THE NOMINATION COMMITTEE’S PROPOSALS AND REASONED STATEMENT TO THE ANNUAL GENERAL MEETING OF STARBREEZE ON 12 MAY 2021

The Nomination Committee of Starbreeze AB was appointed in accordance with the resolution of the 2020 Annual General Meeting, which was announced on the company's website after the Nomination Committee’s statutory meeting on 16 oktober 2020. The Nomination Committee has consisted of Michael Hjorth, appointed by Digital Bros S.P.A. and Indian Nation AB, Ulrik Grönvall, appointed by Swedbank Robur Fonder AB, Ossian Ekdahl, appointed by Första AP-fonden and Torgny Hellström, Chairman of the Board of Directors. Michael Hjorth was appointed Chairman of the Nomination Committee. No remuneration has been paid to the members of the Nomination Committee.

**The Nomination Committee’s proposals to the Annual General Meeting on 12 May 2021**

The Nomination Committee proposes lawyer Patrik Marcelius to be elected Chairman of the meeting.

The Nomination Comittee proposes that the Board of Directors shall consist of six Board members and no deputies.

The Nomination Comittee proposes, for the period until the end of the 2022 Annual General Meeting, re-election of Jan Benjaminson, Torgny Hellström, Anna Lagerborg and Kerstin Sundberg, and new election of Mike Gamble and Thomas Lindgren. Torgny Hellström is proposed to be elected Chairman of the Board. Tobias Sjögren, who on 24 March 2021 has been appointed CEO of Starbreeze, has declined re-election at the AGM 2021.

Mike Gamble, born in 1964, is an Honorary Doctor of Staffordshire University for services to the game industry and holds a B. Sc. Tech. Mike has extensive experience of leading organizations in the gaming industry, including from Epic Games where he has been active for many years, most recently as Head of Game Licensing EMEA. He recently left Epic Games to start a Board career.

Thomas Lindgren, born in 1971, has a Master of science from the Stockholm School of Economics. Thomas has extensive experience of leading gaming companies and has, among other things, been acting Chairman of the Board of Fatshark AB, Goodbye Kansas Game Invest and also CEO and Chairman of the Board of Glorious Games Group AB (formerly Stardoll AB). Thomas currently works with investments and Board assignments. He is a working Chairman of Wanderword and a Board member of Ecobloom and Rahms städ AB.

In the opinion of the Nomination Committee, all proposed Board members are to be regarded as independent in relation to the Company and the Company management as well as in relation to the Company’s major shareholders.

Information about the Board members proposed for re-election can be found on the company’s website, www.starbreeze.com.

It is proposed that, for the period until the end of the 2022 Annual General Meeting SEK 750,000 shall

be paid to the Chairman of the Board and SEK 225,000 to each of the other Board members. In addition, it is proposed to the Chairman of the Audit Committee remuneration of SEK 280,000 and to other members of the committee a remuneration of SEK 120,000 each, and to the Chairman of the Remuneration Committee a remuneration of SEK 70,000 and other members of the Remuneration Committee a remuneration of SEK 60,000 to each member. The proposal means that the total remuneration to the Board of Directors, including remuneration for committee work, amounts to SEK 2,525,000 for six Board members, which corresponds to a total reduction of fees by 12 per cent for five members compared to 2020.

Öhrlings PricewaterhouseCoopers AB is proposed to be re-elected as auditor. The Nomination Committee’s proposal corresponds to the Audit Committee’s recommendation. PricewaterhouseCoopers AB has informed the Company that the authorised auditor Nicklas Kullberg will continue as auditor-in-charge. The auditor’s fee is proposed to be paid as per approved invoice.

**The Nomination Committee’s reasoned statement, including a report of the work of the Nomination Committee**

The Nomination Committee has held four minuted meetings. In addition, the Nomination Committee has had many working meetings and contacts by telephone and email. All Board members and the company's acting CEO have been interviewed. The Chairman of the Board has reported on the work of the Board of Directors and the committees, and the Nomination Committee has taken part in the Board of Directors’ internal evaluation. The Nomination Committee has thoroughly discussed what experiences and competencies the Board of Directors needs, among other things in light of the company's recent reorganization, and the fact that Tobias Sjögren has been a candidate in the CEO recruitment and thus may not have been available for re-election. A number of potential Board members have been interviewed. The Nomination Committee has also made an assessment of the Board members' independence.

The proposed members together have good business knowledge and experience, mainly in economics & finance, M&A, law, IP rights, game development, the computer game industry and companies in a listed environment. As a diversity policy, the Nomination Committee has applied Rule 4.1 of the Swedish Code of Corporate Governance (the “Code”), entailing that the Board of Directors shall, with regards to the Company’s business, phase of development and other relevant circumstances, have an appropriate composition of Board members elected by a general meeting that collectively display diversity and breadth in respect of skills, experience and background, and to strive for an equal gender distribution. The Nomination Committee has had the ambition to increase the proportion of women in the Board of Directors. However, the proportion of women in the proposed Board of Directors amounts to 33 per cent. The proposed Board of Directors meets the Code's requirements for an even gender distribution.

It is the Nomination Committee's assessment that, despite the fact that the company is now out of the corporate reorganization, it will continue for some time to require more time for the Board assignment than is normal for a company of this size. This applies in particular to the Chairman of the Board and to the Chairman of the Audit Committee, and it is against this background that the proposed fee must be considered. However, the proposal is lower than last year for both the Chairman of the Board and for a member, as well as for members of the Audit Committee.

The Nomination Committee has evaluated the instructions for the appointment of the Nomination Committee that were adopted by the 2019 Annual General Meeting and does not propose any change to this prior to this Annual General Meeting.

Stockholm, March 2021

The Nomination Committe of Starbreeze AB (publ)