

Corporate Governance Policy

Fundamental objective of Corporate Governance

Corporate Governance comprises the structures and processes by which the company is managed. The objective of good Corporate Governance is to strengthen confidence in listed companies and to increase its shareholder value and ensure its financial viability. The structure and the processes define the distribution of power between the company's owners, the board of directors, the CEO and management team, in order to clarify and follow up the responsibility. The management will also take into consideration 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 (hereafter referred to as Betting Promotion and/or the Company). Through clear Corporate Governance, shareholders and stakeholders in the financial markets perceive that decisions are based on rational grounds, leading to better decisions thereby raising the company's value. By providing information about circumstances and decisions, and by evaluating risks openly, increases the market's confidence in the company and its processes, which also raises the value. Control aspects are also important for confidence; similarly it is self-evident that the Company complies with applicable laws, the Nasdaq OMX Nordic Exchange's agreements/regulations, the Swedish Code of Corporate Governance and the Swedish Financial Supervisory Authority's regulations.

The Corporate Governance Policy is set each year by the board at its inaugural meeting following the Annual General Meeting.

The Company's general obligations

The assignments of Betting Promotion's bodies is determined by the applicable laws, Articles of Association and by 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 the management 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](#).

The General Meeting also 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 Nasdaq OMX Nordic Exchange Stockholm's rules 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. Members are appointed for one year at a time.

The board of directors is responsible for Betting Promotion's business activity and management. 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 and approves the Company's organisational structure and makes decisions regarding necessary policies, rules of procedure and guidelines.

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

To ensure that the board's work takes place in a structured way and to satisfy the board's information requirements, the Company's auditors report directly to the board on one occasion per year.

The board's assignments are described in the "Rules of procedure for Betting Promotion's board of directors" which was established at the board meeting on 3 April 2009, [Appendix 2](#).

Audit Committee

To assist the board in its monitoring role over auditing matters, the board has established a special Audit Committee. 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 will be held at least three times per year in association with three of the Company's regular board meetings.

The Audit Committee will contribute to

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

The Audit Committee shall oversee and monitor the Company's

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

The Audit Committee will finally prepare questions regarding the election of auditor and auditors' fees, and will consult with Company's Nomination Committee in connection with this.

To ensure that the Audit Committee's discussions are held in a structured way and to satisfy the board's information requirements, the Company's auditors report directly to the board on two occasions per year.

The Audit Committee's assignments are described in the "Rules of procedure for the Audit Committee" which was established at the board meeting on 3 April 2009, [Appendix 2:1](#).

Remuneration Committee

To assist the board in salary and remuneration matters, the board establishes a Remuneration Committee to

- propose a comprehensive policy regarding the salaries, remuneration and other general employment benefits at Betting Promotion;
- approve the CEO's proposals for salaries and remuneration of the management team within the aforementioned policy;
- submit proposals to the board for its decision to establish the salary and remuneration of the CEO.

The Remuneration Committee consists of three members and meets at least twice a year. The meetings will be held in connection with two of the Company's scheduled board meetings.

The Remuneration Committee's assignments are described in the "Rules of procedure for the Remuneration Committee" which was established at the board meeting on 3 April 2009, [Appendix 2:2](#).

CEO

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

The CEO's assignments are described in the "Terms of reference for the CEO" which was established at the board meeting on 3 April 2009, [Appendix 3](#).

Management Group

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

The management team is responsible under the directive given by the board for the operation of the Company's activities, the development and follow-up of strategies and budgets, allocation of resources, monitoring of operational activities and the preparation for board meetings.

The management group normally conducts meetings every other week via telephone conference. Additional meetings may be held in circumstances where the CEO finds that the need exists. The meetings will have agendas and be minuted. The CEO is responsible for the necessary filing of the minutes of the management group meetings.

Policies and guidelines

The Board decides annually on a number of policies, rules and guidelines that regulate 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;
 - Rules of procedure for the Remuneration 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 15 May 2009

On the Company's behalf

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