice for corresponding incentive programs. Recalculation may also be made so that extraordinary payments of dividends are taken into consideration.

Costs for LTIP 2026

LTIP 2026 will result in certain costs, mainly related to accounting (IFRS2) salary costs and social security costs. Assuming that a target level of 100% of the PSUs will be vested, the IFRS2 costs for the PSUs are estimated to amount to approximately SEK 14.6 million during the vesting period (assuming max performance level of 200%, IFRS2 costs are estimated at SEK 29.2 million). The total costs for social security contributions during the vesting period will depend on the number of PSUs earned and the value of the benefit received by the participant. Assuming that 100% of the PSUs will be vested and an assumed share price of SEK 200 when the PSUs are exercised, the social security costs will amount to approximately SEK 12 million (assuming max performance level of 200%, social security costs are estimated at SEK 24 million). Social security costs will be expensed during the vesting period based on the change in value of the shares

and hedged via the repurchase of shares. All calculations above are indicative and only aim to illustrate the costs that LTIP 2026 may entail.

Information regarding outstanding long term incentive programs

Storytel currently has four outstanding long term incentive programs. For more information see note 9 in annual report for the financial year 2025.

Design and administration

The Board is responsible for, in consultation with legal and financial advisors, designing the detailed terms for LTIP 2026 and the Board is responsible for administering the program, including determining the detailed conditions that shall apply between the Company and the participants in the program, within the framework of the terms and guidelines set forth herein.

The Board shall also have the right to reduce final allocation of shares or, wholly or partially, terminate LTIP 2026 early without compensation to the participants if the Board's assessment of the Company's position or the program's effects materially changes, for example after significant changes in the Company or in the market. The Board shall also have the right to make adjustments to the program to ensure compliance with special rules or market conditions.

In conjunction with this, the Board shall be entitled to establish different terms and conditions for the program regarding, among other things, the vesting period and allotment, in the event of termination of assignment during the vesting period under specific circumstances.

Item 16 b): Resolution on transfer of own shares to participants in LTIP 2026

The Board of Directors proposes that the Annual General Meeting resolves that transfer of own B-shares (held by the Company from time to time) may be made to participants in LTIP 2026 on the following terms and conditions:

1. The Company may transfer not more than 384,000 B-shares in the Company to the participants in LTIP 2026.
1. Each participant in LTIP 2026 shall have the right to receive such number of shares which the participant is entitled to under LTIP 2026. Transfers may be effected during the period in which the participant is entitled to receive shares under LTIP 2026, however no later than 31 December 2029.
2. The shares shall be transferred free of charge.
3. The number of shares to be transferred may be recalculated in the event of, e.g., bonus issues, reverse share splits or share splits, new issues, reductions in the share capital or similar actions.

The reason for deviating from the shareholders' preferential rights in connection with the transfer of shares is to facilitate the delivery of shares in the Company under LTIP 2026.

The resolution is conditional upon the Company's B-shares being admitted to trading on Nasdaq Stockholm.

A valid resolution requires that the proposal is supported by shareholders with at least nine tenths of both the votes cast and the shares represented at the meeting.

Item 16 c): Resolution regarding authorization to enter into share swap agreement with third party

In the event that the required majority is not obtained for the resolution on transfer of own shares according to item 16 b) above, the Board of Directors alternatively proposes that the Annual General Meeting authorizes the Board to, up until the next Annual General Meeting, on one or more occasions, pass a resolution to allow the Company to enter into one or more share swap agreements with a third party (for example, a bank) in order to hedge the Company's obligations in accordance with LTIP 2026. Under such share swap agreement, against compensation paid by the Company, the third party acquires (in its own name) such number of B-shares in Storytel as are necessary to cover the Company's obligations under LTIP 2026 and then transfers (in its own name) such shares to the participant in the program.

Item 17: Resolution regarding authorization for the Board of Directors to resolve on repurchase and transfer of own B-shares

As the Company has initiated a listing process on Nasdaq Stockholm Main Market during 2026, the Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, on one or more occasions up until the next Annual General Meeting, resolve to repurchase the Company's own B-shares where, principally, the following shall apply;

- Acquisition of own B-shares may be made on Nasdaq Stockholm.
- Acquisitions may be made of a maximum number of B-shares so that the Company's holding of own shares at any time does not exceed ten (10) percent of all shares in the Company.
- Purchases of shares may only be effected on Nasdaq Stockholm at a price that does not exceed a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the share is traded and otherwise in accordance with the terms applicable as set forth by Nasdaq Stockholm. In the event that the acquisitions are effected by a member of the stock exchange as assigned by the Company, the price of own shares may, however, correspond to the volume weighted average price during the time period within which the shares were acquired, even if the volume weighted average price on the day of delivery to the Company falls outside the price range.
- Payment for the shares shall be made in cash.

The Board of Directors further proposes that the Annual General Meeting resolves to authorize the Board of Directors to, on one or more occasions up until the next Annual General Meeting, resolve to transfer the Company's own B-shares up to the number of shares which, at any time, are held by the Company. Transfer of own shares may be effected otherwise than on Nasdaq Stockholm at an estimated market value, taking into consideration the current share price, or according to agreement with sellers in connection with acquisitions and may deviate from the shareholders' preferential rights. Payment for transferred shares may be made in cash, in kind or through set-off. Transfer of own shares may also be carried out on Nasdaq Stockholm at a price within the registered price range at any given time or otherwise in accordance with applicable regulations.

The purpose of the authorizations and the reason for the deviation from the shareholders' preferential rights (in relation to transfer of own shares), is to enable the Company to, in a time efficient manner, use its own shares as payment in connection with acquisitions of companies or businesses which the Company may undertake, or to settle any deferred payments related to such acquisitions, or for financing such acquisitions or deferred payments. The purpose of the authorization to repurchase own shares is also to provide the Board of Directors with an instrument to adapt and improve the Company's capital structure and thereby create added value for the shareholders, and/or to give a possibility to the Company to transfer own shares to the participants in the Company's long-term share incentive programs (such programs being subject to separate approval by the General Meeting).

The Board of Directors shall have the right to decide on the other terms and conditions for the repurchase and transfer of own shares in accordance with the authorization. The Board of Directors shall also have the right to authorize the Chair of the Board of Directors to make any minor adjustments that may prove necessary to carry out the Board of Directors' resolution to repurchase and transfer the Company's own shares.

The resolution is conditional upon the Company's B-shares being admitted to trading on Nasdaq Stockholm.

A valid resolution requires that the proposal is supported by shareholders with at least two thirds of both the votes cast and the shares represented at the meeting.

Number of shares and votes

The total number of shares in the Company as of the date hereof amounts to 77,307,204 shares and 77,312,919 votes divided on 635 Class A shares carrying 6,350 votes and 77,306,569 Class B shares carrying 77,306,569 votes.

Documents

The Annual and Sustainability Report, auditor's report, consolidated financial statements and consolidated auditor's report as well as the proxy form and form for postal voting will be available from the Company at Tryckerigatan 4 in Stockholm, Sweden and on the Company's website <https://investors.storytel.com/en/> no later than three weeks before the Annual General Meeting and will be sent to those shareholders who so specifically request and state their e-mail or postal address. The Nomination Committee's complete proposal including the motivated opinion as well as further information regarding the proposed directors for election and proposed auditor and any other documents that must be made available in accordance with the Swedish Companies Act will be available on the Company's website <https://investors.storytel.com/en/>.

Information at the Annual General Meeting

The Board of Directors and the CEO shall, if any shareholder so requests and the Board finds that it can be done without material harm to the Company, provide disclosures about conditions that could have an impact on the assessment of an item of business on the agenda, conditions that could have an impact on the assessment of the Company's or a subsidiary's financial situation, and the Company's relation to another Group company.

Processing of personal data

For information on how personal data is processed in connection with the Annual General Meeting, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm in April 2026

Storytel AB (publ)

The Board of Directors