



Notice of Extraordinary General Meeting in Starbreeze AB (publ)

STOCKHOLM, SWEDEN (8 February 2019) – The shareholders in Starbreeze AB (publ), reg.no. 556551-8932, (the “Company”) are hereby convened to the Extraordinary General Meeting on Thursday 7 March 2019, at 14.00 at the conference facility Drottninggatan 89, at Drottninggatan 89, Stockholm.

Notice

Shareholders who wish to participate at the Extraordinary General Meeting shall

- be registered under the shareholders own name in the share register kept by Euroclear Sweden AB no later than on Friday 1 March 2019, and
- notify the Company no later than Friday 1 March 2019, preferably before 16.00, to address Starbreeze AB, ”Bolagsstämman”, Box 7731, 103 95 Stockholm or by email: bolagsstamma@starbreeze.com.

Such notification shall include name, personal identification number or corporate registration number, address, telephone number and number of held shares. In the event the shareholder intends to be represented by a representative, appropriate documentation of authorization – e.g. proxies and certificate of registration – must be presented at the Meeting. Such documentation of authorization should also be enclosed in the notification to the Company. For those who wish to participate by proxy, the Company provides a form of proxy available on the Company’s website, www.starbreeze.com.

To be entitled to participate in the Extraordinary General Meeting, shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own names. Shareholders who wish to realise such re-registration must advise their nominees well in advance of Friday 1 March 2019, at which time such re-registration shall be executed.

Proposed agenda

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Determination as to whether the Meeting has been duly convened
6. Election of one or two persons to verify the minutes
7. Presentation by the CEO and the reconstructor
8. Determination of the number of Board members to be elected by the Meeting
9. Determination of the remuneration to the Board members
10. Election of Board members and Chairman of the Board
11. Closing of the Meeting

The nomination committee's proposal regarding Chairman of the Meeting (item 2)

The nomination committee proposes Björn Kristiansson to be the Chairman of the Meeting.

Resolution regarding the Board and Board remuneration (item 8-10)

The nomination committee proposes that Jan Benjaminson, Torgny Hellström and Kerstin Sundberg are elected as new Board members for the period until the next Annual General Meeting. Torgny Hellström is proposed as Chairman of the Board.

Torgny Hellström, born 1958, LL.M., is a non-executive board director and management consultant and has held executive positions with Anoto, CEO and earlier COO and General Counsel. Previously, Torgny has among other positions, been Vice President Litigation within Ericsson Group and held positions with IBM Europe and IBM Nordic. Other assignments: Chairman of the Board for Precise Biometrics and DDM Holding AG.

Jan Benjaminson, born 1958, B.S. Finance, has a long experience as CFO from various listed and unlisted software companies in Sweden and is presently CFO with G-Loot, an e-gaming company. Jan previously held the positions as CFO and CEO for TargetEveryOne and he is also one of the founders of Level Eight, an independent mobile game developer. Jan was the chairman of the board of Massive Entertainment during the years 2000-2002. Other assignments: Chairman of the Board for Level Eight AB.

Kerstin Sundberg, born 1954, B.S. Business Administration and Economics, has an extensive experience as authorized public accountant and financial consultant, whereof the last 17 years as partner with Deloitte. In addition to audit of Swedish and international large and medium

sized listed and unlisted companies in a variety of industries, including Media and Telecommunications, Kerstin also has an extensive experience from transaction services and M&A. Other assignments: Board member and Chair of audit committee in Fortnox.

Information on the proposed nominees for election as new board members is available on the Company's website, www.starbreeze.com.

The nomination committee proposes the following remuneration for the period until the end of the next Annual General Meeting. The remuneration for the Chairman of the Board is proposed to be SEK 400,000. The remuneration for member of the Board is proposed to be SEK 55,000. The remuneration for the Chairman of the audit committee is proposed to be SEK 150,000. The remuneration for a member of the audit committee is proposed to be SEK 75,000. The remuneration for the remuneration committee is proposed to be SEK 0.

The nomination committee proposes that the Board, or such person appointed by the Board, shall be authorized to make such minor adjustments to the resolutions above that may be required in relation to the registration of the resolutions by the Swedish Companies Registration Office.

Number of shares and votes

At the time of the issue of the notice there are a total of 325,295,554 shares in the Company, whereof 53,397,677 shares of class A and 271,897,877 shares of class B, and in total 805,874,647 votes.

Right to information

Shareholders present at the Meeting have the right to request information regarding matters on the agenda or the Company's financial situation in accordance with Chapter 7 clause 32 of the Swedish Companies Act (2005:551).

Documents

Documents in accordance with the Swedish Companies Act, the nomination committee's complete proposal as well as a proxy form will no later than on Thursday 14 February 2019 be available on the Company's website, www.starbreeze.com and on the Company's office at Regeringsgatan 38, Stockholm. The documents will further be sent free of charge to shareholders who requests it and who states its address.

Stockholm in February 2019

Starbreeze AB (publ)

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For more information, please contact:

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This information is such that Starbreeze AB is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, at 13:00 CET on 8 February 2019.

About Starbreeze

Starbreeze is an independent developer, creator, publisher and distributor of PC and console targeting the global market, with studios in Stockholm, Barcelona, Paris, Bangalore and Dehradun. Housing the smash hit IP PAYDAY, Starbreeze develops games based on proprietary and third-party rights, both in-house and in partnership with external game developers. Starbreeze shares are listed on Nasdaq Stockholm under the tickers STAR A and STAR B with the ISIN-codes SE0007158928 (A share) and SE0005992831 (B share). Starbreeze announced via a press release on December 3, 2018 that the company, including certain subsidiaries, entered into reconstruction. For more information, please visit starbreeze.com