

Notice of the Annual General Meeting of Betsson AB (publ)

Shareholders of Betsson AB (publ), Reg. No. 556090-4251 (“Betsson” or the “Company”), are invited to the Annual General Meeting (or the “Meeting”) on Tuesday, 7 May 2024, at 11.00 a.m. CEST at Helio GT30, Grev Turegatan 30 in Stockholm, Sweden.

Shareholders also have the opportunity to exercise their voting rights by postal voting prior to the Meeting.

Right to participate and notice of participation at the Meeting

Shareholders who wish to attend the Annual General Meeting venue in person or by proxy must:

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Friday, 26 April 2024, and
- give notice of participation to the Company by Tuesday, 30 April 2024
 - via Betsson’s website, www.betssonab.com under the Corporate Governance section,
 - by email to proxy@computershare.se,
 - by phone at +46 (0)771 24 64 00, or
 - by post to Betsson AB, c/o Computershare AB, Box 5267, SE-102 46 Stockholm, Sweden.

When giving notice of participation, state name, date of birth or registration number, address, telephone number and number of participating assistants, if any.

If the shareholder is represented by proxy, a written and dated power of attorney signed by the shareholder shall be issued for the representative. A power of attorney issued by a legal entity must be accompanied by the entity’s certificate of registration (or a corresponding document of authority). To facilitate registration at the Annual General Meeting, the power of attorney, certificate of registration and other documents of authority should be sent to the Company at the above address well in advance. Forms of power of attorney are available on Betsson’s website, www.betssonab.com, under the Corporate Governance section.

Right to participate and notice by postal voting

Shareholders who wish to participate in the Annual General Meeting by postal voting must:

- be recorded as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Friday, 26 April 2024, and
- give notice of participation no later than Tuesday, 30 April 2024, by casting the postal vote in accordance with the instructions below so that the postal voting form is received by the Company no later than that day.

A special form must be used for the postal vote. The form for postal voting is available on Betsson’s website, www.betssonab.com, under the Corporate Governance section. Completed and signed forms for postal voting can be sent by email to proxy@computershare.se or by post to Betsson AB, c/o Computershare AB, Box 5267, SE-102 46 Stockholm, Sweden. Shareholders may also cast their votes electronically through verification with BankID via Betsson’s website, www.betssonab.com, under the Corporate Governance section. Postal votes through BankID must be received by the Company no later than Tuesday, 30 April 2024.

Shareholders may not provide special instructions or conditions in the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions may be found in the postal voting form.

If the shareholder submits the postal vote by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. If the shareholder is a legal entity, the entity’s certificate of registration (or a corresponding document of authority) shall also be enclosed with the form. Forms of power of attorney are available on Betsson’s website, www.betssonab.com, under the Corporate Governance section.

For questions about the postal voting, please contact Computershare by phone number +46 (0)771 24 64 00.

A shareholder who has voted by post may also attend the Meeting venue, provided that a notification has been made in accordance with the instructions under the heading "Right to participate and notice of participation at the Meeting" above. This means that postal voting does not constitute a notification also to attend the Meeting at the Meeting venue.

Nominee registered shares

In order to have the right to participate in the Meeting, shareholders who have their shares registered in a custody account must, in addition to giving notice of participation in accordance with the above instructions, register the shares in their own name so that the shareholders are registered in the presentation of the share register as of Friday, 26 April 2024. Such registration can be temporary (so-called voting rights registration) and must be requested with the custodian in advance and in accordance with the custodian's routines. Voting rights registrations made no later than Thursday, 30 April 2024, are included in the share register presented to the Annual General Meeting.

Proposed agenda

1. Election of a Chair for the Annual General Meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Determination of whether the Annual General Meeting has been duly convened
5. Election of one or two persons to verify the minutes of the Annual General Meeting together with the Chair
6. Speech by the Chief Executive Officer
7. Presentation of the Annual Report and the Auditor's report, as well as the consolidated accounts and consolidated Auditor's report
8. Resolution on adoption of the profit and loss statement and balance sheet for the Parent Company and Group
9. Resolution on approval of the Board of Director's remuneration report
10. Resolution on 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 of Directors and the Chief Executive Officer
12. Decision on
 - a) Number of members of the Board of Directors
 - b) Number of auditors
13. Decision on
 - a) Fees to the members of the Board of Directors
 - b) Fees payable to the auditor
14. Election of
 - a) Members of the Board of Directors
 - i. Eva de Falck (re-election)
 - ii. Peter Hamberg (re-election)
 - iii. Eva Leach (re-election)
 - iv. Pontus Lindwall (re-election)
 - v. Johan Lundberg (re-election)
 - vi. Louise Nylén (re-election)
 - vii. Tristan Sjöberg (re-election)
 - b) Chair of the Board of Directors
 - i. Johan Lundberg (re-election)
 - c) Auditor
15. Resolution on instruction for the Nomination Committee
16. Resolution on approval of guidelines for remuneration to Executive Management

17. Implementation of incentive plan
 - a) Resolution on implementation of the performance share plan 2024
 - b) Resolution on transfers of own series B shares to the participants of the performance share plan 2024
18. Splitting of shares and automatic redemption procedure (first occurrence)
 - a) Resolution on conducting a share split
 - b) Resolution on a reduction in the share capital by automatic redemption of shares
 - c) Resolution on an increase in the share capital through a bonus issue
19. Splitting of shares and automatic redemption procedure (second occurrence)
 - a) Resolution on conducting a share split
 - b) Resolution on a reduction in the share capital by automatic redemption of shares
 - c) Resolution on an increase in the share capital through a bonus issue
20. Resolution on authorising the Board of Directors to resolve upon a repurchase and transfer of series B shares
21. Resolution on authorising the Board of Directors to resolve upon an issue of shares and/or convertibles
22. Resolution on amendment of the Articles of Association

Proposed resolutions

Election of a Chair for the Meeting (item 1)

The Nomination Committee (as presented below) proposes that Jörgen S. Axelsson, lawyer, Setterwalls law firm, is appointed as Chair of the Meeting 2024.

Preparation and approval of the voting list (item 2)

The voting list proposed for approval is the voting list drawn up by Euroclear Sweden AB on behalf of the Company, based on the Annual General Meeting's register of shareholders, shareholders having given notice of participation and being present at the Meeting venue, and postal votes received.

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

As set out under items 18 and 19 below, the Board of Directors proposes two redemption procedures entailing a cash value transfer to the shareholders of a total of approximately EUR 88.5 million.

The Board of Directors proposes that the Annual General Meeting resolves that the profits available to the Annual General Meeting shall be carried forward in a new account.

The Nomination Committee's proposals (items 12-14)

The Nomination Committee has been appointed in accordance with the instruction for the Nomination Committee as resolved by the Annual General Meeting 2022 and consists of the Chair of the Nomination Committee, Jenny Rosberg (appointed by Hamberg Förvaltning AB), Ingela Kling (appointed by the Kling Family), and Mats Axell (appointed by Knutsson Holdings AB).

The Nomination Committee proposes the following:

- Item 12:
 - a) That the Board of Directors shall consist of seven members.
 - b) That the Company should have one registered public auditor's firm as auditor.
- Item 13:
 - a) That the Board fees, which remain unchanged since 2021, are increased by 10 percent. The Board fees are therefore proposed at SEK 517,000 (2023: SEK 470,000) for each Board member and at SEK 1,034,000 (2023: SEK 940,000) for the Chair of the Board. In addition, the Nomination

Committee propose fees of SEK 71,500 (2023: SEK 65,000) for the members of the Audit Committee and of SEK 137,500 (2023: SEK 125,000) for the Chair of the Audit Committee as well as of SEK 63,250 (2023: SEK 57,500) for members of the Remuneration Committee and of SEK 121,000 (2023: SEK 110,000) for the Chair of the Remuneration Committee. Total Board fees will amount to SEK 4,147,000 (2023: SEK 3,770,000). Pontus Lindwall, in his capacity as Chief Executive Officer of Betsson AB, shall not receive any Board fees.

b) That the auditor shall be remunerated based on invoices approved by the Company.

- Item 14:

a) That, for the period up to the end of the Annual General Meeting 2025, the following members of the Board of Directors are re-elected:

- i. Eva de Falck
- ii. Peter Hamberg
- iii. Eva Leach
- iv. Pontus Lindwall
- v. Johan Lundberg
- vi. Louise Nylén
- vii. Tristan Sjöberg

b) That Johan Lundberg is re-elected as the Chair of the Board, for the period up to the end of the Annual General Meeting 2025.

c) That the auditors firm Öhrlings PricewaterhouseCoopers AB is re-elected as the Company's auditor for the period up to the end of the Annual General Meeting 2025.

The Nomination Committee's proposal is in line with the Audit Committee's recommendation.

Information regarding the candidates nominated by the Nomination Committee as Board members is available on the Company's website, www.betssonab.com, under the Corporate Governance section.

Resolution on instruction for the Nomination Committee (item 15)

The Nomination Committee proposes that the Meeting resolve to decide on an updated instruction for the Nomination Committee, including a procedure for appointing the Nomination Committee, as set out below.

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:
- Proposal for Chair for the Annual General Meeting
 - Proposal for Chair of the Board and other Board members
 - Proposal for Board fees with the breakdown between the Chair and other members of the Board as well as any compensation for committee work
 - Proposal on Auditor
 - 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.

Resolution on guidelines for remuneration to Executive Management (item 16)

The Board of Directors proposes that the Annual General Meeting resolves to decide on the guidelines for remuneration to Executive Management (the "Remuneration Guidelines") to the Chief Executive Officer and other members of the Group Management.

The Remuneration Guidelines will be published on the Company's website, under the Corporate Governance section no later than 16 April 2024.

Implementation of incentive plan (item 17)

The Board of Directors proposes that the Annual General Meeting 2024 resolves of an implementation of 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.

Resolution on implementation of the performance share plan 2024 (item 17 a)

The Board of Directors proposes that the Annual General Meeting 2024 resolves on an implementation of the Performance Share Plan 2024.

It is proposed that the Performance Share Plan 2024 is 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.

- I) 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 fulfillment 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.

Resolution on transfers of own series B shares to the participants of the performance share plan 2024 (item 17 b)

As of the date of this notice, the Company holds 196,433 series B shares and 5,247,433 series C shares. As per the articles of association of the Company, the series C shares may, through a resolution by the Board of Directors of the Company, be converted into series B shares.

The Board of Directors proposes 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 authorization according to item 20 (or similar future authorizations), 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.

Conditions

The Annual General Meeting's resolution on the implementation of the Performance Share Plan 2024 according to item 17 a) above is conditional upon the Annual General Meeting resolving in accordance with the Board of Directors' proposal under item 17 b) above.

Majority requirements, etc.

Each of the Annual General Meeting's resolutions, according to item 17 a) above, requires a simple majority of the votes cast. A valid resolution under item 17 b) above requires that shareholders representing not less than nine-tenths of the votes cast as well as of the shares represented at the Annual General Meeting approve the resolution.

Other incentive plans in the Company

For a description of the Company's other long-term incentive programs, reference is made to the Annual and Sustainability Report for 2023, note 30.

Splitting of shares and automatic redemption procedure (first occurrence) (item 18)

The Board of Directors proposes two separate automatic redemption procedures. The proposal under this item relates to the first of these two procedures (the “First Redemption Procedure”). The proposals for the second redemption procedure can be found under item 19 (the “Second Redemption Procedure”).

The Board of Directors proposes that the Annual General Meeting, regarding the First Redemption Procedure, resolves in accordance with the proposal below.

It is proposed that the resolutions under items 18 a) to 18 c) are passed together as one resolution. For the resolution to be valid, in accordance with the Board of Directors’ proposal as above, the resolution must be represented by shareholders with at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

The Board of Directors, or such person that the Board of Directors may appoint, shall be authorized 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.

Resolution on conducting a share split (item 18 a)

The Board of Directors proposes that the Annual General Meeting resolves on a share split, where an existing share in Betsson (regardless of share type) is split into two shares. One of these shares will be a redemption share. The Board of Directors proposes that the record date for the share split is 17 May 2024.

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 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.

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 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 non-restricted equity to the Company's share capital. If the Board of Directors utilises existing authorisation to issue shares, entailing a subscription for new shares before the record date for a share split as set out under item 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.

Splitting of shares and automatic redemption procedure (second occurrence) (item 19)

The Board of Directors proposes, in addition to the First Redemption Procedure proposal under item 18, that the Annual General Meeting decides on the Second Redemption Procedure in accordance with the below. The Annual General Meeting's decision on an automatic redemption procedure in accordance with items 19 a) to c) is dependent on the Annual General Meeting's approval and registration of the Board of Directors' proposal on the First Redemption Procedure under item 18 a) to c).

It is proposed that the resolutions under items 19 a) to c) are passed together as one resolution. For the resolution to be valid, in accordance with the Board of Directors' proposal as above, the resolution must be represented by shareholders with at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

The Board of Directors, or such person that the Board of Directors may appoint, shall be authorized 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.

Resolution on conducting a share split (item 19 a)

The Board of Directors proposes that the Annual General Meeting resolves on a share split, where an existing share in Betsson (regardless of share type) is split into two shares. One of these shares will be a redemption share. The Board of Directors proposes that the record date for a share split is 10 September 2024.

Resolution on a reduction in the share capital by automatic redemption of shares (item 19 b)

The Board of Directors proposes 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.

Resolution on an increase in the share capital through a bonus issue (item 19 c)

To achieve a timely redemption procedure without requiring permission from the Swedish Companies Registration Office or ordinary court, the Board of Directors proposes that the Company's share capital be restored to at least its original amount by increasing the Company's share capital by EUR 4,710,084.654 through a bonus issue without issuing new shares but by instead transferring from the Company's non-restricted equity to the Company's share capital. If the Board of Directors utilises existing authorisation to issue shares, entailing a subscription for new shares before the record date for a share split as set out under item 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.

Resolution on authorising the Board of Directors to resolve upon a repurchase and transfer of series B shares (item 20)

The Board of Directors proposes that the Annual 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 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.

For a resolution to be valid in accordance with the Board of Directors' proposal as above, the resolution must be represented by shareholders with at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

Resolution on authorising the Board of Directors to resolve upon an issue of shares and/or convertibles (item 21)

The Board of Directors proposes that the Annual 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 14.3 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.

For a resolution to be valid in accordance with the Board of Directors' proposal as above, the resolution must be represented by shareholders with at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

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.

Resolution on amendment of the Articles of Association (item 22)

The Board of Directors proposes that the Annual General Meeting adopt new Articles of Association. The rationale behind the proposed changes is to ensure that the Company has room to amend the share structure, as the current number of shares in the Company is close to the minimum permitted number of shares in the Articles of Association. Due to this, changes are proposed below (see in bold). In addition, minor editorial changes have been made.

5.	Current wording	Proposed wording
	The number of shares in the Company shall comprise of a minimum of 140 million, and a maximum of 560 million.	The number of shares in the Company shall comprise of a minimum of 80 million, and a maximum of 320 million.

6.	Current wording	Proposed wording
First paragraph	Shares can be issued in three classes, Class A, B and C. With voting at a General Meeting, a Class A share shall entitle the holder to ten (10) votes and a Class B share or a Class C share shall entitle the holder to one (1) vote. A maximum of 33,000,000 Class A shares may be issued, a maximum of 530,000,000 Class B shares may be issued and a maximum of 30,000,000 Class C shares may be issued.	Shares can be issued in three classes, Class A, B and C. With voting at a General Meeting, a Class A share shall entitle the holder to ten (10) votes and a Class B share or a Class C share shall entitle the holder to one (1) vote. A maximum of 33,000,000 Class A shares may be issued, a maximum of 320,000,000 Class B shares may be issued and a maximum of 30,000,000 Class C shares may be issued.

The Board of Directors proposes that the Board, 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 Annual General Meeting's resolution presupposes that it is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the Meeting.

The complete proposed Articles of Association are available on the Company's website, www.betssonab.com.

Other

Documents

The complete proposals and other documents that shall be made available prior to the Annual General Meeting pursuant to the Swedish Companies Act and the Swedish Corporate Governance Code will be made available at the Company and on the Company's website, www.betssonab.com, under the Corporate Governance section, not later than three weeks prior to the Annual General Meeting. The documents will also be sent to the shareholders who request it and state their postal address. Such a request may be sent to Betsson AB, c/o Computershare AB, Box 5267, SE-102 46 Stockholm, Sweden or by e-mail to generalmeeting@betssonab.com.

Shareholders' right to obtain information

The Board of Directors and the Chief Executive Officer shall provide information, if any shareholder so requests and if the Board of Directors believes that this can be done without significant damage to the Company, about circumstances that may affect the assessment of a matter on the agenda, circumstances that may affect the assessment of the Company's or a subsidiary's financial situation or concern the Company's relation to another Group company or consolidated accounts. Anyone wishing to submit questions in advance can do so by emailing generalmeeting@betssonab.com.

Number of shares and votes

At the time of the issuance of this notice, there were a total of 142,729,838 shares in the Company, representing in total 285,928,838 votes, split into 15,911,000 series A shares (representing 159,110,000 votes), 121,571,405 series B shares (representing 121,571,405 votes), and 5,247,433 series C shares (representing 5,247,433 votes). As of the same date, the Company holds 196,433 series B shares and 5,247,433 series C shares, which may not be represented at the Annual General Meeting.

Personal data

Information on how your personal data is processed is available at https://www.euroclear.com/dam/ESw/Legal/Privacy_notice_BOSS_final_30112020.pdf.

Stockholm, April 2024

Betsson AB

The Board of Directors

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