

Corporate Governance Policy

Fundamental objectives of Corporate Governance

Corporate Governance comprises the structures and processes by which the company is managed. The objectives of good Corporate Governance are to strengthen the confidence in listed companies, increase the value of the company for the shareholders and ensure the financial viability of the company. The structure and the processes define the separation of powers between the company's owners, the Board of Directors, the CEO and the management team, in order to clarify and monitor the responsibility. The management shall also take into account the impact on other stakeholders, such as employees, customers, suppliers and society in general.

Good Corporate Governance is an important objective for Betting Promotion Sweden AB (hereinafter referred to as "Betting Promotion" and/or "the Company"). If clear Corporate Governance is applied, shareholders and stakeholders in the financial markets may perceive that decisions are made based on rational grounds, leading to better decisions and to an increase in the value of the company. By providing information about circumstances and decisions, and by evaluating risks openly, the market's confidence in the company and its processes increases, which also increases the company value. Control is another aspect of the compliance framework, which is important for the confidence; similarly it is self-evident that the Company complies with applicable laws, the agreements/regulations of the marketplace, the Swedish Code of Corporate Governance and the regulations of the Swedish Financial Supervisory Authority.

The Corporate Governance Policy is determined annually by the Board at its inaugural meeting following the Annual General Meeting.

The general obligations of the Company

The assignments of Betting Promotion's bodies are determined by the applicable laws, Articles of Association and the Corporate Governance Policy adopted by the Board.

The Board of Directors and the Chief Executive Officer (CEO) are responsible for the management of the Company. The Management Team supports the CEO in his duties.

General Meeting of shareholders

The Company's highest decision-making body is the General Meeting of shareholders. The General Meeting decides on the Articles of Association, and appoints the Company's Board of Directors and Chairman of the board. Betting Promotion's Articles of Association are stated in [Appendix 1](#).

Furthermore, the General Meeting appoints the company's auditors and decides on the procedure for appointing the Nomination Committee for the Annual General Meeting.

Shareholders and financial markets must be provided with information in accordance with the rules of the marketplace and the regulations of the Swedish Financial Supervisory Authority.

Board of Directors

The Board of Directors consists of members who are appointed at the Annual General Meeting. The members are appointed for one year.

The Board of Directors is responsible for the business activity and management of Betting Promotion. The Board decides on matters regarding

- the business, strategies, risk management, financing, investments, organisation;
- appropriate management and organisation of the Company's operations;
- monitoring of accounts and of financial controls within the Company, *and*
- financial reporting and other disclosure to the stock market.

The Board appoints the CEO, approves the Company's organisational structure and makes decisions on necessary policies, rules of procedure and guidelines.

The Board meets at least six times a year, including at least four meetings, which are held in conjunction with the submission of financial statements to the stock market. If necessary, board meetings may be conducted either entirely or partly by telephone.

The Company's auditors report directly to the Board once a year, in order to ensure that the management of the board is well structured and the information requirements of the board are satisfied.

The Board's assignments are described in the "Rules of procedure for Betting Promotion's board of directors", which were established at the board meeting on 12 May 2010, [Appendix 2](#).

Audit Committee

The Board has established a special Audit Committee, in order to assist the Board in its monitoring role in auditing matters. The Committee submits to the Board and has only limited decision-making powers on specific issues.

Audit Committee members are appointed by the Board and shall consist of three members. Meetings shall be held at least three times a year in conjunction with three of the Company's regular board meetings.

The Audit Committee shall contribute to

- the correct presentation of financial statements;
- a qualified, effective and independent external audit of the Company.

The Audit Committee shall supervise and monitor the Company's

- accounting principles;
- risk management;
- internal control.

Finally, the Audit Committee shall prepare questions regarding the election of auditor and auditors' fees, and, correlatively, consult with the Company's Nomination Committee.

The Company's auditors report biannually directly to the Board, in order to ensure that the Audit Committee's discussions are held in a structured way and the information requirements of the Board are satisfied.

The Audit Committee's assignments are described in the "Rules of procedure for the Audit Committee", which were established at the board meeting on 12 May 2010, [Appendix 2:1](#).

The CEO

The CEO is responsible for the daily management of the Company according to the Board's terms of reference and regulations. It is the duty of the CEO to assure that the Company's accounting practices comply with the law and that the financial affairs are managed in a reliable manner.

The assignments of the CEO are described in the "Terms of reference for the CEO", which were established at the board meeting on 12 May 2010, [Appendix 3](#).

The Management Team

The CEO appoints the members of the Management Team and is also the Chairman of the team.

The Management Team is responsible under the directives given by the Board on the operations of the Company's activities and responsible for the development and monitoring of strategies and budgets, allocation of resources, monitoring of operational activities and the preparation for board meetings.

The Management Team normally meets every other week via telephone conference. The CEO may, if needed, call additional meetings. The meetings will have agendas and minutes must be kept. The CEO is responsible for the necessary filing of minutes of the management group meetings.

Policies and guidelines

The Board decides annually on a number of policies, rules and guidelines governing the Corporate Governance, the business and operations.

The Board has established the following:

- The Corporate Governance Policy with Appendices
 - Rules of procedure for the Board of Directors;
 - Rules of procedure for the Audit Committee;
 - Terms of reference for the CEO.

The CEO determines, at least once annually, the other rules of procedure, policies and guidelines required to regulate the Corporate Governance, the business and operations.

Stockholm 12 May 2010

On behalf of the Company

the Board of Betting Promotion Sweden AB

The Corporate Governance Policy includes the following appendices and supplements:

Appendix 1.

Articles of Association

Appendix 2.

Rules of procedure for the Board of Betting Promotion Sweden AB

Appendix 2:1.

Rules of procedure for the Audit Committee

Appendix 2:2.

Rules of procedure for the Remuneration Committee

Appendix 3.

Terms of reference for the CEO