



Regulatory Release no. 16/2022
March 28, 2022

Notice to convene annual general meeting

The board of directors of Better Collective A/S (the “**Company**”) hereby convenes the annual general meeting to be held on Tuesday 26 April 2022 at [14.00] pm CET at the Company’s offices, Toldbodgade 12, 1253 Copenhagen K, Denmark.

Better Collective offers its shareholders the opportunity to participate in the annual general meeting via webcast provided, however, that shareholders who choose to do so will not have the possibility to cast their vote during the annual general meeting or ask questions. Such shareholders are encouraged to exercise their voting rights by postal vote or proxy and to submit questions to the agenda and other documents for the general meeting to the Company in advance.

Agenda

1. Appointment of Chair of the general meeting.
2. The board of directors’ report on the activities of the Company during the past financial year.
3. Presentation of the audited annual report and the consolidated financial statements for the financial year 2021 for adoption.
4. Resolution on the appropriation of profits as recorded in the approved annual report.
5. Resolution to grant discharge of liability to members of the board of directors and the executive management.
6. Presentation of the remuneration report for 2021 for advisory vote.
7. Election of members of the board of directors, including the Chair of the board of directors.
8. Approval of the board of directors’ remuneration for the current financial year.
9. Election of auditor and determination of remuneration for the auditor.
10. Any proposals from the board of directors or the shareholders
 - a. Proposal to authorise the board of directors to increase the share capital of the Company.
 - b. Proposal to authorise the board of directors to acquire treasury shares.
 - c. Proposal to authorise the board of directors to increase the share capital of the Company by issue of convertible loan instruments.
 - d. Proposal to amend the Company’s articles of association and appoint a Vice Chair of the board of directors.
 - e. Proposal to amend the remuneration policy.
 - f. Proposal to pay the share component of the board remuneration for the financial year 2021 in cash.



11. Proposal on authorisation to the Chair of the meeting.

Re item 1. Appointment of Chair of the meeting

The nomination committee proposes that attorney-at-law Andreas Nielsen is appointed as Chair of the meeting. Accordingly, the board of directors will at the general meeting appoint Andreas Nielsen as Chair of the meeting in accordance with section 6.7.1 of the Company's articles of association.

Re item 2. The board of directors' report on the activities of the Company during the past financial year

Re item 3. Presentation of the audited annual report and the consolidated financial statements for the financial year 2021 for adoption

The audited annual report for 2021 is available at the Company's website www.bettercollective.com and is enclosed as Schedule 1 to this notice.

The board of directors proposes that the audited annual report is adopted.

Re item 4. Resolution on the appropriation of profits as recorded in the approved annual report

The board of directors proposes that the year's profit of EURm 7.5 is transferred to the Company's reserves and that no dividend is paid out for the financial year 2021.

Re item 5. Resolution to grant discharge of liability to members of the board of directors and the executive management

The board of directors proposes that the board of directors and the executive management are discharged from liability for the performance of their duties.

Re item 6. Presentation of the remuneration report for 2021 for advisory vote

Presentation by the board of directors of the remuneration report for 2021 (enclosed as Schedule 2 to this notice).

The board of directors proposes an advisory vote on the remuneration report 2021 prepared in accordance with section 139b(4) of the Danish Companies Act.

Re item 7. Election of members of the board of directors, including the Chair of the board of directors

Currently, the board of directors consists of following members:

- Jens Bager (Chair of the board of directors)
- Klaus Holse
- Therese Hillman
- Leif Nørgaard
- Petra Von Rohr
- Todd Dunlap

The nomination committee that has been composed of (i) Søren Jørgensen (Chair), appointed by Chr. Dam Holding ApS and J. Søgaard Holding ApS, (ii) Martin Jonasson, appointed by Andra AP Fonden also representing Tredje AP Fonden, (iii) Jesper Ribacka and (iv) Jens Bager, Chair of the board of directors, proposes re-election of all existing board members elected by the general meeting, including re-election of Jens Bager as Chair of the board of directors.

For an overview of management level posts held by the current members of the board of directors up for election in other commercial enterprises, please see page 36 of the annual report.



A statement issued by the nomination committee regarding the board of directors and the proposals of the nomination committee for the annual general meeting 2022 is available on www.bettercollective.com.

Re item 8. Approval of the board of directors' remuneration for the current financial year

The nomination committee proposes that the general meeting approves an annual remuneration of EUR 90,000 (EUR 90,000 in the previous year) for the Chair of the board of directors and an annual remuneration of EUR 30,000 (EUR 30,000 in the previous year) for each of the other members of the board of directors until the next annual general meeting.

In addition, if and to the extent that the proposal under agenda item 10 d. regarding the appointment of a Vice Chair of the board of directors is approved, the nomination committee proposes that the Vice Chair receives an annual remuneration of EUR 60,000 instead of remuneration as member of the board of directors.

Furthermore, the nomination committee proposes that the general meeting approves an annual remuneration of EUR 13,500 (EUR 13,500 in the previous year) for Chair position in the audit committee and the remuneration committee, respectively, and an annual remuneration of EUR 6,750 (EUR 6,750 in the previous year) for a regular membership of the audit committee and the remuneration committee, respectively.

In addition, the Nomination Committee recommends that the existing arrangement whereby 1/3 of the total remuneration payable to the Chair of the board of directors, the members of the board of directors and the members and Chairs of the remuneration and audit committees is paid in shares in the Company is removed due to recent experiences with the arrangement and the high costs and administrative burden associated with the arrangement.

Re item 9. Election of auditor and determination of remuneration for the auditor

The nomination committee proposes, in accordance with the recommendation from the audit committee, that i) EY Godkendt Revisionspartnerselskab is re-appointed as the auditor of the Company; and ii) that the remuneration to EY Godkendt Revisionspartnerselskab will be paid in accordance with accounts approved by the Company.

Re item 10a). Proposal to authorise the board of directors to increase the share capital of the Company

The board of directors proposes that the general meeting in the period until the annual general meeting to be held in 2023 authorises the board of directors to increase the share capital in the Company without pre-emption rights for the existing shareholders in one or more issues by up to a nominal amount of EUR 109,667,777, corresponding to 20% of the existing share capital and a maximum dilution of approximately 16.66% of the outstanding share capital on a non-diluted basis. The capital increase(s) shall take place at market price and may be completed against cash payment, by contribution in kind or by conversion of debt.

For the issuance of shares on the basis of the above authorisation the following shall apply:

1. Partial payment of the subscription amount is not permitted.



2. The new shares will be issued without pre-emption rights for existing shareholders, and the pre-emption rights relating to the new shares will not be restricted in respect of future capital increases other than as provided for in the Company's articles of association.
3. There are no restrictions on the transferability of the shares. No shareholder is obliged to have his or her shares redeemed in full or in part.
4. The new shares will be issued through Euronext Securities A/S and will be admitted to trading and official listing on Nasdaq Stockholm.
5. The new shares will be issued in the name of the holder and will be negotiable instruments.

It is proposed that the authorisation to increase the share capital without pre-emption rights will replace the lapsed authorisation in section 4.1 in the articles of association as set out in the draft new articles of association enclosed as Schedule 3 to this notice.

The purpose of the authorisation is to make it possible for the Company to (i) settle part of the purchase price and/or earn-out payments related to acquisitions (ii) finance future acquisitions in the Company, (iii) make it possible to procure capital in the future.

Re item 10b). Proposal to authorise the board of directors to acquire treasury shares

It is proposed to authorise the board of directors to pass a resolution on acquisition of treasury shares on the following terms:

1. The Company may acquire up to nominal EUR 54,833.88 treasury shares corresponding to 10% of the existing share capital in the period until the annual general meeting to be held in 2023.
2. Acquisitions of treasury shares should be made on Nasdaq Stockholm (the “**Exchange**”) at a price per share within the band of prices (spread) applying on the Exchange, or to the extent the Company assigns a member of the Exchange to accumulate a certain amount of the Company's shares by proprietary trading during a certain time period on the day of delivery pay the volume weighted average price for the market as a whole for such period of time, even if the volume weighted average price falls outside the range of prices on the day of delivery.

All acquisitions of treasury shares shall be made in accordance with the applicable rules at the Exchange.

It is proposed that the authorisation to the board of directors to acquire treasury shares will replace the lapsed authorisation in section 4.2 in the articles of association as set out in the draft new articles of association, enclosed as Schedule 3 to this notice.

Re item 10c). Proposal to authorise the board of directors to increase the share capital of the Company by issue of convertible loan instruments

The board of directors proposes that the general meeting in the period until the annual general meeting to be held in 2023 authorises the board of directors to raise funds against issuance of



convertible loan instruments in one or more issues with a right for the lender(s) to convert the loan(s) into shares in the Company with a nominal value of up to EUR 54,833.88, corresponding to 10% of the existing share capital and a maximum dilution of approximately 9.09% of the outstanding share capital on a non-diluted basis.

If the proposal is adopted, the below authorisation to the board of directors will replace the lapsed authorisation in section 4.3 in the articles of association as set out in the draft articles of association enclosed as Schedule 3 to this notice:

“In the period until the annual general meeting to be held in 2023, the board of directors is authorised to issue convertible loan instruments in one or more issues with a right for the lender(s) to convert the loan(s) into shares in the Company with a nominal amount of up to EUR 54,833.88. Such issuance of convertible loan instruments will take place without pre-emptive rights for the existing shareholders.

Convertible loans may be raised in EUR or the equivalent in foreign currency computed at the applicable rate of exchange on the day the loan is issued. The board of directors is also authorised to effect the consequential increase of the Company’s share capital.

The detailed terms and conditions governing the convertible loan instruments are determined by the board of directors, including loan terms, conversion price, conditions and windows for conversion of the loans as well as the holder's legal position in case of capital increase, capital decrease, issuance of new convertible loans, dissolution, merger or demerger of the Company before the expiry of the right of conversion.

For the issuance of shares on the basis of the above authorisation the following shall apply:

1. Partial payment of the subscription amount is not permitted.
2. The new shares will be without pre-emption rights for existing shareholders, and the pre-emption rights relating to the new shares will not be restricted in respect of future capital increases other than as provided for in the Company’s articles of association.
3. There are no restrictions on the transferability of the shares. No shareholder is obliged to have his or her shares redeemed in full or in part.
4. The new shares will be issued through Euronext Securities A/S and will be admitted to trading and official listing on Nasdaq Stockholm.
5. The new shares will be issued in the name of the holder and will be negotiable instruments.

The board of directors is authorised to make the necessary amendments to the articles of association in connection with the capital increase(s) being effected.”

The purpose of the authorisation is to make it possible for the Company to (i) finance future M&A activities in whole or in part by issuance of convertible loan instruments and (ii) make it possible to procure capital in the future.



Re item 10d). Proposal to amend the Company's articles of association and appointment a Vice Chair of the board of directors

The board of directors proposes that the board of directors is further strengthened by appointment of a Vice Chair of the board of directors to assist the Chair with the duties. The Vice Chair will be elected each year at the annual general meeting.

If the proposal is adopted in accordance with the recommendation of the board of directors, the following new section 9.3 will be inserted in the articles of association, as well as a number of amendments of editorial nature including (i) that the nomination committee shall prepare a proposal for a candidate to the role of Vice Chair and (ii) and that the election of Vice Chair will be reflected in the agenda of the annual general meeting, as set out in the draft articles of association enclosed as Schedule 3 to this notice:

"The chair of the board of directors and the vice chair of the board of directors are elected by the general meeting. If such election has not been made or if the chair or the vice chair resigns during the term of an election, the board of directors shall elect a chair or a vice chair, respectively, among its members to serve until the earlier of the next annual general meeting, or the time when a chair or a vice chair of the board of directors has otherwise been elected by the general meeting."

If the proposal is adopted in accordance with the recommendation of the board of directors, the nomination committee proposes that Therese Hillman is elected as Vice Chair of the board of directors in the period until the next annual general meeting.

Re item 10e). Proposal to amend the remuneration policy

The board of directors proposes to amend the Company's remuneration policy in accordance with the draft new remuneration policy, enclosed as Schedule 2.

Apart from editorial edits, the changes are limited to:

- i) Implementation of a fixed fee for the role of Vice Chair of the board of directors equal to 2 times the annual base fee for a membership of the board of directors,
- ii) Removal of the share component of 1/3 of the total remuneration payable to the Chair of the board of directors, the members of the board of directors and the members and Chairs of the remuneration and audit committee. The reason for the proposal to remove the share component of the board remuneration being the Company's recent experiences with the arrangement.

Re item 10f). Proposal to pay the share component of the board remuneration for the financial year of 2021 in cash

Further, due to the recent experiences with transfers of shares to the relevant board and committee members, the board of directors decided to delay the delivery of the share component, equal to 1/3 of respective board or committee members remuneration, to the relevant persons for the financial year 2021.

To the extent that the proposal to amend the remuneration policy with respect to the share component is adopted, the board of directors proposes that the share component for 2021 instead of



being delivered in shares is paid to the respective recipients in cash following this annual general meeting.

Re Item 11. Proposal on authorisation to the Chair of the meeting

The board of directors proposes to authorise the Chair of the general meeting – with right of substitution – to file the resolutions passed with the Danish Business Authority and to make such amendments to the resolutions passed by the general meeting which the Danish Business Authority might demand as a condition to register the resolutions passed by general meeting.

Additional information

Adoption requirements

The approval of the board of directors' proposals under agenda items 10a-d requires that both 2/3 of the cast votes as well as 2/3 of the share capital represented at the general meeting are in favour of the proposal.

The remaining proposals on the agenda can be adopted by simple majority.

Share capital and voting rights

At the time of this notice, the share capital in Better Collective is nominally EUR 548,338.88 divided into 54,833,888 shares, each of a nominal value of EUR 0.01 each. Each share of EUR 0.01 is entitled to one vote at the general meeting.

Availability of information

This notice with the agenda, the complete proposals and schedules is made public on the Company's website (www.bettercollective.com) as of this date.

Questions to the agenda and other documents for the general meeting may be submitted in writing and must be received by the Company no later than **Tuesday 19 April 2021**. Written questions with clear identification of the shareholder must be sent to agm@bettercollective.com or by regular mail to Better Collective A/S, Toldbodgade 12, 1253 Copenhagen C, Denmark.

Furthermore, shareholders or proxies, physically present at the general meeting, may ask questions to the board of directors, the executive management and the Company's auditor on the general meeting.

Webcast

Better Collective offers its shareholders the opportunity to participate in the annual general meeting via webcast provided, however, that shareholders who choose to do so will not have the possibility to cast their vote during the annual general meeting or ask questions. Such shareholders are encouraged to exercise their voting rights by postal vote or proxy and to submit questions to the agenda and other documents for the general meeting to the Company in advance. Link to the webcast can be requested by sending an email to agm@bettercollective.com.

Admission to the general meeting and granting of proxy

A shareholder or proxy wishing to attend the general meeting must submit a request for an admission card so that it has been received by the Company no later than **Friday 22 April 2022 at**



11.59 pm. Admission cards can be requested by submitting the registration form by email (scanned copy) to agm@bettercollective.com or by regular mail to Better Collective, Toldbodgade 12, 1253 Copenhagen C. Admissions cards will be handed out at the entrance to the general meeting upon presentation of valid photo identification. The registration form is enclosed to this notice as Schedule 5 and is also available on the website of the Company, www.bettercollective.com.

Registration Date

The shareholders' right to attend and cast their votes at the AGM is determined on basis of the number of shares held by the shareholders on the expiry of the date of registration on **Tuesday 19 April 2022 at 11.59 pm**. Only shareholders holding shares on the registration date are entitled to attend and vote at the general meeting.

The number of shares held by each shareholder in the Company on the date of registration is calculated at 11.59 pm on the date of registration. The calculation will be based on the registration of shares in the register of shareholders kept by Euroclear Sweden, the register of shareholders and such duly documented notifications to the Company regarding the acquisition of shares that have not yet been recorded in the register of shareholders but have been received by the Company before 11.59 pm on the date of registration.

Information to shareholders who hold their shares through Euroclear Sweden AB

The following information is to shareholders who hold their shares through Euroclear Sweden AB ("Euroclear Sweden").

In order to attend the annual general meeting and exercise your voting rights, you must register your voting rights in the register of shareholders kept by Euroclear Sweden and complete the registration form (see schedule 4) in accordance with the instructions set out below.

If you want to exercise your voting right by proxy, you must also register your voting rights in the register of shareholders kept by Euroclear Sweden and complete the proxy-absentee vote form (see schedule 5) in accordance with the instructions set out below.

Registration process for voting rights – Direct-registered holders:

Shareholders who hold their shares on an account directly with Euroclear Sweden, a CSD-account (Sw: VP-konto) will automatically be included in the register of shareholders kept by Euroclear Sweden and do not have to perform any registration regarding voting rights.

Registration process for voting rights – Nominee-registered holders:

To be registered and entitled to vote at the general meeting, shareholders who hold shares via a nominee must act in accordance with the instructions set out below:

Nominee-registered shareholders must request the nominee to register their shares temporarily in their own name in the register of shareholders kept by Euroclear Sweden. The request for registration of voting rights shall be submitted to the nominee in sufficient time to allow the registration to be effective and completed at Euroclear Sweden in due time before end of business on **Thursday 21 April 2022**.



Attendance with an adviser

Shareholders may attend the general meeting together with an adviser if they have taken out an admission card for themselves and the accompanying adviser no later than **Friday 22 April 2022 at 11.59 pm**.

Shareholders, who do not wish to or are unable to attend the general meeting may exercise their rights by completing the proxy/absentee vote form enclosed as Schedule 6 to this notice.

On the proxy/absentee vote form. Shareholders can choose to:

- i) Vote by post (please note, that a vote by post cannot be withdrawn after it has been received by the Company),
- ii) Grant a proxy to a named third party or;
- iii) Grant a proxy to the Chair of the board of directors (votes will be casted in accordance with the board of directors' and the nomination committee's recommendations).

Processing of personal data

For information on how your personal data is processed by Euroclear Sweden, see

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

COVID-19

The annual general meeting will be held pursuant to the COVID-19 recommendations from the Danish health authorities applicable at the time of the meeting.

Language

The general meeting will be conducted in the English language without any simultaneous translation being offered.

The following schedules are enclosed to this notice:

Schedule 1 – Annual report 2021

Schedule 2 – Remuneration Report

Schedule 3 – Draft new articles of association (in clean and redline)

Schedule 4 – Draft new remuneration policy (in clean and redline)

Schedule 5 – Registration form

Schedule 6 – Proxy-absentee vote form

Copenhagen, March 28, 2022

On behalf of the board of directors

Jens Bager, Chair of the board of directors

Enquiries regarding this announcement should be addressed to

Head of investor relations Christina Bastius Thomsen, +45 2363 8844 investor@bettercollective.com



This information is such information as Better Collective A/S is obliged to make public pursuant to the Issuer Rules of Nasdaq Stockholm. The information was submitted for publication, through the agency of the contact person set out above on March 28, 2022 at 11:30 am CET.

About Better Collective

[Better Collective](#) is a global sports betting media group providing platforms that empower and enhance the betting experience for sports fans and iGamers. Aiming to make betting and gambling more entertaining, transparent and fair, Better Collective offers a range of editorial content, bookmaker information, data insights, betting tips, iGaming communities and educational tools. Its portfolio of platforms include [bettingexpert.com](#), [VegasInsider.com](#), [HLTV.org](#) and [Action Network](#). Better Collective is headquartered in Copenhagen, Denmark, and listed on Nasdaq Stockholm (BETCO). More information at [bettercollective.com](#).