

**The Board's proposals for resolutions etc. to the Extraordinary
General Meeting in Thunderful Group AB (publ) on 10 Febru-
ary 2025**

Item 7 – The Board of Directors' proposal for a resolution regarding the transfer of shares in Jumpship Limited pursuant to Chapter 16 of the Swedish Companies Act

The board proposes that the general meeting resolves to approve the transfer of all shares in Jumpship Limited, a wholly-owned subsidiary of Thunderful Group AB (the “**Company**” or “**Thunderful**”), 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.

Background to the board's proposal for the transfer of shares in Jumpship Limited.

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, the 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.

Majority requirement for the resolution

For a valid resolution, the proposal must be supported by shareholders holding at least nine tenths of both the votes cast and the shares represented at the meeting.

Gothenburg in January 2025

The Board of Directors in Thunderful Group AB (publ)

Item 8 –The Board of Directors' proposal for a resolution regarding execution of a related party transaction pursuant to Chapter 16a of the Swedish Companies Act

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 Thunderful Group AB (the "**Company**" or "**Thunderful**"), 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.

Majority requirement for the resolution

For a valid resolution, the proposal must be supported by shareholders holding at least half of the shares represented at the meeting.

Gothenburg in January 2025

The Board of Directors in Thunderful Group AB (publ)