

Notice of Annual General Meeting in Thunderful Group AB (publ)

The shareholders in Thunderful Group AB (publ), company reg. no. 559230-0445, (the "Company" or "Thunderful"), is hereby invited to attend the Annual General Meeting to be held on Wednesday, 26 June 2024 at 2 p.m. at Setterwalls Law Firm in Gothenburg, Sankt Eriksgatan 5, 411 05 Gothenburg.

Right to participate and notice to the meeting

Shareholders who are recorded in the share register kept by Euroclear Sweden AB (The Swedish Central Securities Depository Euroclear Sweden AB) as of 17 June 2024 and who have notified the Company of their intention to attend so that the notification is received by the Company no later than 19 June 2024 are entitled to participate in the general meeting. The notification shall be sent to Thunderful Group AB (publ), "IR Annual General Meeting", Kvarnbergsgatan 2, 411 05 Gothenburg. The notification may also be submitted electronically and shall then be sent to: ir@thunderfulgroup.com.

Notice to attend shall state the full name, personal identification number or company registration number, shareholding, address, telephone number (daytime) and, where applicable, the number of assistants (maximum two).

Nominee-registered shares

To be entitled to participate in the Annual General Meeting, shareholders who have had their shares registered with a nominee must temporarily re-register the shares in their own name. Shareholders who wish to re-register their voting rights must notify its trustee well in advance before 19 June 2024. The re-registration must be effected with Euroclear Sweden AB on 19 June 2024.

Proxies etc.

If a shareholder is to participate by proxy, the proxy must bring a written and dated power of attorney signed by the shareholder to the meeting. The power of attorney may not be older than one year, unless a longer period of validity (but not more than five years) has been stated in the power of attorney. If the power of attorney is issued by a legal entity, the current certificate of registration or equivalent document for the legal entity must be attached to the form. To facilitate entry at the meeting, a copy of the power of attorney and other authorisation documents should be attached to the notification to the general meeting. Power of attorney forms are available on the Company's website www.thunderfulgroup.com and will be sent by post to shareholders who contact the Company and state their address.

About the meeting

The Board has appointed Patrick Svensk to open the meeting.

Proposed agenda

1. Opening of the meeting.
2. Election of Chairman at the meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Examination of whether the meeting has been duly convened.
7. Presentation of the annual financial report and the auditor's report, as well as the consolidated annual financial report and the consolidated auditor's report.
8. Resolution regarding the adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet, where applicable.
9. Resolution on the disposition of the Company's funds according to the adopted balance sheet.
10. Resolution on the discharge from liability for the members of the Board of Directors and the CEO.
11. Resolution regarding
 - a) The number of Board members,
 - b) The number of auditors and deputy auditors.
12. Determination of remuneration for the Board members and the auditor.
13. Election of:
 - a) Board members,
 - b) Chairman of the Board,
 - c) Auditor(s) and deputy auditors.
14. Resolution on the adoption of instructions for the Nomination Committee.
15. Resolution on the adoption of guidelines on remuneration to senior executives.
16. Resolution regarding authorisation for the Board of Directors to resolve on issue of shares, convertibles and warrants.
17. Resolution regarding implementation of a warrant-based incentive program 2024/2027 for employees.
18. Resolution regarding (i) implementation of an employee stock option program 2024/2027 for certain foreign key persons and (ii) directed issue of warrants for delivery of shares in employee stock option program 2024/2027.
19. Resolution regarding transfer of shares in AMO Toys AB, Bergsala Aktiebolag, Thunderful 1 AB and Thunderful Solutions AB pursuant to Chapter 16 of the Swedish Companies Act.
20. Closing of the meeting.

Proposed decision

The Nomination Committee has been appointed according to the procedure established by the Annual General Meeting on 17 May 2023 and has consisted of Anders Holmgren (appointed by Bergsala Holding AB), Brjann Sigurgeirsson (appointed by Brjann Sigurgeirsson AB), Anders Enochsson (appointed by Knutsson Holding AB) and Patrick Svensk, Chairman of the Board of Directors of the Company. Anders Holmgren has been appointed Chairman of the Nomination Committee.

Item 2: The Nomination Committee proposes to elect Patrick Svensk as Chairman of the Annual General Meeting 2024.

Item 9: The Board of Directors proposes that no dividends for the financial year 2023 shall be distributed to the shareholders and that SEK 1,705,827,822 at the disposal of the Annual General Meeting shall be carried forward to new accounts.

Item 10: The auditor supports that the meeting resolves to grant the members of the Board and the CEO discharge from liability for the financial year, or for the period during the financial year specified below. Discharge from liability is proposed to be made by separate, individual decisions for each Board member during the financial year and the CEO in the following order:

- i. Patrick Svensk (Board member from 17 May 2023 and Chairman from 17 May 2023)
- ii. Mats Lönnqvist (Board member and Chairman until 17 May 2023)
- iii. Owe Bergsten (Board member)
- iv. Tomas Franzén (Board member)
- v. Sara Bach (Board member from 17 May 2023)
- vi. Oscar Burman (Board member until 17 May 2023)
- vii. Cecilia Ogvall (Board member until 17 May 2023)
- viii. Anders Maiqvist (CEO until 28 August 2023)
- ix. Martin Walfisz (Board member from 17 May until 29 August 2023, CEO from 28 August 2023)

Item 11 (a)-(b): The Nomination Committee proposes that the Board of Directors shall consist of six ordinary members elected by the general meeting without deputies (a). It is proposed that the number of auditors be one and that no deputy auditor be appointed (b).

Item 12 (a)-(b): The Nomination Committee proposes that remuneration to the Chairman shall be paid with SEK 500,000 and to the other members of the Board of Directors with SEK 250,000 for the entire term of office. The Nomination Committee proposes that remuneration to the Chairman of the Audit Committee shall be paid with SEK 50,000 and to the other members of the Audit Committee with SEK 30,000. Regarding remuneration to the Chairman and members of the Remuneration Committee, the Nomination Committee proposes that remuneration to the Chairman shall be paid with SEK 40,000 and to the other members with SEK 20,000 (a).

Remuneration to the Company's auditor is proposed to be paid according to approved invoice (b).

Item 13 (a)-(c): The Nomination Committee proposes that the Board members Patrick Svensk, Owe Bergsten, Tomas Franzén and Sara Bach are re-elected as ordinary members and that Magdalena Rodell Andersson and Adolf Kristjansson are elected as new ordinary Board members (a).

Information on the Board members proposed to be re-elected and their respective independence in relation to the Company and the Company's major shareholders can be found on the Company's website (www.thunderfulgroup.com) and in the Company's annual report.

The Nomination Committee proposes re-election of Patrick Svensk as Chairman of the Board of Directors (b).

The Nomination Committee proposes re-election of the registered audit firm PwC AB with Nicklas Kullberg as auditor in charge until the Annual General Meeting 2025 (c).

Item 14: The current instruction for the Nomination Committee was adopted by the Extraordinary General Meeting on 2 September 2020 and re-adopted by the Annual General Meeting on 17 May 2023. The Nomination Committee proposes to amend this instruction regarding the assessment of the largest shareholders in the Company in terms of votes and the possibility of ownership groupings, in accordance with **appendix 14a**.

The Nomination Committee proposes that no remuneration shall be paid to the members of the Nomination Committee.

Item 15: The Board of Directors proposes that the Annual General Meeting adopts the following guidelines for remuneration and other terms of employment for the senior management of the Company and its subsidiaries (collectively, the "**Group**"), including the managing director/CEO, hereinafter collectively referred to as "**Senior Management**", which shall be valid until the Annual General Meeting in 2028 at the latest, unless otherwise resolved by the meeting before then.

These guidelines also cover any remuneration to Board members in addition to Board fees. These guidelines do not cover remuneration resolved by the general meeting, such as remuneration to Board members or share-based incentive programs.

These guidelines are only applicable to the Group's employees and not to the Group's consultants.

Scope

Thunderful Group is a group of companies active in the development and publishing of games as well as the distribution of Nintendo products, games, game accessories, toys and other products. The Group, in its current shape, was founded in 2019 following a restructuring of the Thunderful and Bergsala groups, each with their own long history, and engages more than 170 employees. As a unified group, the Group operates in all segments of the gaming industry. The Group has a strong Nordic market presence with a unique market legacy through its subsidiary Bergsala and its 40-year-old Nordic distribution contract with Nintendo.

The vision of Thunderful Group is *“to be a leader in a world where everyone can play”* and the mission is *“to provide creative entertainment products of the highest quality for people of all ages”*.

More information regarding Thunderful’s vision and business plan can be found in Thunderful’s financial reports at www.thunderfulgroup.com.

In order for Thunderful to be able to execute the Company’s vision and business plan and care for the Company’s long-term interests, including sustainability, it is necessary that Thunderful can recruit and retain qualified employees. In order to achieve this, Thunderful is required to be able to offer competitive remuneration solutions, which is facilitated by these guidelines.

Main principles

The main principle is that remuneration and other employment conditions for members of the Senior Management shall be based on market terms and be competitive in order to ensure that the Group can attract and retain competent members of the Senior Management at a reasonable cost for the Group.

The total remuneration for the Senior Management may consist of fixed salary, variable remuneration, pension, and other benefits. In order to avoid that the Senior Management is encouraged to take unreasonable risks, there shall be a fundamental balance between any fixed and variable remuneration. The fixed salary shall thus be large enough in relation to the total remuneration paid to the member of the Senior Management in order to render it possible to reduce the variable remuneration to zero. The variable remuneration to a member of the Senior Management whose function or total remuneration level implies that he or she can have a material effect on the Group’s risk profile, may not be greater than the fixed salary. Variable remuneration is to be linked to predetermined and measurable performance criteria, formulated with the objective to promote the Group’s long-term value creation.

Remuneration shall not discriminate on grounds of gender, ethnic background, national origin, age, disability or other irrelevant factors.

Regarding employments that are regulated by laws and regulations other than Swedish, necessary adjustments may be adopted regarding pension benefits and other benefits in order to follow such imperative regulations or fixed local customs, whereas these guide-lines overall purpose shall be applied as far as possible.

Fixed salary

Members of the Senior Management employed by the Group shall be offered a market level fixed salary on market terms, based on the work instructions, degree of difficulty of the work performed as well as responsibilities, experience, competence and performances. Salary shall be determined per calendar year with an annual salary revision.

Members of the Senior Management active in the Group on a consultancy basis are paid a market level consultancy fee based on responsibilities and performances for time spent.

Variable remuneration

Certain members of Senior Management may, from time to time, be offered a variable remuneration. For the Group's managing director, such remuneration may not supersede a sum corresponding to 50 percent of the annually fixed salary. For other members of Senior Management, such remuneration may not supersede 40 percent of the annually fixed salary. The criteria for variable remuneration shall be determined annually by the remuneration committee. The variable remuneration shall be primarily based on the development of the Group and shall relate to the fulfilment of different performance targets or the achievement of certain financial targets. The performance targets shall be related to growth, operating profit in relation to turnover and shall aim to promote the Group's business strategy and long-term interests.

Any variable remuneration and criteria for such variable remuneration shall be determined for each financial year. At the end of the measurement period for the fulfilment of the criteria for payment of variable remuneration, the extent to which the criteria have been fulfilled shall be assessed and determined. During the annual evaluation, the remuneration committee, or where applicable the board of directors, may adjust the targets and/or remuneration for both positive and negative extraordinary events, reorganizations, and structural changes.

Additional variable remuneration can be provided due to extraordinary circumstances, provided that such extraordinary arrangements are solely made on an individual level in order to either recruit or retain members of the Senior Management, or as remuneration for an extraordinary work performance beyond the persons ordinary work tasks. Such remuneration may not supersede a sum corresponding to 30 percent of the annually fixed salary and may not be provided more than once a year per person. Resolutions regarding such remuneration shall be made by the board of directors, after preparations of the remuneration committee.

Share related incentive programs

Certain members of the Senior Management participate in share related incentive programs in Thunderful. The programs are described in the annual report.

The remuneration committee and the board of directors shall annually evaluate whether to propose additional share related incentive programs.

The board of directors shall each year consider whether the annual general meeting is to be proposed to adopt a share related incentive program. Proposed incentive programs shall contribute to a long-term value growth. As share related incentive programs are resolved by the general meeting, these guidelines for remuneration does not apply to such programs.

It shall be possible to offer members of the Senior Management corresponding incentives as should have been offered pursuant to a share based incentive program, should it show to be practically impossible to effectuate such program in the tax domicile of a member of the Senior Management, or if Thunderful assesses that such participation cannot take place at reasonable administrative costs or financial contributions. The cost and the investment for Thunderful as well as the incentive and financial outcome for the Senior Management member in question shall under those circumstances essentially correspond to the share related incentive program.

Pension

Members of the Senior Management employed by the Group are entitled pension in accordance with the Group's Pension Policy, which is in line with the ITP pension scheme. Members of the Senior Management shall, unless otherwise specifically agreed upon, be offered pension terms which are in accordance with the market in the country where the members of the Senior Management are habitually resident. Variable remuneration shall, as a main rule, not be considered pensionable income.

Other benefits

Other benefits such as a company car, additional health insurance and medical benefits shall be limited in value in relation to other remuneration, at the most 30 percent of the fixed salary, and shall be paid only in so far as it is considered to be in accordance with the market for other members of senior managements holding corresponding positions on the employment market where the member in question is operating.

Termination and severance payment

The managing director and one other member of the Senior Management have a mutual notice period of six (6) months.

Redundancy pay, in addition to salary during the period of termination notice, shall be possible but shall, together with fixed salary during the period of termination notice, amount to a maximum of 18 months' salary. Persons who are resident outside Sweden may be offered notice periods and redundancy pay that are competitive in the country where the persons are or have been resident or to which they have a significant connection, preferably solutions corresponding to what applies to senior executives' resident in Sweden.

Preparations and decision-making of the board of directors

The remuneration committee proposes, and the board of directors resolves, on remuneration and other employment terms for the managing director. The remuneration committee and the managing director together propose, and the board of directors resolves, on remuneration and other employment terms for other members of Senior Management according to the above.

The Group's auditor shall annually review the implementation of these guidelines under applicable rules. The auditor's report shall be submitted to the board of directors and presented at the annual general meeting of the Company as and when required by law or listing agreements.

Remuneration to members of the board of directors

If a board member that is elected by the shareholders' meeting is performing work for Thunderful that stretches beyond the tasks of the board of directors, it shall be possible to pay such member of the board of directors for such work through consulting fees to the board member or to a by the board member controlled company provided that the performed work contributes to the implementation of Thunderful's business strategy as well as the procurement of the long-term interest of Thunderful, including its sustainability. Such remuneration shall be market based and shall be approved by the board of directors.

Salary and terms of employment for employees

When preparing of the board of directors proposal for these remuneration guidelines, factors such as salary and terms of employment for the Group's employees have been taken into account through the review of information regarding the employees total remuneration, the remuneration components as well as the remuneration increase and pace of increase over time, which have all constituted part of the board of directors' basis for resolution when evaluating the reasonability and the limitations of the guidelines.

Deviations from the guidelines for remuneration

The board of directors shall be entitled to deviate from these guidelines in individual cases if there are special reasons for doing so and if it is necessary in order to facilitate the long-term interests of the Group, including sustainability.

Information in regard to previously decided remuneration

On June 10, 2019, new regulations regarding the content of the remuneration guidelines were adopted in the Swedish Companies Act (*Sw. Aktiebolagslagen*). According to the transitional regulations to the new rules it is required that the proposal for remuneration guidelines contain information about previously decided remuneration that is not yet due for payment. Except for recurring commitments, such as salary, pensions and other benefits, there are no remuneration commitments in relation to members of the Senior Management that have not become due.

Item 16: The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, up until the next Annual General Meeting, on one or more occasions, resolve on new issue of shares, warrants and/or convertibles.

Such issuing may take place with or without deviation from the shareholders' preferential rights and with or without a provision on non-cash payment, set-off or other conditions.

The purpose of the authorization and the reason for deviation from the shareholders' preferential rights and/or possibility to decide on issuing with a provision on non-cash payment, set-off or other conditions, is to give the Board of Directors flexibility in its work with financing and enabling accelerated expansion and development of the group, its market and products, for example through acquisitions of companies, businesses or assets where payment is to be made in whole or in part with newly issued shares and/or enable the Board of Directors to quickly raise capital for such acquisitions.

The number of shares issued with support from the authorization or that may be issued through the exercise of warrants and conversion of convertibles issued based on the authorization, may not exceed 7,029,059 shares, corresponding to a dilution of approximately 10 percent of all outstanding shares at the time of this notice and the same dilution effect on the key figures for the share, reported by the Company.

To the extent that a new issue takes place with a deviation from the shareholders' preferential rights, such new issue shall take place on market terms. The Board of Directors has the right to determine other terms for the issues.

Item 17: The Board of Directors proposes that the Annual General Meeting resolves to implement a warrant-based incentive program 2024/2027 for employees.

The Board of Directors in Thunderful Group AB proposes that the annual shareholders' meeting resolves to implement an incentive program based on warrants for the Company group's employees through a directed issue of not more than 3,644,232 warrants (Sw. teckningsoptioner) and to approve that such warrants are transferred from the Company on the following terms and conditions:

1. With deviation from the shareholders' preferential rights, the warrants may only be subscribed for by the Company.
2. The reason for the deviation from the shareholders' preferential rights and the purpose of the incentive program 2024/2027 is to establish a warrant-based incentive program in order to keep and motivate the employees. An increased ownership commitment from the employees is expected to stimulate the interest for the business and the result of the Company, as well as increase motivation and a sense of togetherness with the Company. Based on this, it is the Board of Director's assessment that the proposal will have a positive effect on the Company's continued development to the benefit of the Company and its shareholders. The Board of Directors assesses that a three-year incentive program is appropriate considering the Company's projected development and results during the coming three-year period.
3. Subscription shall be made on a separate subscription list no later than 3 July 2024. The Board of Directors is authorized to extend the time period.
4. The warrants will be issued without consideration. The reason for the issue of warrants to the Company without consideration is that the warrants shall be used for the implementation of incentive program 2024/2027 as stated above.
5. The Company shall have the right and obligation to transfer the warrants at one or several occasions and in accordance with instructions given by the shareholders' meeting, to certain employees in the Company or the Company's group, whereby
 - a. the Company's CEO shall not be offered more than 2,108,718 warrants,

- b. other persons in the Executive Management Team shall not be offered more than 1,757,265 warrants in total and 702,906 warrants each, and
- c. other key persons shall not be offered more than 481,155 warrants in total and 104,599 warrants each.

Acquisition of warrants shall require that the employee at the time of offer and the time of transfer is permanently employed and has not given notice or been given notice to terminate the employment and enters into an agreement with the Company that inter alia gives the Company (or a party designated by the Company) the right (but not obligation) to acquire all or some of the employee's warrants in case of termination of employment. The agreement also contains provisions about vesting of the warrants and a right of first refusal clause.

- 6. Transfer to participants of the incentive program 2024/2027 shall be made at the latest on 25 July 2024 and against payment in cash corresponding to the warrants' fair market value at the time of the transfer, calculated through an independent valuation based on the Black & Scholes model.

To finance the participants' acquisition of warrants, bonus payments will be issued that after tax correspond to each respective participants' costs to acquire warrants. Such bonus payment shall however not exceed the highest amount allowed by the Company's guidelines for remuneration to senior management.

- 7. Any warrants that are not acquired by participants in accordance with item 6 above, shall be possible for the Company to offer and transfer to participants employed in the Company after 25 July 2024. However, transfer may not take place after 31 December 2024. In the event of such transfer, the transfer shall still be made against cash compensation corresponding to the market value of the warrants at the time of the transfer and that the limitation set out in item 5 are taken into consideration. Transfer of warrants pursuant to this item shall only be permitted as long as the costs and the administrative efforts for such transfer does not materially exceed the costs and administrative efforts for incentive program 2024/2027 in general.
- 8. The warrants and the right to subscribe for new shares are subject to the terms and conditions for warrant 2024/2027 I set out in **schedule 17B** (the "**warrant terms and conditions**"). The warrant terms and conditions inter alia stipulate:
 - a. that each warrant entitles the holder to subscribe for one new share in the Company against cash payment at a subscription price that amounts to 150 percent of the volume-weighted average price during the five (5) following bank days after 26 June 2024 (but not lower than the quotient value of the shares);
 - b. that the subscription price and the number of shares that each warrant confers right to subscribe for can become subject to adjustment as provided for in Section 8 of the warrant terms and conditions;
 - c. that the warrants may be exercised during the period from 1 June 2027 until and including 15 July 2027;
 - d. that the period for exercising the warrants can be brought forward or be postponed as provided for in Section 8 of the warrant terms and conditions; and
 - e. that the shares issued upon exercise of the warrants confer right to dividends as provided for in Section 7 of the warrant terms and conditions.

9. If all warrants are exercised for subscription of new shares, the Company's share capital will be increased by SEK 38,396.23.
10. If the subscription price exceeds the quotient value of the previous shares, the exceeding amount shall be attributed to the free share premium fund (Sw. fria överkursfonden).
11. The Board of Directors or the person appointed by the Board of Directors is authorised to make such minor formal adjustments to the issue resolution, which may be required for registration with the Swedish Companies Registration Office.

Dilution and costs

The Company resolved at the Annual General Meeting on 27 April 2022 to implement an incentive program 2022/2025 for certain key persons. Through the incentive program, a total of 270,000 warrants have been subscribed for and issued, which entitles to subscription of 270,000 shares, corresponding to a total dilution effect of a maximum of circa 0.38 percent of the share capital and circa 0.38 percent of the outstanding votes. Subscription of shares may be made during the period 19 May 2025 up to and including 30 June 2025. If all warrants are exercised the Company's share capital will be increased by SEK 2,700. The Company or someone designated by the Company has the right to acquire the warrants in the event that the employment or board assignment terminates before the exercise of the warrants.

The Company resolved at the Annual General Meeting on 17 May 2023 to implement two incentive programs, one warrant-based incentive program 2023/2026 I for certain key persons and one employee stock option-based incentive program II whereby warrants were issued to enable delivery of shares upon exercise of employee stock options. Through the incentive programs, a total of 940,000 warrants have been subscribed for and issued, which entitles to subscription of 940,000 shares. 80,000 of these warrants have been cancelled, meaning that 860,000 warrants remain corresponding to a total dilution effect of a maximum of circa 1.22 percent of the share capital and circa 1.22 percent of the outstanding votes. Subscription of shares may be made during the period 19 May 2026 up to and including 30 June 2026. If all warrants are exercised the Company's share capital will be increased by SEK 8,600. The Company or someone designated by the Company has the right to acquire the warrants in the event that the employment or board assignment terminates before the exercise of the warrants.

The incentive program 2024/2027 may cause a dilution of approximately 5.18 percent of the Company's current share capital and votes (and approximately 11.10 percent of the Company's share capital and of the votes in the Company, after full dilution, calculated on the total number of shares that will be added upon full utilization of the warrants in the scope of incentive programs 2022/2025, 2023/2026 I, 2023/2026 II as well as proposed employee stock option program 2024/2027 in accordance with section 18 on the agenda), calculated on the number of shares that will be added upon full exercise of the incentive program in relation to the number of existing shares, with a corresponding dilution effect on the key figure earnings per share.

According to the assessment of the Board of Directors, the proposed issue will only cause limited costs for legal advice and valuation in connection with the implementation of the program. As bonus payments will be issued by the Company to enable employees' acquisition of warrants, the Board of Directors assesses that some salary costs and social security contributions will arise for the Company as a result of the incentive program 2024/2027. The total amount of these costs will

depend on inter alia the valuation of the market value of the options (which will be determined when the subscription price has been determined) and how many warrants each participant acquires. If a total amount of 3,644,232 warrants are acquired, based on the simplified assumptions that the warrant premium for a warrant is SEK 0.25, employers' contributions on the bonus payment amount to 31.42 percent of the remuneration and the income tax on the bonus payment is 50 percent of the remuneration, the Company's costs for the bonus payments are calculated to amount to approximately SEK 1,560,000.

The preparation of the proposal

This proposal has been prepared by the Board of Directors in consultation with an external advisor.

Item 18: The Board of Directors proposes that the Annual General Meeting resolves (i) to implement an employee stock option program 2024/2027 for certain foreign key persons and (ii) issue a directed issue of warrants for delivery of shares in employee stock option program 2024/2027.

The Board of Directors proposes that the Annual General Meeting resolves to (i) implement an employee stock option program 2024/2027 for certain foreign key persons in the Company and/or subsidiaries of the company ("**Employee stock option program**"), and (ii) in order to ensure the Company's commitments to the Employee stock option program, to issue not more than 3,033,372 warrants with the right to subscribe for new shares in the Company and to approve the transfer of such warrants on the following terms and conditions:

(i) Implementation of the Employee stock option program

The purpose of implementing the Employee stock option program is to enable the Company to recruit, retain and motivate engaged employees. The Board of Directors assesses that it is desirable for employees to have a clear/increased ownership involvement, corresponding to that of the shareholders. Such ownership involvement is expected to stimulate increased interest in the activities and future outcome, increase the motivation and increase the sense of affinity with the Company. Considering this, it is the Board of Directors assessment that the proposal is expected to have a positive impact on the Company's continued progress and therefore be positive for the Company and its shareholders.

1. The program shall include a maximum 3,033,372 employee stock options.
2. The employee stock options shall, at one or more occasions, no later than 10 July 2024 be offered free of charge to senior executives and key persons abroad, whereby
 - a. persons in the Executive Management Team shall not be offered more than 1,757,265 options in total and 702,906 options each, and
 - b. other key persons shall not be offered more than 1,276,107 options in total and 209,198 options each.
3. An offer of employee stock options shall require that the employee at the time of offering as well as at the time of allotment is employed permanently and has not given notice of dismissal or been dismissed.
4. Notification from employee, whom has been offered options, of participation in the Employee stock option program shall have been given no later to the Company than two weeks after the time of offer. The Board of Directors may prolong this timeframe.
5. Allotment shall be made no later than 25 July 2024.

6. Allotment of Employee stock option shall require that the participant is, at the time of allotment, employed permanently in the Company or its subsidiaries and has not given notice of dismissal or been dismissed and also at the same time as the transfer enters into agreement with the Company which, on terms provided by the Company, among other things, gives the Company right (but no obligation) to declare all or some of the employee's stock option invalid in the event that the employee's employment ceases. The Employee stock options shall vest with one third (1/3) each year during the term.
7. Each employee stock option entitles the holder to, during the period between 1 June 2027 until (and including) 15 July 2027, acquire one new share in the Company in exchange for cash payment in accordance to an exercise price of 150 percent of the volume-weighted average price paid for the Company's share on First North during the five (5) business days following 26 June 2024 (however, not less than the quotient value of the share). The subscription period of vested employee stock option may be brought forward or be postponed and the exercise price as well as the number of shares each Employee stock option is entitled to acquire may be subject to change in accordance to what follows of corresponding application of the provisions laid down in section 8 in the warrant terms (defined below).
8. The employee stock options do not constitute securities and shall not be able to be transferred or pledged.

(ii) Issue of warrants and approval of transfer of such warrants

In order to enable the Company's delivery of shares in accordance with the Employee stock option program, the Board of Directors proposes that the annual general meeting resolves on a directed issue of warrants and approves of transfer of such warrants. The Board of Directors therefore proposes to issue no more than 3,033,372 warrants on the following terms:

1. With deviation from the shareholders' preferential rights, the warrants may only be subscribed for by the Company.
2. The reasons for the deviation from the shareholders' preferential rights are that the warrants are to be used for implementation of the Employee stock option program. That the Employee stock option program will have positive effects for the future developments of the Company and therefore be of value to the Company and its shareholders has been elaborated under (i) above.
3. Subscription shall be made on a separate subscription list no later than 3 July 2024.
4. The warrants shall be issued free of charge.
5. The reason for the warrants being issued free of charge is because they are going to be used for the implementation of the Employee stock option program.
6. The Company shall have the right and the obligation to, on one or more occasions, transfer warrants free of charge to participants of the Employee stock option program in connection when an employee stock option is used to acquire a share in the Company (or in other ways dispose of the warrants in order to ensure the Company's commitments under the Employee stock option program).
7. For the warrants and the utilization of the option right terms apply as shown by attached terms and conditions for warrants 2024/2027 II, **Appendix 18B**, (the "**Warrant terms and conditions**"). The Warrant terms inter alia stipulate:

- a. that each warrant entitles the holder to subscribe for one new share in the Company against cash payment at a subscription price that amounts to 150 percent of the volume-weighted average price during the five (5) following bank days after 26 June 2024 (but not lower than the quotient value of the shares);
 - b. that the subscription price and the number of shares that each warrants entitles to subscribe for could be subject to recalculation in accordance with the provisions of Clause 8 of the Warrant terms and conditions;
 - c. that the warrants may be exercised during the period from 1 June 2027 until (and including) 15 July 2027;
 - d. that the exercise period may be brought forward or be postponed in accordance with the provisions of Clause 8 of the Warrant Terms; and
 - e. that the shares issued pursuant to the exercise of warrants confers to right to dividends in accordance with the provisions of Clause 7 of the Warrant Terms.
8. If all warrants are exercised for subscription of new shares, the Company's share capital will be increased by SEK 30,333.72.
 9. If the subscription price exceeds the quotient value of the previous shares, the exceeding amount shall be attributed to the free share premium fund (Sw. fria överkursfonden).
 10. The Board of Directors or the person appointed by the Board of Directors is authorised to make such minor formal adjustments to the issue resolution, which may be required for registration with the Swedish Companies Registration Office.

Dilution and costs etc.

The Company resolved at the Annual General Meeting on 27 April 2022 to implement an incentive program 2022/2025 for certain key persons. Through the incentive program, a total of 270,000 warrants have been subscribed for and issued, which entitles to subscription of 270,000 shares, corresponding to a total dilution effect of a maximum of circa 0.38 percent of the share capital and, per the day of notice of Annual General Meeting, circa 0.38 percent of the outstanding votes. Subscription of shares may be made during the period 19 May 2025 up to and including 30 June 2025. If all warrants are exercised the Company's share capital will be increased by SEK 2,700. The Company or someone designated by the Company has the right to acquire the warrants in the event that the employment or board assignment terminates before the exercise of the warrants.

The Company resolved at the Annual General Meeting on 17 May 2023 to implement two incentive programs, one warrant-based incentive program 2023/2026 I for certain key persons and one employee stock option-based incentive program II whereby warrants were issued to enable delivery of shares upon exercise of employee stock options. Through the incentive programs, a total of 940,000 warrants have been subscribed for and issued, which entitles to subscription of 940,000 shares. 80,000 of these warrants have been cancelled, meaning that 860,000 warrants remain corresponding to a total dilution effect of a maximum of circa 1.22 percent of the share capital and circa 1.22 percent of the outstanding votes. Subscription of shares may be made during the period 19 May 2026 up to and including 30 June 2026. If all warrants are exercised the Company's share capital will be increased by SEK 8,600. The Company or someone designated by the Company has the right to acquire the warrants in the event that the employment or board assignment terminates before the exercise of the warrants.

The employee stock option program 2024/2027 may cause a dilution of approximately 4.32 percent of the Company's current share capital and votes (and approximately 11.10 percent of the Company's share capital and of the votes in the Company per the day for the notice to the annual general meeting, after full dilution, calculated on the total number of shares that will be added upon full utilization of the warrants in the scope of incentive programs 2022/2025, 2023/2026 I, 2023/2026 II as well as proposed incentive program 2024/2027 in accordance with section 17 on the agenda), calculated on the number of shares that will be added upon full exercise of the incentive program in relation to the number of existing shares, with a corresponding dilution effect on the key figure earnings per share.

The Employee stock option program may incur some costs. Based on the assumption that 100 percent of the employee stock options included in the Program will be vested, it is calculated that accounting-based personnel costs in accordance with IFRS 2 will amount to approximately SEK 758,000 between 2024 and 2027 based on the real value of the options when the Employee stock option program starts. The employee options have no market value as they cannot be transferred. The Board of Directors has, however, calculated a theoretical value of the options through the so called Black & Scholes model. The calculations have been based on an assumed share price of SEK 2, an assumed volatility of 34 percent, a risk-free interest rate of 3 percent and a term of 3 years. According to this valuation, the value of the options is approximately SEK 0.25 per option. Actual costs according to IFRS 2 will depend on how many options are earned. When exercising vested options, the Program will entail costs in the form of social insurance contributions. The size of the fee may vary between different countries. Total costs for social security contributions during the duration of the Program depend on how many options are earned and on the value of the options when exercised. On the assumption that 100 percent of the options included in the Program will be earned, an assumed subscription price of SEK 3 and an assumed share price of SEK 6 when the options are exercised, the costs for the social security contributions amount to approximately SEK 1,380,000.

The preparation of the proposal

This proposal has been prepared by the Board of Directors in consultation with an external advisor.

Item 19: The Board of Directors proposes that the Annual General Meeting resolves to approve the transfer of the shares in AMO Toys AB, Bergsala Aktiebolag, Thunderful 1 AB and Thunderful Solutions AB.

The Board of Directors proposes that the general meeting of Thunderful Group AB (publ) (the "**Company**" or "**Thunderful**") resolves to approve the transfer of the remaining distribution operations through the sale of shares in AMO Toys AB, Bergsala Aktiebolag, Thunderful 1 AB and Thunderful Solutions AB, together (the "**Subsidiaries**"), to Bergsala NDP AB, reg. no. 559473-1068 (the "**Purchaser**"), a newly established Swedish company which is wholly owned by Thunderful's largest shareholder and Board member Owe Bergsten, (the "**Transaction**").

The rationale behind the Board's proposal to transfer the shares in the Subsidiaries to the Purchaser is that the Company has evaluated a potential divestment of the Subsidiaries in order to reduce the debt burden of the group and to obtain the necessary liquidity to continue to implement a long-term strategy in the gaming segment. Accordingly, the Board of Directors has resolved to propose the divestment of the remaining part of the distribution business. The Board believes that the Transaction

is in the best interests of the shareholders and the employees and will enable the Company to focus on creating value in the medium to long term. The terms with the Purchaser are deemed to represent the best alternative for Thunderful and its shareholders.

The Transaction is structured as a share sale where Thunderful will divest the share capital in Amo Toys AB together with its subsidiary, Bergsala Aktiebolag together with its subsidiaries, Thunderful Solutions AB and Thunderful 1 AB. The agreed preliminary purchase price amounts to approximately SEK 634 million, of which SEK 595 million will be paid in cash at closing and the remaining SEK 39 million will be paid in cash on 30 June 2025. The preliminary purchase price will be subject to post-closing adjustments measuring, at closing, the excess or shortfall of working capital compared to the agreed normalized level of working capital of SEK 455 million. After purchase price adjustments related to core working capital and transaction costs, the expected net proceeds including the deferred payment are estimated to amount to approximately SEK 610 million.

In order to ensure that Thunderful can conduct its business without interruption following the Transaction, the distribution company Thunderful Solutions AB has agreed to provide Thunderful with certain services during a transitional period.

Owe Bergsten will, through Bergsala Holding AB, enter into a customary lock-up undertaking restricting the ability to make certain disposals in respect of Bergsala Holding AB's shares in Thunderful for a period of 360 days from completion of the Transaction.

Further, the transfer means that certain costs related to a few employees covered by the transfer will be borne by Thunderful for a limited period of time.

The completion of the Transaction is conditioned upon the following:

- The shareholders in Thunderful approves the Transaction at a general meeting with at least nine-tenths of both the registered votes and the shares represented at the relevant meeting.
- The Subsidiaries receiving necessary waivers from certain partners.
- The Purchaser receiving necessary financing for payment of the agreed purchase price.
- Thunderful obtaining the unutilized overdraft facility of EUR 10.5 million from Danske Bank.
- Other customary terms and conditions for this type of transaction.

The Transaction is carried out on terms, including the amount of the purchase price, which the Board considers to be on market terms.

Owe Bergsten is a member of the Board of Directors of Thunderful and thus belongs to the group of persons covered by Chapter 16 of the Swedish Companies Act, the so-called Leo Act. The general meeting's resolution to approve the transfer in accordance with the Board of Directors' proposal is therefore a prerequisite for the completion of the transfer.

Other information

Number of shares and votes

At the time of issuing this notice, the total number of shares in the Company amounts to 70,290,597.

Majority requirements

A valid resolution under item 16 requires that the proposal is supported by shareholders with at least two thirds of both the votes cast and the shares represented at the Annual General Meeting. A valid resolution under item 17 and 18 requires that the proposal is supported by shareholders with at least nine tenth of both the votes cast and the shares represented at the Annual General Meeting. A valid resolution under item 19 requires that the proposal is supported by shareholders with at least nine tenth of both the votes cast and the shares represented at the Annual General Meeting.

Meeting documents

The annual report and the auditor's report as well as the consolidated financial statements and the auditor's report on the consolidated financial statements for the financial year 2023 and the Board of Directors' complete proposals together with related documents will be available on the Company's website, www.thunderfulgroup.com, no later than three weeks before the meeting.

All of the documents above will be sent free of charge to the shareholders who request them from the Company and state their address and will be available on the website.

Right of question

Shareholders are informed of their right pursuant to Chapter 7, Section 32 of the Swedish Companies Act (2005: 551) to request information from the Board of Directors and the CEO at the Annual General Meeting regarding circumstances that may affect the assessment of an item on the agenda and circumstances that may affect the Company's and the Group's financial situation.

Processing of personal data

For information on how your personal data is processed, please see: <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

Gothenburg in May 2024

The Board of Directors of Thunderful Group AB (publ)

For more information, please contact:

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About Thunderful Group

Thunderful Group is a group of companies that develops, publishes and invests in games, while also distributing Nintendo products, games, game accessories and toys. It is headquartered in Gothenburg, Sweden, with offices in the United Kingdom, Spain, Germany, Denmark, Finland and Norway. The Group's overall goal is to provide high-quality entertainment products for people of all ages. Thunderful Group is listed on Nasdaq First North Premier. FNCA Sweden AB is appointed Certified Adviser.

Attachments

[Notice of Annual General Meeting in Thunderful Group AB \(publ\)](#)