

April 3, 2017

The Nomination Committee's proposals to the Annual General Meeting in Stillfront Group AB (publ)

In accordance with the principles resolved by the AGM 2016, the chairman of the board of directors contacted the two largest shareholders and an independent candidate to form the Nomination Committee for the AGM 2017.

The Nomination Committee was formed as follows:
Sture Wikman (independent chairman of the committee)
Per Jacobsson (Acacia) (resigned 2017-03-01)
Joachim Spetz (Swedbank Robur)
Per Skyttvall (Chairman of the Board of Directors of Stillfront)

As there had been a change in the shareholding of Stillfront during the term of the committee, one member resigned. Subsequently, the two next shareholders by size of shareholding were offered to appoint a member to the Nomination Committee, but declined to do so. After March 1, 2017, the Nomination Committee consisted thus of three members.

The Nomination Committee has held five minuted meetings. The Committee has taken note of the Directors' evaluation of the Board's work and held individual meetings with the current Directors.

Furthermore, several interviews were held with potential candidates.

The Nomination Committee has strived to:

- Get the right skills in the Board to support the company's continued development.
- Achieve gender parity on the Board.
- Get a balanced age structure of the Board.

The Nomination Committee deems its proposal of Directors of the Board to constitute the appropriate composition and broadens the skills and experience primarily in communications, listed environment and future development. Furthermore, a completely uniform distribution between the genders is achieved.

Current Board Directors Per Skyttvall and Fredrik Åhlberg have declined re-election to the Board. The Nomination Committee proposes that the CEO no longer be a Board Director.

Appointment of the chairman for the AGM 2017

The Nomination Committee proposes that attorney at law Peter Ihrfelt is appointed chairman of the general meeting.

Number of Board Directors

The nomination committee proposes that the Board of Directors shall consist of six Directors without deputy directors.

Proposed Board Directors

Re-election:

Annette Brodin Rampe. (born 1962)

First elected 2016.

MSc, Chalmers Tekniska Högskola.

Brunswick Group, Managing Partner Europe.

E.ON Sverige AB, Senior Vice President.

Senea, Chief Executive President.

Proposed as Chairman of the Board.

Holdings of financial instruments in Stillfront: 9.677 shares.

Annette Brodin Rampe is independent of the company, management and major shareholders.

Alexander Bricca. (born 1976)

First elected 2008

MSc Business Law.

BSc Business Administration.

Viaplay AB, CFO.

Voddler Group AB, CFO.

Deseven Capital AB, Investment Manager

Bricca affärsjuridik AB, Business Lawyer

ECI Net AB, Corporate Council

Holdings of financial instruments in Stillfront: 4.194 shares

Alexander Bricca is independent of the company, management and major shareholders.

Mark Miller. (born 1973)

First elected 2016

BA Business Administration, Diplom Economist.

CatCap GmbH, Managing Partner.

Bertelsmann AG, Strategic investment analyst.

Deutsche Bank, Corporate client and asset management.

Holdings of financial instruments in Stillfront: No holdings.

Mark Miller is independent of the company and its management but not in relation to major shareholders. In assessing independence, the Nomination Committee considered that Mark Miller has advised Stillfront's largest shareholder FKL Holding GmbH, which holds about 16 percent of the shares and votes in Stillfront, in connection with its sale of Bytro Labs GmbH to Stillfront. As a result of this, the Nomination Committee is ruled that Mark Miller is not independent of FKL Holding GmbH.

Election:

Sture Wikman. (born 1954)

MSc KTH, MBA INSEAD.

VD Naeco AB, formerly VD Wikman & Malmkjell AB.

Chairman of Duroc AB (publ).

(The Nomination Committee's decision to propose the election of Sture Wikman was taken at a meeting where only Joachim Spetz, Per Skyttvall and Per Jacobsson participated.)

Holdings of financial instruments in Stillfront: 43.693 shares.

Sture Wikman is independent of the company, management and major shareholders.

Ulrika Viklund. (born 1981)

Co-Founder House Be.

General Manager Magine Consumer Group Global.

CEO "Plejmo" Magine AB.

Spotify, Director International Growth.

Holdings of financial instruments in Stillfront: No holdings.

Ulrika Viklund is independent of the company, management and major shareholders.

Birgitta Henriksson. (born 1963)

BA.

Brunswick Group, Partner.

Manager of IR and Corporate Communications, Carnegie.

Carnegie Investment Banking.

Holdings of financial instruments in Stillfront: No holdings.

Birgitta Henriksson is independent of the company, management and major shareholders.

Proposed Auditor:

It is proposed that MAZARS SET Revisionsbyrå AB is re-appointed as the Company's auditor. The auditing firm has declared that if the general meeting resolves in accordance with the proposal, Michael Olsson will be re-appointed as auditor in charge. The nomination committee's proposal corresponds to the recommendation of the board of directors (the board of directors has not appointed an audit committee).

Proposed remuneration to the Board of Directors and the auditor:

Chairman: SEK 150 000

Other Directors: SEK 75 000

A Director of the Board who is compensated due to employment with the Company or a subsidiary shall not receive remuneration due to the appointment as director.

Remuneration to the auditors for work undertaken shall be paid according to current approved account.

Proposal on Nomination Committee:

The nomination committee proposes that the 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 2017, 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 managing director or another member of the Company's senior 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. Minor changes do not have to be considered. 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 without delay.

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. 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.