

*This is a translation of the Swedish version. If there are any discrepancies, the Swedish version shall take precedence.*

## **The nomination committee's proposals and motivated statement to the annual general meeting 2020 of Stillfront Group AB (publ)**

In accordance with the principles adopted by the annual general meeting in 2019, the chairman of the board of directors contacted the three largest shareholders in Stillfront Group AB (publ) ("**Stillfront**"), based on the shareholding according to Euroclear Sweden AB as of the last business day in September 2019, in order for members of the nomination committee to be appointed. The nomination committee resolved that the chairman of the board of directors shall be a member of the nomination committee and Niklas Johansson was appointed Chairman of the Nomination Committee.

The nomination committee ahead of the annual general meeting 2020 has had the following composition:

Niklas Johansson (Handelsbanken Fonder), chairman of the nomination committee  
Kai Wawrzinek (Laureus Capital GmbH)  
Ossian Ekdahl (Första AP-fonden)  
Jan Samuelson (chairman of the board of directors of Stillfront)

Shareholders have had the opportunity to submit proposals and opinions to the nomination committee in accordance with the instructions set out on Stillfront's website. No proposals from shareholders have been submitted.

The nomination committee hereby proposes the following.

### **Proposal of the chairman of the general meeting**

The nomination committee proposes that the chairman of the board of directors of Stillfront, Jan Samuelson, is appointed chairman of the general meeting.

### **Proposal on the number of directors of the board**

The nomination committee proposes that the board of directors shall consist of six directors with no deputy directors.

### **Proposals for remuneration**

The nomination committee proposes that the remuneration to the board of directors for the period until the next annual general meeting, shall be SEK 550,000 for the chairman of the board of directors and SEK 220,000 for each of the other board members.

In addition to the board remuneration, the chairman of the audit committee shall receive a remuneration of SEK 200,000 and the other members of the audit committee shall receive a remuneration of SEK 60,000.

In addition to the board remuneration, the chairman of the remuneration committee shall receive a remuneration of SEK 60,000 and the other members of the remuneration committee shall receive a remuneration of SEK 30,000.

The nomination committee proposes that the fees to the auditor shall be paid against approved invoices.

### **Proposal for appointment of the board of directors**

The nomination committee proposes that Jan Samuelson, Katarina G. Bonde, Erik Forsberg, Birgitta Henriksson, Ulrika Viklund and Dr. Kai Wawrzinek shall be re-elected as members of the board of directors of Stillfront until close of the annual general meeting 2021 and that Jan Samuelson shall be re-elected as chairman of the board of directors of Stillfront until the close of the annual general meeting 2021.

A presentation of the proposed members of the board of directors, including an assessment of their independence in relation to the company, its senior management and major shareholders, is available in [Appendix 1](#).

### **Proposal for appointment of auditor**

The nomination committee proposes re-election of the auditing firm Öhrlings PricewaterhouseCoopers AB. Öhrlings PricewaterhouseCoopers AB has declared that, if the general meeting resolves in accordance with the proposal, Nicklas Kullberg will continue as auditor in charge. The nomination committee's proposal corresponds to the recommendation of the audit committee.

### **Proposal for resolution on the nomination committee**

The nomination committee proposes that the principles for appointment of the members of the nomination committee as set out in [Appendix 2](#), shall be adopted by the annual general meeting.

### **Description of the nomination committee's work ahead of the annual general meeting 2020**

As of February 27, 2020, the nomination committee has held three meetings, in advance of the annual general meeting 2020 at which minutes have been kept. In addition to these meetings, additional contacts have been held on an on-going basis when necessary. The nomination committee has worked in accordance with the requirements set out in the Swedish Corporate Governance Code (the “Code”) and the principles adopted at the annual general meeting 2019. The nomination committee has in its work applied section 4.1 of the Code as its diversity policy. Further, the nomination committee considers it important that the proposed board members can devote the necessary time required to fulfil their respective tasks in the board and the nomination committee has therefore reviewed the results of the board members' evaluation of the board work and have had individual meetings with the current board members.

The nomination committee has had contacts with the chairman of the audit committee for evaluation of the quality and efficiency of the auditor's work as well as to receive the audit committee's recommendation in relation to the proposal of auditor and auditor remuneration. In addition, the nomination committee has been in contact with the auditor regarding the cooperation with the company and the audit committee.

The shareholders have had the opportunity to submit proposals to the nomination committee. No proposals have been received.

### **The nomination committee's motivated statement regarding its proposals**

#### *The nomination committee's assessments regarding the proposed board composition*

The nomination committee has, when preparing its proposals to the annual general meeting, considered i.a. that the board of directors shall have a composition appropriate to Stillfront's operations, phase of development, strategy as well as that the proposed board of directors collectively meets set gender balance, and diversity objectives and has a breadth of qualifications and experiences. The nomination committee has furthermore discussed the importance of a well thought-out and developing sustainability work and hence experience within this field has been considered.

All board assignments in the company are to be based on merit with the prime consideration being to maintain and enhance the board's overall competence and functioning as an efficient decision-making and sound governance body. The nomination committee's opinion is that the proposed board has a good balance of qualifications and experiences within areas of importance to the company, such as industry knowledge and financial, operational, corporate governance, and capital market expertise.

The proposed board of directors has an even gender balance which complies with the gender balance objective set out in the Code and the nomination committee assesses that there is a satisfactory diversity and scope among the proposed board members in terms of age, experience and background. The nomination committee has noted from the evaluation of the board of directors' work that the board members have a high board meeting attendance and that they are well prepared at the meetings.

*The nomination committee's assessment regarding the proposed board members' independence*

According to the Code, a majority of the members of the board of directors elected by the general meeting are to be independent of the company and its senior management. At least two of the members of the board of directors who are independent of the company and its senior management are also to be independent in relation to the company's major shareholders.

Of the six proposed board members, five are independent in relation to Stillfront's major shareholders. Kai Wawrzinek has been considered to be dependent in relation to the company's major shareholders through his shareholding in Laureus Capital GmbH, which is Stillfront's largest shareholder.

Kai Wawrzinek was the Chief Executive Officer of Stillfront's subsidiary Goodgame Studios until 28 February 2019. The nomination committee has assessed the factors which may affect Kai Wawrzinek's independence in relation to the company, including its subsidiaries, and the senior management, and through a general assessment found that he is independent in relation to the company and the senior management.

The nomination committee's opinion is that the proposed board fulfils the requirements pursuant to the Code regarding board members' independence.

*The nomination committee's assessment regarding the proposed board remuneration*

The nomination committee proposes that board remuneration for the period until the annual general meeting in 2021 shall not exceed SEK 2,000,000 (including remuneration for committee work) in aggregate. The nomination committee asserts that the remuneration levels shall be in line with market board remuneration in order to ensure that Stillfront can attract and retain board members with the relevant qualifications. The nomination committee has benchmarked its remuneration proposal on an evaluation of board remunerations regarding comparable companies in Sweden.

**APPENDIX 1**  
**Presentation of the proposed board members**  
**(incl. assessment of independence)**

**Jan Samuelson** (born 1963)

Board member since 2018

*Education:* BA Finance, Stockholm School of Economics, LL.M. Master of Laws, Stockholm University.

*Professional experience (selection):* Co-founder and former senior partner - Accent Equity Partners AB, SVP EF Travel - EF Education First, Management Consultant - Carta Corporate Advisors AB, Management Consultant - Indevo AB. Broad experience of board assignments, including audit committee work.

*Other current board assignments:* Sdiptech AB (publ) (chairman), Sdip Holdings AB (chairman), Business Partner Sweden AB (board member), Independia AB (board member), Independia Invest AB (board member), Saltå Kvarn Aktiebolag (board member) and EF-Gruppen AB (deputy director).

*Holdings of financial instruments in Stillfront:* 10,000 shares.

*Independence:* Jan Samuelson is independent in relation to the company, senior management and major shareholders.

**Katarina G. Bonde** (born 1958)

Board member since 2018

*Education:* M.Sc. Physics and Mathematics, KTH Royal Institute of Technology, Mathematics and Social history, Salem College, North Carolina, Economics, Stockholm University.

*Professional experience (selection):* CEO and chairperson at UniSite Software, EVP Global Sales & Marketing, Captura Software Inc., Marketing Director at Dun & Bradstreet Software Inc., VP Sales and Marketing at Timeline Inc., Business Area Director at Cap Gemini Consulting, CEO Programator Industri AB. Broad experience from board work in listed and private companies in Sweden and the US.

*Other current board assignments:* Allihooopa AB (chairperson), FlatFrog Laboratories AB (chairperson), IMINT Image Intelligence AB (chairperson), Mentimeter AB (chairperson), Opus Group AB (chairperson), Propellerhead Intressenter AB (chairperson), Reason Studios Aktiebolag (chairperson), Mycronic AB (publ) (board member) and Ysäter AB (board member).

*Holdings of financial instruments in Stillfront:* None.

*Independence:* Katarina Bonde is independent in relation to the company, senior management and major shareholders.

**Erik Forsberg** (born 1971)

Board member since 2018

*Education:* M.Sc. Business and Administration, Stockholm School of Economics.

*Professional experience (selection):* CFO Intrum Justitia, CFO Cision AB (publ) and Business Area CFO, Group Treasurer and Business Controller EF Education.

*Other current board assignments:* Deltalite AB (board member), Kindred Group plc (board member), Observer Communication AB (board member), Observer Group Aktiebolag (board member) and Observer Media Intelligence AB (board member).

*Holdings of financial instruments in Stillfront:* 1,500 shares.

*Independence:* Erik Forsberg is independent in relation to the company, senior management and major shareholders.

**Birgitta Henriksson** (born 1963)

Board member since 2017

*Education:* Bachelor's degree, Economics, Business Administration, Uppsala University.

*Professional experience (selection):* Birgitta Henriksson is a Partner with Fogel & Partners. She has experience as the Head of Investor Relations and Corporate Communications, Carnegie Investment Bank, where she also worked in Investment Banking with IPOs and M&A advisory.

*Other current board assignments:* Sdiptech AB (publ) (board member).

*Holdings of financial instruments in Stillfront:* 2,250 shares.

*Independence:* Birgitta Henriksson is independent in relation to the company, senior management and major shareholders.

**Ulrika Viklund** (born 1981)

Board member since 2017

*Education:* B Sc, Mittuniversitetet, Amsterdam University of Applied Sciences, Systems Development and Project Management.

*Professional experience (selection):* Co-Founder and CEO of House Be., Co-Founder and CEO of Spira Globalt AB, General Manager Magine Consumer Group Global, CEO of “Plejmo”, Director International Growth at Spotify.

*Other current board assignments:* God El i Sverige AB (board member), Idea2Innovation Sweden AB, Spira Globalt AB (board member), House Be i Åre AB (board member), House Be i Umeå AB (board member), E14 Invest AB (board member), Adgie Consulting AB (board member), Great Space Sweden AB (board member) and NorthWorx AB (board member).

*Holdings of financial instruments in Stillfront:* None.

*Independence:* Ulrika Viklund is independent in relation to the company, senior management and major shareholders.

**Dr. Kai Wawrzinek** (born 1976)

Board member since 2019

*Education:* Lawyer and Doctor of Law, Heidelberg University.

*Professional experience (selection):* CEO and Founder of Goodgame Studios.

*Other current board assignments:* Managing Director of Laureus Capital GmbH.

*Holdings of financial instruments in Stillfront:* 4.453.069 shares owned by Laureus Capital GmbH, of which 50 percent is indirectly owned by Dr. Kai Wawrzinek.

*Independence:* Kai Wawrzinek is independent in relation to the company and senior management. Kai Wawrzinek, is through its shareholding in Stillfront’s largest shareholder Laureus Capital GmbH, not independent in relation to major shareholders.

## **APPENDIX 2**

### **Principles for the appointment of the nomination committee**

The nomination committee proposes that the annual general meeting resolves that the nomination committee shall be appointed in accordance with the following principles.

The chairman of the board of directors shall, based on the shareholding according to Euroclear Sweden AB as of the last business day in September 2020, contact the three largest shareholders, who shall be entitled to appoint one member each of the nomination committee. If any of the three largest shareholders declines to appoint a member of the nomination committee, the next largest shareholder shall be offered the opportunity to appoint a member of the nomination committee. The nomination committee may also decide that the chairman of the board of directors shall be a member of the nomination committee. The chief executive officer or another member of the Company's executive management shall not be a member of the nomination committee. The chairman of the board of directors shall convene the nomination committee to its first meeting. A representative of a shareholder shall be appointed the chairman of the nomination committee. Neither the chairman of the board of directors nor another director of the board shall serve as chairman of the nomination committee. The term of the nomination committee expires when a new nomination committee has been appointed.

If a shareholder, who is represented in the nomination committee, during the term of the nomination committee ceases to be one of the three largest shareholders, a representative appointed by that shareholder shall offer to vacate his or her office and the shareholder who has become one of the three largest shareholders shall be offered the opportunity to appoint a member of the nomination committee. No changes will be made to the composition of the nomination committee if only minor changes to the shareholding have taken place or if a change occurs later than three months prior to the annual general meeting. A shareholder who has appointed a representative in the nomination committee is entitled to remove such representative and appoint another representative. Changes in the nomination committee's composition shall be published on the Company's website as soon as the composition has changed.

It is proposed that the nomination committee's tasks shall be to prepare and draw up proposals regarding appointment of chairman of the annual general meeting, chairman of the board of directors and other directors of the board, remuneration to the chairman of the board of directors and the other directors of the board, appointment of auditor, remuneration to the auditors and principles for the appointment of nomination committee. No remuneration shall be paid to the nomination committee. If deemed necessary, the nomination committee may engage external consultants to find candidates with relevant experience and the Company shall cover the cost for such consultants. The nomination committee shall, in connection with performing its tasks, forward certain information to the Company so that the Company can comply with applicable obligations to disclose information.

The composition of the nomination committee shall be announced no later than six months before the annual general meeting. In connection therewith, information shall also be provided on how shareholders can submit proposals to the nomination committee.