

STILLFRONT GROUP

Press Release
25 May 2021 14:30:00 CEST

Notice of Extraordinary General Meeting in Stillfront Group AB (publ)

The shareholders of Stillfront Group AB (publ), reg. no. 556721-3078 (the "Company" or "Stillfront"), are hereby given notice of an Extraordinary General Meeting to be held on 17 June 2021. The board of directors are issuing this notice following a request by the shareholder Laureus Capital GmbH ("Laureus"), which holds 12.37% of the shares and votes in the Company, pursuant to Chapter 7, Section 13 of the Swedish Companies Act (Sw. aktiebolagslagen (2005:551)).

The shareholder has informed the Company that the reason for its request is as follows. Due to a technical oversight, Laureus was unable to vote for its shares held in the Company at the Annual General Meeting on 11 May 2021, despite its intention to do so. The Board of Directors had, *i.a.*, proposed that the Annual General Meeting was to resolve on (a) a long-term incentive program to the executive management of Stillfront and certain key-employees of the Stillfront group (the "Program") and (b) issue and transfer of warrants in order to ensure delivery of shares in accordance with the employee stock options granted under the Program (the "Warrant Hedge Arrangement"). The Annual General Meeting resolved to establish the Program but resolved against the Warrant Hedge Arrangement. Laureus believes that the Program is an important tool for retaining existing key-employees of the Stillfront group but also for attracting future recruitment of key employees. Further, Laureus believes the Warrant Hedge Arrangement is a suitable arrangement for ensuring delivery of shares under the Program by, among other things, preventing significant costs for an alternative delivery arrangement of shares under the Program. The resolution approving the Warrant Hedge Arrangement would have passed if Laureus had been able to vote for its shares at the Annual General Meeting. Thus, Laureus has requested that the Company's board of directors summons this Extraordinary General Meeting to resolve on a warrant hedge agreement in line with the proposal at the Annual General Meeting for securing delivery of shares under the Program.

In order to prevent the spread of the virus causing covid-19, the board of directors has decided that the Extraordinary General Meeting will be held without the physical presence of shareholders, proxies or external parties and that the shareholders shall have the opportunity to exercise their voting rights only by postal voting prior to the Extraordinary General Meeting.

RIGHT TO PARTICIPATE AND NOTICE OF ATTENDANCE

Shareholders who wish to participate at the Extraordinary General Meeting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on the record date which is 9 June 2021 or, if the shares are registered in the name of a nominee, request that the nominee registers the shares in the shareholder's own name for voting purposes in such time that the registration is completed by 11 June 2021; and
- notify their intention to participate by having submitting a postal vote in accordance with the instructions set out in the section "Postal voting" by way of mail to Stillfront Group AB (publ) "EGM", Sveavägen 9, SE-111 57 Stockholm or electronically via the web link provided on the

Company's website in such time so that the Company receives the postal vote no later than 16 June 2021. Please note that the notification to participate in the Extraordinary General Meeting can only be made by postal voting.

POSTAL VOTING

The board of directors has decided that shareholders shall have the opportunity exercise their voting rights only by postal voting pursuant to sections 20 and 22 of the Swedish Act (2020:198) on Temporary Exemptions of General Meetings in Companies and Associations. A shareholder who wishes to exercise its voting rights shall use a special form for postal voting. The form for postal voting will be made available via a web link on the Company's website <https://www.stillfront.com/en/section/corporate-governance/general-meetings/>. Complete forms must be received by the Company no later 16 June 2021. The postal voting form can also be sent by way of mail to Stillfront Group AB (publ), "EGM", Sveavägen 9, SE-111 57 Stockholm. The submission of a postal voting form is considered as a notification of participation at the Extraordinary General Meeting.

The shareholder cannot give any instructions other than by marking one of the stated alternatives for each item of the form. If the shareholder has added special instructions or conditions in the form, or amended or added to the pre-printed text, the vote will be invalid.

Only one form per shareholder will be taken into consideration. If more than one form is submitted, only the most recently dated form will be taken into consideration. If two or more forms have the same date, only the form received last by Stillfront will be taken into consideration. Incomplete or incorrectly completed forms may be disregarded.

For questions about the Extraordinary General Meeting or to receive a postal voting form or proxy form by post, please contact: Stillfront Group AB (publ), "EGM", Sveavägen 9, SE-111 57 Stockholm or send an e-mail to egm@stillfront.com.

SHAREHOLDERS WITH NOMINEE REGISTERED SHARES

To be entitled to participate in the Extraordinary General Meeting by submitting a postal vote, those having their shares registered in the name of a nominee must have their shares registered in their own name so that he or she is registered as a shareholder in the share register kept by Euroclear Sweden AB on 11 June 2021. Such registration may be temporary. Please note that this procedure may also apply with respect to shares held on a bank's shareholder deposit account and certain investment savings accounts.

PROXIES AND PROXY FORMS

Shareholders can vote by post at the Extraordinary General Meeting through proxies with a written, signed and dated power of attorney. If the shareholder is a legal entity, a registration certificate or equivalent authorisation document shall be attached. The power of attorney shall be attached to the mail voting form.

A proxy form is available at the Company's website, <https://www.stillfront.com/en/section/corporate-governance/general-meetings/>.

SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

Shareholders are reminded of their right pursuant to Chapter 7, Section 32 of the Swedish Companies Act to request that the board of directors and Chief Executive Officer provide information at the Extraordinary General Meeting in respect of any circumstances which may affect the assessment of a matter on the agenda or any circumstances which may affect the assessment of the Company's or a group Company's financial position. The obligation to provide information also applies to the Company's relationship to other group companies. Information must be provided if it can take place without significant harm to the Company.

Requests for such information must be submitted in writing to the Company at its address Stillfront Group AB (publ), "EGM", Sveavägen 9, SE-111 57 Stockholm, or via e-mail to egm@stillfront.com, no later than 7 June 2021. The information is provided by the Company by keeping it available at the Company's website <https://www.stillfront.com/en/section/corporate-governance/general-meetings/> and its head office Sveavägen 9, SE-111 57 Stockholm no later than 12 June 2021. The information will also be sent to those shareholders who so request and submit their postal address or e-mail address.

PROPOSED AGENDA

1. Opening of the meeting
2. Appointment of the chairman for the meeting
3. Election of one or two persons to approve the minutes
4. Preparation and approval of the voting register
5. Approval of the agenda
6. Determination of whether the meeting has been duly convened
7. Resolution on (a) issue of warrants and (b) approval of transfer of warrants
8. Closing of the meeting

PRINCIPAL PROPOSALS FOR RESOLUTIONS

Appointment of the chairman for the meeting (item 2)

It is proposed that Jan Samuelson is elected chairman of the Extraordinary General Meeting.

Election of one or two persons to approve the minutes (item 3)

The board of directors proposes that Jonas Linnell (SEB Fonder), or in the event of his absence, the person appointed by the board of directors, to approve the minutes from the Extraordinary General Meeting together with the chairman. The assignment to approve the minutes also includes checking the voting list and that the received postal votes are recorded correctly in the minutes of the meeting.

Preparation and approval of the voting register (item 4)

The voting register that is proposed to be approved is the voting register that poströsta.se has prepared on behalf of the Company, based on the shareholders register and received postal votes and which has been verified and approved by the person approving the minutes.

Resolution on (a) issue of warrants and (b) approval of transfer of warrants (item 7)

Following the request by Laureus, the board of directors proposes that the Extraordinary General Meeting, in accordance with the below, resolves on (a) an issue of warrants of series 2021/2025 and (b) approval of transfer of warrants in order to ensure delivery of shares in accordance with the employee stock options granted under the Program.

(a) Issue of warrants

The board of directors proposes that the Extraordinary General Meeting resolves on an issue of warrants governed by the following main terms and conditions:

1. The Company shall issue a maximum of 3,500,000 warrants of series 2021/2025 (the "Warrants").
2. The right to subscribe for warrants shall, with deviation from the shareholders' preferential rights, accrue to a wholly-owned subsidiary of the Company.
3. Over-subscription shall not be permitted.

4. The warrants shall be subscribed for on a separate subscription list no later than 31 August 2021. The board of directors shall have the right to extend the subscription period. The warrants shall be allotted to the subsidiary free of charge.
5. Each warrant shall entitle the participant to acquire one (1) new share in the Company during the period commencing on and including 1 April 2025 up to and including 31 December 2025. Subscription may only be carried out in accordance with the terms and conditions for the Program and in order to ensure delivery to the participants in the Program.
6. The subscription price upon exercising the warrant shall correspond to the share's quota value.
7. The newly subscribed shares shall entitle dividend for the first time on the record day that falls immediately following the execution of the subscription.
8. The full terms and conditions for the Warrants are presented in the board of director's complete proposal for the resolution. As set out therein, the subscription price, as well as the number of shares that a Warrant entitles subscription for, may be recalculated in the event of a bonus issue, new issue and in certain other cases.
9. The increase in the Company's share capital will, upon exercising the Warrants, amount to no more than SEK 245,000, subject to the increase that may be caused by recalculation of the subscription price and the number of shares that each Warrant entitles subscription for may occur as a result of issues etcetera.
10. The board of directors are authorised to make such minor adjustments as may be necessary in connection with the registration of the Warrants with the Swedish Companies Registration Office.
11. The reason for deviation of the shareholders' preferential rights is to ensure delivery of shares within the Program.

(b) Approval of transfer of warrants

The board of directors proposes that the Extraordinary General Meeting approves:

- that the subsidiary transfers the Warrants to participants in the Program upon payment of the price under the terms and conditions of the Program (after deduction of the subscription price of the Warrants);
- that the subsidiary transfers the Warrants to a third party with whom the Company has entered into an agreement regarding exercising the Warrants and delivery of shares to participants in the Program in accordance with the terms and conditions for the Program; and/or
- that the subsidiary otherwise disposes of the Warrants in order to ensure the Company's obligation in connection with the Program.

DETAILS ON NUMBER OF SHARES, VOTES AND HOLDING OF OWN SHARES

The total amount of shares and votes in the Company at the time of issue of this notice was 359,961,283. All shares carry equal voting rights. The Company does not hold any own shares.

MAJORITY REQUIREMENTS

A resolution in accordance with item 7 is valid only where supported by shareholders holding not less than nine-tenths of both the votes cast and the shares represented at the Extraordinary General Meeting.

DOCUMENTS

The complete proposals and other documents that shall be made available prior to the Extraordinary General Meeting pursuant to the Swedish Companies Act and the Swedish Corporate Governance Code will be made available at the Company (address above) and on the Company's website, <https://www.stillfront.com/en/section/corporate-governance/general-meetings/>, not less than three weeks before the Extraordinary General Meeting. The aforementioned documents will be sent to those shareholders who so request and submit their postal address or e-mail address.

PROCESSING OF PERSONAL DATA

For information on how personal data is processed in connection with the Extraordinary General Meeting, see the privacy policy available on Euroclear Sweden AB's website at www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

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Stockholm in May 2021

The board of directors in Stillfront Group AB (publ)

About Stillfront

Stillfront is a 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 1,250+ co-workers thrive in an organization that engenders the spirit of entrepreneurship. Our main markets are the US, Germany, MENA, UK and France. We are headquartered in Stockholm, Sweden, and the company is listed on Nasdaq First North Premier Growth Market. For further information, please visit: stillfront.com

Certified Adviser:

FNCA, Phone: +46 8 528 00 399 E-mail: info@fnca.se

Attachments

[Notice of Extraordinary General Meeting in Stillfront Group AB \(publ\)](#)