



Information
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The Nomination Committee Proposal to the Annual General Meeting 2020

The nomination committee's reasoned proposals to the annual general meeting 2020

The Nomination Committee composed of Daniel Nyvang Mariussen (chairman), appointed by Bumble Ventures and Better Partners, Martin Jonasson, appointed by Andra AP Fonden, Michael Knutsson, appointed by Knutsson Holdings, and Jens Bager, chairman of the board of directors, Better Collective, presents the following proposals:

- that Andreas Nielsen, Partner at Bruun & Hjejle, is appointed chairman of the general meeting,
- that the board of directors will be comprised of six (6) board members,
- that the following members of the board of directors shall be re-elected, Jens Bager (also to be re-elected as chairman of the board of directors), Klaus Holse, Leif Nørgaard, Søren Jørgensen and Petra von Rohr. Furthermore, the Nomination Committee proposes that Todd Dunlap be elected. To complement the board, the nomination committee has actively sought a new member who has experience in the affiliate business and the US market in particular. The proposed new member has such background and has also been instrumental in the growth journey of Booking.com, one of the largest online businesses within travel, in the US. The committee finds that Todd Dunlap is highly suited to the board of Better Collective.
- that the annual general meeting issues 25,000 warrants to Todd Dunlap. The warrants will vest annually over a period of 3 years, starting from the annual general meeting in 2020. Vesting of the warrants is contingent on Todd Dunlap being a member of the board of directors of Better Collective. The exercise price will be determined based on Better Collective's volume weighted average share price in the 10 business days following the annual general meeting in 2020. The warrants will become exercisable after 3 years against payment of the exercise price in exercise windows opening in connection with Better Collective's trading windows. Warrants not exercised on the fifth anniversary of the grant will lapse and become void unless the holder is in possession of inside information at such time, in which case the exercise period will be extended. Other terms will be similar to the terms of the warrants granted to key employees and executive management.



- that the board remuneration is proposed to be increased from last year. The committee has taken into consideration the fact that Better Collective was previously a privately held company and that last years increase only partially brought the remuneration to a level of comparable companies. The remuneration of the chairman of the board of directors is proposed to be increased by 30,000 EUR to a total of 90,000 EUR, and the remuneration to the other members of the board of directors to be increased by 10,000 EUR to a total of 30,000 EUR each,
- that the remuneration to the audit committee and the remuneration committee, respectively, is proposed to be increased from last year. The remuneration of the chairman of a committee is proposed to be increased by 3,500 EUR to a total of 13,500 EUR, and the remuneration to the other members of a committee is proposed to be increased by 1,750 EUR to a total of 6,750 EUR,
- that 1/3 of the total remuneration payable to the chairman of the board of directors, the members of the board of directors and to members and chairmen of the remuneration and audit committee is paid in shares in Better Collective A/S. The number of Better Collective shares allotted will be based on a price corresponding to the volume weighted average share price of the company's share in a period of three business days after publication of Better Collectives 2020 full year report,
- that, in accordance with the audit committee's recommendation, remuneration to Ernst & Young Godkendt Revisionspartnerselskab shall be paid in accordance with an approved account,
- that, in accordance with the audit committee's recommendation, elect Ernst & Young Godkendt Revisionspartnerselskab is re-elected as auditor until the close of the next annual general meeting

The work of the Nomination Committee and reasoned opinion regarding the nomination committee's proposal for the board of directors

According to the instruction and rules of procedure for the nomination committee adopted at the extraordinary shareholders' meeting held on May 18, 2018, the nomination committee shall consist of four members representing the three largest shareholders as per the end of August, together with the chairman of the board of directors. The nomination committee has been formed in accordance with the instructions and the composition of the nomination committee was announced on October 15, 2019.

The nomination committee has had four meetings. The nomination committee has been presented with the board of director's self-assessment, with the board's view on future challenges to the board and the company, and met with the CEO for an update on Better Collective's business model and future prospects. The nomination committee has further interviewed all members of the board of directors. The nomination committee motivates its proposal for the board of directors as follows:

The nomination committee has aspired to present at the annual general meeting a proposal which includes persons with appropriate experience and competence in fields that are crucial to the company. Diversity as regards to age, gender, education, professional background and other factors have been taken into account. The company has applied a diversity policy, in compliance with section 99 b of the Danish Financial Statements Act as well as rule 4.1 of the Swedish Corporate Governance Code (the "Code"), when compiling its proposal for the board of directors. The nomination committee has also assessed the size of the board and any possible need for renewal. The nomination committee has finally also considered the requirements regarding independency in the Code.

The nomination committee has concluded that the proposed board of directors meets all stated objectives besides gender equality, as the proposed composition of the board of directors consists of one woman and five men. The gender diversity is thus 16.67 % / 83.33 %, which, in the nomination committee's opinion, is not consistent with the requirement of an equal gender balance. The nomination committee's ambition is that the gender balance shall increase further over time to meet the company's targets. The nomination committee proposes a re-election of Jens Bager (also to be reelected as chairman of the board of directors), Klaus Hølse, Leif Nørsgaard, Søren Jørgensen and Petra von Rohr as well as the election of Todd Dunlap.

Todd Dunlap, a US national born in 1966, is CEO of North America for Booking.com. In this role, Todd previously led the Americas Region, responsible for all commercial roles across the US, Canadian and Latin American markets for Booking.com. Prior to joining Booking.com in 2012, Todd worked at Microsoft for almost 14 years, most recently in the role of Vice President & COO of Microsoft's Consumer & Online Division. Prior to Microsoft, he led the Internet Business Unit at WRQ, a global software and consulting firm. For the last year, Todd has served as a Board Advisor to Better Collective, with a specific focus on the US market, earning him insights to the company and the iGaming industry. Todd earned two Bachelor of Science degrees, one in aerospace



engineering and the other in business administration. He also completed graduate programs in Business and International Management from Stanford University and The Thunderbird School of Global Management.

The nomination committee believes that the proposed board of directors has the qualifications, experience and breadth appropriate to Better Collective's operations, phase of development and other relevant circumstances. In the nomination committee's opinion, all proposed board members are to be considered as independent in relation to the company, its management and major shareholders.

Information on the board members proposed for re-election can be found at the company website (www.bettercollective.com) and in the annual report.

The nomination committee proposes no changes to the principles for appointment of the nomination committee.

For further information, please contact:

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About Better Collective

Better Collective's vision is to empower iGamers through transparency and technology – this is what has made them the world's leading developer of digital platforms for betting tips, bookmaker information and iGaming communities. Better Collective's portfolio includes websites and products, among other bettingexpert.com, the trusted home of tips from expert tipsters and in depth betting theory. Better Collective is headquartered in Copenhagen, Denmark, and listed on Nasdaq Stockholm (BETCO).