

# Notice of Extraordinary General Meeting in Thunderful Group AB (publ)

The shareholders of Thunderful Group AB (publ), company reg. no. 559230-0445, (the "**Company**" or "**Thunderful**"), are hereby invited to an extraordinary general meeting on Monday, February 10, 2025, at 2 p.m. at the Company's premises at Kvarnbergsgatan 2, 411 05 Gothenburg. The board of directors has, in accordance with the Company's articles of association, decided that shareholders may exercise their voting rights at the meeting by voting in advance (postal voting). Shareholders can thus choose to exercise their voting rights at the meeting by physical attendance, by proxy, or by advance voting.

## Right to participate and notice to attend

### *Physical attendance*

Shareholders who wish to participate in the general meeting must be registered in the share register maintained by Euroclear Sweden AB as of January 31, 2025, and must notify the Company of their intention to participate no later than February 6, 2025. Notification should be sent to Thunderful Group AB (publ), "IR General Meeting", Kvarnbergsgatan 2, 411 05 Gothenburg. Notification can also be submitted electronically and should then be sent to: [ir@thunderfulgroup.com](mailto:ir@thunderfulgroup.com). The notification should include the shareholder's full name, personal identification number or corporate registration number, shareholding, address, daytime phone number, and, if applicable, information about the number of assistants (maximum two).

### *Participation by postal voting*

Shareholders who are registered in the share register maintained by Euroclear Sweden AB as of January 31, 2025, have the right to vote by post.

A special form must be used for postal voting. The form is available on the Company's website, [www.thunderfulgroup.com](http://www.thunderfulgroup.com), and will be sent to shareholders upon request via [ir@thunderfulgroup.com](mailto:ir@thunderfulgroup.com) or by post to Thunderful Group AB (publ), "IR General Meeting", Kvarnbergsgatan 2, 411 05 Gothenburg. A shareholder who exercises their voting rights by postal voting does not need to register separately for the meeting. The postal voting form applies as a notification to the meeting.

The completed postal voting form must be received by the Company no later than February 6, 2025, via post or email as stated above. The shareholder may not provide the postal vote with special instructions or conditions. If so, the vote is invalid. Complete instructions for postal voting can be found in the postal voting form.

## Nominee-registered shares

To be entitled to vote at the extraordinary general meeting, shareholders who have their shares registered in the name of a nominee must temporarily re-register the shares in their own name. Shareholders who wish to make such re-registration, so-called voting rights registration, must notify their nominee well in advance of February 4, 2025. The re-registration must be effected with Euroclear Sweden AB by February 4, 2025.

## Proxies etc.

If shareholders are to be represented by a proxy, the proxy must bring a written, dated, and signed power of attorney to the general meeting. If shareholders vote by post through a proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. The power of attorney must 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 proxy must also bring, or attach to the postal voting form, a current registration certificate or equivalent authorization document

for the legal entity. To facilitate entry, a copy of the power of attorney and other authorization documents should be attached to the notification to the general meeting.

Power of attorney forms are available on the Company's website and will be sent by post to shareholders who contact the Company and state their address.

### **About the meeting**

The board of directors has appointed Patrick Svensk to open the meeting.

#### Proposed agenda

1. Opening of the meeting.
2. Election of chairman of 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. Determination of whether the meeting has been duly convened.
7. Resolution on the transfer of all shares in Jumpship Limited in accordance with Chapter 16 of the Swedish Companies Act.
8. Resolution on the execution of a related party transaction in accordance with Chapter 16a of the Swedish Companies Act.
9. Closing of the meeting.

### **Proposed decision**

**Item 2:** The board of directors proposes that Patrick Svensk be elected chairman of the meeting.

**Item 7:** The board of directors proposes that the general meeting resolves on the transfer of all shares in the Company's subsidiary Jumpship Limited. The transfer is subject to Chapter 16 of the Swedish Companies Act, the so-called Leo Act. The following conditions shall apply to the resolution.

The board proposes that the general meeting resolves to approve the transfer of all shares in Jumpship Limited, a wholly-owned subsidiary of the Company, to Dino Patti Holding ApS (the "**Buyer**"), a company controlled by Dino Patti. The proposed transaction is part of the cost saving program previously communicated by the Company.

On November 15, 2022, the Company acquired all shares in Jumpship Limited from the Buyer, Chris Olsen, Claire Boissiere, Georgi Angelov Simeonov, and Hong Kong Netease Interactive Entertainment Ltd. The Company has entered into a settlement agreement with the Buyer, Chris Olsen, Claire Boissiere, and Georgi Angelov Simeonov to settle any potential claims from these sellers for future additional purchase consideration of up to approximately GBP 21,000,000, among other things, in exchange for the Buyer receiving the shares in Jumpship Limited. According to the settlement agreement, the Company shall pay GBP 752,618.77 to Jumpship Limited, an amount corresponding to the expected winding-up costs of the operations in Jumpship Limited. Furthermore, the Company shall, in connection with the transfer of ownership of the shares to the Buyer, waive all loans it has provided to Jumpship Limited. As of December 19, 2024, these loans amounted to GBP 1,300,545.66.

The transfer of the shares in Jumpship Limited to the Buyer is conditional upon the shareholders' approval at the general meeting with the required majority. The settlement agreement is based on terms, including the size of the compensation, which the board considers to be market-based.

Dino Patti is a board member of Jumpship Limited and thus belongs to the group of persons covered by Chapter 16 of the Swedish Companies Act, the so-called Leo Act. Therefore, the general meeting's decision to approve the transfer in accordance with the board's proposal is a prerequisite for the execution of the transfer.

**Item 8:** The board of directors proposes that the general meeting resolves that the Company shall carry out a significant related party transaction, subject to Chapter 16a of the Swedish Companies Act, on the following terms and conditions.

The board proposes that the general meeting resolves to approve a significant related party transaction between Robot Teddy Limited, an English wholly-owned subsidiary of the Company, and Dino Patti Holding ApS (the "**Buyer**"). The object of the transaction is 45 ordinary shares of series A in Sad Owl Studios Limited.

The background to the board's proposal is an agreement reached through the settlement agreement described under item 7 above.

The shares in the Buyer are owned by Dino Patti (a board member of the Company's subsidiary Jumpship Limited) and are therefore considered closely related to the Company.

The value that the related party is expected to receive through the transaction amounts to approximately GBP 184,000, calculated as of 31 December 2024. Subject to the general meeting's approval of the related party transaction, the transfers shall be completed no later than 28 February 2025.

The board of the Company has, in connection with the proposal under this item 8, provided a statement of the transaction. The statement is set out in **appendix 8a**.

In the general meeting's decision regarding the approval of a related party transaction, shares held by the related party shall not be considered. Nor shall shares held by another company in the same group as the related party be considered.

#### **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 7 requires that the proposal is supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the meeting. A valid resolution under item 8 requires that the proposal is supported by at least half of the shares represented at the meeting.

#### **Meeting documents**

The most recently adopted annual report and auditor's report, as well as the consolidated financial statements and consolidated auditor's report, and the board of directors' complete proposals together with related documents, will be available on the Company's website, [www.thunderfulgroup.com](http://www.thunderfulgroup.com), no later than three weeks before the meeting.

All the above documents will be sent free of charge to shareholders who request them from the Company and provide their address, and will also 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 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.

Shareholders who wish to exercise their right to ask questions shall submit a written request for information pursuant to Chapter 7, Section 32 of the Swedish Companies Act (2005:551) to the Company no later than ten days before the general meeting. The board of directors and the CEO shall provide the information by making it available in written form at the Company to the shareholders no later than five days before the general meeting. The information shall also be sent within the same period to the shareholder who has requested it. The Company will also make the information available to the shareholders on the Company's website, [www.thunderfulgroup.com](http://www.thunderfulgroup.com).

**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>.

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Gothenburg in January 2025

The Board of Directors in Thunderful Group AB (publ)