



*Please note that this is a translation for information purposes only – in case of any discrepancies between this version and the Swedish, the Swedish version shall prevail.*

## **SUMMONS TO THE ANNUAL GENERAL MEETING OF NET ENTERTAINMENT NE AB (PUBL)**

The shareholders of Net Entertainment NE AB (publ) are summoned to the annual general meeting on Wednesday, 14 April 2010, at 4:00 p.m., in Konferens Spårvagnshallarna, Birger Jarlsgatan 57A, Stockholm.

### **Registration etc.**

Shareholder who wish to participate in the shareholders' meeting shall:

- be entered into the share register kept by Euroclear Sweden AB no later than by Thursday, 8 April 2010,
- announce his intention to participate in the annual general meeting no later than by Thursday, 8 April 2010.

The announcement of participation in the annual general meeting shall be made in writing to the company at Net Entertainment NE AB (publ), AGM, Luntmakargatan 18, SE-111 37 Stockholm, Sweden. The announcement may also be made on the company's home page [www.netent.com/agm](http://www.netent.com/agm) or by email: [agm@netent.com](mailto:agm@netent.com). Upon announcement the shareholder is requested to state name, personal/corporate identity number and preferably address, telephone number and ownership of shares. If a shareholder is represented by proxy, the proxy and other authorization documents shall be brought to the meeting and these documents should also be submitted in connection with the announcement of participation. If a shareholder plans to bring one or two advisors at the meeting, their participation should also be indicated in the announcement. A proxy form for shareholders who wish to participate in the meeting by means of a proxy is available on the company's home page [www.netent.com/agm](http://www.netent.com/agm) and will be sent to shareholders upon request.

A shareholder, whose shares are registered in the name of a bank or a nominee, must, in order to participate in the meeting, temporarily register the shares in his own name at Euroclear Sweden AB. Shareholders who wish such re-registration must inform the nominee well in advance of Thursday, 8 April 2010.

## **Proposed agenda**

1. Opening of the meeting
2. Election of chairman of the meeting
3. Drawing up and approval of the voting list
4. Approval of the agenda
5. Election of one or two person to verify the minutes
6. Decision 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 Managing Director
9. Decision on adoption of the income statement and the balance sheet along with the group income statement and the group balance sheet
10. Decision on allocations of the company's profits in accordance with the adopted balance sheet
11. Decision on discharge from liability for the members of the Board of Directors and the Managing Director
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. Resolution on the election committee for the annual general meeting 2011
16. Resolution on guidelines for remuneration to senior executives
17. Splitting of shares and automatic redemption procedures including
  - a) decision on carrying out splitting of shares,
  - b) decision on reduction of share capital by automatic redemption of shares, and
  - c) decision on an increase of share capital by means of bonus issue.

18. Resolution on authorization for the Board of Directors to make decisions on repurchase and conveyance of own shares
19. Decision on authorization for the Board of Directors to decide on issuing of new shares
20. Closing of the meeting

### **Proposal for decisions**

#### Election of chairman of the meeting (agenda item 2)

The election committee, consisting of Per Hamberg (appointed by the Hamberg family), chairman, Lena Apler (Provobis Invest AB), Emil Sunvisson (the Kling family), and Rolf Blom, chairman of the Board of Directors, propose Rolf Blom as chairman of the meeting.

#### Decision on allocations 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 given for financial year of 2009. The Board of Directors has proposed a redemption procedure in accordance with the contents of agenda item 17 below.

#### Election of the Board of Directors (agenda item 12 - 14)

The election committee proposes

- that the Board of Directors shall consist of six regular directors,
- that the remuneration for the Board of Directors shall be SEK 650,000 for the chairman, of which SEK 100,000 is for board assignments in foreign subsidiaries, and SEK 220,000 for each of the members of the board elected by the annual general meeting who are not employees of the company and
- in addition thereto, remuneration to the chairman of the audit committee shall be SEK 50,000,
- that remuneration for the auditor shall be given in accordance with the approved invoice, and
- reelection of the regular members of the board Rolf Blom, Vigo Carlund, Fredrik Erbing, Niclas Eriksson, Mikael Gottschlich and Peter Hamberg up to

the end of the next annual general meeting, whereby it is proposed that Rolf Blom shall be appointed chairman of the Board of Directors. If Rolf Blom's assignment should end ahead of time, the Board of Directors will elect a new chairman internally.

The election committee's motivated statement regarding its proposition regarding the Board of Directors and information regarding the proposed directors are presented on the company's website.

It is noted that the company's auditor, Deloitte AB, with main responsible auditor Therese Kjellberg, was elected at the annual general meeting in 2008 for the period up to the end of the annual general meeting in 2012.

#### Decision on the election committee for the annual general meeting in 2011 (agenda item 15)

The election committee proposes that the annual general meeting decide that the chairman of the Board of Directors should summon an election committee consisting of a representative for each of the three largest shareholders as of 31 August 2011, who along with the chairman of the Board of Directors will be members of the election committee for the annual general meeting in 2011. The representatives shall be appointed and made public at the latest six months before the annual general meeting in 2011. The election committee will appoint a chairman internally who, however, must not be a member of the Board of Directors. If any owner declines to participate in the election committee or leaves the election committee before its work is finished, the right to appoint a representative will pass to the next largest shareholder who is not represented on the election committee. If a material change occurs in the ownership structure after formation of the election committee, the constitution of the election committee must be altered in accordance with the above principles. The election committee will work from proposals that are brought before the annual general meeting in 2011 for decision as regards the chairman of the meeting, the chairman and other members of the Board of Directors, and, in a given case the auditor, remuneration for the Board of Directors and auditor, and principles for appointment of the election committee. The period in office of the election committee runs until a new election committee is appointed in accordance with decisions on appointment of an election committee at the annual general meeting in 2011. The election committee must to the extent it finds to be necessary have the right at the expense of the company and to a reasonable degree take recourse to other resources such as external consultants.

#### Decision on guidelines for remuneration to senior executives (agenda item 16)

The Board of Directors proposes that the annual general meeting decide on the following guidelines for remuneration to senior executives.

Remuneration and other conditions of employment for senior executives must from both a short-term and long-term perspective be competitive and create good prerequisites for keeping and motivating competent employees and attracting new employees when needed. In order to achieve this, the company must have just and internally balanced conditions which also are competitive in the market. Conditions of employment for senior executives should contain a well balanced combination of fixed and variable salary, incentive programs related to shares, 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 adjustable salary, 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.

#### Splitting of shares and automatic redemption procedures (agenda item 17)

The Board of Directors proposes that the annual general meeting make decisions on an automatic procedure for redemption in accordance with the contents of agenda items 17 a – 17 c below. All decisions are proposed to be conditioned by each other and made jointly as one decision. Accedence of shareholders by at least two thirds of both the votes given and the shares that are represented at the meeting are required for a valid decision.

#### *Decision on implementation of splitting of shares (agenda item 17 a)*

The Board of Directors proposes that the annual general meeting make a decision to carry out division of the company's shares, a so-called share split, whereby an existing share in the company, of both series A and series B, is divided into two 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 splitting of the share, which at the time of this summons is predicted to be 22 April 2010.

#### *Decision on reduction of the share capital by automatic redemption of shares (agenda item 17 b)*

The Board of Directors proposes that the annual general meeting decide that share capital should be decreased by SEK 595,283.4258 by repurchase of 5,610,000 series A shares and 33,943,716 series B shares for repayment to shareholders. Shares that will be repurchased are constituted of the shares that are called redemption shares after splitting of shares is carried out according to the above. Payment for each redemption share will be SEK 2, of which SEK 1.985 exceeds the

quota value. 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 annual general meeting. The total redemption settlement thus amounts to SEK 79,107,432. The Board of Directors proposes that trade in redemption shares of series B should occur during the time from and including 26 April 2010, up to and including 7 May 2010. The Board of Directors proposes that the Board of Directors are authorized to determine the record day for repurchase of redemption shares, which at the time of this summons is predicted to be 12 May 2010. Payment is scheduled to occur through Euroclear Sweden AB on 18 May 2010.

*Decision on an increase of share capital by means of bonus issue (agenda item 17 c)*

In order to bring about a timely redemption procedure without the requirement of permission from the Swedish Companies Registration Office or general court, the Board of Directors proposes that the annual general meeting decide to restore the company's share capital to its original amount by increasing the company's share capital by SEK 595,283.4258 through bonus issue by transfer from the company's free equity capital to the company's share capital. No new shares will be issued in connection with the increase of share capital.

Decision on authorization for the Board of Directors to make decisions on repurchase and conveyance of the company's own shares (agenda item 18)

The Board of Directors proposes that the shareholders' meeting decide to authorize the Board of Directors to make decisions at one or several times to acquire as many shares in total of series B such that the holdings of the company at any time do not exceed 10 percent of all shares in the company. Acquisitions shall be made at NASDAQ OMX Stockholm and only at a price within the exchange interval applying at a given time, meaning the interval between the highest purchase price and lowest sales price, or through an offer to acquire directed to all shareholders, whereby the acquisition must occur at a price that at the time of the decision corresponds to the lowest applicable market price and at most to 150 percent of the applicable market price.

It is further proposed that the Board of Directors are authorized to make decisions before the next annual general meeting on divestment with deviation from shareholders' priority on one or more occasions of the entire or parts of the company's possession of its own shares of series B as settlement for acquisition of companies or businesses at a price corresponding to the market value at the time of the acquisition. Divestment of all or parts of the company's possession of its own shares of series B will also be possible on one or more occasions in order to finance

such acquisitions, whereby sale of shares must be done at NASDAQ OMX Stockholm at a price within the market interval then applying.

The purpose of the authorization is to give the company flexibility with financing of acquisitions of companies and businesses.

Decisions by the annual general meeting on authorization for the Board of Directors to decide on acquisition and transfer of its own shares is applicable only if the shareholders accede to it by at least two thirds of both the votes recorded and the shares that are represented at the meeting.

#### Decision on authorization for the Board of Directors to decide on issuing new shares (agenda item 19)

The Board of Directors proposes that the annual general meeting on one or more occasions authorize the Board of Directors with or without deviation from the shareholders' priority rights to decide on issuing shares, convertible and/or warrants that represent issuance of, conversion to, or new issuance of a total of at most 4,300,000 shares of series A and/or series B (corresponding to increase of approximately 10 percent of the capital after the proposed splitting of shares and automatic redemption procedure under agenda item 17) for cash payment and/or with a provision on issue in kind or set-off, or otherwise with conditions. Exercise of the authorization must not render that the part of series A shares of the total amount of shares exceeds 14.2 percent.

The purpose of authorization is to increase the company's financial flexibility and to be able to make payment with in-house financial instruments in connection with any acquisitions of companies and businesses that the company may carry out. The basis for the determination of the subscription price shall, subject to market rate discount, be the market value at the respective time of issuing regarding shares issued without priority right for the shareholders.

Decisions by the annual general meeting on authorization for the Board of Directors to decide on issuing of shares, convertible and/or subscription warrants, is applicable only if the shareholders accede to it by at least two thirds of both the votes recorded and the shares that are represented at the meeting.

#### Miscellaneous

Copies of financial statements and audit 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

2010, and on the company's website, and sent free of charge to shareholders who request them and provide their postal address.

On 8 April 2010 there are a total of 39,553,716 shares in the company, of which 5,610,000 shares of series A and 33,943,716 shares of series B, corresponding to a total of 90,043,716 votes. The company possessed no shares itself at the time of the summons.

---

Stockholm in March 2010

Net Entertainment NE AB (publ)

The Board of Directors