

NOTICE OF EXTRA GENERAL MEETING IN THQ NORDIC AB

The shareholders of THQ Nordic AB, reg. no. 556582-6558, (the "**Company**") are hereby invited to the extra general meeting on Friday 8 March 2019 at 13.00 pm CET at Baker & McKenzie's premises at Vasagatan 7 in Stockholm. The doors to the meeting will open at 12.45 pm CET.

Right to attend and notification

Shareholders who wish to attend the extra general meeting must:

- i. on the record date, which is Saturday 2 March 2019, be registered in the share register maintained by Euroclear Sweden AB (since the record day occurs on a Saturday a shareholder must be registered in the share register maintained by Euroclear no later than Friday 1 March 2019); and
- ii. notify the company of their participation and any assistants (no more than two) in the general meeting no later than Monday 4 March 2019. The notification shall be in writing to Baker & McKenzie Advokatbyrå KB, Attn: Ian Gulam, Box 180, 101 23 Stockholm (kindly mark the envelope "THQ EGM 2019"), or via e-mail: ian.gulam@bakermckenzie.com. The notification should state the name, personal/corporate identity number, shareholding, share classes address and telephone number and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, should be appended the notification.

Nominee shares

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Such registration, which normally is processed in a few days, must be completed no later than Friday 1 March 2019 and should therefore be requested from the nominee well before this date.

Proxy etc.

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorization documents, evidencing the authority to issue the proxy, shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. A copy of the proxy in original and, where applicable, the registration certificate, should in order to facilitate the entrance to the general meeting, be submitted to the Company by mail at the address set forth above and at the Company's disposal no later than on 4 March 2019. The proxy in original and, when applicable, the certificate of registration must be presented at the general meeting. A proxy form will be available on the Company's website, www.thqnordic-investors.com, and will also be sent to shareholders who so request and inform the Company of their postal address.

Draft agenda

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Preparation and approval of voting list
4. Election of one person to certify the minutes
5. Question whether the general meeting has been duly convened

6. Approval of the agenda
7. Resolution regarding approval of the board of directors' resolution to issue new shares with deviation from the shareholders' preferential rights
8. Resolution regarding authorization for the board to issue shares, warrants and/or convertibles
9. Closing of the meeting

Proposed resolutions

Item 2: Election of Chairman of the meeting

The board of directors proposes that Joakim Falkner, attorney at law, Baker & McKenzie Advokatbyrå, is appointed as chairman of the general meeting.

Item 7: Resolution regarding approval of the board of directors' resolution to issue new shares with deviation from the shareholders' preferential rights

The board of directors proposes that the shareholders approve the board of directors' resolution to issue a maximum of 6,267,338 B shares, with deviation from the shareholders' preferential rights, in accordance with the following:

The total increase of the Company's share capital can amount to a maximum of SEK 52,227.816667.

The subscription price for the new shares shall be SEK 190 per B share, which is based on the price determined in an accelerated book-building procedure carried out by Carnegie Investment Bank AB (publ) and Nordea Bank Abp, filial i Sverige, in total SEK 1,190,794,220 if all shares are subscribed for.

Right to subscribe for the new shares, without the shareholders' preferential rights, shall belong to investors who have notified their interest in the accelerated book-building procedure.

Subscription shall be made on a subscription list no later than on 8 March 2019. The board of directors is entitled to extend the subscription period.

Payment for subscribed shares shall be made to a designated account no later than 11 March 2019. The board of directors is entitled to extend the last day for payment.

The new shares will entitle to dividends for the first time on the record date for dividends that occurs following the registration of the new shares with the Swedish Companies Registration Office and Euroclear Sweden AB.

The purpose of the new share issue of B shares and the reason for the deviation from the shareholders' preferential rights, is to diversify the shareholder base among Swedish and international institutional investors and at the same time raise capital at attractive terms in a time efficient manner. The new share issue further aims to finance new acquisitions of franchises, game development studios or other assets 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 new share issue is in accordance with market conditions, since it has been determined through an accelerated book-building procedure.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Companies Registration Office and Euroclear Sweden AB.

Item 8: Resolution regarding authorization for the board to issue shares, warrants and/or convertibles

The board of directors of the Company proposes that the general meeting resolves to authorize the board of directors during the period up until the next annual general meeting to, on one or more occasions, resolve to issue B shares, convertibles and/or warrants with right to convert into and subscribe for B shares respectively, with or without preferential rights for the shareholders, in the amount not exceeding three (3) percent of the total number of shares in the Company after the share issues in accordance with item 7 and the share issue announced by the Company on 20 February 2019 and registration of the share issue in connection with the acquisition of 18point2, to be paid in cash, in kind and/or by way of set-off. The purpose for the board to resolve on issuances with deviation from the shareholders preferential rights in accordance with the above is primarily for the purpose to raise new capital to increase flexibility of the Company or in connection with acquisitions. If the board of directors finds it suitable in order to enable delivery of shares in connection with a share issuance as set out above it may be made at a subscription price corresponding to the shares quota value.

The reason for the board of directors proposal for an authorization as set out above is that the authorization granted by the annual general meeting 2018 is fully exercised after the share issue announced on 20 February 2019 and the next annual general meeting will not be held until September 2019, whereby the board of directors wishes to maintain the flexibility an authorization gives in connection with for example possible acquisitions. The new share issue according to item 7 and the authorization amount to approximately 10 percent.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Companies Registration Office.

Majority requirements

A resolution in accordance with item 7 and 8 requires support by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting.

Number of shares and votes

The total numbers of shares and votes in the Company on the date of this notice are 91,493,617, of which 9,000,000 are A shares representing 90,000,000 votes and 82,493,617 are B shares representing 82,493,617 votes, whereby the total number of votes comprise 172,493,617. The Company holds no own shares.

Other

The complete proposals, proxy form and other documents that shall be available in accordance with the Swedish Companies Act are available at least two weeks in advance of the meeting at the Company at Älvgatan 1 in Karlstad and at the Company's website www.thqnordic-investors.com and will be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders hereby notified regarding the right to, at the extra general meeting, request information from the board of directors and managing director according to Ch. 7 § 32 of the Swedish Companies Act.

Processing of personal data

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website:
<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammorengelska.pdf>.

Karlstad February 2019
THQ Nordic AB
The board of directors