

Appendix 2

The Board of Betting Promotion Sweden AB (publ), corporate ID no. 556466-8860, ("the Company"), decided at its meeting on 12 May 2010 to establish the following

Rules of procedure for the Board of Betting Promotion Sweden AB

1. Introduction

- 1.1 The purpose of the Rules of Procedure is to establish procedures for the Board's duties and control of the administration of the Company's affairs and to clarify the allocation of assignments and attribution of responsibility between, on the one hand, the Board and the CEO, and, on the other, between the Board and its committees.
- 1.2 The Rules of Procedure are set annually at the inaugural board meeting. If circumstances dictate, the Rules of Procedure may be revised during the year in accordance with the Board's decision.

2. Board meetings

- 2.1 The Board shall meet in an inaugural meeting immediately after the Annual General Meeting.
- 2.2 Board meetings are scheduled when needed, however, at least six times a year, including at least four meetings that are held in conjunction with the submission of financial statements to the stock market. In addition, an inaugural board meeting is held following the Annual General Meeting. If needed, board meetings may either entirely or partly be conducted by telephone. There should be coordination between scheduled board meetings and the meetings of the Audit Committee pursuant to the Rules of Procedure. The timetable for board meetings is not fixed and may change over time.

Timetable of scheduled board meetings with key points:

No. 1: Jan/Feb: Press release (of unaudited annual earnings figures etc.), annual accounts, audit issues, ~~the~~ determination of salary and remuneration issues including variable bonus programmes;

No. 2: Apr/May: Audit issues, the AGM agenda, quarterly report, investments, AGM;

Inaugural meeting: Establishment of the authority to sign for the company, Corporate Governance Policy, Rules of Procedure for the Board, Rules of Procedure for the Audit Committee, and Terms of reference for the CEO. Appointment of members to the committees of the Board. Establishment of other policies and guidelines.

No. 3: Jul/Aug: Half-yearly report

No. 4: Aug/Sep: Review of Corporate Governance, establishment of operational goals, strategies and investments;

No. 5: Oct/Nov: Quarterly report;

No. 6: Nov/Dec: Financing matters, questions concerning the annual accounts, budget, auditing, evaluation of the Board's duties during the year and evaluation of the duties of the CEO and senior executives.

2.3 Additional meetings shall be held if requested by board members or the CEO. Such meetings are convened by the Chairman, to be held within 14 days of the request.

2.4 Meetings shall be scheduled at a time and date that suits all board members. If a suitable time and date cannot be determined, the meeting may be held at any other time and date, provided that the non-attending board members approve the schedule.

A member's notice of non-attendance, after a meeting has been scheduled, should not impact the original schedule, unless the Chairman decides otherwise. In extraordinary and unexpected circumstances, the Chairman may determine the date for the meeting.

2.5 At least one of the board meetings, and more if needed, shall each year be held in the offices of one of the Company's subsidiaries.

3. Meetings, notices, agendas and basis for decisions

3.1 Written notice of meetings, stating the time and place, shall always be sent to the board members in advance of the meeting.

3.2 The agenda for the meeting shall – together with the basis for decisions required for the discussion of each matter – be provided for every board member no later than approximately one week before scheduled meetings.

3.3 The Chairman determines, after consulting the CEO, the subjects which are to be put on the agenda.

3.4 At the inaugural board meeting, the following subjects shall be discussed:

- a) Determination of the time and place of scheduled board meetings during the coming year;
- b) Appointment of the CEO, if appropriate;
- c) Appointment of authorised signatory for the Company and decisions on how the business name be signed;
- d) Appointment of the persons to attest the Board's minutes;
- e) Establishment of:
 - Corporate Governance Policy;
 - Rules of Procedure for the Board of Directors;
 - Rules of Procedure for the Audit Committee
 - Terms of reference for the CEO,
 - other policies and guidelines, *and*
 - routines for reporting to the Board of Directors;
- f) Election of members to the Board committees.

3.5 The following matters shall normally be discussed at every scheduled board meeting:

- a) The opening of the session;
- b) Approval of the agenda;
- c) Minutes of the previous board meeting
- d) Previous minutes from the Audit Committee, if appropriate;
- e) Information on the business situation and major events within the Company and the Group;
- f) Reports;
- g) Matters for decision;
- h) Other matters;
- i) Date/time for the next meeting;
- j) Closure of the meeting.

3.6 The following reports shall be discussed at every scheduled board meeting:

- a) Report on the Company's and Group's operations, including balance, result and liquidity;
- b) Report on extraordinary measures taken between board meetings;
- c) Report on any disputes and significant risks of financial loss.

3.7 In addition to the documentation, which the Board receives in conjunction with each meeting, the Board shall, if needed, obtain information on important corporate events and the Company's operations, such as the outcome with regard to the budget, with comments on the significant deviations, the development of major ongoing projects and anticipated major business events. Reporting according to this point and point 3.6 above constitute reporting instructions pursuant to Chapter 8 Section 5 in the Law (2005:551) on limited companies (Aktiebolagslagen (2005:552)).

4. The responsibilities of the Board and division of duties

- 4.1 The Board is the Company's highest administrative body after the General Meeting of shareholders. The Board shall e.g.:
- be responsible for the Company's organisation and the management of the Company's affairs;
 - ensure that the Company's organisation is designed so that the accounting, the management of assets and the Company's general financial circumstances are controlled in a prudent manner;
 - continuously assess the Company's financial situation;
 - verify that the Company complies with applicable laws and regulations;
 - evaluate the work of the Board during the year;
 - continuously evaluate the company's CEO and the operational management work, *and*
 - assess any significant assignments the CEO or senior executives wants to take outside their employment and decide if they should be approved or not; *and*
 - execute the duties of the Remuneration Committee regarding principles of salaries and remuneration.

The rules prescribed above, also applies to the Group, if appropriate.

- 4.2 The Board will primarily engage in comprehensive and long-term issues and issues that are of unusual nature or of great importance to the Company and the Group.
- 4.3 The Chairman of the Board represents the board both externally and internally. The Chairman shall lead the work of the Board, monitor and ensure that the Board carries out its duties in accordance with e.g. laws, regulations, statutes, the Swedish Code of Corporate Governance and the Rules of Procedure for the Board.

4.4 The CEO is responsible for the continuous management under the guidelines and instructions specified by the board. The CEO or his appointee is the rapporteur of the Board.

5. The committees of the Board

5.1. The Board has an Audit Committee, with separate Rules of Procedure, which are constituted by Appendice 2.1 to these Rules of Procedure for the Board.

5.2 The Board decided that it would be more appropriate to make the Board execute the duties of the Remuneration Committee. It requires that board members, who are members of the Management Team, do not execute any tasks of the former Remuneration Committee. The duties include:

- measures preparatory to the decisions of the Board on matters regarding principles of salaries, remuneration and other conditions of employment for the Company's Management Team;
- follow up and assess ongoing or completed variable remuneration programs for the Management;
- follow up and assess the application of the guidelines for remunerations to senior executives, which should be decided by the Annual General Meeting according to law;
- follow up and assess applicable remuneration packages and levels of remuneration within the Company;
- to control that no conflict of interest exists for a third party contractor assigned by the Board, in relation to other assignments the same contractor has already been assigned by the Company or the Board.

6. The Board's quorum and requirements for attendance

6.1 The Board is quorate when more than half of its members participate in the meeting.

6.2 The Board's decisions are taken by a simple majority unless otherwise prescribed in the Law on limited companies, ordinance, regulation, the Articles of Association, the Swedish Code of Corporate Governance or agreements. In a tied vote, the Chairman has the casting vote.

6.3 Unless the Board determines otherwise, the Chairman after consultation with the CEO, decides which individuals should attend the discussion of matters at the meeting in addition to board of directors.

6.4 If the Chairman cannot attend the meeting or if the Chairman is otherwise unable to fulfil his assignment, the meeting will be chaired, and the Chairman's assignments will otherwise be performed by the Board's appointment.

6.5 For the meeting in conjunction with the review of annual accounts, the Company's auditors will be called to verbally report their findings from their review and audit work.

7. Issues requiring decisions by the board

7.1 The Board must make decisions on all matters that do not fall within the current management according to the CEO's terms of reference and in those matters where the Law on limited companies, the Articles of Association, the Swedish Code of Corporate Governance or conditions in contracts require board decisions.

- 7.2 The Law on limited companies and the Swedish Code of Corporate Governance prescribe decisions by the Board in relation to the following questions:
- appointment of the CEO;
 - establishment of the person authorised to sign for the company and the authority to sign for the company;
 - determination of the Rules of Procedure for the Board and its committees *and* Terms of reference for the CEO;
 - submission of the Annual Report;
 - proposed dividend;
 - new share issue;
 - gifts of socially beneficial or equivalent objectives;
 - proposed liquidation.

8. Requirements for the minutes of board meetings

- 8.1 Minutes shall be taken at board meetings in numerical sequence and will provide a summary of the Board's discussions, the decisions taken and the basis for the Board's decisions.
- 8.2 Dissenting opinion of board members shall be recorded in the minutes.
- 8.3 Minutes shall be taken by one of the Board's specifically appointed minute takers who are not board members.
- 8.4 Per capsulam minutes shall be attested by all board members.
- 8.5 Minutes of board meetings shall be sent to members as soon as possible after the meeting.
- 8.6 The Chairman of the Board is responsible for the required archiving of the minutes from board meetings. Archived original minutes shall be stored in the Company's offices. Additional archiving of electronic copies of the minutes may be done using a purpose-made electronic archive. Board minutes benefit from confidentiality, which also applies to all members, who receive copies of board meeting minutes to fulfil their duty.

9. Regulation of board member disqualification and the duty of secrecy, etc.

- 9.1 A board member may not take part in procedures or decisions regarding:
- agreements between board members and the Company;
 - agreements between the Company and third parties, if the board member has a substantial interest in the matter, that would be incompatible with the Company's interest; *and*
 - agreements between the Company and a legal entity, which the board member alone or together with someone else may represent, with the exception, however, of agreements where the Company's counterpart is a company within the same group.
- 9.2 Agreements according to point 9.1 are treated by trial or other proceedings.
- 9.3 It is incumbent on the board member to promptly notify the Board, through its Chairman, about disqualifying circumstances that may be likely to occur.
- 9.4 Board members shall observe confidentiality for all written or oral information received from the Company and regarding to what transpired at board meetings and/or meetings of the board's various committees, particularly to the extent such that information or data is not published nor obliged to be shared under the law.

10. The Board's management of auditing matters

10.1 Auditing matters are prepared initially by the special Audit Committee.

10.2 The Audit Committee shall continuously provide verbal reports to the Board about its activities, make suggestions regarding matters that require decisions from the Board and submit the minutes of its meetings to the Board for the necessary archiving and for distribution to all board members.

10.3. In order to meet the Board's information requirements, the Company's auditor reports directly to the Board once a year. On this occasion, a report on the definitive annual accounts shall be made.

10.4 The auditors' final reports and other similar documents, shall be distributed as a whole to the Board.
