

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

### **Background**

According to a resolution of the Annual General Meeting on 8 May 2015, Betsson shall have a Nomination Committee that consists of no less than three members representing the company's largest shareholders. Furthermore, the Chairman of the Board of Directors shall be a member and convene the Nomination Committee. Following consultation with the largest shareholders in the company, a Nomination Committee was established consisting of the following people:

Members of the Nomination Committee:

- Christoffer Lundström, representing Provobis AB and the Lundström family
- John Wattin, representing the Hamberg family and Hamberg Förvaltning AB
- Michael Knutsson, representing Knutsson Holdings AB, Chair of the Nomination Committee
- Pontus Lindwall, Chair of the Board of Directors of Betsson AB

### **Proposal of the Nomination Committee**

Proposal of the Nomination Committee for the Board of Directors:

- As Board members up until the end of the next Annual General Meeting, the Nomination Committee proposes the re-election of 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.

### **Reasoned Statement**

The point of departure of the Nomination Committee for the composition of the Board of Directors is that it shall be marked by diversity and breadth and reflect the different skills, experiences and backgrounds that are required for the operations of the company as well as the company's development and conditions in general. Diversity in terms of age, gender and other factors has been taken into account. The Nomination Committee has also assessed the size of the Board and any potential need for renewal. It is the aim of the Nomination Committee, as in previous years, to raise the share of female Board members in coming years in order to be closer to the level expressed by the Swedish Corporate Governance Board.

The Nomination Committee believes that the current Board contains not only financial and operational expertise but also shareholder representation. Furthermore, it is the opinion of

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the Nomination Committee that the work of the Board is functioning well. Given that two new members were elected to the Board at the 2015 Annual General Meeting, the Nomination Committee believes there to be no need to renew the Board this year.

### *Independence*

The Nomination Committee makes the following assessment of the independence of the proposed persons with regard to the company, senior management and the major shareholders:

- Pontus Lindwall: dependent in relation to the company and senior management and independent in relation to major shareholders
- Patrik Svensk: independent in relation to the company and senior management as well as major shareholders
- Lars Linder Aronson: independent in relation to the company and senior management as well as major shareholders
- Kicki Wallje Lund: independent in relation to the company and senior management as well as major shareholders
- Jan Nord: independent in relation to the company and senior management as well as major shareholders
- Martin Wattin: independent in relation to the company and senior management as well as major shareholders

The Nomination Committee states that the proposal for the composition of the Board of Directors fulfils the requirements of the Code with regard to independent Board members.

Detailed information about the persons proposed for re-election as Board members is presented below.

**Pontus Lindwall**, Chairman of the Board, born 1965, Stockholm

Member of the Board since 2011, Chair of the Board since 5 July 2011, with a break between 20 July 2015 - 29 February 2016. Employed in the Group since 1991.

Other directorships: Board member in Net Entertainment NE AB (publ), Nya Solporten Fastighets AB, Mostphotos AB and several companies within the Betsson Group.

Relevant background: Pontus Lindwall has many years of experience in the gaming industry, both as regards offline and online gaming, amongst other things, as founder of Net Entertainment, Managing Director and CEO of Betsson AB and the Cherry companies. Pontus has a Master's Degree in Engineering from KTH Royal Institute of Technology.

Shareholding: 30,000 A shares and 1,423,782 B shares (including holdings via related parties).

Shareholdings in companies that Betsson has significant business dealings with:

NETENT AB (PUBL) Shareholding: 841,0000 B shares (in endowment policy) 351,500 A shares and 120,070 B shares

**Kicki Wallje-Lund**, Board member, born 1953, Nyköping

Board member since 2006. CEO Wellnet AB.

Other directorships: Board member of Wellnet AB. Director C-RAD AB.

Relevant background: Kicki Wallje-Lund has experience in business and operational development from various international companies in which she has primarily worked within the bank and finance areas. Kicki has held senior positions within NCR, Digital Equipment, AT&T, Philips, ICL and Unisys.

Shareholding: 1,350 Class B shares

**Patrick Svensk**, Board member, born 1966, Stockholm

Board member since 2005. Senior Advisor.

Other directorships: Board member of Patos Konsult and Bright Group Nordic.

Relevant background: Patrick Svensk has experience from various management positions in listed companies. He has been the President and CEO of Zodiak Television and CEO of Kanal5 and TV3 Sweden. Patrick has a degree in business and economics from the Stockholm School of Economics.

Shareholding: 5,000 B shares

**Lars Linder-Aronson**, Board member, born 1953, Nacka

Member since 2008, Chair of Board from 20 July 2015

to 29 February 2016.

Other directorships: Chairman of the Board of AB Svensk Exportkredit. Director of Facility Labs AB, eCapital AB and Morco Förvaltning AB.

Relevant background: Lars Linder-Aronson has many years of experience of the financial and capital markets, primarily within investment banking in London, New York and Stockholm. He was previously Head of Enskilda Securities and has worked in the investment

bank Dillon, Read & Co. Lars has a degree in business and economics from the Stockholm School of Economics.

Shareholding: 141,275 B shares (including holdings via companies and related parties).

**Jan Nord**, Board member, born 1955, Lidingö

Board member since 2015.

Other directorships: Board member of Svenska Brassierier.

Relevant background: Creative Director focusing on brand strategy Many years' experience as a creative director at H&M and Esprit over the past fifteen years. Previously head of the Nord & Co ad agency. Nord is a graduate of Stockholm University.

Shareholding: 0

**Martin Wattin**, Board member, born 1974, Stockholm

Board member since 2015.

Other directorships: Chair of Rabble Communication, director of Apotekslinsen AB, Smart Payments Nordic AB and Mostphotos AB.

Relevant background: Martin Wattin is not only knowledgeable about e-commerce, the internet and mobile applications but also about gaming after serving several years on the Board of Directors of Cherry AB. Martin Wattin is President of Inbox Capital AB and holds a Master's in Economics/Finance from University of Colorado, Denver.

Shareholding: 23,160 B shares (including holdings via companies and related parties)

#### **Nomination Committee in April 2016**