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SUMMONS TO THE ANNUAL GENERAL MEETING OF NET ENTERTAINMENT NE AB (PUBL)

The shareholders of Net Entertainment NE AB (publ) are summoned to the Annual General Meeting (the “AGM”) on Wednesday 29 April 2015, at 3:00 p.m. at Spårvagnshallarna, Birger Jarlsgatan 57A, Stockholm, Sweden.

Registration etc.

Shareholders who wish to participate in the AGM must:

- be entered into the share register kept by Euroclear Sweden AB no later than Thursday 23 April 2015, and
- notify their intention to participate in the AGM no later than by Thursday 23 April 2015.

The notification of participation in the AGM shall be made in writing to the company at Net Entertainment NE AB (publ), AGM, Luntmakargatan 18, 3 tr., 111 37 Stockholm, Sweden. The notification may also be made on the company’s website www.netent.com/agm or by email: agm@netent.com. Upon notification, the shareholder is requested to state their name, personal/corporate identity number, address, telephone number and ownership of shares. If a shareholder is represented by proxy, the proxy and other authorization documents must be brought to the AGM and should also be submitted in connection with the notification of participation. If a shareholder plans to bring one or two advisors to the meeting, their participation should also be indicated in the notification. A proxy form for shareholders who wish to participate in the meeting by means of a proxy is available on the company’s website www.netent.com/agm and is sent to shareholders upon request.

In order to participate in the meeting, a shareholder whose shares are registered in the name of a bank or other nominee must temporarily register the shares in his own name at Euroclear Sweden AB. Shareholders who wish to make such re-registration must inform the nominee well in advance of Thursday 23 April 2015.

Proposed agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Establishment and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to certify the minutes
6. Resolution as to whether the meeting has been duly convened

7. Presentation of the annual report and auditor's report along with the consolidated financial statement and group audit report
8. Presentation by the CEO
9. Resolution on the adoption of the income statement and the balance sheet, along with the group income statement and the group balance sheet
10. Resolution on the allocation of the company's profits in accordance with the adopted balance sheet
11. Resolution on discharge from liability for the members of the Board of Directors and the CEO
12. Determination of the number of members of the Board of Directors
13. Determination of remuneration for the members of the Board of Directors and the auditors
14. Election of members and chairman of the Board of Directors
15. Election of auditor
16. Resolution on the nominating committee for the AGM 2016
17. Resolution on guidelines for remuneration to senior executives
18. Resolution on change in the Articles of Association (§1 Company name)
19. Share split and automatic redemption procedures including
 - a) resolution on carrying out share split,
 - b) resolution on the reduction of share capital by automatic redemption of shares, and
 - c) resolution on an increase of share capital by means of bonus issue
20. Resolution regarding an incentive program comprising of issuance of warrants to employees
21. Closing of the meeting

Proposals for resolutions

Election of chairman of the meeting (agenda item 2)

The nominating committee, consisting of Per Hamberg (appointed by the Hamberg family), chairman, Christoffer Lundström (appointed by Provobis Property & Leisure AB), Martin Wattin (appointed by the Kling family), and Vigo Carlund, chairman of the Board of Directors, propose Vigo Carlund as chairman of the meeting.

Resolution on the allocation of the company's profits in accordance with the adopted balance sheet (agenda item 10)

The Board of Directors proposes that no dividends shall be resolved for the financial year 2014. The Board of Directors has proposed a redemption procedure in accordance with the contents of agenda item 19.

Election of the Board of Directors etc. (agenda items 12 - 15)

The nominating committee proposes

- that the Board of Directors consists of eight members and no deputy members,
- that the remuneration for the Board of Directors amounts to SEK 610,000 (previously SEK 600,000) for the chairman and SEK 255,000 (previously SEK 250,000) for each of the members of the Board of Directors elected by the AGM who are not employees of the company,
- that, in addition thereto, remuneration to the chairman of the audit committee shall be SEK 75,000 (previously SEK 70,000),
- that in certain cases, members of the Board of Directors shall be entitled to remuneration for services rendered within their respective area of expertise which is not board work. The remuneration for such services shall be on market terms and shall be approved by the Board of Directors,
- that the remuneration for the auditor be paid in accordance with the approved invoice,
- re-election of the regular members of the Board of Directors Vigo Carlund, Fredrik Erbing, Mikael Gottschlich, Peter Hamberg, Pontus Lindwall, Michael Knutsson and Maria Redin and new election of Jenny Rosberg for the period up to the end of the next AGM. Vigo Carlund is proposed to be appointed chairman of the Board of Directors. If Vigo Carlund's assignment should end ahead of time, the Board of Directors will elect a new chairman internally, and
- re-election of Deloitte AB, with Erik Olin being new chief auditor, as auditor for the period up to the end the AGM 2016.

The nominating committee's statement regarding its proposition for Board of Directors and information regarding the proposed members can be found on the company's website.

Resolution on the nominating committee for the AGM 2016 (agenda item 16)

The nominating committee proposes that the AGM resolves on the following order for the preparation of election of members of the Board of Directors and auditors.

The work to prepare a proposal for the Board of Directors, auditors, and their remuneration, and a proposal for chairman of the AGM 2016 shall be performed by a nominating committee. The nominating committee shall, after consulting the largest shareholders by voting power as of 31 August 2015, form during October 2015 for a term commencing on the date of the public release of the company's interim report for the third quarter 2015 until the formation of the next nominating committee.

The chairman of the Board of Directors shall be a member of the nominating committee and be responsible for the summoning of the nominating committee. In addition, the nominating committee shall consist of three more members. The majority of the nominating committee members shall not be members of the Board of Directors or be employed by the company. At least one member of the nominating committee shall be independent in relation to the company's largest shareholder by voting power or group of shareholders that collaborate concerning the affairs of the company, If a member of the nominating committee resigns prior to the end of the term, a replacement can be

appointed after consulting with the largest shareholders of the company by voting power. Unless special circumstances so require, no changes should be made to the composition of the nominating committee if only marginal changes to the number of votes have occurred or if a change occurs less than three months prior to the AGM.

The nominating committee shall appoint its chairman at the first meeting. The nominating committee shall have the right to obtain resources from the company such as secretarial assistance for the nominating committee, or use of executive search consultants at the expense of the company if deemed necessary.

Resolution on guidelines for remuneration to senior executives (agenda item 17)

The Board of Directors proposes that the AGM resolves on remuneration to senior executives substantially in accordance with the following guidelines.

Remuneration and other conditions of employment for senior executives shall, from both a short-term and long-term perspective, be competitive and create good preconditions for retaining and motivating competent employees and attracting new employees when needed. In order to achieve this, the company shall have fair and internally balanced conditions which are also competitive in the market. The Board of Directors proposes an increased cap of variable remuneration from 50 percent to 60 percent of the fixed remuneration. Furthermore, the Board of Directors proposes that cash remuneration which may be paid in connection with share-based incentive programs comprising of warrants or options shall not exceed 70 percent of the premium paid for the warrant or option. The conditions of employment for senior executives should contain a well-balanced combination of fixed and variable remuneration, share-based incentive programs, pension benefits, and conditions for giving notice and severance pay. Compensation should be based on performance, and should therefore consist of a combination of fixed and variable remuneration, where variable remuneration constitutes a meaningfully large part of total compensation. The Board of Directors shall be able to deviate from the guidelines provided that there are special grounds in a specific case.

Resolution on change in the Articles of Association (§ 1 Company name) (agenda item 18)

The Board of Directors proposes that the AGM resolves to change §1 of the Articles of Association to: "The name of the company is NetEnt AB (publ)". The approval of shareholders by at least two thirds of both the votes given and the shares that are represented at the meeting are required for a valid resolution.

Share split and automatic redemption procedures (agenda item 19)

The Board of Directors proposes that the AGM resolves on an automatic procedure for redemption in accordance with the contents of agenda items 19a – 19c below. It is proposed that all resolutions are conditional upon each other and made jointly as one resolution. The approval of shareholders by at least two thirds of both the votes given and the shares that are represented at the meeting are required for a valid resolution.

Resolution on implementation of share split (agenda item 19a)

The Board of Directors proposes that the AGM resolves to carry out a division of the company's shares, a so-called share split, whereby one existing share in the company,

of both series A and series B, is divided into two shares. One of these shares will be a so-called redemption share. The Board of Directors proposes that the Board of Directors be authorized to determine the record day for the share split, which, at the time of this summons is planned to be 12 May 2015.

Resolution on the reduction of the share capital by automatic redemption of shares (agenda item 19b)

The Board of Directors proposes that the AGM resolves that the share capital should be decreased by SEK 600,597.58 by redemption of 5,610,000 series A shares and 34,296,816 series B shares for repayment to shareholders. The shares to be redeemed are constituted of the shares that are called redemption shares after the share split has been carried out in accordance with the above. Payment for each redemption share will be SEK 5.00, of which approximately SEK 4.9699 exceed the quotient value (after the share split). Any redeemed redemption shares of series A or series B that are held by the company will be redeemed without repayment and such amount will be allocated as unrestricted equity to be used by the AGM. The total redemption settlement amounts to SEK 199,534,080. The Board of Directors proposes that trading in series B redemption shares should occur during the period from and including 13 May 2015 up to and including 27 May 2015. The Board of Directors proposes that the Board of Directors is authorized to determine the record day for the redemption of redemption shares, which at the time of this summons is planned to be 3 June 2015. Payment is scheduled to be made through Euroclear Sweden AB on 8 June 2015.

Resolution on an increase of share capital by means of a bonus issue (agenda item 19c)

In order to enable a timely redemption procedure without the requirement of approval from the Swedish Companies Registration Office or a general court, the Board of Directors proposes that the AGM resolves to restore the company's share capital to its original level by increasing the company's share capital by SEK 600,597.58 through a bonus issue by transfer from the company's unrestricted equity to the company's share capital. No new shares will be issued in connection with the increase in the share capital.

Resolution regarding an incentive program comprising of issuance of warrants to employees (agenda item 20)

The Board of Directors of the company finds it appropriate, and in the interest of all shareholders, that senior executives and key employees in the group be offered long-term ownership interest. The Board of Directors therefore proposes that the AGM should resolve on a long-term incentive program for senior executives and key employees including the issuance of warrants, substantially in accordance with the below. This also constitutes cause for deviation from the preferential rights of shareholders upon issuance.

The dilution effect is calculated to a maximum of approximately 0.50 percent of the total number of shares, and approximately 0.22 percent of the total number of votes in the company, provided that there is full subscription and full exercise of all warrants. Considering outstanding warrants in accordance with previous warrants programs, the total dilution consists of approximately 0.79 percent of the total number of shares and approximately 0.35 percent of the total votes in the company.

The AGM is informed that the Board of Directors considers encouraging participation in the incentive program by paying out a cash remuneration one month prior to the expiry

of the warrants. The remuneration will be paid only under the condition that the participant is still employed by the group and that certain other conditions are fulfilled. The net cash remuneration may amount to maximum 70 percent of the premium paid.

A prerequisite for participation in the incentive program by the senior executives and key employees that the program is targeting is that they each enter into an agreement with the company governing the ownership of the warrants. The agreement contains, inter alia, conditions stating that anyone who wishes to sell their warrants or terminate their employment with the company prior to exercising the warrants is obliged to offer the company to buy back the warrants at market price. If the shareholders of the company declare their intention to accept a public offer from a third party to sell half or more of the total number of shares in the company, the participants of the incentive program are obliged to sell their warrants at the same terms and conditions as the shareholders. The holders of warrants are also obliged to participate through sale or substitution of their warrants in any restructuring that may be deemed necessary before a sale of the company, assuming they retain the equivalent rights upon such a sale or substitution as prior to the transaction.

The proposal under this item is based on the number of shares before the proposed share split and automatic redemption procedure. Any recalculation according to the option terms and conditions may not be made for the proposed share split and automatic redemption procedure according to item 19 above.

Issuance of warrants to employees

The Board of Directors proposes that the AGM decides that the company, with deviation from the preferential right of shareholders, should issue a maximum of 200,000 warrants with the associated right of subscription to 200,000 series B shares in the company on substantially the following conditions.

The right to subscribe to warrants will accrue to certain permanently employed individuals in the group in accordance with principles set out below. Subscription of warrants will occur at the latest on 1 June 2015, and payment will occur at the latest on 15 June 2015. Oversubscription may not occur.

The purchase price for the warrants is determined at the start of the subscription period and shall correspond to the market value of the warrants according to an external independent valuation applying a generally accepted valuation principle (The Black & Scholes model).

Employees will be offered the opportunity to subscribe to warrants at the market price according to the following:

- Category 1 (CEO) will be offered the opportunity to subscribe to a maximum of 40,000 warrants.
- Category 2 (other senior executives – approx. 7 persons) will be offered the opportunity to subscribe to a maximum of 72,000 warrants.
- Category 3 (other key employees – approx. 25 persons) will be offered the opportunity to subscribe to a maximum of 88,000 warrants.

The total number of warrants that can be issued to employees in categories 1-3 above shall amount to a maximum of 200,000 warrants.

The Board of Director shall decide on distribution of warrants within the framework set out above.

An offer of subscription to warrants for employees outside of Sweden requires that there are no legal or tax impediments, and that the Board of Directors believes that such offer can occur with reasonable administrative and/or financial resources.

The holder of a warrant has the right, during the time from and including 1 August 2018, up to and including 1 October 2018, for one (1) warrant, to subscribe to one (1) new series B share in the company at a subscription price corresponding to 130 percent of the series B share's average closing price on Nasdaq Stockholm during the period from and including 11 May 2015, up to and including 25 May 2015, however at the lowest at a subscription price corresponding to the quotient value of the series B share.

In case of full subscription and full exercise of the proposed warrants, the company's share capital may increase by SEK 6,020 by the issuance of a maximum of 200,000 shares, each with a quotient value of SEK 0.0301, subject to any increase that may be caused by recalculation in accordance with the conditions of the warrants as a result of share issuances etc. These new shares constitute, if fully exercised, approximately 0.50 percent of the total number of shares and approximately 0.22 percent of the total number of votes in the company.

The approval of shareholders by at least nine tenths of both the votes given and the shares that are represented at the meeting are required for a valid resolution under this item 20.

Information at the Annual General Meeting

The Board of Directors and the CEO shall, if a shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the company's or subsidiaries' financial situation and the company's relationship to other group companies.

Other

Copies of financial statements, auditor's report and other documents with complete proposals, including a separate information brochure concerning the proposed redemption of shares, and other documents in accordance with the Companies Act will be made available to shareholders at the company from and including 8 April 2015 at the latest, and on the company's website, and will be sent free of charge to shareholders who request it and provide their postal address.

On 26 March 2015 there were a total of 39,906,816 shares in the company, consisting of 5,610,000 series A shares and 34,296,816 series B shares, corresponding to a total of 90,396,816 votes. The company held no treasury shares at the time of the summons.

Stockholm, in March 2015
Net Entertainment NE AB (publ)
The Board of Directors