

## **Proposal of the Nomination Committee for Betsson AB (publ) to be presented to the Annual General Meeting on 12 May 2016**

### **Election of the Chairman of the Annual General Meeting**

The Nomination Committee proposes that Pontus Lindwall be appointed Chairman of the Annual General Meeting.

### **Number of Board Members**

The Nomination Committee proposes that the Board shall consist of six Members without deputies.

### **Election of Board Members**

For the period until the end of the next Annual General Meeting, the Nomination Committee recommends the re-election of the following Board members : Pontus Lindwall, Patrick Svensk, Lars Linder-Aronson, Kicki Wallje-Lund, Martin Wattin and Jan Nord. The Nomination Committee proposes the re-election of Pontus Lindwall as Chairman of the Board of Directors.

### **Election of auditor**

The Nomination Committee proposes the re-election of PricewaterhouseCoopers AB as auditor of the company for the period up until the end of the 2018 Annual General Meeting. The audit company has notified the company that it intends to appoint Certified Accountant Niklas Renström as senior auditor.

### **Fees**

The Nomination Committee proposes that Board fees totalling SEK 2,500,000 be allocated as follows: SEK 420,000 for each member of the Board of Directors who is not employed by the company, For members of the Compensation and Audit Committees, the Nomination Committee proposes a fee of SEK 210,000 and 240,000, respectively, to be distributed among the members of each committee. Remuneration for work in the Compensation and Audit Committees are included in the total sum stated above.

The Nomination Committee furthermore proposes that the Annual General Meeting resolve on an extra fee of SEK 294,575 to be paid to Lars Linder Aronson as remuneration for his assignment as Chairman of the Board of Directors of the company for the period 20 July 2015 until 1 March 2016, during which Pontus Lindwall served as President of the company.

The Nomination Committee also proposes that fees for the company's auditors shall be paid in accordance with an approved invoice.

It is noted that the Chairman of the Board of Directors shall not receive remuneration since he is employed by the company with an annual salary of currently SEK 5,400,000 as well as variable remuneration of at the most SEK 1,800,000, pension benefits that are currently 35 per cent of the base salary and a company car.

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## **Proposed resolutions regarding the Nomination Committee**

The Nomination Committee proposes that a new Nomination Committee prior to the 2017 Annual General Meeting shall be appointed in accordance with the following.

The Chairman of the Board of Directors shall convene a meeting no later than 30 September 2016 with the three by votes largest shareholders or known group of shareholders of the company, who each shall have the right to appoint one member of the Nomination Committee. If any of the three largest shareholders or known group of shareholders renounce from their right to appoint a member of the Nomination Committee, the next largest shareholder or known group of shareholders is to be provided with the opportunity to appoint a member of the Nomination Committee. In addition, the Chairman of the Board of Directors shall be a member of the Nomination Committee. Neither the CEO nor any other member of the management shall be a member of the Nomination Committee. The Chairman of the Board shall convene the initial meeting of the Nomination Committee. A representative of the shareholders shall be elected as Chairman of the Nomination Committee. The term of office for the Nomination Committee is until a new Nomination Committee has been appointed. The names of the members of the Nomination Committee shall be announced no later than six months prior to the 2017 Annual General Meeting.

The Nomination Committee shall be constituted based on known ownership of the company as of 31 August 2016. In the event of major changes in the shareholding of the company after the establishment of the Nomination Committee, the composition of the Nomination Committee may be changed in accordance with the above principles. Such changes shall be made public immediately.

The Nomination Committee shall prepare and at the Annual General Meeting present proposals regarding the election of Chairman of the Board of Directors along with other members of the Board of Directors, remuneration of the members of the Board of Directors divided between the Chairman and other members and, where appropriate, compensation for work in committees, election of and fees to the auditors, establishment of the principles regarding election of the Nomination Committee, and election of Chair at the Annual General Meeting.

The Nomination Committee shall, upon approval by the Chairman of the Board of Directors, 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.

Nomination Committee in April 2016