

# ARTICLES OF ASSOCIATION

## 1. Name of the company

The name of the Company is Thunderful Group AB. The company is a public company (publ).

## 2. Registered office of the company

The registered office of the company is situated in Gothenburg municipality.

## 3. Objects of the company

The Company shall, as parent company, manage and administer the business activities in development, organisation and distribution of computer- and video games, distribution of other products and manage immovable and movable property and conduct business activities compatible to the above.

## 4. Share capital and number of shares

The share capital shall be not less than SEK 1,500,000 and not more than SEK 6,000,000. The number of shares shall be not less than 150,000,000 shares and not more than 600,000,000 shares.

## 5. Board of directors

The board of directors shall consist of at least 4 and no more than 8 members with no deputy members.

## 6. Auditors

For the audit of the company's annual report as well as the administration by the board of directors and the CEO's administration, 1 or 2 auditors, with or without 1 deputy auditor, shall be appointed.

## 7. Notice to attend general meetings

Notice convening a general meeting shall be made by announcement in the Swedish Official Gazette (Sw. Post- och Inrikes Tidningar) and by publishing the notice on the company's website. The notice shall simultaneously be announced in the Swedish newspaper Dagens Industri.

To participate in the general meeting, the shareholder must notify participation to the Company no later than on the date specified in the notice of the general meeting. The latter date may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not occur earlier than on the fifth weekday before the general meeting.

## 8. Right to participate in general meetings

Shareholders wishing to participate in general meetings must notify the company no later than the date specified in the notice of the general meeting.

A shareholder may be accompanied by maximum 2 advisors at a general meeting only if he or she notifies the company of the number of advisors in accordance with the procedure prescribed for in respect of notice of attendance to be made by a shareholder.

The board of directors may collect proxies at the company's expense pursuant to the procedure stated in Chapter 7, section 4 of the Swedish Companies Act.

The board of directors may, prior to a general meeting, resolve that shareholders shall have the option to exercise their voting rights by means of postal voting pursuant to the procedure stated in Chapter 7, section 4a of the Swedish Companies Act.

## 9. Opening of the meeting

The chairman of the board of directors or the one which the board of directors thereto appoints for this purpose opens the general meeting and leads the negotiations until the chairman of the general meeting is appointed.

## **10. Annual general meeting**

Annual general meetings shall be held annually within six months after the expiration of the financial year. The following matters shall be addressed at the annual general meeting:

1. Election of a chairman of the meeting
2. Preparation and approval of the list of voters,
3. Approval of the agenda for the meeting,
4. Election of one or two persons to verify the minutes, where applicable,
5. Consideration of whether the meeting has been properly convened,
6. Presentation of the annual report and the auditor's report and, if applicable, the consolidated annual report and the auditor's report on the consolidated annual report,
7. Resolutions regarding
  - a) adoption of the income statement and the balance sheet and, if applicable, the consolidated income statement and the consolidated balance sheet,
  - b) allocation of the company's profit or loss according to the adopted balance sheet,
  - c) discharge from liability for the members of the board of directors and the managing director,
8. Determination of fees for the members of the board of directors and auditors,
9. Election of members of the board of directors and audit firm or auditors,
10. Any other business incumbent on the general meeting according to the Swedish Companies Act or the articles of association.

## **11. Financial year**

The financial year of the company shall be 1 January – 31 December.

## **12. Record day provision**

The company's shares shall be registered in a record day register pursuant the Swedish Central Securities Depositories and Financial Instruments Act (SFS 1998:1479).