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Press release 7 November 2016

Listing of THQ Nordic on Nasdaq First North Stockholm and publication of prospectus

THQ Nordic AB (publ) ("THQ Nordic", the "Company" or the "Group") announced on 31 October 2016 its intention to list the Company's B shares on Nasdaq First North Stockholm and the Company today announces that the Company has decided to proceed with the listing and therefore publishes a prospectus for the offering (the "Offering"). THQ Nordic acquires, develops and publishes PC and console games for the global games market.

The Offering

- The Offering comprises in total 20,000,000 B shares, corresponding to approximately 29% of the total number of shares in the Company upon completion of the Offering, of which 10,000,000 million new B shares and 10,000,000 million existing B shares.
- To cover a possible over-allotment in connection with the Offering, upon request from Pareto Securities, the Company has granted an option to Pareto Securities to purchase up to 2,000,000 additional new class B shares, corresponding to approximately 10% of the total number of class B shares that may be offered in the Offering ("the Over-allotment Option").
- If the Over-allotment Option is exercised in full, the Offering comprises in total 22,000,000 B shares, corresponding to approximately 31% of the total number of shares in the Company upon completion of the Offering, of which thus 12,000,000 new B shares and 10,000,000 existing B shares.
- The Offering Price has been determined to SEK 20, corresponding to a total value of the Company's shares before the Offering of SEK 1.20 billion and SEK 1.44 billion upon completion of the Offering if the Over-allotment Option is exercised in full (under the assumption the both the A shares and the B shares are valued at SEK 20 per share)
- The value of the Offering is SEK 400 million if the Overallotment option is not exercised and SEK 440 million if the Overallotment option is exercised in full
- The new issue of shares in connection with the Offering is expected to raise gross proceeds of SEK 200 million if the Overallotment option is not exercised and SEK 240 million if the Overallotment option is exercised in full
- THQ Nordic intends to use the net proceeds from the Offering mainly to finance: development and marketing of the current pipeline projects; development of additional sequels to existing franchises; and new acquisitions of franchises, game development studios or other objects which complements the operations
- The six investors Didner & Gerge Fonder, Swedbank Robur AB, Handelsbanken Fonder AB, RAM ONE AB, Novobis AB and Lancelot Asset Management ("Cornerstone Investors") have committed to under certain conditions before the first trading day of the Company's class B shares, and to the same price as other investors, acquire 10,500,000 class B shares for a total amount of SEK 210 million, corresponding to 14.6 percent of the shares and 6.9 percent of the votes in THQ Nordic after the Offering if the Over-allotment Option is exercised in full.

- The Offering comprises an offering to institutional investors in Sweden and internationally, and an offering directed towards the general public in Sweden
- Expected first day of trading of THQ Nordic's B shares on Nasdaq First North Stockholm is on 22 November 2016 under the ticker "THQN B" and expected settlement day is on 23 November 2016
- A prospectus with full terms and conditions is published today 7 November 2016 on THQ Nordic's website and on Pareto Securities' website

Lars Wingefors, founder and Group CEO, comments:

"Since 2011, when the story about THQ Nordic began, we have established a strong platform with more than 370 fantastic co-workers and external game developers, an attractive and diversified games portfolio and the strongest and most well invested pipeline to date. In addition, we have shown strong growth and high profitability, which makes us confident that our business model has been proven. Now we are aiming towards accelerating our growth through our established platform and business model, and we believe that the coming IPO will support us in our growth strategy. We are very pleased with the strong interest already shown by new, long-term and professional owners and we welcome six well-renowned investors as cornerstone investors in Didner & Gerge Fonder, Swedbank Robur AB, Handelsbanken Fonder AB, RAM ONE AB, Novobis AB and Lancelot Asset Management."

Kicki Wallje Lund, Chairman of the Board, comments:

"I am impressed of what the management has achieved in only five years and thrilled about our next chapter as a listed THQ Nordic. The Board sees this IPO as a natural next step in order to broaden and strengthen our ownership, and to increase our financial flexibility in the future as we are moving forward with our growth strategy. On behalf of the Board I welcome new shareholders to take part in the company's future development."

Prospectus and application form

Prospectus and application form are published on THQ Nordic's website www.thqnordic-investors.com and on Pareto Securities' website. Application can also be made through Avanza's internet service www.avanza.se.

Preliminary timetable

Application period for the general public in Sweden	8–17 November 2016
Application period for institutional investors	8–18 November 2016
Offentliggörande av resultatet av Erbjudandet	21 November 2016
First day of trading on Nasdaq Stockholm	22 November 2016
Settlement day	23 November 2016

Advisors

Pareto Securities is Global Coordinator and Sole Bookrunner and Baker & McKenzie is legal advisor in connection with the Offering.

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Background and rationale for the Offering

THQ Nordic acquires, develops and publishes PC and console games for the global games market. The core business model consists of acquiring established but currently underperforming franchises and successively refining them. The Company focuses on owning its own franchises and developing and publishing these, and as of 31 October 2016 had around 75 owned franchises in the portfolio. The

Company also publishes game titles for various strategic partners and as at the same date had around 60 published titles in its portfolio.

The Company has a global presence, with its Group head office in Karlstad, Sweden and its operational head office in Vienna, Austria. As of 31 October 2016 the Company had four internal game development studios – two in Sweden, one in Germany and one in the US – and contracts with 19 external game studios in a number of different countries. As of the same date the Company employed more than 370 people, of which around 30 personnel within the publishing business, around 70 personnel within internal game development and more than 270 contracted external game developers.¹

The Groups' founder, CEO and largest owner Lars Wingefors is stationed at the Groups' head office in Karlstad and has over 20 years of experience in the games industry and as entrepreneur.

The story of THQ Nordic began in 2011 when the Company acquired all the franchises of the Austrian game publisher JoWood, which was at that time a listed company that had become insolvent. A new and important chapter in the story of THQ Nordic was written in 2013 when a number of strong franchises were acquired from the American game publisher THQ Inc., which at that time had become insolvent.

Financially, THQ Nordic has developed strongly in recent years. Net revenue growth in the first nine months of 2016 was 52% compared with the same period in 2015 and average annual net revenue growth in 2014 and 2015 was 44%. The underlying EBIT margin was 31% in the first nine months of 2016 and 37% in 2015.

In the Board of Directors' assessment, since 2011 THQ Nordic has established a strong platform with strong growth and profitability from which the Company can accelerate its growth, and this will be further supported by the listing of the B shares on Nasdaq First North and the associated Offering. The Board of Directors believes that the listing and the Offering, among other things, will:

- finance further growth
- enhance the ability for THQ Nordic to use its shares to finance future acquisitions
- broaden and strengthen THQ Nordic's shareholder base and offer a liquid market for its class B shares
- strengthen THQ Nordic's recognition and brand with customers, investors and the sector in general

The new issue of shares in connection with the Offering is expected to raise gross proceeds of approximately SEK 240m, and net proceeds of approximately SEK 222m, assuming that the Over-allotment Option is fully exercised. THQ Nordic will not receive any share of the proceeds from the sale of the class B shares that the Selling Shareholders are selling under the Offering. THQ Nordic intends to use the net proceeds from the Offering mainly to finance:

- development and marketing of the current pipeline projects
- development of additional sequels to existing franchises
- and new acquisitions of franchises, game development studios or other objects which complements the operations

¹ Personnel may refer to both employees and external contractors

Important information

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The Offering of securities referred to in this announcement will only be made by means of the prospectus which today has been published. This announcement is not a prospectus for the purposes of Directive 2003/71/EC (together with any applicable implementing measures in any Member State, the "**Prospectus Directive**"). Investors should not invest in any securities referred to in this announcement except on the basis of information contained in the aforementioned prospectus. In any EEA Member State other than Sweden that has implemented the Prospectus Directive, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Directive, i.e., only to investors who can receive the offer without an approved prospectus in such EEA Member State.

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Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe," "expect," "anticipate," "intends," "estimate," "will," "may," "continue," "should" and similar expressions. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. 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 information, opinions and forward-looking statements contained in this announcement speak only as at its date, and are subject to change without notice.