

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

The shareholders of Betsson AB (publ) (the "Company"), are hereby invited to the Annual General Meeting of shareholders to be held on Thursday, 8 May 2014 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 Annual General Meeting (the "AGM") must

- be entered in the register of shareholders held by Euroclear Sweden AB by Friday, 2 May 2014; and
- notify the Company of their intention to participate no later than on Monday, 5 May 2014.

Notice of participation in the meeting shall be made via the notification form available at www.betssonab.com. Notification may also be made by telephone on +46 (0)8-506 403 00. 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 shall send such proxy together with registration certificate or corresponding documentation to the Company (anders.eriksson@betssonab.com) in connection with the notification to attend the AGM. 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 2 May 2014.

Proposed Agenda

1. Opening of the Meeting
2. Election of a Chairman at the Meeting
3. Preparation and approval of the register of shareholders entitled to vote at the Meeting

BETSSON AB'S CORE BUSINESS CONSISTS OF INVESTING AND ADMINISTERING SHAREHOLDING IN COMPANIES, WHICH THROUGH PARTNERS OR BY THEMSELVES, OFFERS GAMES TO THE END USERS VIA THE INTERNET. BETSSON AB OWNS BETSSON MALTA WHICH OPERATES GAMES THROUGH PARTNERSHIPS AND OWN WEBSITES. BETSSON MALTA OFFERS POKER, CASINO, SPORTS BETTING, SCRATCH CARDS, BINGO AND GAMES. THE CUSTOMERS MAINLY ORIGINATE FROM THE SCANDINAVIAN COUNTRIES AND OTHER PARTS OF EUROPE. BETSSON AB IS LISTED ON NASDAQ OMX NORDIC MID CAP LIST, (BETS).

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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

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 and Auditor's Report
9. Resolution to adopt the Income Statements and Balance Sheets of the Parent Company and the Group
10. Resolution on allocations concerning the Company's earnings in accordance with the adopted Balance Sheet
11. Resolution to discharge the members of the Board of Directors and the Chief Executive Officer 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 of Directors
15. Resolution regarding the 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 automatic redemption of shares; and
 - (c) resolution to increase share capital through a bonus issue
18. Resolution to authorise the Board of Directors to resolve on the repurchase and transfer of Class B shares
19. Resolution to authorise the Board of Directors to resolve on the issue of shares and/or convertible bonds
20. Closing of the Meeting

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Proposals

Election of the Chairman of the Meeting (item 2)

The Nomination Committee, comprised of John Wattin, appointed by the Hamberg family and Hamberg Förvaltning AB and Chairman of the Nomination Committee, Michael Knutsson, appointed by Knutsson Holdings AB, Christoffer Lundström, appointed by Provobis AB and the Lundström family, and Pontus Lindwall, Chairman of the Board of Directors of Betsson AB, proposes that Pontus Lindwall be appointed Chairman of the Meeting.

Dividends (item 10)

As set out below, the Board of Directors has proposed a procedure for the redemption of shares which means a transfer of value in cash to the shareholders in about SEK 421.5 million.

Election of the Board, etc. (items 12-14)

The Nomination Committee proposes that the Board of Directors shall consist of six members without deputies for the period until the end of the next AGM. The Nomination Committee proposes the re-election of Pontus Lindwall, John Wattin, Patrick Svensk, Lars Linder-Aronson, Carl Lewenhaupt and Kicki Wallje-Lund as members of the Board of Directors. The Nomination Committee proposes that Pontus Lindwall be re-elected as Chairman of the Board of Directors.

The Nomination Committee proposes the remuneration for the Board to be a total amount of SEK 2,217,600 to be allocated as follows: SEK 327,600 for each member of the Board of Directors who is not employed by the Company, except for John Wattin who shall receive an amount of SEK 655,200. The reason for the increased remuneration for John Wattin is that his involvement in the Company is exceeding what is deemed normal. The proposed remuneration to members of the Compensation Committee and the Audit Committee is SEK 126,000 per Committee, to be allocated amongst its respective members. The remuneration for the Compensation Committee and the Audit Committee is included in the total amount mentioned above.

The Nomination Committee proposes the fees for the auditors be paid according to approved invoices.

It is noted that the Chairman of the Board of Directors shall not receive any remuneration referred to above since he is still employed by the Company with an annual salary of SEK 3,600,000 and variable salary not exceeding SEK 3,600,000 and pension benefits amounting to 35 per cent of base salary and company car.

Resolution regarding the Nomination Committee (item 15)

The Nomination Committee proposes that the following principles shall apply for the establishment of the Nomination Committee in relation to the AGM 2015:

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The Chairman of the Board shall no later than 30 September 2014 convene a meeting with the three 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 AGM 2015.

The Nomination Committee shall be constituted based on known ownership of the Company as of 29 August 2014. 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 AGM 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 Chairman at the AGM.

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.

Resolution concerning guidelines for the remuneration of senior executives (item 16)

The Board proposes that the AGM is approving the following guidelines for remunerating senior executives. Senior executives mean the management team of the group, consisting of the CEO, the CFO and the investor relation director of the parent company, the managing director of Betsson Malta and the general counsel of the Group. Remuneration shall be paid on ordinary market and competitive terms in order to attract and retain competent senior executives. The remuneration consists of a fixed salary, variable salary, pensions and other fringe benefits such as company cars.

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Variable salary may be offered subject to fulfilment of certain financial targets to be determined by the Board of Directors. The variable salary shall be depending on to what extent the targets have been fulfilled or outperformed. If the financial targets have been exceeded at the highest level ("out-perform"), the cost for the group in respect of variable salary for the senior executives is estimated to of about SEK 11.7 million including social contribution fees.

Ordinary retirement age shall be 65 years. Pension benefits shall be competitive and based on defined contribution plans.

The notice period should normally be between six and twelve months if termination of the employment is made by the company and six months if the employment is terminated by the employee. In case of termination of employment by the Company, severance payment may be paid up to twelve months salary.

In case of special circumstances, the Board of Directors may deviate from these guidelines.

Share split and automatic redemption of shares (item 17)

The Board of Directors proposes that the AGM resolves on a procedure for the automatic redemption of shares, in accordance with the proposal below. It is proposed that the resolutions are taken together as one resolution.

Resolution to implement a share split (item 17 a)

The Board of Directors proposes that the AGM resolves to implement a share split, whereby one share in Betsson (irrespective of what class of shares) is converted into two shares. One of these shares will be a so-called redemption share. The Board proposes that the record date for the share split shall be 21 May 2014.

Resolution to reduce the share capital through an automatic redemption of shares (item 17 b)

The Board of Directors proposes that the share capital shall be reduced by SEK 46,539,527 through the redemption of 5,420,000 Class A shares, 40,597,827 Class B shares and 521,700 Class C 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 in item 17 a) above. If the Board of Directors is utilising current authorisation to issue new shares, the number of shares being subject to redemption may increase. In respect of such subscription of new shares taking place prior to the record date for the share split pursuant to item 17 a) above, the proposal for reduction of the share capital shall be adjusted, whereby the reduction amount shall increase by SEK 1 for each such new share in the Company. In addition, the number of shares being subject to redemption shall increase correspondingly.

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The price to be paid for each redemption share shall be SEK 9.16, being an amount exceeding the quota value of the shares by SEK 7.16. No redemption price shall be paid for any redemption shares of Class A, Class B or Class C that are held by the Company. In the event that the Company at the time of the redemption of shares are still the holder of the number of shares that the Company currently owns, i.e. 397 Class B shares and 521,700 of Class C shares, the redemption amount will be of approximately SEK 421,5. The Board of Directors proposes that trading in redemption shares shall take place from 26 May 2014 up to and including 10 June 2014. The Board of Directors proposes that the record date for the redemption of shares shall be 13 June 2014. Payment is expected to be made through Euroclear Sweden AB on 18 June 2014.

Resolution to increase share capital through a bonus issue (item 17 c)

In order to achieve a timely and efficient redemption procedure, without having to obtain permission from the Swedish Companies Registration Office or the Court, the Board of Directors proposes to restore the Company's share capital to its original amount by increasing the Company's share capital by SEK 46,539,527 through a bonus issue by way of a transfer from the Company's unrestricted equity to the Company's share capital. No new shares will be issued in connection with the increase of the share capital. If the Board of Directors is utilising current authorisation to issue new shares and new shares are subscribed for prior to the record date for the share split according to item 17 a) above, the proposed resolution for the increase of share capital through a bonus issue shall be subject to adjustment whereby the issue amount shall increase by SEK 1 for each such share in the Company.

Resolution to authorise the Board of Directors to resolve on the repurchase and transfer of Class B shares (item 18)

The Board of Directors proposes that the AGM authorises the Board of Directors to resolve to repurchase, on one or several occasions prior to the next AGM, 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 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 per cent of the current quoted share price.

It is also proposed that the Board of Directors shall be authorised to resolve 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 authorisation to transfer own shares shall be limited whereby the Board of Directors may not resolve on the transfer of more than 4.7 million Class B shares also taken into consideration any shares issued by the Board of Directors under the authorisation pursuant to item 19 below.

The purposes of these authorisations are to give the Board of Directors greater scope to act when working with the Company's capital structure and to create flexibility in the Company's opportunities to carry out acquisitions of companies and businesses.

Resolution to authorise the Board of Directors to resolve on the issue of shares and/or convertible bonds (item 19)

The Board of Directors proposes that the AGM authorises the Board to resolve, on one or several occasions prior to the next AGM, to issue shares and/or convertible bonds for payment in kind or by way of set-off, that involve the issue of or conversion into up to 4.7 million Class B shares (corresponding to a dilution of about 10 per cent of the share capital and of about 5 per cent of the shareholders votes).

The authorisation above shall be limited whereby the Board of Directors may not resolve to issue shares and/or convertible bonds that involve the issue of or conversion into more than 4.7 million Class B shares also taken into consideration any shares transferred by the Board of Directors under the authorisation pursuant to item 18 above.

The purposes of the authorisation are to increase the financial flexibility of the Company and to enable the Company to use its own shares to make payments for any acquisitions of companies or businesses the Company may undertake or to settle any deferred payments in connection with such acquisitions. In connections with issue of shares with payments by way of set-off to settle deferred payments, the Board of Directors shall be authorised to issue shares with deviation from the shareholders' preferential rights. The market value of the shares on each issue date will be used in determining the price at which shares will be issued.

Other

A valid resolution in respect of items 17 to 19 above requires approval of shareholders representing at least two-third of both the votes cast and the shares represented at the Meeting.

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

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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 10 April 2014, the total number of shares in the Company was 46,539,527, representing a total of 95,319,527 votes, divided into 5,420,000 Series A shares representing 54,200,000 votes, 40,597,827 Class B shares representing 40,597,827 votes and 521,700 Class C shares representing 521,700 votes. On the same date, the Company held 397 Class B shares and 521,700 Class C shares, which may not be represented at the AGM.

Stockholm, April 2014

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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