

Regulatory Release 4 /2019
April 2, 2019

Notice to Convene Annual General Meeting

Better Collective A/S
CVR no.: 27 65 29 13

The board of directors of Better Collective A/S hereby convenes an annual general meeting to be held on Thursday 25 April 2019 at 4.00 pm at the company's offices, Toldbodgade 12, 1253 Copenhagen K, with the following agenda:

Agenda

1. Appointment of chairman 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 2018 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. Election of members of the board of directors, including the chairman of the board of directors.
7. Approval of the board of directors' remuneration for the current financial year.
8. Election of auditor and determination of remuneration for the auditor.
9. Proposals from the board of directors or the shareholders.
 - a) Proposal to establish an incentive program, including an authorization to the board of directors to issue warrants to key employees and members of the executive management.
 - b) Proposal to authorise the board of directors to increase the company's share capital without pre-emption rights for the existing shareholders.
 - c) Proposal to authorize the board of directors to acquire treasury shares.
 - d) Proposal to amend terms of previously issued warrants.
10. Proposal on authorisation to the chairman of the meeting.

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 more than 2,000+ websites and products. This includes bettingexpert.com, the trusted home of tips from expert tipsters and in depth betting theory, and SmartBets, the odds comparison platform made personal.

Re item 1. Appointment of chairman of the board of directors

The nomination committee has proposed that attorney-at-law Andreas Nielsen is appointed as chairman of the meeting. Accordingly, the board of directors will at the general meeting appoint Andreas Nielsen as chairman of the meeting in accordance with section 5.7.1 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 2018 for adoption**

The audited annual report for 2018 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 5.526 is transferred to the company's reserves and that no dividend is paid out for the financial year 2018.

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. Election of members of the board of directors, including the chairman of the board of directors

Currently, the board of directors consists of following members:

- Jens Bager (chairman of the board of directors)
- Klaus Holse
- Søren Jørgensen
- Leif Nørgaard
- Petra Von Rohr

The nomination committee, that has been 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, proposes re-election of all existing board members elected by the general meeting, including re-election of Jens Bager as chairman of the board of directors.

For an overview of management level posts held by the candidates in other commercial enterprises, please see the page 28 of the annual report. A statement issued by the nomination committee with regard to the candidates for the board of directors is available on www.bettercollective.com.

Re item 7. 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 60,000 (DKK 300,000 previous year) for the chairman of the board of directors and an annual remuneration of EUR 20,000 (DKK 100,000 previous year) for each of the other members of the board of directors until the next annual general meeting.

Furthermore, the nomination committee proposes that the general meeting approves an annual remuneration of EUR 10,000 (DKK 50,000 previous year) for chairmanship in the audit committee or the remuneration committee,

respectively, and an annual remuneration of EUR 5,000 (DKK 25,000 previous year) for a regular membership of the audit committee or the remuneration committee, respectively.

Re item 8. Election of auditor and determination of remuneration for the auditor

The nomination committee proposes, in accordance with the recommendation from the audit committee, that Ernst & Young Godkendt Revisionspartnerselskab be re-appointed as the auditor of the company.

The nomination committee proposes, in accordance with the recommendation from the audit committee, that the remuneration to Ernst & Young Godkendt Revisionspartnerselskab will be paid in accordance with accounts approved by the company.

Re item 9a). Proposal to establish an incentive program, including an authorization to the board of directors to issue warrants to key employees and members of the executive management.

The board of directors proposes that the annual general meeting authorises the board of directors to establish a long-term incentive program for certain of the company's key employees and members of executive management.

The reasons for the implementation of the incentive program are to be able to create possibilities for the company to retain key employees by offering a long-term ownership engagement. Such ownership engagement is expected to contribute to an increased alignment of interests between the participating key employees and the shareholders, and promote a long-term commitment to the company's development

As part of the long-term incentive program, the board of directors proposes that the general meeting authorises the board of directors in one or more issues to issue up to 2,000,000 warrants to certain of the company's key employees and members of the executive management granting them a right to subscribe for shares of up to a total nominal amount of EUR 20,000 against payment in cash without pre-emption rights for the company's shareholders, and to adopt a resolution to carry out the required increase of the company's share capital.

The authorisation shall be valid in the period until the company's annual general meeting to be held in 2022, provided that the annual general meeting to be held in each of the years 2020 and 2021 in relation to the part of the allocation to be made to Other Key Employees (as defined in schedule 2) ratifies the decision to allow the board of directors to issue the remaining part of the warrants (absent such ratification at one of the mentioned annual general meetings, the remaining part of the authorization shall automatically lapse).

The board of directors is authorised to reuse or reissue any expired warrants that has not been duly exercised, provided that the reuse or reissuance observes the terms and limitations in time which is set out in the above authorisation. A reuse shall mean the access for the board of directors to allow another to take over a warrant that has already been issued, which subsequently lapsed. A reissuance shall mean the board of directors' access to issue new warrants as substitution for warrants that has already been issued but which has terminated.

The principle terms and conditions which shall apply to the issued warrants is enclosed as schedule 2. The board of directors is authorised to determine the detailed terms and conditions of the issued warrants and the distribution thereof in accordance with the principle terms and conditions set out in schedule 2.

The board of directors may determine any other terms relating to the issue of shares on the basis of the above authorisation, however, as provided under section 155(3)(4) of the Danish Companies Act 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.
3. The transferability of the new shares will not be restricted, and the new shareholders will not be obligated to let their shares be redeemed.

4. The new shares will be issued through VP 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 is inserted as a new section 5.5 of the articles of association and that schedule 2 to this notice is inserted as a new schedule 3 to the articles of association as laid out in the draft new articles of association, attached as schedule 3.

Re item 9b). Proposal to authorise the board of directors to increase the company's share capital without pre-emption rights for the existing shareholders

The board of directors proposes that the general meeting in the period until the annual general meeting to be held in 2020 authorises the board of directors to increase the company's share capital in the company without pre-emption rights for the existing shareholders of the company in one or more issues by up to a nominal amount of EUR 80,974.22, corresponding to a maximum dilution of 15.39% on a fully diluted basis (including new warrants issued pursuant to the proposal in item 9a on the agenda). The capital increase shall take place at market price and may be effected 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 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.
3. The transferability of the new shares will not be restricted, and the new shareholders will not be obligated to let their shares be redeemed.
4. The new shares will be issued through VP 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 is inserted as a new section 4.1 of the articles of association as laid out in the draft new articles of association, attached as schedule 3.

The purpose of the authorization is to make it possible for the company to (i) settle part of the purchase price related to the acquisition of Ribacka Group AB (reference is made to regulatory release 17/2018) through issuance of shares in the company, (ii) finance future acquisitions by way of payment in kind in whole or in part in shares in the company and (iii) make it possible to procure capital in the future.

Re item 9c). Proposal to authorize 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 40,487.11 treasury shares in the period until the annual general meeting to be held in 2020.
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 is inserted as a new section 4.2 of the articles of association as laid out in the draft new articles of association, enclosed as schedule 3.

The purpose of the authorization is to ensure flexibility in relation to the realization of the company's acquisition strategy.

Re item 9d). Proposal to amend terms of issued warrants

The board of directors proposes to change the terms of the warrants issued to members of the board of directors and the company's key employees on 25 August 2017, 22 March 2018 and 11 April 2018. Reference is made to items 4.1-4.4 and schedules 1 and 2 of the current articles of association.

Following the share split resolved by the company's annual general meeting on 26 April 2018, each existing warrant entitles the holder to subscription of 54 shares at a subscription price of DKK 700.

To simplify the handling of the warrants, the board of directors proposes that the terms of the existing warrants are amended so each warrant that today entitles the holder to subscription of 54 shares is replaced with 54 warrants which each entitles the holder to subscribe for one share with a nominal value of EUR 0.01 in the company. Furthermore, the exercise price per share of the issued warrants is changed from DKK 700 to DKK 12.96 (rounded).

It is noted that the amendments to the warrant terms are cost neutral for the company, its shareholders and the warrant holders.

It is proposed that changes to the warrant terms are adopted in the articles of associations, including schedules 1 and 2, as laid out in the draft new articles of association, attached as schedule 3.

Re item 10. Authorisation to the chairman of the meeting

The board of directors proposes to authorise the chairman 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 director's proposals under the agenda's item 9 requires that both 2/3 of the casted 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 404,871.11 divided into 40,487,111 shares of nominally 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.

The notice with the agenda, the company's audited annual report for 2018 and the complete proposals from the board of directors will also be available at the company's address.

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 7 days before the date of the general meeting. 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.

Furthermore, shareholders may ask questions to the board of directors, the executive management and the company's auditor on the general meeting.

Admission to the general meeting and granting of proxy

The shareholder's right to attend and cast their votes at the company's annual general meeting is determined on basis of the number of shares held by the shareholders on the expiry of the date of registration on Thursday 18 April 2018 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 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 23.59 pm on the date of registration.

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 Wednesday 17 April 2019 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 attached to this notice as schedule 4 and is also available on the website of the Company, www.bettercollective.com.

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 18 April 2019.

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 Wednesday 17 April 2019 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 enclosed proxy/absentee vote form enclosed as schedule 5.

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 chairman 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>

Language

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

The following schedules are attached to this notice:

- Schedule 1 – Annual report 2018 (follow link)
- Schedule 2 – Terms and conditions of long-term incentive program
- Schedule 3 – Draft new articles of association
- Schedule 4 – Registration form
- Schedule 5 – Proxy-absentee vote form

Copenhagen, 2 April 2019

On behalf of the board of directors

Jens Bager, chairman of the board of directors

For further information, please contact:

Christina Bastius Thomsen, Investor Relations Manager, investor@bettercollective.com, +45 2363 8844

The information was submitted for publication, through the agency of the contact persons set out above, on April 2, 2019 at 03.00 pm CET.