

The nomination committee's proposal to the general meeting 2018 of Stillfront Group AB (publ)

In accordance with the principles adopted by the annual general meeting in 2017, the chairman of the board of directors contacted the three largest shareholders, based on the shareholding according to Euroclear Sweden AB as of the last business day in September 2017, in order for members of the nomination committee to be appointed. The nomination committee has furthermore resolved that the chairman of the board of directors shall be a member of the nomination committee.

The nomination committee had the following composition:

Joachim Spetz (Swedbank Robur Fonder), chairman of the nomination committee

Felix Faber (FKL Holding)

Niclas Eriksson (Own and related parties' holdings)

Annette Brodin Rampe (chairman Stillfront Group AB (publ))

When the ownership structure of Stillfront changed in connection with the acquisition of Altigi GmbH in January 2018, the directors Felix Faber and Niclas Eriksson resigned. In connection therewith, the two new shareholders among the three largest shareholders were invited to participate in the nomination committee, which was accepted. After the changed shareholder structure, the nomination committee has had the following composition:

Joachim Spetz (Swedbank Robur Fonder), chairman of the nomination committee

Dr Kai Wawrzinek (Laureus Capital GmbH)

Ossian Ekdahl (Första AP-fonden)

Annette Brodin Rampe (chairman Stillfront Group AB (publ))

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 attorney at law Peder Grandinson 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 without deputy directors.

Proposal for appointment of the board of directors:

Annette Brodin Rampe, Sture Wikman, Alexander Bricca, Mark Miller and Christian Wawrzinek have declined re-election.

Re-elections:

Birgitta Henriksson. (born 1963)

Board member since 2017.

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

Professional experience: Birgitta Henriksson is a Partner with Brunswick Group. 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 assignments: None.

Holdings of financial instruments in Stillfront: 2 250 shares

Birgitta Henriksson is independent in relation to the company, company 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: Co-Founder and CEO of House Be. Co-Founder of Spira Globalt. General Manager Magine Consumer Group Global. CEO "Plejmo". Spotify, Director International Growth.

Other current assignments: Board member of God El i Sverige AB, Idea2Innovation Sweden AB, Spira Globalt AB, House Be i Åre AB, E14 Invest AB and Adgie Consulting AB. Board member Magine Sweden AB.

Holdings of financial instruments in Stillfront: None.

Ulrika Viklund is independent in relation to the company, company management and major shareholders.

New elections:

Katarina Bonde. (born 1958)

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

Professional experience: CEO and Chair 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 USA.

Other current assignments: Chairman of Opus Group, Imint Vidhance (IMINT Image Intelligence AB), Propellerhead Software AB, Board member Aptilo Networks AB, Micro Systemations AB (publ.), Mycronic AB (publ.).

Holdings of financial instruments in Stillfront: None.

Katarina Bonde is independent in relation to the company, company management and major shareholders.

Erik Forsberg. (born 1971)

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

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

Other current assignments: None.

Holdings of financial instruments in Stillfront: None.

Erik Forsberg is independent in relation to the company, company management and major shareholders.

Fabian Ritter. (born 1977)

Education: Economics, Mannheim

Professional experience: Co-founder of and several positions within Altigi GmbH (Goodgame Studios). Industrial management assistant at Hermes. Freelance programmer and administrator.

Other current assignments: CFO and managing director of Goodgame Studios, managing director of Laureus Capital GmbH.

Holdings of financial instruments in Stillfront: 68 126 shares.

Fabian Ritter is employed by Stillfront's subsidiary Altigi GmbH (Goodgame Studios). He is also managing director of Laureus Capital GmbH, which is Stillfront's largest shareholder. Fabian Ritter is therefore neither independent in relation to the company or company management nor major shareholders.

Jan Samuelson. (born 1963)

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

Professional experience: Previously co-founder and senior partner Accent Equity Partners AB, SVP EF Travel at EF Education First, Management Consultant Carta Corporate Advisors AB, Management Consultant Indevo AB. Broad experience of board assignments, including audit committee work.

Other current assignments: Chairman Resurs Bank AB and Resurs Holding AB, (publ.). Board member and chairman-elect Sdiptech AB (publ.). Board member Saltå Kvarn AB.

Holdings of financial instruments in Stillfront: None.

Jan Samuelson is independent in relation to the company, company management and major shareholders.

Proposal for appointment of chairman of the board of directors:

The nomination committee proposes that Jan Samuelson shall be appointed as chairman of the board of directors.

Proposal for appointment of auditor:

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

Proposal for remuneration:

Board of directors: Chairman SEK 425.000, board member SEK 200.000.

For work in audit committee, remuneration of SEK 100,000 shall, in addition to the board remuneration, be paid to the chairman and SEK 50,000 to each of the members in the committee.

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.

Auditor: Remuneration to the auditors; according to current approved account.

The nomination committees' work and explanatory statement:

The nomination committee has held four meetings, at which minutes were taken, in advance of the annual general meeting 2018 and kept in touch on an on-going basis.

The nomination committee has taken part of the board members' evaluation of the board work and had individual meetings with the current board members. Furthermore, a large number of interviews have been carried out with potential candidates.

In order to assess to what extent the current board of directors and the proposed board of directors meets the requirements which the board will be subject to taking into account Stillfront' s current position and future strategy, the nomination committee's discussions have focused on the board's composition in terms of size, experience, capabilities, diversity and an even gender balance.

The nomination committee's opinion is that the proposed board has a good balance of qualifications and experience within areas of great importance to the company, such as financial and operational expertise, corporate governance and capital markets. The nomination committee has furthermore discussed the importance of a well thought-out and developing sustainability work.

As regards gender balance, three board members are male and three board members are female of the proposed board members, which means that the company will maintain an even gender balance. 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 in its work applied section 4.1 of the Swedish corporate governance code as its diversity policy. The aim of the policy is that the board is to have a composition appropriate to the company's operations, phase of development and other relevant circumstances. The board shall collectively exhibit diversity and breadth of qualifications, experience and background and it shall be aspired to obtain gender balance.

Annette Brodin Rampe, Sture Wikman, Alexander Bricca, Mark Miller and Christian Wawrzinek have declined re-election.

Of the six proposed board members, five are independent in relation to Stillfront and the executive management as well as to the company's major shareholders. Fabian Ritter has been considered to be dependent in relation to the company and the executive management as well as to the company's major shareholders. The nomination committee's opinion is that the proposed board fulfils the requirements pursuant to the Swedish corporate governance code regarding board members' independence.

The nomination committee proposes that board remuneration for the period until the annual general meeting in 2019 shall be not more than SEK 1.745.000 (including committee work) in aggregate, which entails a raise of SEK 1.220.000 compared to previous years.

The nomination committee asserts that the remuneration levels shall be marketable in order to ensure that Stillfront can attract and retain board members with the relevant qualifications. The significant raise calculated as a percentage is motivated by that Stillfront in 2018 is a significantly larger company, in terms of operations, turnover, headcount, market cap etc., whereas the nomination committee finds it appropriate and motivated to propose to the shareholders a significant raise of the board remuneration calculated as a percentage. The nomination committee has as a basis for its proposal compared board remuneration paid in other companies in Sweden of comparable size. The result of the evaluation showed a need to raise the remuneration in accordance with the nomination committee's proposal.

Proposal for 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 2018, 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 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. 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 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.