

Subscription for shares in Starbreeze AB (publ) ("Starbreeze") WITH subsidiary preferential right or WITHOUT subscription rights



**Subscription period:**  
24 August – 7 September 2020  
**Subscription price:**  
SEK 0.69 per share

**Submit application form to:**

Transaction Support  
Carnegie Investment Bank AB (publ)  
Regeringsgatan 56  
SE-103 38 Stockholm  
Sweden

**Application form must be received by Carnegie no later than on 7 September 2020, preferably before 3pm**

With reference to the prospectus prepared by the Board of Directors in Starbreeze, dated 18 August 2018 (the "Prospectus"), I/we hereby apply to subscribe **with** subsidiary preferential right and/or **without** subscription rights for:

Shares

shares of **serie A** in Starbreeze, or the lower number that may be allotted after reductions, if any, for the subscription price of SEK 0.69 per share. No commission will be charged.

Shares

shares of **serie B** in Starbreeze, or the lower number that may be allotted after reductions, if any, for the subscription price of SEK 0.69 per share. No commission will be charged.

**Please note that should the subscription be for more than EUR 15,000, a copy of a certified identification document must be enclosed for the application form to be valid.**

**Notice of allotment and payment**

A contract note confirming allotment of shares subscribed for with subsidiary preferential right or without subscription rights will be sent to the subscriber, which is estimated to occur on or around 9 September 2020. Subscribers who have not been allotted shares will not receive a notice. Payment for shares allotted must be made in accordance with the instructions stated on the contract note no later than two banking days after the notice regarding allotment has been sent to the subscriber. The new shares will be delivered as soon as possible after the settlement date, which is expected to take place on 24 September 2020 with notice from Euroclear Sweden.

**PEP – Information regarding politically exposed persons**

Are you or have you been a PEP\* in the past 18 months or are you related or have a business relationship with a PEP?

☐

**Yes** (If yes, questions in the form "Person in politically exposed positions" must be answered in order for the application form to be valid)

☐

**No**

**The undersigned is aware of and acknowledges that:**

- The offer to the public solely includes the general public in Sweden
- The application is binding and if more than one application form is submitted by the same applicant, only the first registered will be considered
- A VP-account or custody account at a Swedish Bank or other securities institute has to be opened by the time of submission of the application form
- Allotment of shares may be done with a lower number of shares than the application specifies and may also be completely omitted
- Payment of shares allocated through Carnegie is to be completed according to instructions on the contract note
- Delivery of shares is expected to take place around 24 September 2020
- Applications forms that are incomplete, filled out incorrectly or received too late may be disregarded
- No changes or additions are allowed to the printed text on the application form
- The application has not been preceded by any investment advisory or other advisory. I/we have independently made the decision to subscribe shares

Subscribed and allotted shares should be registered on the following VP account:

VP-account number

0 0 0

**Please note that for shareholders whose holding is registered with a custodian or other nominee, subscription for new shares shall be made in accordance with instructions from their custodian or nominee.**

**For information regarding notice of allocation, payment and receiving of shares, see further the Prospectus or call +46 (0) 8 5886 8510.**

Carnegie is hereby granted a proxy to take the actions Carnegie finds necessary in order for the allocated shares to be transferred to a VP- or custody account belonging to the undersigned. Furthermore it is confirmed that the undersigned have taken notice of what I specified below, under "Important information".

**Information regarding the subscriber, mandatory.**

**PLEASE WRITE IN BLOCK LETTERS**

Personal ID number/Registration number	Legal Entity Identifier, LEI** (mandatory for legal entities)
Family name/Company name	First name
Postal address	Postal code and city
Telephone (daytime)	E-mail address
Place and date	Signature of subscriber (where applicable, parent or guardian)

**Information regarding guardians and trustees**

If investment decisions are made by a guardian or trustee, the special form "Guardian and trustee" must be filled in and attached to the application in order for the application to be valid.

**National Client Identifier – NID\*\*\***

If the person who signs is a natural person, NID shall be stated

Citizenship, if several state all	Birth date (year, month, day)	NID*** (see back)
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**Ownership of legal entity**

A true principal means the natural person who controls the company directly or indirectly through control of more than 25% of the shares (capital, shares or equivalent) or the votes, or otherwise exercises control of the company. If no real principal is present, a so-called alternative real principal should be stated. This should be a person who is the Chairman of the Board, the Managing Director or any other equivalent executive. Copy of ID document for the alternate true principal should be attached if no true principal is present.

Is there a true principal? (check the box)	Yes	No	If Yes, Ownership (%):
Name			Personal ID number
Postal address			Is the true principal a PEP*? (YES/NO)

\* PEP refers to a person who currently has or has previously had an important public function in a state or in an international organization (eg minister, parliamentary and ambassador).

**Important information:**

This application form and the other documents relating to rights issue described above to do not constitute an offer to sell or a solicitation of an offer to buy or subscribe for the securities or the subscription rights of the Company in any jurisdiction where such offer would be illegal. Starbreeze has not taken, and will not take any actions to allow a public offering in any jurisdiction other than Sweden and Denmark. The offering is not being made to persons resident in the United States, Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, Switzerland, South Korea, South Africa or any other jurisdiction where participation would require additional prospectuses, registration or measures besides those required by Swedish law. Consequently, the prospectus may not be distributed in or into the mentioned countries or any other country or jurisdiction in which distribution or the offering in accordance with this prospectus require such measures or otherwise would be in conflict with applicable regulations.

No subscription rights, paid subscription shares (Sw. betalda tecknade aktier – “BTA”) or new shares in Starbreeze (“Securities”) have been, and will not be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”) or the securities legislation of any state or other jurisdiction of the United States and may not be offered, subscribed for, exercised, pledged, sold, resold, granted, delivered or otherwise transferred, directly or indirectly, in or into the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities legislation in any state or other jurisdiction of the United States. The Securities are being offered outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. A public offering of the Securities will not be made in the United States. Any offering of the Securities made in the United States will only be made pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, to a limited number of existing shareholders that (i) are qualified institutional buyers as defined in Rule 144A under the Securities Act (“QIBS”); and (ii) have executed and delivered an investor letter to Starbreeze. Persons receiving the application form are hereby notified that Starbreeze may be relying on an exemption from the registration requirements of Section 5 of the Securities Act. The Securities have not been approved or disapproved by the U.S. Securities and Exchange Commission (SEC), any state regulatory authority in the United States or any other U.S. regulatory authority. Nor have any of the foregoing authorities passed upon or endorsed the merits of the offering or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offense in the United States. Within the European Economic Area (“EEA”), no public offering of Securities is made in other countries than Sweden and Denmark. In other member states of the EU, such an offering of Securities may only be made in accordance with the Prospectus Regulation. In other member states of the EEA which have implemented the Prospectus Regulation in their national legislation, any offer of Securities may only be made in accordance with an applicable exemption in the Prospectus Regulation and/or in accordance with an applicable exemption under a relevant national implementation measure. In other member states of the EEA which have not implemented the Prospectus Regulation in their national legislation, any offer of Securities may only be made in accordance with an applicable exemption under national law. Each recipients of this prospectus will be considered to have represented and guaranteed that they do not have or will not make any offer to the public in any member state of the EEA. Subscription of shares and other acquisitions of Securities in violation of the restrictions described above may be void.

Carnegie handles administrative information in the offer. Carnegie’s receipt and handling of acceptance forms does not lead to a customer relationship between the participant in the offer and Carnegie. This means among other things that neither a so called customer categorisation nor a so called suitability assessment will be made regarding the offer.

**\*\*Requirement of LEI-code for juridical persons**

Legal Entity Identifier (LEI) is a global identification code for juridical persons. From 3rd of January 2018 juridical persons need to have a LEI-code to be able to make a security transaction. If there is no such code Carnegie is not allowed to execute the transaction for the juridical person. Subscriber that needs to acquire a LEI-code to sign shares in the company should contact any of the suppliers available on the market. Keep in mind to apply for a registration of a LEI-code in time since the code needs to be submitted on the acceptance form. More information regarding the requirements of the LEI can be found on Finansinspektionen’s website [www.fi.se](http://www.fi.se).

**\*\*\*Requirements of NID-number for physical persons**

National ID or National Client Identifier (NID-number) is a global identification code for individuals. From 3rd of January 2018 all physical persons have a NID-number and it needs to be specified to be allowed to make a security transaction. If such a number is not specified Carnegie might be prevented from executing the transaction for the physical person. If you only have a Swedish membership your NID-number will consist of “SE” followed by your personal number. If you have more or another than a Swedish citizenship your NID-number may consist of another type of number. For more information about how NID-numbers are acquired please contact your bank office. Keep in mind to find your NID-number in time since the number has to be submitted on the acceptance form.

Personal data that is submitted to Carnegie, for example contact information and personal identification number, or which is otherwise registered in connection with the preparation or administration of the offer, is processed by Carnegie, as controller of the personal data, for the administration and execution of the offer. Processing of personal data also takes place to enable Carnegie to comply with its statutory duties. Personal data may for a defined purpose, in observance of bank secrecy rules, occasionally be disclosed to other companies within the Carnegie Group or to undertakings which co-operate with Carnegie, within and outside the EU/EEA in accordance with EU’s approved and appropriate protective measures. In certain cases Carnegie is also under a statutory duty to provide information, e.g. to the Swedish Financial Supervisory Authority and Swedish Tax Agency.

Similarly to the Securities Market Act, the Banking and Financing Business Act contains confidentiality provisions according to which all of Carnegie’s employees are bound by a duty of confidentiality with regard to clients of Carnegie and other parties to whom services are provided. The duty of confidentiality also applies between and within the various companies in the Carnegie Group.

Information regarding what personal data is processed by Carnegie, deletion of personal data, limitation on the processing of personal data, data portability or the rectification of personal data can be requested from Carnegie’s Data Protection Officer. It is also possible to contact the data protection officer to obtain further information about how Carnegie processes personal data. If the investor wishes to make a complaint regarding Carnegie’s processing of personal data, the investor is entitled to turn to the Swedish Data Protection Authority in its capacity as supervisory authority. Personal data shall be deleted if it is no longer needed for the purposes for which it was originally collected or otherwise processed, provided that Carnegie has no legal obligation to preserve the personal data. The normal storage time for personal data is 10 years.

Address to Carnegie’s data protection officer: [dpo@carnegie.se](mailto:dpo@carnegie.se)