

STILLFRONT GROUP

Press Release
27 January 2022 13:00:00 CET

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 23 February 2022 at 15:00. The Extraordinary General Meeting will be held at the Company's office at Kungsgatan 38 in Stockholm.

The board of directors has decided that shareholders shall have the opportunity to exercise their voting rights at the Extraordinary General Meeting also by postal voting in accordance with the provisions in Stillfront's Articles of Association. **In order to prevent the spread of the virus causing covid-19 and as a result of the stricter guidelines introduced in the beginning of 2022, shareholders are requested to exercise their voting rights by postal voting prior to the Extraordinary General Meeting and thus not attend the meeting in person.**

There will not be any side events or refreshments served at the Extraordinary General Meeting. There will not be any speeches and the number of Company representatives present will be limited.

In the event of new guidelines from the authorities, the form of the Extraordinary General Meeting may be changed at short notice.

RIGHT TO PARTICIPATE AND NOTICE OF ATTENDANCE

A) Shareholders who wish to participate through postal voting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on the record date which is 15 February 2022 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 17 February 2022; 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", Kungsgatan 38, SE-111 35 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 17 February 2022.

B) Shareholders who wish to attend the meeting in person or through a proxy representative must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on the record date which is 15 February 2022 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 17 February 2022; and

- notify their intention to participate in accordance with the instructions set out in the section “Physical participation” by way of mail to Stillfront Group AB (publ), "EGM", Kungsgatan 38, SE-111 35 Stockholm, electronically via the web link provided on the Company’s website or by e-mail to egm@stillfront.com, in such time so that the Company receives the notification no later than 17 February 2022.

Anyone wishing to attend the meeting in person or through a proxy representative must notify its intention to participate in accordance with B) above. This means that a notification, solely by submitting a postal vote, is not sufficient for those who want to physically participate at the meeting.

POSTAL VOTING

A shareholder who wishes to exercise its voting rights by postal voting 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/extra-bolagsstamma-februari-2022-egm-february-2022/>. Complete forms must be received by the Company no later than 17 February 2022. The postal voting form can also be sent by way of mail to Stillfront Group AB (publ), "EGM", Kungsgatan 38, SE-111 35 Stockholm.

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.

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 postal voting form. A proxy form is available at the Company’s website, <https://www.stillfront.com/en/extra-bolagsstamma-februari-2022-egm-february-2022/>.

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", Kungsgatan 38, SE-111 35 Stockholm or send an e-mail to egm@stillfront.com.

PHYSICAL PARTICIPATION

A shareholder who wishes to attend the meeting in person or through a proxy representative must notify the Company. The notification shall set out name/company name, personal ID number /registration number and, when applicable, number of advisors which may not exceed two. Shareholders who are represented by proxy should submit a power of attorney concurrently with the notice of participation. The power of attorney shall be in writing, dated and signed. Power of attorney forms are available on the Company's website <https://www.stillfront.com/en/extra-bolagsstamma-februari-2022-egm-february-2022/> and sent free of charge to those shareholders who so request and state their postal address or email address. Representatives of legal entities shall also enclose a copy of the registration certificate or equivalent document which indicates the persons authorized to represent the legal entity.

SHAREHOLDERS WITH NOMINEE REGISTERED SHARES

To be entitled to participate in the Extraordinary General Meeting, 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 17 February 2022. 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.

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, if possible to provide such information without significant harm to the Company.

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. Approval of the resolution by the board of directors on an issue of new shares
8. Closing of the meeting

PRINCIPAL PROPOSALS FOR RESOLUTIONS

Appointment of the chairman for the meeting (item 2)

It is proposed that the chairman of the board, 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 Caroline Sjösten, representing Swedbank Robur, or in the event of her 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 list proposed for approval is the voting list prepared by poströsta.se on behalf of the Company, based on the shareholders register, postal votes received and the shareholders physically participating at the Extraordinary General Meeting personally or through a proxy representative, as verified and approved by the person appointed to verify the minutes.

Approval of the resolution by the board of directors on an issue of new shares (item 7)

The board of directors proposes that the general meeting approves the resolution by the board of directors on 19 January 2022 on an issue of new shares in accordance with the following main conditions:

1. The Board of Directors, or whoever the Board of Directors may appoint among its members, is authorised to resolve, on 21 February 2022 at the latest, on the maximum amount by which the share capital shall be increased, the maximum number of new shares to be issued, the number of existing shares that shall entitle to subscription for a certain number of new shares and the subscription price per share.
2. The company's shareholders shall have pre-emptive right to subscribe for the new shares in proportion to the shares previously owned.
3. In case the subscription price for the new shares exceeds the quota value of the previous shares, the excess amount shall be added to the unrestricted share premium reserve.
4. The record date for entitlement to participate in the rights issue with pre-emptive right shall be 1 March 2022.
5. If not all of the shares are subscribed for by exercise of subscription rights, the Board of Directors shall resolve on allotment of shares subscribed for without the exercise of subscription rights up to the maximum amount of the share issue. In such case, priority will be given firstly to those who have subscribed for shares by the exercise of subscription rights and, in addition, have applied for subscription without subscription rights (including Laureus Capital GmbH according to its underwriting undertaking), irrespective of whether the subscriber was a shareholder on the record date or not and, in case of oversubscription, pro rata in relation to the number of subscription rights each one has exercised for subscription of shares. Secondly, allotment shall be made to others who have applied for subscription without subscription rights (the general public in Sweden and qualified investors) and, in case of oversubscription, pro rata in relation to the number of shares stated in each subscription application. Thirdly, allotment shall be made to other than Laureus Capital GmbH who have entered into guarantee agreements with the company up to their respective guarantee amount, and in case all such parties do not receive full allotment, the shares shall be allotted pro rata in relation to the respective guarantee amount. To the extent allotment in the case of oversubscription or to guarantors cannot be made pro rata in accordance with the above, allotment shall be made by drawing of lots.
6. Subscription for new shares shall be made during the period as from 2 March 2022 up to and including 16 March 2022. The Board of Directors shall be entitled to extend the period for subscription.
7. Subscription for new shares by exercise of subscription rights shall be made by simultaneous cash payment. Subscription for new shares without subscription rights shall be made on a separate subscription list where allotted shares shall be paid in cash no later than two (2) banking days from dispatch of the contract note to the subscriber setting forth the allotment of shares. The Board of Directors shall be entitled to extend the period for payment.
8. The new shares shall entitle to dividend as from the first record date for dividend to occur after the registration of the new share issue with the Swedish Companies Registration Office.

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 387,134,079. All shares carry equal voting rights. The Company does not hold any own shares.

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/extra-bolagsstamma-februari-2022-egm-februari-2022/>, 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 January 2022

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 Canada. We are headquartered in Stockholm, Sweden, and the company is listed on Nasdaq Stockholm. For further information, please visit: stillfront.com

Attachments

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