



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

Shareholders in Net Entertainment NE AB (publ) are summoned to an Annual Meeting on Wednesday, April 29, 2009, at 3:00 p.m., in Spårvagnshallarna Conference Center on Birger Jarlsgatan 57A, Stockholm, Sweden.

Registration

Shareholders who wish to participate in this Annual Meeting of Shareholders must

- be listed in the share registry kept by Euroclear Sweden AB (previously VPC AB) at the latest by Thursday, April 23, 2009,
- and announce their intention to participate in the Annual Meeting at the latest by Thursday, April 23, 2009.

The announcement on participation in the Annual Meeting must be made in writing to the company at Net Entertainment NE AB (publ), Annual Meeting, Birger Jarlsgatan 57 B, 113 56 Stockholm. The announcement may also be made on the company's home page www.netent.com/stamma or by email: stamma@netent.com. Your name and personal ID number or organization number must be indicated in the announcement, and preferably address, telephone number, and ownership of shares. If participation is by power of attorney, this along with other authorizing documents must be sent in connection with the announcement of participation in the Meeting. If shareholders are accompanied by one or two assistants at the Meeting, their participation must also be indicated in the announcement. A power of attorney form for shareholders who wish to participate in the Meeting by means of an agent will be made available on the company's home page www.netent.com/stamma and on request can be sent to shareholders.

Nominee shareholders with shares registered at a bank or other administrators must in order to participate in the Meeting temporarily register the shares in their own names at Euroclear Sweden AB (previously VPC AB). Shareholders who wish such registration must inform the administrator of this in good time before Thursday, April 23, 2009.

Proposal for the agenda

1. Opening of the Meeting
2. Election of Chair of the Meeting
3. Drawing up and approval of the list of voters
4. Approval of the agenda
5. Election of one or two keepers of the minutes
6. Examination of whether the Meeting has been properly convened
7. Presentation of the Annual Report and Auditor's Report along with the consolidated financial statement and group's audit record
8. Address of the Managing Director
9. Decision on confirmation of the statement of operations and the balance sheet along with the group statement of operations and the group balance sheet
10. Decision on allocation of the Company's profits according to the confirmed balance sheet
11. Decision on release from liability of the Members of the Board of Directors and Managing Director
12. Confirmation of the number of Members of the Board of Directors and Deputy Members
13. Confirmation of remuneration for the Members of the Board of Directors and Auditors
14. Election of the Board and Chair of the Board of Directors
15. Decision on the nominations committee for the Annual Meeting in 2010
16. Decision on guidelines for compensation of senior executives
17. Decision on authorization for the Board of Directors to make decisions on repurchase and conveyance of our own shares
18. Splitting of shares and automatic redemption procedures including

- a) a decision on carrying out splitting of shares and a decision on change of the articles of association,
 - b) a decision on reduction of share capital by automatic redemption of shares, and
 - c) a decision on an increase of share capital by means of capitalization issue.
19. A decision on authorization for the Board of Directors to decide on issuing new shares
20. A decision on an incentive program including
- a) emission of subscription warrants for employees and
 - b) emission of subscription warrants and approval of conveyance of subscription warrants to employees.
21. A decision on other changes to the articles of association
22. End of the Meeting

Proposal for decisions

Election of Chair of the Meeting (point 2)

The nominations committee consisting of Per Hamberg, Chair, (appointed by the Kling and Hamberg families), Martin Larsson (appointed by the Eriksson, Lundström, and Knutsson families and Thomas Olausson and himself), and Rolf Blom, Chair of the Board of Directors of the company propose Attorney Robert Hansson as Chair of the Meeting.

Decision on allocation of the Company's profits according to the confirmed balance sheet (point 10)

The Board of Directors proposes that no distribution be made for financial year 2008. The Board of Directors has proposed a redemption procedure according to what is contained in point 18 below.

Election of the Board of Directors (points 12 - 14)

The nominations committee proposes

- that the Board of Directors should consist of six regular Members of the Board and no Deputies to the Board,
- remuneration for the Annual Board of Directors be set at SEK 500,000 for the Chair and SEK 200,000 for each of the Members of the Board elected by the Annual Meeting who are no employees of the company,
- that no remuneration be given for committee work,
- that remuneration for the Auditor be given according to approved accounting, and
- reelection of the regular Members of the Board Rolf Blom, Vigo Carlund, Fredrik Erbing, Niclas Eriksson, and Mikael Gottschlich and a new election of Peter Hamberg as a regular Member of the Board, whereby it is proposed that Rolf Blom be appointed as the Chair of the Board of Directors. If Rolf Blom's assignment should end ahead of time, the Board of Directors will elect a new Chair internally.

Peter Hamberg, born in 1973, has a doctorate degree in international business economics from San Francisco State University in the U.S. He has experience from casino operations as Managing Director of Cherry Tivolito in Santiago, Chile, and from several casinos in Macedonia, Slovakia, and Sweden and has been a deputy to the Board of the Company during the period of April to November 2008. He is Managing Director and Member of the Board of Hamberg Förvaltning AB and Member of the Board of Solporten Fastighets AB, Nya Solporten Fastighets AB, and Cherry Tivolito S.A., Chile.

Let it be noted that the company's auditor, Deloitte AB, with Senior Auditor Therese Kjellberg, was elected at the Annual Meeting in 2008 for the period up to the end of the Annual Meeting in 2012.

Decision on the Nominating Committee for the Annual Meeting in 2010 (point 15)

The Nominating Committee proposes that the Annual Meeting decide that the Chair of the Board of Directors should summon a Nominating Committee consisting of a representative for each of the three largest shareholders as of August 31, 2009, who along with the Chair of the Board of Directors will be members of the Nominating Committee for the Annual Meeting in 2010. The representatives must be appointed and made public at the latest six months before the Annual Meeting in 2010. The Nominating Committee will appoint a Chair internally who, however, must not be a Member of the Board of Directors nor shall the Chair of the Board of Directors be the Chair of the Nominating Committee. If any owner declines to participate in the

Nominating Committee or leaves the Nominating Committee before its work is finished, the right to appoint a representative will go to the next largest shareholder who is not represented on the Nominating Committee. If an essential change occurs in the ownership structure after formation of the Nominating Committee, the constitution of the Nominating Committee must be altered in accordance with the above principles. The Nominating Committee will work from proposals that are brought before the Annual Meeting in 2010 for decision as regards the Chair of the Meeting, the Chair 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 Nominating Committee. The period in office of the Nominating Committee runs until a new Nominating Committee is appointed in accordance with decisions on appointment of a Nominating Committee at the Annual Meeting in 2010. The Nominating 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 compensation of senior executives (point 16)

The Board of Directors proposes that the Annual Meeting decide on the following guidelines for compensation of senior executives.

Compensation 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 that simultaneously are competitive in the market. Conditions of employment for senior executives should contain a well balanced combination of fixed and adjustable salary, incentive programs related to shares, pension benefits, and conditions for giving notice and severance pay. Compensation should be based on achievement 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.

Decision on authorization for the Board of Directors to make decisions on repurchase and conveyance of our own shares (point 17)

The Board of Directors proposes that the Annual Meeting of Shareholders should 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 should occur on the NASDAQ OMX in Stockholm and only at a price within the

exchange interval applying at a given time, whereby the interval between the highest purchase price and lowest sales price is meant 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 be authorized to make decisions before the next Annual 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 with acquisition of companies or operations at a price corresponding to the market value at the time of conveyance. 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 on the NASDAQ OMX in Stockholm at a price within the market interval then applying.

The authorization is first of all for the purpose of giving the Company flexibility with financing of acquisitions of companies and operations but also to give the Board of Directors increased room for maneuver in working with the Company's capital structure.

Decisions by the Annual Meeting of Shareholders on authorization for the Board of Directors to decide on acquisition and divestment 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.

Splitting of shares and automatic redemption procedures including (point 18)

The Board of Directors proposes that the Annual Meeting make decisions on an automatic procedure for redemption in accordance with what is indicated in points 18a - 18c 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.

A decision on implementation of splitting of shares including decisions on change of the articles of association (point 18a)

The Board of Directors proposes that the Annual 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 May 8, 2009. Division/splitting calls for a necessary adjustment of the articles of association according to the following and it is proposed that

- Section 4 should read: "Share capital must amount to at least SEK 500,000 and at most SEK 2,000,000.",
- Section 5 should read: "The number of shares in the Company must be at least SEK 30,000,000 and at most 120,000,000." and
- The second sentence in the second item of Section 5 should read: "Shares of series A should be issued at an amount of at most 15,000,000 shares and shares of series B at an amount of at most 105,000,000 shares."

A decision on reduction of share capital by automatic redemption of shares, and (point 18b)

The Board of Directors proposes that the Annual Meeting decide that share capital should be decreased by SEK 595,293.4255 by repurchase of 5,610,000 A shares and 33,943,716 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 1.25, of which SEK 1.23 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 Meeting of Shareholders. The total redemption settlement thus amounts to at most SEK 49,442,145. The Board of Directors proposes that trade in redemption shares of series B should occur during the time from and including May 12, 2009, up to and including May 26, 2009. The Board of Directors proposes that the Board of Directors be authorized to determine the record day for repurchase of redemption shares, which at the time of this summons is predicted to be May 29, 2009. Payment is scheduled to occur through Euroclear Sweden (previously VPC AB) on June 3, 2009.

A decision on an increase of share capital by means of capitalization issue (point 18c)

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 Meeting decide to restore the Company's share capital to its original amount by increasing the Company's share

capital by SEK 595,283,4255 through capitalization issue by conveyance 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.

A decision on authorization for the Board of Directors to decide on issuing new shares (point 19)

The Board of Directors proposes that the Annual Meeting of Shareholders 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 subscription 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 dilution of approximately 10 percent of the capital after the proposed splitting of shares and automatic redemption procedure under point 18) for cash payment and/or with a provision on issue in kind or set-off, or otherwise with conditions.

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 acquisition of companies that the Company may carry out. The point of departure of determination of the price of issue will be with emissions without the priority right for the shareholders being the market value of the shares at the respective time of emission.

Decisions by the Annual Meeting of Shareholders on authorization for the Board of Directors to decide on emission 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.

A decision on introduction of incentive programs (point 20).

The Board of Directors of the Company finds it appropriate and in the interest of all shareholders that employees in the group be offered long-term engagement. The Board of Directors therefore proposes that the Annual Meeting should decide on a long-term incentive program including emission of subscription warrants for senior executives and key persons mainly in accordance with the below. That which is indicated also constitutes cause for deviation from the priority rights of shareholders at the emission.

The maximum dilution effect is calculated to amount to at most approximately 1.9 percent of the total number of shares and approximately 0.9 percent of the total number of votes in the Company, provided that there is full subscription and full utilization of all subscription warrants.

For the sake of guidance the Meeting is informed that the Board of Directors is considering encouragement for participation in the incentive program by giving a cash remuneration that will be paid one month before distributed options expire. The remuneration will be paid only with the provision that the participant is still employed in the group and that certain other provisions are fulfilled. The net cash remuneration may at most amount to 50 percent of the paid premium.

The proposal under this point is based on the number of shares before the proposed splitting of shares and automatic redemption procedure. Any recalculation according to subscription warrant provisions may not be done for the proposed splitting of shares and automatic redemption procedure according to point 18 above.

Emission of subscription warrants for employees (point 20 a)

The Board of Directors proposes that the Annual Meeting decide that the Company, with deviation from the priority right of shareholders, should issue at most 525,000 subscription warrants with the following right of subscription of 525,000 B shares in the Company on the following conditions.

The right to subscribe subscription warrants will accrue to certain temporary employees in the group in accordance with principles given below. Subscription of subscription warrants will occur at the latest on June 2, 2009, and payment will occur at the latest on June 15, 2009. Oversubscription cannot occur.

Employees will be offered the opportunity to subscribe to subscription warrants at the market price according to the following:

Category 1 (Managing Director) will be offered the opportunity to subscribe to at most 200,000 subscription warrants.

Category 2 (other senior executives – 3 persons) will each be offered the opportunity to subscribe to at most 50,000 to 75,000 subscription warrants.

Category 3 (other key persons – 7 persons) will each be offered the opportunity to subscribe to at most 15,000 to 25,000 subscription warrants.

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

The holder of a subscription warrant has the right during the time from and including May 15, 2012, up to and including July 15, 2012, for one (1) subscription warrant to subscribe to one (1) new B share in the Company at a subscription price corresponding to 130 percent of the B share's average last buying price on the

NASDAQ OMX in Stockholm during the period from and including May 12, 2009, up to and including May 26, 2009, but at the lowest at a subscription price corresponding to the quota value of the B share.

With full subscription and full utilization of the proposed subscription warrants the Company's share capital may increase by SEK 15,802.50 by issuance of at most 525,000 shares each with a quota value of SEK 0.0301 but with proviso for an increase that may be caused by recalculation according the conditions of the subscription option as a result of emissions, etc. These new shares constitute with full utilization approximately 1.3 percent of the total number and approximately 0.6 percent of the total number of votes in the Company.

For a decision of the Meeting according to the proposal according to this point it is required that the decision be acceded to by shareholders by at least nine tenths of both the votes given and the shares represented at the Meeting.

Emission of subscription warrants and approval of conveyance of subscription warrants to employees (point 20 b)

The Board of Directors proposes that the Annual Meeting decide that the Company, with deviation from the priority right of shareholders, should issue at most 235,000 subscription warrants with the following right of subscription of 235,000 B shares in the Company on the following conditions.

The Company's subsidiary Mobile Entertainment ME AB has the right of subscription. The subsidiary acquires the subscription warrants free of charge with rights and obligations for the subsidiary after subscription and after instructions from the Board of Directors to offer future employees in the group in the categories and in the maximum number given in point 20 above the opportunity to acquire subscription warrants at market price.

Subscription of subscription warrants will occur at the latest on June 2, 2009. Oversubscription cannot occur.

The holder of a subscription warrant has the right during the time from and including May 15, 2012 up to and including July 15, 2012 for one (1) subscription warrant to subscribe to one (1) new B share in the Company at a subscription price corresponding to 130 percent of the B share's average last buying price on the NASDAQ OMX in Stockholm during the period from and including May 12, 2009, up to and including May 26, 2009, but at the lowest at a subscription price corresponding to the quota value of the B share.

With full subscription and full utilization of the proposed subscription warrants the Company's share capital may increase by SEK 7,073.50 by issuance of at most 235,000 shares each with a quota value of SEK 0.0301 but with proviso for an increase that may be caused by recalculation according the conditions of the subscription option as a result of emissions, etc. These new shares constitute with full utilization, approximately 0.6 percent of the total number and approximately 0.3 percent of the total number of votes in the Company.

For a decision of the Meeting according to the proposal according to this point it is required that the decision be acceded to by shareholders by at least nine tenths of both the votes given and the shares represented at the Meeting.

A decision on other changes to the articles of association (point 21)

Beyond the changes proposed under point 18, the Board of Directors proposes that the Company's articles of association be changed according to the following. Section 6 is proposed to contain the following wording: "The Board of Directors will consist of at least three and at most nine members" and the first item in Section 9 should be deleted in its entirety. These changes are motivated by the articles of association having to be in accordance with the Swedish code for company management and by the Company being able to utilize the possibility that the Companies Act offers for being able to summon an extra Meeting at short notice where it is not a question of changing the articles of association.

In order to make possible implementation as soon as practically possible of the more cost-effective rules for summons to an Annual Meeting of Shareholders, that is expected to enter into force before the summons to the Annual Meeting in 2010, the Board of Directors proposes that the manner of summons according to Section 9, second item, in the articles of association should contain the following changed wording: "Summons to an Annual Meeting of Shareholders must be done by announcement in the Post- and Inrikes Tidningar and on the Company's web site. At the time of the summons information that the summons has been issued must be advertised in Dagens Industri". The Board of Directors proposes further that the decisions of the Meeting on change of the articles of association have entered into force and that the above proposed wording of the articles of association is in accordance with the new wording of the Companies Act. The Board of Directors or the one that the Board of Directors appoints is proposed to have the right to accept minor changes in the decisions above that may be caused by registration thereof at the Swedish Companies Registration Office.

Decisions of the Annual Meeting of Shareholders under this point are applicable only with accedence of shareholders by at least two thirds of both the votes given and the shares that are represented at the Meeting.

Other

Copies of the auditing documents and auditing report and other documents with complete proposals including a special information brochure concerning the proposed redemption of shares, and other documents according to the Companies Act will be made available to shareholders at the Company from and including April 15, 2009, and on the Company's homepage, and sent free of charge to shareholders who request them and provide their postal address.

On April 23, 2009 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 2009

Net Entertainment NE AB (publ)

The Board of Directors