

## Appendix 2:1

The Board of Betting Promotion Sweden AB (publ), corporate ID no. 556466-8860, (the "Company"), decided at its meeting on 15 May 2009 to establish the following

### Rules of procedure for the Audit Committee

#### The Audit Committee's responsibilities and function

*The board* is ultimately responsible for the organisation of Betting Promotion Sweden AB ("the Company") and must therefore monitor that there are satisfactory controls for risk management, financial accounting and financial reporting.

*The Audit Committee* ("the Committee") shall facilitate the pursuit of the board's oversight responsibilities in accordance with the above. The Committee is a sub-committee to the board and has only limited decision-making powers in the board via matters specified in the Rules of Procedure. The Committee's Rules of Procedure will be established annually by the board at its inaugural meeting following the Annual General Meeting at which the Company's other policies, Rules of Procedure and terms of reference are established.

The Committee will contribute to good financial reporting that upholds the market's confidence in the Company. Furthermore, the Committee will ensure a qualified, effective and independent external audit of the Company *and* that good communication between the board and the elected external auditors is maintained.

The committee should especially monitor and check the Company's:

- accounting principles;
- financial management;
- risk management, *and*
- the internal control structure, resources and ongoing work.

That which is prescribed for the Company above also applies to the Group where appropriate.

The Committee will prepare questions relating to the election of auditors and fees to external auditors and through its Chairman will maintain close contact with the Company's Nominating Committee for its proposals to the Annual General Meeting regarding the election of auditors and its proposals for determining the auditors' fees.

#### Committee members

Audit Committee members are appointed by the Company's board at its inaugural meeting and shall consist of *at least* three board members. The Chairman of the board must be included. The board appoints the Committee's chairman, who may not be the Chairman of the board. The majority of the Committee must be independent of the Company and its management. At least one member must be independent of the Company's major shareholders. Board members who are included in the senior management may not be members of the Committee.

The Committee's decisions demand that *at least* three members are present including its Chairman. Majority decisions apply. In a tied vote, the Committee's Chairman has the casting vote.

Each member of the Committee must immediately inform the Committee via its Chairman *and* the Company's board if any issues arise *or* are expected to arise that may give rise to a conflict of interest in their work as a member of the Committee.

The Company's CEO, CFO and other senior executives or elected external auditors may be called upon to participate in the Committee's meetings.

### **Fees to members of the Committee**

Any fees to Committee members will be determined by the Annual General Meeting following a proposal from the Nomination Committee.

### **The Committee's meetings, notices, agendas, minutes, etc.**

At least three Committee meetings will be held each year. These will be held in connection with the Company's scheduled board meetings that deal with financial reporting to the stock market. Additional meetings may be held at the request of Committee members, the CEO, CFO or elected external auditors.

Members shall be convened with reasonable notice in advance. Agendas and supporting documents for the Committee meeting will be submitted to the members not later than five working days prior to the meeting.

Minutes shall be kept for each meeting. The Committee's Chairman shall attest the minutes together with a member of the Committee. The Committee's minutes will be immediately available to Committee members *and* to the Company's board of directors for further distribution to its members.

### **The Committee's areas of responsibility**

The Committee will monitor and make recommendations on issues relating to:

- internal control and management and reporting of financial, legal and operational risks, with significant potential to affect the results;
- internal auditing;
- auditing and financial reporting to the stock market;
- external auditing, *and*
- complaints concerning the audit.

#### *The Committee's internal control*

The Committee shall monitor whether the Company's management has focused on the Company having an infrastructure that enables an efficient and appropriate control and assessment of the company's financial position, as well as significant financial, legal and operational risks. *Infrastructure* relates to organisation, policies, guidelines, accounting systems, skills for operational planning and budgeting, IT support, personnel and consultants, etc. The Committee's duties do not affect the CEO's ultimate responsibility in these matters.

The person in the Company with the responsibility for internal auditing and internal control will *in connection* to the completion of the Annual Report, annually prepare and deliver a written report to the Committee regarding the status of the internal control.

#### *Internal audit*

The Committee will monitor that the Company's management has focused on closely monitoring specific risk areas that are relevant to the business and evaluate and review the reports and conclusions of the internal audit and internal controls relating to such areas.

### Auditing and financial reporting

The Committee will:

- review financial statements prior to board's review and provide recommendations for the board to decide;
- evaluate and check that the Company's accounting principles comply with valid legislation and generally accepted principles at all times *and* that these are applied correctly;
- assess whether the accounts give a true and fair view of the Company's operations and its financial position;
- assess whether the principles used in the interim reports provide a good picture of the Company's operations and financial development and position in general;
- examine essential commitments or other obligations and their financial impact, *and*
- examine any tax issues that could significantly affect the accounts.

### External audit

The Committee will all evaluate the audit work and make recommendations for the Annual General Meeting's election of external auditors *and* regarding its determination of the auditors' fees. Contact will be made with the Nomination Committee regarding these matters.

The Committee shall prepare the audit and review plans, together with the elected auditors. This is in order to clarify the auditors' responsibilities, their planned audit work and risk assessments, for example. The Committee will give the auditors their views on the extent and priorities of the audit's focus.

The Committee may request additional reviews by the auditors that it deems essential.

The Committee will ensure that the auditors' independence is maintained and shall thereby specifically examine the auditors' consulting role to the Company. The Committee can decide on matters relating to auditors' consulting assignments in the Company with consideration that the auditors' independence shall not be called into question.

Committee will review the auditors' reports regarding internal control, accounting and financial reporting.

The Committee will closely follow that cooperation between auditors and company management is functioning well and that the senior management is following the guidelines provided by the auditors.

The Committee will meet *at least* twice each year with the auditors *with* a representative of the Company's management present at least at one of these meetings. The first meeting will be in *April/May* and the second will be in *August*. Both meetings will be in direct connection to the Company's scheduled board meetings that deal with financial reporting to the stock market.

The auditors shall report to the Committee if there are significant errors in the accounting area and suspicions of irregularities. Each Committee member is entitled to request and obtain information from the auditors regarding the content of their audit work.

The auditors, together with the Committee, will make a written statement of their work to the Company's board of directors once a year in connection with the review of the annual accounts.

Complaints regarding auditing matters

All matters relating to complaints regarding accounting, internal control, internal audit or auditing matters shall be reported to the Committee.

**The Committee's access to information**

The senior management must inform the Committee of significant decisions concerning the operational changes or changes in organisational structure that may be relevant to the risk assessment, internal controls or accounts. The same applies if the senior management deviates from previously established plans and goals within such areas. Committee members should have the opportunity to review the accounting records, contracts and other relevant information.

If the Committee and/or any of its members deem it necessary, it shall have the right to seek independent advice on certain matters.

**Reporting to the Company's board of directors and the Annual General Meeting**

The Committee shall continuously submit to the board of directors:

- verbal reports about its activities;
- proposals in matters that require the board's approval, *and*
- minutes from its meetings for necessary archiving and for further distribution to all members of the Company's board.

Information about the Committee's composition and its work will be provided in the Company's Annual Report or in the board's annual Corporate Governance Report. The Committee Chairman will submit a written report of the attendance of the various members at Committee meetings during the year to the Company's board of directors.

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