

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

**Shareholders in Betsson AB (publ) (the Company) are invited to its Annual General Meeting (AGM) on Thursday, 11 June 2020 at 09:00 CEST at Bond, GT30, Grev Turegatan 30 in Stockholm.**

*Following the guidelines from the Swedish Public Health Agency regarding social distancing, Betsson is taking certain health and safety measures to prevent the spread of covid-19 at its AGM. This means that this year, the Meeting will only include the formal part to limit the time spent and, consequently, no refreshments will be served.*

*Betsson follows the official guidelines related to the development of covid-19 closely and will update the above described precautions for the Annual General Meeting if required. We ask everyone who intends to participate in the Meeting to seek updates via [www.betssonab.com](http://www.betssonab.com) prior to the Meeting regarding potential additional actions.*

### Notification etc.

Shareholders wishing to take part in the meeting must;

- be listed in the shareholders' register kept by Euroclear Sweden AB no later than Thursday, 4 June 2020, and
- notify their intention to take part in the General Meeting no later than Monday, 8 June 2020.

Notification to attend the General Meeting must be given via the booking form on [www.betssonab.com](http://www.betssonab.com). Notification may also be given by telephone on +46 (0)8 506 403 00. Notification should state the name, personal/company registration number, address, telephone number and shareholding. If participation is by proxy, such authorisation together with the registration certificate or other authorising documents should be sent to the Company: [johan.fagerlund@betssonab.com](mailto:johan.fagerlund@betssonab.com), at the time notification is given to attend the General Meeting. Proxy forms for shareholders wishing to attend the Meeting through an agent will be made available on the Company's website [www.betssonab.com](http://www.betssonab.com).

In order to reduce the risk of spreading covid-19, the Board of Directors of Betsson AB has resolved that the shareholders can use their right to vote prior to the AGM via post. The form for voting via post is provided to the shareholders on the Company's website, [www.betssonab.com](http://www.betssonab.com). The form includes information on how a shareholder can use its right to vote via post and e-mail.

Shareholders who have their shares registered in a custody account, must ask his/her bank/broker to register their shares in their own name with Euroclear Sweden AB in good time before 4 June 2020 in order to participate in the Meeting.

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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

## Proposed agenda

1. Opening of the Meeting
2. Election of chairperson for the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination of whether the Meeting has been duly convened
7. Address by the Chief Executive Officer
8. Presentation of the Annual Report and the auditor's report as well as the consolidated accounts and consolidated auditor's report
9. Resolution on adoption of the profit and loss statement and balance sheet for the Parent company and Group
10. Resolution on the appropriation of the Company's profits or losses according to the adopted balance sheet
11. Resolution on discharge of liability for the members of the Board and the Chief Executive Officer
12. Adoption of the number of board members and alternates as well as auditors and deputy auditors
13. Adoption of the remuneration for the board members and fees for the auditors
14. Election of a Board of Directors, the Chairman of the Board and auditors
15. Proposed resolution on a Nomination Committee
16. Resolution on guidelines on remuneration for senior executives
17. 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
18. 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
19. Resolution on authorising the Board of Directors to resolve upon a repurchase and transfer of series B shares
20. Resolution on authorising the Board of Directors to resolve upon an issue of shares and/or convertibles

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21. Resolution on amendment of the Articles of Association

22. Closing of the meeting

### Proposed resolutions

#### Election of a chairperson for the Meeting (item 2)

The Nomination Committee, comprising John Wattin, appointed by the Hamberg family and Hamberg Förvaltning AB, Michael Knutsson, appointed by Knutsson Holdings AB and chair of the Nomination Committee, Christoffer Lundström, appointed by Novobis AB and the Lundström family and Patrick Svensk, board Chair of Betsson AB, propose that Patrick Svensk be appointed to chair the Meeting.

#### Resolution on the appropriation of the Company's profits or losses according to the adopted balance sheet (item 10)

As set out under item 18 below, the Board of Directors proposes a redemption procedure entailing a cash value transfer to the shareholders of approximately SEK 393.6 million.

#### Election of board of directors, auditor etc. (items 12-14)

The Nomination Committee proposes that the Board of Directors shall comprise seven members without alternates. The Nomination Committee proposes the re-election of Patrick Svensk, Jan Nord, Fredrik Carlsson, Johan Lundberg, and Eva Leach as board members until the end of the next Annual General Meeting. The Nomination Committee further proposes the election of Louise Nylén and Andrew McCue as new board members. Kicki Wallje-Lund and Mathias Hedlund have declined re-election. The Nomination Committee proposes that Patrick Svensk be re-elected as board Chair.

The Nomination Committee proposes remuneration to the Board of SEK 4,060,000 in total, to be distributed as follows: SEK 900,000 to the board Chair and SEK 450,000 to each of the Board members. A fee of SEK 215,000 and SEK 245,000 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 chief 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 15)

The Nomination Committee proposes that a new Nomination Committee ahead of the 2021 Annual General Meeting should be appointed as follows:

The board Chair shall, no later than 30 September 2020, call together the three shareholders with the largest number of votes 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 board Chair shall also sit on 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 board Chair shall call the first meeting of the Nomination Committee. A shareholder representative should be appointed as chair 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 publicly published no later than six months before the 2021 Annual General Meeting.

The Nomination Committee shall be constituted based on the known shareholding in the Company as at 31 August 2020. If significant changes are made to the ownership structure after the nominating committee has been constituted, the composition of the nominating committee may also be changed in accordance with the above principles. Changes to the Nomination Committee must immediately be published to the general public.

The Nomination Committee shall prepare and submit to the General Meeting proposals for the election of a board chair and other members to the Company's board of directors, remuneration of the Board divided between the Chair and other 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 chair for the Annual General Meeting.

The Nomination Committee shall have the right, following approval from the board Chair, 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.

### Resolution on guidelines on remuneration for senior executives (item 16)

The Board of Directors proposes that the 2020 General Meeting resolve that the following guidelines on remuneration for senior executives shall be valid until the 2024 Annual General Meeting unless prevailing circumstances dictate otherwise. The guidelines comprise the Chief Executive Officer and other senior officers. Remuneration included in the guidelines shall comprise salaries and other benefits to senior executives. Remuneration equates to the transfer of securities and assignment of the right to purchase securities from the Company in future. The guidelines do not include the Company's incentive scheme whereby senior officers acquire a right to buy shares in the Company in the future. To get an idea of the Company's total remuneration package, the Company's incentive scheme is described in more detail in a separate section after the proposed guidelines on salaries and other benefits to senior executives in the Company's management.

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*The guidelines' contribution to the Company's business strategy, long-term interests and sustainability*

The Company's business strategy is based on our values which are underpinned by the three pillars "Talented people, Quality products and Operational excellence". The aim of the remuneration package is to motivate, retain, and reward qualified personnel for their contribution to achieving the Company's business strategy, long-term interests, and sustainability.

*Different forms of remuneration*

To retain and attract competent employees to the Company's senior management, the remuneration must be competitive and based on prevailing market conditions. Remuneration must comprise a fixed salary, results-based salary as well as a pension and other benefits. In addition, the Annual General Meeting may resolve on a share-based remuneration, among other things. The fixed salary forms the basis of the market-oriented total remuneration to attract senior executives to the Company's management. The results-based salary is paid on the provision that the Company meets certain financial and other measurable targets as determined by the Company's Board of Directors and varies depending on the extent to which the targets are met or exceeded. If all targets are exceeded to the highest level, i.e. they outperform, the Company's expenses for results-based remuneration to the Company's senior executives for 2020 is estimated at approximately SEK 10.7 million, including social contributions. The normal pension age is 65. Pension terms must be in line with the market and based on fee-based pension solutions. Other benefits that may be provided are a company car and health insurance.

*Termination of employment*

Notice of termination should normally be six to twelve months if notice is given by the Company and six months if notice is given by the senior officer. Where notice is given by the Company, severance pay may amount to no more than the equivalent of twelve months' pay.

*Salaries and employment terms for employees*

When drafting these guidelines on remuneration for senior executives in the Company's management, salaries and employment terms for the Company's employees were taken into account by including information on the employee's total remuneration. Furthermore, the remuneration's various components, the increase in remuneration and rate of increase over time formed part of the Remuneration Committee's and Board of Directors' basis when deciding on the evaluation of guidelines for remuneration and when assessing whether the guidelines and the limitations derived therefrom are reasonable. The remuneration report, which will be produced and presented at the 2021 Annual General Meeting, regarding paid and available remuneration comprised by these guidelines, will show the development of the gap between the senior executives' remuneration and other employees' remuneration.

*Decision-making process for establishing, monitoring and implementing guidelines*

The Company's Board of Directors has set up a remuneration committee, whose main tasks are to prepare the Board of Directors' resolutions in matters of remuneration principles for the Chief Executive Officer, evaluate the variable remuneration for senior executives as well as evaluate the application principles for remuneration and provisions for

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key personnel, as resolved by the Annual General Meeting. The Remuneration Committee shall also follow and evaluate the application of the guidelines on remuneration of the Company's senior executives, which the Annual General Meeting must by law resolve on, as well as the applicable remuneration structures and remuneration levels in the Company.

The Board of Directors shall prepare proposed new guidelines at least every four years and present the proposal to the General Meeting for resolution. The Company's Chief Executive Officer and other senior executives shall not take part in the Board of Directors' discussions and resolutions on guidelines on remuneration to senior executives where they are affected by such resolutions.

#### *Departure from the guidelines on remuneration*

The Board of Directors may temporarily resolve to depart from the guidelines, in whole or in part, where, in individual cases, there are special reasons for this and departure from the guidelines is necessary to uphold the Company's long-term interests and sustainability or to safeguard the Company's financial strength.

This proposal is in line with the guidelines adopted at the 2019 Annual General Meeting in all important aspects.

#### **Description of the Company's incentive scheme**

The Company's incentive scheme was introduced at the end of 2008. The scheme was resolved upon by the General Meeting. Share options are allotted to senior executives in the Company's management and other key personnel upon resolution by the Board of Directors. In total, 10 incentive schemes have been resolved upon and introduced since the start of 2008. Each incentive scheme comprises various parts, in which employees (in Sweden) are invited to buy call options at market price or in which employees (in Sweden or abroad) are offered no-payment employee stock options, provided that the participants have invested in the Company's shares or (2015 scheme only) that the Company has reached a predetermined turnover target. The share options are issued at a fixed exercise price of 130 percent of the shares' market price on the allotment date. The terms of the share options contain a provision 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 scheme is launched. The Company has neither legal, nor informal obligation to repurchase or control the options with cash. The employee stock options are conditional on the employees remaining in service during the earnings period and keeping the initial investment in the Company's shares, or the Company reaching a predetermined turnover goal (Incentive 2015 - 2018). The Board of Directors may resolve on payment of a bonus to call option holders equivalent in size to the option premium initially paid. Such a bonus is conditional on the employee utilising the call options and remaining an employee in the Company at the time of utilisation.

#### **Resolution on an incentive scheme (item 17)**

The Board of Directors proposes that the General Meeting resolve that two incentive schemes be set up whereby the Company invites 13 of the Company's senior officials and other key personnel to either buy transferable call options

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in the Company as set out under item 17 a) or be allotted employee stock options in the Company as set out under item 17 b) below.

#### *Motive for the proposed incentive schemes*

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

In light of this, the Board of Directors assesses that adoption of the schemes as below will have a positive effect on the Company's future development and will, consequently, be beneficial for both the Company and its 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 few months of 2020.

The proposed incentive schemes have the support of the Company's major shareholders.

#### **Resolution on an incentive scheme based on transferable call options (item 17 a)**

##### *The scheme in brief*

The Board of Directors proposes that the General Meeting resolve that an incentive scheme be set up whereby the Company invites four 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.

The number of call options issued under the Call Option Scheme shall not exceed 460,000, equivalent to a dilution of approximately 0.3 percent of the share capital and approximately 0.2 percent of the votes in the company. Oversubscription is not possible.

##### *The terms of the call options*

- (i) The call options shall be offered to senior executives in the Group.
- (ii) The price of the call options (the option premium) shall be equivalent 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) 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 at Nasdaq Stockholm for the period from 3 August 2020 to 10 August 2020 inclusive. The exercise price calculated as per the above shall be

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rounded to the nearest whole SEK 0.10 , where SEK 0.05 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.

- (iv) Utilisation of the call options may take place in the period from 21 August 2023 to 8 September 2023 inclusive. For the terms of the call options to be equated with the terms of the employee stock options as set out under item 17 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 at Nasdaq Stockholm at the time the Call Option Scheme is launched on 21 August 2020. (The ceiling is equivalent to 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 Company is terminated or in the event the holder wishes to transfer his/her call options.

#### *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 Chapter 16 of the Swedish Companies Act [Aktiebolagslagen (2005:551)], which means that a resolution on the Call Option Scheme is only valid if it is represented by at least 9/10ths of both the votes cast and the shares represented at the meeting.

#### **Resolution on an incentive scheme based on employee stock options (item 17 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**").

Employees participating in the Employee Stock Option Scheme will receive a no-payment allotment of employee stock options. Participation in the Employee Stock Option Scheme requires an investment in Betsson shares.

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### *Private investment*

To be able to participate in the Employee Stock Option Scheme requires the employees to own Betsson shares. These shares may either be held prior to or purchased on the market at the time of notification to participate in the Employee Stock Option Scheme is given. Where an employee is already participating in an earlier employee stock option scheme, the shares already held shall cover both the earlier and the new employee stock option scheme, unless the employee chooses not to leave the earlier scheme. The amount which therefore must be invested in Betsson shares shall be equivalent in size to the option premium which would have been paid if the person in question were participating 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 21 August 2023 to 8 September 2023 inclusive.

Provided that the participant is still employed in the Company at the time the options are utilised, each employee stock option entitles the employee to purchase one 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 at Nasdaq Stockholm for the period from 3 August 2020 to 10 August 2020 inclusive. Furthermore, the participant must have kept the initial investment in Betsson shares in order 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 Bboard of Directors shall have the right to make adjustments in order to meet any special rules or market requirements abroad. The Board of Directors shall also have the right to make adjustments to the Employee Stock Option Scheme in the event of significant changes within the Company 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 Company 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 940,000 employee stock options. The participants will be split into different categories in order to determine how options are allotted.

The allotment of employee stock options may only take place to the extent that the total number of options according to the Employee Stock Option and Call Option Scheme amount to a maximum of 1,400,000 options, equivalent to a

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dilution effect of approximately 1.0 percent of the share capital and 0.5 percent of the votes in the company 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 43.80 (closing price for the Company's series B share on 10 March 2020), 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 2.44 million. The cost is spread over the years 2020 - 2023.

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 at Nasdaq Stockholm at the time the Call Option Scheme is launched on 21 August 2020. (The ceiling is equivalent to a rise in the share price from launch of 160 percent and a doubling of the share price from the exercise share 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 0.8 million based on the above-stated criteria. This cost can be compared to the Company's total personnel costs, including social contributions, of SEK 790.2 million for 2019.

For information on Betsson's existing share-related incentive schemes, we refer to the 2019 Annual Report, 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.

The Board of Directors proposes that the Annual General Meeting resolve that no more than 1,400,000 B shares can be transferred to participants in accordance with the terms of the Employee Stock Option 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 Chapter 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 9/10ths of both the votes cast and the shares represented at the meeting.

#### **Splitting of shares and automatic redemption procedure (item 18)**

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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 18 a)**

The Board of Directors proposes that the Annual General Meeting pass a resolution on conducting a share split, where one 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 22 June 2020.

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 2/3rds of both the votes cast and the shares represented at the General Meeting.

**Resolution on a reduction in the share capital by automatic redemption of shares (item 18 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 18 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 18 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 0.3333333218 for each new share in the Company. Furthermore, the number of shares subject to 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 2.88, which exceeds the share's par value by SEK 2.1733333356. 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 393.6 million. The Board of Directors proposes that trading in redemption shares is conducted during the period from 24 June 2020 to 8 July 2020 inclusive. The Board of Directors furthermore proposes that the record date for withdrawing redemption shares be 10 July 2020. Payment is calculated to be made through Euroclear Sweden AB on 15 July 2020.

**Resolution on an increase in the share capital through a bonus issue (item 18 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

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original amount by increasing the Company's share capital by SEK 48,164,412.50 through a bonus issue without issuing new shares through transferring non-restricted equity from the Company's 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 18 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 0.66666666436 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 19)**

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 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 20 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 2/3rds of both the votes cast and the shares represented at the General Meeting.

**Resolution on authorising the Board of Directors to resolve upon an issue of shares and/or convertibles (item 20)**

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.

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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 19 above shall also be taken into consideration.

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 as a result 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 2/3rds of both the votes cast and the shares represented at the General Meeting.

#### Resolution on amendment of the Articles of Association (item 21)

The Board of Directors proposes that the General Meeting resolve that Article 12(1) of the Articles of Association shall have the following wording: "To attend the General Meeting, shareholders must register with the Company no later than the date given in the Notice of the Meeting."

The reason for the proposed amendment to the Articles of Association is that the right to attend the General Meeting is regulated in the Swedish Companies Act and therefore does not need to be regulated by the Articles of Association and that an anticipated change in the law at some point in 2020 will mean that the current wording contradicts the Act.

#### Miscellaneous

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 21 May 2020 and will be sent to shareholders upon their request, which must include their email address.

Under Chapter 7, section 32 of the Swedish Companies Act, shareholders have the right to request, during the general meeting, information from the **Board** of Directors and the Chief Executive Officer concerning circumstances that may affect the agenda and circumstances that may affect the Company's financial situation.

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### Number of shares and votes

As at 12 May 2020, 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.

Stockholm, May 2020

The Board of Directors

For further information, contact:

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