

Press release

Malta 1 April 2008

## Unibet Group plc

NOTICE IS HEREBY GIVEN that THE ANNUAL GENERAL MEETING ("AGM") of Unibet Group plc ("the Company") will be held on Tuesday 29th April 2008 at 4.00p.m. CET at the Grand Hotel, S.Blasieholmshamnen 8, Stockholm, for the following purposes:

Notice to holders of Swedish Depositary Receipts ("SDR's") Holders of SDR's who wish to attend the AGM must

(i) be registered in the register kept by VPC AB on Friday 18th April 2008;
(ii) notify Skandinaviska Enskilda Banken AB (publ) (SEB) of their intention to attend the AGM no later than 5 p.m. on Thursday 24th April 2008; and
(iii) send an original signed proxy form to the Company no later than 5 pm on Friday 25th April, 2008 (unless the Holder will attend the AGM in person).

Requirement (i): Holders of SDRs whose holding is registered in the name of a nominee must, to be able to exercise their voting rights at the AGM (by proxy or in person), temporarily register their SDRs' in their own name in the register kept by VPC AB on Friday 18th April 2008. Such Holders must well before that day contact their custodian bank or brokerage to request that their holding be temporarily registered in their own name with VPC AB before Friday 18th April 2008.

Requirement (ii): Holders of SDRs must, to be able to exercise their voting rights at the AGM (by proxy or in person), give notice to SEB of their intention to attend no later than 5 p.m. on Thursday 24th April 2008. This must be done by completing the enrolment form provided on www.unibetgroupplc.com/AGM, "Notification to holders of Swedish Depositary Receipts in Unibet Group plc". The form must be completed in full and delivered electronically.

Requirement (iii): Holders of SDRs who will not attend the AGM in person must send their original signed proxy forms by post or courier so as to arrive at Alliotts, 5th floor, 9 Kingsway, London WC2B 6 XF, United Kingdom no later than 5 p.m. on Friday 25th April, 2008. Proxy forms will be available on www.unibetgroupplc.com.

Please note that conversions to and from SDR's and ordinary shares will not be permitted between 18<sup>th</sup> April and 29<sup>th</sup> April 2008.

#### **Proposed Agenda**

It is proposed that the AGM conducts the following business:

- 1. Opening of the Meeting.
- 2. Election of Chairman of the Meeting.
- 3. Drawing up and approval of the voting list.
- 4. Approval of the agenda.
- 5. Election of one or two person(s) to approve the minutes.
- 6. Determination that the Meeting has been duly convened.
- 7. The CEO's presentation.
- 8. Presentation of the terms of the share option schemes.
- 9. Ordinary business

To receive and consider the Report of the Directors and the Consolidated Financial Statements (Annual Report) prepared in accordance with International Financial Reporting Standards for the year ended 31<sup>st</sup> December 2007, together with the Report of the Auditors.

Resolution:

Resolution (a)

10. To declare a dividend.

Resolution (b)

11.	To approve the remuneration report set out on pages 28 and 29 of the Company's Annual Report and Financial Statements for the year ended 31 <sup>st</sup> December 2007.	Resolution (c)
12.	To determine the number of Board members and deputy members.	Resolution (d)
13.	To determine the Board members' fees.	Resolution (e)
14.	To re-elect Peter Boggs as a director of the company.	Resolution (f)
15.	To re-elect Daniel Johannesson as a director of the company.	Resolution (g)
16.	To re-elect Peter Lindell as a director of the company.	Resolution (h)
17.	To re-elect Staffan Persson as a director of the company.	Resolution (i)
18.	To re-elect Anders Ström as a director of the company.	Resolution (j)
19.	To elect Kristofer Arwin as new director of the company	Resolution (k)
20.	To elect a new director of the company to replace Henrik Tjärnström	Resolution (l)
21.	To appoint the Chairman of the Board and Deputy Chairman	Resolution (m)
22.	To appoint the Nomination Committee.	Resolution (n)
23.	To reappoint PricewaterhouseCoopers (Malta) and PricewaterhouseCoopers LLP (UK), the retiring auditors and to authorise the directors to determine their remuneration.	Resolution (o)
24.	To resolve on guidelines for remuneration and other terms of employment for senior management.	Resolution (p)
	As Special Business, to consider the following resolutions which will be proposed as Extraordinary Resolutions:	
25.	The meeting will be requested to consider and if thought fit, approve, by extraordinary resolution, the following further resolution:	
	it being noted that	
	(i) at a board of directors' meeting held on 18 March 2008, the directors resolved to obtain authority to buy back $\pounds 0.005$ Ordinary Shares/SDR's in the Company (the purpose of buyback being to achieve added value for the Company's shareholders); and	
	(ii) pursuant to article 106(1) (b) of the Companies Act (Cap.386 of the Laws of Malta) a company may acquire any of its own shares otherwise than by subscription, provided inter alia authorisation is given by an extraordinary resolution, which resolution will need to determine the terms and conditions of such acquisitions and in particular the maximum number of shares/SDR's to be acquired, the duration of the period for which the authorisation is given and the maximum and minimum consideration,	
	THAT the company be generally authorised to make purchases of ordinary shares/SDRs of $\pounds 0.005$ each in its capital, subject to the following:	Resolution (q)
	<ul> <li>(a) the maximum number of shares/SDR's that may be so acquired is 2,526,209;</li> <li>(b) the minimum price that may be paid for the shares/SDR's is 1 SEK per share/SDR's exclusive of tax;</li> <li>(c) the maximum price that may be so paid be 1,000 SEK per share/SDR's; and</li> <li>(d) the authority conferred by this resolution shall expire on the date of the 2009 Annual General Meeting but not so as to prejudice the completion of a purchase contracted before that date.</li> </ul>	

26. Closing of the meeting.

#### Proposals related to Agenda items

## Agenda item 2

The Board of Directors proposes that Gunnar Johansson be elected Chairman of the Meeting.

## Agenda item 8

#### The general options scheme

Following the 2007 AGM the company has the authority to allot new ordinary shares comprising a maximum of 800,000 shares solely for the purpose of issuing shares to holders and future holders of options under the Unibet Group plc Executive share option schemes.

The 2008 options are to be issued after the release of the interim report from the first quarter 2008 and subsequently after each quarter during the year, at the discretion of the Board. These options will constitute the fourth series of four within Unibet's share option scheme.

Each option shall entitle the holder to subscribe for one share with a nominal amount of 0.5p each. The exercise price for these options shall correspond to 110 percent of the average market value of the Unibet share during a 5 day period prior to the decision to issue the options. The newly issued options will entitle the holder to subscribe for a share in the company at either June 1, 2011 to June 15, 2011 or November 1, 2011 to November 15, 2011. The options will be issued to employees in the group management of Unibet.

The right to exercise the granted options will be conditional upon the holder remaining an employee of Unibet for at least three years, up to the time when the options are exercised, and on the achievement of a number of financial goals for 2008. The financial goals will be set by the board, which will also determine whether the goals were met or not at the end of each year.

## Addendum relating to the general programme

There is an addendum to the previous scheme which applies to the recruitment of new staff. Options issued under the addendum give the employee the right to subscribe for shares, provided that he or she remains an employee of Unibet for a period of at least one year from the grant date. In other respects, the terms and conditions are the same as for the general options scheme.

Information relating to both programmes

The Board has decided to terminate 60% of the options granted in 2007 (except for those with a performance condition based on the 2<sup>nd</sup> part of 2007 and 1<sup>st</sup> half year of 2008) due to only satisfying part of the performance conditions.

Since the number of options that become exercisable depends upon the company's performance during the term of the options, it is difficult to forecast the actual dilution resulting from the options. If 400,000 options are granted in 2008 and are exercised, the increase in the company's share capital will be GBP 2,000, corresponding to 1.4% of the share capital after dilution. Also considering previously issued options, the aggregate dilution amounts to 2.8% of the share capital.

The purpose with the proposed plan is to retain and recruit key individuals to the group, as well as increasing the motivation of the employees. The board considers the proposed plan to be advantageous for the group and the company's shareholders.

## Agenda item 10

The Board of Directors proposes that a dividend of GBP 0.50 (equivalent to SEK 6.30 on 15 February 2008 exchange rates and payable in SEK) be declared to be paid to owners of shares/SDR's as at 29th April 2008. A VPC record date 5th May is proposed. If the AGM approves, the dividend is expected to be distributed by VPC on 8th May 2008. For accounting purposes the rate of exchange to be used shall be the SEK-GBP rate prevalent on the date of payment.

# Agenda item 11

The Board of Directors proposes that the AGM approves the principles for remuneration as set out in the remuneration report on pages 28 and 29 of the Company's Annual Report and Financial Statements for the year ended 31st December 2007.

## Agenda item 12

The Nomination Committee proposes that the Board of Directors should consist of at least five Directors and no Deputy Directors.

## Agenda item 13

The Nomination Committee proposes that a total fee of GBP 379,250 be paid to Directors elected at the AGM, who are not employees of the Company. It is proposed that the Board of Directors will distribute the fee within the Board so that the Chairman will receive a fee of GBP 90,000, the Deputy Chairman a fee of GBP 117,000 and a fee of GBP 30,000 be paid to each other Director, and an additional GBP 10,000 be paid for Audit Committee work, 3,500 for Remuneration Committee work and GBP 10,000 for Legal Committee work and an additional GBP 1,750 be paid to the Chairman of each committee.

It is expected that the Deputy Chairman will dedicate approximately 40 per cent of his working time to the company.

The Remuneration Committee also proposed that for project work outside of normal Board work, which is assigned by the Board, a fee of GBP 1,000 per full working day be paid.

## Agenda item 14-18

CVs for Directors to be re-elected are to be found on page 60 in the Unibet Group plc Annual Report for 2007 and on the company's website.

#### Agenda item 19

Kristofer Arwin is a Swedish citizen and born in 1970. He is a co-founder of the consumer buying guide www.TestFreaks.com and its CEO since the start in 2006. He is also the founder of the price comparison site PriceRunner in 1999 which he then sold to the Nasdaq listed company ValueClick in 2004. Mr. Arwin has also worked as COO at the eCommerce web site Paletten during 1998/99. Mr. Arwin has a B. Sc. in Business Administration and Economics from the Stockholm University. Mr. Arwin is a non-executive Director of TradeDoubler AB and Alertsec AB.

## Agenda item 20

As Henrik Tjärnström from 31 March 2008 is appointed interim CFO he resigned from the Board on 18 March 2008. The Nomination Committee will conclude its search for a potential replacement for Henrik Tjärnström to be announced not later than 22 April 2008.

## Agenda item 21

The Nomination Committee proposes that Daniel Johannesson is appointed the Chairman of the Board and Anders Ström is appointed Deputy Chairman.

## Agenda item 22

The Board of Directors proposes that the Annual General Meeting resolves that the Nomination Committee shall, up to the time that a new Nomination Committee is appointed in accordance with a mandate from the next General Meeting of the company, consist of the Chairman of the Board of Directors and representatives from the at least two other of the largest shareholders in the company at the end of the third quarter. The Nomination Committee shall appoint as its chairman the representative of the largest shareholder in terms of voting rights. Should a member of the Nomination Committee leave his or her post on the committee before the committee's work for the year has been completed, if it is deemed necessary a replacement shall be appointed by the same shareholder who appointed the retiring member of the committee or, if this shareholder is no longer one of the largest shareholders, by another shareholder from the group of major shareholders in the company. No remuneration will be paid to the members of the Nomination Committee.

The names of the members of the Nomination Committee shall be announced no later than on the date of publication of the company's interim report for the third quarter in 2008.

## Agenda item 24

The Board of directors proposes that the AGM resolves upon guidelines for remuneration to management.

The policy of the Board is to attract, retain and motivate the best managers by rewarding them with competitive salary and benefit packages linked to achieving the Group's financial objectives.

The performance-related elements of executive remuneration comprise annual bonuses and awards under the Unibet Executive Share Option Scheme. These incentives are designed to be relevant to the overall objectives of the Group and to enhance the business. The performance targets referred to below are reviewed annually

and are intended to be stretching and to reward superior performance in light of competition and the prevailing economic climate.

The remuneration packages of the Senior Managers comprise:

•Basic salaries, which are reviewed annually, having regard to individual performance, responsibility and skills, and comparable evidence of other companies in the sector, together with specific employee benefits.

•Performance-related bonuses, which are based on quantitative and qualitative goals. The goals are mainly linked to the company's financial objectives such as gross winnings and operating profit, as well as the delivery of specific projects and business critical processes. Performance is assessed on an annual basis. Bonuses are only awarded once specified objectives are achieved. The amount of potential bonus compared to basic salary varies depending on position and situation, but is in general less than half the amount of the basic salary.

•Equity awards through option schemes are granted based on position and performance under the terms of the Unibet Share Option Scheme, and are linked to the long-term performance of the Group and further align Senior Management's interests with those of the shareholders.

In the event that a management employee is dismissed, there may be a right to payment in lieu of notice, in which case there will be a predetermined limit. Should the employee resign, there shall be no right to such a payment. At management employee's resignation, the notice period shall be determined by the terms of his employment contract.

The normal age for retirement shall be 65 unless otherwise agreed.

The Board of directors shall have the right to depart from the guidelines in individual cases if there are particular grounds for such departure.

#### Agenda item 25

The Board of Directors proposes that the acquisition of shares/SDR's shall take place on the Stockholm Stock Exchange or via an offer to acquire the shares/SDR's to all shareholders. Repurchases may take place on multiple occasions and will be based on market terms, prevailing regulations and the capital situation at any given time. Notification of any purchase will be made to the Stockholm Stock Exchange and details will appear in the Company's annual report and accounts.

The objective of the buyback is to achieve added value for the Company's shareholders and to give the Board increased flexibility with the Company's capital structure.

Following repurchase the intention of the Board would be to either cancel, use as consideration for an acquisition or issue to employees under a Share Option programme.

Once repurchased under the Maltese Companies Act further shareholder approval will be required before those shares could be cancelled only.

If used as consideration for an acquisition the intention would be that they would be issued as shares/SDR's and not sold first.

Shareholders/SDR holders representing approximately 34 % of the voting rights of all shares in the Company have stated that they intend to vote in favour of the proposals of the Nomination Committee.

The Annual Report is available on the Company's website <u>www.unibetgroupplc.com</u> from 28 March 2008.

By order of the Board Unibet Group plc Malta, April 2008

# NOTE

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not also be a member.

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