



PRESS RELEASE

Stockholm, June 27, 2019

Toadman Interactive completes the acquisition of Petrol Advertising

Toadman Interactive AB (publ) ("Toadman" or the "Company") has today completed the acquisition of 100 percent of the shares in PETROL Advertising, Inc. ("PETROL"), which was announced through a press release on June 4, 2019, for a baseline consideration of USD 18.0 million on a cash and debt free basis (the "Merger"). The merger consideration is comprised partly of an issue of shares in Toadman of 4,647,435 shares to the shareholders of PETROL, based upon USD 7.25 million, equivalent of SEK 67.3 million¹, of Toadman shares (as calculated below) (the "Consideration Shares"), and partly of a cash payment of USD 10.75 million, equivalent of SEK 99.8 million¹, as adjusted for changes in the net working capital of PETROL (the "Cash Consideration"). Following the Merger and the issuance of shares in Toadman, the sellers of PETROL, Alan J. Hunter (through the Hunter Trust) and Benjamin A. Granados (through the Granados Family Trust) hold approximately 16.8 percent and 4.7 percent, respectively, of the outstanding shares and votes in Toadman.

The completion of the Merger was conditional upon the Extraordinary General Meeting in Toadman resolving to authorize the board of directors of Toadman to issue the Consideration Shares in conjunction with the Merger. The Extraordinary General Meeting of Toadman held on June 24, 2019 resolved to authorize the board of directors of Toadman to issue the Consideration Shares. The board of directors has today also, pursuant to the authorization granted, resolved to issue 4,647,435 shares as part of the Consideration Shares which was necessary to complete the Merger. All other conditions precedent for the completion of the Merger have now been fulfilled.

The number of Consideration Shares issued is USD 7.25 million of Toadman shares, determined based on the average closing price per share on Nasdaq First North for the ten consecutive trading days immediately preceding the closing date set to June 26, 2019, adjusted for the relevant SEK/USD exchange rate. At the closing date, the average closing price amounted to SEK 14.2, equivalent of USD 1.56². All shares have been subscribed for and allotted to the sellers of PETROL and, following the issue of the Consideration Shares, the number of outstanding shares in the Company now amounts to 21,626,196 and the share capital amounts to approximately SEK 865,047. The issue of the Consideration Shares leads to a dilution for existing shareholders of approximately 21.5 percent of the number of shares and votes in the Company based on the number of shares after the issue of the Consideration Shares.

Toadman's and PETROL's financial reporting will be consolidated from July 1, 2019.

For further information about the acquisition of PETROL, please refer to the previous press release published on June 4, 2019.

FINANCIAL AND LEGAL ADVISORS

Carnegie Investment Bank AB (publ) is acting as financial advisor to Toadman in relation to the Merger and acted as sole bookrunner in the issuance of the senior secured bonds. Baker McKenzie (Stockholm &

¹ The USD figures have been translated to SEK using the closing spot rate as of June 24, 2019, with USD/SEK at 9.28 (rounded to two decimals).

² The SEK figures have been translated to USD using the closing spot rate as of June 24, 2019, with USD/SEK at 0.11 (rounded to two decimals).



San Francisco/Palo Alto offices) is acting as legal advisor to Toadman. Sheppard, Mullin, Richter & Hampton LLP is legal advisor to PETROL and its shareholders.

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This information is information that Toadman Interactive AB (publ) 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 below, at 07.30 CET on June 27, 2019.

ABOUT TOADMAN

Toadman is a Swedish gaming development studio based in Stockholm, whose business concept is to develop games for a growing consumer market for players on a global basis. The focus is primarily on games in the areas of action-based Role Playing Games but can also be games in related areas. Since its foundation in 2013, the Company's employees have been involved in the development of well-known PC and console titles, as well as mobile, including Dead Island, Killing Floor, and Warhammer: Vermintide. The Company's goal is to create an independent gaming development company that develops games through its own investments, which thus does not have to rely on external investments. The Company's strategy is to continue to grow by developing games in its existing offices, and to work its way up the value chain by first going towards developing games through own resources and then also placing games on its own. For further information, please visit www.toadmaninteractive.com

Nasdaq First North Ticker Symbol: TOAD

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Forward-looking statements

This press release contains forward-looking statements that reflect the Company's intentions, beliefs, or current expectations about and targets for the Company's and the Group's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company and the Group operates. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "might", or, in each case, their negative, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurances that they will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are free from errors and readers of this press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and

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