

Notice of Annual General Meeting of Thunderful Group AB

The shareholders in Thunderful Group AB, company reg. No. 559230-0445, (the “**Company**”), is convened to the Annual General Meeting on Tuesday, April 27, 2021 by participating in postal voting. Attendance at the Annual General Meeting takes place exclusively by postal ballot.

Coronavirus Information (COVID-19)

Due to the ongoing societal spread of the coronavirus (COVID-19), the Board has, in accordance with section 20 of the Act (2020: 198) on temporary exemptions to facilitate the conduct of general and association meetings, decided not to allow shareholders to participate in their own person or by proxy and outsiders at the Annual General Meeting on April 27, 2021. The shareholders may, however, exercise their voting rights at the meeting by postal voting in accordance with the procedure below.

Postal voting

Shareholders exercise their right at the Annual General Meeting by postal vote in accordance with section 22 of the Act (2020: 198) on temporary exemptions to facilitate the conduct of general and general meetings. According to the Board's decision, this is the only way to participate and exercise their voting right at the Annual General Meeting on April 27, 2021.

In order to have the right to vote by mail, the shareholder must be entered in the share register kept by Euroclear Sweden AB as of 19 April 2021. Personal information obtained from the share register kept by Euroclear Sweden AB will be used for registration, preparation of voting records for the meeting and minutes.

For postal voting, a special form must be used. The form is available on the Company's website, www.thunderfulgroup.com. A shareholder who exercises his voting right by postal vote does not need to register specifically for the meeting. The postal voting form is valid as a notification.

The completed form must be received by the Company no later than April 26, 2021. The completed form must be sent to Thunderful Group AB, Fjärde Långgatan 48 9tr, 413 27 Gothenburg, Sweden. Completed forms may also be submitted electronically and must then be sent to: ir@thunderfulgroup.com.

If shareholders vote by post by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. Proxy forms are available on the Company's website www.thunderfulgroup.com. If the shareholder is a legal entity, a registration certificate or other authorization document must be attached to the form. The shareholder may not provide the postal vote with special instructions or conditions. If this happens, the vote is invalid.

The postal voting form gives shareholders the opportunity to vote for an agenda item to be raised at a continued Annual General Meeting instead. In order for the resolution to be postponed until a continued Annual General Meeting, it is required that owners of at least one tenth of all shares in the Company so requests. In such cases, the Board of Directors shall determine the date for the continued meeting, at which shareholders shall be permitted to participate in person and through a proxy.

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 such re-registration, so-called registration of voting rights, must notify its trustee in good time before 21 April 2021. The re-registration must be completed with Euroclear Sweden AB on April 21, 2021.

About the meeting

The Annual General Meeting will be held on April 27, 2021 in the Company's premises in Gothenburg. The shareholders may not participate in person or through proxies, but physical participation in the meeting will only consist of persons who perform a function to conduct the general meeting (for example, chairman of the meeting, registrar and adjuster).

The Board has appointed Mats Lönnqvist to open the meeting.

Proposed agenda

1. Opening of the meeting.
2. Election of chairman at the meeting.
3. Establishment and approval of the electoral register.
4. Approval of the agenda.
5. Election of one or two adjusters.
6. Examination of whether the meeting has been duly convened.
7. Presentation of the annual report and the auditor's report as well as the consolidated accounts, the consolidated auditor's report and the board's report in accordance with chap. Section 53 a and the auditor's opinion in accordance with Chapter 8. Section 54 of the Swedish Companies Act.
8. Resolution on the adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet and the approval of the Board's report in accordance with Chapter 8. Section 53 a of the Swedish Companies Act.
9. Decision on disposition regarding the company's profit according to the approved balance sheet.
10. Resolution on discharge of liability for board members and the CEO
11. Decision on:
 - a) determination of the number of board members;
 - b) determination of the number of auditors and deputy auditors
12. Determination of board and auditor fees.
13. Selection of
 - a) board members,
 - b) the chairman of the board,

c) auditor(s) and deputy auditors.

14. Establishment of principles for the appointment of the Nomination Committee together with instructions for the Nomination Committee and remuneration to the members of the Nomination Committee.

15. Resolution authorizing the Board of Directors to decide on issuing.

16. Closing of the meeting.

Proposed decision

Den valberedning som utsetts enligt den procedur som beslutades av extra bolagsstämman den 2 september 2020 har bestått av Anders Holmgren (utsedd av Bergsala Holding AB), Pia Gisgård (utsedd av Swedbank Robur Fonder AB), Eva Sigurgeirsdottir (utsedd av Brjann Sigurgeirsson Holding AB) och Mats Lönnqvist (styrelsens ordförande). Anders Holmgren har utsett till valberedningens ordförande.

Item 2: The Nomination Committee proposes that the Annual General Meeting elect Mats Lönnqvist as Chairman at the 2021 Annual General Meeting.

Item 3: The voting list proposed by Euroclear Sweden AB based on the general meeting share register and received postal votes is proposed as the voting list.

Item 5: The Board of Directors proposes that Anders Enochsson, or in the event of impediment, the person appointed by the Board of Directors, be appointed as person to adjust the minutes of the Annual General Meeting. The adjuster's assignment also includes checking the voting list and that incoming mail votes are correctly reproduced in the minutes of the meeting.

Item 9: The Board of Directors proposes that no dividend be paid for the financial year 2020 and that the company's available funds of a total of SEK 1,930,933,343 including the profit for the year be capitalized in a new account.

Item 10: The auditors recommend that the Annual General Meeting grant the members of the Board and the CEO discharge from liability for the financial year. Decisions on discharge from liability are proposed to be made through separate, individual decisions for each board member and CEO, respectively, in the following order:

- (i) Mats Lönnqvist (Board member and Chairman from 28 September 2020)
- (ii) Owe Bergsten (board member)
- (iii) Tomas Franzén (Board member from 28 September 2020)
- (iv) Oskar Burman (Board member from 28 September 2020)
- (v) Cecilia Ogvall (board member from 28 September 2020)
- (vi) Brjann Sigurgeirsson (Board member up to and including 28 September 2020)
- (vii) Klaus Lyngedal (Board member up to and including 28 September 2020)
- (viii) Anders Maiqvist (Board member up to and including 28 September 2020)
- (ix) Brjann Sigurgeirsson (CEO)

Item 11 (a) - (b): The Nomination Committee proposes that the Board shall consist of five ordinary members elected by the Annual General Meeting without deputies (a). It is proposed that the number of auditors should amount to one and that no deputy auditor be appointed (b).

Item 12 (a) - (b): The Nomination Committee proposes that fees to the Chairman be paid in the amount of SEK 500,000 and to other Board members in the amount of SEK 250,000 for the entire term of office. (a)

Fees to the Company's auditor are proposed to be paid according to an approved invoice. (b)

Item 13 (a) - (c): The Nomination Committee proposes re-election of the Board members Mats Lönnqvist, Owe Bergsten, Tomas Franzén, Oskar Burman and Cecilia Ogvall (a). Mats Lönnqvist is proposed to be re-elected Chairman of the Board (b).

Information about the members proposed for re-election and their respective independence vis-à-vis 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 the registered auditing company Grant Thornton Sweden AB with Patric Hofréus as principal auditor until the Annual General Meeting 2022 (c).

Item 14: The Nomination Committee proposes that the Annual General Meeting adopt the guidelines for the appointment of the Nomination Committee's members and instructions for the Nomination Committee adopted by the Extraordinary General Meeting on 2 September 2020, and set out in **Appendix A**, to remain unchanged until the Annual General Meeting decides otherwise. The proposal is unchanged in relation to the principles that apply until the Annual General Meeting 2021. The Nomination Committee proposes that the company shall be responsible for reasonable costs associated with the Nomination Committee's assignment and that no remuneration shall be paid to the Nomination Committee members.

Item 15: The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to decide on a new issue of shares until the next Annual General Meeting, on one or more occasions, with or without deviation from the shareholders' preferential rights. and / or issue of warrants, entitlement to new subscription of shares and / or issue of convertibles, entitlement to conversion into new shares. Issuance must be possible against cash payment and / or with a provision for non-cash or set-off or other conditions. The purpose of the authorization and the reason for deviating from the shareholders' preferential rights is to enable the company to carry out company acquisitions or acquisitions of operating assets or to accelerate the company's expansion in other ways. The authorization means that the board may issue a maximum of as many shares, warrants, entitlement to new subscriptions of shares and / or convertibles, entitlement to conversion to new shares that the company may issue, taking into account the limits for the company's share capital and number of shares in the company's articles of association. at the date of the proposal.

Number of shares and votes

At the time of issuing this notice, the total number of shares in the company amounts to 68,530,668. The company does not hold any own shares, which is why all shares are entitled to vote.

Majority requirements

For a valid resolution in accordance with item 15, the proposal must be supported by shareholders with at least two thirds of both the votes cast and the shares represented at the meeting.

Meeting documents

The annual report and the auditor's report as well as the consolidated accounts and the consolidated auditor's report for the financial year 2020, as well as the board's report in accordance with chap. Section 53 a and the auditor's opinion in accordance with Chapter 8. Section 54 of the Swedish Companies Act will be available on the company's website, www.thunderfulgroup.com, no later than 6 April 2021.

The Nomination Committee's complete proposal for resolution, presentation of proposed members, reasoned opinion regarding the proposal to the Board and report on the Nomination Committee's work and the Board's complete proposal together with related documents are available to the shareholders at the company at the above address and on the company's website www.thunderfulgroup.com in connection with the date of publication of the notice on March 29, 2021.

Samtliga ovanstående handlingar kommer att skickas kostnadsfritt till de aktieägare som begär det hos bolaget och uppger sin adress.

Right of question

Shareholders are informed of their right in accordance with Chapter 7, Section 32 of the Swedish Companies Act (2005: 551) to request information from the Board and the CEO at the Annual General Meeting on matters that may affect the assessment of a matter on the agenda and circumstances that may affect the company's and the Group's financial situation. Shareholders who wish to exercise their right of inquiry must submit a written request for information in accordance with Chapter 7. Section 32 of the Swedish Companies Act (2005: 551) to the company no later than ten days before the Annual General Meeting. The Board of Directors and the CEO shall submit the information by keeping it available in writing to the Company for the shareholders no later than five days before the meeting. The information must also be sent to the shareholder who requested it within the same time. The Company will also keep the information available to shareholders on the Company's website, 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>.

Gothenburg in March 2021

The board of Thunderful Group AB