

## Press Release Betsson AB (Publ)

### BULLETS FROM ANNUAL GENERAL MEETING IN BETSSON AB (PUBL)

At the Annual General Meeting (the "AGM") in Betsson AB (publ) on 8 May 2015 the shareholders adopted the following main resolutions:

- The AGM resolved to re-elect Pontus Lindwall, Patrick Svensk, Kicki Wallje-Lund and Lars Linder Aronson, and newly elect Martin Wattin and Jan Nord, as members of the Board of Directors. Pontus Lindwall was re-elected as Chairman of the Board of Directors.
- The AGM adopted the presented annual report and discharged the members of the Board of Directors and the CEO for liability in respect of the financial year 2014.
- The AGM resolved to establish an incentive programme under which the Company invites senior executives and other key employees to purchase transferable warrants (call options) in the Company. The number of warrants to be issued under the programme shall not exceed 257,000 (calculated prior to the share split), representing a dilution effect of approximately 0.55 per cent of the share capital and 0.27 per cent of the votes after dilution. Payment for acquired warrants shall be made in cash. Each warrant entitles the holder to purchase one Class B share in the Company at an exercise price equal to 130 per cent of the average market price of the Company's Class B share on Nasdaq Stockholm during the period from 24 June 2015 until 30 June 2015. 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 end of the term of the warrants still are employed by the Group, through a bonus payment that before tax corresponds to the option premium paid. The warrants are exercisable during the period from 23 July 2018 until 15 August 2018. The terms of warrants shall contain a provision under which a participant may not exercise more warrants than the aggregate value of those exercised warrants at the time of exercise corresponding to the allotted number of warrants multiplied by 2.3 (i.a. 130 percent increase of the closing price for the Company's Class B shares listed on Nasdaq Stockholm at the timing of the launch of the programme on 30 June 2015).
- The Board of Directors proposes that the AGM resolves to establish an incentive programme (the "Plan") for executives and other key employees who either are

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| POST AND VISIT ADDRESS                        | TELEPHONE/FAX                             | REGISTERED OFFICE | E-MAIL WEB                              | CORPORATE REG.NO. VAT.REG.NO. |
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| REGERINGSGATAN 28 111 53<br>STOCKHOLM, SWEDEN | +46 (0)8 506 403 00<br>+46 (0)8 735 57 44 | STOCKHOLM         | INFO@BETSSONAB.COM<br>WWW.BETSSONAB.COM | 556090-4251<br>SE556090425101 |

employed in jurisdictions other than Sweden or, in respect of employees in Sweden, have chosen to participate in this stock option programme instead of the programme based on transferrable warrants above. Employees who participate in the stock option programme will receive allocation of options for no consideration. Participation in the Plan requires that participants must 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. The size of the investment in Betsson shares shall correspond to the option premium to be paid should the participant instead participated in the Swedish option programme as described above. As an alternative to invest in Betsson shares as set out above, participants may instead choose to make the allocation of stock options contingent on the Company meeting certain predetermined performance conditions. The options may be exercised to acquire Class B shares in the Company during the period from 23 July 2018 until 15 August 2018. Provided that the participant is still employed by the Group upon exercise of the options, each stock option entitles the employee to acquire one Class B share in the Company at an exercise price equal to 130 percent of the average closing price of the Company's Class B shares listed on Nasdaq Stockholm from and including 24 June 2015 to 30 June 2015. Participants who invest in Betsson shares in order to participate in the Plan must retain its invested Betsson shares to be able to exercise its stock options. Number of vested stock options for participants who have the allocation of stock options conditional upon the fulfilment of performance conditions may be reduced partly or in full depending on the fulfilment of the performance conditions. In order to limit the value of the stock options and hence the Company's costs, the terms of the Plan will contain a provision under which a participant may not exercise more options than the aggregate value of those exercised options at the time of exercise corresponding to the allotted number of options multiplied by 2.3 ((i.a. 130 percent increase of the closing price of the Company's class B shares listed on Nasdaq Stockholm at the time of the launch of the programme on 30 June 2015. The Plan is proposed to be offered to a total maximum of 82 senior executives and other key employees who are employed abroad or in Sweden. The Plan comprises a maximum of 993,500 stock options (before share split). Participants will be 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 stock options under this programme and the call option programme above shall not exceed 1,163,500 options, corresponding to a dilution of approximately 2.53 to 2.50 percent of the share capital and 1.23 to 1.22 per cent of the votes after dilution.

- 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 above, the AGM resolved to authorise the Board of Directors to resolve on a directed issue of Class C shares to a bank or a securities company and that the Board of Directors is authorised to resolve to repurchase shares of the subscriber

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as set out 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 AGM resolved to authorise the Board of Directors to resolve, prior to the next AGM, 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 outstanding incentive programmes from time to time.
- The AGM resolved on a share split with automatic redemption of shares. The redemption of shares programme means that approximately SEK 549.4 million, corresponding to SEK 11.94 per share, will be distributed to the shareholders of the Company. The adopted resolutions regarding share split and redemption of shares included the following:
  - (i) A resolution on a share split (4:1), where each existing share (irrespective of series of share) is divided into four shares. One of these shares will be a so called redemption share. The record date for the share split is 25 May 2015.
  - (ii) A resolution to reduce the share capital through an automatic redemption programme, whereby 5,420,000 Class A shares, 40,597,827 Class B shares and 521,700 Class C shares is redeemed with repayment to the shareholders. No redemption price will be paid for any redemption shares of Class A, Class B or Class C that are held by the Company.
  - (iii) A resolution to increase the share capital through a bonus issue, whereby the share capital of the Company is restored to its original amount prior to the resolution to decrease the share capital.

Trading in redemption shares will take place from 26 May 2015 up to and including 8 June 2015. The record date for the redemption of shares is 11 June 2015. Payment is expected to be made through Euroclear Sweden AB on 16 June 2015.

- The AGM resolved to authorise 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. Further, it was resolved to authorise the Board of Directors to resolve on the transfer of the Company's own shares, as

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payment upon the acquisition of companies or businesses, at a price equivalent to the quoted share price at the time of transfer. The authorisation to transfer own shares is 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 the item below.

- The AGM further resolved to authorise the Board of Directors 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 to transfer shares described above.

For further information, please contact:

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