

## Notice of Betsson AB (publ)'s Annual General Meeting

Shareholders in Betsson AB (publ) (the Company) are invited to its Annual General Meeting on Wednesday, 5 May 2021.

*As a result of the spread of the coronavirus that causes COVID-19, the Board of Directors has decided that the Annual General Meeting will be conducted without the physical presence of shareholders, representatives and third parties, and that voting rights can only be exercised by postal voting prior to the Annual General Meeting.*

### Notification etc.

Shareholders wishing to exercise their right to vote by mail, must:

- be listed in the shareholders' register kept by Euroclear Sweden AB with respect to the situation as of Tuesday, 27 April 2021, and
- notify their participation by casting their mail-in votes according to the instructions provided in the Postal Voting section below, so that the Company receive the mail-in votes no later than on Tuesday, 4 May 2021.

In order to have the right to take part in the voting, shareholders who have their shares registered in a custody account must, in addition to registering by casting their votes by mail register the shares in their own name, so that the shareholders are registered in the register as of 27 April 2021. Such registration can be temporary (the so-called voting right registration) and must be presented to the custodian according to the practice of the latter as must in advance as the custodian may require. The voting right registration made no later than the second banking day after 27 April 2021 is included into the register presented to the General Meeting.

### Postal Voting

The shareholders may exercise their voting rights at the general meeting solely by having voted in advance via the so-called postal voting under Section 22 of the law (2020:198) on temporary exceptions to simplify holding of General Meetings of companies and associations. (sw: *lagen (2020:198) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor.*)

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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

The form posted by the Company on its website, [www.betssonab.com](http://www.betssonab.com), shall be used for postal voting. The terms of and instructions for the postal voting are stated on the form. The completed and signed postal voting form must be sent by post to Betsson AB (publ), attn.: Annual General Meeting, Regeringsgatan 28, 111 53 Stockholm, or by e-mail to [info@betssonab.com](mailto:info@betssonab.com) and be delivered to the Company no later than on 4 May 2021.

Shareholders may not state specific instructions or conditions on the mail-in vote. If this is done, the vote shall be (i.e. the postal voting in its entirety) considered invalid. If the shareholder is voting by mail via a representative, a valid power of attorney shall be attached to the postal voting form. The power of attorney form is available on the Company website, [www.betssonaab.com](http://www.betssonaab.com). If the shareholder is a legal entity, a registration certificate or other proof of authority must be attached.

#### Proposed agenda

1. Election of a chairperson for the Meeting
2. Election of one or two persons to verify the minutes
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Determination of whether the Meeting has been duly convened
6. Presentation of the Annual Report and the auditor's report as well as the consolidated accounts and consolidated auditor's report
7. Resolution on adoption of the profit and loss statement and balance sheet for the Parent Company and Group
8. Resolution on the appropriation of the Company's profits or losses according to the adopted balance sheet
9. Resolution on discharge of liability for the Members of the Board of Directors and Chief Executive Officer
10. Adoption of the number of board members and alternates as well as auditors and deputy auditors
11. Adoption of the remuneration for the board members and fees for the auditors
12. Election of a Board of Directors, Chairman of the Board and auditors
13. Proposed resolution on a Nomination Committee

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14. Approval of the Remuneration Report
15. Resolution on an incentive scheme
  - a) Resolution on an incentive scheme based on transferable call options
  - b) Resolution on an incentive scheme based on employee stock options
16. Splitting of shares and automatic redemption procedure comprising
  - a) resolution on conducting a share split,
  - b) resolution on a reduction in the share capital by automatic redemption of shares, and
  - c) resolution on an increase in the share capital through a bonus issue
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
19. Resolution on amendment of the Articles of Association
20. Resolution on cancellation of own shares
  - a) Resolution of a reduction of share capital by cancellation of own B shares
  - b) Resolution on an increase of share capital by bonus issue

#### Proposed resolutions

##### Election of a chairperson for the meeting (item 1)

The Nomination Committee, comprised of John Wattin, appointed by the Kling family, Michael Knutsson, appointed by Knutsson Holdings AB and chair of the Nomination Committee, Jenny Rosberg, appointed by the Hamberg family and Hamberg Förvaltning AB, and Patrick Svensk, chairman of the Board of Directors of Betsson AB, propose that Patrick Svensk be appointed to chair the meeting.

##### Election of one or two persons to verify the minutes (item 2)

The Board suggests that Clarissa Fröberg and Sverre Linton, or if any or both of them are prevented from being elected, the person or persons then suggested by the board, be elected to verify the minutes. The task of these persons also includes controlling the voting list and that the received mail-in votes are correctly reflected in the protocol of the meeting.

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### **Preparation and approval of the voting list (item 3)**

It is suggested that the voting list be used as prepared by the Company based on the register as of 27 April 2021 presented to the General Meeting and the received mail-in votes and controlled by the persons verifying the minutes.

### **Resolution on the appropriation of the Company's profits or losses according to the adopted balance sheet (item 8)**

As set out under item 16 below, the Board of Directors proposes a redemption procedure entailing a cash value transfer to the shareholders of approximately SEK 502.9 million.

### **Election of Board of Directors, auditor etc. (items 10-12)**

The Nomination Committee proposes that the Board shall consist of six members without deputies. The Board of Directors proposes the re-election of Patrick Svensk, Jan Nord, Fredrik Carlsson, Johan Lundberg, Eva Leach and Andrew McCue as Members of the Board of Directors until the end of the next Annual General Meeting. The Nomination Committee proposes that Patrick Svensk is re-elected Chairman of the Board.

The Nomination Committee proposes the remuneration to the Board of Directors to be SEK 3,770,000 in total, to be distributed as follows: SEK 940,000 to the Chairman of the Board of Directors and SEK 470,000 to each of the Board's other members. A fee of SEK 225,000 and SEK 255,000 respectively is proposed for members of the Remuneration and Audit Committees, to be distributed between the members of the relevant Committee. Payment for work in the Remuneration and Audit Committees is included in the above stated total sum.

It is also proposed that the fee to the Company's auditors shall be paid against an approved invoice.

In accordance with the EU's Audit Regulation, the Audit Committee has conducted a tender process for the annual audit of the Company's financial reports. Following the result of the process, the Nomination Committee proposes that the registered accounting firm, PricewaterhouseCoopers AB, be re-elected as the Company's auditor for the period until the end of the 2022 Annual General Meeting. Provided that the Annual General Meeting adopts a resolution in accordance with the Nomination Committee's proposed auditor, PricewaterhouseCoopers AB has informed the Company that certified auditor, Niklas Renström, will be the responsible Auditor for the audit. The Nomination Committee's proposal is in line with the Audit Committee's recommendation.

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### Proposed resolution on a Nomination Committee (item 13)

The Nomination Committee proposes that a new Nomination Committee ahead of the 2022 Annual General Meeting should be appointed as follows.

The Chairman of the Board shall, no later than 30 September 2021, summon the three shareholders with the most voting shares or the recognised shareholder groups in the Company, who will then each appoint a member to the Nomination Committee. If one of the three shareholders with the most shares or the recognised shareholder groups waives their right to appoint a member to the Nomination Committee, the next shareholder or recognised shareholder group in size shall be given the opportunity to appoint a member to the Nomination Committee. The Chairman of the Board shall also be part of the Nomination Committee. The Chief Executive Officer or other person from the Company's management may not be a member of the Nomination Committee. The Chairman of the Board of Directors shall call the first meeting of the Nomination Committee. A shareholder representative should be appointed as the Chairman of the Nomination Committee. The Nomination Committee's mandate runs until a new Nomination Committee is appointed. The composition of the Nomination Committee must be published no later than six months before the 2022 annual general meeting.

The Nomination Committee shall be constituted based on the known shareholding in the Company as of 31 August 2021. If significant changes are made to the ownership structure after the Nomination Committee has been constituted, the composition of the Nomination Committee may also be changed in accordance with the above principles. Changes to the Nomination Committee must be published immediately.

The Nomination Committee shall prepare and submit to the General Meeting proposals for the election of a Chairman of the Board of Directors and other members to the Company's Board of Directors, remuneration of the Board divided between the Chairman and other Board Members as well as any remuneration for Committee work, the election of and fee for an auditor, resolutions on principles for appointing of a Nomination Committee as well as a Chairman for the Annual General Meeting.

The Nomination Committee shall have the right, following approval from the Chairman of the Board of Directors, to bill the Company for the costs of, for example, recruitment consultants or other costs that are required for the Nomination Committee to be able to perform its mandate.

### Approval of the Remuneration Report (item 14)

Resolution on guidelines on Remuneration for Senior Executives was approved at the 2020 General Meeting. According to Section 8(53)(a) of the Swedish Companies Act (2005:551),

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the Board shall produce a report for paid and outstanding remuneration covered by the guidelines for each fiscal year. The Remuneration Report shall be produced to the General Meeting for approval. The Board suggests that the General Meeting approve the Remuneration Report for the fiscal year 2020. The report is available at the Company website, [www.betssonab.com](http://www.betssonab.com).

#### **Resolution on an incentive scheme (item 15)**

The Board of Directors proposes that the General Meeting resolve that two incentive schemes be set up whereby the Company invites 14 of the Group's Senior Executives and other key personnel to either buy transferable call options in the Company as set out under item 15 a) or be allotted employee stock options in the Company as set out under item 15 b) below.

#### *Motives for the proposed incentive schemes*

The motive for the proposed incentive schemes is to create the conditions for retaining and recruiting competent personnel to the Group, increase motivation among the employees, promote Company loyalty, and thereby increase shareholder value and long-term growth in value in the Company.

In light of the above, the Board of Directors assesses that adoption of the schemes as below will have a positive effect on the Group's future development and will, consequently, be beneficial for both the Company and shareholders.

#### *Preparation*

Betsson's Remuneration Committee has drafted the incentive schemes in consultation with external advisors and major shareholders. The incentive schemes have been reviewed by the Board of Directors during the board meetings held in the first quarter of 2021.

The proposed incentive schemes are supported by the Company's major shareholders.

#### **Resolution on an incentive scheme based on transferable call options (item 15 a)**

#### *The scheme in brief*

The Board of Directors proposes that the general meeting resolve that an incentive scheme is implemented whereby the Company invites five of the senior executives to buy call options in the Company at market value (the "Call Option Scheme").

The Call Option Scheme is mainly intended for senior executives in Sweden, although it is proposed that the Board of Directors be authorised to resolve that employees abroad may also be invited to buy call options.

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The number of call options issued under the Call Option Scheme shall not exceed 1,064,000, equivalent to a dilution effect of approximately 0.8 percent of the share capital and approximately 0.4 percent of the votes in the Company.

*The terms of the call options*

- (i) The call options shall be issued in two series, Series A and Series B, and will be offered to senior executives within the Group. The CEO can acquire a maximum of 160,000 Series A options and a maximum of 432,000 Series B options. Other participants in the Call Option Scheme can acquire a maximum of 100,000 Series A options and a maximum of 90,000 Series B options.
- (ii) The price of the call options (the option premium) shall correspond to the options' market value based on an external valuation applying an accepted valuation method. Payment for purchased call options shall be in cash.
- (iii) To stimulate participation in the Call Option Scheme, the Board intends to provide a cash bonus corresponding to the option premium in respect of Series A options. No subsidy is paid for the acquisition of Series B options. Participants may choose how many options they wish to acquire in each series. The bonus will only be paid out after the expiration of the options. The bonus will be conditional on the participant still being employed at the time the bonus is paid out.
- (iv) Each call option entitles the holder to purchase a series B share in the Company at an exercise price equivalent to 130 percent of the average price paid for the Company's series B share on Nasdaq Stockholm for the period from 2 August 2021 to 9 August 2021 inclusive. The exercise price calculated as per the above shall be rounded to the nearest whole SEK 0.10, where SEK 0.5 shall be rounded down. The exercise price and the number of shares that may be purchased with each call option may be subject to recalculation according to the full terms of the call options.
- (v) Utilisation of the call options may take place in the period from 20 August 2024 to 6 September 2024 inclusive. For the terms of the call options to be equated with the terms of the employee stock options as set out under item 15 b) below, a limit has been set on the yield from the options. The terms of the call options shall contain a provision that sets out that a participant may not utilise more options than the point at which the total value of these utilised options at the time of utilisation is equivalent to the allotted number of options multiplied by 130 percent of the latest price paid for the Company's B series share on Nasdaq Stockholm at the time the Call Option Scheme is launched on 20 August 2021. (The ceiling is equivalent to

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a rise in the price from launch of 260 percent and a doubling of the price from the exercise price level.)

The Company shall reserve the right to repurchase call options in the event the participant's employment in the Group is terminated or in the event the holder wishes to transfer their call options.

#### *Costs for the Scheme*

The Company's total costs for the Call Option Scheme, in the form of the cost for the subsidy (including social security charges) at the time of the acquisition of Series A options, are expected to amount to a maximum of SEK 4.25 million.

#### *Majority requirements*

The Board of Directors' proposal would mean that the General Meeting would pass a resolution for the Company, in departure from the shareholders' preferential right, to transfer series B shares to the option holders at a set exercise price. Such transfers are covered by the provisions set out in Chap. 16 of the Swedish Companies Act (2005:551) (*sw: aktiebolagslagen*), which means that a resolution on the Call Option Scheme is only valid if it is represented by at least nine tenths of both the votes cast and the shares represented at the meeting.

#### **Resolution on an incentive scheme based on employee stock options (item 15 b)**

##### *The scheme in brief*

The Board of Directors proposes that the general meeting resolve that an incentive scheme be set up for senior executives or key personnel who are employed abroad (the "**Employee Stock Option Scheme**").

The number of options issued under the Employee Stock Option Scheme shall not exceed 1,786,000 options, corresponding to a dilution effect of approximately 1.3 percent of the share capital and approximately 0.6 percent of the votes in the Company.

Employees participating in the Employee Stock Option Scheme will receive a free allotment of Employee Stock Options. The options shall be issued in two series, Series A and Series B. The CEO for the Group's operations in Malta can acquire a maximum of 140,000 Series A options and a maximum of 378,000 Series B options. Other participants in the Employee Stock Option Scheme can acquire a maximum of 100,000 options, of series A and a maximum of 90,000 series B options. A prerequisite for granting series B options is that the participant makes a private investment in Betsson shares.

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### *Private investment*

To be granted Series B options in the Employee Stock Option Scheme, participants must own Betsson shares. These shares may either be held since earlier or purchased on the market at the time notification to participate in the Employee Stock Option Scheme is given with regards to Employee Stock Options in Series B. Where an employee is already participating in an earlier employee stock option scheme, the shares held since then shall cover both the earlier and the new employee stock option scheme, if the employee does not decide to leave the earlier scheme. The private investment for each Series B option granted shall be at least equal to the amount of the option premium that would have been paid if participants had instead participated in the Call Option Scheme.

### *General terms*

The employee stock options may be utilised to purchase series B shares in the Company in the period from 20 August 2024 to 6 September 2024 inclusive.

Provided that the participant is still employed in the Group at the time the options are utilised, each employee stock option entitles the employee to purchase a series B share in the Company at an exercise price equivalent to 130 percent of the average price paid for the Company's series B share on Nasdaq Stockholm for the period from 2 August 2021 to 9 August 2021 inclusive. Furthermore, the participant must have kept the initial investment in Betsson shares to be able to utilise the employee stock options.

### *Formulation and management*

The Board of Directors, or a Remuneration Committee appointed within the Board, shall be responsible for more detailed formulation of the Employee Stock Option Scheme within the framework of the above-stated terms and guidelines. Within this context, the Board of Directors shall have the right to adjust to meet any special rules or market requirements abroad. The Board of Directors shall also have the right to adjust the Employee Stock Option Scheme in the event of significant changes within the Group or its environment, which mean that terms established for the Employee Stock Option Scheme are no longer suitable.

Furthermore, should special reasons exist, the Board of Directors shall be able to resolve that options can be retained and utilised if employment in the Group is terminated, due for example to illness.

### *Allotment and dilution*

The Board of Directors proposes that stock employee options be offered to a total of nine senior executives and other key personnel who are employed abroad. It is proposed that the Employee Stock Option Scheme comprise a total of no more than 2,750,000 employee

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stock options. Allocation of employee stock options may only take place to the extent that the total number of options under the Employee Stock Option Scheme and Call Option Scheme amounts to a maximum of 2,750,000 options, corresponding to a dilution effect of approximately 1.97 percent of the share capital and 0.97 percent of the Company's votes after dilution.

#### *Scope and costs*

The Employee Stock Option Scheme will be reported in accordance with IFRS 2, which means that the value is written off as a personnel cost over the earning period. Assuming a share price of SEK 81.35 (closing price for the Company's series B share on 31 March 2021), maximum participation and an annual staff turnover of 10 percent among participants in the Employee Stock Option Scheme, the cost of the Employee Stock Option Scheme is calculated at a maximum of SEK 6.9 million. The cost is spread over the years 2021 - 2024.

To limit the employee stock options' value and therefore the Company's costs, the terms of the Employee Stock Option Scheme shall contain a provision that sets out that a participant may not utilise more options than the point at which the total value of these utilised options at the time of utilisation is equivalent to the allotted number of options multiplied by 130 percent of the latest price paid for the Company's B series share on Nasdaq Stockholm at the time the Call Option Scheme is launched on 20 August 2021. (The ceiling is equivalent to a rise in the price from launch of 160 percent and a doubling of the price from the exercise price level.)

The annual cost of the Employee Stock Option and Call Option Scheme, including financing costs and social contributions, is calculated at approximately SEK 3,7 million based on the above-stated criteria. This cost can be compared to the Group's total personnel costs, including social contributions, of SEK 890,9 million for 2020.

For information on Betsson's existing share-related incentive schemes, we refer to the annual report for 2020, note 31.

#### *Allotment of shares*

To ensure the provision of the Company's series B share in accordance with the Employee Stock Option and Call Option Scheme, the Board of Directors will convert the required number of C shares currently held by the Company to B shares. These shares will then be transferred to the participants in accordance with the Employee Stock Option and Call Option Scheme.

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The Board of Directors proposes that the annual general meeting resolve that no more than 2,750,000 B shares can be transferred to participants in accordance with the terms of the Employee Stock Option Scheme and Call Option Scheme.

#### *Majority requirements*

The Board of Directors' proposal would mean that the General Meeting would pass a resolution for the Company, in departure from the shareholders' preferential right, to transfer series B shares to the Option holders at the set exercise price. Such transfers are covered by the provisions set out in Chap. 16 of the Swedish Companies Act, which means that a resolution on the Employee Stock Option Scheme is only valid if it is represented by at least nine tenths of both the votes cast and the shares represented at the meeting.

#### **Splitting of shares and automatic redemption procedure (item 16)**

The Board of Directors proposes that the Annual General Meeting pass a resolution on an automatic redemption procedure in line with the below proposals. It is proposed that the resolutions be passed together as one resolution.

#### **Resolution on conducting a share split (item 16 a)**

The Board of Directors proposes that the Annual General Meeting pass a resolution on conducting a share split, where an existing share in Betsson (regardless of share type) is split into two shares. One of these shares will be a 'redemption share'. The Board of Directors proposes that the record date for a share split be 17 May 2021.

For a resolution to be valid according to 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 meeting.

#### **Resolution on a reduction in the share capital by automatic redemption of shares (item 16 b)**

The Board of Directors proposes that the share capital be reduced by SEK 48,164,412.50 by withdrawing 16,260,000 series A shares, 122,155,730 series B shares and 6,077,508 series C shares for repayment to the shareholders. The shares which are to be withdrawn comprise the shares which, after shares have been split as set out under item 16 a) above, are called redemption shares. Where the Board of Directors utilises an existing authorisation to issue shares, the number of shares covered by redemption can increase. Where such a subscription for new shares takes place before the record date for a share split as set out under item 16 a) above, the proposed resolution on a reduction in the share capital shall be considered adjusted such that the reduction amount shall increase by SEK 0.33333332 for each new share in the Company. Furthermore, the number of shares subject to

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withdrawal shall be increased by a corresponding number of new shares. Where utilisation takes place according to existing incentive schemes before the record date for a share split, the number of series B shares will increase and the number of series C shares will decrease as a result of the Board of Directors' resolution to convert series C shares to series B shares. In the event of such a conversion, the number of series B shares subject to redemption as above shall increase by the number of shares which the Board of Directors resolves to convert. Correspondingly, the number of series C shares as set out above shall decrease.

The payment for each redemption share shall be SEK 3.68, which exceeds the share's par value by SEK 3.3466668. Any withdrawn redemption shares of series A, series B, and series C held by the Company shall be withdrawn without payment, whereby the share capital is reduced for allocation as non-restricted equity. If, at the time of redemption, the Company is still the holder of the number of shares which the Company currently holds, i.e. 1,763,400 series B shares and 6,077,508 series C shares, the redemption proceeds will amount to approximately SEK 502.9 million. The Board of Directors proposes that trading in redemption shares take place during the period from 19 May 2021 to 2 June 2021 inclusive. The Board of Directors furthermore proposes that the record date for withdrawing redemption shares be 7 June 2021. Payment is calculated to be made through Euroclear Sweden AB around 10 June 2021.

#### **Resolution on an increase in the share capital through a bonus issue (item 16 c)**

To achieve a timely redemption procedure without requiring permission from the Swedish Companies Registration Office or ordinary court, the Board of Directors proposes that the Company's share capital be restored 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 but by instead transferring from the Company's non-restricted equity to the Company's share capital. If the Board of Directors utilises existing authorisation to issue shares, entailing a subscription for new shares before the record date for a share split as set out under item 16 a) above, the proposed resolution on an increase in the share capital through a bonus issue shall be considered adjusted such that the issue amount shall increase by SEK 0.666666664 for each new share in the Company.

#### **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 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

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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, in departure from the shareholders' preferential right, 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 such that the Board of Directors may not resolve to transfer more than 14.4 million series B shares, where any new shares the Board of Directors has resolved to issue based on authorisation as set out under item 18 below are taken into consideration.

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 according to 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 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 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 14.4 million series B shares, corresponding to a dilution of approximately 10.0 percent of the capital and approximately 5.1 percent of the votes.

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 14.4 million series B shares, where any shares the Board of Directors has resolved to transfer based on authorisation as set out under item 17 above shall also be taken into consideration.

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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 acquisitions. Cash issues, in departure 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, in departure 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 departure 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 according to 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 meeting.

#### **Resolution on change of the reporting currency (item 19)**

The board suggests that the Company use euro as its reporting currency as of 1 January 2022 and that the following new Clause 3 be added to the articles of association: "The reporting currency of the Company is euro." Introduction of the new Clause 3 in the articles of association will result in adjustment of the numbering of the subsequent clauses.

The change is proposed considering Betsson's increasingly rapid globalization of Betsson's operations, where the Group's revenues, expenses and net assets today are mainly denominated in currencies other than SEK. Today, only about 6 percent of the Group's revenues and expenses are denominated in SEK, while approximately 45 percent of the Group's revenues and the nearest 70 percent of the Group's expenses are denominated in EUR.

A change in the reporting currency from SEK to EUR will reduce the currency exposure in both the income statement and in the comprehensive income. It also makes it possible for Betsson to better match liabilities and assets.

To pass a valid resolution suggested by the board above, the resolution must be supported by shareholders with at least two thirds of both cast votes and shares represented at the meeting.

#### **Resolution on cancellation of own shares (item 20)**

#### **Resolution of a reduction of share capital by cancellation of own shares (item 20 a)**

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The board suggests that the annual meeting resolve to reduce the share capital of the Company by 1,175,600 SEK by cancelling 1,763,400 shares of Series B owned by the Company, each share having a quota value of approximately 0.666666664 SEK. The reduction is to be performed without repayment to the shareholders. After the reduction, the share capital of the Company will be 95,153,225 SEK. After the reduction has been completed, there will be 142,729,838 shares in the Company with a quota value of 0.666666664 SEK each.

The purpose of the reduction is to allocate the reduction amount to the non-restricted equity of the Company, and to reinstate the share capital to at least its original amount by a concurrent bonus issue.

The decision under this clause is conditioned on the general meeting's approval of the board's suggestion in item 20 b) below to ensure that neither restricted equity nor share capital is reduced because of cancellation of own shares.

To pass a valid resolution suggested by the board above, the resolution must be supported by shareholders with at least two thirds of both cast votes and shares represented at the meeting.

#### **Resolution on an increase of share capital by bonus issue (item 20 b)**

To ensure effective timing of the redemption procedure without requirements on approval from the Swedish Companies Registration Office or a court of general jurisdiction, the board suggests that the share capital of the Company be reinstated to at least its original value by increasing the share capital of the Company by 1,175,600 SEK, from 95,153,225 SEK to 96,328,825 SEK, by a bonus issue without issuing new shares and a transfer from unrestricted equity of the Company to its share capital.

To pass a valid resolution suggested by the board above, the resolution must be supported by shareholders with at least two thirds of both cast votes and shares represented at the meeting.

The decision under this clause is conditioned on the general meeting's approval of the board's suggestion in item 20 a) above.

Finally, the board suggests that the annual meeting authorise the CEO or the person appointed by the CEO to adjust the decisions under clauses a) and b) above as might be necessary in connection with registration of the decisions with the Swedish Companies Registration Office and Euroclear Sweden AB.

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## Documents

The Board of Directors' full proposal for the resolution above and the associated reports and statements according to the Swedish Companies Act will be available from the Company at the address above and on the Company's website [www.betssonab.com](http://www.betssonab.com) no later than 14 April 2021 and will be sent to shareholders upon their request, which must include their email address.

## Shareholders' right to obtain information

The Board of Directors and CEO shall provide information about circumstances that may affect assessment of an agenda item, if any shareholder requests so and the Board believes that this can be done without significant damage to the Company. Requests for such information must be delivered in writing by letter to Betsson AB (publ), attn.: Annual General Meeting, Regeringsgatan 28, 111 53 Stockholm, or by e-mail to [info@betssonab.com](mailto:info@betssonab.com) no later than on 25 April 2021. Information must be made available on the website of the Company, [www.betssonab.com](http://www.betssonab.com), and at the main office of the Company at Regeringsgatan 28 in Stockholm no later than on 30 April 2021.

## Number of shares and votes

As at 6 April 2021, there are in total 144,493,238 shares in the Company, representing in total 287,692,238 votes, split into 15,911,000 series A shares, representing 159,110,000 votes, 122,504,730 series B shares, representing 122,504,730 votes, and 6,077,508 series C shares, representing 6,077,508 votes. As at the same date, the Company holds 1,763,400 series B shares and 6,077,508 series C shares, which may not be represented at the general meeting.

## Miscellaneous

The register for the meeting of shareholders is available at the main office of the Company located at the address stated above. Betsson AB (publ) has corporate registration number 556498-8425 and its registered office is in Stockholm.

Information on how your personal data is processed is available at [https://www.euroclear.com/dam/ESw/Legal/Privacy\\_notice\\_BOSS\\_final\\_30112020.pdf](https://www.euroclear.com/dam/ESw/Legal/Privacy_notice_BOSS_final_30112020.pdf).

Stockholm, April 2021

The Board of Directors

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For further information, contact:

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