

Chairman's letter to shareholders

3rd September 2021

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 ("Company") 2021

Please take notice that this year's annual general meeting ("AGM") will be held at **2.00 pm on 29th September 2021 at Flexion Mobile Plc, Unit G5, Harbour Yard, Chelsea Harbour, London, SW10 0XD, UK**. 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 ("Notice") enclosed.

The AGM is an opportunity for all shareholders to 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 the Company's Chief Financial Officer Niklas Koresaar on email ir@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 a valid photographic form of 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 Annual General Meeting and on the proxy form. If you have any queries that you would like to raise, please contact Niklas Koresaar at first instance.

Please note that any shareholders considering attendance in person should also be aware that they may not be admitted to the AGM for the health and safety of the other attendees or because of restrictions on public gatherings prevailing at that time. If you wish to attend the AGM in person, please inform Niklas Koresaar well in advance so that the Company can try to accommodate attendance given prevailing safety measures and restrictions.

PLEASE NOTE

Shareholders who wish to attend or vote by proxy at the Annual General Meeting must be entered in the share register maintained by Euroclear Sweden on 27 September 2021. Shareholders with nominee shares should temporarily re-register such shares in their own name in order to ensure that they appear on the Euroclear share register. In order for such re-registration to be completed on 27th September 2021, shareholders should inform their 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 form of proxy ("Proxy Notice") which has been posted to you and is available on the Company's website at www.flexionmobile.com/investor-relations/annual-general-meeting/. Please see the 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.

Appointment of Directors

The Board recommends that Chris Bergstresser, Jens Lauritzson, Per Lauritzson, Carl Palmstierna, Jean-Marcel Nicolai and Mikael Pawlo are re-elected as board members. Claes Kalborg wishes to step down and has therefore asked not to be re-elected.

Adoption of an EMI Option Scheme and a Non-EMI Option Scheme

The Board are seeking approval to adopt (i) an EMI option scheme or other form of employee share incentive plan for eligible employees (the "**EMI Option Scheme**"); and (ii) another option scheme or other form or incentive arrangement for persons who are not eligible for the EMI Option Scheme (the "**Non-EMI Option Scheme**") both of which to be on terms which the Board considers market standard and appropriate for the requirements of the Company and participants in the schemes.

The Board wishes to adopt the EMI Option Plan in order to properly incentivise and reward its employees and to help recruit, retain and motivate them. The plan will also align the interests of employees with those of shareholders. New Ordinary Shares to be allotted and issued under any such plan will be subject to a maximum number of 2,500,000.

The Board undertakes that following the adoption of any such scheme, the existing EMI option plan (which has a headroom of 625,000 Ordinary Shares outstanding) shall no longer be used.

It is intended that the EMI Option Scheme shall be classified as an employee share scheme for the purposes of section 1166 of the CA 2006, as such separate shareholder authority to allot shares or grant rights under such scheme is not required.

The Board intends that the Non-EMI Option Scheme will be available to employees, consultants, agents and so on who are not eligible for the EMI Option Scheme and to any other persons, including Directors, to whom the Board consider it appropriate to grant options. The maximum number of new Ordinary Shares to be issued under such plan shall be limited to 2,500,000.

Shareholders should note that legally the Board does not require shareholder approval to adopt such a plan but considers it a matter of good corporate governance to nevertheless ask shareholders for approval.

Future share issue

The Board of Directors are seeking a mandate to have the right to allot relevant securities for cash or non-cash consideration to enable the Company to capture growth related sales and consolidation opportunities and to strengthen of the Company's balance sheet as part of a general growth strategy.

Dividends

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").

Notice of Annual General Meeting

FLEXION MOBILE PLC

Notice is hereby given that the 2021 annual general meeting ("**AGM**") of Flexion Mobile Plc ("**Company**") will be held at **Flexion Mobile Plc, Unit G5, Harbour Yard, Chelsea Harbour, London, SW10 0XD, UK** on **29th September 2021** at **2.00 pm**. You will be asked to consider and vote on the resolutions below. Of these the resolutions numbered 1 – 10 (inclusive) will be proposed as ordinary resolutions and the resolution numbered 11 will be proposed as a special resolution.

ORDINARY RESOLUTIONS

1. TO receive and adopt the Company's annual accounts for the financial year ended 31 March 2021, together with the Strategic Report, Reports of the Directors and Auditors thereon (the "Accounts");
2. TO re-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 Bergstresser as a Director;
4. TO re-elect Jens Lauritzson as a Director;
5. TO re-elect Per Lauritzson as a Director;
6. TO re-elect Carl Palmstierna as a Director;
7. TO re-elect Jean-Marcel Nicolai as a Director;
8. To re-elect Mikael Pawlo as a Director;
9. TO authorise the Directors to approve and adopt: (i) an EMI option scheme or other form of employee share scheme for eligible employees on terms which the Directors shall deem appropriate subject to the maximum number of new Ordinary Shares to be issued under such plan to be limited to 2,500,000 (the "**EMI Option Scheme**"); and (ii) another option scheme or other form or incentive arrangement for persons who are not eligible for the EMI Option Scheme on terms which the Directors shall deem appropriate subject to the maximum number of new Ordinary Shares to be issued under such plan to be limited to 2,500,000 (the "**Non-EMI Option Scheme**");
10. THAT, in accordance with section 551 of the Companies Act 2006 (the "**CA 2006**"), the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined below):
 - a. up to an aggregate nominal amount of GBP 5,000 in connection only with the grant of options under the Non-EMI Option Scheme; and
 - b. up to an aggregate nominal amount of GBP 24,000 provided that this authority shall be used for sales activities, corporate or business acquisitions, corporate or business investments, fundraisings, general corporate purposes or working capital purposes,

and unless previously renewed, varied or revoked by the Company, the authority granted in sub-paragraph a. above shall expire five years from the date of the passing of the resolution and the authority granted in sub-paragraph b. above shall expire on 30 September 2022 or, if earlier, the date of the next

annual general meeting of the Company save that in the case of both such authorities the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authorities conferred by this resolution have expired;

In Resolution 10, Relevant Securities means:

- shares in the Company, other than shares allotted pursuant to an employee share scheme (as defined in section 1166 of the CA 2006);
- a right to subscribe for shares in the Company where the grant of the right itself constitutes a Relevant Security; or
- a right to convert securities into shares in the Company where the grant of the right itself constitutes a Relevant Security; and
- any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined in section 1166 of the CA 2006). References to the allotment of Relevant Securities in this resolution include the grant of such rights.

SPECIAL RESOLUTION

11. THAT, if Resolution 11 above is passed, the Directors be authorised to allot equity securities (as defined in the CA 2006) for cash or payment in non-cash consideration under the authority given by Resolution 11 as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall:

- a. be limited to the allotment of equity securities up to an aggregate nominal amount of GBP 5,000 in connection only with the grant of options under the Non-EMI Option Scheme; and
- b. be limited to the allotment of equity securities up to an aggregate nominal amount of GBP 24,000,

and unless previously renewed, varied or revoked by the Company, the authority granted in sub-paragraph a. above shall expire five years from the date of the passing of the resolution and the authority granted in sub-paragraph b. above shall expire on 30 September 2022 or, if earlier, the date of the next annual general meeting of the Company, save that in the case of both such authorities the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the powers conferred by this resolution have expired.

By order of the Board

Carl Palmstierna
Chairman

3rd September 2021

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 must be entered in the share register maintained by Euroclear Sweden on 27 September 2021.

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 receive a proxy form by post. 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 have not received a proxy form by letter and believe that you should have one, or if you require additional forms, please contact Computershare UK ("Computershare") at the address in note 6 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 Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS99 6ZY, UK;
- shareholders can vote online by visiting the following website: www.eproxyappointment.com;
- received by Computershare no later than 2.00 p.m. on 27 September 2021; 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, together with a copy of the Company's annual report and accounts, can be found at:
www.flexionmobile.com/investor-relations/annual-general-meeting/

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

As at 6.00pm on 27 August 2021, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 49,924,672 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 27 August 2021 is 49,924,672.

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):

- ir@flexionmobile.com (Att: Niklas Koresaar)

You may not use any other 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 Investor Services PLC

Address: The Pavilions, Bridgewater Road, Bristol BS99 6ZY, UK

Phone: +44 370 707 1712

7. **Explanation of resolutions.**

There are twelve 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 2021. A copy of the annual report and accounts are available on the Company's website at www.flexionmobile.com/investor-relations/. If you require a hard copy of the annual report and accounts please contact Niklas Koresaar.

Re-appointment of the Auditor and Auditor's Remuneration (Resolution 2)

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

Re-election of Directors (Resolutions 3 to 8)

In accordance with the Company's articles of association, at each annual general meeting of the Company every Director must 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 www.flexionmobile.com/investor-relations/, and are set out below.

Approval of adoption of an EMI Option Scheme and a Non-EMI Option Scheme (Resolution 9)

Resolution 9 will authorise the Directors to adopt (i) an EMI option scheme or other form of employee share incentive plan (the "**EMI Option Scheme**"); and (ii) another option scheme or other form or incentive arrangement for persons who are not eligible for the EMI Option Scheme (the "**Non-EMI Option Scheme**") both of which to be on terms which the Board considers market standard and appropriate for the requirements of the Company and participants in the schemes.

The Board wishes to adopt the EMI Option Plan in order to properly incentivise and reward its employees and to help recruit, retain and motivate them. The plan will also align the interests of employees with those of shareholders. New Ordinary Shares to be allotted and issued under any such plan will be subject to a maximum number of 2,500,000.

The Board undertakes that following the adoption of any such scheme, the existing EMI option plan (which has a headroom of 625,000 Ordinary Shares outstanding) shall no longer be used.

It is intended that the EMI Option Scheme shall be classified as an employee share scheme for the purposes of section 1166 of the CA 2006, as such separate shareholder authority to allot shares or grant rights under such scheme is not required.

The Board intends that the Non-EMI Option Scheme will be available to employees, consultants, agents and so on who are not eligible for the EMI Option Scheme and to any other persons, including Directors, to whom the Board consider it appropriate to grant options. The maximum number of new Ordinary Shares to be issued under such plan shall be limited to 2,500,000.

Shareholders should note that legally the Board does not require shareholder approval to adopt such a plan but considers it a matter of good corporate governance to nevertheless ask shareholders for approval.

Providing Directors with authority to allot shares (Resolution 10)

Resolution 10 authorises the Directors to allot Relevant Securities in accordance with section 551 of the CA 2006.

If passed, Resolution 10 will authorise the Directors to allot Relevant Securities:

(i) up to an aggregate nominal amount of GBP 5,000 in connection only with the grant of options under the Non-EMI Option Scheme; and

(ii) up to a maximum nominal amount of GBP 24,000 which represents approximately 24% of the Company's issued ordinary shares as at 6.00pm on 27 August 2021 (being the latest practicable date before publication of this notice).

The authorities granted by Resolution 10 in respect of the Non-EMI Option Scheme only will expire five years from the passing of the resolution and otherwise on 30 September 2022 or, if earlier, on the conclusion of next year's annual general meeting.

The Directors may exercise their authorities under Resolution 10 for sales activities, corporate or business acquisitions, corporate or business investments, general corporate purposes or working capital purposes to enable the Company to capture growth opportunities available in the market.

Disapplying Pre-Emption Rights (Resolution 11)

Resolution 11 disappplies the pre-emption rights provided by section 561 of the Companies Act 2006 on the allotment of equity securities for cash.

If passed, Resolution 11 will disapply the pre-emption rights for the allotment authorised by Resolution 10 (when the Company allots shares for cash):

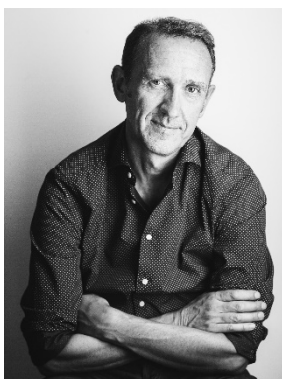
(i) up to a maximum nominal amount of GBP 5,000 in connection with the grant of options under the Non-EMI Option Scheme; and

(ii) up to a maximum nominal amount of GBP 24,000 which represents approximately 24% of the Company's issued ordinary shares as at 6.00pm on 27 August 2021 (being the latest practicable date before publication of this notice).

THE DIRECTORS OFFERING THEMSELVES FOR RE-ELECTION

1. Directors appointed during the year:

Jean-Marcel Nicolai



Other current assignments: Head of Games and COO at Atari Inc.

Previous experience: Chief Product & Experience Officer at Centric Digital, Senior Vice President of World-Wide Product and Technology at Disney Interactive Studios (Los-Angeles) and Chief Technical Officer and Chief Product Officer at Atari (New York).

Shareholding in the Company as of 27 August 2021: N/A.

Warrants in the Company as of 27 August 2021: 125,000 EMI share options.

Independent in relation to Flexion and Flexion's management: Yes.

Independent in relation to major shareholders: Yes.

Mikael Pawlo



Other current assignments: Member of the Board of Directors of Football Addicts AB, Forza Challenge AB, Forza Addicts Personal AB, Forza Addicts Personal 2 AB, WeMind AB, SMSgrupp i Stockholm Holding AB, SMSgrupp Africa AB, 6502 Processor AB, Sigmund 6581 AB, Nifty Moments AB, Bokio AB and Deco Djursholm AB.

Previous experience: CEO and co-founder of Red Flag; founding CEO and board member of Mr Green & Co, member of the Board of Directors of Djurgårdens Elitfotboll, X5 Music Group and Peerialism.

Shareholding in the Company as of 27 August 2021: 112,000 shares.

Warrants in the Company as of 27 August 2021: N/A.

Independent in relation to Flexion and Flexion's management: Yes.

Independent in relation to major shareholders: Yes.

2. Directors appointed at the previous AGM:

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 Palmstierna Invest AB, Palmstierna Holding AB, Palmeister & Partners AB and Freemelt AB. Member of the Board of Directors of Nenda AB, Flaivy AB, Envigas AB, ZipClick Solutions AB, Chinsay AB, S.P. BECPEL Stockholm AB, Viometrics AB, Viometrics Group AB, Zimpler AB.

Previous experience: Chairman of the Board of Directors and member of the Board of Directors of WeMind AB, SPWM Special Clients Services AB, Reflection Ltd, SPWM Special Clients AB, ReformTech Heating Holding AB, Panopticon Software AB, myFC Holding AB (publ), Valbay AB, Valbay International AB. Member of the Board of Directors of Magine Holding AB, Ankar Sweden AB, Bluefish Pharmaceuticals AB (publ), Byredo AB, Natural Fragrance of Sweden AB, Sunpocket AB, Elekta AB, Now Interact Nordic AB, Oculusai Incentive AB, Peepoople AB, Reforce International AB, Svenska allt för föräldrar AB, Universum Group AB, Valbay Förvaltning AB, B8 Sverige AB, OrganoWood AB and Yatrade AB.

Education: Master of Science in Business and Economics, Stockholm School of Economics.

Shareholding in the Company as of 27 August 2021: 3,355,280 shares through Palmstierna Invest AB and related entities.

Warrants in the Company as of 27 August 2021: N/A.

Independent in relation to Flexion and Flexion's management: Yes.

Independent in relation to major shareholders: No.

Christopher Bergstresser (Born 1968) - Director since 2018



Other current assignments: N/A

Previous experience: Group COO for Enad Global 7. Investment Director at Modern Times Group MTG AB. Partner of MTGx. President of the Board of Directors of Ludicrous – Zurich Games Festival. 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’s degree in Economics, San Francisco State University.

Shareholding in the Company as of 27 August 2021: N/A.

Warrants in the Company as of 27 August 2021: 125,000.

Independent in relation to Flexion and Flexion’s management: Yes.

Independent in relation to major shareholders: Yes.

Jens Lauritzson (Born 1970) – Director since 2001, currently CEO



Other current assignments: Director of Mobile Sensations Limited.

Previous experience: Sales Manager UK at Aspiro and Managing Director at Popwire Limited.

Education: Bachelor’s degree in Economics and Finance, University of Lund.

Shareholding in the Company as of 27 August 2021: 50% shareholding in 10,997,181 shares through the company Mobile Sensations Limited.

Warrants in the Company as of 27 August 2021: 74,000 EMI share options.

Independent in relation to Flexion and Flexion’s management: No.

Independent in relation to major shareholders: No.

Per Lauritzson (Born 1974) - Director since 2007, currently COO



Other current assignments: Director of Mobile Sensations Limited.

Previous experience: Member of the Board of Directors of Gamesmondo Limited. Business Developer at Polopoly AB and Project Manager at the Swedish Trade Council.

Education: Bachelor of Science, Royal Holloway, University of London and Master of Science, London School of Economics.

Shareholding in the Company as of 27 August 2021: 50% shareholding in 10,997,181 shares through the company Mobile Sensations Limited.

Warrants in the Company as of 27 August 2021: 61,750 EMI share options.

Independent in relation to Flexion and Flexion's management: No.

Independent in relation to major shareholders: No.