

Appendix 2

The Board of Betting Promotion Sweden AB (publ), corporate ID no. 556466-8860, (the "Company"), decided at its meeting on 15 May 2009 to establish the following

Rules of procedure for the board of Betting Promotion Sweden AB

1. Introduction

- 1.1 The purpose of the Rules of Procedure is to establish procedures for the board's work and its control of the administration of the Company's affairs and to clarify the allocation of work and responsibilities between the board and the CEO, and between the board and its committees.
- 1.2 The Rules of Procedure are set annually at the inaugural board meeting. If circumstances dictate, the Rules of Procedure may be revised during the year in accordance with the board's decision.

2. Board meetings

- 2.1 The board shall hold an inaugural meeting following the Annual General Meeting.
- 2.2 The board meets when necessary, however 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. In addition, an inaugural board meeting is held following the Annual General Meeting. If necessary, board meetings may either entirely or partly be conducted by telephone. There should be coordination between scheduled board meetings and the meetings of the Audit Committee and Remuneration Committee in accordance with the Rules of Procedure for each of these committees.

Timetable of scheduled board meetings with key points:

No. 1: February: Year-end report, annual accounts, audit issues, the determination of salary and remuneration issues including variable bonus programmes;

No. 2: April/May: Auditing matters, the AGM agenda, quarterly report, investments, AGM;

Inaugural meeting: Establishing signatory power, Corporate Governance Policy, Rules of Procedure for the board, Rules of Procedure for the Audit Committee, Rules of Procedure for the Remuneration Committee and the terms of reference for the CEO. Appointment of members to the board's committees. Establishment of other policies and guidelines.

No. 3: June: Review of Corporate Governance, establishment of operational goals and strategies;

No. 4: August: Half-yearly report, strategy, investments;

No. 5: October: Quarterly report;

No. 6: December: Financing matters, questions concerning the annual accounts, budget, auditing matters, evaluation of the board's work during the year and evaluation of the CEO's and senior executives work.

2.3 Additional meetings shall be held if requested by board members or the CEO. Such meetings are convened by the Chairman, to be held within 14 days from the request.

2.4 Meetings will be arranged at a time that suits all board members. If such a time cannot be determined, the meeting may be held at any other time provided that the excused board members approve the plan.

Member's excusing themselves following the meeting's timepoint being established shall not change the planning, unless the Chairman decides otherwise. In extraordinary, unexpected circumstances, the CEO may determine the time of the meeting.

2.5 At least one, and if necessary more, of the board meetings each year shall take place at one of the Company's subsidiaries.

3. Meetings, notices, agendas and basis for decisions

3.1 Written notice of meetings, stating the time and place, is always sent to the board members in advance of the meeting.

3.2 The agenda for the meeting shall – together with the basis for decisions required for the discussion of each matter – be provided for every board member no later than approximately one week before scheduled meetings.

3.3 The Chairman, after consultation with the CEO, determines which matters are put on the agenda.

3.4 At the inaugural board meeting, the following matters are discussed:

- a) Determination of the time and place of scheduled board meetings during the coming year;
- b) The appointment of CEO, where applicable;
- c) Appointment of authorised signatory for the Company and decisions on how the business name be signed;
- d) Appointment of person to attest the board's minutes;
- e) Establishment of:
 - Corporate Governance Policy;
 - 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,
 - other policies and guidelines, *and*
 - routines for reporting to the board of directors;
- f) Election of members to the board's committees.

3.5 At each of the scheduled board meetings, the following matters are normally discussed:

- a) The opening of the session;
- b) Approval of the agenda;
- c) Minutes of the previous board meeting
- d) Previous minutes from the Audit and/or Remuneration Committees, where appropriate;
- e) Information about the business situation and major events within the Company and the Group;
- f) Reports;
- g) Matters for decision;
- h) Other matters;
- i) Date/time of next meeting;
- j) Meeting conclusion.

3.6 At each of the scheduled board meetings, the following reports are normally discussed:

- a) Report on the Company's and Group's operations, including balance, result and liquidity;
- b) Report on extraordinary measures taken between board meetings;
- c) Report on any disputes or loss risks of greater significance.

3.7 In addition to the documentation which the board receives in connection with each meeting, the board shall, if necessary, obtain information about important events in the Company and the Company's operations such as the outcome in relation to budget with comments on the significant deviations, the development of major ongoing projects and anticipated major business events. Reporting according to this point and point 3.6 above constitute reporting instructions in accordance with Chapter 8 Section 5 of the Companies Act.

4. The board's responsibilities and division of duties

4.1 The board is the Company's highest administrative body after the General Meeting of shareholders. The board shall e.g:

- be responsible for the Company's organisation and the management of the Company's affairs;
- ensure that the Company's organisation is designed so that the accounting, the management of assets and the Company's general financial circumstances are controlled in a prudent manner;
- continuously assess the Company's financial situation;
- verify that the Company complies with applicable laws and regulations;
- evaluate the work of the board during the year;
- continuously evaluate the company's CEO and the operational management work, *and*
- assess and decide on any significant assignments that the CEO or senior executives wish to have approved outside their employment by the Company.

That which is prescribed above also applies to the Group where appropriate.

4.2 The board will primarily engage in comprehensive and long-term issues and issues that are of unusual nature or of great importance to the Company and the Group.

- 4.3 The Chairman of the board represents the board both externally and internally. The Chairman shall lead the work of the board, monitor and ensure that the board carries out its duties in accordance with e.g. laws, regulations, statutes, the Swedish Code of Corporate Governance and the Rules of Procedure for the board.
- 4.4 The CEO is responsible for the continuous management under the guidelines and instructions specified by the board. The CEO or his appointee is the rapporteur of the Board.

5. The board's committees

- 5.1. The board has two committees, the Audit Committee and the Remuneration Committee. There are separate Rules of Procedure for the committees, which constitute Appendices 2.1 and 2.2 to these Rules of Procedure for the board.

6. The board's quorum and requirements for attendance

- 6.1 The board is quorate when more than half of its members participate in the meeting.
- 6.2 The board's decisions are taken by a simple majority unless otherwise prescribed by the Companies Act, ordinance, regulation, the Articles of Association, the Swedish Code of Corporate Governance or agreements. In a tied vote, the Chairman has the casting vote.
- 6.3 Unless the board determines otherwise, the Chairman after consultation with the CEO, decides which individuals should attend the discussion of matters at the meeting in addition to board of directors.
- 6.4 If the Chairman cannot attend the meeting or if the Chairman is otherwise unable to fulfil his assignment, the meeting will be chaired, and the Chairman's assignments will otherwise be performed by the board's appointment.
- 6.5 For the meeting in connection with the review of annual accounts, the Company's auditors will be called to verbally report their findings from their review and audit work.

7. Issues requiring decisions by the board

- 7.1 The board must make decisions on all matters that do not fall within the current management according to the CEO's terms of reference and in those matters where the Companies Act, the Articles of Association, the Swedish Code of Corporate Governance or conditions in contracts require board decisions.
- 7.2 The Companies Act and the Swedish Code of Corporate Governance prescribe decisions by the board in relation to the following questions:
- appointment of the CEO;
 - establishment of the of authorised signatory for the company and signatory power;
 - determination of the Rules of Procedure for the board and its committees *and* the CEO's terms of reference;
 - submission of the Annual Report
 - proposed dividend;
 - new share issue;
 - gifts for the public good or any other aim;
 - proposed liquidation.

8. Requirements for the minutes of board meetings

- 8.1 Minutes shall be taken at board meetings in numerical sequence and will provide a summary of the board's discussions, the decisions taken and the basis for the board's decisions.
- 8.2 Dissenting opinion of board members shall be recorded in the minutes.
- 8.3 Minutes shall be taken by one of the board's specifically appointed minute takers who are not board members.
- 8.4 Per capsulam minutes shall be attested by all board members.
- 8.5 Minutes of board meetings shall be sent to members as soon as possible after the meeting.
- 8.6 The Chairman of the board is responsible for the required archiving of the minutes from board meetings. Archived original minutes shall be stored at the Company's offices. Additional archiving of electronic copies of the minutes may be done using a purpose-made electronic archive. Board minutes are confidential, which also applies to all members who receive copies of board meeting minutes in their assignments.

9. Regulation of board member disqualification and the duty of secrecy, etc.

- 9.1 A board member may not take part in matters or decisions in respect of:
 - agreements between board members and the Company;
 - agreements between the Company and third parties if the board member has a substantial interest in the matter which may conflict with the Company's;
 - agreements between the Company and a legal entity who the board member alone or together with someone else may represent, with the exception however of contracts where the Company's counterparty is a company within the same group.
- 9.2 Agreements according to point 9.1 are treated by trial or other proceedings.
- 9.3 It is incumbent on the board member to promptly notify the board via its Chairman regarding disqualifying circumstances that may be likely to occur.
- 9.4 Board members shall observe confidentiality for all written or oral information received from the Company and regarding to what transpired at board meetings and/or meetings of the board's various committees, particularly to the extent such that information or data is not published nor obliged to be shared under the law.

10. The board's management of auditing matters

- 10.1 Auditing matters are prepared initially by the special Audit Committee.
- 10.2 The Audit Committee shall continuously provide verbal reports to the board about its activities, make suggestions regarding matters that require decisions from the board and submit the minutes of its meetings to the board for the necessary archiving and for distribution to all board members.
- 10.3. To meet the board's information requirements, the Company's auditor reports directly to the board once a year. On this occasion, a report on the definitive annual accounts will be made.

10.4 The auditors' final reports and other similar materials shall be distributed to the board in full.
