

Thunderful Group resolves on a directed share issue of SEK 50.0 million subject to approval of an extraordinary general meeting and extends the existing revolving credit facility

The Board of Directors of Thunderful Group AB ("Thunderful" or "the Company") has today resolved to carry out a recapitalisation of the Company to manage its financial commitments and enable continued development of Thunderful and its operations.

The recapitalisation follows discussions with the Company's major shareholders, existing lender Danske Bank, and external parties, resulting in the Company carrying out a directed share issue of approximately SEK 50.0 million (the "Directed Share Issue") with deviation from existing shareholders preferential rights. The Directed Share Issue will be subscribed by Atari SA ("Atari"), a gaming company with operational history since 1972. Following completion of the Directed Share Issue, Atari will become the new major shareholder of Thunderful with a shareholding of approximately 81.7 percent of the shares and votes. The Directed Share Issue is conditional upon approval from an extraordinary general meeting (the "EGM"). Two of the Company's largest shareholders, Owe Bergsten and Brjann Sigurgeirsson, together holding 29.9 percent of the shares and votes in Thunderful, have irrevocably agreed to vote in favor of the Directed Share Issue and all relevant resolutions at the EGM.

Furthermore, the Company has entered into an extension agreement (the "Extension Agreement") with its current lender, Danske Bank, related to the granted revolving credit facility of EUR 10.5 million with an initial maturity of December 31, 2025. The Extension Agreement is conditional on the Directed Share Issue being completed and results in the Company being granted to retain EUR 8.0 million of the revolving credit facility, which will thereafter be reduced by EUR 1.0 million on the last banking day of March and June 2026, respectively, and thereafter mature for repayment on September 30, 2026.

The proposal for the Directed Share Issue and the Extension Agreement follows an extensive strategic review of the Company's operations, finances, and future commitments. These financial measures, together with the previously announced operational restructuring, would enable the Company to continue to conduct its core business.

The Board has carefully evaluated alternative solutions, including a rights issue and sales of parts or all of Thunderful. The Board considers the presented proposal to be the only realistic alternative to ensure Thunderful's continuation under the prevailing circumstances. Should the EGM not vote in favour of the Directed Share Issue, the Company would likely need to initiate insolvency proceedings.

The proposed recapitalisation in brief

- A directed issue of 333,333,334 shares at a subscription price of SEK 0.15, corresponding to issue proceeds of approximately SEK 50.0 million, before deduction of costs attributable to the Directed Share Issue.
- If the Directed Share Issue is completed, the Company's current shareholders will have their shareholding diluted by approximately 82 percent.
- The decision is conditional upon approval by the EGM which is planned to be held on or about August 28, 2025. Notice to the EGM will be published today through a separate press release.
- Two of the Company's larger shareholders, Owe Bergsten and Brjann Sigurgeirsson, who together holding 29.9 percent of the shares and votes in Thunderful, have committed to vote in favor of the Directed Share Issue and all relevant resolutions at the EGM.
- The Company is expected to receive the proceeds from the Directed Share Issue within 5 days after the EGM.
- The Company has entered into the Extension Agreement with Danske Bank related to the granted revolving credit facility of EUR 10.5 million with initial maturity December 31, 2025. The Extension Agreement results in the Company being granted to retain EUR 8.0 million of the revolving credit facility, which will thereafter be reduced by EUR 1.0 million on the last banking day of March and June 2026, respectively, and finally matures on September 30, 2026.
- The Extension Agreement is conditional on the Directed Share Issue being completed and enters into force on the same day as the Company receives the proceeds from the Share Issue.

Background and rationale for the recapitalisation

The Company has in recent years had a high financial leverage and significant negative cash flow. Due to the high financial leverage and negative cash flow, the Company has carried out divestments of operations and extensive cost reductions. The latest restructuring, which included write-downs of up to SEK 240 million, was announced on November 14, 2024.

Today, in a separate press release, the Company announced that further restructuring of operations has been initiated. The restructuring includes, among other things, workforce reductions within game development studios and the publishing team to adapt operations to the existing launch plan, as well as workforce reductions within other group-wide services. The restructuring is expected to result in cost reductions of SEK 6-8 million with effect during the second half of 2025 and SEK 40-45 million for the full year 2026, which is collectively assessed to lead to an improved cash flow.

To strengthen the Company's financial position, the Board of Directors has today resolved to carry out a directed share issue raising approximately SEK 50.0 million before deduction of costs attributable to the Directed Share Issuer. After the completion of the Directed Share Issue, together with the Extension Agreement that the Company has entered into with Danske Bank regarding its revolving credit facility, the Board of Directors of Thunderful assesses that the Company will have a significantly improved liquidity position, which, in combination with the operational restructurings, will create opportunities for long-term value creation.

"Now that we have carefully and intensely exhausted all alternatives, this solution appears to be the best, and perhaps only realistic, option for the Company's continued existence. Through the directed share issue and the extension of our credit facility, we strengthen our financial position and create conditions for the Company's continued development and the creation of long-term shareholder value," says Patrick Svensk, Chairman of Thunderful.

Terms of the Directed Share Issue

Provided that the Directed Share Issue is carried out, the number of shares in Thunderful will increase by 333,333,334, from 74,532,894 to 407,866,228, and the share capital will increase from 745,328.94 SEK to 4,078,662.28 SEK. As a condition for the completion of the Directed Share Issue, it is therefore proposed that the EGM also resolves on an amendment to the Articles of Association, so that the number of shares and share capital do not exceed the current Articles of Association's range regarding shares and share capital.

The subscription price is SEK 0.15 per share, which means that Thunderful will receive gross proceeds of approximately SEK 50.0 million before deduction of cost attributable to the Directed Share Issue. The subscription price of SEK 0.15 per share is a result of extensive negotiations with various stakeholders and the conclusion that the Company today has limited equity value, given the Company's capital structure and operational results.

The Board of Directors has carefully evaluated the possibility of carrying out a preferential rights issue to cover the working capital need of at least SEK 50.0 million. In this evaluation, the Board of Directors has considered the conditions for achieving a fully subscribed rights issue of at least SEK 50.0 million, and after this evaluation, the Board of Directors, together with its financial and legal advisors, has concluded that such fully subscribed rights issue cannot be secured in the absence of subscription and guarantee commitments and that the risk of failure is too high, which would thus jeopardize the Company's going concern.

Subscription undertaking and voting undertakings

Atari, a gaming company with operational history since 1972, has, through an irrevocable subscription undertaking, committed to subscribe for the entire Directed Share Issue (the "**Subscription Undertaking**"), corresponding to 333,333,334 shares, and will thereby become the new majority owner with an ownership share of 81.7 percent of the outstanding capital and votes in the Company, provided that the EGM votes in favour of the Directed Share Issue and after the Directed Share Issue is completed. The Subscription Undertaking is not secured by bank guarantee, blocked funds, pledging, or similar arrangements.

The Company has received irrevocable voting commitments from two of the Company's major shareholders (the "**Voting Commitments**"), also board members, Owe Bergsten and Brjann Sigurgeirsson, who together hold 29.9 percent of the votes. The Voting Commitments mean that they have committed to vote in favour of the Directed Share Issue and all relevant resolutions at the EGM and also to undertake to work for the implementation of the Directed Share Issue.

Exemption from mandatory offer and free float

Atari, by fulfilling the Subscription Undertaking and within the framework of the Directed Share Issue, will become the holder of shares in the Company representing approximately 81.7 percent of the shares and votes in the Company, i.e., more than three tenths of the total voting rights for all shares in the Company. This would entail an obligation to make a mandatory offer in accordance with applicable takeover rules for certain trading platforms. On July 28, Atari was granted an exemption from the obligation to make such a mandatory offer from the Secretariat of the Swedish Securities Council. The Subscription Undertaking and Atari's final participation in the Directed Share Issue are thus conditional upon this exemption.

Extraordinary General Meeting

The Board of Director's decision on the Directed Share Issue is conditional on approval from the EGM which is planned to be held on August 28, 2025. The decision on the Directed Share Issue will be conditional on the EGM also resolving to amend the Articles of Association in accordance with the Board of Director's proposal to the EGM. Notice to the EGM will be published through a separate press release. Owe Bergsten and Brjann Sigurgeirsson, with a total shareholding corresponding to 29.9 percent of the votes and shares in the Company, have, through the Voting Commitments, committed to vote in favour of the approval of all the Board of Director's proposals at the EGM.

Extension Agreement with Danske Bank

The Company has entered into the Extension Agreement with Danske Bank related to the granted revolving credit facility of EUR 10.5 million with initial maturity December 31, 2025. The Extension Agreement means that the Company is granted to retain EUR 8.0 million of the revolving credit facility. The revolving credit facility will thereafter be reduced by EUR 1.0 million on the last banking day of March and June 2026, respectively, and thereafter matures fully on September 30, 2026. The Extension Agreement is conditional on the Share Issue being completed and enters into force on the same day as the Company receives the proceeds from the Share Issue.

Advisers

ABG Sundal Collier acts as financial advisor to the Company in connection with the Directed Share Issue and the Extension Agreement. Setterwalls Advokatbyrå AB is acting as legal advisor to the Company. Baker McKenzie is the legal advisor to Atari in relation to the Directed Share Issue.

For more information, please contact:

Patrick Svensk, Chairman of the Board, Thunderful Group, +46 708 66 07 30

About Thunderful Group

Thunderful Group is focused on publishing and developing high-quality digital games for PC and console platforms. Headquartered in Gothenburg, Sweden, Thunderful Group spans a significant part of the gaming industry value chain through its two main business segments: Publishing and Co-Development & Services. These segments work together to develop, market, and support a diverse portfolio of gaming experiences. Thunderful Group is listed on Nasdaq First North Premier Growth Market. The company's Certified Adviser is FNCA Sweden AB.

This information is information that Thunderful Group AB is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2025-07-29 08:00 CEST.

Attachments

[Thunderful Group resolves on a directed share issue of SEK 50.0 million subject to approval of an extraordinary general meeting and extends the existing revolving credit facility](#)