

## **Notice of the Annual General Meeting of Betsson AB (publ)**

**Shareholders of Betsson AB (publ), reg. no. 556090-4251 ("Betsson" or the "Company"), are invited to the Annual General Meeting (or the "Meeting") on Thursday, 8 May 2025, at 13:00 CEST at Helio GT30, Grev Turegatan 30 in Stockholm, Sweden.**

Shareholders can also exercise their voting rights by postal voting prior to the Meeting.

### **Right to participate and notice of participation at the Meeting**

Shareholders who wish to attend the Annual General Meeting venue in person or by proxy must:

- be recorded as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Tuesday, 29 April 2025, and
- give notice of participation to the Company no later than Friday, 2 May 2025 either
  - via Betsson's website, [www.betssonab.com](http://www.betssonab.com) under the Corporate Governance section,
  - by email to [proxy@computershare.se](mailto:proxy@computershare.se),
  - by phone at +46 (0)771 24 64 00, or
  - by post to Betsson AB, c/o Computershare AB, Box 5267, SE-102 46 Stockholm, Sweden.

When giving notice of participation, state name, date of birth or registration number, address, telephone number and number of participating assistants, if any.

If the shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder shall be issued for the representative. A power of attorney issued by a legal entity must be accompanied by the entity's certificate of registration (or a corresponding document of authority). To facilitate registration at the Annual General Meeting, the power of attorney, certificate of registration and other documents of authority should be sent to the Company at the above address well in advance. Forms of power of attorney are available on Betsson's website, [www.betssonab.com](http://www.betssonab.com), under the Corporate Governance section.

### **Right to participate and notice by postal voting**

Shareholders who wish to participate in the Annual General Meeting by postal voting must:

- be recorded as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Tuesday, 29 April 2025, and
- give notice of participation no later than Friday, 2 May 2025, by casting the postal vote in accordance with the instructions below so that the postal voting form is received by the Company no later than that day.

A special form must be used for the postal vote. The form for postal voting is available on Betsson's website, [www.betssonab.com](http://www.betssonab.com), under the Corporate Governance section. Completed and signed forms for postal voting can be sent by email to [proxy@computershare.se](mailto:proxy@computershare.se) or by post to Betsson AB, c/o Computershare AB, Box 5267, SE-102 46 Stockholm, Sweden. Shareholders may also cast their votes electronically through verification with BankID via Betsson's website, [www.betssonab.com](http://www.betssonab.com), under the Corporate Governance section. Postal votes through BankID must be received by the Company no later than Friday, 2 May 2025.

Shareholders may not provide special instructions or conditions in the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

If the shareholder submits the postal vote by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. If the shareholder is a legal entity, the entity's certificate of registration (or a corresponding document of authority) shall also be enclosed with the form. Forms of power of attorney are available on Betsson's website, [www.betssonab.com](http://www.betssonab.com), under the Corporate Governance section.

For questions about the postal voting, please contact Computershare by phone number +46 (0)771 24 64 00.

A shareholder who has voted by post may also attend the Meeting venue, provided that a notification has been made in accordance with the instructions under the heading "Right to participate and notice of participation at the Meeting" above. This means that postal voting does not constitute a notification also to attend the Meeting at the Meeting venue.

### **Nominee registered shares**

To have the right to participate in the Meeting, shareholders who have their shares registered in a custody account must, in addition to giving notice of participation in accordance with the above instructions, register the shares in their own name so that the shareholders are registered in the presentation of the share register as of Tuesday, 29 April 2025. Such registration can be temporary (so-called voting rights registration) and must be requested with the custodian in advance and in accordance with the custodian's routines. Voting rights registrations made no later than Friday, 2 May 2025, are included in the share register presented to the Annual General Meeting.

### **Proposed agenda**

1. Election of a Chair for the Annual General Meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Determination of whether the Annual General Meeting has been duly convened
5. Election of one or two persons to verify the minutes of the Annual General Meeting together with the Chair
6. Speech by the Chief Executive Officer
7. Presentation of the Annual Report and the Auditor's report, as well as the consolidated accounts and consolidated Auditor's report
8. Resolution on adoption of the profit and loss statement and balance sheet for the parent Company and Group
9. Resolution on approval of the Board of Director's remuneration report
10. Resolution on dispositions in respect of the Company's profit or loss pursuant to the adopted balance sheet and determination of record dates for dividend occasions one and two
11. Resolution on discharge of liability for the members of the Board of Directors and the Chief Executive Officer
12. Decision on
  - a) Number of members of the Board of Directors
  - b) Number of auditors
13. Decision on
  - a) Fees to the members of the Board of Directors
  - b) Fees payable to the auditor
14. Election of
  - a) Members of the Board of Directors
    - i. Eva de Falck (re-election)
    - ii. Peter Hamberg (re-election)
    - iii. Eva Leach (re-election)
    - iv. Pontus Lindwall (re-election)
    - v. Johan Lundberg (re-election)
    - vi. Louise Nylén (re-election)
    - vii. Tristan Sjöberg (re-election)
  - b) Chair of the Board of Directors
    - i. Johan Lundberg (re-election)
  - c) Auditor
15. Resolution on instruction for the Nomination Committee

16. Implementation of incentive plan
  - a) Resolution on implementation of the performance share plan 2025
  - b) Resolution on transfers of own series B shares to the participants of the performance share plan 2025
17. Resolution on authorising the Board of Directors to resolve upon a repurchase and transfer of series B shares
18. Resolution on authorising the Board of Directors to resolve upon an issue of shares and/or convertibles

### **Proposed resolutions**

#### **Election of a Chair for the Meeting (item 1)**

The Nomination Committee (as presented below) proposes that Jörgen S. Axelsson, lawyer, Setterwalls law firm, is appointed as Chair of the Meeting 2025.

#### **Preparation and approval of the voting list (item 2)**

The voting list proposed for approval is the voting list drawn up by Euroclear Sweden AB on behalf of the Company, based on the Annual General Meeting's register of shareholders, shareholders having given notice of participation and being present at the Meeting venue, and postal votes received.

#### **Resolution on dispositions in respect of the Company's profit or loss pursuant to the adopted balance sheet and determination of record dates for dividend occasions one and two (item 10)**

The Board of Directors proposes a dividend distribution of EUR 0.66 per share divided into two separate payout occasions and an extra dividend distribution of EUR 0.10 in conjunction to the first payout. This means that the first payout will amount to EUR 0.43 (whereof the extra dividend of EUR 0.10) and second payout will amount to EUR 0.33.

The Board proposes that the record day for the first pay out shall be Monday 12 May 2025 and that the record day for the second pay out occasion shall be Wednesday 12 November 2025. Series C shares does not entitle to dividend distribution.

Should the Annual General Meeting resolve in accordance with the proposal, a total of MEUR 104.8 will be paid out to the Company's shareholders.

The Board of Directors proposes that the Annual General Meeting resolves that the remaining profits available to the Annual General Meeting shall be carried forward in a new account.

#### **The Nomination Committee's proposals (items 12-14)**

The Nomination Committee has been appointed in accordance with the instruction for the Nomination Committee as resolved by the Annual General Meeting 2024 and consists of the Chair of the Nomination Committee, Jenny Rosberg (appointed by Hamberg Förvaltning AB), Ingela Kling (appointed by the Kling Family), and Mats Axell (appointed by Knutsson Holdings AB).

#### **The Nomination Committee proposes the following:**

- Item 12:
  - a) That the Board of Directors shall consist of seven members.
  - b) That the Company should have one registered public auditor's firm as auditor.
- Item 13:
  - a) That the Board fees shall be left unchanged. Therefore, the Board fees are proposed at SEK 517,000 (2024: SEK 517,000) for each Board member and at SEK 1,034,000 (2024: SEK 1,034,000) for the Chair of the Board. In addition, the Nomination Committee propose fees of SEK 71,500 (2024: SEK 71,500) for the members of the Audit Committee and of SEK 137,500 (2024: SEK 137,500) for the Chair of the Audit Committee as well as of SEK 63,250 (2024: SEK 63,250) for members of the

Remuneration Committee and of SEK 121,000 (2024: SEK 121,000) for the Chair of the Remuneration Committee. Total Board fees will amount to SEK 4,147,000 (2024: SEK 4,147,000). Pontus Lindwall, in his capacity as Chief Executive Officer of Betsson AB, shall not receive any Board fees.

b) That the auditor shall be remunerated based on invoices approved by the Company.

- Item 14:

a) That, for the period up to the end of the Annual General Meeting 2026, the following members of the Board of Directors are re-elected:

- i. Eva de Falck
- ii. Peter Hamberg
- iii. Eva Leach
- iv. Pontus Lindwall
- v. Johan Lundberg
- vi. Louise Nylén
- vii. Tristan Sjöberg

b) That Johan Lundberg is re-elected as the Chair of the Board, for the period up to the end of the Annual General Meeting 2026.

c) That the auditors firm Öhrlings PricewaterhouseCoopers AB is re-elected as the Company's auditor for the period up to the end of the Annual General Meeting 2026.

The Nomination Committee's proposal is in line with the Audit Committee's recommendation.

Information regarding the candidates nominated by the Nomination Committee as Board members is available on the Company's website, [www.betssonab.com](http://www.betssonab.com), under the Corporate Governance section.

#### **Resolution on instruction for the Nomination Committee (item 15)**

The Nomination Committee proposes that the Meeting resolves to decide on an amendment to the instruction for the Nomination Committee, which includes that the Chair of the Board of Directors shall convene the Nomination Committee to its inaugural (first) meeting, as set out below (amendment marked in italics).

#### ***Instruction for the Nomination Committee of Betsson AB***

1. The Nomination Committee of Betsson AB (publ) (the "Company") shall consist of members appointed by the three largest shareholders in terms of votes or known shareholder groups in the Company. If any of the three largest shareholders or known shareholder groups waive their right to appoint a member to the Nomination Committee, the next shareholder or known shareholder group in order of magnitude shall be given the opportunity to appoint a member to the Nomination Committee. The CEO or another person from the Company's management shall not be a member of the Nomination Committee. The Chair of the Board shall not be part of the Nomination Committee's work. The Nomination Committee's term of office extends until a new Nomination Committee has been appointed.
2. The Nomination Committee shall be constituted based on known ownership of the Company as of 31 August the year before the relevant Annual General Meeting. Information about the composition of the Nomination Committee shall be disclosed through the interim report for the third quarter or separately announced no later than six months before the Annual General Meeting. *The Chair of the Board shall convene the Nomination Committee to its inaugural meeting.*
3. The Nomination Committee shall have a Chair. The Chair shall be appointed by the Nomination Committee at its inaugural meeting.
4. In the event of major changes in the shareholding of the Company after the formation of the Nomination Committee, the composition of the Nomination Committee may be changed in accordance with the above principles. A shareholder or known shareholder group who has appointed a Nomination Committee member have the right to discharge such member and appoint a new member of the Nomination Committee. Changes in the Nomination Committee shall be announced immediately.

5. That the Nomination Committee shall prepare proposals for decision to the Annual General Meeting regarding the following matters:
- a) Proposal for Chair for the Annual General Meeting
  - b) Proposal for Chair of the Board and other Board members
  - c) Proposal for Board fees with the breakdown between the Chair and other members of the Board as well as any compensation for committee work
  - d) Proposal on Auditor
  - e) Proposal on Auditor's fee

Furthermore, the Nomination Committee shall, when needed, submit a proposal for amendments to this instruction.

6. The Nomination Committee shall, upon approval by the Chair of the Board, 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.

This instruction is valid until the General Meeting decides to adopt a new instruction.

#### **Implementation of incentive plan (item 16)**

The Board of Directors proposes that the Annual General Meeting 2025 resolves of an implementation of a long-term incentive performance share plan (the "Performance Share Plan 2025"), including approximately 14 Senior Executives, consisting of the Chief Executive Officer, the Group Management and the Operational Management.

##### *Background and reasons*

The overall purpose of the Performance Share Plan 2025 is to create engagement, commitment, and motivation for the employees within the Betsson Group (the "Group") and align managements and shareholders' interests and thereby increase shareholder value and long-term value growth in the Company. The purpose of the Performance Share Plan 2025 is further to facilitate the recruitment and retention of employees with key competencies.

In light of the above, the Board of Directors assesses that the implementation of the Performance Share Plan 2025, as outlined below, will have a positive effect on the Group's future development and will, consequently, be beneficial for both the Company and its shareholders.

##### ***Resolution on implementation of the performance share plan 2025 (item 16 a)***

The Board of Directors proposes that the Annual General Meeting 2025 resolves on an implementation of the Performance Share Plan 2025.

It is proposed that the Performance Share Plan 2025 is open to approximately 14 Senior Executives, consisting of the Chief Executive Officer, Group Management and Operational Management of the Group (the "Participants") and that Performance Shares (as defined below) are allocated to the Participants on the terms and conditions set out below:

##### *Terms and conditions applying to the Performance Share Plan 2025*

- a) Each Participant will, free of charge, receive a performance share award under the Performance Share Plan 2025 ("LTIP Award"), entitling the Participant to receive an allocation of series B shares in Betsson (the "Performance Shares") from the Company.
- b) The allocation of Performance Shares is subject to the satisfaction of the conditions set out in subsection d), and that the Participant has retained his or her employment (unless special circumstances are at hand) during the Vesting Period. Any Performance Shares will be allocated as soon as practically possible after the expiration of the three-year vesting period beginning on 1 June 2025 (the "Vesting Period").
- c) The value of the LTIP Award at the time of grant in respect of each LTIP Award will amount to 225 percent of the gross annual fixed salary as of 1 January 2025 for the Participants, on an individual

basis (the “Base Salary”). The share price used to calculate the value of the underlying series B in Betsson in respect of each LTIP Award, and hence the number of Performance Shares to which each LTIP Award entitles, shall be the volume-weighted average price paid for the series B in Betsson on Nasdaq Stockholm, during a period of ten trading days beginning immediately after the release of the Company’s interim report for the fourth quarter 2024 (the “Grant Share Price”).

- d) The allocation (if any) of an LTIP Award that will vest at the end of the Vesting Period is based on and subject to the satisfaction of the below performance conditions (the “Performance Conditions”). For each Performance Condition, the Board of Directors will set various target levels, which must be reached or exceeded in accordance with what is set out below during the time between 1 January 2025 – 31 December 2027 (the “Performance Period”). After the Vesting Period has expired, the Board of Directors shall publish the target levels and the degrees of fulfilment of the Performance Conditions.

Revenue

LTIP Award granted to a Participant will be subject to the Group’s actual total revenue reaching or exceeding the Group’s target revenue during the Performance Period, as determined by the Board of Directors (the “Revenue Target”). Vesting of Performance Shares related to the Revenue Target will occur, as per the table below.

Revenue Target levels				Pay-out levels (percentage of Base Salary)			
Min	Level 1	Level 2	Max	Min	Level 1	Level 2	Max
97% of Revenue Target	101% of Revenue Target	106% of Revenue Target	112% of Revenue Target	6.7	13.3	41.7	71.7

Vesting of Performance Shares requires a specific target level to be reached or exceeded. In the event of an outcome between two target levels, no linear pro-rata vesting will occur.

EBIT

LTIP Award granted to a Participant will be subject to the Group’s actual total EBIT (earnings before interest and taxes) reaching or exceeding the Group’s target EBIT for the Performance Period as determined by the Board of Directors (the “EBIT Target”). Vesting of Performance Shares related to the EBIT Target will occur, as per the below table.

EBIT Target levels				Pay-out levels (percentage of Base Salary)			
Min	Level 1	Level 2	Max	Min	Level 1	Level 2	Max
97% of EBIT Target	101% of EBIT Target	106% of EBIT Target	112% of EBIT Target	6.7	13.3	41.7	71.7

Vesting of Performance Shares requires a specific target level to be reached or exceeded. In the event of an outcome between two target levels, no linear pro-rata vesting will occur.

Operating Cash Flow

LTIP Award granted to a Participant will be subject to the Group’s actual total operating cashflow reaching or exceeding the Group’s target operating cashflow for the Performance Period, as determined by the Board of Directors (the “OPC Target”). Vesting of Performance Shares related to the OPC Target will occur, as per the table below.

OPC Target levels	Pay-out levels (percentage of Base Salary)

Min	Level 1	Level 2	Max	Min	Level 1	Level 2	Max
97% of OPC Target	101% of OPC Target	106% of OPC Target	112% of OPC Target	6.7	13.3	41.7	71.7

Vesting of Performance Shares requires a specific target level to be reached or exceeded. In the event of an outcome between two target levels, no linear pro-rata vesting will occur.

#### ESG

LTIP Award granted to a Participant will be subject to the Group having an AA rating given by MSCI (Morgan Stanley Capital International) at the end of the Performance Period (the "ESG Target"). If the ESG Target is reached at the end of the Performance Period, pay-out related to the ESG Target will occur at 10 percent of the Base Salary.

- e) Performance Shares may be allocated only after the expiration of the Vesting Period unless the Board of Directors of the Company, in an individual case, resolves otherwise.
- f) The number of Performance Shares allocated will be reduced should the volume-weighted price paid for the series B shares in Betsson on Nasdaq Stockholm during a period of ten trading days beginning immediately after the release of the Company's interim report for the fourth quarter 2027 exceeds 200 percent of the Grant Share Price.
- g) In order for a Participant to be allocated Performance Shares, it is a condition that the Participant has undertaken to accept the terms of the Performance Share Plan 2025 (including, *inter alia*, conditions on *malus* and clawback), and with certain specific exemptions, that the Participant has been permanently employed within the Group during the entire Vesting Period. Specific exemptions apply should the Participant's employment terminate due to redundancy, retirement, disability, or death, in which case the number of Performance Shares will be reduced *pro-rata* given the period that has elapsed at the date of termination. However, the Performance Shares, as a general rule, will not be transferred to the Participant until the end of the Vesting Period.
- h) If significant changes in the Group or in the market occur, which, in the opinion of the Board of Directors, would result in a situation where the conditions for allocation of Performance Shares become unreasonable, the Board of Directors shall be entitled to make adjustments to the Performance Share Plan 2025, including, among other things, to resolve on a reduced allocation of Performance Shares, or that no Performance Shares shall be allocated at all.
- i) The Board of Directors shall be authorised to establish the detailed terms and conditions for the Performance Share Plan 2025. The Board of Directors may, in that regard, make necessary or appropriate adjustments to satisfy certain regulations or market conditions outside Sweden, including, among other things, to offer cash settlement.
- j) Participation in the Performance Share Plan 2025 presupposes that such participation is legally possible in the various jurisdictions concerned and that the administrative costs and financial efforts are reasonable in the opinion of the Board of Directors.
- k) The Performance Share Plan 2025 shall comprise no more than 658,404 series B shares in Betsson.
- l) The number of Performance Shares will be subject to recalculation as a result of intervening bonus issues, splits, rights issues and/or other similar corporate events. As per the terms of the Performance Share Plan 2025, the Performance Shares may further be subject to early vesting in case of change of control, merger, liquidation, or similar event.

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#### *Costs for the Performance Share Plan 2025 etc.*

The costs for the Performance Share Plan 2025, which are charged in the profit and loss account, are calculated according to the accounting standard IFRS 2, and distributed on a linear basis over the Vesting Period. The



calculation has been made based on the following assumptions: (i) a market price of the Betsson Share of SEK 162.91 (ii) an assessment of future volatility in respect of the Betsson Share of 30 percent, and (iii) full vesting of Performance Shares related to the fulfilment of the Performance Conditions will occur. In total, this can lead to maximum costs for the Performance Share Plan 2025 of approximately EUR 7.9 million, excluding social security costs. The costs for social security charges are calculated to be approximately EUR 1.2 million, assuming an annual share price increase of 10 percent during the Vesting Period. In addition to what is set forth above, the maximum costs for the Performance Share Plan 2025 have been based on a share price of SEK 162.91 at the time of the commencement of the Vesting Period, that the Performance Share Plan 2025 comprise approximately 14 participants in total and based on historical employee turnover for the Betsson Group of 0 percent. Based on the assumptions above, the annual costs for the Performance Share Plan 2025, including social security charges, corresponds to approximately 1.9 percent of Betsson's total annual employee costs. Final costs will depend on (*inter alia*) the actual price of the share at the beginning of the Vesting Period and satisfaction of the Performance Conditions.

If the Performance Share Plan 2025 had been implemented in 2024, if the Company had costs in accordance with the example in the preceding paragraph, and if the Performance Shares had been allocated in 2024 in accordance with the assumptions in the sample calculation, the earnings per share for the financial year 2024 had decreased by EUR 0.02 to EUR 1.30 and the shareholders' equity per share for the financial year 2024 had decreased by EUR 0.02 to EUR 6.30.

#### *Dilution*

Upon full allocation of Performance Shares, the number of shares under the Performance Share Plan 2025 amounts to 658,404 shares of series B in Betsson, corresponding to a dilution effect of approximately 0.5 percent of the share capital and approximately 0.2 percent of the votes. If all outstanding long-term incentive programs are included in the calculation, then the corresponding maximum level of dilution amounts to approximately 3.7 percent of the share capital and approximately 1.9 percent of the votes.

#### *Delivery arrangements*

The Board of Directors has considered different methods for transfer of shares under the Performance Share Plan 2025 to implement the Performance Share Plan 2025 in the most cost-effective and flexible manner. Therefore, the Board of Directors proposes to resolve on the transfers of own shares of series B free of charge to the Participants of the Performance Share Plan 2025 in accordance with item 16 b) below.

#### *Preparations of the proposal*

The Company's Remuneration Committee has drafted the incentive schemes in consultation with external advisors and major shareholders. The incentive schemes have been reviewed and approved by the Board of Directors during the Board meetings held in the first quarter of 2025. The proposed incentive schemes are supported by the Company's major shareholders.

Performance Share Plan 2025 has been prepared in accordance with the Group's high requirement on low risk-appetite and long-term operational focus. Based on performed analyses, the Board assesses that the Performance Share Plan 2025 does not contribute to increased short-term risk-taking in the business.

The Board of Directors has established shareholding guidelines which recommend that Senior Executives, being the Chief Executive Officer, Group Management and Operational Management (thus affecting all Participants) accumulate personal holdings in Betsson shares corresponding to a value of 100 percent of the annual Base Salary for the respective employee. The personal holding of shares shall be established within five years, and it is recommended that the Senior Executives maintain shares of such a value for the duration of their employment with the Group.

#### ***Resolution on transfers of own series B shares to the participants of the performance share plan 2025 (item 16 b)***

As of the date of this notice, the Company holds 614,914 series B shares and 4,247,433 series C shares. As per the Articles of Association of the Company, the series C shares may, through a resolution by the Board of Directors of the Company, be converted into series B shares.



The Board of Directors proposes that transfers of Betsson's own series B shares (which may include either series B shares held by the Company, series B shares acquired by the Company based on authorisation according to item 17 (or similar future authorisations), and/or series B shares held by the Company after conversion from series C shares) to the Participants may be made on the following terms:

- a) Transfers may be made only of series B shares in Betsson, whereby a maximum of 658,404 series B shares may be transferred free of charge to either (i) the Participants of the Performance Share Plan 2025, or (ii) subsidiaries within the Betsson Group and such subsidiaries shall be obligated to immediately transfer, free of charge, shares to Participants of the Performance Share Plan 2025.
- b) Right to acquire series B shares in Betsson free of charge shall – with deviation from the shareholders' preferential rights – be granted to such persons within the Group who are Participants in the Performance Share Plan 2025 and subsidiaries within the Betsson Group and such subsidiaries shall be obligated to immediately transfer the acquired shares, free of charge, to Participants of the Performance Share Plan 2025. The reason for the deviation from the shareholders' preferential rights is to ensure delivery of shares to Participants under the Performance Share Plan 2025.
- c) Transfers of series B shares in Betsson shall be made free of charge at the time and on the other terms that the Performance Share Plan 2025 Participants are entitled to be allocated shares.
- d) The number of series B shares in Betsson that may be transferred under the Performance Share Plan 2024 will be subject to recalculation as a result of intervening bonus issues, splits, rights issues and/or other similar corporate events in accordance with the terms of the Performance Share Plan 2025.

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#### *Conditions*

The Annual General Meeting's resolution on the implementation of the Performance Share Plan 2025 according to item 16 a) above is conditional upon the Annual General Meeting resolving in accordance with the Board of Directors' proposal under item 16 b) above.

#### *Majority requirements, etc.*

Each of the Annual General Meeting's resolutions, according to item 16 a) above, requires a simple majority of the votes cast. A valid resolution under item 16 b) above requires that shareholders representing not less than nine-tenths of the votes cast as well as of the shares represented at the Annual General Meeting approve the resolution.

#### *Other incentive plans in the Company*

For a description of the Company's other long-term incentive programs, reference is made to the Annual Report for 2024, note 7.

#### **Resolution on authorising the Board of Directors to resolve upon a repurchase and transfer of series B shares (item 17)**

The Board of Directors proposes that the Annual General Meeting pass a resolution authorising the Board of Directors to purchase shares up until the next Annual General Meeting, on one or more occasions, to a total amount such that the Company's holding at no time exceeds 10 percent of all shares in the Company. Purchases shall be made on a regulated market where shares in the Company are listed and may only take place at a price within the price range registered at any given time, where the range is considered to be between the highest buy price and lowest sell price, or through a purchase offer aimed at all shareholders, where the purchase shall be made at a price which, at the time of the resolution, is equivalent to at least the applicable market value and at most 150 percent of the applicable market value.

It is furthermore proposed that the Board of Directors be authorised, with deviation from the shareholders' preferential right, to pass a resolution to transfer the Company's own shares as settlement for the acquisition of a company or business at a price equivalent to the market value at the time of transfer.

The authorisation to transfer own shares shall be limited so that the Board of Directors may not resolve to transfer more than 14.3 million series B shares, corresponding to approximately 10 percent of the share capital and approximately 5 percent of the votes in the Company.

The authorisations aim at giving the Board of Directors more room to manoeuvre in its work with the Company's capital structure, and at creating flexibility in the Company's opportunities to acquire companies or businesses.

For a resolution to be valid in accordance with the Board of Directors' proposal as above, the resolution must be represented by shareholders with at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

### **Resolution on authorising the Board of Directors to resolve upon an issue of shares and/or convertibles (item 18)**

The Board of Directors proposes that the Annual General Meeting pass a resolution authorising the Board of Directors, on one or more occasions, up until the next Annual General Meeting, with or without departure from the shareholders' preferential right, against cash payment, capital contributed in kind or by set-off, to issue shares and/or convertibles, which means the issue or conversion of a maximum total of 14.3 million series B shares, corresponding to a dilution of approximately 10 percent of the capital and approximately 5 percent of the votes in the Company.

The authorisation as set out above shall be limited such that the Board of Directors may not resolve to issue shares and/or convertibles, which means the issue or conversion of a maximum total of 14.3 million series B shares.

The aim of the authorisation is to increase the Company's financial flexibility and to be able to make payments with own shares and/or convertibles in connection with any acquisitions of companies or businesses that the Company may make, and to regulate any supplementary purchase prices in connection with such acquisition. Cash issues, with deviation from the shareholders' preferential right, may only be made to finance purchase prices to be paid in cash in connection with an acquisition of a company or business. Set-off issues, with deviation from the shareholders' preferential right, may only be made in connection with the regulation of supplementary purchase prices because of acquiring a company or business. For issues where deviation is made from the shareholders' preferential right, the basis for establishing the issue price shall be the prevailing market conditions at the time when shares and/or convertibles are issued.

For a resolution to be valid in accordance with the Board of Directors' proposal as above, the resolution must be represented by shareholders with at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

The Board of Directors, or such person that the Board of Directors may appoint, shall be authorised to make the minor adjustments in the resolution as may be required in connection with registration at the Swedish Companies Registration Office and Euroclear Sweden and to perform such other measures required to execute the resolution.

### **Other**

#### **Documents**

The complete proposals and other documents that shall be made available prior to the Annual General Meeting pursuant to the Swedish Companies Act and the Swedish Corporate Governance Code will be made available at the Company and on the Company's website, [www.betssonab.com](http://www.betssonab.com), under the Corporate Governance section, not later than three weeks prior to the Annual General Meeting. The documents will also be sent to the shareholders who request it and state their postal address. Such a request may be sent to Betsson AB, c/o Computershare AB, Box 5267, SE-102 46 Stockholm, Sweden or by e-mail to [generalmeeting@betssonab.com](mailto:generalmeeting@betssonab.com).

### **Shareholders' right to obtain information**

The Board of Directors and the Chief Executive Officer shall provide information, if any shareholder so requests and if the Board of Directors believes that this can be done without significant damage to the Company, about circumstances that may affect the assessment of a matter on the agenda, circumstances that may affect the assessment of the Company's or a subsidiary's financial situation or concern the Company's relation to another Group company or consolidated accounts. Anyone wishing to submit questions in advance can do so by emailing [generalmeeting@betssonab.com](mailto:generalmeeting@betssonab.com).

### **Number of shares and votes**

At the time of the issuance of this notice, there were a total of 142,729,838 shares in the Company, representing in total 278,035,838 votes, divided into 15,034,000 series A shares (representing 150,340,000 votes), 123,448,405 series B shares (representing 123,448,405 votes), and 4,247,433 series C shares (representing 4,247,433 votes). As of the same date, the Company holds 614,914 series B shares and 4,247,433 series C shares, which may not be represented at the Annual General Meeting.

### **Personal data**

Information on how your personal data is processed is available at [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

**Stockholm, April 2025**  
**Betsson AB**  
***The Board of Directors***

For further information, please contact:

Johan Lundberg, Chair of the Board  
phone number +46 (0)8 506 403 00

Alexandra Laurell, Legal Counsel  
phone number +46 (0)767 89 12 13  
email [alexandra.laurell@betssonab.com](mailto:alexandra.laurell@betssonab.com)