



NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, CANADA, NEW ZEALAND, HONG KONG, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL OR WOULD REQUIRE REGISTRATION OR ANY OTHER MEASURES.

Press release

Karlstad (Sweden), Vienna (Austria), June 13, 2018

THQ Nordic announces intention of a directed share issue of B shares

THQ Nordic AB (“THQ Nordic” or the “Company”) hereby announces its intention of a placement of new Class B shares corresponding to approximately 10 per cent of the total number of shares in the Company (the “New shares”) through a directed new share issue to Swedish and international institutional investors (the “Directed new share issue”). THQ Nordic has, based on the authorization given by THQ Nordic’s Annual General Meeting on May 16, 2018, engaged Carnegie Investment Bank to investigate the conditions for a placement of new Class B shares through a so-called “accelerated book-building” procedure.

The reason for the deviation from the shareholders’ preferential rights are mainly to diversify the shareholder base among Swedish and international institutional investors and at the same time raise capital in a time efficient manner. The Company intends to use the proceeds from the Directed new share issue to finance new acquisitions of franchises, game development studios or other objects which complement the operations, and enable a higher rate of investment in the development of the Company. The Board of Directors’ assessment is that the subscription price in the Directed new share issue will be in accordance with market conditions, since it will be determined through an accelerated book-building procedure.

The price of the New shares will be determined through an accelerated book-building procedure, which will begin today at 17:30 on June 13, 2018 and end before the commencement of trading on Nasdaq First North on June 14, 2018. The book-building procedure may, at the discretion of the Company, close earlier or later and may be cancelled at any time.

In connection with the Directed new share issue, the main owner and CEO Lars Wingefors and CFO Erik Stenberg have entered into a commitment not to sell their shareholdings during a lock-up period of 180 days.

Advisers

Carnegie Investment Bank AB (publ) has been appointed sole bookrunner and lead manager and Baker & McKenzie Advokatbyrå KB acts as legal counsel to the Company in connection with the Directed new share issue.

For additional information, please contact:

Lars Wingefors, Group CEO

Tel: +46 708 471 978

E-mail: lwingefors@thqnordic.com

About THQ Nordic

THQ Nordic acquires, develops and publishes PC and console games for the global games market. The company is a major player within game and partner publishing with an extensive catalogue of over 100 owned franchises, such as Saints Row, Dead Island, Homefront, Darksiders, Metro (exclusive license), Titan Quest, MX vs ATV, Red Faction, Delta Force, Destroy All Humans, ELEX, Biomutant, Jagged Alliance, SpellForce, The Guild amongst others. THQ Nordic has a global publishing reach within marketing, sales and distribution, both online and offline. The company has a global presence, with its group head office located in Karlstad, Sweden and with operational offices in Vienna, Austria and Munich, Germany. The group has ten internal game



development studios based in Germany, UK, USA and Sweden and contracts with 26 external game studios in a number of different countries. THQ Nordic engages more than 1,700 people. THQ Nordic's shares are publicly listed on Nasdaq First North Stockholm under the ticker THQNB:SS with FNCA Sweden AB as its Certified Adviser. For more information, please visit: <http://www.thqnordic-investors.com>.

This information is information that THQ Nordic is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, at 17.30 CET on June 13, 2018.

Important information

The release, announcement or distribution of this press release may, in certain jurisdictions, be subject to restrictions. The recipients of this press release in jurisdictions where this press release has been published or distributed shall inform themselves of and follow such restrictions. The recipient of this press release is responsible for using this press release, and the information contained herein, in accordance with applicable rules in each jurisdiction. This press release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for any securities in THQ Nordic in any jurisdiction, neither from THQ Nordic nor from someone else.

Any investment decision in connection with the Directed new share issue must be made on the basis of all publicly available information relating to the Company and the Company's shares. Such information has not been independently verified by the Carnegie Investment Bank AB (publ). The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness.

This press release does not constitute or form part of an offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the US Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, within or into Australia, Hong Kong, Japan, Canada, New Zealand, Singapore, South Africa, the United States or in any other jurisdiction where such announcement, publication or distribution of the information would not comply with applicable laws and regulations or where such actions are subject to legal restrictions or would require additional registration or other measures than what is required under Swedish law. Actions taken in violation of this instruction may constitute a crime against applicable securities laws and regulations.

This press release is not a prospectus for the purposes of Directive 2003/71/EC (the "Prospectus Directive") and has not been approved by any regulatory authority in any jurisdiction. THQ Nordic has not authorized any offer to the public of shares or rights in any member state of the EEA and no prospectus has been or will be prepared in connection with the Directed new share issue. In any EEA Member State, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Directive.

In the United Kingdom, this document and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial

Promotion) Order 2005 (the “Order”); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “relevant persons”). In the United Kingdom, any investment or investment activity to which this communication relates is available only to, and will be engaged in only with, relevant persons. Persons who are not relevant persons should not take any action on the basis of this press release and should not act or rely on it.

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 future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company 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 forward-looking statements that are expressly or implicitly contained herein speak only as of its date and are subject to change without notice. Neither the Company nor anyone else undertake to review, update, confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this press release.

Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“MiFID II”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “MiFID II Product Governance Requirements”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the B shares in THQ Nordic have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “Target Market Assessment”). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the B shares in THQ Nordic may decline and investors could lose all or part of their investment; the B shares in THQ Nordic offer no guaranteed income and no capital protection; and an investment in the B shares in THQ Nordic is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Directed new share issue.



For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the B shares in THQ Nordic.

Each distributor is responsible for undertaking its own target market assessment in respect of the B shares in THQ Nordic and determining appropriate distribution channels.