



Unibet Group plc

NOTICE IS HEREBY GIVEN that THE ANNUAL GENERAL MEETING ("AGM") of Unibet Group plc ("the Company") will be held on Thursday 10 May 2012 at 9.30 CET at Moderna Museet, Skeppsholmen, Stockholm, for the following purposes:

Notice to holders of Swedish Depository Receipts ("SDR's")

Holders of SDR's who wish to attend and/or vote at the AGM must

- (i) be registered in the register kept by Euroclear Sweden AB by 17.00 CET Monday 30 April 2012;
- (ii) notify Skandinaviska Enskilda Banken AB (publ) (SEB) of their intention to attend the AGM no later than 17.00 CET on Thursday 3 May 2012; and
- (iii) send an original signed proxy form to the Company no later than 17.00 BST on Friday 4 May, 2012 (unless the holder will attend the AGM in person).

Requirement (i): Holders of SDRs whose holding is registered in the name of a nominee must, to be able to exercise their voting rights at the AGM (by proxy or in person), temporarily register their SDRs' in their own name in the register kept by Euroclear Sweden AB by 17.00 CET on Monday 30 April 2012. Such holders must well before that day contact their custodian bank or brokerage to request that their holding be temporarily registered in their own name with Euroclear Sweden AB before Monday 30 April 2012.

Requirement (ii): Holders of SDRs must, to be able to exercise their voting rights at the AGM (by proxy or in person), give notice to SEB of their intention to attend no later than 17.00 CET on Thursday 3 May 2012. This must be done by completing the enrolment form provided on www.unibetgroupplc.com/AGM, "Notification to holders of Swedish Depository Receipts in Unibet Group plc". The form must be completed in full and delivered electronically.

Requirement (iii): Holders of SDRs who will not attend the AGM in person must send their original signed proxy forms by post or courier so as to arrive at Unibet Group plc, Wimbledon Bridge House, 1 Hartfield Road, London SW19 3RU, United Kingdom no later than 17.00 BST on Friday 4 May, 2012. Proxy forms are available on www.unibetgroupplc.com.

Please note that conversions to and from SDR's and ordinary shares will not be permitted between 30 April and 10 May 2012.

Proposed Agenda

It is proposed that the AGM conducts the following business:

Resolution:

1. Opening of the Meeting.
2. Election of Chairman of the Meeting.
3. Drawing up and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two person(s) to approve the minutes.
6. Determination that the Meeting has been duly convened.
7. The CEO's presentation.
8. Dividends.
9. Presentation of the terms of the Unibet share option schemes.

Ordinary business

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|-----|--|----------------|
| 10. | To receive and consider the Report of the Directors and the Consolidated Financial Statements (Annual Report) prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2011, together with the Report of the Auditors. | Resolution (a) |
| 11. | To approve the remuneration report set out on pages 52 and 53 of the Company's Annual Report and Financial Statements for the year ended 31 December 2011. | Resolution (b) |
| 12. | To determine the number of Board members. | Resolution (c) |
| 13. | To determine the Board members' fees. | Resolution (d) |
| 14. | To re-elect Kristofer Arwin as a director of the Company. | Resolution (e) |
| 15. | To re-elect Peter Boggs as a director of the Company. | Resolution (f) |
| 16. | To re-elect Nigel Cooper as director of the Company. | Resolution (g) |
| 17. | To re-elect Peter Lindell as a director of the Company. | Resolution (h) |
| 18. | To re-elect Stefan Lundborg as director of the Company. | Resolution (i) |
| 19. | To re-elect Anders Ström as a director of the Company. | Resolution (j) |
| 20. | To appoint the Chairman of the Board. | Resolution (k) |
| 21. | To appoint the Nomination Committee. | Resolution (l) |
| 22. | To reappoint PricewaterhouseCoopers as auditors of the Company and to authorise the directors to determine their remuneration. | Resolution (m) |
| 23. | To resolve on guidelines for remuneration and other terms of employment for senior management. | Resolution (n) |
| 24. | To resolve on amendment to Kambi share option scheme. | Resolution (o) |

As Special Business, to consider the following resolutions which will be proposed as Extraordinary Resolutions:

25. The meeting will be requested to consider and if thought fit, approve, by extraordinary resolution, the following further resolution:

it being noted that

(i) at a board of directors' meeting held on 7 March 2012, the directors resolved to obtain authority to buy back GBP 0.005 Ordinary Shares/SDR's in the Company (the purpose of buyback being to achieve added value for the Company's shareholders); and

(ii) pursuant to article 106(1) (b) of the Companies Act (Cap.386 of the Laws of Malta) a company may acquire any of its own shares otherwise than by subscription, provided inter alia authorisation is given by an extraordinary resolution, which resolution will need to

determine the terms and conditions of such acquisitions and in particular the maximum number of shares/SDR's to be acquired, the duration of the period for which the authorisation is given and the maximum and minimum consideration,

That the Company be generally authorised to make purchases of ordinary shares/SDRs of GBP 0.005 each in its capital, subject to the following:

Resolution (p)

- (a) the maximum number of shares/SDR's that may be so acquired is 2,826,878;
- (b) the minimum price that may be paid for the shares/SDR's is 1 SEK per share/SDR's exclusive of tax;
- (c) the maximum price that may be so paid be 500 SEK per share/SDR's; and
- (d) the authority conferred by this resolution shall expire on the date of the 2013 Annual General Meeting but not so as to prejudice the completion of a purchase contracted before that date.

26. Closing of the meeting.

Information about incentive and share option schemes and proposals related to Agenda items

Agenda item 2

The Nomination Committee proposes that Gunnar Johansson be elected Chairman of the Meeting.

Agenda item 8

The Board of Directors proposes that a dividend of GBP 0.58 (equivalent to SEK 6.22 on 9 April 2012 exchange rates and payable in SEK) be declared and paid to owners of shares/SDR's as at 10 May 2012. A Euroclear Sweden AB record date of 15 May 2012 is proposed. If the AGM approves, the dividend is expected to be distributed by Euroclear Sweden AB on 21 May 2012. For accounting purposes the rate of exchange to be used shall be the SEK-GBP rate prevalent on the date of payment.

Taking into account the interim dividend already declared and paid on 10 November 2011 it is proposed that a dividend of GBP 1.005 per share/SDR be approved by the shareholders as a final dividend for the financial year ending 31 December 2011.

Agenda item 9

The Unibet Group plc Executive Share Option Scheme "Option Scheme".

Following the 2009 AGM, the Company has the authority to issue and allot share options over a total of 1,000,000 new ordinary shares over a period of 5 years (the "2009 Authorisation").

During 2012, share options may be issued at the discretion of the Board after the release of the second quarter 2012 interim report and subsequently after each quarter during the year. These options will constitute the eight series of eight within the Option Scheme.

The options will be issued to current and future senior managers and key employees at Unibet. The purpose is to support the strategic aims of the business and shareholder interest, by enabling the recruitment, motivation and retention of key employees. Each option shall entitle the holder to subscribe for one share with a nominal value of GBP 0.005 each in the capital of the Company. There will be four exercise periods after a vesting period of a minimum of three years. The exercise windows are 1-15 March, 1-15 June, 1-15 September and 1-15 November. The exercise price for these options shall correspond to 110 percent of the average market value of the Unibet share during a 5 day period prior to the decision to issue the options.

The right to exercise the granted options will generally be conditional upon the holder remaining employed with Unibet for at least three years, up to the time when the options are exercised, and on the

achievement of a number of goals set for 2012. The goals can be financial as well as strategic and will be set by the board, which will also determine whether the goals were met.

Options are valued using the Black-Scholes option-pricing model.

Addendum relating to the Option Scheme:

There is an addendum to the Option Scheme containing the following:

- New key employees may in connection with the signing of the employment agreement, at the Company's discretion, be granted "sign-on options" with the right to subscribe for shares, provided that he or she remains an employee of Unibet for a minimum of one year from the grant date.
- The Company has the discretion to impose a condition to force an option holder who is being relocated to work in another country to exercise their options earlier than the three year period.

Information relating to the Option Scheme:

During 2011, 2,100 share options were exercised and 126,094 were lapsed. A total of 211,796 new options were granted in November 2011.

Since the number of options that become exercisable depends upon the Company's performance during the term of the options, it is difficult to forecast the actual dilution resulting from the options. If 300,000 options are granted in 2012 and are exercised, the increase in the Company's share capital will be GBP 1,500, corresponding to 1.1 per cent of the share capital after dilution. Also considering previously issued options, the aggregate dilution at 31 March 2012 amounts to 2.88 per cent of the share capital (3.99 per cent if an additional 1.1 per cent are issued, ignoring all lapses and exercises of options).

The purpose with this proposal is to retain and recruit key individuals to the group, as well as increasing the motivation of the employees. The board considers the proposed plan to be advantageous for the group and the Company's shareholders.

Agenda item 11

The Board of Directors proposes that the AGM approves the principles for remuneration as set out in the remuneration report on pages 52 and 53 of the Company's Annual Report and Financial Statements for the year ended 31 December 2011.

Agenda item 12

The Nomination Committee proposes that the Board of Directors should consist of six Directors.

Agenda item 13

The Nomination Committee proposes that a total fee of GBP 391,000 (the "Total Fee") be paid to Directors elected at the AGM, who are not employees of the Company. It is proposed that the Board of Directors will distribute the fee within the Board so that the Chairman will receive a fee of GBP 95,000, the Deputy Chairman will receive a fee of GBP 55,000 and a fee of GBP 35,000 be paid to each other Director, and an additional GBP 20,000 be paid for Audit Committee work, 10,000 for Remuneration Committee work and an additional GBP 3,000 be paid to the Chairman of the Audit Committee, and the Chairman of the Remuneration Committee.

The Nomination Committee also proposed that for project work outside of normal Board work, which is assigned by the Board, a fee of GBP 1,250 per full working day be paid. The total maximum amount for this is GBP 100,000.

Agenda item 14-19

CVs for Directors are to be found on page 45 in the Unibet Group plc Annual Report for 2011 and on the Company's website.

Agenda item 20

The Nomination Committee proposes that Anders Ström is appointed the Chairman of the Board.

Agenda item 21

The Nomination Committee proposes that the Annual General Meeting resolves that, until the general

meeting of the shareholders decides otherwise, the Nomination Committee shall consist of not less than four and not more than five members, of which one shall be the chairman of the Board of Directors. The members of the Nomination Committee shall each represent one of the four largest shareholders at the end of the third quarter of 2012 having expressed their will to participate in the Nomination Committee. Should one of these shareholders appoint the chairman of the board of directors as its representative, the Nomination Committee shall consist of four members. The other three members shall be appointed by each of the other three of the four largest shareholders expressing their will to participate in the Nomination Committee. The appointment of a member of the Nomination Committee shall state which shareholder that member represents. Should one of the four largest share-holders waive its right to appoint a member of the Nomination Committee, the opportunity to appoint a member shall be offered to the largest shareholder not represented in the Nomination Committee. The opportunity to appoint a member of the Nomination Committee shall thereafter be passed on in order of the largest shareholding. The members of the Nomination Committee shall appoint the committee chair among themselves. The names of the members of the Nomination Committee shall be announced not later than on the date of the publication of the Company's interim report for the third quarter of 2012.

Should the ownership in the Company change, after the announcement of the Nomination Committee but before the end of the fourth quarter of 2012, to such extent that the members of the Nomination Committee no longer represent the shareholding as stipulated above, then the member of the Nomination Committee representing the shareholder with the lesser number of shares in the Company shall resign from the committee and the shareholder who has become the larger shareholder in the Company shall, in the order corresponding to its shareholding in the Company, be offered to appoint a new member of the Nomination Committee. Minor changes in the shareholding of the Company shall not be taken into account. Shareholders who have appointed a representative in the Nomination Committee have the right to dismiss that representative and appoint a new representative.

Should a member of the Nomination Committee leave his/her assignment prematurely and if the Nomination Committee deems it appropriate, a new member shall be appointed by the shareholder who appointed the resigning member or that other shareholder who at that point of time has the larger shareholding in the Company.

All changes of the Nomination Committee will be announced.

No remuneration will be paid to the members of the Nomination Committee.

Agenda item 22

The Nomination Committee proposes that PricewaterhouseCoopers are re-appointed as auditors for the Company.

Agenda item 23

The Board of Directors proposes that the AGM resolves upon guidelines for remuneration to management.

The policy of the Board is to attract, retain and motivate the best managers by rewarding them with competitive salary and benefit packages linked to achieving the Group's financial objectives.

The performance-related elements of executive remuneration comprise annual bonuses and awards under the Unibet Executive Share Option Scheme. These incentives are designed to be relevant to the overall objectives of the Group and to enhance the business. The performance targets referred to below are reviewed annually and are intended to be stretching and to reward superior performance in light of competition and the prevailing economic climate.

The remuneration packages of the Senior Managers comprise:

- Basic salaries, which are reviewed annually, having regard to individual performance, responsibility and skills, and comparable evidence of other companies in the sector, together with specific employee benefits.
- Performance-related bonuses, which are based on quantitative and qualitative goals. The goals are mainly linked to the Company's financial objectives such as gross winnings and operating

profit, as well as the delivery of specific projects and business critical processes. Performance is assessed on an annual basis. Bonuses are only awarded once specified objectives are achieved. The amount of potential bonus compared to basic salary varies depending on position and situation, but is in general less than half the amount of the basic salary.

- Equity awards through option schemes are granted based on position and performance under the terms of the Unibet Group plc's Executive Share Option Scheme, and are linked to the long-term performance of the Group and further align Senior Management's interests with those of the shareholders.

In the event that a management employee is dismissed, there may be a right to payment in lieu of notice, in which case there will be a predetermined limit. Should the employee resign, there shall be no right to such a payment. At management employee's resignation, the notice period shall be determined by the terms of his/her employment contract.

The normal age for retirement shall be 65 unless otherwise agreed.

The Board of directors shall have the right to depart from the guidelines in individual cases if there are particular grounds for such departure.

Agenda item 24

The AGM 2011 resolved to approve creation of a share option scheme for Kambi Group Limited, a subsidiary of the Company developing the Kambi business. The 2011 AGM also resolved to create a separate Kambi share purchase scheme.

As the Kambi share purchase scheme is a one-off programme that is not intended to be repeated, the Board of Directors recommends that participants in the Kambi share purchase scheme should in future also be eligible to participate in the Kambi share option scheme to ensure future motivation and retention of senior management.

Agenda item 25

The Board of Directors proposes that the acquisition of shares/SDR's shall take place on the NASDAQ OMX Nordic Exchange in Stockholm or via an offer to acquire the shares/SDR's to all shareholders. Repurchases may take place on multiple occasions and will be based on market terms, prevailing regulations and the capital situation at any given time. Notification of any purchase will be made to NASDAQ OMX Nordic Exchange in Stockholm and details will appear in the Company's annual report and accounts.

The objective of the buyback is to achieve added value for the Company's shareholders and to give the Board increased flexibility with the Company's capital structure.

Following repurchase the intention of the Board would be to either cancel, use as consideration for an acquisition or issue to employees under a Share Option programme.

Once repurchased under the Maltese Companies Act further shareholder approval will be required before those shares could be cancelled only.

If used as consideration for an acquisition the intention would be that they would be issued as shares/SDR's and not sold first.

Shareholders/SDR holders representing approximately 28 per cent of the voting rights of all shares in the Company have stated that they intend to vote in favour of the proposals of the Nomination Committee.

The Annual Report in English together with other documents regarding the AGM are available on the Company's website www.unibetgroupplc.com.

By order of the Board

Unibet Group plc
Malta, April 2012

NOTE

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not also be a member.

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