

## Invitation to the Annual General Meeting of shareholders of Betsson AB (publ)

The shareholders of Betsson AB (publ) (the "Company"), are hereby invited to the Annual General Meeting of shareholders to be held on **Wednesday, 8 May 2013 at 10.00 a.m.** at the office of the Company at **Regeringsgatan 28** in Stockholm.

### Notice to attend etc.

Shareholders who wish to attend the Annual General Meeting (the "AGM") must

- be entered in the register of shareholders held by Euroclear Sweden AB by Thursday, 2 May 2013; and
- notify the Company of their intention to participate no later than on Friday, 3 May 2013.

Notice of participation in the meeting shall be made in writing to the Company at the address Betsson AB, Regeringsgatan 28, SE-111 53 Stockholm. Notification may also be made by telephone on +46 (0)8-506 403 00 or by e-mail: [info@betssonab.com](mailto:info@betssonab.com). When giving notice of participation, the shareholder must state name, social security number or company registration number, address, telephone number and shareholding. Shareholders who are represented by proxy should include such proxy together with the notification to attend the AGM. Proxy forms for shareholders who wish to be represented by proxy will be made available on the Company's website [www.betssonab.com](http://www.betssonab.com).

Shareholders who hold their shares through nominees (Sw. *förvaltare*) must request a temporary registration of the shares in their own name, with Euroclear Sweden AB. Shareholders who wishes to obtain such registration must contact the nominee regarding this well in advance of 2 May 2013.

### Proposed Agenda

1. Opening of the Meeting
2. Election of a Chairman at the Meeting

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3. Preparation and approval of the register of shareholders entitled to vote at the Meeting
4. Approval of the agenda
5. Election of one or two persons to check the minutes
6. Determination of whether the Meeting has been duly convened
7. Statement by the Chief Executive Officer
8. Presentation of the Annual Report and Auditor's Report and of the Group Annual Report and the Group Auditor's Report
9. Resolution to adopt the Income Statements and Balance Sheets of the Parent Company and the Group
10. Resolution on allocations concerning Company earnings in accordance with the adopted Balance Sheet
11. Resolution to discharge the members of the Board of Directors and the Chief Executive Officer from liability
12. Determination of the number of members and deputy members of the Board of Directors
13. Determination of the fees to be paid to the members of the Board of Directors and the auditors
14. Election of members of the Board of Directors and Chairman of the Board of Directors
15. Establishment of a Nomination Committee
16. Resolution concerning guidelines for the remuneration of senior executives
17. Resolution on amendments to the Articles of Association
18. Resolution on incentive programme based on tradable warrants mainly to employees in Sweden
19. Resolution on incentive programme based on stock options for employees outside of Sweden
20. Resolution on authorisation for the Board of Directors to resolve on issue of Class C shares

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21. Resolution on authorisation for the Board of Directors to resolve on repurchase of Class C shares
22. Share split and automatic redemption procedure, to include
  - (a) resolution to implement a share split,
  - (b) resolution to reduce share capital through automatic redemption of shares; and
  - (c) resolution to increase share capital through a bonus issue
23. Resolution to authorise the Board of Directors to resolve on the repurchase and transfer of Class B shares
24. Resolution on authorisation for the Board of Directors to resolve on the issue of Class B shares
25. Closing of the Meeting

## Proposals

### Election of the Chairman of the Meeting (punkt 2)

The Nomination Committee, comprised of John Wattin, appointed by the Hamberg family and Hamberg Förvaltning AB, Michael Knutsson, appointed by Knutsson Holdings AB and Chairman of the Nomination Committee, Christoffer Lundström, appointed by Provobis AB and the Lundström family, and Pontus Lindwall, Chairman of the Board of Directors of Betsson AB, proposes that Pontus Lindwall be appointed Chairman of the Meeting.

### Dividends (item 10)

As set out in item 22 below, the Board of Directors has proposed a procedure for the redemption of shares which means a transfer of value in cash to the shareholders in about SEK 410.9 million.

### Election of the Board, etc. (items 12-14)

The Nomination Committee proposes that the Board of Directors shall consist of six members without deputies for the period until the end of the next AGM. The Nomination Committee proposes the re-election of Pontus Lindwall, John Wattin, Patrick Svensk, Lars Linder Aronson, Carl Lewenhaupt and Kicki Wallje-Lund as members of the Board of Directors. Per Hamberg has after 28 years as a member of the Board of Directors decided

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to retire and is not available for re-election. The Nomination Committee proposes that Pontus Lindwall be re-elected as Chairman of the Board of Directors.

The Nomination Committee proposes the remuneration for the Board to be a total amount of SEK 1,998,000 to be allocated as follows: SEK 312,000 for each member of the Board of Directors who is not employed by the Company, except for John Wattin who shall receive an amount of SEK 624,000. The reason for the increased remuneration for John Wattin is that his involvement in the Company is exceeding what is deemed normal. The proposed remuneration to members of the Compensation Committee and the Audit Committee is SEK 63,000 per Committee, to be allocated amongst its respective members. The remuneration for the Compensation Committee and the Audit Committee is included in the total amount mentioned above.

The Nomination Committee proposes the fees for the auditors be paid according to approved invoices.

It is noted that the Chairman of the Board of Directors shall not receive any remuneration referred to above since he is still employed by the Company with an annual salary of SEK 3,600,000 and variable salary not exceeding SEK 3,600,000 and pension benefits amounting to 35 per cent of base salary and company car.

#### **Establishment of a Nomination Committee (item 15)**

The Nomination Committee proposes that the following principles shall apply for the establishment of the Nomination Committee in relation to the AGM 2014:

The Chairman of the Board shall no later than 30 September 2013 convene a meeting with the three largest shareholders or known group of shareholders of the Company, who each shall have the right to appoint one member of the Nomination Committee. If any of the three largest shareholders or known group of shareholders renounce from their right to appoint a member of the Nomination Committee, the next largest shareholder or known group of shareholders is to be provided with the opportunity to appoint a member of the Nomination Committee. In addition, the Chairman of the Board of Directors shall be a member of the Nomination Committee. Neither the CEO nor any other member of the management shall be a member of the Nomination Committee. The Chairman of the Board shall convene the initial meeting of the Nomination Committee. A representative of the shareholders shall be elected as Chairman of the Nomination Committee. The term of office for the Nomination Committee is until a new Nomination Committee has been appointed. The names of the members of the Nomination Committee shall be announced no later than six months prior to the AGM 2014.

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The Nomination Committee shall be constituted based on known ownership of the Company as of 31 August 2013. In the event of major changes in the shareholding of the Company after the establishment of the Nomination Committee, the composition of the Nomination Committee may be changed in accordance with the above principles. Such changes shall be made public immediately.

The Nomination Committee shall prepare and at the AGM present proposals regarding the election of Chairman of the Board of Directors along with other members of the Board of Directors, remuneration of the members of the Board of Directors divided between the Chairman and other members and, where appropriate, compensation for work in committees, election of and fee to the auditors, establishment of the principles regarding election of the Nomination Committee, and election of Chairman for the AGM.

The Nomination Committee shall, upon approval by the Chairman of the Board of Directors, be entitled to burden the company with costs, for example in respect of recruitment consultants or other costs necessary for the Nomination Committee to fulfil its duties.

#### **Resolution concerning guidelines for the remuneration of senior executives (item 16)**

The Board proposes that the AGM is approving the following guidelines for remunerating senior executives. Senior executives mean the management team of the group, consisting of the CEO and the CFO of the parent company, the managing director of Betsson Malta and the general counsel of the group. Remuneration shall be paid on ordinary market and competitive terms in order to attract and retain competent senior executives. The remuneration consists of a fixed salary, variable salary, pensions and other fringe benefits such as company cars.

Variable salary may be offered subject to fulfilment of certain financial targets to be determined by the Board of Directors. The variable salary shall be depending on to what extent the targets have been fulfilled or outperformed. If the financial targets have been exceeded at the highest level ("out-perform"), the cost for the group in respect of variable salary for the senior executives is estimated to approximately SEK 10.2 million including social contribution fees.

Ordinary retirement age shall be 65 years. Pension benefits shall be competitive and based on defined contribution plans.

The notice period should normally be between six and twelve months if termination of the employment is made by the company and six months if the employment is terminated by

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the employee. In case of termination of employment by the company, severance payment may be paid up to twelve months salary.

In case of special circumstances, the Board of Directors may deviate from these guidelines.

#### **Resolution on amendments to the Articles of Association (item 17)**

The Board of Directors proposes that the AGM resolves to amend the Articles of Association to the effect that the Company may issue shares of a new class, Class C shares. The proposed amendments to the Articles of Association mean mainly the following.

The Class C shares shall carry one vote at general meetings and not entitle to dividends or participation in bonus issues. Class C shares may be issued up to a maximum of 10,000,000.

Upon liquidation of the Company, the Class C shares entitle to an equal share in the Company's assets as the other classes of shares, but not to an amount exceeding the equivalent of the share's quota value plus a certain interest rate. Class C shares may, at the request of the holder or at the discretion of the Board of Directors be subject to redemption. The redemption amount shall be the quota value plus certain interest. Upon decision by the Board of Directors, Class C shares held by the Company may be converted into Class B shares.

#### **Resolution on incentive programme based on tradable warrants mainly to employees in Sweden (item 18)**

The Board of Directors proposes that the AGM resolves to establish an incentive programme under which the Company invites senior executives and other key employees to purchase warrants (call options) in the company. The program is mainly intended for employees in Sweden, but it is proposed that the Board of Directors shall be authorised to resolve that also employees abroad may participate in the programme.

The proposal means that the company will issue warrants, each warrant entitling the holder to purchase one Class B share in the Company in accordance with the following principal terms:

- (i) The number of warrants to be issued under the programme shall not exceed 542,000. The issue of warrants to employees may only occur to the extent that the total number of options under this programme and the incentive programme for employees abroad referred to in item 19 below, does not

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exceed 542,000 options. If all 542,000 warrants are exercised to purchase new Class B shares, the share capital of the Company will increase by SEK 1,084,000, representing approximately 1.23 per cent of the share capital and 0.58 per cent of the votes after dilution.

- (ii) Payment for acquired warrants shall be made in cash.
- (iii) Each warrant entitles the holder to purchase one Class B share in the Company at an exercise price equal to 120 per cent of the average closing price of the Company's Class B share on NASDAQ OMX Stockholm during the period from 10 June 2013 until 14 June 2013. The exercise price and the number of shares each warrant entitling the holder to purchase is subject to customary recalculations according to the final terms of the warrants.
- (iv) The price for the warrants shall correspond to the market value determined by an external valuation by applying a generally accepted valuation method. In order to encourage participation in the incentive programme, the Company intends to provide a subsidy to the warrant holders that at the time of the exercise of the warrants still are employed by the Group, through a bonus payment that before tax corresponds to the option premium.
- (v) The warrants are exercisable during the period from the date of announcement of the Company's interim report for January - March 2015, but no later than 1 June 2015, until 30 June 2015.

The proposal aims to create conditions to attract and retain competent managers and to increase the motivation of the employees. The Board believes that the introduction of an incentive program as described above is beneficial to the Group and its shareholders.

The Board of Directors' proposal means that the AGM approves that the Company, with deviation from the shareholders' preferential rights, transfers Class B shares to the participants at a fixed exercise price. Such transfers fall within the scope of Chapter 16 of the Swedish Companies Act (SFS 2005:551), which means that a resolution to approve the Plan is valid only where supported by shareholders holding not less than nine-tenth of both the shares voted and of the shares represented at the Meeting.

#### **Resolution on incentive programme based on stock options for employees outside of Sweden (item 19)**

The Board of Directors proposes that the AGM resolves to establish an incentive programme (the "Plan") for senior executives and other key employees who are employed

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in jurisdictions other than Sweden. To participate in the Plan employees are required to invest in Betsson shares. These shares can either be shares already held or shares purchased on the market in connection with notification to participate in the Plan. Thereafter the participants will receive allocation of stock options at no cost.

For each share held by an employee under the Plan, the Company will allocate certain number of stock options. The options may be exercised to purchase Class B shares in the Company during the period from the date of announcement of the Company's interim report for January - March 2015, but no later than 1 June 2015, until 30 June 2015.

Provided that the participant (i) is still employed by the Group at the exercise of the options, and (ii) has maintained the initial investment in Betsson shares, each option will entitle the employee to purchase one Class B share in the Company at an exercise price equal to 120 per cent of the average closing price of the Company's Class B share on NASDAQ OMX Stockholm during the period from and including 10 June 2013 up to and including 14 June 2013.

Participation under the Plan is proposed to be offered to maximum of 40 senior executives and other key personnel who are employed abroad. The Plan is proposed to comprise of up to 21,680 Betsson shares that employees will invest in and provide for an allocation of up to 542,000 stock options. The participants will be mainly divided into different categories when determining the allocation of options. Allocation of stock options may only occur to the extent that the total number of options under this programme and the incentive programme referred to in item 18 above, does not exceed 542,000 options.

The Board of Directors, or a remuneration committee established by the Board of Directors for these purposes, shall be responsible for preparing the detailed terms and conditions of the Plan, in accordance with the above mentioned terms and guidelines. To this end, the Board of Directors shall be entitled to make adjustments in the Plan to meet foreign regulations or market conditions. The Board of Directors may also make other adjustments if significant changes in the group, or its markets, result in a situation where the decided terms and conditions for exercising the options become inappropriate.

Furthermore, in case of special circumstances, the Board of Directors shall be authorised to resolve that options will be kept and exercised despite the fact that employment in the Group have ceased, for example due to illness.

The rationale for the proposal is to create opportunities to keep and to recruit competent personnel to the Betsson Group and to increase the motivation amongst the employees. The Board of Directors considers that the adoption of the incentive programme as

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described above is in the favour of the Betsson Group and the shareholders in the Company.

The Board of Directors' proposal means that the AGM approves that the Company, with deviation from the shareholders' preferential rights, transfers Class B shares to the participants at a fixed exercise price. Such transfers fall within the scope of Chapter 16 of the Swedish Companies Act (SFS 2005:551), which means that a resolution to approve the Plan is valid only where supported by shareholders holding not less than nine-tenth of both the shares voted and of the shares represented at the Meeting.

To ensure delivery of shares in accordance with the proposed incentive programmes, the Board of Directors proposes that the AGM authorise the Board of Directors to resolve on a rights issue of Class C shares to a bank or a securities company under item 20 below, and that the Board of Directors is authorised to resolve to repurchase shares of the subscriber under item 21 below. The Class C shares will during the term of the options be held by the Company. Upon exercise of warrants or stock options the required number of Class C shares will, after conversion to Class B shares, be transferred to participants in accordance with the terms of the options.

**Resolution on authorisation for the Board of Directors to resolve on issue of Class C shares (item 20)**

The Board of Directors proposes that the AGM authorises the Board of Directors to resolve, prior to the next AGM, to increase the share capital by no more than SEK 1,084,000 by issue of up to 542,000 Class C shares, each with a quota value of SEK 2. The new shares may, with deviation from the shareholders' preferential rights, be subscribed for by a bank or a securities company at a subscription price equal to the quota value.

The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights in connection with a share issue, is to ensure the delivery of shares in accordance with the proposed incentive programmes in accordance with items 18 and 19 above.

**Resolution on authorisation for the Board of Directors to resolve on repurchase of Class C shares (item 21)**

The Board proposes that the AGM authorises the Board of Directors to resolve, prior to the next AGM, to repurchase Class C shares. Repurchase of Class C shares may only be effected through a public offer directed to all holders of Class C shares and must include all of the outstanding Class C shares. Purchase of shares shall be at a price equal to their quota value. Payment for the Class C shares shall be made in cash.

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The purpose of the repurchase of Class C shares is that the Company shall ensure delivery of shares under the Company's outstanding incentive programmes from time to time.

**Share split and automatic redemption of shares (item 22)**

The Board of Directors proposes that the AGM resolves on a procedure for the automatic redemption of shares, in accordance with the proposal below. It is proposed that the resolutions are taken together as one resolution.

**Resolution to implement a share split (item 22 a)**

The Board of Directors proposes that the AGM resolves to implement a share split, whereby one share in Betsson is converted into two shares. One of these shares will be a so-called redemption share. The Board proposes that the record date for the share split shall be 21 May 2013.

**Resolution to reduce the share capital through an automatic redemption of shares (item 22 b)**

The Board of Directors proposes that the share capital shall be reduced by SEK 43,433,003 through the redemption of 5,420,000 Class A shares and 38,013,003 Class B shares for repayment to the shareholders. The shares to be redeemed are those shares which are referred to as redemption shares after shares have been split as described in item 22 a) above. If the Board of Directors is utilising current authorisation to issue new shares, the number of shares being subject to redemption may increase. In respect of such subscription of new shares taking place prior to the record date for the share split pursuant to item 22 a) above, the proposal for reduction of the share capital shall be adjusted, whereby the reduction amount shall increase by SEK 1 for each such new share in the Company. In addition, the number of shares being subject to redemption shall increase correspondingly.

The price to be paid for each redemption share shall be SEK 9.46, being an amount exceeding the quota value of the shares by SEK 7.46. No redemption price shall be paid for any redemption shares of Class A or Class B that are held by the Company. The maximum redemption amount will thereby be SEK 410,876,208.38. In the event that the Company at the time of the redemption of shares are still the holder of the number of shares that the Company currently owns, i.e. 638 Class B shares, the redemption amount will be SEK 410,870,172.90. The Board of Directors proposes that trading in redemption shares shall take place from 24 May 2013 up to and including 7 June 2013. The Board of Directors proposes that the record date for the redemption of shares shall be 12 June 2013. Payment is expected to be made through Euroclear Sweden AB on 17 June 2013.

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**Resolution to increase share capital through a bonus issue (item 22 c)**

In order to achieve a timely and efficient redemption procedure, without having to obtain permission from the Swedish Companies Registration Office or the Court, the Board of Directors proposes to restore the Company's share capital to its original amount by increasing the Company's share capital by SEK 43,433,003 through a bonus issue by way of a transfer from the Company's unrestricted equity to the Company's share capital. No new shares will be issued in connection with the increase of the share capital. If the Board of Directors is utilising current authorisation to issue new shares and new shares are subscribed for prior to the record date for the share split according to item 22 a) above, the proposed resolution for the increase of share capital through a bonus issue shall be subject to adjustment whereby the issue amount shall increase by SEK 1 for each such share in the Company.

**Resolution to authorise the Board of Directors to resolve on the repurchase and transfer of Class B shares (item 23)**

The Board of Directors proposes that the AGM authorises the Board of Directors to resolve to repurchase, on one or several occasions prior to the next AGM, as many shares as may be purchased without the Company's holding at any time exceeding 10 per cent of the total number of shares in the Company. The shares shall be acquired on a regulated market where shares in the Company are listed and only at a price within the price range registered at any given time, i.e. the range between the highest bid price and the lowest offer price, or through a public offer to all shareholders, whereby the purchase shall be made at a price equivalent to the lowest quoted share price at the time and a maximum of 150 per cent of the current quoted share price.

It is also proposed that the Board of Directors shall be authorised to resolve on the transfer of the Company's own shares, as payment upon the acquisition of companies or businesses, at a price equivalent to the quoted share price at the time of transfer.

The authorisation to transfer own shares shall be limited whereby the Board of Directors may not resolve on the transfer of more than 4,000,000 Class B shares also taken into consideration any shares issued by the Board of Directors under the authorisation pursuant to item 24 below.

The purposes of these authorisations are to give the Board of Directors greater scope to act when working with the Company's capital structure and to create flexibility in the Company's opportunities to carry out acquisitions of companies and businesses.

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BETSSON AB'S CORE BUSINESS CONSISTS OF INVESTING AND ADMINISTERING SHAREHOLDING IN COMPANIES, WHICH THROUGH PARTNERS OR BY THEMSELVES, OFFERS GAMES TO THE END USERS VIA THE INTERNET. BETSSON AB OWNS BETSSON MALTA WHICH OPERATES GAMES THROUGH PARTNERSHIPS AND OWN WEBSITES. BETSSON MALTA OFFERS POKER, CASINO, SPORTS BETTING, SCRATCH CARDS, BINGO AND GAMES. THE CUSTOMERS MAINLY ORIGINATE FROM THE SCANDINAVIAN COUNTRIES AND OTHER PARTS OF EUROPE. BETSSON AB IS LISTED ON NASDAQ OMX NORDIC MID CAP LIST, (BETS).

POST- AND VISIT ADDRESS	TELEPHONE/FAX	REGISTERED OFFICE	E-MAIL WEB	CORPORATE REG.NO. VAT.REG.NO.
BETSSON AB (PUBL) REGERINGSGATAN 28 111 53 STOCKHOLM, SWEDEN	+46 (0)8 506 403 00 +46 (0)8 735 57 44	STOCKHOLM	INFO@BETSSONAB.COM WWW.BETSSONAB.COM	556090-4251 SE556090425101

**Resolution on authorisation for the Board of Directors to resolve on the issue of Class B shares (item 24)**

The Board of Directors proposes that the AGM authorises the Board to resolve, on one or several occasions prior to the next AGM, to issue shares for payment in kind or by way of set-off, that involve the issue of up to 4 million Class B shares (corresponding to a dilution of about 10 per cent).

The authorisation to issue shares shall be limited whereby the Board of Directors may not resolve to issue more than 4,000,000 Class B shares also taken into consideration any shares transferred by the Board of Directors under the authorisation pursuant to item 23 above.

The purposes of the authorisation are to increase the financial flexibility of the Company and to enable the Company to use its own shares to make payments for any acquisitions of companies or businesses the Company may undertake or to settle any deferred payments in connection with such acquisitions. In connections with issue of shares with payments by way of set-off to settle deferred payments, the Board of Directors shall be authorised to issue shares with deviation from the shareholders' preferential rights. The market value of the shares on each issue date will be used in determining the price at which shares will be issued.

**Other**

A valid resolution in respect of items 18 and 19 above requires approval of shareholders representing at least nine-tenth of both the votes cast and the shares represented at the Meeting. A valid resolution in respect of items 17 and 20-24 above requires approval of shareholders representing at least two-third of both the votes cast and the shares represented at the Meeting.

The Board of Directors' complete proposals for resolutions in accordance with the above, including reports and statements related thereto in accordance with the Swedish Companies Act (SFS 2005:551), will be available at the Company's address as set out above and on the Company's website [www.betssonab.com](http://www.betssonab.com) and will also be sent to those shareholders who so request and provide their postal address.

According to Chapter 7, section 32 of the Swedish Companies Act, at a General Meeting the shareholders are entitled to require information from the Board of Directors and CEO regarding circumstances which may affect items on the agenda and circumstances which may affect the Company's financial situation.

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**Number of shares and votes**

As of 10 April 2013, the total number of shares in the Company was 43,433,003, representing a total of 92,213,003 votes, divided into 5,420,000 Series A shares representing 54,200,000 votes and 38,013,003 Series B shares representing 38,013,003 votes. On the same date, the Company held 638 Series B shares, which may not be represented at the AGM.

Stockholm, April 2013

The Board of Directors

For further information, please contact:

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[magnus.silfverberg@betssonab.com](mailto:magnus.silfverberg@betssonab.com).

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