

# The Nomination Committee Proposal to the Annual General Meeting 2019

## The nomination committee's reasoned proposals to the annual general meeting 2019

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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 shall be comprised of five (5) board members, unchanged from last year,
- that the following members of the board of directors shall be re-elected, Jens Bager (also to be reelected as chairman of the board of directors), Klaus Holse, Leif Nørgaard, Søren Jørgensen and Petra von Rohr.
- that the board remuneration is proposed to be increased from last year. The committee has taken into consideration the fact that the remuneration has been unchanged since Better Collective was a privately held company and that previously, part of the board remuneration was incentive pay (warrants), a practice that is not continued post-IPO. The remuneration of the chairman of the board of directors is proposed to be increased by 150,000 DKK to a total of 450,000 DKK, and the remuneration to the other members of the board of directors to be increased by 50,000 DKK to a total of 150,000 DKK 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 25,000 DKK to a total of 75,000 DKK, and the remuneration to the other members of a committee is proposed to be increased by 12,500 DKK to a total of 37,500 DKK,
- 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 3, 2018.

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 four men. The gender diversity is thus 20 % / 80 %, 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 Nørgaard, Søren Jørgensen and Petra von Rohr. 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](http://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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The information was submitted for publication, through the agency of the contact persons set out above, on April 2, 2019 at 3.00 pm CET.

**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](http://bettingexpert.com), the trusted home of tips from expert tipsters and in depth betting theory, and [SmartBets](http://SmartBets), the odds comparison platform made personal.