

*N.B. The English text is an unofficial translation.*

Minutes kept at the Annual General Meeting in Betsson AB (publ), reg. no. 556090-4251 ("**Betsson**"), on Tuesday 7 May 2024 in Stockholm

**Participants:** As listed in **Schedule 1**, indicating the number of shares and the number of votes for each eligible voter.

### § 1

The Annual General Meeting was declared open by the Chair of the Board of Directors Johan Lundberg. It was resolved to elect Jörgen S. Axelsson as the Chair to preside over today's Meeting. It was noted that the Chair had requested Fanny Mannheimer to act as secretary to keep the minutes of the Meeting and that the Chief Executive Officer was accessible via link.

It was recorded that the shareholders had the opportunity to exercise their voting rights through postal voting before the General Meeting in accordance with the provisions of Chapter 7, Section 4a of the Swedish Companies Act (2005:551) and the Company's Articles of Association.

Presentation of the results of the postal voting for each agenda item covered by postal voting are included in **Schedule 2**. The schedule stipulates the number of votes for and against each proposed resolution, the number of votes abstained by shareholders listed in the voting list, the number of shares for which votes have been cast and the percentage of the share capital represented by these votes.

### § 2

It was resolved to approve the list in Schedule 1 as the voting list for today's Annual General Meeting.

### § 3

It was resolved to approve the agenda that had previously been included in the notice of the Meeting.

### § 4

It was recorded that notice of the Meeting had been made by publication on the Company's website on 5 April 2024, and through advertisement in the Official Swedish Gazette (*Sw. Post- och Inrikes Tidningar*) on 9 April 2024. Information that the notice had been made was advertised in *Dagens Industri* on 9 April 2024.

The Meeting was declared duly convened.

## § 5

It was resolved that today's minutes should be verified, in addition to the Chair, by Michael Knutsson and Gaétan Boyer. It was recorded that the task of the verifiers also includes verifying the voting list and that the received postal votes are correctly reflected in the minutes of the Meeting.

## § 6

The Chief Executive Officer, Pontus Lindwall, presented and commented on the operations of the Group. The shareholders were given the opportunity to ask questions to the Chair of the Board of Directors and the Chief Executive Officer.

## § 7

The Board of Directors' and the Chief Executive Officer's annual report and consolidated accounts, including the balance sheets and income statements, for the financial year 2023, were presented.

The auditor's report and the consolidated auditor's report for the financial year 2023 were presented.

The authorised auditor Aleksander Lyckow from PricewaterhouseCoopers AB presented the auditor's report, the auditor's statement on the corporate governance report and the auditor's statement on whether the Annual General Meeting's guidelines on remuneration to senior executives has been followed. The shareholders were given the opportunity to ask questions.

## § 8

It was resolved to adopt the income statements and balance sheets of the parent Company and the Group for the financial year 2023 as included in the annual report.

## § 9

At the Annual General Meeting 2020, it was resolved to adopt guidelines for remuneration to senior executives. According to Chapter 8, Section 53a of the Swedish Companies Act (2005:551), the Board of Directors shall annually prepare a report on paid and outstanding remuneration covered by the guidelines.

The Board of Directors' remuneration report in accordance with the guidelines for the financial year 2023 was presented.

It was noted that the Board of Directors' remuneration report has been available on the Company's website, [www.betssonab.com](http://www.betssonab.com), for at least three weeks prior to the Annual General Meeting. Furthermore, it was noted that the auditor's statement in accordance with Chapter 8, Section 54 of the Companies Act, regarding whether the Annual General Meeting's guidelines on remuneration to senior executives has been followed, had been available on the Company's website for at least three weeks prior to the Annual General Meeting.

The Annual General Meeting resolved to approve the Board of Directors' remuneration report for the financial year 2023.

## § 10

It was resolved, in accordance with the proposal of the Board of Directors and the Chief Executive Officer which had been approved by the auditors, that the profits at the disposal of the General Meeting, namely

Net result for the financial year 2023	123 141 270 EUR
<u>Retained earnings and unrestricted funds</u>	<u>614 980 414 EUR</u>
TOTAL	738 121 684 EUR

shall be carried forward in a new account.

## § 11

The Meeting resolved to grant discharge of liability for the members of the Board of Directors and the Chief Executive Officer for the management of the Company's operations for the financial year 2023.

It was recorded that the members of the Board of Directors as well as the Chief Executive Officer or any of their related parties, did not participate in the resolution to the extent that they represented their own or others' shares.

## § 12

Jenny Rosberg, Chair of the Nomination Committee, presented the Nomination Committee's proposal. The shareholders were given the opportunity to ask questions.

It was resolved that the Board of Directors, for the period up to the end of the next Annual General Meeting, in accordance with the proposal of the Nomination Committee, would consist of seven members without any substitutes. It was further resolved that the Company should have a registered audit firm as its auditor.

## § 13

The Annual General Meeting resolved, in accordance with the Nomination Committee's proposal, that remuneration to the Board of Directors shall amount to a total of SEK 4,147,000 to be distributed as follows: SEK 1,034,000 to the Chair of the Board of Directors and SEK 517,000 each to the other Board members. A remuneration of SEK 71,500 was resolved to the members of the Audit Committee and SEK 137,500 to the Chair of the Audit Committee. Further, a remuneration of SEK 63,250 was resolved to the members of the Remuneration Committee and SEK 121,000 to the Chair of the Remuneration Committee. It was noted that Pontus Lindwall, in his capacity as the Chief Executive Officer of Betsson, shall not receive any Board remuneration.

Furthermore, it was resolved that remuneration to the auditor shall be made in accordance with approved invoices.

## § 14

It was resolved, in accordance with the Nomination Committee's proposal, to re-elect Eva de Falck, Peter Hamberg, Eva Leach, Pontus Lindwall, Johan Lundberg, Louise Nylén and Tristan Sjöberg as Board members for the period up to the end of the next Annual General Meeting.

Johan Lundberg was re-elected as Chair of the Board of Directors.

Further, the Annual General Meeting resolved, in accordance with the Nomination Committee's proposal, to elect the registered auditors firm Öhrlings PricewaterhouseCoopers AB as the Company's auditor for the period up to the end of the Annual General Meeting 2025.

## § 15

It was resolved to adopt an instruction for the Nomination Committee as follows.

### *Instruction for the Nomination Committee of Betsson AB*

1. The Nomination Committee of Betsson AB (publ) (the "**Company**") shall consist of members appointed by the three largest shareholders in terms of votes or known shareholder groups in the Company. If any of the three largest shareholders or known shareholder groups waive their right to appoint a member to the Nomination Committee, the next shareholder or known shareholder group in order of magnitude shall be given the opportunity to appoint a member to the Nomination Committee. The CEO or another person from the Company's management shall not be a member of the Nomination Committee. The Chair of the Board shall not be part of the Nomination Committee's work. The Nomination Committee's term of office extends until a new Nomination Committee has been appointed.
2. The Nomination Committee shall be constituted based on known ownership of the Company as of 31 August the year before the Annual General Meeting. Information about the composition of the Nomination Committee shall be disclosed through the interim report for the third quarter or separately announced no later than six months before the Annual General Meeting.
3. The Nomination Committee shall have a Chair. The Chair shall be appointed by the Nomination Committee at its inaugural meeting.
4. In the event of major changes in the shareholding of the Company after the formation of the Nomination Committee, the composition of the Nomination Committee may be changed in accordance with the above principles. A shareholder or known shareholder group who has appointed a Nomination Committee member have the right to discharge such member and appoint a new member of the Nomination Committee. Changes in the Nomination Committee shall be announced immediately.
5. That the Nomination Committee shall prepare proposals for decision to the Annual General Meeting regarding the following matters:
  - a) Proposal for Chair for the Annual General Meeting
  - b) Proposal for Chair of the Board and other Board members
  - c) Proposal for Board fees with the breakdown between the Chair and other members of the Board as well as any compensation for committee work
  - d) Proposal on Auditor

e) Proposal on Auditor's fee

Furthermore, the Nomination Committee shall, when needed, submit a proposal for amendments to this instruction.

6. The Nomination Committee shall, upon approval by the Chair 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.

This instruction is valid until the General Meeting decides to adopt a new instruction.

## § 16

The Board of Directors' proposal for new guidelines for remuneration to the Executive Management was presented. It was resolved to adopt remuneration guidelines for the CEO and other members of the Group Management in accordance with the following.

### *Guidelines for Compensation to Senior Executives at Betsson AB*

The Board of Directors (the "**Board**") of Betsson AB ("**Betsson**" or the "**Company**") proposes that the Annual General Meeting 2024 approve the following guidelines for remuneration to senior executives in Betsson (the "**Guidelines**" or "**Remuneration Guidelines**") to be in effect until the Annual General Meeting in 2028, unless significant modifications of the Remuneration Guidelines become necessary, before such time.

The Remuneration Guidelines are applicable towards Board members, the CEO, and other members of Betsson AB's group management (collectively "**Senior Executives**").

Remuneration covered by the Remuneration Guidelines includes salary and other remuneration to Senior Executives. The Remuneration Guidelines do not cover remuneration decided by the General Meeting, such as the long-term share-related incentive programs.

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

The Company's business strategy is based on the strategic pillars of "Talented people, Quality products, and Operational excellence". Successful implementation of the Company's business strategy and the realization of Betsson's long-term interests, including sustainability, requires that the Company has the ability to motivate, recruit, and retain qualified employees. This requires that Betsson can offer Senior Executives competitive total remuneration, which is enabled through these Guidelines.

### *Different forms of remuneration*

Remuneration to Senior Executives shall be competitive and in line with market conditions and may consist of a fixed base salary, performance-based pay, pension, and other benefits. In addition, the General Meeting may decide on long-term share-related incentive programs or other compensation.

Regarding employment conditions for Senior Executives governed by other than Swedish rules, the composition of the total remuneration may be duly adjusted to comply with mandatory rules or local practice, by which the overall purpose of these Guidelines shall be taken into account to the extent possible.

### Fixed base salary

The fixed base salary should form the basis of the total remuneration. The fixed base salary should be based on competence, benchmarking, responsibility, and performance. Individual performance should be monitored and constitute the basis for the annual review of the fixed base salary.

#### Performance-based pay

Performance-based pay should aim to promote the Company's business strategy and long-term interests, including its sustainability, by having a clear connection to, among others, long-term growth and profitability.

The performance-based pay shall be conditional on the Company achieving specific financial and measurable targets set by the Company's Board, and the remuneration shall vary based on the extent to which these goals are met or exceeded. The short-term performance-based pay may amount to a maximum of 200 percent of the fixed annual base salary and shall be paid with a six-month delay.

#### Pension

Pensions should be in line with market praxis and include pensions in accordance with applicable collective agreements as well as a supplementary pension. The regular retirement age should be 65 years. The supplemental pensions shall not exceed ten percent of the fixed annual base salary.

#### Other Benefits

Other benefits may, among others, include a company car and health insurance. Such benefits shall not exceed ten percent of the fixed annual base salary.

#### *Termination of employment, severance pay and compensation for non-competition*

Upon termination of a Senior Executive's employment, a mutual notice period of six months shall apply. In the event of termination by the Company, severance pay may be paid in an amount corresponding to a maximum of twelve months of fixed base salaries. There shall be no severance pay if the Senior Executive initiates the notice.

In addition, compensation for non-competition agreements may be granted. Such pay should compensate for potential income loss and shall only be paid to the extent that the former Senior Executive is not entitled to severance pay. The compensation shall, as a main rule, be based on the fixed base salary at the time of termination and shall not exceed 60 percent. The compensation shall be paid during the period of the non-compete, which, as a main rule, shall not exceed twelve months after the termination of the employment.

#### *Salary and employment conditions for employees*

In preparing the Remuneration Guidelines, the salary and the terms and conditions of employment for the Company's employees have been considered through, among others, gathering and taking into consideration information on the total remuneration for employees. Furthermore, the different forms of remuneration, the increase, and the increase rate over time have been part of the Remuneration Committee's and the Board's decision-making basis when evaluating the Remuneration Guidelines and assessing whether the Guidelines and the limitations that result from such are reasonable.

A summary of remuneration is presented in the Remuneration Report, which is prepared annually by the Board and submitted to the Annual General Meeting for decision.

#### *Decision-making process for establishment, review, and implementation of the Remuneration Guidelines*

The Company's Board has established a Remuneration Committee. The Committee's tasks include preparing the Board's decisions on proposals for Remuneration Guidelines.

The Remuneration Committee shall also annually follow up on and evaluate the Guidelines and their implementation. Furthermore, the application of remuneration structures and levels in the Company shall be reviewed annually.

Senior Executives shall not be present during the Remuneration Committee's or the Board's discussions and decisions on remuneration-related matters to the extent that they are affected by such matters.

The Board shall propose new remuneration guidelines at least every fourth year and present the proposal for decision at the General Meeting. The Remuneration Guidelines shall remain in effect until the General Meeting adopts new guidelines.

#### *Deviation from the Remuneration Guidelines*

The Board may temporarily decide to deviate from the Guidelines, in whole or in part, in individual cases where special cause exists, and a deviation is necessary in order to satisfy the Company's long-term interests and sustainability or to ensure the Company's financial viability.

#### *Material changes and consideration of shareholders' opinions*

In reviewing the Remuneration Guidelines, in addition to editorial and minor changes, clarifications have been made regarding components of the pension as well as the relative share of each form of remuneration in relation to the fixed base salary.

Shareholders have not expressed any opinions regarding the previous remuneration guidelines.

## § 17

The Board of Directors' proposal for the implementation of a performance share plan 2024 was presented. It was resolved, in accordance with the Board of Directors' proposal under item 17 a) to b) below, to implement a long-term incentive performance share plan (the "**Performance Share Plan 2024**"), including approximately 14 Senior Executives, consisting of the Chief Executive Officer, Group Management and Operational Management.

#### *Background and reasons*

The overall purpose of the Performance Share Plan 2024 is to create engagement, commitment, and motivation for the employees within the Betsson Group (the "**Group**") and align managements and shareholders' interests and thereby increase shareholder value and long-term value growth in the Company. The purpose of the Performance Share Plan 2024 is further to facilitate the recruitment and retention of employees with key competencies.

In light of the above, the Board of Directors assesses that the implementation of the Performance Share Plan 2024, as outlined below, will have a positive effect on the Group's future development and will, consequently, be beneficial for both the Company and the shareholders.

## § 17 a

It was resolved with the required majority, to implement the Performance Share Plan 2024, open to approximately 14 Senior Executives, consisting of the Chief Executive Officer, Group Management

and Operational Management of the Group (the “**Participants**”) and that Performance Shares (as defined below) are allocated to the Participants on the terms and conditions set out below:

*Terms and conditions applying to the Performance Share Plan 2024*

- a) Each Participant will, free of charge, receive a performance share award under the Performance Share Plan 2024 (“**LTIP Award**”), entitling the Participant to receive an allocation of series B shares in Betsson (the “**Performance Shares**”) from the Company.
- b) The allocation of Performance Shares is subject to the satisfaction of the conditions set out in subsection d), and that the Participant has retained his or her employment (unless special circumstances are at hand) during the Vesting Period. Any Performance Shares will be allocated as soon as practically possible after the expiration of the three-year vesting period beginning on 1 June 2024 (the “**Vesting Period**”).
- c) The value of the LTIP Award at the time of grant in respect of each LTIP Award will amount to 225 percent of the gross annual fixed salary as of 1 January 2024 for the Participants, on an individual basis (the “**Base Salary**”). The share price used to calculate the value of the underlying series B in Betsson in respect of each LTIP Award, and hence the number of Performance Shares to which each LTIP Award entitles, shall be the volume-weighted average price paid for the series B in Betsson on Nasdaq Stockholm, during a period of ten trading days beginning immediately after the release of the Company’s interim report for the fourth quarter 2023 (the “**Grant Share Price**”).
- d) The portion (if any) of an LTIP Award that will vest at the end of the Vesting Period is based on and subject to the satisfaction of the below performance conditions (the “**Performance Conditions**”). For each Performance Condition, the Board of Directors will set various target levels, which must be reached or exceeded in accordance with what is set out below during the time between 1 January 2024 – 31 December 2026 (the “**Performance Period**”). After the Vesting Period has expired, the Board of Directors shall publish the target levels and the degrees of fulfilment of the Performance Conditions.

Revenue

LTIP Award granted to a Participant will be subject to the Group’s actual total revenue reaching or exceeding the Group’s target revenue during the Performance Period, as determined by the Board of Directors (the “**Revenue Target**”). Vesting related to the Revenue Target will occur, as per the table below.

Revenue Target levels				Pay-out levels (percentage of Base Salary)			
Min.	Level 1	Level 2	Max	Min	Level 1	Level 2	Max
97% of Revenue Target	101% of Revenue Target	106% of Revenue Target	112% of Revenue Target	6.7	13.3	41.7	71.7

Vesting of Performance Shares requires a specific target level to be reached or exceeded. In the event of an outcome between two target levels, no linear pro-rata vesting will occur.



### EBIT

LTIP Award granted to a Participant will be subject to the Group's actual total EBIT (earnings before interest and taxes) reaching or exceeding the Group's target EBIT for the Performance Period as determined by the Board of Directors (the "**EBIT Target**"). Vesting related to the EBIT Target will occur, as per the below table.

EBIT Target levels				Pay-out levels (percentage of Base Salary)			
Min	Level 1	Level 2	Max	Min	Level 1	Level 2	Max
97% of EBIT Target	101% of EBIT Target	106% of EBIT Target	112% of EBIT Target	6.7	13.3	41.7	71.7

Vesting of Performance Shares requires a specific target level to be reached or exceeded. In the event of an outcome between two target levels, no linear pro-rata vesting will occur.

### Operating Cash Flow

The LTIP Award granted to a Participant will be subject to the Group's actual total operating cashflow reaching or exceeding the Group's target operating cashflow for the Performance Period, as determined by the Board of Directors (the "**OPC Target**"). Vesting related to the OPC Target will occur, as per the table below.

OPC Target levels				Pay-out levels (percentage of Base Salary)			
Min.	Level 1	Level 2	Max.	Min.	Level 1	Level 2	Max.
97% of OPC Target	101% of OPC Target	106% of OPC Target	112% of OPC Target	6.7	13.3	41.7	71.7

Vesting of Performance Shares requires a specific target level to be reached or exceeded. In the event of an outcome between two target levels, no linear pro-rata vesting will occur.

### ESG

LTIP Award granted to a Participant will be subject to the Group maintaining its current AA rating given by MSCI (Morgan Stanley Capital International) at the end of the Performance Period (the "**ESG Target**"). If the ESG Target is reached at the end of the Performance Period, pay-out related to the ESG Target will occur at 10 percent of the Base Salary.

- e) Performance Shares may be allocated only after the expiration of the Vesting Period unless the Board of Directors of the Company, in an individual case, resolves otherwise.
- f) The number of Performance Shares allocated will be reduced should the volume-weighted average price paid for the series B shares in Betsson on Nasdaq Stockholm during a period of ten trading days beginning immediately after the release of the Company's interim report for the fourth quarter 2026 exceeds 200 percent of the Grant Share Price.
- g) In order for a Participant to be allocated Performance Shares, it is a condition that the Participant has undertaken to accept the terms of the Performance Share Plan 2024

(including, inter alia, conditions on malus and claw back), and with certain specific exemptions, that the Participant has been permanently employed within the Group during the entire Vesting Period. Specific exemptions apply should the Participant's employment terminate due to redundancy, retirement, disability, or death, in which case the number of Performance Shares will be reduced pro-rata given the period that has elapsed at the date of termination. However, the Performance Shares, as a general rule, will not be transferred to the Participant until the end of the Vesting Period.

- h) If significant changes in the Group or in the market occur, which, in the opinion of the Board of Directors, would result in a situation where the conditions for allocation of Performance Shares become unreasonable, the Board of Directors shall be entitled to make adjustments to the Performance Share Plan 2024, including, among other things, to resolve on a reduced allocation of Performance Shares, or that no Performance Shares shall be allocated at all.
- i) The Board of Directors shall be authorised to establish the detailed terms and conditions for the Performance Share Plan 2024. The Board of Directors may, in that regard, make necessary or appropriate adjustments to satisfy certain regulations or market conditions outside Sweden, including, among other things, to offer cash settlement.
- j) Participation in the Performance Share Plan 2024 presupposes that such participation is legally possible in the various jurisdictions concerned and that the administrative costs and financial efforts are reasonable in the opinion of the Board of Directors.
- k) The Performance Share Plan 2024 shall comprise no more than 980,460 series B in Betsson.
- l) The number of Performance Shares will be subject to recalculation as a result of intervening bonus issues, splits, rights issues and/or other similar corporate events. As per the terms of the Performance Share Plan 2024, the Performance Shares may further be subject to early vesting in case of change of control, merger, liquidation, or similar event.

*Costs for the Performance Share Plan 2024 etc.*

The costs for the Performance Share Plan 2024, which are charged in the profit and loss account, are calculated according to the accounting standard IFRS 2, and distributed on a linear basis over the Vesting Period. The calculation has been made based on the following assumptions: (i) a market price of the Betsson Share of SEK 105.6, (ii) an assessment of future volatility in respect of the Share of 31 percent, and (iii) full vesting of Performance Shares related to the fulfilment of the Performance Conditions will occur. In total, this can lead to maximum costs for the Performance Share Plan 2024 of approximately SEK 80.8 million, excluding social security costs. The costs for social security charges are calculated to be approximately SEK 13 million, assuming an annual share price increase of 10 percent during the Vesting Period. In addition to what is set forth above, the maximum costs for the Performance Share Plan 2024 have been based on a share price of SEK 105.6 at the time of the commencement of the Vesting Period, that the Performance Share Plan 2024 comprise approximately 14 participants in total and based on historical employee turnover for the Betsson Group of 0 percent. Based on the assumptions above, the annual costs for the Performance Share Plan 2024, including social security charges, corresponds to approximately 2.3 percent of Betsson's total annual employee costs. Final costs will depend on (inter alia) the actual price of the share at the beginning of the Vesting Period and satisfaction of the Performance Conditions.

If the Performance Share Plan 2024 had been implemented in 2023, if the Company had costs in accordance with the example in the preceding paragraph, and if the Performance Shares had been

allocated in 2023 in accordance with the assumptions in the sample calculation, which among other things assumes an annual share price increase of 10 percent during the Vesting Period, the earnings per share for the financial year 2023 had decreased by SEK 0.22 to SEK 14.34 and the shareholders' equity per share for the financial year 2023 had decreased by SEK 0.22 to SEK 62.62.

#### *Dilution*

Upon full allocation of Performance Shares, the number of shares under the Performance Share Plan 2024 amounts to 980,460 shares of series B in Betsson, corresponding to a dilution effect of approximately 0.7 percent of the share capital and 0.3 percent of the votes. If all outstanding long-term incentive programs are included in the calculation, then the corresponding maximum level of dilution amounts to approximately 4.7 percent of the share capital and 2.3 percent of the votes.

#### *Delivery arrangements*

The Board of Directors has considered different methods for transfer of shares under the Performance Share Plan 2024 in order to implement the Performance Share Plan 2024 in the most cost-effective and flexible manner. Therefore, the Board of Directors proposes to resolve on the transfers of own shares of series B free of charge to the participants of the Plan in accordance with item 17 b) below.

#### *Preparations of the proposal*

The Company's Remuneration Committee has drafted the incentive schemes in consultation with external advisors and major shareholders. The incentive schemes have been reviewed and approved by the Board of Directors during the Board meetings held in the first quarter of 2024. The proposed incentive schemes are supported by the Company's major shareholders.

Performance Share Plan 2024 has been prepared in accordance with the Group's high requirement on low-risk appetite and sustainability. Based on performed analyses, the Board assesses that the Performance Share Plan 2024 does not contribute to increased short-term risk-taking in the business.

The Board of Directors has established shareholding guidelines which recommend that Senior Executives, being the Chief Executive Officer, Group Management and Operational Management (thus affecting all Participants) accumulate personal holdings in Betsson shares representing a value of an annual gross base salary amounting to 100 percent of the annual base salary for the respective employee. It is recommended that the personal holding of shares is established within five years, and it is recommended that the Senior Executives maintain shares of such a value for the duration of their employment with the Group.

### **§ 17 b**

It was resolved with the required majority, that transfers of Betsson's own series B shares (which may include either series B shares held by the Company, series B shares acquired by the Company based on authorisation according to item 20 (or similar future authorisations), and/or series B shares held by the Company after conversion from series C shares) to the Participants may be made on the following terms:

- a) Transfers may be made only of series B shares in Betsson, whereby a maximum of 980,460 series B shares may be transferred free of charge to (i) the Participants of the Performance Share Plan 2024, and (ii) subsidiaries within the Betsson Group and such

subsidiaries shall be obligated to immediately transfer, free of consideration, shares to Participants of the Performance Share Plan 2024.

- b) Right to acquire series B shares in Betsson free of charge shall – with deviation from the shareholders' preferential rights – be granted to such persons within the Group who are Participants in the Performance Share Plan 2024 and subsidiaries within the Betsson Group and such subsidiaries shall be obligated to immediately transfer, free of consideration, shares to Participants of the Performance Share Plan 2024. The reason for the deviation from the shareholders' preferential rights is to ensure delivery of shares to Participants under the Performance Share Plan 2024.
- c) Transfers of series B shares in Betsson shall be made free of charge at the time and on the other terms that the Performance Share Plan 2024 Participants are entitled to be allocated shares.
- d) The number of series B shares in Betsson that may be transferred under the Performance Share Plan 2024 will be subject to recalculation as a result of intervening bonus issues, splits, rights issues and/or other similar corporate events in accordance with the terms of the Performance Share Plan 2024.

## § 18

It was recorded that the Board of Directors had proposed two separate automatic redemption procedures. The resolution under this item relates to the first of these two procedures (the "**First Redemption Procedure**").

The Board of Directors' statement regarding the First Redemption Procedure and the statement on the reduction of the share capital regarding the First Redemption Procedure, with the associated auditor's statements, were presented.

- a) It was unanimously resolved to carry out 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 record date for the share split shall be 17 May 2024.
- b) It was unanimously resolved that the share capital be reduced by EUR 4,710,084.654 by withdrawing 15,911,000 series A shares, 121,571,405 series B shares and 5,247,433 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 EUR 0.033 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 that 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 EUR 0.3225, which, after a completed redemption of shares means that the payment exceeds the share's par value by EUR 0.2895. Further, the Board of Directors suggests that the dividend payment to the shareholders is to be done in SEK and that the conversion from EUR to SEK is to take place on 15 May 2024.

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 that the Company currently holds, i.e., 196,433 series B shares and 5,247,433 series C shares, the redemption proceeds will amount to approximately EUR 44.3 million. The Board of Directors proposes that trading in redemption shares take place during the period from 21 May 2024 to 3 June 2024 inclusive. The Board of Directors furthermore proposes that the record date for withdrawing the redemption shares should be 7 June 2024. Payment is calculated to be made through Euroclear Sweden AB around 12 June 2024.

- c) To achieve a timely redemption procedure without requiring permission from the Swedish Companies Registration Office or ordinary court, it was unanimously resolved that the Company's share capital be restored to at least its original amount by increasing the Company's share capital by EUR 4,710,084.654 through a bonus issue without issuing new shares but by instead transferring from the Company's nonrestricted 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 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 EUR 0.033 for each new share in the Company.

The Board of Directors, or such person that the Board of Directors may appoint, shall be authorised to make the minor adjustments in the resolution as may be required in connection with registration at the Swedish Companies Registration Office and Euroclear Sweden and to perform such other measures required to execute the resolution.

## § 19

It was recorded that the Board of Directors had proposed two separate automatic redemption procedures. The resolution under this item relates to the second of these two redemption procedures (the "**Second Redemption Procedure**"). The Annual General Meeting's decision on an automatic redemption procedure in accordance with items 19 a) to c) is dependent on the registration of the Annual General Meeting's resolution on the First Redemption Procedure under item 18 a) to c).

The Board of Directors' statement regarding the Second Redemption Procedure and the statement on the reduction of the share capital regarding the Second Redemption Procedure, with the associated auditor's statements, were presented.

- a) It was unanimously resolved to carry out 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 record date for a share split shall be 10 September 2024.
- b) It was unanimously resolved that the share capital be reduced by EUR 4,710,084.654 by withdrawing 15,911,000 series A shares, 121,571,405 series B shares and 5,247,433 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 19 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 19 a) above, the proposed resolution on a reduction in the share capital shall be considered adjusted such that the reduction amount shall increase by EUR 0.033 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 that 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 EUR 0.3225, which, after a completed redemption of shares means that the payment exceeds the share's par value by EUR 0.2895. Further, the Board of Directors suggests that the dividend payment to the shareholders is to be done in SEK and that the conversion from EUR to SEK is to be done on 6 September 2024.

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 that the Company currently holds, i.e., 196,433 series B shares and 5,247,433 series C shares, the redemption proceeds will amount to approximately EUR 44.3 million. The Board of Directors proposes that trading in redemption shares take place during the period from 12 September 2024 to 25 September 2024 inclusive. The Board of Directors furthermore proposes that the record date for withdrawing the redemption shares shall be 30 September 2024. Payment is calculated to be made through Euroclear Sweden AB around 3 October 2024.

- c) To achieve a timely redemption procedure without requiring permission from the Swedish Companies Registration Office or ordinary court, it was unanimously resolved that the Company's share capital be restored to at least its original amount by increasing the Company's share capital by EUR 4,710,084.654 through a bonus issue without issuing new shares but by instead transferring from the Company's nonrestricted 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 19 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 EUR 0.033 for each new share in the Company.

The Board of Directors, or such person that the Board of Directors may appoint, shall be authorised to make the minor adjustments in the resolution as may be required in connection with registration at the Swedish Companies Registration Office and Euroclear Sweden and to perform such other measures required to execute the resolution.

## § 20

It was resolved with the required majority, in accordance with the Board of Directors' proposal, to authorise 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.

Further, it was resolved that the Board of Directors shall be authorised, in a deviation from the shareholders' preferential right, to 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 so that the Board of Directors may not resolve to transfer more than 14.3 million series B shares, corresponding to approximately 10 percent of the capital and approximately 5 percent of the votes in the Company.

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.

## § 21

It was unanimously resolved, in accordance with the Board of Directors' proposal, to authorise 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 14.3 million series B shares, corresponding to a dilution of approximately 10 percent of the capital and approximately 5 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 14.3 million series B shares.

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 acquisition. Cash issues, in deviation 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 deviation 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 deviation 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.

The Board of Directors, or such person that the Board of Directors may appoint, shall be authorised to make the minor adjustments in the resolution as may be required in connection with registration at the Swedish Companies Registration Office and Euroclear Sweden and to perform such other measures required to execute the resolution.

**§ 22**

It was unanimously resolved to adopt new Articles of Association. The Board of Directors, or the person appointed by the Board, shall be authorised to decide on the minor changes to the General Meetings decision that may be required in connection with the registration of the decision with the Swedish Companies Registration Office, Euroclear Sweden AB or due to other formal requirements.

The Articles of Association in their entirety are set out in **Schedule 3**.

**§ 23**

Since no further business was conducted, the Chair declared the Meeting adjourned.

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As stated above:

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Fanny Mannheimer

Approved:

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Jörgen S. Axelsson

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Michael Knutsson

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Gaétan Boyer