

FLEXION MOBILE

REGISTERED ADDRESS

TRADING ADDRESS

VAT No: GB911801360
COMPANY No: 4306881

ST. JAMES HOUSE
13 KENSINGTON SQUARE
LONDON W8 5HD
UNITED KINGDOM

UNIT G5 HARBOUR YARD
CHELSEA HARBOUR
LONDON
SW10 0XD
UNITED KINGDOM

FLEXION

Chairman's letter to shareholders

31th August 2018

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all of your shares in Flexion Mobile Plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Dear shareholder

Annual General Meeting of Flexion Mobile Plc (the "Company") 2018

Please take notice that this year's annual general meeting ("AGM") will be held at **10.00 a.m. on Wednesday 26th September 2018 at The Chelsea Harbour Hotel, Chelsea Harbour Drive, Fulham, London, SW10 0XD**. Full details of the meeting, location, business to be conducted and any resolutions to be proposed are set out fully in the notice of annual general meeting (the "Notice") enclosed.

The AGM is an opportunity for all shareholders to receive an overview of the financial performance of the Company during this year, vote on key resolutions and express their views to the board of the Company. If you are unable to attend the meeting, but have points that you would like to raise, please contact Niklas Koresaar (Email: niklas.koresaar@flexionmobile.com), so that you can request these to be considered.

Attending the meeting or vote by proxy

If you wish to attend the AGM, please remember to bring along (1) your attendance card; and (2) valid photographic form ID or you may be refused entry to the meeting. However, please note that you may wish to appoint a proxy who can attend and vote on your behalf. Details of how you can appoint a proxy are set out in the notes to the notice of AGM and on the proxy form enclosed. If you have any queries that you would like to raise, please contact Niklas Koresaar at first instance.

If you wish to attend the AGM, we advise that you allow plenty of additional time to allow for security and bag checks at the venue.

PLEASE NOTE...

Shareholders who wish to attend or vote by proxy at the Annual General Meeting shall be entered in the share register maintained by Euroclear Sweden on **Monday 24 September 2018**. Shareholder whose shares are registered in the names of nominees must temporarily re-register such shares in their own name in order to be entitled to attend or vote by proxy at the Annual General Meeting.

In order for such re-registration to be completed on Monday 24 September 2018 the **shareholder must inform its nominee well before that day**.

Method of voting

All resolutions put to shareholders will be decided by way of a poll. This will ensure that the votes of all shareholders, including those who cannot attend the meeting but submit a proxy form, are counted.

If you are unable to attend the AGM, please note that you have the right to sign and return the enclosed form of proxy ("Proxy Notice"). Please see the enclosed Proxy Notice for full details in respect of the appointment of proxies.

Please note the arrangements to appoint a proxy electronically as set out in the Proxy Notice and the notes to the Notice.

Dividends

Following the re-registration of the Company as a public listed company on 1st June 2018, it has been determined by the Board of Directors that no dividend shall be declared and paid to the shareholders at this time, rather the intention is to seek capital growth in the value of the shares of the Company.

Recommendation

The directors of the Company consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings in the capital of the Company.

Yours sincerely

Carl Palmstierna
Chairman

Enc.

- notice of annual general meeting ("Notice");
- form of proxy ("Proxy Notice");

Notice of Annual General Meeting

FLEXION MOBILE PLC

Notice is hereby given that the 2018 annual general meeting ("**AGM**") of Flexion Mobile plc ("**Company**") will be held at **The Chelsea Harbour Hotel, Chelsea Harbour Drive, Fulham, London, SW10 0XD** on **Wednesday 26th September 2018** at **10.00am**. You will be asked to consider and vote on the resolutions below. All resolutions will be proposed as ordinary resolutions.

ORDINARY RESOLUTIONS

1. TO receive and adopt the Company's annual accounts for the financial year ended 31 March 2018, together with the Strategic Report, Reports of the Directors and Auditors thereon (the "Accounts");
2. TO appoint Grant Thornton UK LLP as the auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the directors to determine the auditors' remuneration;
3. TO re-elect Christopher John Bergstresser as a Director;
4. TO re-elect Claes Kalborg as a Director;
5. TO re-elect Jens Lauritzson as a Director;
6. TO re-elect Per Lauritzson as a Director; and
7. TO re-elect Carl Gustaf Evert Palmstierna as a Director.

By order of the Board

Carl Palmstierna
Chairman

31th August 2018

Notes to the notice of annual general meeting

1. **Attending the meeting or vote by proxy.**

Shareholders who wish to attend or vote by proxy at the Annual General Meeting shall be entered in the share register maintained by Euroclear Sweden on **Monday 24 September 2018**. Shareholder whose shares are registered in the names of nominees must temporarily re-register such shares in their own name in order to be entitled to attend or vote by proxy at the Annual General Meeting.

In order for such re-registration to be completed on Monday 24 September 2018 the **shareholder must inform its nominee well before that day**.

2. **Proxies.**

As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you will need a separate proxy form in relation to each appointment. Please state clearly on each proxy form the number of shares in relation to which the proxy is appointed. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare AB ("Computershare") at the address in note 5 below.

If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your

proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be completed and signed; and:

- sent or delivered to Computershare by post to **Computershare AB, Box 610, SE-182 16 Danderyd, Sweden** or, if more convenient, to **Flexion Mobile PLC, Att.: Niklas Koresaar, Unit G5, Harbour Yard, Chelsea Harbour, London SW10 0XD**;
- **shareholders can vote online by visiting the following website: www.investorvote.com/flexion;**
- received by Computershare no later than **10.00 a.m. on Monday 24th September 2018**; and
- **please see point 1 above regarding re-registration of shares.**

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

3. **Website giving information regarding the meeting.**

Information regarding the meeting can be found at:
<https://www.flexionmobile.com/share-information.html>

4. **Issued shares and total voting rights.**

As at 6.00pm on **Tuesday 28th August**, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised **41,132,958** ordinary shares of **£0.002** each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00pm on **Tuesday 28th August is 41,132,958.**

5. **Questions at the meeting.**

Any member attending the meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the meeting unless:

- Answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information.
- The answer has already been given on a website in the form of an answer to a question.
- It is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

6. **Communication.**

Except as provided above, shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):

- niklas.koresaar@flexionmobile.com.

You may not use any electronic address provided either:

- in this notice of annual general meeting; or
- any related documents (including the chairman's letter and proxy form),

to communicate with the Company for any purposes other than those expressly stated. Contact details for Computershare in order to ask for material or any other question:

Computershare AB
Box 610
SE-182 16 Danderyd
Sweden
e-mail: info@computershare.se
Phone: 0771 24 64 00 or from abroad +46 771 24 64 00

7. **Explanation of resolutions.**

There are seven resolutions (the "Resolutions") to be proposed at the AGM. The Resolutions relate to the following:

Adoption of the Company's Accounts (Resolution 1)

The Directors are required to lay before shareholders at the AGM the annual report and accounts for the year ended 31 March 2018.

Appointment of the Auditor and Auditor's Remuneration (Resolution 2)

The shareholders are asked to approve the appointment of the auditors, Grant Thornton UK LLP, and agree that the Directors may approve their remuneration.

Re-election of Directors (Resolutions 3 to 7)

In accordance with the Company's articles of association, at each annual general meeting of the Company every director may offer himself for re-appointment by the members. Biographies of each of the individuals proposing to be re-appointed are available on the Company's website at <https://www.flexionmobile.com/directors-executives.html>, and set out on page 7.



PER LAURITZSON
(BORN 1974) DIRECTOR SINCE 2007.

Other current assignments: Member of the board of directors of Flexion Limited and Gamesmondo Limited. Director, Mobile Sensations.
Previous experience: Business Developer at Polopoly AB and Project Manager at Swedish Trade Council.
Education: Bachelor of Science, Royal Holloway, University of London and Master of Science, London School of Economics.
Shareholding in Flexion Mobile: 60% shareholding in 11,582,222 shares through the company Mobile Sensations Limited.
Warrants in Flexion Mobile: 61,750 EMI share options.
Independent in relation to Flexion Mobile and Flexion Mobile's management: No.
Independent in relation to major shareholders: No.



CHRISTOPHER BERGSTRESSER
(BORN 1968) DIRECTOR SINCE 2018

Other current assignments: Partner of MTGX and president of the board of directors of Ludicrous — Zurich Games Festival.
Previous experience: President & COO of Sega of Europe. Member of the board of directors and EVP of Miniclip SA, co-founder & member of the board of directors of Appscotch and member of the advisory board of Spil Games, Nitro Games and Iconic Future.
Education: Bachelor degree in Economics, San Francisco State University. Shareholding in Flexion Mobile: 0.
Warrants in Flexion Mobile: 0.
Independent in relation to Flexion Mobile and Flexion Mobile's management: Yes.
Independent in relation to major shareholders: Yes.



CARL PALMSTIERNA (BORN 1953)

Chairman of the board of directors since 2011.
Other current assignments: Chairman of the board of directors and member of the board of directors of WeMind AB, SPWM Special Clients Services AB, SPWM Special Clients AB, Palmstierna Invest AB, Palmstierna Holding AB, Palmeister & Partners AB, Freemelt AB and ReformTech Heating Holding AB. Member of the board of directors of Chinsay AB, Magine Holding AB, OrganoWood AB, S.P. BECP EL Stockholm AB, Viameetrics AB, Viameetrics Group AB, Zimpler AB, Sunpocket AB and B8 Sverige AB.

Previous experience: Chairman of the board of directors and member of the board of directors of Panopticon Software AB, myFC Holding AB (publ), Valbay AB, Valbay International AB. Member of the board of directors of Ankar Sweden AB, Bluefish Pharmaceuticals AB (publ), Byredo AB, Natural Fragrance of Sweden AB, Now Interact Nordic AB, Oculusal Incentive AB, Peepoople AB, Reforce International AB, Svenska allt för föräldrar AB, Universum Group AB and Valbay Förvaltning AB.

Education: Master of Science in Business and Economics, Stockholm School of Economics.
Shareholding in Flexion Mobile: 3,750,000 shares through Palmstierna Invest AB. Warrants in Flexion Mobile: NA.
Independent in relation to Flexion Mobile and Flexion Mobile's management: Independent in relation to the management.
Independent in relation to major shareholders: No.



JENS LAURITZSON
(BORN 1970) DIRECTOR SINCE 2001.

Other current assignments: Member of the board of directors of FLAC Limited and Gamesmondo Limited. Director, Mobile Sensations. Managing director of Flexion.
Previous experience: Sales Manager UK at Aspiro and Managing Director at Popwire Limited.
Education: Bachelor degree in Economics and Finance, University of Lund.
Shareholding in Flexion Mobile: 60% shareholding in 11,582,222 shares through the company Mobile Sensations Limited.
Warrants in Flexion Mobile: 74,000 EMI share options.
Independent in relation to Flexion Mobile and Flexion Mobile's management: No.
Independent in relation to major shareholders: No.



CLAES KALBORG
(BORN 1962) Director Since 2014.

Other current assignments: Chairman of the board of directors and member of the board of directors of Barn Storm Media AB and CK TV & Formats AB. Member of the board of directors of Non-Violence Licensing AB and Grow Licensing AB.
Previous experience: CMO at Acute Art, SVP at Rovio Entertainment Ltd and Head of Global Licensing at King.
Education: Various studies at Stockholm University and IHM Business School. Shareholding in Flexion Mobile: 134,250 shares through Barn Storm Media AB. Warrants in Flexion Mobile: 0.
Independent in relation to Flexion Mobile and Flexion Mobile's management: Yes.
Independent in relation to major shareholders: Yes.