

## Notice to Extraordinary General Meeting

### Betsson AB (publ)

**The shareholders of Betsson AB (publ) (the "Company"), are hereby invited to an Extraordinary General Meeting of shareholders held on Monday, 14 November 2011 at 10.00 p.m. at the office of the Company at Regeringsgatan 28 in Stockholm.**

#### Notice to attend etc.

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

- be entered in the register of shareholders held by Euroclear Sweden AB by Tuesday, 8 November 2011, and
- notify the company of their intention to participate in the EGM by 12 pm on Tuesday, 8 November 2011.

Notice of participation in the meeting shall be made in writing to the company at the address Betsson AB, Regeringsgatan 28, 111 53 Stockholm. Notification may also be made by telephone on +46 (0)8-506 403 00, by fax on +46 (0)8-735 57 44 or by e-mail to: [info@betssonab.com](mailto: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](http://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 wish to obtain such registration must contact the nominee regarding this well in advance of 8 November 2011.

#### Proposed Agenda

1. Election of a Chairman at the EGM
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination of whether the meeting has been duly convened
6. Resolution on an incentive programme based on warrants
7. Resolution on an incentive programme based on stock options for employees outside of Sweden
8. Resolution on authorisation to the Board of Directors to decide on the issue of warrants
9. Resolution on authorisation to the Board of Directors to decide on repurchases of the company's own shares

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10. Closing of the meeting

## Proposed resolutions

### Resolution on an incentive programme based on warrants (item 6)

The Board of Directors proposes that the EGM adopts a resolution to establish an incentive programme, by which senior executives and other key persons that are employed in Sweden are offered to acquire warrants in the company. The incentive programme is principally intended for the group's employees in Sweden, but it is proposed that the Board of Directors may decide that employees outside of Sweden shall also be able to participate in the programme.

The proposal entails an issue of not more than 488,000 warrants. Each warrant shall entitle the holder to subscribe for one new Betsson Class B share, as from the day after the release of Betsson's year end report for 2013, however no later than 1 March 2014 up to and including 31 March 2014, at an exercise price corresponding to 120 per cent of the average closing price of Betsson's Class B share on NASDAQ OMX Stockholm as from 7 November 2011 up to and including 18 November 2011.

The warrants may be subscribed for by the wholly owned subsidiary AB Restaurang Rouletter, which shall transfer the warrants to employees of the Betsson-group. The warrants shall be transferred to market value (the warrant premium). The external members of the Board of Directors shall not be included in the incentive programme.

Transfer of warrants to employees may only occur to the extent that the total number of warrants and stock options under the above programme and the incentive programme for employees outside of Sweden under item 7 does not exceed 1,000,000 warrants and stock options. If all 1,000,000 warrants and stock options are exercised for the subscription for shares and the acquisition of new shares respectively, the company's share capital will increase by SEK 2,000,000, equivalent to approximately 2.4 per cent of the share capital and 1.1 per cent of the votes after dilution.

The purpose of the proposal is to create opportunities to keep and to recruit competent employees to the Betsson-group and to increase the motivation of the employees. The Board of Directors considers the adoption of the incentive programme as described above to be beneficial to the Betsson-group and the shareholders of the company.

For the purpose of increasing participation in the incentive programme, the company intends to subsidise the holders of warrants who are still employed by the Betsson-group at the end of the term by way of a bonus payment, which before taxation amounts to the warrant premium. In connection with the transfer of warrants to the employees, the company shall reserve the right to repurchase the warrants if the employee ceases to be an employee of the Betsson-group or if the employee wishes to transfer his or her warrants.

### Resolution on an incentive programme based on stock options for employees outside of Sweden (item 7)

The Board of Directors proposes that the EGM adopts a resolution to establish an incentive programme (the "Plan") for senior executives and other key persons employed in other countries than Sweden. In order to participate in the Plan, participants must invest in Betsson shares. These shares can either be

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shares already held or be acquired on the market in connection with giving notice of participation in the Plan. Thereafter, the participants will receive stock options free of charge.

For each invested share which the participant holds within the Plan, the company will grant a certain number of stock options. The options may be exercised as from the day after the release of Betsson's year end report for 2013, however no later than 1 March 2014 up to and including 31 March 2014. Provided that the participant (i) is still employed by the group when exercising the options; and (ii) has retained its initial investment in shares in Betsson, each stock option entitles the holder to purchase one Betsson Class B share at an exercise price corresponding to 120 per cent of the average closing price of Betsson's Class B share on NASDAQ OMX Stockholm as from 7 November 2011 up to and including 18 November 2011.

The Plan is proposed to be offered to approximately 30 senior executives and other key persons that are employed abroad. The Plan is proposed to comprise a maximum of 22,034 invested Betsson-shares which will result in Betsson granting not more than 661,000 stock options. The participants will mainly be divided into five different categories for determining the allocation of the stock options. Allocation of stock options may only occur to the extent that the total number of options and warrants under the Plan and the incentive programme under item 6 does not exceed 1,000,000 warrants.

The Board of Directors, or a remuneration committee appointed within the Board of Directors, shall be responsible for the more detailed terms and conditions of the Plan, in accordance with the general terms and guidelines above. In relation thereto, the Board of Directors shall be entitled to make adjustments in order to fulfil specific regulations and market conditions abroad. The Board of Directors also reserves the right to make adjustments in the Plan in the event there are significant changes in the Betsson-group or in its environment which would mean that the conditions for exercising the options no longer are appropriate. Furthermore, if there are special circumstances, the Board of Directors shall be able to decide that stock options may be kept and exercised despite the fact that employment in the group has ceased, for example due to illness.

The purpose of the proposal is to create opportunities to keep and to recruit competent employees to the Betsson-group and to increase the motivation of the employees. The Board of Directors considers the adoption of the incentive programme as described above to be beneficial to the Betsson-group and the shareholders of the company.

The Plan entails employees in the group being assigned stock options entitling the holder to acquire shares in the company. Such transfers of shares fall under Chapter 16 of the Companies Act, which means that decisions on the adoption of the Plan is valid only if supported by at least nine tenths of the votes cast and the shares represented at the general meeting.

#### **Resolution on authorisation to the Board of Directors to decide on the issue of warrants (item 8)**

In order to ensure delivery of Class B shares to participants in the Plan mentioned in paragraph 7 above, it is proposed that the Board of Directors is authorised to, on one or more occasions until the AGM 2012, decide on the issue of not more than 661,000 warrants. The warrants shall be issued free of charge and may be subscribed for by the subsidiary AB Restaurant Rouletter.

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## **Resolution on authorisation to the Board of Directors to decide on repurchases of the company's own shares (item 9)**

The annual general meeting of 2011 authorised 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. It was further resolved that the Board of Directors be authorised to resolve to 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. The objectives of these authorisations were 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 Board of Directors proposes that the meeting resolves to expand the objective of the resolved authorisation regarding repurchasing of the company's own shares to also include the objective of ensuring deliver of Class B shares under all of the company's incentive programmes.

### **Other**

A valid resolution regarding item 6, 7 and 8 requires approval of shareholders representing at least nine-tenths of both the votes cast and the shares represented at the EGM. A valid resolution regarding item 9 requires approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the EGM.

The Board of Directors' complete proposals for resolutions in accordance with the above, including reports and statements related thereto will as of 24 October 2011 be made available at the company's address as set out above and 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.

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 the CEO regarding circumstances which may affect items on the agenda and circumstances which may affect the company's financial situation.

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### Number of shares and votes

As of 14 October 2011, the total number of shares in the company was 41,394,392, representing a total of 90,174,392 votes, divided into 5,420,000 Class A shares representing 54,200,000 votes and 35,974,392 Class B shares representing 35,974,392 votes. On the same date the company held 4,222 Class B shares, which may not be represented at the EGM.

Stockholm, October 2011

The Board of Directors

For further information, contact:

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