



Corporate governance

CORPORATE GOVERNANCE REPORT

Better Collective A/S is a Danish public limited liability company and is governed by the provisions of the Danish Companies act. The registered office and headquarters is situated in Copenhagen, Denmark. Better Collective is listed on Nasdaq Stockholm since June 8, 2018, in the Mid Cap segment

FRAMEWORK FOR CORPORATE GOVERNANCE IN BETTER COLLECTIVE

The purpose of corporate governance is to ensure that a company is run sustainably, responsibly and as efficiently as possible. In Better Collective, good corporate governance is about earning the confidence of shareholders, business partners, and legislators by creating transparency in decision-making and processes. A well defined and structured distribution of roles and areas of responsibilities between shareholders, the board, and management secures efficiency at all levels. Most of all, it allows the management team to focus on business development and thereby the creation of shareholder value. The board of directors serves as a highly qualified dialogue partner for the management team supporting the outlined growth strategy, securing a tight risk management setup and optimal capital structure. The corporate governance is based on applicable Danish legislation and other external rules and instructions, including the Danish Companies Act, Nasdaq Stockholm's Rulebook, the Swedish Securities

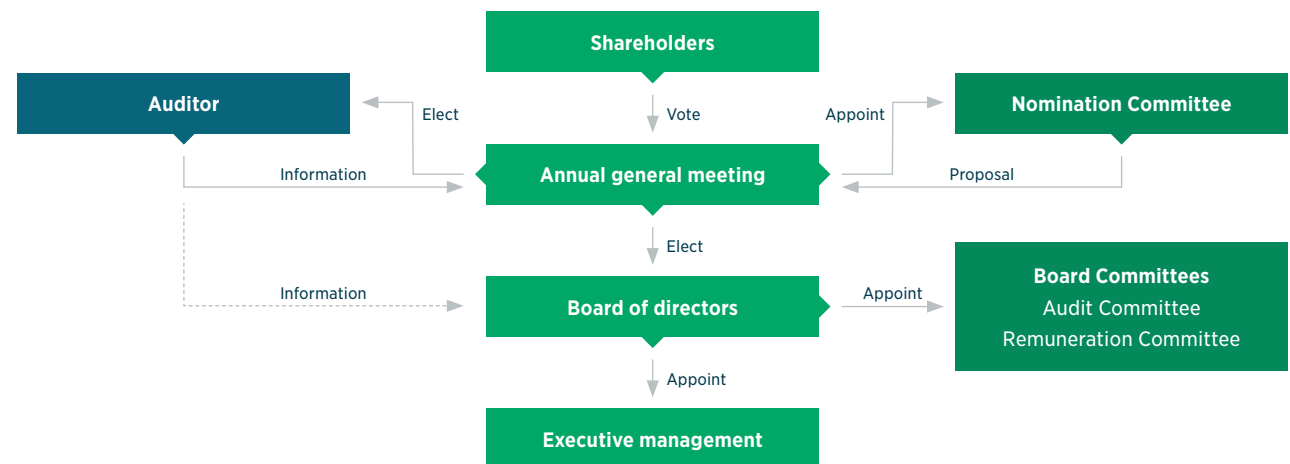
Council's good practices in the stock market, the Swedish Code of Corporate Governance (the Code, available from www.corporategovernanceboard.se) and Better Collective guidelines such as the Articles of Association, policies, and guidelines. Better Collective has resolved that it will comply with the Swedish Code instead of the Danish recommendations on Corporate Governance, as is customary for companies listed on Nasdaq Stockholm. The main corporate laws and rules on governance relevant for shareholders in a Danish public limited liability company that is listed on Nasdaq Stockholm, and complying with the Code, are to a large extent materially similar to

the corresponding Swedish rules that would apply for a Swedish public limited liability company under the same circumstances.

THE SHARE AND SHAREHOLDERS

Better Collective A/S was listed on Nasdaq Stockholm in the Mid Cap segment on June 8, 2018. The number of shares outstanding on December 31, 2018 was 40,487,111. Each share entitles the holder to one vote. The number of shareholders on December 31, 2018 was 791 which is an increase from the 661 shareholders at the time of the listing. The largest shareholders on December 31, 2018 were

BETTER COLLECTIVE CORPORATE GOVERNANCE STRUCTURE



Chr. Dam Holding and J. Søgaard Holding (the co-founders of Better Collective) with each 12,171,168 shares and each representing 30% percent of the votes and share capital in the company. Further information on the Better Collective share and shareholders are available in the section Share and shareholders on page 30 as well as on the company's website.

GENERAL MEETING

Pursuant to the Danish Companies Act, the general meeting is the Company's superior decision-making body. The general meeting may resolve upon every issue for the Company which does not specifically fall within the scope of the exclusive powers of another corporate body, for example the power to appoint the executive management, which falls within the scope of the board of directors in limited liability companies that are managed by a board of directors.

At the general meeting, the shareholders exercise their voting rights in key issues, such as amendments of the Company's articles of association, approval of the annual report, appropriation of the Company's profit or loss (including distribution of any dividends), resolutions to discharge the members of the board of directors and the executive management from liability, the appointment and removal of members of the board of directors and auditors and remuneration for the board of directors and auditors. Other matters transacted at the meeting may include matters that, according to the articles of association or the Danish Companies Act, must be submitted to the general meeting.

Time and place

The annual general meeting must be held at a date that allows sufficient time to send the Danish Business Authority a copy of the audited and adopted annual report within four months of the end of the financial year. In addition to the annual general meeting, extraordinary general

meetings may be convened and held when required. According to the Company's articles of association, general meetings must be held in Greater Copenhagen, Gothenburg or Stockholm.

Notice

According to the Company's articles of association, general meetings must be convened by the board of directors giving written notice no earlier than five weeks and no later than three weeks prior to the general meeting. Pursuant to the Danish Companies Act, notices convening general meetings shall be made public on the Company's website. If requested, shareholders shall receive written notices of the general meetings as the case may be. The Company expects simultaneously to publish an advertisement in the Swedish daily newspaper Svenska Dagbladet that notice convening the meeting has been given.

Extraordinary general meetings must be held upon request from the board of directors or the auditor elected by the general meeting. In addition, shareholders that individually or collectively hold five percent or more of the share capital can make a written request to the board of directors that an extraordinary general meeting be held to resolve upon a specific matter. Such extraordinary general meetings must be convened within two weeks of the board of directors' receipt of a request to that effect.

The notice to convene a general meeting must be made in the form and substance for public limited liability companies admitted to trading on a regulated market as stipulated in the Danish Companies Act. The notice must also specify the time and place of the general meeting and contain the agenda of the business to be addressed at the general meeting. If an amendment of the Company's articles of association shall be resolved upon at a general meeting, the complete proposal must be included in the notice. For certain material amendments, the specific wording must be set out in the notice.

BETTER COLLECTIVE COMPLIES WITH THE SWEDISH CODE OF CORPORATE GOVERNANCE WITH THE FOLLOWING EXCEPTIONS:

As stipulated in Better Collective's Articles of Association, the board of directors appoint the meeting chair for the AGM instead of letting the nomination committee propose a meeting chair. The Articles also stipulate that the meeting chair approves the AGM minutes instead of letting an AGM participant that is not member of the board or an employee of the company approve the minutes of the meeting.

The respective reports on corporate governance and CSR do not include a part of the auditor's report covering the specific reports, as these subjects are not individually addressed in the auditor's report.

These deviations are due to differences between Danish and Swedish laws and practices.

As regards the annual general meeting, the Company must announce the date for the meeting as well as the deadline for any shareholder proposals no later than eight weeks before the scheduled date for the annual general meeting.

Right to attend general meetings

A shareholder's right to attend a general meeting and to vote on their shares is determined on the basis of the shares held by the shareholder at the date of registration. The date of registration is one week before the general meeting is held. The holdings of each individual shareholder is based on the number of shares held by that shareholder as registered in the Company's share register maintained by Euroclear Sweden as well as any notifications of ownership received by the Company for the purpose of registration in the share register, but not yet registered.

To attend the general meeting, a shareholder must, in addition to the above-mentioned, also notify the Company of his or her attendance no later than three days prior to the date of the general meeting, as stipulated by the Company's articles of association. Shareholders may attend general meetings in person, through a proxy or by postal vote, and may be accompanied by an advisor. All attending shareholders are entitled to speak at general meetings.

Voting rights and shareholders initiatives

Each share entitles the holder to one vote. All matters addressed at the general meeting must be decided by a simple majority vote, unless otherwise stipulated by the Danish Companies Act or the Company's articles of association. A resolution to amend the articles of association requires that no less than two thirds of the votes cast as well as the share capital represented at the general meeting vote in favour of the resolution, unless a larger majority is required by the Danish Companies Act (for example resolutions to reduce shareholder rights to receive dividends or to restrict the transferability of the shares) or the Company's articles of association. Shareholders who wish to have a specific matter brought before the general meeting must submit a written request to the Company's board of directors no later than six weeks prior to the general meeting. If the request is received less than six weeks before the date of the general meeting, the board of directors must decide whether the request has been made with enough time for the issues to be included on the agenda.

GENERAL MEETINGS IN 2018

The Annual General Meeting 2018 was held on April 26, 2018 and approved the 2017 annual report, discharged the Board and Executive Management, and re-elected all the current board members and current auditor. Three extraordinary general meetings were held in 2018: On

February 2, a meeting was held to elect Petra von Rohr as additional new member of the board of directors of Better Collective until the close of the next annual general meeting. On May 18, the shareholders resolved on items required in preparations for a listing on Nasdaq Stockholm, including instructions and rules of procedure for the nomination committee, amendment of the denomination and currency of the company's shares, and to authorize the board to carry out a share increase, limited to the over-allotment option (valid until December 31, 2018). The meeting on June 7 resolved to carry out a share increase.

Annual general meeting 2019

The annual general meeting 2019 will take place on April 25, 2019 at 16.00 at Better Collective, Toldbodgade 12 in Copenhagen, Denmark. For more information, see section on Annual general meeting on the company's website.

NOMINATION COMMITTEE

According to the Code, the Company shall have a nomination committee, the duties of which shall include the preparation and drafting of proposals regarding the election of members of the board of directors, the chairman of the board of directors, the chairman of the general meeting and auditors. In addition, the nomination committee shall propose fees for board members and the auditor. At the extraordinary meeting held on 18 May 2018, it was resolved to adopt instructions and rules of procedure for the nomination committee according to which the nomination committee shall consist of four members representing the three largest shareholders per the end of August, together with the chairman of the board of directors. The names of the members of the nomination committee must be published by the Company no later than six months prior to the annual general meeting.

On August 31, 2018, the two largest shareholders were Bumble Ventures and Better Partners which due to their

interlinked ownership are grouped. In accordance with shareholders' decision, the nomination committee was appointed and is composed by four members in total:

- Daniel Nyvang Mariussen, appointed by Bumble Ventures and Better Partners and chairman of the nomination committee
- Martin Jonasson, appointed by Andra AP Fonden
- Michael Knutsson, appointed by Knutsson Holdings
- Jens Bager, Chairman of the board of directors, Better Collective

In all, the nomination committee represented 68,4% of the total number of shares in Better Collective, based on ownership data as per August 31, 2018.

Independence of the nomination committee

The Code requires the majority of the nomination committee's members to be independent in relation to the company and its management and that at least one of these shall also be independent in relation to the company's largest shareholder in terms of voting power. All members are independent in relation to the company and the company's management and all members except for Daniel Nyvang Mariussen are independent in relation to major shareholders.

Meetings of the nomination committee

Ahead of the AGM 2019, the nomination committee has held four meetings, all of which with full attendance. No fees have been paid for work on the committee.

BOARD OF DIRECTORS

After the general meeting, the board of directors is the most superior decision-making body of the Company. The duties of the board of directors are set forth in the Danish Companies Act, the Company's articles of association, the Code and the written rules of procedure adopted by the

board of directors, which are revised annually. The rules of procedure regulate, inter alia, the practice of the board of directors, tasks, decision-making within the Company, the board of directors' meeting agenda, the chairman's duties and allocation of responsibilities between the board of directors and the executive management. Rules of procedure for the executive management, including instruction for financial reporting to the board of directors, are also adopted by the board of directors.

The board of directors meets according to a pre-determined annual schedule. At least five ordinary board meetings shall be held between each annual general meeting. In addition to these meetings, extraordinary meetings can be convened for processing matters which cannot be referred to any of the ordinary meetings. In 2018, 12 meetings were held.

Composition of the board

The members of the board of directors are elected annually at the annual general meeting for the period until the end of the next annual general meeting. According to the Company's articles of association, the board of directors shall consist of no less than three and no more than seven board members. Furthermore, the Code stipulates that no deputy members may be appointed. Currently, the board of directors is comprised of five ordinary board members elected by the general meeting: Jens Bager (Chairman), Klaus Holse, Søren Jørgensen, Leif Nørgaard, and Petra von Rohr. The board attended Nasdaq's stock market training course for board and management prior to the listing in 2018. For information about the board members see page 28.

Evaluation of board performance

The board of directors regularly evaluates its work through a structured process. The chairman is responsible for carrying out the evaluation and presenting the results

to the nomination committee. In 2018, the chairman conducted a self-assessment of the board's work, including the collaboration with the executive management. The evaluation was supplemented with individual interviews with the board members, conducted by the nomination committee. The overall conclusion was that the board has a well-balanced mix of competencies and the board's performance and efficiency is found to be satisfactory.

Diversity

Report on the underrepresented gender, cf. Section 99 b of the Danish Financial Statements Act

The board composition must be set with appropriateness to the company's operations, phase of development, and must collectively exhibit diversity regarding gender, age, nationality, experience, professional background, and business expertise. Regarding gender diversity at the board of directors level, the company has set a target for a board consisting of five to seven members to have minimum two members of the underrepresented gender elected by the general meeting. In 2018, it was decided to expand the board from four to five members. The search for a new board member in 2018 had candidates of both genders and Petra von Rohr, until recently Head of Group Communications at Com Hem, was elected. Currently, the board consists of four men and one woman, why the target figure was not reached in 2018. In the recruitment of new board members, the company and its nomination committee will seek to realise the target over the coming years and by 2023 at the latest.

Better Collective aims to offer equal opportunities to men and women across our organisation, as well as promoting equal opportunities regardless of gender, ethnicity, race, religion, and sexual orientation. The executive management is made up of three men. CFO Flemming Pedersen joined the executive management in 2018, as he was

assessed to be the strongest candidate. For the other management levels in the company, the gender split in 2018 was 86% men and 14% women. Recruitment and promotion of managers in 2018 was performed with an aim of increasing diversity, resulting in new managers of both genders. We will continually work to increase the share of the underrepresented gender at all management levels, on average, aiming for a target of 35% women over the coming years and by 2023 at the latest.

Board committees

The board of directors has established two committees: the audit committee and the remuneration committee. The board of directors has adopted rules of procedure for both committees.

Audit committee

The audit committee is comprised of Leif Nørgaard (chairman), Søren Jørgensen, and Petra von Rohr. The audit committee's role is mainly to monitor the Company's financial position, to monitor the effectiveness of the Company's internal control and risk management, to be informed about the audit of the annual report and the consolidated financial statements, to review and monitor the auditor's impartiality and independence and to monitor the Company's compliance with law and regulations related to financial matters. The audit committee has an annual work plan and has held five meetings in 2018.

Remuneration committee

The remuneration committee is comprised of Jens Bager (chairman) and Klaus Holse. The remuneration committee's role is primarily to prepare matters regarding remuneration and other terms of employment for the executive management and other key employees. The remuneration committee shall also monitor and evaluate ongoing and completed programs for variable remuneration to the Company's management and monitor and evaluate the

implementation of the guidelines for remuneration to the Executive management which the annual general meeting has adopted. The remuneration committee has an annual work plan and has held two meetings in 2018.

ATTENDANCE AT BOARD AND COMMITTEE MEETINGS

Name	Board Meeting	Audit Committee	Remuneration Committee
Jens Bager (chairman)	12/12	-	2/2
Klaus Holse	11/12	-	2/2
Leif Nørgaard	12/12	5/5	-
Søren Jørgensen	12/12	5/5	-
Petra von Rohr*	10/12	2/5	-

* PvR joined the board on February 12, 2018 and joined the Audit Committee following the AGM on April 25, 2018.

EXECUTIVE MANAGEMENT

According to the Danish Companies Act and the Company's articles of association, the board of directors appoints and removes the members of the executive management. The executive management is responsible for the day-to-day management of the Company. Currently, the executive management consists of Jesper Søgaard as CEO, Flemming Pedersen as CFO and Christian Kirk Rasmussen as COO. The members of the executive management are presented in further detail on page 29.

The duties and responsibilities of the executive management are governed by the Danish Companies Act, the Company's articles of association, the rules of procedures for the executive management adopted by the board of directors, other instructions given by the board as well as other applicable laws and regulations. The executive management's duties and responsibilities include, inter alia, ensuring that the Company maintains adequate accounting records and procedures, that the board of directors'

resolutions are implemented in the daily management of the Company, that the board of directors are up to date on all matters of importance to the Company and that the day-to-day management of the Company is carried out.

REMUNERATION TO THE BOARD OF DIRECTORS AND THE EXECUTIVE MANAGEMENT

Remuneration to the board of directors

Fees and other remuneration to board members elected by the general meeting are resolved by the annual general meeting. At the annual general meeting held on 26 April 2018, it was resolved that fees of DKK 300,000 is to be paid to the chairman and that fees of DKK 100,000 is to be paid to each of the other board members. The work in a board committee is remunerated with DKK 50,000 for a chairmanship and 25,000 for a regular member (in each case paid out proportionally for the period from the time of the listing to the next annual general meeting).

For the financial year 2018, the board of directors received remuneration as set out in note 5 on page 55.

Remuneration to the executive management

Remuneration to the executive management consists of basic salary, variable remuneration, pension benefits, share related incentive programs and other benefits. For the financial year 2018, the executive management received remuneration as set out in note 5 on page 56.

Guidelines for remuneration to the board of directors and the executive management

At an extraordinary general meeting on 18 May 2018, it was resolved to adopt guidelines with the following main content. The overall purpose of the guidelines is to attract, motivate and retain qualified members of the board of directors and the executive management.

Members of the Company's board of directors and executive management receive a fixed annual remuneration. In addition, members of the board of directors and the executive management may receive incentive-based remuneration consisting of share-based rights. Finally, members of the executive management may receive incentive-based remuneration consisting of a cash bonus (including cash bonuses based on development in the share price), on both an ongoing, single-based and event-based basis.

Cash bonus schemes for executive management may consist of an annual bonus, which the individual member of the executive management can receive if specific targets of the Company and other possible personal targets for the relevant year are met. The maximum cash bonus shall be equivalent to 100 percent of the fixed base salary of each eligible participant of the executive management. Payment of bonus is only relevant when conditions and targets have been fully or partly met (as determined by the board of directors). If no targets are met, no bonus is paid out. Targets for the executive management shall be agreed upon by the board of directors and the executive management. The general meeting will decide whether or not to establish a long-term incentive program (LTI program).

INTERNAL CONTROL

The board of directors has the overall responsibility for the internal control of the Company. The main purpose of the internal control is to ensure that the Company's strategies and objectives can be implemented within the business, that there are effective systems for monitoring and control of the Company's business and the risks associated with the Company and its business, and to ensure that the financial reporting has been prepared in accordance with applicable laws, accounting standards and other requirements imposed on listed companies. The board

of director's responsibility for the internal control and financial reporting is governed by the Danish Financial Statements Act, the Danish Companies Act and the Code. In addition, the board of directors has implemented an internal control framework based on the COSO standard, which focuses on the five areas *control environment, risk assessment, control activities, information and communication and monitoring*.

Control environment

In order to create and maintain a functioning control environment, the board of directors has adopted a number of steering documents and policies, including rules of procedure for the board of directors, the board committees and the executive management with instruction for financial reporting to the board of directors. The policies include a tax policy, treasury policy, IT policy, information policy, insider policy, instruction for insider lists and a code of conduct. The Company also has a group accounting manual which contains principles, guidelines and processes for accounting and financial reporting.

The division of roles and responsibilities within the rules of procedure for the board of directors and the executive management aim to facilitate an effective management of the Company's risks. The board of directors has also established an audit committee whose main task is to monitor the effectiveness of the Company's internal control, internal audit and risk management, to be informed about the audit of the annual report and consolidated financial statements, and to review and monitor the auditor's impartiality and independence. The board evaluates the need for an internal audit function annually. In 2018, given the size of the company, it was decided that an internal audit function is not currently needed.

The Company applies an internal "signing & approval" framework to ensure a clear and formalised distribution and limitation of power, and to define and govern guidelines for the delegation of authority to sign on behalf of the Company. The Company has furthermore established an IT governance structure to ensure that all major IT projects supports the Company's business goals and that existing IT system and resources are used optimally. The Company has implemented a whistle-blower scheme providing employees with the ability to easily and anonymously report any observations of potentially destructive, unethical or illegal activities related to the Company.

Risk assessment

Risk assessment includes identifying risks pertaining to the Company's business, assets and financial reporting as well as assessing the impact and probability of those risks, to ensure that actions to reduce or eliminate risks are analysed and implemented. Within the board of directors, the audit committee is responsible for continuously assessing the Company's risks

The executive management shall annually prepare an internal risk management assessment which is reported to the audit committee and subsequently to the board of directors. The risk management assessment shall include a follow-up on previous year's work and a review of any changes to procedures, control systems and risk-mitigating actions. In March 2018, the executive management initiated an internal risk management assessment that will be followed-up throughout the year and presented to the board of directors as a final report ahead of the preparation of the 2018 annual report.

With regards to financial reporting, the CFO and the finance department annually prepares a report for the audit committee, including a review of items subject to special risks and significant accounting estimates and

judgements, allowing the audit committee to monitor the financial reporting process. The audit committee also evaluates the need for an internal audit function annually and makes recommendation to the board of directors.

Control activities

Control activities are performed for the purpose of preventing, detecting and correcting any errors and irregularities, including fraud. Control activities are implemented in the Company's systems and procedures, including financial reporting systems and procedures. Control activities include, for example, physical and electronic preventive access controls concerning sensitive and confidential information, preventive IT based controls limiting access to systems, joint approval procedures for electronic bank transfers and detective controls. Financial control activities are performed in accordance with the group accounting manual and are carried out on a monthly basis and are documented.

Information and communication

Internal communication to employees occurs, inter alia, through policies, instructions and newsletters, including a code of conduct that serves as an overall guiding principle for employees in all communication, an information policy that governs internal and external information as well as an insider policy to ensure appropriate handling of insider information that has not yet been disclosed to the public. The Group's CEO has the overall responsibility for the handling of matters regarding insider information.

The Company's Investor Relations function is led and supervised by the CFO and the Investor Relations Manager. The Investor Relations function's principal tasks are to support in matters in relation to the capital market as well as to assist in preparing financial reports, general meetings, capital market presentations and other regular reporting regarding Investor Relations activities.

KEY RISK FACTORS

Key risk factors are described below. The risk factors are not listed in any order of priority.

RISK ITEM	DESCRIPTION	RISK MANAGEMENT
Market regulation	Changes to applicable laws and regulations could lead to an increased burden of compliance, which could be costly and time-consuming to maintain efficiently. In addition, the uncertainty that characterises the legal framework for iGaming means that iGaming operators must devote significant time and resources to monitor the regulatory development.	Changes in regulation may involve imposing license requirements, marketing restrictions and local taxation but can also imply a liberalisation of the market. iGaming regulation provides transparency to the legal framework, which in turn enhances predictability. We believe that iGaming regulation typically has a positive impact on the growth of the iGaming market.
Markets and customers	Anticipating and responding to important trends in the market for iGaming is critical to Better Collective's ability to retain customers and win market share. Failing to spot these trends represents a risk.	Extensive market research and industry analysis allow Better Collective to anticipate and respond to market movements and new requirements.
Products and users	Better Collective constantly aims at offering the best and most innovative products. Failure to be ahead of development in the industry poses a risk, as the competitive landscape encourages novelty and edge in products.	Better Collective conducts a systematic prioritisation of user, customer, and market requirements. Updates include enhanced system functionality and improved technical infrastructure.
M&A	Better Collective participates actively in market consolidation to increase relevance to its customers and to reduce the exposure to single products and customers. M&A activity poses risk in that targets need to be qualified, deals negotiated, and businesses integrated.	Better Collective has proven its acquisition model throughout 2018 and continue to work diligently in the evaluation and building of its M&A pipeline. Integration of new assets and/or entities create valuable synergies due to Better Collective's APIs and processes.

RISK ITEM	DESCRIPTION	RISK MANAGEMENT
Corporate Culture	People remain the key drivers in everything that we do at Better Collective as our business is based on specialised expertise and innovation. Failure to attract, develop, and retain the most skilled employees and management talent constitutes a risk to the company.	Our company values and the notion of work/life balance serve as strong tools for recruitment of talent as we have, naturally, found that talented people are happy to stay with a company that treats them with respect and give freedom. See also our CSR report on page 33.
Legal	Better Collective believes contractual risk as well as legal risk related to regulatory requirements are critical. Failure to meet or implement regulatory requirements in a timely fashion with respect to, for instance, data protection, confidentiality agreements, IPR, and fraud constitutes a risk.	Better Collective has established a central Legal function that, together with the commercial and business development operations, ensures a stage-gate approach when new contracts are made and when new regulations and compliance are being imposed.
IT	As a digital software-based company with a core business based on modern information technology, Better Collective's failure to adequately protect itself against IT risk represents a particular risk. Cybercrime including unauthorised access to Better Collective's network and data could endanger applications as well as the infrastructure and the technical environment stored on Better Collective's network.	Better Collective's IT department continuously monitors its global technical infrastructure, aiming to identify and minimise risk to the company's production and operation. Through well-established procedures and solutions, Better Collective can quickly restore critical business operations.
Financial	Generally, financial reporting involves the risk of non-compliance with applicable legislation and potential business risk. There is also a risk of inadequate internal controls designed to avoid significant errors and omissions in financial reporting.	Better Collective has established a group finance function that oversees all financial policies, procedures and controls. See also note 20 Financial risks on page 63.

Monitoring

Compliance and effectiveness of internal controls are continuously monitored. The executive management ensures that the board of directors receives continuous reports on the development of the Company's activities, including the Company's financial results and position, and information about important events, such as key contracts. The executive management also reports on such matters at each board meeting.

The board of directors and the audit committee examines the annual report and the interim reports and conducts financial evaluations based on established business plans. The audit committee reviews any changes in accounting policies to determine the appropriateness of the accounting policies and financial disclosure practices. The audit committee furthermore reviews the consistency of accounting policies across the Group on a yearly basis.

Every year a self-evaluation of the efficiency of the key controls is performed and a risk report prepared and presented to the board of directors that summarizes the

performed evaluations and accounts for any deviations that must be managed. In April 2018, a review of internal controls was performed with the purpose of reviewing compliance with processes and internal controls covering key areas and process flows according to the Company's group accounting manual. The report concluded that the Company's financial internal controls are deemed appropriate.

Furthermore, the Group's policies are subject to at least one annual review by the board of directors.

EXTERNAL AUDIT

The Company's auditor is appointed by the annual general meeting for the period until the end of the next annual general meeting. The auditor audits the financial statements prepared by the board of directors and the executive management. Following each financial year, the auditor shall submit an audit report to the annual general meeting. The Company's auditor reports its observations from the audit and its assessment of the Company's internal control to the board of directors. At the annual

general meeting held on 26 April 2018, Ernst & Young Godkendt Revisionspartnerselskab was re-elected as the Company's auditor with Jan C. Olsen as the lead auditor. It was also resolved that the fees to the auditor should be paid in accordance with normal charging standards and approved invoice. The total fee paid to the Company's auditor for the financial year 2018 amounted to 589 tEUR, of which 47 tEUR regarded the audit assignment, and 543 tEUR regarded other assignments.

SHAREHOLDINGS AND WARRANTS

Name	Jens Bager	Klaus Holse	Søren Jørgensen	Leif Nørgaard	Petra von Rohr	Jesper Søgaard	Christian Kirk Rasmussen	Flemming Pedersen
Position	Chairman of the board	Board member	Board member	Board member	Board member	CEO	COO	CFO
No. of shares*	726,530	124,074	186,257	345,591	-	12,171,168	12,171,168	137,322
No. of warrants**	5,086	2,543	2,543	2,543	600	-	-	5,086

* Shareholding in Better Collective, own and closely related, as per December 31, 2018

** Each warrant entitles the holder to subscribe for 54 new shares in the company



BOARD OF DIRECTORS



JENS BAGER

Chairman of the Board,
Chairman of the Remuneration Committee
Born 1959
Nationality DK
Present position since 2017

Education: M.Sc in Economics and Business Administration from Copenhagen Business School.

Professional background: JB was the CEO of ALK-Abelló A/S for 16 years before joining BC, and prior to that he was an EVP of Chr. Hansen A/S. He is an Industrial Partner at Impilo AB and he has served on various boards in Denmark, Sweden, and France. He has extensive experience of general management of international and listed companies.

Other assignments: Board chairman of Ambu A/S. Member of the executive board of Bukkebalte Invest ApS, Jens Bager Advisory ApS and 56* NORTH Equity Partners ApS.

Previous assignments: Board chairman of Heatex AB and Poul Due Jensens Fond. CEO of ALK-Abelló A/S.

Independence in relation to:

- shareholders Yes
- the company Yes



KLAUS HOLSE

Board Member,
Member of the Remuneration Committee
Born 1961
Nationality DK
Present position since 2017

Education: M.Sc. in Computer Science from the University of Copenhagen, Graduate Diploma in Business Administration (HD) from Copenhagen Business School.

Professional background: KH is currently the CEO of SimCorp and has previously been a Corporate VP at Microsoft, and Senior President at Oracle. At Microsoft, he was President of Western Europe, leading the largest area outside of the US. He has extensive experience from the IT and software industry.

Other assignments: Board chairman of EG A/S, Delegate A/S, AX IV EG Holding III ApS. Member of the board of director of The Scandinavian ApS. CEO of Simcorp A/S. Member of the executive board of Khaboom Aps.

Previous assignments (past five years): Board chairman of Danske Lønsystemer A/S, Lessor A/S, EG Holding A/S, Ipayroll Holding ApS, Lessor Group ApS and Lessor Holding ApS.

Independence in relation to:

- shareholders Yes
- the company Yes



SØREN JØRGENSEN

Board Member
Member of the Audit Committee
Born 1970
Nationality DK
Present position since 2014

Education: LL.M. from the University of Aarhus and the University of London.

Professional background: SJ has practiced law for 20 years with the last 12 years as an M&A partner. He has served as a professional board member in Danish and foreign companies within various industries for +15 years.

Other assignments: Board chairman of Rostra Kommunikation og Research A/S, Rostra Holding 2010 ApS, ToTec Holdings ApS, Orlo ApS, BHS Logistics A/S, Studsgaard Holding A/S, BHS Service Center A/S, Killer Kebab ApS and NCI Advisory A/S. Board member of Totaltec Oilfield Services Ltd. Member of the executive board of Emmamo ApS and Eupry Invest ApS.

Previous assignments (past five years): Board chairman of Welltec A/S, Ibstic International A/S, JH Holding, Allerød, ApS, Ibstic Technologies Denmark A/S, Welltec Holding ApS, Welltec International ApS, Orlo ApS and Spektral Experience ApS. Board member of Klampenborg Galoppbane A/S, Vips Transport ApS, Klampenborg Venues Holding ApS and Nordic Seaweed ApS. Partner of Bruun & Hjejle I/S.

Independence in relation to:

- shareholders Yes
- the company Yes



LEIF NØRGAARD

Board Member
Chairman of the Audit Committee
Born 1955
Nationality DK
Present position since 2014

Education: M.Sc in Economics and Business Administration from Aarhus Business School and State Authorised Public Accountant.

Professional background: LN has held senior positions in global companies, incl. CFO for Chr. Hansen Group, CFO for Dako Group, CFO for Teleca Group, and has served on boards in several countries. LN is a professional investor and part-time CFO in start-up companies. He has extensive experience in finance, start-ups and growth companies

Other assignments: Board chairman of K/S Sunset Boulevard, Esbjerg. Board deputy chairman of Scion DTU A/S. Member of the executive board of Nøller Invest ApS, 2XL2016 ApS, Komplementarsel. Landshut ApS and Sunset Boulevard, Esbjerg Komplementar ApS.

Previous assignments (past five years): Board member of Komplementarsel. Landshut ApS and Teklatech A/S. Chairman of the board of K/S SDR. Fasanvej, Frederiksberg. Partner of ApS Komplementarselskabet SDR. Fasanvej, Frederiksberg.

Independence in relation to:

- shareholders Yes
- the company Yes



PETRA VON ROHR

Board Member
Member of the Audit Committee
Born 1972
Nationality SE
Present position since 2018

Education: M.Sc. in Economics from Stockholm School of Economics and McGill University in Montreal, Canada.

Professional background: PVR has experience from executive management positions both from the finance industry and the communications industry. Most recently, she was Head of Group Communications at Com Hem AB. Previous experience includes working as an equity analyst in London and Stockholm. She has extensive experience from working with corporate communication and investor relations

Other assignments: -

Previous assignments (past five years):

Member of the Executive Management team of Com Hem AB, Partner of Kreab AB, Board member of Lauritz.com A/S, Lauritz.com Group A/S, Novare Human Capital Aktiefbolag and Takkei Trainingsystems AB.

Independence in relation to:

- shareholders Yes
- the company Yes



MANAGEMENT

EXECUTIVE MANAGEMENT



JESPER SØGAARD

CEO & Co-Founder
 Born 1983
 Nationality DK
 Present position since 2004

Education: M.Sc. in Political Science from the University of Copenhagen.

Professional background: JS founded Better Collective together with Christian Kirk Rasmussen in 2002 and has been working with and developing the Group's operations since the beginning.

Other assignments: Member of the board of directors of Ejendomsselskabet Algade 30-32 A/S, MM Properties, Symmetry Invest A/S and BetterNow Worldwide ApS. CEO of J. Søgaard Holding ApS. Member of the executive board of Bumble ventures A/S and Better Partners ApS.

Previous assignments (past five years): Member of the board of directors of Shjrs Danmark ApS, Scatter Web ApS, Ploomo ApS and VIGGA.us A/S.



CHRISTIAN KIRK RASMUSSEN

COO & Co-Founder
 Born 1983
 Nationality DK
 Present position since 2004

Education: Bachelor of Commerce from Copenhagen Business School.

Professional background: CKR founded Better Collective together with Jesper Søgaard in 2002 and has been working with and developing the Group's operations since the beginning.

Other assignments: Member of the board of directors of Ejendomsselskabet Algade 30-32 A/S, Omnigame ApS and MM Properties ApS. CEO of YellowSunmedia ApS. Member of the executive board of Chr. Dam Holding ApS, Bumble Ventures A/S and Better Partners ApS.

Previous assignments (past five years): Member of the board of directors of Scatter Web ApS.



FLEMMING PEDERSEN

CFO
 Born 1965
 Nationality DK
 Present position since 2018

Education: M.Sc. (cand. merc. aud.) and HD (Bachelor of Business Administration) from Copenhagen Business School.

Professional background: FP has more than 20 years of management experience, whereof more than 15 years in executive positions in public companies. He has served as CFO of ALK-Abelló A/S and was CEO and president of Neurosearch A/S. He has experience in General Management, Finance, Accounting, Tax matters, Risk Management and Capital Markets. In addition, he has experience from board positions in both public and private companies in Denmark as well as internationally.

Other assignments: Member of the executive board of Naapster ApS.

Previous assignments (past five years): Chairman of the board of directors of ALK-Abelló Nordic A/S and Good-steam ApS. Member of the board of directors of MB IT Consulting A/S and MBIT A/S. Member of the executive management of ALK-Abelló A/S.

NOTES

3 SEGMENT INFORMATION

The Group's operations are reported on the basis of one single operating segment in accordance with the definition of an operating segment in IFRS 8, Operating Segments. Management has assessed that the Group has only one operating segment on the basis that internal reporting presented to and followed-up on by the Group's chief operating decision maker (CODM), which is the Executive Management Team, is presented for the Group as a whole. Revenue of the Group is generated through various marketing methods and the Executive Management Team monitors operating income for the entire Group and allocates resources on the basis of total Group operations.

4 REVENUE SPECIFICATION - AFFILIATE MODEL

In accordance with IFRS 15 disclosure requirements, total revenue for 2018 is split on revenue share, Cost per Acquisition (CPA), and other, as follows:

tEUR	2018	%-split
Revenue		
Revenue share	33,140	82
CPA	4,520	11
Other	2,823	7
Total Revenue	40,483	100

The Group has earned 20 mEUR in revenues from one major customer, which represents 50% of the Group's revenue (2017: 64%). The effect of consolidating new acquisitions on a full year basis will be a further decline of this percentage.

5 STAFF COSTS

tEUR	2018	2017
Wages and salaries	10.273	6.070
Pensions, defined contribution	1.295	559
Other social security costs	601	271
Share-based payments	319	283
Other staff costs	502	385
Total staff costs	12.990	7.568
Average number of full-time employees	198	116
Remuneration to Executive Directors		
Wages and salaries	800	183
Pensions, defined contribution	104	17
Other social security costs	1	1
Share-based payments	91	0
Total	996	201
Remuneration to Board of Directors		
Wages and salaries	105	63
Share-based payments	0	201
Total	105	264

tEUR	Jens Bager	Klaus Holse	Leif Nørgaard	Søren Jørgensen	Petra von Rohr	Henrik Lykkesteen	Total
Board Fees 2018	44	15	17	15	14	0	105
Board Fees 2017	25	3	12	17	0	6	63

NOTES

5 STAFF COSTS (CONTINUED)

Remuneration to Executive Directors	Jesper Søgaard	Christian Kirk Rasmussen	Flemming Pedersen	Total
2018 Remuneration to Executive Directors				
Wages and salaries	247	247	306	800
Pensions, defined contribution	27	27	49	104
Other social security costs	0	0	0	1
Share-based payments	0	0	91	91
Total	275	275	447	996
2017 Remuneration to Executive Directors				
Wages and salaries	91	91	0	183
Pensions, defined contribution	9	9	0	17
Other social security costs	0	0	0	1
Share-based payments	0	0	0	0
Total	100	100	0	201

6 SHARE-BASED PAYMENT PLANS

The Group has one warrant program from 2017 that grants employees and directors stock-options or warrants (equity-settled awards). As of December 31, 2018, 33.930 warrants were granted under this program (2017: 41,050).

The warrants granted to key employees under the 2017 Warrants Program were granted in three tranches, vest in three consecutive years starting on May 1, 2018 and expire in five years after the grant date. Warrants granted in 2018 were from the 2017 program.

The warrants granted to Board members under the 2017 Warrants Program were granted on August 25, 2017, October 11, 2017, February 8, 2018 and expire on July 1, 2019. As these warrants were purchased by the Board members, they vested immediately. All warrants granted to employees have a service condition attached.

During 2018 the company granted a total of 6,256 warrants, comprising 5,086 warrants to the Company's Chief Financial Officer (CFO) hired in January 2018, 600 warrants sold to the Company's new board member, and 570 warrants to other key management personnel.

6 SHARE-BASED PAYMENT PLANS (CONTINUED)

The warrants to the CFO and other key management personnel have an exercise price of DKK 700, were granted in three tranches, vest in three consecutive years beginning January 2018 and expire five years after the grant date. The warrants granted to the Company's new board member were granted in February 2018 and vest immediately, as these warrants were purchased by the new board member. They have an exercise price of DKK 700.

In connection with the IPO, Better Collective paid out cash in the amount of 2.4 mEUR for the compensation of 9,185 cancelled warrants. The compensation paid up to the fair value of the awards at settlement date is accounted for as a deduction from equity as a redemption of an equity instrument.

The warrant program has been updated in line with the share split in June, so each warrant gives right to 54 shares in Better Collective.

Share based compensation expense recognised for 2018 is 319 tEUR (2017: 283 tEUR).

	Board of Directors	Executive directors	Other key Management personnel	Total, numbers	Exercise price, weighted average EUR
Share options outstanding at January 1 2017	0	0	10,912	10,912	34
Granted	12,715	0	19,150	31,865	94
Forfeited/expired	0	0	1,427	1,427	30
Exercised	0	0	300	300	27
Transferred	0	0	0	0	0
Share options outstanding at December 31 2017	12,715	0	28,335	41,050	91