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SUMMONS TO THE ANNUAL GENERAL MEETING OF NETENT AB (PUBL)

The shareholders of NetEnt AB (publ) (the “Company”) are summoned to the Annual General Meeting (the “AGM”) on Thursday 21 April 2016, at 3:00 p.m. at Kammarsalen Berns, Näckströmsgatan 8, Stockholm, Sweden. Registration opens at 2:00 p.m.

Registration etc.

Shareholders who wish to participate in the AGM must:

- be entered into the share register kept by Euroclear Sweden AB no later than Friday 15 April 2016, and
- notify their intention to participate in the AGM no later than by Friday 15 April 2016.

The notification of participation in the AGM must be made in writing to the Company at NetEnt AB (publ), AGM, Luntmakargatan 18, 3 tr., 111 37 Stockholm, Sweden. The notification may also be made on the Company’s website www.netent.com/agm or by email: agm@netent.com. Upon notification, the shareholder is requested to state their name and personal/corporate identity number and preferably also address, telephone number and ownership of shares. If a shareholder is represented by proxy, the proxy and other authorization documents should be brought to the AGM and should also be submitted in connection with the notification of participation. If a shareholder plans to bring one or two advisors to the meeting, their participation should also be indicated in the notification. A proxy form for shareholders who wish to participate in the meeting by means of a proxy is available on the Company’s website www.netent.com/agm and is sent to shareholders upon request.

In order to participate in the meeting, a shareholder whose shares are registered in the name of a bank or other nominee must temporarily register the shares in his own name at Euroclear Sweden AB. Shareholders who desire such a re-registration must inform the nominee well in advance of Friday 15 April 2016.

Proposed agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Establishment and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to certify the minutes
6. Resolution as to whether the meeting has been duly convened
7. Presentation of the annual report and auditor’s report along with the consolidated financial statement and group audit report
8. Presentation by the CEO

9. Resolution on the adoption of the income statement and the balance sheet, along with the group income statement and the group balance sheet
10. Resolution on the allocation of the Company's profits in accordance with the adopted balance sheet
11. Resolution on discharge from liability for the members of the Board of Directors and the CEO
12. Determination of the number of members of the Board of Directors
13. Determination of remuneration for the members of the Board of Directors and the auditors
14. Election of members and chairman of the Board of Directors
15. Election of auditors
16. Resolution on the nominating committee for the AGM 2017
17. Resolution on guidelines for remuneration to senior executives
18. Share split and automatic redemption procedures including
 - a) resolution on carrying out split of shares and change in the Articles of Association regarding the number of shares,
 - b) resolution on the reduction of share capital by automatic redemption of shares, and
 - c) resolution on an increase of share capital by means of bonus issue
19. Resolution regarding incentive program comprising of issuance of warrants to employees
20. Closing of the meeting

Proposals for resolutions

Election of chairman of the meeting (agenda item 2)

The nominating committee, consisting of Per Hamberg (appointed by the Hamberg family), chairman, Christoffer Lundström (appointed by Provobis Property & Leisure AB), Fredrik Carlsson (appointed by the Knutsson family), and Vigo Carlund, chairman of the Board of Directors, proposes Vigo Carlund as chairman of the meeting.

Resolution on the allocation of the Company's profits in accordance with the adopted balance sheet (agenda item 10)

The Board of Directors proposes that no dividends shall be resolved for the financial year 2015. The Board of Directors has proposed a redemption procedure in accordance with the contents of agenda item 18.

Election of the Board of Directors etc. (agenda item 12 - 15)

The nominating committee proposes

- that the Board of Directors consists of eight members and no deputy members,

- that the remuneration for the Board of Directors amounts to SEK 630,000 (previously SEK 610,000) for the chairman and SEK 275,000 (previously SEK 255,000) for each of the members of the Board of Directors elected by the AGM who are not employees of the Company,
- that, in addition thereto, remuneration to the chairman of the audit committee shall be SEK 95,000 (previously SEK 75,000) and to each of the other members of the audit committee SEK 20,000 (previously SEK 0),
- that in certain cases, members of the Board of Directors shall be entitled to remuneration for services rendered within their respective area of expertise that is not board work. The remuneration for such services shall be on market terms and shall be approved by the Board of Directors,
- that the remuneration for the auditor be paid in accordance with the approved invoice,
- re-election of the regular members of the Board of Directors Vigo Carlund, Fredrik Erbing, Mikael Gottschlich, Peter Hamberg, Pontus Lindwall, Michael Knutsson, Maria Redin and Jenny Rosberg for the period up to the end of the next AGM. Vigo Carlund is proposed to be appointed chairman of the Board of Directors. If Vigo Carlund's assignment should end ahead of time, the Board of Directors will elect a new chairman internally, and
- re-election of Deloitte AB, with Erik Olin being chief auditor, as auditors for the period up to the end the AGM 2017.

The nominating committee's statement regarding its proposition on the Board of Directors and information regarding the proposed members can be found on the Company's website.

Resolution on the nominating committee for the AGM 2017 (agenda item 16)

The nominating committee proposes that the AGM resolves on the following order for the preparation of election of members of the Board of Directors and auditors.

The work to prepare a proposal for the Board of Directors, auditors, and their remuneration, and a proposal for chairman for the AGM 2017 shall be performed by a nominating committee. The nominating committee shall, after consulting the largest shareholders by voting power as of 31 August 2016, form during October 2016 for a term commencing on the date of the public release of the Company's interim report for the third quarter 2016 until the formation of the next nominating committee.

The chairman of the Board of Directors shall be a member of the nominating committee and be responsible for the summoning of the nominating committee. In addition, the nominating committee shall constitute of three more members. The majority of the nominating committee members shall not be members of the Board of Directors or be employed by the Company. At least one member of the nominating committee shall be independent in relation to the Company's largest shareholder by voting power or group of shareholders that collaborate concerning the affairs of the Company. If a member of the nominating committee resigns prior to the end of the term, a replacement can be appointed after consulting with the largest shareholders of the Company. Unless special circumstances so requires, no changes should be made to the composition of the

nominating committee if only marginal changes to the number of votes has occurred or if changes occur less than three months prior to the AGM.

The nominating committee shall appoint a chairman at the first meeting of the term. The nominating committee shall have the right to obtain resources from the Company such as for example secretarial assistance, or use of executive search consultants if deemed necessary at the expense of the Company.

Resolution on guidelines for remuneration to senior executives (agenda item 17)

The Board of Directors proposes that the AGM resolves on the following guidelines for remuneration to senior executives.

Remuneration and other conditions of employment for senior executives shall, from both a short-term and long-term perspective, be competitive and create good prerequisites for retaining and motivating competent employees and attracting new employees when needed. In order to achieve this, the Company shall have fair and internally balanced conditions which are also competitive in the market.

The Board of Directors proposes that the maximum pension premium for the CEO and other senior executives shall be increased from a maximum of 33 per cent of the pension based salary to a maximum of 35 per cent of the pension based salary. The Board of Directors also proposes an increased cap of variable remuneration for the CEO from 60 per cent to 65 per cent of the fixed remuneration. In other respects, the proposal from the Board of Directors corresponds to the previous guidelines.

The conditions of employment for senior executives should contain a well-balanced combination of fixed and variable remuneration, share-based incentive programs, pension benefits, and conditions for giving notice and severance pay. Compensation should be based on performance, and should therefore consist of a combination of fixed and variable remuneration, where adjustable compensation constitutes a relevantly large part of total compensation. The Board of Directors shall be able to deviate from the guidelines provided that there are special grounds in a specific case.

Share split and automatic redemption procedures (agenda item 18)

In order to (i) facilitate the trade of the Company's listed shares on Nasdaq Stockholm and (ii) distribute capital to the shareholders, the Board of Directors proposes that the AGM resolves on a share split and automatic redemption procedures in accordance with items 18a – 18c below.

After the share split and the automatic redemption, the number of shares in the Company will increase from 40,021,810 to 240,130,860, of which 33,660,000 shares of series A and 206,470,860 shares of series B. The quota value of the shares in the Company will, after the automatic redemption, change from SEK 0.03010 to SEK 0.00502.

It is proposed that all resolutions are conditional upon each other and made jointly as one resolution. The approval of shareholders by at least two thirds of both the votes given and the shares represented at the AGM are required for a valid resolution.

Resolution on carrying out split of shares and change in the Articles of Association relating to number of shares (agenda item 18a)

The Board of Directors proposes that the AGM resolves to carry out a division of the Company's shares, a so-called share split, whereby one existing share in the Company, of both series A and series B, is divided into seven (7) shares. One of these shares will be a so-called redemption share. The Board of Directors proposes that the Board of Directors be authorized to determine the record day for the share split, which, at the time of this summons is planned to be 6 May 2016.

In addition, the Board of Directors proposes that, in order to adjust the limits for the number of shares, § 5 in the Articles of Association is changed to:

“§5

The number of shares in the Company shall be minimum 180,000,000 and maximum 720,000,000.

Shares may be issued in two classes, shares of series A and shares of series B. Shares of series A may be issued to a number of maximum 90,000,000 shares and shares of series B may be issued to a number of maximum 630,000,000 shares. Shares of series A have ten votes per share each and shares of series B have one vote per share.”

The full wording of the proposed Articles of Association can be found on the Company's website.

Further, the Board of Directors, or the person that the Board of Directors appoints, shall have the right to make such adjustments in the resolution that might be necessary for registration of the resolution with the Swedish Companies Registration Office or the handling by Euroclear Sweden AB.

The proposal relating to share split above is conditional upon the AGM's resolution to change the Articles of Association as proposed above.

Resolution on the reduction of the share capital by automatic redemption of shares (agenda item 18b)

The Board of Directors proposes that the AGM resolves that the share capital should be decreased by SEK 172,093.7830 by repurchase of 5,610,000 shares of series A and 34,411,810 shares of series B for repayment to shareholders. Shares to be repurchased are constituted of the shares that are called redemption shares after the share split has been carried out in accordance with the above. Payment for each redemption share will be SEK 8.00, of which SEK 7.9957 exceeds the quota value (after the share split). Any repurchased redemption shares of series A or series B that are held by the Company will be repurchased without repayment and such an amount will be allocated to a free fund to be used by the AGM. The total redemption amounts to maximum SEK 320,174,480. The Board of Directors proposes that trading in series B redemption shares should occur during the period from and including 9 May 2016, up to and including 23 May 2016. The Board of Directors proposes that the Board of Directors is authorized to determine the record day for the repurchase of redemption shares, which at the time of this summons is planned to be 25 May 2016. Payment is expected to be made through Euroclear Sweden AB on 30 May 2016.

Resolution on an increase of share capital by means of a bonus issue (agenda item 18c)

In order to enable a timely redemption procedure without the requirement of approval from the Swedish Companies Registration Office or a general court, the Board of

Directors proposes that the AGM resolves to restore the Company's share capital to its original level by increasing the Company's share capital by SEK 172,894.2192 (equaling the decrease of the share capital due to the redemption of shares plus SEK 800.4362 to achieve an even quota value) through a bonus issue by transfer from the Company's free equity capital to the Company's share capital. Through the bonus issue, the Company's share capital will be restored to more than the original level. No new shares will be issued in connection with the increase in the share capital.

Resolution regarding an incentive program comprising of issuance of warrants to employees (agenda item 19)

The Board of Directors finds it appropriate and in the interest of all shareholders that senior executives, as well as other employees in the group, are offered long-term ownership interest. The Board of Directors therefore proposes that the AGM resolves on a long-term incentive program for employees including the issuance of warrants, substantially in accordance with the below. This also constitutes cause for deviation from the preferential rights of shareholders upon issuance.

Employees who are not senior executives (category 3 below) shall be offered to subscribe to warrants based on their own notified interest within the limits below where no allocation connected to responsibilities, length of employment or the similar will apply. To the extent the employees have notified interest in subscribing to more than 9,000 warrants, the Board of Directors proposes that this may be allowed, subject to that there are warrants available within the limit for the total number of warrants offered to employees in category 3 as well as the maximum number of warrants per individual in category 3.

The maximum dilution effect is calculated to a maximum of approximately 0.67 per cent of the total number of shares, and approximately 0.29 per cent of the total number of votes in the Company, provided full subscription and full exercise of all warrants. With regard to outstanding warrants in accordance with previous warrant programs, the total dilution is approximately 1.08 percent of the total number of shares and approximately 0.48 percent of the total votes in the Company, provided full subscription and full exercise of all warrants.

The AGM is informed that the Board of Directors considers encouraging the employees to participate in the incentive program by paying out a cash remuneration one month prior to the expiry of the warrants. The remuneration will be paid only with the provision that the participant is still employed by the group and that certain other provisions are fulfilled. The net cash remuneration may amount to maximum 70 per cent of the premium paid.

A prerequisite for participation in the incentive program by the employees is that they each prior to subscription, enter into an agreement with the Company governing the ownership of the warrants. The agreement contains, *inter alia*, conditions stating that anyone who wishes to sell their warrants or terminate the employment with the Company prior to exercising the rights is obliged to offer the Company to buy back the warrants at market price. If the shareholders of the Company declare their intention to accept an offer from a third party to sell half or more of the total number of shares in the Company, the participants of the incentive program are obliged to sell their warrants at the same terms and conditions as the shareholders. The holders of warrants are also obliged to participate through sale or substitution of their warrants in any restructuring

that may be deemed necessary before a sale of the Company, assuming they retain the equivalent rights upon such a sale or substitution as prior to the transaction.

The proposal under this item is based on the number of shares after the proposed share split and automatic redemption procedures. No recalculation according to the warrant provisions shall be made for the proposed share split and automatic redemption procedures according to item 18 above.

Issue of warrants to employees

The Board of Directors proposes that the AGM decides that the Company, with deviation from the preferential right of shareholders, issues a maximum of 1,600,000 warrants with the associated right of subscription of 1,600,000 shares of series B in the Company on substantially the following conditions.

The right to subscribe to the warrants will, with deviation from the preferential right of shareholders, accrue, to the extent possible, to all employees in the group who have notified their interest in accordance with principles set out below. Subscription of the warrants will occur during the period 23 May 2016 to 7 June 2016, and payment will occur at the latest on 15 June 2016.

The premium for a warrant will be determined after the closing of Nasdaq Stockholm 20 May 2016 and shall equal the market value of the warrant pursuant to an external independent valuation using an established valuation method (Black & Scholes).

Employees will be offered the opportunity to subscribe to warrants according to the following:

- Category 1 (CEO) will be offered the opportunity to subscribe to a maximum of 215,000 warrants.
- Category 2 (other senior executives – approx. 7 persons) will be offered the opportunity to subscribe to a maximum of 175,000 warrants, of which 55,000 is the maximum number that can be offered to a single individual.
- Category 3 (other employees that have notified interest – approx. 190 persons) will be offered the opportunity to subscribe to a maximum of 1,210,000 warrants, of which 45,500 is the maximum number that can be offered to a single individual.

The total number of warrants that can be offered to employees in the categories 1-3 above shall however amount to a maximum of 1,600,000 warrants. Full allocation to all individuals in category 1-3 of the maximum number of warrants per individual can thus not take place. Allocation shall occur in accordance with the pre-notified interest, which is within the limit of the maximum number of warrants per category as well as the number of warrants per individual.

The Board of Directors shall be authorized to resolve on the allocation within the above limits.

An offer of subscription to warrants for employees outside of Sweden requires that there are no legal or tax impediments, and that the Board of Directors believes that such offer can occur with reasonable administrative and/or financial resources.

The holder of a warrant has the right, during the time from and including 1 August 2019, up to and including 1 October 2019, for one (1) warrant, to subscribe to one (1) new share of series B in the Company at a subscription price corresponding to 130 percent

of the B share's average last buying price on Nasdaq Stockholm during the period from and including 6 May 2016, up to and including 20 May 2016, however at the lowest at a subscription price corresponding to the quota value of the B share.

In case of full subscription and full exercise of the proposed warrants, the Company's share capital may increase by 8,032 by the issuance of a maximum of 1,600,000 shares, each with a quota value of SEK 0.00502, subject to any increases that may follow from recalculation in accordance with the conditions of the warrants as a result of share issuances etc. These new shares constitute, if fully exercised, approximately 0.67 per cent of the total number of shares and approximately 0.29 per cent of the total number of votes in the Company.

The approval of shareholders by at least nine tenths of both the votes given and the shares that are represented at the meeting are required for a valid resolution under this item 19.

Information at the Annual General Meeting

The Board of Directors and the CEO shall, if a shareholder so requests and the Board of Directors believes that it can be done without material harm to the Company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the Company's or subsidiaries' financial situation and the Company's relationship to other group companies.

Other

Copies of financial statements, the auditor's report and other documents with complete proposals, including a special information brochure concerning the proposed redemption of shares, and other documents in accordance with the Companies Act will be made available to shareholders at the Company from and including 31 March 2016 at the latest, and on the Company's website, and will be sent free of charge to shareholders who request it and provide their postal address.

On 17 March 2016 there were a total of 40,021,810 shares in the Company, of which 5,610,000 shares of series A and 34,411,810 shares of series B, corresponding to a total of 90,511,810 votes. The Company held no treasury shares at the time of the summons.

Stockholm, in March 2016
NetEnt AB (publ)
The Board of Directors