

Press release

Betsson AB (publ)

## Notice to Extraordinary General Meeting in Betsson AB (publ)

The shareholders of Betsson AB (publ) are hereby invited to the Extraordinary General Meeting to be held on Friday 21 November 2008 at 3.00 p.m. at the Company's premises on address Regeringsgatan 30-32 in Stockholm.

### *Notice etc.*

Shareholders who wish to attend the General Meeting shall:

- be entered into the share ledger kept by VPC AB on Friday 14 November 2008; and
- give notice to the company of his or her intention to participate at the General Meeting no later than Tuesday 18 November 2008 in writing to the address Betsson AB, Regeringsgatan 30-32, SE-111 53 Stockholm. The notice can also be given by phone +46 8 506 403 00, by fax +46 8 735 57 44 or by e-mail [info@betssonab.com](mailto:info@betssonab.com). When giving notice of participation, the shareholder shall state name, personal identification number or company registration number, address, telephone number, shareholdings along with notification of (no more than two) representatives. If the participation is by virtue of a proxy such should be submitted in connection with giving notice of participation at the General Meeting.

Shareholders with nominee-registered shares must, in order to participate at the General Meeting, temporarily register the shares in his or her own name at VPC. Such temporarily registration must be carried out no later than on 14 November 2008. Hence, in due time before this day such shareholder must notify its nominee regarding the above-mentioned matter.

### *Proposed Agenda*

1. Election of Chairman of the Meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to certify the minutes
5. Establishment of whether the Meeting has been duly convened
6. Resolution regarding incentive programme for employees in Sweden
7. Resolution regarding incentive programme for employees abroad
8. Close of the Meeting

### *Proposed resolutions*

#### Resolution regarding incentive programme for employees in Sweden (item 6)

The Board of Directors proposes that the General Meeting adopts a resolution to establish an incentive programme, by which senior executive and other key persons that are employed in Sweden are offered to acquire warrants in the company.

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BETSSON AB (PUBL) REGERINGSGATAN 30-32, 111 53 STOCKHOLM, SVERIGE	+46 (0)8 506 403 00 +46 (0)8 735 57 44	STOCKHOLM	<a href="mailto:INFO@BETSSON.SE">INFO@BETSSON.SE</a> <a href="http://WWW.BETSSONAB.COM">WWW.BETSSONAB.COM</a>	556090-4251 SE556090425101

The warrants will be valued to their fair market price. 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. If the full amount of warrants is not exercised, the bonus payment will be reduced correspondingly. In connection with the granting of warrants to the employees, the company will reserve the right to repurchase the warrants if the person ceases to be an employee of the Betsson group or if the employee wishes to transfer its warrants.

The proposal entails an issue of not more than 400,000 warrants. Each warrant shall entitle the holder to subscribe for one new Betsson Class B share during the period from the day after the release of Betsson's quarterly report for Q3 2010, however no later than 1 December 2010, up to and including 31 December 2010 at an exercise price corresponding to 120 per cent of the average closing price of Betsson's Class B share on the OMX Nordic Exchange Stockholm from 17 November 2008 up to and including 28 November 2008.

The warrants may be subscribed for by AB Restaurang Rouletter – a wholly owned subsidiary to Betsson AB – whereafter this company shall offer the warrants to an amount of approx. 15 senior executives and other key persons employed within the group in Sweden. The external members of the Board of Directors shall not be included in the incentive programme.

If all 400,000 warrants are exercised, the share capital of the company will increase by SEK 800,000, corresponding to a dilution of approx. 1.0 per cent of the company's share capital and 0.5 per cent of the votes. The company does not have any other share related incentive programmes.

The purpose of the proposal is to create opportunities to keep and to recruit competent employees to the group and to increase motivation amongst the employees. The Board of Directors considers that the adoption of an incentive programme as described above is in the favour of the group and for the shareholders.

### Resolution regarding incentive programme for employees abroad (item 7)

The Board of Directors proposes that the General Meeting 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 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 the participant holds within the Plan, the company will grant stock options. Under the prerequisites that (i) the participant remain in employment within the group when exercising the options; and (ii) the participant has retained its invested shares in Betsson, each stock option entitles the holder to purchase one Betsson Class B share at an exercise price of 120 per cent of the market price on the day the options were granted.

The Plan is proposed to be offered to an amount of approx. 20 senior executives and other key persons that are employed abroad. The scope of the Plan is proposed to amount to a maximum of 33,333 Betsson-shares which the employees will invest in and which will grant as a maximum 400,000 stock options. The participants are going to be divided in three different categories when granting of stock options.

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The Board of Directors, or an remuneration committee appointed within the Board of Directors, shall be entitled to decide on the details of the terms and conditions of the Plan in accordance with the general terms and guidelines above. In connection with this, the Board of Directors shall be entitled to make adjustments in order to fulfil special regulations and market conditions abroad. The Board of Directors also reserves the right to make other adjustments provided that significant changes take place in the Betsson group or in its environment which would mean that the terms and conditions for allocation under the Plan become inappropriate.

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 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 for the shareholders.

In order to secure the delivery of Class B shares in accordance with the Plan, the Board of Directors proposes that the Board of Directors shall be authorised to resolve to issue no more than 400,000 warrants at one or several occasions during the period until the Annual General Meeting 2009. The warrants shall be granted free of charge and may be subscribed by AB Restaurang Roulette.

### Miscellaneous

A valid resolution regarding approval of the Board of Directors proposals as set out in items 6 and 7 above, requires approval of shareholders representing at least 90 per cent of both the votes cast and the shares represented at the General Meeting.

The complete text of the Board of Directors proposal and documents in accordance with Chapter 14, Section 8 of the Swedish Company Act, will be obtainable at the company's premises (please note the address above) and on the company's website [www.betssonab.com](http://www.betssonab.com) no later than on 4 November 2008, and sent to the shareholders who have notified to participate at the General Meeting or have notified that they wish to receive the documents by mail.

For more information please contact:  
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