

## **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 1.00 p.m. on Thursday 23 May 2019 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 Friday 17 May 2019, and must send written notification, no later than Monday 20 May 2019, to Net Gaming Europe AB (publ), Box 7385, 103 91 Stockholm, Sweden or by e-mail to info@netgaming.se. The notification must include the full name, personal or corporate identity number, shareholding, address, daytime phone number and, when 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 Friday 17 May 2019, 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.

### **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 to amend the Articles of Association.
- 16 Resolution on establishment of a warrant-based incentive programme for key personnel.
- 17 Closing of the meeting.

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

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

The Board proposes that the AGM adopt a resolution to carry forward the Company's profits, which means that no dividend will be paid for the 2019 financial year.

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

Proposals regarding Board fees will be provided together with other documents no later than two weeks before the AGM, as below. 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 at least four (4) and no more than six (6) ordinary members without deputies.

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

Proposals regarding the election of the Board will be provided together with the other documents no later than two weeks before the meeting, as below.

It is proposed that PricewaterhouseCoopers be newly elected as auditor. PricewaterhouseCoopers has stated that they will appoint Aleksander Lyckow as chief 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 to amend the Articles of Association (item 15)**

Following the change of presentation currency to EUR, it is proposed that the boundaries for share capital in the Articles of Association be amended so that the amounts are stated in EUR.

The Board also proposes an adjustment of the business description as follows:

*The Company will, directly or indirectly, conduct online lead generation operations and related activities.*

**Resolution on establishment of a warrant-based incentive programme for key personnel (item 16)**

The Board proposes that the Annual General Meeting adopt an issue, with a derogation from shareholders' preferential rights, of up to 250,000 warrants on the following main conditions:

Christian Käfling, the newly appointed Head of M&A for the Group, has exclusive right to subscribe for the warrants. The warrants shall be issued at market value, which shall be calculated by an independent valuation institute just before subscription, using the Black & Scholes pricing model.

Each warrant entitles the holder to subscribe for one (1) new share in the Company at a subscription price corresponding to 150 percent of the volume-weighted average price for the Company's shares in the period 24 May 2019 to 10 June 2019 on Nasdaq First North's official price list.

The warrants may be used to subscribe for shares during the period 15 June 2023 to 15 July 2023.

In the event of full exercise of the warrants, the Company's share capital will increase by EUR 6,324.62, divided into 250,000 shares (subject to recalculation of the number of shares under the option terms), corresponding to dilution of about 0.33 percent of the number of outstanding shares and votes in the Company. The Company also has two outstanding incentive programmes. The combined total dilution on full exercise of all outstanding and proposed option programmes is approximately 2.25 percent of the number of outstanding shares and votes in the Company.

The rationale behind the proposal and the reason for the derogation from shareholders' preferential rights is to create a warrant-based incentive programme for the Group's incoming Head of M&A. Under such a programme, the participant is offered an opportunity to be part of the growth in value of the Company's share, thereby leading to increased commitment to the Company's operations and earnings development, higher motivation and a sense of identification with the Company. It is the Board's assessment that this may have a positive impact on the Company's continuing development, benefiting both the Company and its shareholders.

For a resolution on the proposal to be valid, the decision must be supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the meeting.

**Documents**

The annual report and the audit report will be available from the Company no later than 2 May 2019 and the Board's full proposals on the matters listed above will be available no later than 9 May 2019. These documents will be sent free of charge to shareholders who request a copy and provide their address, and 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.

**Processing of personal data**

For information on how your personal information is processed, please refer to the privacy policy available on Euroclear's website [www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf](http://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf).

\*\*\*

Stockholm, April 2019  
**Net Gaming Europe AB (publ)**  
BOARD OF DIRECTORS