

# **Articles of Association for Net Gaming Europe AB**

## **Reg. no. 556693-7255**

**Adopted at the Annual General Meeting on 3 June 2015**

### **§ 1. Business name**

The Company's business name is Net Gaming Europe AB. The Company is a public limited company (publ).

### **§ 2. Registered office**

The Company's registered office is in Stockholm.

### **§ 3. Business activities**

The Company will conduct IT and management consulting and, through subsidiaries, online gaming and related activities.

### **§ 4. Share capital and number of shares**

The share capital shall be not less than SEK 9,779,250 and not more than SEK 39,117,000. The minimum number of shares shall be 57,525,000 and the maximum 230,100,000.

### **§ 5. Board of Directors**

The Board of Directors shall consist of 3-10 members, with a maximum of 10 deputies. Board members are elected annually at the Annual General Meeting for the period up to the next Annual General Meeting.

### **§ 6. Auditor**

The Company shall have one or two auditors, with a maximum of two deputies, or one or two registered accounting firms.

### **§ 7. Notice of General Meeting**

Notice of a General Meeting of shareholders shall be given by announcement in Post och Inrikes Tidningar (The Swedish Gazette) and by publication on the Company's website. As soon as the notice of the meeting has been published on the Company's website, information to this effect shall be announced through advertisement in the national daily Svenska Dagbladet.

Notice of an Annual General Meeting or an Extraordinary General Meeting that will consider amendment of the Articles of Association shall be issued no earlier than six weeks and no later than four weeks before the meeting. Notice of other Extraordinary General Meetings shall be issued no earlier than six weeks and no later than two weeks before the meeting.

### **§ 8. Annual General Meeting**

An Annual General Meeting shall take place every year within six months of the Company's financial year-end. Mandatory items on the agenda are as follows:

1. Election of a person to chair the meeting
2. Preparation and approval of the electoral roll
3. Adoption of the proposed agenda
4. Election of one or more persons to check the minutes
5. Consideration of whether the meeting has been duly convened
6. Presentation of the annual accounts and audit report, and, if relevant, the consolidated annual accounts and audit report
7. Decisions on
  - a) adoption of the income statement and balance sheet, and, if relevant, the consolidated income statement and balance sheet;
  - b) distribution of the Company's profit or loss according to the approved balance sheet; and
  - c) discharging Board members and the CEO from liability;
8. Determination of Board and auditors' fees
9. Election of Board members and any deputies, and auditors and any deputies
10. Other business that has come before the AGM pursuant to the Swedish Companies Act or the Articles of Association.

#### **§ 9. Financial year**

The Company's financial year shall be 1 January to 31 December.

#### **§ 10. Notification of attendance**

To be entitled to participate in the AGM, shareholders must notify the Company, with details of the number of advisors, by the date indicated in the notice of the meeting. This day may not be a Sunday, a public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve, and may not be earlier than the fifth business day before the meeting. Proxies do not need to specify the number of advisors. The maximum number of advisors is two.

#### **§ 11. Record date provision**

The Company's shares shall be registered in a central securities depository in accordance with the Financial Instruments (Accounts) Act (1998:1479).