

## **NOTICE OF ANNUAL GENERAL MEETING**

Evolution Gaming Group AB (publ), 556994-5792, holds an annual general meeting on Friday 26 April 2019 at 2.00 p.m. (CET) on Strandvägen 7A in Stockholm, Sweden. The entrance to the meeting will open at 1.30 p.m. (CET).

### **RIGHT TO PARTICIPATE AND NOTICE OF ATTENDANCE**

Those who wish to attend the general meeting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on Thursday 18 April 2019; and
- give notice of attendance to the company no later than on Thursday 18 April 2019.

Notice of attendance may be given in writing to Evolution Gaming Group AB (publ), Att. Annual General Meeting, Hamngatan 11, SE-111 47 Stockholm, Sweden, or by email to [agm@evolutiongaming.com](mailto:agm@evolutiongaming.com). The notice of attendance must state name, personal identification number or corporate registration number, address, telephone number and, where relevant, number of accompanying advisors (not more than two).

### **SHAREHOLDERS WITH NOMINEE REGISTERED SHARES**

To be entitled to participate in the general meeting, those having their shares registered in the name of a nominee must, in addition to giving notice of attendance, have their shares registered in their own name so that he or she is registered as a shareholder in the share register kept by Euroclear Sweden AB on Thursday 18 April 2019. Such registration may be temporary. Please note that this procedure may also apply with respect to shares held on a bank's shareholder deposit account and certain investment savings accounts.

### **PROXIES AND PROXY FORMS**

Those who do not attend the general meeting in person may exercise his or her rights at the meeting through a proxy in possession of a written, signed and dated proxy form. A proxy form issued by a legal entity must be accompanied by a copy of a certificate of registration or a corresponding document of authority for the legal entity.

To facilitate the registration at the general meeting, proxy forms, certificates of registration and other documents of authority should be submitted to the company at the address above no later than on Thursday 18 April 2019. Please note that notice of attendance must be given even if a shareholder wishes to exercise its rights at the general meeting through a proxy. A submitted proxy form does not suffice as a notice of attendance.

A template proxy form is available on the company's website, [www.evolutiongaming.com](http://www.evolutiongaming.com). The template proxy form can also be obtained from the company or be ordered via email to [agm@evolutiongaming.com](mailto:agm@evolutiongaming.com).

For information on how personal data is processed in connection with the annual general meeting, see the privacy note available on Euroclear Sweden AB's website, [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

### **NUMBER OF SHARES AND VOTES**

At the date the notice is issued, the total number of shares in the company is 35,970,377, which corresponds to a total of 35,970,377 votes. The company does not hold any treasury shares.

## SHAREHOLDERS' RIGHTS TO REQUEST INFORMATION

Shareholders attending the general meeting may request information in accordance with Chapter 7, section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*).

## PROPOSED AGENDA

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of voting register
4. Approval of agenda
5. Election of one or two persons to verify the minutes of the meeting
6. Determination of whether the meeting has been duly convened
7. Resolution:
  - a) on adoption of the income statement and balance sheet as well as the consolidated income statement and the consolidated balance sheet
  - b) on the disposition of the company's profit or loss as shown in the adopted balance sheet
  - c) on discharge from liability of members of the board and the managing director
8. Determination of the number of members of the board of directors to be elected
9. Determination of the fees to be paid to the board of directors
10. Election of board of directors
11. Determination of fees to be paid to the auditor
12. Election of auditor
13. Resolution on the nomination committee
14. Resolution on guidelines for remuneration to the senior management
15. Resolution on authorisation for acquisition of own shares
16. Resolution on authorisation for transfer of own shares
17. Resolution on share split and amendment to the articles of association
18. Closing of the meeting

### Item 2: Election of chairman of the meeting

The nomination committee proposes that the chairman of the board of directors Jens von Bahr be elected chairman of the annual general meeting.

### Item 7 b): Resolution on the disposition of the company's profit or loss as shown in the adopted balance sheet

The board of directors proposes a dividend of EUR 1.20 per share and that Tuesday 30 April 2019 is the record day for the dividend.

If the annual general meeting resolves in accordance with the board of directors' proposal, payment of the dividend is expected to be made on Wednesday 8 May 2019 through Euroclear Sweden AB.

### Item 8: Determination of the number of members of the board of directors to be elected

The nomination committee proposes that six board members be elected.

### Item 9: Determination of the fees to be paid to the board of directors

The nomination committee proposes that the total fees to the board members for the period until the next annual general meeting, shall be increased to EUR 150,000 (currently EUR 70,000), of which EUR 30,000 (currently EUR 10,000) shall be paid to each of the board members elected by the annual general meeting that are not employed by the company. The change is considered to be in line with

market board fees. No additional remuneration shall be paid to members of the board committees (currently EUR 20,000 is paid to the chairman of the audit committee).

#### **Item 10: Election of the board of directors**

The nomination committee proposes that Jens von Bahr, Joel Citron, Jonas Engwall, Cecilia Lager, Ian Livingstone and Fredrik Österberg be re-elected as members of the board of directors for the period until the close of the annual general meeting 2020 and that Jens von Bahr be re-elected as chairman of the board of directors for the period until the close of the annual general meeting 2020.

A presentation of the proposed members of the board of directors, including an assessment of their independence in relation to the company, its senior management and major shareholders, is available on the company's website, [www.evolutiongaming.com](http://www.evolutiongaming.com).

#### **Item 11: Determination of fees to be paid to the auditor**

The nomination committee proposes that the fees to the auditor be paid against approved account.

#### **Item 12: Election of auditor**

The nomination committee proposes, in accordance with the audit committee's recommendation, that the registered accounting firm Öhrlings PricewaterhouseCoopers AB be re-elected as auditor for the period until the close of the annual general meeting 2020. Öhrlings PricewaterhouseCoopers AB has informed the nomination committee that the authorised public accountant Niklas Renström will continue as auditor-in-charge if Öhrlings PricewaterhouseCoopers AB is re-elected as auditor.

#### **Item 13: Resolution on the nomination committee**

The nomination committee proposes that the principles setting out how members of the nomination committee are appointed that were adopted at the annual general meetings 2017 and 2018 shall continue to be applied.

The principles adopted at the annual general meetings 2017 and 2018 are available on the company's website, [www.evolutiongaming.com](http://www.evolutiongaming.com).

#### **Item 14: Resolution on guidelines for remuneration to the senior management**

The board of directors proposes that the following guidelines for remuneration to the senior management be applied for the period until the end of the annual general meeting 2020. The proposal has been prepared by the company's remuneration committee.

##### **Guidelines for compensation to the senior management**

In these guidelines, the senior management refers to the CEO and the executive management of the company and the group.

These guidelines are also to be applied for any compensation to board members who are employed by the company and what is said regarding the senior management in these guidelines shall, to the extent applicable, also apply to board members who are employed by the company. Information regarding the current composition of the group management as well as which board members that are employed by the company is available on [www.evolutiongaming.com](http://www.evolutiongaming.com).

The objective of the guidelines is to ensure that the company can attract, motivate and retain senior executives with the expertise and experience required to achieve the company's operating goals. The remuneration shall be based on conditions that are market competitive and at the same time aligned with the shareholders' interests. Remuneration to the senior management shall consist of a fixed and, for some senior executives, variable salary. These components shall create a well-balanced

remuneration reflecting individual competence, responsibility and performance, both short-term and long-term, as well as the company's overall performance.

#### *Fixed salary*

The senior executives' fixed salary shall be competitive and based on each senior executive's individual competences, responsibilities and performance. A review of the fixed salary shall be carried out on an annual basis for each calendar year.

#### *Variable compensation*

The senior management (however not board members employed by the company) may receive variable remuneration in addition to fixed salary.

Annual variable remuneration is to be cash based and be based on predetermined and measurable performance criteria for the relevant senior executive aimed at promoting the company's long term value creation. The performance criteria are to be established and documented annually. Depending on the level of performance achieved, annual variable remuneration can vary from no variable payment up to fifty percent of the annual base salary (however, one senior executive is entitled to variable compensation up to a hundred percent of his annual base salary under his existing employment agreement).

#### *Incentive programmes*

The general meeting of shareholders shall be able to decide on long-term share and share-price related incentive programmes directed to, among others, the senior management (however not to board members who are employees of the company). Such incentive programmes are to be designed with the aim of achieving increased alignment between the interests of the participating individual and the company's shareholders and so that a personal holding of shares in the company is promoted.

#### *Other benefits*

The company provides other benefits to senior executives in accordance with local practice. Such other benefits can include, for example, company health care. Occasionally, housing allowance, paid schooling for underage children or travel allowances may be granted.

#### *Notice of termination and severance pay*

The maximum notice period for senior executives during which salary is paid is 12 months. Severance compensation may be paid in an amount not greater than 12 months' fixed salary.

#### *Deviations from the guidelines*

The board of directors may deviate from the above guidelines where special cause exists in an individual case. In the event the board of directors deviates from the guidelines, it shall explain the reason for the deviation at the following annual general meeting.

### **Item 15: Resolution on authorisation for acquisition of own shares**

The board of directors proposes that the annual general meeting resolves to authorise the board of directors to resolve on acquisitions of Evolution Gaming Group AB (publ)'s own shares, in accordance with the following terms and conditions:

1. Acquisitions of shares may be made on Nasdaq Stockholm.
2. The authorisation may be exercised on one or more occasions before the annual general meeting 2020.
3. A maximum number of own shares may be acquired so that the company's holding of own shares at any given time does not exceed 10 percent of all the shares in the company.

4. Acquisitions of the company's own shares on Nasdaq Stockholm may only be made within the price interval registered at any given time, *i.e.* the interval between the highest bid price and the lowest selling price.

The purpose of the authorisation to acquire own shares is to enable the board of directors to optimise and improve the capital structure of the company, thereby creating added shareholder value, and/or to enable the company to use acquired own shares as payment for, or financing of, acquisitions of companies or businesses or to hedge or facilitate the settlement of the company's incentive programmes.

The board of directors shall have the right to decide on other terms and conditions for acquisitions of own shares in accordance with the authorisation.

#### **Item 16: Resolution on authorisation for transfer of own shares**

The board of directors proposes that the annual general meeting resolves to authorise the board of directors to resolve on transfers of Evolution Gaming Group AB (publ)'s own shares, with or without deviation from the shareholders' preferential rights, in accordance with the following terms and conditions:

1. The transfer may be made on or outside of Nasdaq Stockholm.
2. The authorisation may be exercised on one or more occasions before the annual general meeting 2020.
3. Transfer of own shares may be made of up to the number of shares that, at any given time, are held by the company.
4. Transfer of own shares on Nasdaq Stockholm may only be made within the price interval registered at any given time, *i.e.* the interval between the highest bid price and the lowest selling price. Transfers of own shares outside of Nasdaq Stockholm may be made against payment in cash, in kind or by way of set-off, and the price shall be established so that the transfer is made on market terms.

The purpose of the authorisation to transfer own shares is to enable the board of directors to optimise and improve the capital structure of the company, thereby creating added shareholder value, and/or to enable the company to use acquired own shares as payment for, or financing of, acquisitions of companies or businesses or to hedge or facilitate the settlement of the company's incentive programmes.

The board of directors shall have the right to decide on other terms and conditions for transfers of own shares in accordance with the authorisation.

#### **Item 17: Resolution on share split and amendment to the articles of association**

With the purpose to facilitate the trade in the company's shares at Nasdaq Stockholm, the board of directors proposes that the annual general meeting resolves on a division of the company's shares (share split), whereby each existing share is divided into five shares (5:1), and that § 5 of the articles of association is amended so that the minimum number of shares permitted is 175 million and the maximum number of shares permitted is 700 million. After the share split is completed, the number of shares in the company will amount to a total of 179,851,885, each with a quota value of EUR 0.003.

The board of directors is proposed to be authorised to determine the record day for the share split.

**Current wording of § 5 of the articles of association:**

**§ 5 Antal aktier**

**§ 5 Number of shares**

Antalet aktier ska vara lägst 30 000 000 och högst 120 000 000.

*The number of shares shall be not less than 30,000,000 and not more than 120,000,000.*

**Proposed wording of § 5 of the articles of association:**

**§ 5 Antal aktier**

**§ 5 Number of shares**

Antalet aktier ska vara lägst 175 000 000 och högst 700 000 000.

*The number of shares shall be not less than 175,000,000 and not more than 700,000,000.*

**MAJORITY REQUIREMENTS**

Resolutions in accordance with items 15, 16 and 17 are only valid where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the general meeting.

**DOCUMENTS**

The complete proposals and other documents that shall be made available prior to the annual general meeting pursuant to the Swedish Companies Act and the Swedish Corporate Governance Code will be made available at the company and on the company's website, [www.evolutiongaming.com](http://www.evolutiongaming.com), not later than on 5 April 2019 as well as be sent free of charge to shareholders who so request and provide their name and address.

\* \* \*

Stockholm in March 2019  
Evolution Gaming Group AB (publ)  
*The board of directors*