

STILLFRONT GROUP

Press Release
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Stillfront announces the final outcome of the oversubscribed rights issue

On 19 January 2022, Stillfront Group AB (publ) ("Stillfront") announced that the board of directors had resolved on a preferential rights issue of approximately SEK 2.0 billion (the "Rights Issue"). The board of director's resolution on the Rights Issue was approved by an extraordinary general meeting on 23 February 2022. The subscription period of the Rights Issue ended on 16 March 2022. Yesterday, on 17 March 2022, Stillfront announced the preliminary outcome of the Rights Issue. Stillfront can now confirm that the Rights Issue has been oversubscribed by 80.3 percent.

SUMMARY OF THE OUTCOME OF THE RIGHTS ISSUE

A maximum of 117,014,379 shares were offered in the Rights Issue at a subscription price of SEK 17.0 per share. 115,726,752 shares (corresponding to 98.9 percent of the Rights Issue) were subscribed for by exercise of subscription rights. In addition, applications for subscription of 95,305,535 shares (corresponding to 81.4 percent of the Rights Issue) without exercise of subscription rights were submitted during the subscription period. The Rights Issue was thus oversubscribed by 80.3 percent.

Through the fully subscribed Rights Issue, Stillfront raises proceeds of approximately SEK 2.0 billion before deduction of transaction costs. The net proceeds from the Rights Issue are intended to be used to repay the temporary increase in debt that the acquisition of Six Waves Inc. ("6waves") has entailed and to strengthen the balance sheet after the acquisition of 6waves, and thereby increase Stillfront's financial flexibility in order to take advantage of future acquisition opportunities in line with Stillfront's growth strategy.

ALLOTMENT AND PAYMENT FOR SHARES SUBSCRIBED FOR WITHOUT SUBSCRIPTION RIGHTS

Allotment of in total 1,287,627 shares that have been subscribed for without subscription rights have been made in accordance with the allocation principals resolved upon by the board of directors and described in the prospectus regarding the Rights Issue that was published on 25 February 2022. Notice of allotment of shares subscribed for without subscription rights (in the form of a settlement note) will be distributed on 21 March 2022. Only those who have been allotted shares will be notified. Payment for shares subscribed for without subscription rights shall be made in cash in accordance with instructions on the settlement note not later than on 23 March 2022.

Those who have subscribed for share through a nominee will receive notice of allotment, and shall pay for any allotted shares, in accordance with the instructions and procedures of their respective nominees.

TRADING IN PAID SUBSCRIBED SHARES (BTA) AND THE NEW SHARES

Those who have subscribed for shares by exercise of subscription rights will initially receive so-called paid subscribed shares (BTA). Trading in BTA on Nasdaq Stockholm will continue until and including 25 March 2022. The reclassification of BTA as shares is expected to take place on 31 March 2022 and trading in the new shares on Nasdaq Stockholm is expected to commence on or around 29 March 2022.

CHANGES IN STILLFRONT'S SHARE CAPITAL AND THE NUMBER OF SHARES AND VOTES

As a result of the Rights Issue, Stillfront's share capital will increase by SEK 8,191,006.53 (from SEK 27,303,355.52 to SEK 35,494,362.05) and the total number of shares and votes will increase from 390,047,936 shares to 507,062,315 shares.

FINANCIAL AND LEGAL ADVISORS

Stillfront has appointed DNB Markets, a part of DNB Bank ASA, Sweden Branch, Nordea Bank Abp, filial i Sverige and Swedbank AB (publ) as Joint Global Coordinators and Mannheimer Swartling and DLA Piper as legal advisors as to Swedish law and U.S. law, respectively, in connection with the Rights Issue. White & Case has been appointed as legal advisor to the Joint Global Coordinators in connection with the Rights Issue.

IMPORTANT INFORMATION

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This press release does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the new shares. Any investment decision in connection with the Rights issue must be made on the basis of all publicly available information relating to the Company and the Company's shares including the information to be contained in the prospectus. Such information has not been independently verified by DNB Markets, a part of DNB Bank ASA, Sweden Branch, Nordea Bank Abp, filial i Sverige and Swedbank AB (publ) ("**Managers**"). The information contained in this press release is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this press release or its accuracy or completeness. The Managers are acting for the Company in connection with the transaction and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the transaction or any other matter referred to herein.

This press release does not constitute a recommendation concerning any investor's option with respect to the Rights issue. Each investor or prospective investor should conduct his, her or its own investigation, analysis and evaluation of the business and data described in this press release and publicly available information. The price and value of securities can go down as well as up. Past performance is not a guide to future performance.

This press release does not constitute or form part of an offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the US Securities Act of 1933 (the “**Securities Act**”), as amended, and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, within or into, Australia, Canada, Japan, Hong Kong, New Zealand, Singapore, South Africa, the United States or in any other jurisdiction where such announcement, publication or distribution of the information would not comply with applicable laws and regulations or where such actions are subject to legal restrictions or would require additional registration or other measures than what is required under Swedish law. Actions taken in violation of this instruction may constitute a crime against applicable securities laws and regulations.

This announcement is not a prospectus for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and has not been approved by any regulatory authority in any jurisdiction. The Company has not authorized any offer to the public of shares or rights in any member state of the EEA other than in Sweden, Denmark and Finland.

In the United Kingdom, this press release and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, “**qualified investors**” who are (i) persons having professional experience in matters relating to investments who fall within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “**relevant persons**”). In the United Kingdom, any investment or investment activity to which this communication relates is available only to, and will be engaged in only with, relevant persons. Persons who are not relevant persons should not take any action on the basis of this press release and should not act or rely on it.

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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 1,350+ 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

[Stillfront announces the final outcome of the oversubscribed rights issue](#)