

## CALL FOR ANNUAL GENERAL MEETING SHARE REDEMPTION OF SEK 9.00 PER SHARE

*This press release is not an offer but instead mediate information from the board of directors' proposal to the annual general meeting regarding proposed redemption of shares. This press release is not intended for parties whose participation in the redemption process necessitates additional information or registration measures, or other actions in addition to those stipulated by Swedish law. This press release is not intended for publication in such countries that require additional information or measures as stated in the previous sentence, or in countries where publication contravenes applicable rules or ordinances. The onus is on each recipient to comply with the restrictions that ensue from foreign law. Disputes relating to the redemption process, as reviewed in this press release, will be determined by Swedish law and in a Swedish court of law exclusively. The Swedish language original version of this press release is available on Betssons's Website, [www.betssonab.com](http://www.betssonab.com)*

The earnings trend in Betsson AB is continued strong and in order to transfer funds in a positive way for our shareholders to the shareholders and to keep an appropriate capital structure the Board of Directors of Betsson suggests that the AGM resolve to approve a share redemption scheme of SEK 9.00 per share.

### Proposed redemption process in brief

- Subject to a resolution by the AGM on 6 May 2010, each Betsson share (both class A and B) will be split into two shares (share split 2:1) of which one will be termed redemption share.
- The redemption share will then be redeemed automatically against a cash redemption payment of SEK 9.00.
- The redemption process is automatic; no action is required by shareholders.
- The record day for the share split and right to redemption shares is 17 May 2010.
- The final day of trading in Betsson shares including rights to redemption shares will be 11 May 2010.
- Trading in redemption shares will be conducted between 19 May and 1 June 2010.
- The payment date for the redemption amount is scheduled for 9 June 2010.

### Information brochure and other documentation

The Board's complete proposal and an information brochure reviewing the proposed redemption in more detail will be available at Betsson's offices at the following address: Betsson AB, Regeringsgatan 28, 111 53 Stockholm, Sweden, and on the group Website [www.betssonab.com](http://www.betssonab.com) from 22 April 2010 at the latest. Shareholders who request further information regarding the redemption process may during normal office time, CET call +46 8 506 403 08.

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

The shareholders of Betsson AB (publ) are invited to the Annual General Meeting on Thursday, 6 May 2010, starting at 2 pm, at Regeringsgatan 30-32, Stockholm (Delphi law firm).

MAIL AND VISITING ADDRESS	PHONE FAX	REGISTERED OFFICE	E-MAIL IR WEB SITE	ORG. NO. VAT.REG.NO.
BETSSON AB (PUBL) REGERINGSGATAN 28, 111 53 STOCKHOLM, SWEDEN	+46 (0)8 506 403 00 +46 (0)8 735 57 44	STOCKHOLM	<a href="mailto:INFO@BETSSONAB.COM">INFO@BETSSONAB.COM</a> <a href="http://WWW.BETSSONAB.COM">WWW.BETSSONAB.COM</a>	556090-4251 SE556090425101

### Registration

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

- be entered in the register of shareholders held by Euroclear Sweden AB by Thursday, 29 April 2010, and
- notify Betsson AB (the "Company") of their intention to participate by 12 noon on Tuesday, 4 May 2010.

Shareholders who wish to attend the AGM must notify the Company in writing at this address: Betsson AB, Regeringsgatan 28, SE-111 53, Stockholm, Sweden. Notification may also be made by telephone +46 8-506 403 00, fax +46 8-735 57 44 or email: [info@betssonab.com](mailto:info@betssonab.com). When giving notice of attendance, shareholders must state their name, social security number/corporate registration number, address, telephone number and shareholding. Shareholders who are represented by proxy should include such proxy together with the notification to attend the AGM. Those shareholders who wish to be represented by proxy can download a proxy form from the Company's website [www.betssonab.com](http://www.betssonab.com).

Shareholders with nominee-registered shares must, in order to participate at the AGM temporarily register the shares in his or her own name with Euroclear Sweden AB. Such shareholder must notify its nominee regarding the above-mentioned matter in due time before 29 April 2010.

### Proposed Agenda

1. Opening of the Meeting
2. Election of a Chairman at the AGM
3. Preparation and approval of the register of shareholders entitled to vote at the Meeting
4. Approval of the agenda
5. Election of one or two persons to check the minutes
6. Determination of whether the Meeting has been duly convened
7. Statement by the Chief Executive Officer
8. Presentation of the Annual Report, the Audit Report, the consolidated financial statements and the Audit Report for the Group
9. Resolution to adopt the Income Statements and Balance Sheets of the Group and the Parent Company
10. Resolution on allocations concerning Company earnings in accordance with the approved balance sheet
11. Resolution to discharge the members of the Board of Directors and the Chief Executive Office from liability
12. Determination of the number of members and deputy members of the Board of Directors
13. Determination of the fees to be paid to the members of the Board of Directors and the auditors
14. Election of members of the Board of Directors and Chairman of the Board
15. Establishment of a Nomination Committee
16. Resolution concerning guidelines for the remuneration of senior executives
17. Share split and automatic redemption procedure, to include
  - a) resolution to implement a share split,
  - b) resolution to reduce share capital through an automatic redemption of shares, and
  - c) resolution to increase share capital through a bonus issue
18. Resolution to authorise the Board of Directors to decide on the repurchase and transfer of the Company's own shares
19. Authorisation for the Board of Directors to decide on the issue of shares
20. Resolution to amend the articles of association

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21. Closing of the Meeting

**Proposals**

**Item 2**

**Election of a Chairman of the AGM**

The Nomination Committee, comprised of Jan Bengtsson (Chairman of the Nomination Committee), Peter Wahlberg, Ola Wiklund and John Wattin, propose that John Wattin be appointed Chairman of the AGM.

**Item 10**

**Dividends**

The Board proposes that no dividend shall be paid for the 2009 financial year. The Board has instead proposed a procedure for the redemption of shares in accordance with Item 17 below.

**Items 12-14**

**Election of the Board, etc.**

The Nomination Committee proposes that the Board shall consist of six members without deputies for the period until the next AGM. The Nomination Committee proposes that John Wattin, Per Hamberg, Kicki Wallje-Lund, Patrick Svensk, Carl Lewenhaupt and Lars Linder Aronson be re-elected to the Board. The Nomination Committee proposes that John Wattin be re-elected as Chairman of the Board. The proposed remuneration for the Board is SEK 1,875,000, of which the Chairman will receive SEK 625,000 and the other members elected by the AGM SEK 250,000 each. Further, it is proposed that John Wattin for the period up to the next AGM shall receive a monthly compensation in the amount of SEK 25,000 relating to work performed in respect of business activities of the Company. It is proposed that auditors' fees be paid according to approved invoices. All the above proposed remunerations for the Board are the same as the remunerations adopted on the AGM 2009.

**Item 15**

**Establishment of a Nomination Committee**

The shareholders who have been represented in the Nomination Committee, together accounting for more than 42 per cent of the votes, propose that the AGM approves the following procedure for preparation of the election of members of the Board of Directors. A Nomination Committee shall prepare and submit proposals for the election of the Chairman at the AGM of 2011, members of the Board and auditors (if auditors are to be elected) as well as their fees. The Chairman of the Board shall be a member of the Nomination Committee and will also act as its convenor. The Nomination Committee, which will consist of at least three members representing major shareholders in the Company, will be formed in October 2010 in consultation with the major shareholders in the Company at that time. The Nomination Committee's term of office reaches until the next Nomination Committee has been formed. The majority of the members of the Nomination Committee may not be members of the Board of Directors nor be employed by the Company. If a member of the Committee resigns before the work is concluded, a replacement member is to be appointed in the corresponding manner. The members of the Nomination Committee appoint the Chairman among themselves. The composition of the Nomination Committee must be announced not later than six months before the AGM.

**Item 16**

**Resolution concerning guidelines for the remuneration of senior executives**

The Board of Directors proposes that the guidelines for remunerating senior executives that were adopted at the 2009 AGM continue to be applicable.

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#### Item 17

##### **Share split and automatic redemption of shares**

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

##### *Resolution to implement a share split (Item 17a)*

The Board of Directors proposes that the AGM resolves to implement a share split, whereby one share in Betsson is converted into two shares. One of these shares will be a so-called redemption share. The Board of Directors proposes that the record date for the share split shall be 17 May 2010.

##### *Resolution to reduce share capital through an automatic redemption of shares (Item 17b)*

The Board of Directors proposes that the share capital be reduced by SEK 39,553,720 through the redemption of 5,420,000 Series A shares and 34,133,720 Series B shares for repayment to the shareholders. The shares to be redeemed are those shares which are referred to as redemption shares after shares have been split as described above. The price to be paid for each redemption share shall be SEK 9.00. No redemption price shall be paid for any redemption shares of Series A or Series B that are held by the Company. The maximum redemption amount will thus be SEK 353,193,480. The Board of Directors proposes that trading in redemption shares shall take place from 19 May through 1 June 2010 and that the record date for the redemption of the redemption shares shall be 4 June 2010. Payment is expected to be made through Euroclear Sweden AB on 9 June 2010.

##### *Resolution to increase share capital through a bonus issue (Item 17c)*

In order to achieve a timely and efficient redemption procedure, without having to obtain permission from the Swedish Companies Registration Office (Sw. Bolagsverket) or a court of law, the Board proposes to restore the Company's share capital to its original amount by increasing the Company's share capital by SEK 39,553,720 through a bonus issue via a transfer from the Company's unrestricted equity to the Company's share capital. No new shares will be issued in connection with the share capital increase.

A valid resolution requires approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the General Meeting.

#### Item 18

##### **Authorisation for the Board of Directors to decide on the repurchase and transfer of the Company's own shares**

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

It is also proposed that the Board of Directors be authorised to pass a resolution on the transfer of the

Company's own shares, as payment upon the acquisition of companies or businesses, at a price equivalent to the quoted share price at the time of transfer.

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

The decision of the AGM to authorise the Board of Directors to decide on the purchase and sale of the Company's own shares requires a shareholder majority of at least two thirds of the votes and two thirds of the shares represented at the AGM.

#### **Item 19**

##### **Authorisation for the Board of Directors to decide on the issue of shares**

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

The objectives of the authorisation are to increase the financial flexibility of the Company and to enable the Company to use its own financial instruments to make payments for any business acquisitions the

Company may undertake. The market value of the shares on each issue date will be used in determining the price at which shares will be issued.

#### **Item 20**

##### **Resolution to amend the articles of association**

The Board of Directors proposes that Section 11, second paragraph, of the articles of association regarding way of notice of shareholders' meetings is amended in accordance with the following: Notice of shareholders' meeting shall be announced in Swedish Official Gazette (Sw: Post- och Inrikes Tidningar) and on the company's website. That notice has been made shall be announced in Dagens Industri. The Board of Directors further proposes that Section 11, first paragraph, of the articles of association regarding time of notice to the AGM shall lapse meaning that the Companies Act's (SFS 2005:551) regulations of time of notice shall apply. The AGM's decisions of the alterations of the articles of associations in accordance with above shall be conditional up on that alterations in the Companies Act regarding time of notice and way of notice of shareholders' meetings have entered into force, and that the proposed wording above is consistent with the new wording of the Companies Act.

A valid resolution requires approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the General Meeting.

#### **Number of shares and votes**

As of 6 April 2010, the total number of shares in the Company was 39,553,720, representing a total of 88,333,720 votes, divided into 5,420,000 Series A shares representing 54,200,000 votes and 34,133,720 Series B shares representing 34,133,720 votes. On the same date, the Company held 310,000 Series B shares, which may not be represented at the General Meeting.

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#### Other

The Board of Directors' complete proposals for resolution in accordance with the above, including reports and statements, and the 2009 Annual Report and Audit Report will be made available as of 22 April 2010 on the Company's website [www.betssonab.com](http://www.betssonab.com). These documents will also be sent to those shareholders who so request and provide their postal address. An information brochure containing information about the Board of Directors' proposals for a share split and automatic redemption of shares will be made available on the Company's website and in a limited printed edition at Betsson AB, Regeringsgatan 28, 111 53 Stockholm, as of 22 April 2010.

Stockholm, April 2010

#### The Board of Directors

For further information, please contact Pontus Lindwall, CEO and President Betsson AB (publ), phone: +46 (0)8 506 403 10 or +46 (0)708 27 51 55 or [Pontus@betsson.com](mailto:Pontus@betsson.com).

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