

Board’s statement in accordance with Chapter 19, Paragraph 22, and Chapter 20, Paragraph 8 of the Swedish Companies Act (2005:551)

The Board of Directors of Betsson AB (publ) (“the Company”), with registered organisation. no. 556090-4251, hereby issues the following statement in accordance with Chapter 19, Paragraph 22 and Chapter 20, Paragraph 8, section 4 of the Swedish Companies Act (2005:551) (“ABL”) on the proposal to authorise the Board to resolve to repurchase the Company’s own shares and to reduce the Company’s share capital to reimburse the shareholders.

The Board’s reasoning that the above proposal is consistent with the provisions of Chapter 17, Paragraph 3a, section 2 and 3 is the following:

The nature, extent, and the main risks of the business

The nature and extent of the business is described in the Company’s Articles of Association as well as in the Annual Report(s). The main risks in the business that is carried out in the Company involves no risks beyond those that arise or can be assumed to arise in the sector, or the risks that generally relate to the normal business activities.

The financial situation of the Company and the group

The Company’s financial situation as of 31 December 2020 is shown in the last Annual Report. The Annual Report also shows which principles are used for the valuation of assets, sales, and debts in the Company. As of 31 December 2020, the unrestricted equity of the Company amounted to approximately SEK 5,377.0 million and the Group’s capital to approximately SEK 5,062.9 million.

The Board’s proposal concerning reducing the share capital means that the Company’s share capital will be reduced by SEK 48,164,412.50 by the withdrawal of 16,260,000 shares of Series A, 122,155,730 shares of Series B and 6,077,508 shares of Series C to reimburse the shareholders. If the Board makes use of existing issuing authorisation, the number of shares that are included in the repurchase may increase. With reference to any subscription for new shares as may take place prior to the date of record of the stock split, the proposal for a resolution to reduce the share capital shall be deemed to be amended thus: that the amount of reduction shall be increased by SEK 0.333333332 for each such new share in the Company. Furthermore, the number of shares that are the subject of withdrawal shall be increased by the corresponding number of new shares. If implementation takes place of existing incentive programmes prior to the day of record of the stock split, the number of shares of Series B shall be increased and the shares of Series C reduced because of the Board’s resolving to convert shares of Series C to shares of Series B. If such conversion takes place, the number of shares of Series that are the subject of repurchase as above

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POST- OCH BESÖKSADRESS	TELEFON FAX	STYRELSENS SÄTE	E-MAIL HEMSIDA	ORG. NR. MOMS.REG.NR.
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shall increase by the number of shares that the Board resolves to convert. Similarly, the number of shares of Series C as above shall reduce.

The proposed reimbursement shall amount to SEK 3.68 per share, which, if the Company, at the time of the repurchase, still holds the number of shares that the Company currently holds, i.e. 1,763,400 shares of Series B and 6,077,508 shares of Series C, the liquidity from repurchase will increase to approximately SEK 502.9 million, making up approximately 9 per cent of the Company's free capital and about 10 per cent of the Group's capital.

At the same time, the Board is arranging for the Company General Meeting to resolve to restore the Company's share capital to at least its original amount by increasing the Company's share capital by SEK 48,164,412.50 through a bonus issue, without issuing new shares, by transferring the amount issued from the Company's unrestricted equity to the Company's share capital.

The Annual Report shows, inter alia, that the group's solvency amounted to approximately 61 per cent. The proposal set out above does not jeopardise the accomplishment of the investments that are deemed necessary.

The Company's financial situation does not give rise to any assessment other than that the Company can continue its business and that the Company can expect to fulfil its obligations both short and long term.

It is the Board of Director's opinion that the size of the capital as reported in the last Annual Report issued is in a reasonable proportion to the extent of the Company's business and the risks connected with management of the business, even considering the proposal concerning authority for the Board to resolve to repurchase Company shares and reduce the Company's share capital to reimburse the shareholders.

Assessment of whether the proposal concerning transfer of value to the shareholders is justifiable.

With reference to the above and everything that has come to the knowledge of the Board of Directors in general, it is the Board's opinion that that an overall assessment of the Company's financial situation means that the proposal concerning authorisation for the Board to resolve to repurchase Company shares and to reduce the share capital in order to reimburse the shareholders is justifiable with regard to the provisions of Chapter 17, paragraph 3, section 2 and 3 ABL, i.e. with reference to the requirements that the nature, extent and risks of the business pose for the size of the Company's capital and the Company's need for consolidation, liquidity and its situation in general.

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Stockholm in April 2021

Betsson AB (publ)

Board of Directors

Patrick Svensk

Jan Nord

Fredrik Carlsson

Johan Lundberg

Eva Leach

Andrew McCue

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