EXPLANATION OF THE MANAGEMENT BOARD

on the reasons for excluding shareholders' pre-emptive right to subscribe for new shares and grounds for determining issue price of new shares

I Background Information

The extraordinary general meeting of the shareholders of Olympic Entertainment Group AS (hereinafter the **Company**) will be held on 29 June 2018 (hereinafter the **EGM**) and according to the agenda of the EGM the shareholders shall, among other items, decide on:

(i) the exclusion of the pre-emptive right of shareholders to subscribe for new shares for the purpose of Section 4.7 of the articles of association of the Company (item 2 of the agenda); and

(ii) the exclusion of the pre-emptive right of shareholders to subscribe for new shares for the purpose of Section 4.8 of the articles of association of the Company (item 4 of the agenda).

The right of the Company's supervisory board to increase the share capital of the Company in connection with a share option program as provided in Section 4.7 of the Company's current version of the articles of association will expire on 19.04.2019. The supervisory board proposes to the EGM to vote in favour of the amendment of the Section 4.7 of the Company's articles of association (item 1 of the agenda). Pursuant to this item the supervisory board proposes to grant to the Company's supervisory board the right during a period of 3 (three) years as from 29.06.2018 on one or more occasions to increase the share capital of the Company by up to EUR 2,800,000 (two million eight hundred thousand euros) against contributions by issuing up to 7,000,000 (seven million) new ordinary shares of the Company to the members of the management board or supervisory board of the Company or to any other directors or employees of the Company or its direct or indirect subsidiaries in the framework of one or several share option program(s) adopted by the supervisory board of the Company, in each case under exclusion of the pre-emptive right of the shareholders to subscribe to the new shares.

Further, pursuant to item 3 of the agenda the supervisory board proposes to grant to the supervisory board the right to increase the share capital of the Company to acquire a business, a business division or a participation in business or other assets. For this purpose it is proposed to insert new Section 4.8 into the Company's articles of association that would grant to the Company's supervisory board the right during a period of 3 (three) years as from 29.06.2018 on one or more occasions to increase the share capital of the Company by up to EUR 10,000,000 (ten million euros) against contributions in kind by issuing up to 25,000,000 (twenty-five million) new ordinary shares of the Company in order to acquire a business, a business division or a participation in a business or other assets, in each case under exclusion of the pre-emptive right of the shareholders to subscribe to the new shares.

II Legal Grounds

Pursuant to subsection 345 (1) of the Commercial Code, the pre-emptive right of the shareholders to subscribe for new shares may be excluded by a resolution of the general meeting, which receives at least three-quarters of the votes represented at the general meeting. The management board must provide a written explanation to the shareholders in advance as to why it is necessary to exclude the pre-emptive right of the shareholders to subscribe for new shares and must also justify the issue price of shares.

III Management Board's Explanations

Taking into account the above, the management board hereby explains the following:

(i) Exclusion of the pre-emptive right of shareholders to subscribe for new shares for the purpose of Section 4.7

The pre-emptive right of the shareholders to subscribe for new shares to be issued is excluded in order to carry out the share option program(s) adopted by the supervisory board of the Company in the future. The newly issued shares shall exclusively be granted to the members of the management and supervisory board or other key employees of Company and its subsidiaries belonging to the group who participate in the future share option program(s). The purpose of such share option programs is to incentivize the aforementioned persons so that the shares shall exclusively be allotted to those persons (and not the existing shareholders). Thus, such exclusion is vital in order to allow the entitled persons to subscribe for the shares issued in accordance with the adopted share option plan but also to implement new option programs if deemed necessary for motivating the key persons of the Company and the group of companies of the Company.

(ii) Exclusion of the pre-emptive right of shareholders to subscribe for new shares for the purpose of Section 4.8

The Company would like to explore its options to expand its business and finance future (add-on) acquisition or the entrance into joint ventures and similar cooperation without the Company being required to incur third party debt or to use cash. Equity instruments are widely used, in particular, in joint venture scenarios where the seller of the business and future joint venture partner often expect to receive shares instead of cash.

Further, it is also contemplated to carry out certain restructuring with a view to simplify the group structure and reduce administrative and external costs. In the course of the restructuring the transfer of certain assets as non-monetary contribution to the Company might be required that cannot be carried out without the adoption of the resolution of the increase of the share capital.

The increase of the share capital to finance such measures can be implemented by the supervisory board much faster than by the general meeting of the Company. The timing element is in many instances crucial to successfully execute and consummate acquisitions.

The contemplated changes to the articles of association and the additional rights granted to the supervisory board shall not have any negative effect or reduce the value of the shares of the Company. The proposed amendments provide to the Company more flexibility and reduce the administrative costs and fasten the processes in order to ensure the sustainable development and growth-oriented management of the Company from which all shareholders would benefit.

In both cases the price of the new shares shall be determined, among other circumstances, taking into account the market value of the shares at the moment of adoption of the respective resolution in line with the applicable regulations and Company's previous experience in the increase of share capital and issue of new shares.