

# The Nomination Committee's proposal and motivated statement to the Annual General Meeting on 8 May 2025 in Betsson AB

## Introduction

The Nomination Committee of Betsson AB ("Betsson" or the "Company") hereby present all its proposals to the Annual General Meeting 2025 (the "Annual General Meeting"), along with the Nomination Committee's motivated statement and the account of the Nomination Committee's work.

Ahead of the Annual General Meeting, the Nomination Committee has consisted of the following members:

- Jenny Rosberg, appointed by Hamberg Förvaltning AB and the Chair of the Nomination Committee,
- Ingela Kling, appointed by the Kling family, and
- Mats Axell, appointed by Knutsson Holdings AB.

## Proposal for the Board of Directors

The Nomination Committee proposes that the Board of Directors (the "Board") shall consist of seven Board members until the end of the Annual General Meeting 2026.

It is proposed that all current Board members are re-elected. Accordingly, Eva de Falck, Peter Hamberg, Eva Leach, Pontus Lindwall, Johan Lundberg, Louise Nylén and Tristan Sjöberg are proposed for re-election. Johan Lundberg is proposed to be re-elected as Chair of the Board.

## Proposal for board fees

The Nomination Committee suggests that the remuneration to the Board shall remain on the same level as last year. Hence, the Committee proposes that the board fees shall be SEK 517,000 (517,000) for each Board member and SEK 1,034,000 (1,034,000) for the Chair of the Board. In addition, the Nomination Committee propose fees of SEK 71,500 (71,500) for the members of the Audit Committee and SEK 137,500 (137,500) for the Chair of the Audit Committee as well as of SEK 63,250 (63,250) for the members of the Remuneration Committee and of SEK 121,000 (121,000) for the Chair of the Remuneration Committee. The total proposed Board fees amount to SEK 4,147,000 (4,147,000). Pontus Lindwall, in his capacity as CEO of Betsson AB, shall not receive any Board fees.

The Board fees were increased by 10 percent according to the Annual General Meeting decision on 7 May 2024.

## The Nomination Committee's motivated statement regarding the proposal for the Board and account of the Nomination Committee's work

### Motivated Statement

#### *Composition of the Board*

In the opinion of the Nomination Committee, the composition of the proposed Board, taking into consideration the Company's operations, stage of development and other circumstances, is appropriate. The Nomination Committee believes that the proposed members have the requisite breadth and versatility in terms of expertise, experience, insights, and background to

understand, examine and evaluate the Company's operations, including the risks. It is the Nomination Committee's assessment that the proposed composition of the Board is appropriate.

#### *Independence of the Board*

In accordance with the Nomination Committee's proposal, four members, including the Chair, out of the seven Board members are independent in relation to the Company's major shareholders, and six members are independent in relation to the Company and management. The Nomination Committee is of the opinion that this complies with the requirements on independence set by the Swedish Corporate Governance Code ("the Code").

#### *Active ownership through Board representation*

There is, from both Swedish society and among institutional investors, a positive view of larger shareholders taking a particular responsibility in listed companies and, through representation on the Board, actively participating in the management of such. The Nomination Committee in Betsson has assessed that it is a benefit for the Company to have active owners through Board representation. Therefore, the Nomination Committee proposes the re-election of Peter Hamberg, Pontus Lindwall, and Tristan Sjöberg.

#### *CEO as a director*

The Nomination Committee assesses that it benefits Betsson that Pontus Lindwall, CEO, founder and shareholder in the Company, also holds a position as a Board member and therefore proposes re-election of Pontus Lindwall. According to the Code, no more than one of the Board members elected by the Annual General Meeting may work in the Company's management or in the management of its subsidiaries. This position is most often held by the CEO. The Nomination Committee considers it particularly important that Pontus Lindwall's long experience and unique knowledge of Betsson and its operations, as well as the global gaming industry, shall be attributed to the Board.

#### *Diversity*

Of the proposed Board members, three are female, and four are male.

The Nomination Committee has applied rule 4.1 of the Code regarding its diversity policy in its nomination work. It is the Nomination Committee's assessment that the proposed composition of the Board, in accordance with rule 4.1 of the Code, is appropriate in relation to the Company's operations, phase of development and other relevant circumstances and that the Board members collectively exhibit diversity and breadth of qualifications, experience and background. The Nomination Committee has also strived for gender balance on the Board.

Information on the proposed Board members is presented in **Appendix A**.

#### **Account of the Nomination Committee's work**

The Nomination Committee has held a total of five minuted meetings. At these meetings, the focus has been to review the evaluation of the current Board's composition, conduct interviews with existing Board members, and to discuss other topics that the Nomination Committee, according to its instruction and the Code, must prepare and submit proposals for. Furthermore, the Nomination Committee has been working on the Board's succession planning.

## **Other proposals to the Annual General Meeting**

### **Auditor and auditor's fee**

The Nomination Committee proposes that the Company should have one registered public accounting firm as auditor and that Öhrlings PricewaterhouseCoopers AB is re-elected as the Company's auditor for the period up to the end of the Annual General Meeting 2026. Provided that the Annual General Meeting decides in accordance with the Nomination Committee's proposal, Öhrlings PricewaterhouseCoopers AB has informed the Company that Aleksander Lyckow will continue as the auditor in charge. The Nomination Committee's proposal is in line with the Audit Committee's recommendation.

The Nomination Committee proposes that the auditor shall be remunerated based on invoices approved by the Company.

### **Chair of the Annual General Meeting**

The Nomination Committee proposes that Jörgen S. Axelsson, lawyer, Setterwalls law firm, shall be appointed as Chair of the Annual General Meeting.

### **Instruction for the Nomination Committee**

The Nomination Committee proposes the following change to the instruction for the Nomination Committee:

- The Chair of the Board of Directors shall convene the Nomination Committee to its first meeting.

The updated instruction for the Nomination Committee is available on the Company's website.

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Stockholm, March 2025

The Nomination Committee of Betsson AB

## Appendix A

**Presentation of Board members for re-election****JOHAN LUNDBERG**

**Position:** Chair of the Board of Directors, Chair of the Remuneration Committee and member of the Audit Committee

**Elected to the Board:** 2018

**Born:** 1977

**Residence:** Stockholm, Sweden

**Current assignments:** Board member of Ölands Bank, Loomis AB, Svolder AB, CoinShares International Ltd. and NFT Ventures AB, as well as associated companies in the NFT Ventures Group.

**Work experience:** Founding partner of NFT Ventures, one of Europe's leading FinTech investors, and executive positions in MasterCard and other companies

**Education:** Master's degree from Stockholm University and MBA from Stockholm School of Economics

**Independence:** Independent in relation to the Company and its executive management, as well as in relation to major shareholders

**Holdings in Betsson:** 20,000 B shares

**EVA LEACH**

**Position:** Board member and member of the Remuneration Committee

**Elected to the Board:** 2019

**Born:** 1980

**Residence:** Stockholm, Sverige

**Current assignments:** Consultant through Bowring AB, currently as COO of Iris.la

**Work experience:** CMO of Sambla AB, COO of Lifesum AB, MD of online sales at Lowcosttravelgroup, Head of Marketing at Holiday Autos, and Senior Ecommerce Service Manager at Hilton Worldwide

**Education:** BA in Business from Halmstad College and BA (Hons) from Lincoln University, UK

**Independence:** Independent in relation to the Company and its executive management, as well as in relation to major shareholders

**Holdings in Betsson:** 2,000 B shares

**PONTUS LINDWALL**

**Position:** President and Chief Executive Officer and Board member

**Elected to the Board:** 2021

**Born:** 1965

**Residence:** Stockholm, Sverige

**Current assignments:** Board member of Fibbl AB, Infrea AB, Mostphotos AB and Solporten Fastighets AB

**Work experience:** Extensive experience from the gaming industry, both offline and online. Founder, CEO and Board member of NetEnt, CEO and President of Cherryföretagen. Board member of Betsson 2011-2018, Chair 2011-2015 and 2016-2017. Employed by the Betsson Group since 1991.

**Education:** Master of Science in Engineering from the Royal Institute of Technology (KTH), Stockholm

**Independence:** Dependent in relation to the Company and its executive management and dependent in relation to major shareholders

**Holding in Betsson:** 915,000 A shares, 965,000 B shares and 304,000 warrants. 2,000,000 euro in the 2023/2026 bond and 2,000,000 euro in the 2024/2027 bond

## PETER HAMBERG

**Position:** Board member and member of the Remuneration Committee

**Elected to the Board:** 2021

**Born:** 1973

**Residence:** Ekerö, Sverige

**Current assignments:** Board member of Hamberg Förvaltning AB, Solporten Fastighets AB, ABG Fastena Livsmedelsfastigheter AB and the holding companies Pamir Intressenter AB (A, B, D och E)

**Work experience:** Extensive experience from the gaming industry, both offline and online, among others as Board member of NetEnt during 2008-2020 and as Deputy Managing Director of the gaming company Cherry Tivolito

**Education:** Bachelor of International Business with a focus on finance from San Francisco State University

**Independence:** Independent in relation to the Company and its executive management and dependent in relation to major shareholders

**Holdings in Betsson:** 5,098,500 A shares and 889 000 B shares

## EVA DE FALCK

**Position:** Board member and Chair of the Audit Committee

**Elected:** 2022

**Born:** 1960

**Residence:** Stockholm, Sverige

**Current assignments:** Board member and Chair of the Risk and Audit Committee of Skandiabanken, CEO and Chair of the Board of de Falck Consulting AB and Senior Legal Advisor of Team Olivia AB

**Work experience:** More than 20 years of experience from leading positions in the finance industry, among others, positions as general counsel, head of legal and commercial manager at Handelsbanken and Head of Legal for Swedish banking and Group General Counsel and member of the Group Executive Committee at Swedbank.

Previously, among others, Chair of the Board of Ölands Bank and Tessin AB and Board member of Sparbanken Rekarne, Swedbank Hypotek AB and Swedbank Asset Management Luxemburg S.A

**Education:** Master of Laws (LL.M). Stockholm University, Business Administration and EU Law, Stockholm University

**Independence:** Independent in relation to the Company and its executive management, as well as in relation to major shareholders

**Holdings in Betsson:** 1,335 B shares

## LOUISE NYLÉN

**Position:** Board member and member of the Audit Committee

**Elected to the Board:** 2022

**Born:** 1976

**Residence:** Nacka, Sverige

**Current assignments:** CEO of Dignio AS

**Work experience:** Many years of experience from business management and senior roles in strategy and business development, among others as CEO of Dynamic Code AB, CMO and deputy CEO of Leo Vegas and CMO of Trustly

**Education:** Master of Finance, Stockholm School of Economics and course in strategic leadership at IMD Business School, University of Economics, Prague

**Independence:** Independent in relation to the Company and its executive management, as well as in relation to major shareholders

**Holding in Betsson:** 4,005 B shares

## TRISTAN SJÖBERG

**Position:** Board member

**Elected to the Board:** 2022

**Born:** 1971

**Residence:** Singapore

**Current assignments:** Partner and co-owner of Knutsson Holdings AB. Chair and CEO of TCSJOHNHUXLEY Group. Chair of Crib Goch Investment Ltd. and Highclere Capital Pte Ltd. Board member of Rose & Arrow Estate LLP, Knutsson Trotting Inc., and subsidiaries of TCSJOHNHUXLEY Group.

**Work experience:** Many years of experience from the gaming industry, both offline and online, among others as Board member of International Gaming Operations Ltd. and Sponsio Ltd

**Education:** MBA in Business Administration from the University of Oxford, PhD from the University of East Anglia, Bachelor of Science from the University of Wales

**Independence:** Independent in relation to the Company and its executive management and dependent in relation to major shareholders

**Holdings in Betsson:** 3,010,000 A shares and 3,840,000 B shares. 500,000 euro in the 2023/2026 bond and 600,000 euro in the 2024/2027 bond

*Holdings in Betsson include any holdings of shares and other financial instruments in the Company owned by the candidate or the candidate's related natural or legal persons.*