

## **Proposed Articles of Association (item 16 a on the agenda)**

**24 March 2014**

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### **Article 1      Registered name**

The registered name of the company is Mr Green & Co AB (publ).

### **Article 2      The Board of Director's Registered Office**

The Registered Office of the Board of Directors is in Stockholm, Sweden.

### **Article 3      Operations**

The object of the Company's operations is to, via subsidiaries or associated companies, engage in IT, software development, consulting and support activities with a focus on the gaming industry as well as other compatible business activities.

### **Article 4      Share capital**

The share capital shall be not less than SEK 30,000,000 and not more than SEK 120,000,000.

### **Article 5      Number of shares**

The number of shares in the Company shall not be less than 30,000,000 and not more than 120,000,000.

### **Article 6      Board of Directors**

The Board of Directors shall consist of three to ten members, with not more than ten deputies. These individuals are elected annually at the Annual General Meeting for the period until the next Annual General Meeting has been held.

### **Article 7      Auditors**

The Company shall elect one to two auditors with or without an alternate auditor. One authorised firm of auditors shall be elected.

### **Article 8      Notice of General Meeting of Shareholders**

Notice convening the General Meeting of Shareholders shall be given in the form of an announcement in *Post- och Inrikes Tidningar* and on the Company's website. An advertisement that notification of the Annual General Meeting has taken place shall simultaneously be made in *Dagens Industri*.

### **Article 9      General Meeting of Shareholders**

The Annual General Meeting is held every year within six months of the end of the financial year.

The following items of business shall be addressed at the Annual General Meeting:

- 1) Election of Chairman of the Meeting
- 2) Preparation and approval of the voting list
- 3) Approval of the agenda
- 4) Election of one or two minute-checkers
- 5) Determination of whether the Meeting has been duly convened
- 6) Presentation of the annual report and any audit report and, where applicable, the consolidated financial statements and any audit report on the consolidated financial statements
- 7) Resolutions concerning
  - a. the adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and the consolidated balance sheet
  - b. the disposition of the Company's profit or loss in accordance with the adopted balance sheet
  - c. the discharge of the members of the Board of Directors and of the President from personal liability, in the event such liability exists
- 8) Resolutions concerning remuneration of Board members and, where applicable, remuneration of auditors
- 9) Election of members of the Board and auditors as well as any alternate auditors.
- 10) Other business to be addressed by the Meeting in accordance with the Swedish Companies Act or the Articles of Association.

At a General Meeting of Shareholders, each registered voter is entitled to vote for the full number of shares owned and represented by him/her.

#### **Article 10      Right to participate in a General Meeting of Shareholders**

Shareholders who wish to participate in proceedings at a General Meeting of Shareholders must be registered as shareholders in the print-out or other representation of the entire share register as specified under the provisions in Chapter 7, Section 28, third paragraph of the Swedish Companies Act (2005:551) concerning circumstances five working days prior to the Meeting, and must notify the Company not later than the date given in the notice of the Meeting. This may not be a Sunday, public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve, nor may it fall less than five working days prior to the meeting.

Shareholders are entitled to be accompanied at the General Meeting of Shareholders by one or two advisors, but only if the shareholder notifies the Company of the number of advisors in the manner stated above.

#### **Article 11      Financial year**

The financial year is 1 January – 31 December.

#### **Article 12      Central Security Register provision**

The Company's shares shall be registered in a Central Security Register (CSD) pursuant to the Swedish Financial Instruments Accounts Act (1998:1479).

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