

Betsson AB (publ)

Invitation to the Annual General Meeting of shareholders of Betsson AB (publ)

The shareholders of Betsson AB (publ) (the "Company"), are hereby invited to the Annual General Meeting of shareholders to be held on Friday, 11 May 2012 at 10.00 a.m. at the office of the Company at Regeringsgatan 28 in Stockholm.

Notice to attend etc.

Shareholders who wish to attend the Annual General Meeting (the "AGM") must

- be entered in the register of shareholders held by Euroclear Sweden AB by Friday, 4 May 2012, and
- notify the Company of their intention to participate no later than on Monday, 7 May 2012.

Notice of participation in the meeting shall be made in writing to the Company at the address Betsson AB, Regeringsgatan 28, 111 53 Stockholm. Notification may also be made by telephone on +46 (0)8-506 403 00, by fax on +46 (0)8-735 57 44 or by e-mail: info@betssonab.com. When giving notice of participation, the shareholder must state name, social security number or company registration number, address, telephone number and share holding. Shareholders who are represented by proxy should include such proxy together with the notification to attend the AGM. Proxy forms for shareholders who wish to be represented by proxy will be made available on the Company's website www.betssonab.com.

Shareholders who hold their shares through nominees (Sw. förvaltare) must request a temporary registration of the shares in their own name, with Euroclear Sweden AB. Shareholders who wishes to obtain such registration must contact the nominee regarding this well in advance of 4 May 2012.

Proposed Agenda

1. Opening of the Meeting
2. Election of a Chairman at the Meeting
3. Preparation and approval of the register of shareholders entitled to vote at the Meeting
4. Approval of the agenda
5. Election of one or two persons to check the minutes

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BETSSON AB (PUBL) REGERINGSGATAN 28 111 53 STOCKHOLM, SVERIGE	+46 (0)8 506 403 00 +46 (0)8 735 57 44	STOCKHOLM	INFO@BETSSONAB.COM WWW.BETSSONAB.COM	556090-4251 SE556090425101

6. Determination of whether the Meeting has been duly convened
7. Statement by the Chief Executive Officer
8. Presentation of the Annual Report and Auditor's Report and of the Group Annual Report and the Group Auditor's Report
9. Resolution to adopt the Income Statements and Balance Sheets of the Parent Company and the Group
10. Resolution on allocations concerning Company earnings in accordance with the adopted Balance Sheet
11. Resolution to discharge the members of the Board of Directors and the Chief Executive Officer from liability
12. Determination of the number of members and deputy members of the Board of Directors
13. Determination of the fees to be paid to the members of the Board of Directors and the auditors
14. Election of members of the Board of Directors, Chairman of the Board of Directors and auditor
15. Establishment of a Nomination Committee
16. Resolution concerning guidelines for the remuneration of senior executives
17. Share split and automatic redemption procedure, to include
 - (a) resolution to implement a share split,
 - (b) resolution to reduce share capital through an automatic redemption of shares, and
 - (c) resolution to increase share capital through a bonus issue
18. Resolution to authorise the Board of Directors to decide on the repurchase and transfer of the Company's own shares
19. Authorisation for the Board of Directors to decide on the issue of shares
20. Closing of the Meeting

Proposals

Election of a Chairman of the Meeting (item 2)

The Nomination Committee, comprised of Christoffer Lundström (Chairman of the Nomination Committee), Per Hamberg, Michael Knutsson and Pontus Lindwall, propose that Pontus Lindwall be appointed Chairman of the Meeting.

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Dividends (item 10)

As set out in item 17 below, the Board has proposed a procedure for the redemption of shares which means a transfer of value in cash to the shareholders in about SEK 395.6 million.

The Board also proposes that the AGM resolves to distribute all shares in the subsidiary Angler Gaming plc ("Angler") on the following principal terms:

For each shares in Betsson AB (irrespective of class) the holder will receive one share in Angler. The Board proposes that the AGM delegates to the Board to determine the record date for such distribution.

The Board's proposal in subject to listing of the shares in Angler on AktieTorget at the time of the distribution or shortly thereafter. The Board of Angler has applied for such listing and first trading day is expected to occur two trading days after the record date for the distribution. Through this distribution the distributable funds of Betsson AB will decrease by approximately SEK 28 million.

For further information, please refer to the information memorandum regarding Angler and the listing on AktieTorget, which is expected to be available at the Company at the above address and on the Company's website www.betssonab.com on or about 12 April 2012.

Election of the Board, etc. (items 12-14)

The Nomination Committee proposes that the Board shall consist of seven members without deputies for the period until the next AGM. The Nomination Committee proposes the re-election of Pontus Lindwall, John Wattin, Per Hamberg, Patrick Svensk, Lars Linder Aronson, Carl Lewenhaupt and Kicki Wallje-Lund. The Nomination Committee proposes that Pontus Lindwall be re-elected as Chairman of the Board.

The Nomination Committee proposes the remuneration for the Board to be a total amount of SEK 2,220,000 to be allocated as follows: SEK 300,000 for each member of the Board who is not employed by the Company, except for John Wattin who shall receive an amount of SEK 600,000. The reason for the increased remuneration for John Wattin is that his involvement in the Company is exceeding what is deemed normal. The proposed remuneration to members of the Compensation Committee and the Audit Committee is SEK 60,000 per Committee, to be allocated amongst its respective members. The remuneration for the Compensation Committee and the Audit Committee is included in the total amount mentioned above.

The Nomination Committee proposes the re-election of PricewaterhouseCoopers AB, with Michael Bengtsson as responsible auditor, as auditor of the Company. It is also proposed that auditors' fees be paid according to approved invoices.

It is noted that the Chairman of the Board shall not receive any remuneration referred to above since he is still employed by the Company with an annual salary of SEK 3,600,000 and variable salary not exceeding SEK 3,600,000 and pension benefits amounting to 35 per cent of base salary plus free car.

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Establishment of a Nomination Committee (item 15)

The Nomination Committee proposes that the following principles shall apply for the establishment of the Nomination Committee in relation to the AGM 2013:

The Chairman of the Board shall no later than 30 September 2012 convene a meeting with the three largest shareholders or known group of shareholders of the Company, who each shall have the right to appoint one member of the Nomination Committee. If any of the three largest shareholders or known group of shareholders renounce from their right to appoint a member of the Nomination Committee, the next largest shareholder or known group of shareholders is to be provided with the opportunity to appoint a member of the Nomination Committee. In addition, the Chairman of the Board shall be a member of the Nomination Committee. Neither the CEO nor any other member of the management shall be a member of the Nomination Committee. The Chairman of the Board shall convene the initial meeting of the Nomination Committee. A representative of the shareholders shall be elected as Chairman of the Nomination Committee. The term of office for the Nomination Committee is until a new Nomination Committee has been appointed. The names of the members of the Nomination Committee shall be announced no later than six months prior to the AGM 2013.

The Nomination Committee shall be constituted based on known ownership of the Company as of 31 August 2012. In the event of major changes in the shareholding of the Company after the establishment of the Nomination Committee, the composition of the Nomination Committee may be changed in accordance with the above principles. Such changes shall be made public immediately.

The Nomination Committee shall prepare and at the AGM 2013 present proposals regarding the election of Chairman of the Board along with other members of the Board, remuneration of the members of the Board divided between the Chairman and other members and, where appropriate, compensation for work in committees, election of and fee to the auditors, establishment of the principles regarding election of the Nomination Committee, and election of Chairman for the AGM.

The Nomination Committee shall, upon approval by the Chairman of the Board, be entitled to burden the company with costs, for example in respect of recruitment consultants or other costs necessary for the Nomination Committee to fulfil its duties.

Resolution concerning guidelines for the remuneration of senior executives (item 16)

The Board proposes that the guidelines for remunerating senior executives that were adopted at the AGM 2011 shall continue to be applicable.

Share split and automatic redemption of shares (item 17)

The Board proposes that the AGM resolves on a procedure for the automatic redemption of shares, in accordance with the proposal below. It proposes that the decisions are taken together as one decision.

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Resolution to implement a share split (item 17 a)

The Board proposes that the AGM resolves to implement a share split, whereby one share in Betsson is converted into two shares. One of these shares will be a so-called redemption share. The Board proposes that the record date for the share split shall be 24 May 2012.

Resolution to reduce the share capital through an automatic redemption of shares (item 17 b)

The Board proposes that the share capital be reduced by SEK 42,001,209 through the redemption of 5,420,000 Series A shares and 36,581,209 Series B shares for repayment to the shareholders. The shares to be redeemed are those shares which are referred to as redemption shares after shares have been split as described in item 17 a above. The price to be paid for each redemption share shall be SEK 9.42. No redemption price shall be paid for any redemption shares of Series A or Series B that are held by the Company. The maximum redemption amount will thus be SEK 395,651,388.78. In the event that the Company at the time of the redemption of shares are still the holder of the number of shares that the Company currently owns, i.e. 4,222 Series B shares, the redemption amount will be SEK 395,611,617.54. The Board proposes that trading in redemption shares shall take place from 29 May 2012 through 12 June 2012. The Board proposes that the record date for the redemption of shares shall be 15 June 2012. Payment is expected to be made through Euroclear Sweden AB on 20 June 2012.

Resolution to increase share capital through a bonus issue (item 17 c)

In order to achieve a timely and efficient redemption procedure, without having to obtain permission from the Swedish Companies Registration Office or a court of law, the Board proposes to restore the Company's share capital to its original amount by increasing the Company's share capital by SEK 42,001,209 through a bonus issue via a transfer from the Company's unrestricted equity to the Company's share capital. No new shares will be issued in connection with the increase of the share capital.

Authorisation for the Board to decide on the repurchase and transfer of the Company's own shares (item 18)

The Board proposes that the AGM authorises the Board to resolve to repurchase, on one or several occasions prior to the next AGM, as many shares as may be purchased without the Company's holding at any time exceeding 10 per cent of the total number of shares in the Company. The shares shall be acquired on a regulated market where shares in the Company are listed and only at a price within the price range registered at any given time, i.e. the range between the highest bid price and the lowest offer price, or through a public offer to all shareholders, whereby the purchase shall be made at a price equivalent to the lowest quoted share price at the time and a maximum of 150 per cent of the current quoted share price.

It is also proposed that the Board be authorised to resolve to transfer of the Company's own shares, as payment upon the acquisition of companies or businesses, at a price equivalent to the quoted share price at the time of transfer.

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The objectives of these authorisations are to give the Board greater scope to act when working with the Company's capital structure and to give the Company greater flexibility in the distribution of capital to its shareholders.

Authorisation for the Board to decide on the issue of shares (item 19)

The Board proposes that the AGM authorises the Board to decide, on one or several occasions prior to the next AGM, to issue shares for payment in kind or through a set-off, that involve the issue of up to 4 million Series B shares (corresponding to a dilution of about 10 per cent).

The objectives of the authorisation are to increase the financial flexibility of the Company and to enable the Company to use its own financial instruments to make payments for any business acquisitions the Company may undertake or to settle any deferred payments in connection with business acquisitions. In connections with issue of shares with payments through set-off to settle deferred payments, the Board shall be authorised to issue shares with deviation from the shareholders' preferential rights. The market value of the shares on each issue date will be used in determining the price at which shares will be issued.

Other

A valid resolution in respect of items 17-19 above requires approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the Meeting.

The Board's complete proposals for resolutions in accordance with the above, including reports and statements related thereto, will be available at the Company's address as set out above and on the Company's website www.betssonab.com no later than on 20 April 2012. These documents will also be sent to those shareholders who so request and provide their postal address.

According to Chapter 7 Section 32 of the Swedish Companies Act, at a General Meeting the shareholders are entitled to require information from the Board and CEO regarding circumstances which may affect items on the agenda and circumstances which may affect the Company's financial situation.

Number of shares and votes

As of 13 April 2012, the total number of shares in the Company was 42,001,209, representing a total of 90,781,209 votes, divided into 5,420,000 Series A shares representing 54,200,000 votes and 36,581,209 Series B shares representing 36,581,209 votes. On the same date, the Company held 4,222 Series B shares, which may not be represented at the AGM.

Stockholm, April 2012

The Board of Directors

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