

Invitation to the Extraordinary General Meeting of shareholders of Betsson AB (publ)

The shareholders of Betsson AB (publ) (the "Company"), are hereby invited to the Extraordinary General Meeting of shareholders to be held on Monday, 19 August 2013 at 10.00 a.m. at the office of the Company at Regeringsgatan 28 in Stockholm.

Notice to attend etc.

Shareholders who wish to attend the Extraordinary General Meeting (the "EGM") must

- be entered in the register of shareholders held by Euroclear Sweden AB by Tuesday, 13 August 2013; and
- notify the Company of their intention to participate no later than on Thursday, 15 August 2013.

Notice of participation in the meeting shall be made in writing to the Company at the address Betsson AB, Regeringsgatan 28, SE-111 53 Stockholm. Notification may also be made by telephone on +46 (0)8-506 403 00 or by e-mail: info@betssonab.com. When giving notice of participation, the shareholder must state name, social security number or company registration number, address, telephone number and shareholding. Shareholders who are represented by proxy should include such proxy together with the notification to attend the EGM. Proxy forms for shareholders who wish to be represented by proxy will be made available on the Company's website www.betssonab.com.

Shareholders who hold their shares through nominees (Sw. *förvaltare*) must request a temporary registration of the shares in their own name, with Euroclear Sweden AB. Shareholders who wishes to obtain such registration must contact the nominee regarding this well in advance of 13 August 2013.

Proposed Agenda

1. Opening of the Meeting
2. Election of a Chairman at the Meeting

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BETSSON AB (PUBL) REGERINGSGATAN 28 111 53 STOCKHOLM, SWEDEN	+46 (0)8 506 403 00 +46 (0)8 735 57 44	STOCKHOLM	INFO@BETSSONAB.COM WWW.BETSSONAB.COM	556090-4251 SE556090425101

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. Resolution on incentive programme based on tradable warrants mainly to employees in Sweden
8. Resolution on incentive programme based on stock options for employees outside of Sweden
9. Resolution on amendments to the Articles of Association
10. Resolution on authorisation for the Board of Directors to resolve on issue of Class C shares
11. Resolution on authorisation for the Board of Directors to resolve on repurchase of Class C shares
12. Resolution to authorise the Board of Directors to resolve on the repurchase of Class B shares
13. Closing of the Meeting

Proposals

Resolution on incentive programme based on tradable warrants mainly to employees in Sweden (item 7)

The Board of Directors proposes that the EGM resolves to establish an incentive programme under which the Company invites senior executives and other key employees to purchase warrants (call options) in the company. The program is mainly intended for employees in Sweden, but it is proposed that the Board of Directors shall be authorised to resolve that also employees abroad may participate in the programme.

The proposal means that the company will issue warrants, each warrant entitling the holder to purchase one Class B share in the Company in accordance with the following principal terms:

- (i) The number of warrants to be issued under the programme shall not exceed 542,000. The issue of warrants to employees may only occur to the extent

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that the total number of options under this programme and the incentive programme for employees abroad referred to in item 8 below, does not exceed 542,000 options. If all 542,000 warrants are exercised to purchase new Class B shares, the share capital of the Company will increase by SEK 1,084,000, representing approximately 1.23 per cent of the share capital and 0.58 per cent of the votes after dilution.

- (ii) Payment for acquired warrants shall be made in cash.
- (iii) Each warrant entitles the holder to purchase one Class B share in the Company at an exercise price equal to 120 per cent of the average market price of the Company's Class B share on NASDAQ OMX Stockholm during the period from 26 August 2013 until 30 August 2013. The exercise price and the number of shares each warrant entitling the holder to purchase is subject to customary recalculations according to the final terms of the warrants.
- (iv) The price for the warrants shall correspond to the market value determined by an external valuation by applying a generally accepted valuation method. In order to encourage participation in the incentive programme, the Company intends to provide a subsidy to the warrant holders that at the time of the exercise of the warrants still are employed by the Group, through a bonus payment that before tax corresponds to the option premium.
- (v) The warrants are exercisable during the period from the date of announcement of the Company's interim report for January - March 2015, but no later than 1 June 2015, until 30 June 2015.

The proposal aims to create conditions to attract and retain competent managers and to increase the motivation of the employees. The Board believes that the introduction of an incentive program as described above is beneficial to the Group and its shareholders.

The Board of Directors' proposal means that the EGM approves that the Company, with deviation from the shareholders' preferential rights, transfers Class B shares to the participants at a fixed exercise price. Such transfers fall within the scope of Chapter 16 of the Swedish Companies Act (SFS 2005:551), which means that a resolution to approve the Plan is valid only where supported by shareholders holding not less than nine-tenth of both the shares voted and of the shares represented at the Meeting.

If required majority vote according to preceding paragraph is not obtained but at least simple majority has been obtained in respect of the proposed incentive programme according to this item 7, the Board of Directors proposes that delivery of Class B shares

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instead shall be secured by way of an agreement with a third party who in its own name shall acquire and thereafter transfer Class B shares to the participants pursuant to the incentive programme. In order to limit the costs for the Company in such case, the terms and conditions for the warrants shall include a limitation whereby the exercise price at the time of exercise never shall be more than SEK 136 lower than the prevailing market price for the Company's Class B shares on NASDAQ OMX Stockholm. The value of the warrants will hereby be limited and thus also the Company's costs for the programme.

Resolution on incentive programme based on stock options for employees outside of Sweden (item 8)

The Board of Directors proposes that the EGM resolves to establish an incentive programme (the "Plan") for executives and other key employees who are employed in jurisdictions other than Sweden. To participate in the Plan employees are required to invest in Betsson shares. These shares can either be shares already held or shares purchased on the market in connection with notification to participate in the Plan. Thereafter the participants will receive allocation of stock options at no cost.

For each share held by an employee under the Plan, the Company will allocate certain number of stock options. The options may be exercised to purchase Class B shares in the Company during the period from the date of announcement of the Company's interim report for January - March 2015, but no later than 1 June 2015, until 30 June 2015.

Provided that the participant (i) is still employed by the Group at the exercise of the options, and (ii) has maintained the initial investment in Betsson shares, each option will entitle the employee to purchase one Class B share in the Company at an exercise price equal to 120 per cent of the average closing price of the Company's Class B share on NASDAQ OMX Stockholm during the period from and including 26 August 2013 up to and including 30 August 2013.

Participation under the Plan is proposed to be offered to maximum of 40 executives and other key personnel who are employed abroad. The Plan is proposed to comprise of up to 18,067 Betsson shares that employees will invest in and provide for an allocation of up to 542,000 stock options. The participants will be mainly divided into different categories when determining the allocation of options. Allocation of stock options may only occur to the extent that the total number of options under this programme and the incentive programme referred to in item 7 above, does not exceed 542,000 options.

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The Board of Directors, or a remuneration committee established by the Board of Directors for these purposes, shall be responsible for preparing the detailed terms and conditions of the Plan, in accordance with the above mentioned terms and guidelines. To this end, the Board of Directors shall be entitled to make adjustments in the Plan to meet foreign regulations or market conditions. The Board of Directors may also make other adjustments if significant changes in the group, or its markets, result in a situation where the decided terms and conditions for exercising the options become inappropriate.

Furthermore, in case of special circumstances, the Board of Directors shall be authorised to resolve that options will be kept and exercised despite the fact that employment in the Group have ceased, for example due to illness.

The rationale for the proposal is to create opportunities to keep and to recruit competent personnel to the Betsson Group and to increase the motivation amongst the employees. The Board of Directors considers that the adoption of the incentive programme as described above is in the favour of the Betsson Group and the shareholders in the Company.

The Board of Directors' proposal means that the EGM approves that the Company, with deviation from the shareholders' preferential rights, transfers Class B shares to the participants at a fixed exercise price. Such transfers fall within the scope of Chapter 16 of the Swedish Companies Act (SFS 2005:551), which means that a resolution to approve the Plan is valid only where supported by shareholders holding not less than nine-tenth of both the shares voted and of the shares represented at the Meeting.

If required majority vote according to preceding paragraph is not obtained but at least simple majority has been obtained in respect of the proposed incentive programme according to this item 8, the Board of Directors proposes that delivery of Class B shares instead shall be secured by way of an agreement with a third party who in its own name shall acquire and thereafter transfer Class B shares to the participants pursuant to the incentive programme. In order to limit the value of the stock options and thereby also the Company's costs, the terms and conditions of the Plan shall in such case include a provision whereby the a participant under the incentive programme may not exercise more options than the total value of such exercised options corresponds to an amount equal to the number of granted options multiplied by SEK 136.

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Resolution on amendments to the Articles of Association (item 9)

The Board of Directors proposes that the EGM resolves to amend the Articles of Association to the effect that the Company may issue shares of a new class, Class C shares. The proposed amendments to the Articles of Association mean mainly the following.

The Class C shares shall carry one vote at general meetings and not entitle to dividends or participation in bonus issues. Class C shares may be issued up to a maximum of 10,000,000.

Upon liquidation of the Company, the Class C shares entitle to an equal share in the Company's assets as the other classes of shares, but not to an amount exceeding the equivalent of the share's quota value plus a certain interest rate. Class C shares may, at the request of the holder or at the discretion of the Board of Directors be subject to redemption. The redemption amount shall be the quota value plus certain interest. Upon decision by the Board of Directors, Class C shares held by the Company may be converted into Class B shares.

A valid resolution according to the Board of Directors' proposal above requires approval of shareholders representing at least two-third of both the votes cast and the shares represented at the Meeting.

Resolution on authorisation for the Board of Directors to resolve on issue of Class C shares (item 10)

To ensure delivery of shares or at least to hedge the Company's costs, including social security costs, in accordance with the proposed incentive programmes under items 7 and 8 above, the Board of Directors proposes that the EGM authorise the Board of Directors to resolve on a directed issue of Class C shares to a bank or a securities company under this item 10, and that the Board of Directors is authorised to resolve to repurchase shares of the subscriber under item 11 below. The Class C shares will during the term of the options be held by the Company. Upon exercise of warrants or stock options the required number of Class C shares will, after conversion to Class B shares, be transferred to participants in accordance with the terms of the options, alternatively held to hedge the costs of the programme, including social security costs.

The Board of Directors proposes that the EGM authorises the Board of Directors to resolve, prior to the next Annual General Meeting, to increase the share capital by no more than SEK 1,084,000 by issue of up to 542,000 Class C shares, each with a quota value of SEK 2.

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The new shares may, with deviation from the shareholders' preferential rights, be subscribed for by a bank or a securities company at a subscription price equal to the quota value.

The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights in connection with the share issue, is to ensure the delivery of shares or at least to hedge the Company's costs, including social security costs, under the proposed incentive programmes in accordance with items 7 and 8 above.

A valid resolution according to the Board of Directors' proposal above requires approval of shareholders representing at least two-third of both the votes cast and the shares represented at the Meeting.

Resolution on authorisation for the Board of Directors to resolve on repurchase of Class C shares (item 11)

The Board proposes that the EGM authorises the Board of Directors to resolve, prior to the next Annual General Meeting, to repurchase Class C shares. Repurchase of Class C shares may only be effected through a public offer directed to all holders of Class C shares and must include all of the outstanding Class C shares. Purchase of shares shall be at a price equal to their quota value. Payment for the Class C shares shall be made in cash.

The purpose of the repurchase of Class C shares is that the Company shall ensure delivery of shares or at least to hedge the Company's costs, including social security costs, under the Company's outstanding incentive programmes from time to time.

A valid resolution according to the Board of Directors' proposal above requires approval of shareholders representing at least two-third of both the votes cast and the shares represented at the Meeting.

Resolution to authorise the Board of Directors to resolve on the repurchase of Class B shares (item 12)

The Board of Directors proposes that the EGM authorises the Board of Directors to resolve to repurchase, on one or several occasions prior to the next Annual General Meeting, as many shares as may be purchased without the Company's holding at any time exceeding 10 per cent 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

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price range registered at any given time, i.e. the range between the highest bid price and the lowest offer price.

The purpose of the authorisation is to make it possible for the Company to ensure delivery of shares or at least to hedge the Company's costs, including social security costs, under the proposed incentive programmes in accordance with items 7 and 8 above.

A valid resolution according to the Board of Directors' proposal above requires approval of shareholders representing at least two-third of both the votes cast and the shares represented at the Meeting.

Other

The Board of Directors' complete proposals for resolutions in accordance with the above, including reports and statements related thereto in accordance with the Swedish Companies Act (SFS 2005:551), will be available at the Company's address as set out above and on the Company's website www.betssonab.com and will also be sent to those shareholders who so request and provide their postal address.

According to Chapter 7, section 32 of the Swedish Companies Act, at a General Meeting the shareholders are entitled to require information from the Board of Directors and CEO regarding circumstances which may affect items on the agenda and circumstances which may affect the Company's financial situation.

Number of shares and votes

As of 19 July 2013, the total number of shares in the Company was 43,433,003, representing a total of 92,213,003 votes, divided into 5,420,000 Series A shares representing 54,200,000 votes and 38,013,003 Series B shares representing 38,013,003 votes. On the same date, the Company held 638 Series B shares, which may not be represented at the EGM.

Stockholm, July 2013

The Board of Directors

For further information, please contact: Magnus Silfverberg, CEO, telephone +46 (0)8 506 403 00, magnus.silfverberg@betssonab.com.

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