



Unibet Group plc

NOTICE IS HEREBY GIVEN that THE ANNUAL GENERAL MEETING ("AGM") of Unibet Group plc ("the Company") will be held on Tuesday 14 May 2013 at 10.00 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 Friday 3 May 2013;
- (ii) notify Skandinaviska Enskilda Banken AB (publ) (SEB) of their intention to attend the AGM no later than 11.00 CET on Wednesday 8 May 2013; and
- (iii) send an original signed proxy form to the Company no later than 17.00 BST on Wednesday 8 May, 2013 (unless the holder will attend the AGM in person).

Requirement (i): Holders of SDR's 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 SDR's in their own name in the register kept by Euroclear Sweden AB by 17.00 CET on Friday 3 May 2013. 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 Friday 3 May 2013.

Requirement (ii): Holders of SDR's 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 11.00 CET on Wednesday 8 May 2013. 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 SDR's 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, c/o Unibet (London) Ltd, Wimbledon Bridge House, 1 Hartfield Road, London SW19 3RU, United Kingdom no later than 17.00 BST on Wednesday 8 May, 2013. 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 3 May and 14 May 2013.

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. Declaration of Dividend.
9. Presentation of the terms of the new Unibet Performance Share

Plan.

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 2012, together with the Report of the Auditors. | Resolution (a) |
| 11. | To approve the remuneration report set out on pages 56 and 57 of the Company's Annual Report and Financial Statements for the year ended 31 December 2012. | 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. | Resolution on guidelines for how the Nomination Committee shall be appointed. | 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 and to resolve on the implementation of the Unibet Group plc Performance Share Plan. | Resolution (n) |

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

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| 24. | The meeting will be requested to consider and if thought fit, approve, by extraordinary resolution, the following amendments to the Memorandum and Articles of Association so as to cater for the dematerialisation of the shares should these be dematerialised and listed instead of the SDR's, as well as to update the Memorandum and Articles of Association to reflect changes in the Maltese legislation, and thus the following changes are proposed:

a. Paragraph (viii) of article 3 of the Memorandum of Association shall be renumbered as paragraph (ix) and the following new paragraph (viii) shall be inserted: | Resolution (o) |
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(viii) to receive from the investments and assets mentioned in the foregoing paragraphs dividends, capital gains, interests and any

other income including income or gains on their disposal, rents, royalties and similar income whether arising in or outside Malta and profits or gains attributable to a permanent establishment (including a branch) whether situated in or outside Malta;

b. Immediately after article 7 in the Articles of Association there shall be added the following new article 7A:

7A Dematerialisation of securities

7A.1 The Directors may if they so deem fit, cause any of the securities of the Company, irrespective of their class, whether issued or to be issued pursuant to these Articles, to be dematerialised.

7A.2 Any securities dematerialised in accordance with this article shall be dematerialised and registered with the Malta Stock Exchange (Borża ta' Malta) and / or the Swedish Central Securities Depository (Euroclear Sweden) and / or any other Central Securities Depository as may be allowed by the applicable law.

7A.3 Notwithstanding any other provision of these Articles, for as long as any of the securities issued by the Company shall be and remain dematerialised under the Financial Markets Act (Chapter 345 of the Laws of Malta):-

- (a) terms and conditions relating to such securities, including without prejudice to the generality of the foregoing, their issuance, transfer, exchange, redemption and/or cancellation, shall be governed in accordance with the applicable rules and procedures set out by the relevant central securities depository providing dematerialisation and any other provisions of these articles shall apply only to the extent that they are not inconsistent with such rules and procedures; and*
- (b) any amendment, variation or deletion of this Article shall be subject to the express written approval of the relevant central securities depository providing dematerialisation which shall be obtained prior to the convening of an extraordinary general meeting at which such proposed amendment shall be put to the vote.*

7A.4 In relation to any such dematerialised shares, the register of members of the Company shall be updated with any changes thereto according to applicable law by the relevant central securities depository in the form of a central securities depository register.

c. Immediately after article 16 in the Articles of Association there shall be added the following new article 16A:

16A Share Certificates in relation to Dematerialised Shares

Notwithstanding any other provision in these Articles of Association, no person shall be entitled to receive a certificate in respect of any share which has been issued by the Company for so long as the title to a share is evidenced in a dematerialised and uncertificated form by book-entry electronic records.

- d. Article 24.2 of the Articles of Association is to be amended by deleting the word 'the' immediately before the word 'shares', and after the word 'Company' the words 'other than shares which have been dematerialised,' shall be added. Thus the article will now read as follows:

24.2 The Directors shall have power (but shall not be under any duty) to impose such measures as they may think necessary for the purpose of ensuring that shares in the Company, other than shares which have been dematerialised, are not held, transferred, issued or allotted to a resident in Malta.

- e. The definition of "resident in Malta" in article 24.7 of the Articles of Association is to be amended and the article will now read as follows:

In this Article "resident in Malta" shall mean any person who for the purposes of the Income Tax Act, Chapter 123 of the Laws of Malta, is deemed to be:

- i) an individual resident in Malta; or*
- ii) subject to article 24.8 a person or entity in respect of which an individual resident in Malta is beneficially entitled, directly or indirectly, to all or a part of its profits or a person or entity that acts on behalf of, any person resident in Malta.*

- f. Immediately after article 24.9 in the Articles of Association there shall be added the following new article 24.10:

24.10 The provisions of articles 24.2 to 24.6 shall not apply to dematerialized shares of the Company.

- g. Immediately after article 34 in the Articles of Association there shall be added the following new article 34A:

34A Transfer of dematerialised shares

Notwithstanding any other provision in these Articles of Association, the transfer of dematerialised shares shall be subject to the applicable laws, rules, regulations and bye-laws of the relevant central securities depository. Furthermore, the said shares shall be eligible for electronic trading and settlement in accordance with the said rules and regulations.

- h. Article 42.4 of the Articles of Association is to be amended so that the words 'not more than 48 hours before the time fixed for the meeting' shall be deleted. The article will now read as follows:

For the purposes of determining which persons are entitled to attend or vote at a meeting and how many votes such person may cast, the Company may specify in the notice of the meeting a time, by which a person must be entered on the Register in order to have the right to attend or vote at the meeting.

- i. Immediately after article 42.4 in the Articles of Association there shall be added the following new article 42.5:

42.5 The obligation to serve a notice of a general meeting to holders of dematerialised shares may, if permitted in terms of applicable laws and regulations, be satisfied if such notice is: (i)

published in at least one Swedish national daily newspaper and on the Company's web-page in English and in Swedish; and (ii) it is served in a physical form at the relevant central securities depository. The notification shall include:

- (a) the Company's name and registration number;*
- (b) the type of shareholders' meeting to be held;*
- (c) the time and location of the shareholders' meeting;*
- (d) information on how to locate the convening notice in full and the agenda of the shareholders' meeting on the Company's website;*
- (e) the record date for shareholders; and*
- (f) instructions regarding any measures to be taken by shareholders in order to be able to vote at the shareholders meeting by attending the meeting in person or to authorise a person to attend and vote on such shareholder's behalf.*

Any amendment, variation or deletion of this Article shall be subject to the express written approval of the relevant central securities depository providing dematerialisation obtained.

- j. Article 45 of the Articles of Association is to be amended so that at the end of the paragraph the following wording shall be added:

Provided that the adjourned meeting shall be held at least ten (10) days after the final convocation is issued.

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

Resolution (p)

it being noted that

(i) at a Board of Directors' meeting held on 5 March 2013, 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,

given this it is proposed that

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

- (a) the maximum number of shares/SDR's that may be so acquired is 2,827,626;
- (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 paid for the shares/SDR's is 500 SEK per share/SDR's exclusive of tax; and
(d) the authority conferred by this resolution shall expire on the date of the 2014 Annual General Meeting but not so as to prejudice the completion of a purchase contracted before that date.

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

Resolution (q)

it being noted that

(i) At the annual general meeting of the Company held on 13 May 2009 the shareholders of the Company unanimously resolved that the directors be authorised and empowered in accordance with Articles 85(2) and 88(7) of the Companies Act, for a period of five years from the date of the meeting, to issue and allot up to a maximum of 1,000,000 shares in the Company of a nominal value of GBP0.005 each solely for the purpose of issuing shares to holders and future holders of options under the Unibet Group plc Executive Share Option Scheme, without first offering the said shares to existing shareholders (the "2009 Authority");

(ii) At a board of directors' meeting held on 5 March 2013, the directors resolved to obtain authority to issue a maximum of 1,000,000 shares in the Company of a nominal value of GBP 0.005 each solely for the purpose of issuing shares to holders and future holders of options under both the Unibet Group plc Executive Share Option Scheme and the Unibet Group plc Performance Share Plan, without first offering the said shares to existing shareholders and that if granted, the aforesaid authority would replace the 2009 Authority.

In consideration of the aforementioned it is proposed:
THAT the directors be and are hereby duly authorised and empowered in accordance with Articles 85(2) and 88(7) of the Companies Act, with immediate effect, for a period of 5 years from the date of this resolution, to issue and allot up to a maximum of 1,000,000 shares, in the Company of a nominal value of GBP 0.005 each solely for the purpose of issuing shares to holders and future holders of options under the Unibet Group plc Executive Share Option Scheme, and the Unibet Group plc Performance Share Plan, without first offering the said shares to existing shareholders. This resolution is being taken in terms and for the purposes of the approvals necessary in terms of the Companies Act and the Articles of Association of the Company and shall, from the date of this resolution, replace the authorisation granted by the shareholders pursuant to Articles 85(2) and 88(7) of the Companies Act on 13 May 2009.

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

Resolution (r)

That the directors be and are hereby duly authorised and empowered in accordance with the Companies Act, on one or several occasions prior to the date of the next Annual General Meeting of the Company, to issue and allot up to a maximum of 2.8 million ordinary shares in the Company of a nominal value of GBP 0.005 each (corresponding to a dilution of about 10 per cent) for

payment in kind or through a directed set-off in connection with an acquisition, without first offering the said shares to existing shareholders. This resolution is being taken in terms and for the purposes of the approvals necessary in terms of the Companies Act and the Articles of Association of the Company.

28. Closing of the meeting.

Information about incentive and share performance scheme 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 0.700 (equivalent to SEK 6.88 on 9 April 2013 exchange rates and payable in SEK) be declared and paid to owners of shares/SDR's as at 17 May 2013. The ex-dividend date is proposed to 15 May 2013. A Euroclear Sweden AB record date of 17 May 2013 is proposed. If the AGM approves, the dividend is expected to be distributed by Euroclear Sweden AB on 22 May 2013. For accounting purposes the rate of exchange to be used shall be the SEK-GBP rate prevalent on the record date of 17 May 2013.

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 56 and 57 of the Company's Annual Report and Financial Statements for the year ended 31 December 2012.

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 398,000 (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 apportion the fee within the Board so that the Chairman will receive a fee of GBP 109,000, the Deputy Chairman will receive a fee of GBP 63,000 and a fee of GBP 40,000 be paid to each other Director, and an additional GBP 20,000 be paid for Audit Committee work, GBP 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 performed by the Directors outside their ordinary duties as a Director on the Board, which is assigned by the Board, a fee of GBP 1,500 per full working day be paid. The total maximum amount payable is GBP 100,000 per annum.

The Remuneration Committee proposes that for any project work performed outside of the Chairman's ordinary duties as the Chairman on the Board, a fee of GBP 1,500 per full working day up to a maximum of GBP 100,000 per annum be paid.

Agenda item 14-19

CVs for Directors are to be found on page 49 in the Unibet Group plc Annual Report for 2012 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 2013 having expressed their willingness 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 willingness 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 shareholders 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 the date of the publication of the Company's interim report for the third quarter of 2013.

Should the ownership in the Company change, after the announcement of the Nomination Committee but before the end of the fourth quarter of 2013, 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 and 26

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 Company's financial objectives.

The performance-related elements of executive remuneration will comprise annual bonuses and awards under the new Unibet Performance Share Plan. These incentives are designed to be relevant to the overall objectives of the Company and to enhance the business. The performance targets referred to below are to be 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 share schemes are granted based on position and performance under the terms of the new Unibet Group plc's Performance Share Plan (PSP), 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.

The Unibet Group plc Performance Share Plan ("PSP").

The Company's share plans are a means to attract and retain employees in Unibet. They are also an important incentive for the employees to become shareholders in the Company and build long-term commitment in the interests of shareholders. PSP is being introduced to help the Company achieve these aims more effectively. More details regarding the terms of PSP can be found on the Company's website www.unibetgroupplc.com/AGM but in summary:

- each year, key employees and senior managers will be selected for participation in PSP by the Board. The number of participants should be similar to that for the Company's current Executive Share Option Scheme ("ESOS") options. In 2012 approximately 80 employees received ESOS share option grants;
- after a 3 year vesting period, the PSP participants can receive a share right to acquire a SDR/share in the Company for nil-cost but only to the extent that performance conditions have been achieved over the 3 preceding financial years;
- a further requirement is that the PSP participant remains in the employment of the Company during the 3 year vesting period.

The Company's intention is to make grants under the PSP programme for up to 10 years from the 2013 AGM. Details of PSP grants made will be provided at future AGMs.

The performance conditions that will apply to determine vesting of PSP share rights to be granted in 2013 are as follows:

- for all participants, 50% of share rights will be subject to a measure based on Gross Contribution (reported Gross Win less Cost of Sales and Marketing Costs);
- for Senior Management (including the CEO and direct reports), 50% of share rights will be subject to a measure based on Free Cash Flow per Share;
- for all other participants, 50% of share rights will be measured on EBITDA;
- as an additional condition, no share rights will vest unless the Board of Directors is satisfied regarding the Company's financial performance over the 3 year performance vesting period.

The targets for each performance condition will be robust and reflect company budgets and external analysts' forecasts, measuring aggregate financial performance between FY2013 and FY2015 so that performance in each financial year will be important. The pre-set measures can be adjusted for exceptional events, such as significant unforeseen regulatory changes.

Each performance condition will have a range of targets. The vesting range will be from 20% of the shares for "threshold" performance to 100% of the shares for "maximum" performance. Maximum performance will require performance at a significant stretch to existing company budgets. The Board of Directors will disclose achievement against the 3 year performance conditions following the vesting of awards provided this is commercially appropriate at the time.

The same performance measures will apply for grants made under the PSP in future years, although the weight in terms of percentage above allocated to the measures may change as the Board considers appropriate. For each year's grant new targets will be set based on company budgets and on analysts' forecasts for the following 3 financial years.

Estimated Costs and Dilution

The maximum charge to the income statement for one year's PSP share rights is estimated at GBP 1.1 million, based on making awards to a population equivalent to the number of participants in the 2012 ESOS options and using similar allocation levels. The maximum charge level would only be applicable if there was full achievement of all Gross Contribution, FCF and EBITDA performance conditions in the period of 3 financial years from the award of PSP share rights and also 100% employee retention among PSP participants. However, the expected level of charge for one year's PSP grant made on this basis is estimated at GBP 500,000 to GBP 600,000, being equivalent to the current level of charge for one year's grant of share options under ESOS. This would be equivalent to 1.7% of total annual staff costs for the Unibet Group in 2012.

PSP grants will use significantly fewer shares than ESOS share options. While valuation metrics will vary from year to year, it is anticipated that the number of shares required for a grant to employees under the PSP in any year should be between one-half to one-quarter of the equivalent number of shares that would be required for an annual option grant under ESOS. In 2012, approx. 360,000 ESOS share options were granted.

The above cost estimates exclude potential social security costs that will arise on the vesting of PSP share rights. If a grant was made over 90,000 PSP share rights in any year and this vested in full at a share price of GBP 22.00 (being an approximate market price at the current time), the employers' social security cost to the Company would be approximately GBP 275,000 assuming current UK social security rates. This level of charge would require full achievement of performance conditions and 100% staff retention amongst PSP participants.

As is noted above, it is also the Company's intention that the current authority granted by shareholders at the 2009 AGM to permit the issue of up to 1 million new shares for the purposes of employees' share plans be renewed for a further 5 years from the date of the 2013 AGM. The renewed authority will allow for shares to be issued to satisfy PSP share rights and ESOS share options. To date the Company has largely used shares held within its share buy-back reserve to satisfy ESOS share options and this practice is expected to continue. In the 4 years to 31 December 2012, 377,324 share options have been exercised for which 342,150 shares were transferred from the share buy-back reserve and 35,174 shares were issued.

Agenda item 24

The full Memorandum and Articles of Association with the proposed amendments can be found on the Company's website www.unibetgroupplc.com/AGM.

Agenda item 25

The Board of Directors proposes that the acquisition of shares/SDR's shall take place on the NASDAQ OMX 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 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 or Share Performance Scheme.

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.

Agenda item 27

The objectives of the authorisation are to increase the financial flexibility of the Company and to enable the Company to use its own financial instruments for payment in kind or through a directed set-off to a

selling partner in connection with any business acquisitions the Company may undertake or to settle any deferred payments in connection with business acquisitions. The market value of the shares on each issue date that will be used in determining the price at which shares will be issued, should be the same as the market value of the shares/SDR's listed on the NASDAQ OMX Stockholm.

Shareholders/SDR holders representing approximately 36.5 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 2013

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.