

## **NOTICE OF ANNUAL GENERAL MEETING OF NET GAMING EUROPE AB (PUBL)**

**The shareholders of Net Gaming Europe AB (publ), 556693-7255, are hereby given notice of the Annual General Meeting at 10 a.m. on Tuesday 30 May 2017 at Advokatfirma DLA Piper Sweden's premises at Kungsgatan 9 in Stockholm.**

### **Notification of attendance etc.**

Shareholders wishing to attend the AGM must be registered in Euroclear AB's share register as at Tuesday 23 May 2017, and must send written notification, no later than Friday 26 May 2017, to Net Gaming Europe AB (publ), Box 7385, 103 91 Stockholm, Sweden or by e-mail to [info@netgaming.se](mailto:info@netgaming.se). The notification must include the full name, personal or corporate identity number, shareholding, address, daytime phone number and, if applicable, information about representatives or advisors (maximum two). The notification shall, if applicable, be accompanied by proxy forms, registration certificates and other authorisation documents.

### **Nominee-registered shares**

Shareholders who have registered their shares in the name of a nominee through a bank's trust department or an individual broker must temporarily register the shares in their own name with Euroclear Sweden AB. Shareholders wishing to temporarily re-register their shares must notify their nominee of this well in advance of Tuesday 23 May 2017, when such re-registration must be completed.

### **Proxies etc.**

Shareholders represented by proxy shall issue a dated proxy form. If the proxy form is issued by a legal entity, it must be accompanied by a certified copy of the registration certificate or similar document ("registration certificate") for such legal entity. The proxy form is valid for one year after issuance, but may be valid for up to five years after issuance if so specified. The registration certificate may not be older than one year. The original proxy form and any registration certificate must be sent to Net Gaming Europe AB well in advance of the meeting. Proxy forms are available on the Company's website, [www.netgaming.se](http://www.netgaming.se).

### **Proposed agenda:**

- 1 Opening of the meeting.
- 2 Election of a person to chair the meeting.
- 3 Preparation and approval of the electoral roll.
- 4 Adoption of the proposed agenda.
- 5 Election of person to verify the minutes.
- 6 Consideration of whether the meeting has been duly convened.
- 7 Presentation of the annual report and audit report.
- 8 Resolution on adoption of the income statement and balance sheet.
- 9 Resolution on appropriation of the Company's profit or loss according to the adopted balance sheet.
- 10 Resolution on discharging Board members and the CEO from liability.
- 11 Determination of Board and auditors' fees.
- 12 Resolution on number of Board members.
- 13 Election of Board members and auditor.
- 14 Resolution on authorisation of the Board to decide to issue new shares
- 15 Resolution on introducing incentive schemes for key employees in subsidiaries, comprising
  - a. Resolution on issue of employee share options; and
  - b. Resolution on issue of warrants and approval of transfer of warrants/shares to fulfil the Company's obligations under issued employee share options.
- 16 Closing of the meeting.

### **Proposals for resolution in brief:**

#### **Appropriation of profit (item 9)**

The Board proposes that the AGM adopt appropriation of the Company's profit in accordance with the proposal in the annual report. The Board also proposes that no dividend be paid for the financial year 2016.

**Determination of Board and auditors' fees (item 11)**

Shareholders representing approx. 76 percent of the shares and votes in the Company have recommended Board fees of SEK 400,000, distributed as follows: SEK 160,000 to the Chairman and SEK 80,000 to each of the other Board members. It is proposed that Board members who are paid by the Company shall not receive any fee. Board members shall be entitled to invoice the fee through a company, provided this is cost-neutral for the company. It is proposed that auditors' fees shall be paid on approved account.

**Resolution on number of Board members (item 12)**

It is proposed that the Board shall consist of five ordinary members without deputies.

**Election of Board members and auditor (item 13)**

Shareholders representing approx. 76 percent of the shares and votes in the Company have recommended re-election of the ordinary Board members Jonas Bertilsson, Tobias Fagerlund, Henrik Kvik, Jonas Söderqvist and Marcus Teilman, with Henrik Kvik as Chairman. Authorised public accountant Per-Åke Bois is proposed as auditor, with authorised public accountant Daniel Boström as deputy auditor.

**Resolution on authorisation of the Board to decide to issue new shares (item 14)**

The Board proposes that the AGM authorise the Board to issue new shares, with or without preferential rights for the Company's shareholders, on one or more occasions in the period up to the next AGM. The share issue may be in cash, provided new shares are paid for in kind or by set-off, or otherwise in accordance with Chapter 13, section 5, first paragraph (6) of the Companies Act. The total number of shares that can be issued under the authorisation may not exceed 60 million shares. The purpose of the authorisation is to strengthen the Company's cash in a time-effective way or to facilitate acquisitions for which payment is in cash or with own shares. The Board or a party appointed by the Board shall be entitled to make any minor adjustments that may result from registration of the authorisation with the Swedish Companies Registration Office.

**Resolution on introducing incentive schemes etc. (item 15)**

In order to continue motivating key employees in the Company's subsidiaries, the Board proposes that the meeting adopt the introduction of a new incentive scheme in accordance with the following main terms:

It is proposed that the meeting adopt an issue of up to 1,200,000 employee share options. Only individuals who are, or are in the process of becoming, employees of Net Gaming Europe AB's subsidiaries shall be entitled to receive the options. Each option will entitle the holder to acquire one (1) new share in the Company at a price corresponding to 130 percent of the volume-weighted average price of all transactions in the Company's shares in the period 31 May 2017 to 14 June 2017 on AktieTorget. The options can be exercised in the period 1 July 2020 to 30 August 2020. The exercise of the options is conditional on the holder being an employee of a subsidiary of Net Gaming Europe AB on the exercise date. The options are not transferable.

In order to enable the Company's provision of shares in accordance with the options issued, the Board proposes that the meeting adopt an issue, with a derogation from shareholders' preferential rights, of 1,200,000 warrants to a subsidiary owned by the Company. The warrants are issued free of charge. Each warrant will entitle the holder to subscribe for one (1) new share in the Company at a subscription price corresponding to 130 percent of the volume-weighted average price of all transactions in the Company's shares in the period 31 May 2017 to 14 June 2017 on AktieTorget. The deadline for subscription for shares based on the warrants is 30 September 2020.

In this connection, the Board proposes that the general meeting approve the subsidiary's transfer of shares to holders of employee share options under the proposal.

In the event of full exercise of the warrants, the Company's share capital will increase by a maximum of SEK 312,000, divided into 1,200,000 shares with a par value of SEK 0.26, corresponding to a dilutive effect of approx. 2.02 percent of the share capital and votes in the Company as on the date of this notice.

#### **Documents**

The annual report and the audit report will be available from the Company with effect from 9 May 2017 the Board of Directors' complete proposals for resolutions in accordance with the above will be available from the Company with effect from 16 May 2017 and will be sent free of charge to shareholders who request a copy and provide their address. The documents are also available on the Company's website [www.netgaming.se](http://www.netgaming.se).

#### **Shareholders' right to request information**

If any shareholder so requests and the Board considers that this will not cause material harm to the Company, the Board and the CEO shall provide information at the general meeting regarding circumstances that may affect the assessment of an item on the agenda and circumstances that may affect the assessment of the Company's financial situation. The duty of disclosure also relates to the Company's relationship to other Group companies and the consolidated financial statements, and such circumstances regarding subsidiaries as referred to in the first paragraph.

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Stockholm, May 2017  
**Net Gaming Europe AB (publ)**  
BOARD OF DIRECTORS