

Press release

Stockholm 2020-05-14

STILLFRONT
GROUP

Announcement from annual general meeting in Stillfront Group AB (publ) 14 May 2020

**Stillfront Group AB (publ) held its annual general meeting on 14 May 2020
where mainly the following resolutions were adopted.**

At the annual general meeting the presented profit and loss statement and the balance sheet and consolidated profit and loss statement and balance sheet were adopted. The meeting resolved to reimburse a conditional shareholder's contribution in the amount of SEK 2,205,184 to Deseven Capital Aktiebolag. The meeting resolved that the residue of the year's result of SEK 3,829,502,291 be carried forward. The board of directors and the managing director were discharged from liability for the fiscal year 2019.

The meeting resolved that remuneration of SEK 550,000 shall be paid to the chairman of the board of directors and that remuneration of SEK 220,000 shall be paid to each of the other directors of the board. The meeting resolved that for work in the audit committee, remuneration of SEK 200,000 shall, in addition to the board remuneration, be paid to the chairman and SEK 60,000 to each of the members in the committee. The meeting resolved that for work in the remuneration committee, remuneration of SEK 60,000 shall, in addition to the board remuneration, be paid to the chairman and SEK 30,000 to each of the members in the committee.

The meeting resolved that remuneration to the auditors shall be paid according to current approved account.

The meeting resolved, in accordance with the nomination committee's proposal, to re-elect Jan Samuelson, Birgitta Henriksson, Ulrika Viklund, Katarina G. Bonde, Erik Forsberg and Kai Wawrzinek as director of the board for the time until the next annual general meeting has been held.

Jan Samuelson was re-elected chairman of the board of directors. The auditing firm Öhrlings PricewaterhouseCoopers AB was re-elected as the company's auditor and it has notified that Nicklas Kullberg will continue to be the auditor in charge.

The meeting established the nomination procedure for the nomination committee in accordance with the nomination committee's proposal.

The meeting established guidelines for remuneration and other terms of employment for the company's executive management in accordance with the board of director's proposal.

The meeting resolved, in accordance with the proposal of the board of directors, on an issue of not more than 350,000 warrants. Each warrant entitles to subscription of one share in Stillfront, entailing an increase of the share capital of not more than SEK 245,000 if all warrants are exercised. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, be granted to a wholly owned subsidiary of the company. The subsidiary shall be entitled to transfer the warrants on market terms to the key personnel of the group. The price for the shares at exercise shall be equal to the average volume weighted share price for Stillfront's share on Nasdaq First North Premier Growth Market during the period from and including 29 April 2020 until and including 13 May 2020, adjusted upwards with 8 percent annual interest. The price shall however not be lower than the quotient value of the share. Each warrant entitles the holder to subscribe for one (1) new share in Stillfront on the last banking day each month during the period 1 June 2023 to 31 May 2024.

The meeting resolved, in accordance with the proposal of the board of directors, to authorize the board of directors to, until the next annual general meeting, with or without deviation from the shareholders' preferential rights, on one or several occasions resolve to issue shares, convertible instruments and/or warrants. The increase of the share capital, which entails issuance, conversion or subscription for new shares, may – where it entails a deviation from the shareholders' preferential rights – correspond to a dilution of a maximum of 10 percent of the share capital at the time of the first use of the authorization to issue shares, convertible instruments and/or warrants. Payment may be made in cash and/or with a condition to pay in kind or by way of set-off, or other conditions. The authorization shall primarily be used for the purpose of acquisitions or financing.

The meeting resolved, in accordance with the proposal of the board of directors, on three directed new share issues to the sellers of three of the companies that Stillfront previously has acquired:

- New share issue of not more than 179,217 shares directed to the sellers of Babil Games FZ LLC ("**Babil**") meaning that Stillfront's share capital shall increase by not more than SEK 125,451.90
- New share issue of not more than 18,182 shares directed to the sellers of Imperia Online JSC ("**Imperia**") meaning that Stillfront's share capital shall increase by not more than SEK 12,727.40.
- New share issue of not more than 82,272 shares directed to the sellers of Playa Games GmbH ("**Playa**") meaning that Stillfront's share capital shall increase by not more than SEK 57,590.40

The reason for the new share issues and the deviation from the shareholders' pre-emption rights is to fulfil the share purchase agreements which Stillfront has entered into with the sellers of Babil, Imperia and Playa. The subscription price shall be SEK 356, which corresponds to the average price per share in Stillfront on Nasdaq First North Premier Growth Market during the 30 days preceding the last day of the fiscal year 2019. The newly issued shares shall be subscribed for on a subscription list no later than 31 August 2020. Payment for subscribed shares shall be made by way of set-off of the sellers' claim for earn-out consideration pursuant to the share purchase agreements. The size of the earn-out consideration, which determines the number of shares which will be allotted, is not yet finally determined. The determined number of shares which will be issued will be communicated in connection with the allotment of the shares. The board of directors shall be entitled to extend the subscription period and the time for payment. The new shares shall be entitled to dividend as from the first record day for dividend after the newly issued shares have been registered with the Swedish Companies Registration Office and the shares have been registered in the share register kept by Euroclear Sweden AB.

The meeting resolved, in accordance with the proposal of the board of directors to change § 10 of the company's articles of association.

For additional information, please contact:

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The information was submitted for publication, through the agency of the contact person set out above, at 17.20 CEST on 14 May 2020.

About Stillfront

Stillfront is leading free-to-play powerhouse of gaming studios. Our diverse and exciting games portfolio has two common themes; loyal users and long lifecycle games. Organic growth and carefully selected and executed acquisitions embody our growth strategy and our +750 co-workers thrive in an organization that engenders the spirit of entrepreneurship. Our main markets are the US, Germany, MENA, France and UK. We are headquartered in Stockholm, Sweden and the company, is listed on Nasdaq First North Premier Growth Market.

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For further information, please visit: stillfront.com

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