

## **NOTICE OF ANNUAL GENERAL MEETING**

Evolution Gaming Group AB (publ), 556994-5792, holds an annual general meeting on Friday 20 April 2018 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 Friday 13 April 2018 (the record day is on Saturday 14 April 2018); and
- give notice of attendance to the company no later than on Monday 16 April 2018.

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 give 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 Friday 13 April 2018 (the record day is on Saturday 14 April 2018). 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 Monday 16 April 2018. 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).

Personal data obtained from the share register, notice of attendance at the annual general meeting and information on proxies and advisors will be used for registration, preparation of the voting register for the annual general meeting and, when applicable, the minutes of the annual general meeting.

### **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. Resolution:
  - a) on amendments to § 7 of the articles of association
  - b) on amendments to § 3 of the articles of association
  - c) on amendments to § 11 of the articles of association
13. Election of auditor
14. Resolution on the nomination committee
15. Resolution on guidelines for remuneration to the senior management
16. Resolution on an incentive programme by way of a directed issue of warrants with a subsequent transfer to the participants
17. 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 0.90 per share and that Tuesday 24 April 2018 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 2 May 2018 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 are 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 70,000 (currently EUR 60,000), of which EUR 10,000 (unchanged) shall be paid to each of the board members elected by the annual general

meeting that are not employed by the company and an additional EUR 20,000 (unchanged) shall be paid to the chairman of the board's audit committee.

The total fees are proposed to be increased from EUR 60,000 to EUR 70,000 as Fredrik Österberg, who is proposed to be re-elected as member of the board of directors, will end his employment with the company in connection with the annual general meeting and therefore will receive board fees.

#### **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 are re-elected as members of the board of directors for the period until the close of the annual general meeting 2019 and that Jens von Bahr is re-elected as chairman of the board of directors for the period until the close of the annual general meeting 2019.

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

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

#### **Item 12 a): Resolution on amendment to § 7 of the articles of association**

The nomination committee proposes that § 7 of the articles of association be amended so that the company's auditor can be elected for a shorter term than four financial years.

##### **Current wording:**

###### **§ 7 Revisor § 7 The auditor**

Bolaget ska ha en eller två revisorer. Revisors mandattid ska upphöra vid slutet av den årsstämma som hålls under det fjärde räkenskapsåret efter det då revisorn utsågs.

*The company shall have one or two auditors. The auditors shall be appointed for the time period until the end of the annual general meeting that will be held during the fourth financial year after the election.*

##### **Proposed wording:**

###### **§ 7 Revisor § 7 The auditor**

Bolaget ska ha en eller två revisorer. Revisors mandattid ska upphöra senast vid slutet av den årsstämma som hålls under det fjärde räkenskapsåret efter det då revisorn utsågs.

*The company shall have one or two auditors. The auditors shall be appointed for the time period until the end of an annual general meeting held not later than during the fourth financial year after the election.*

#### **Item 12 b): Resolution on amendment to § 3 of the articles of association**

The board of directors proposes an amendment to the object of the company in § 3 of the articles of association for the purpose of aligning the wording of the object of the company with the operations of the company.

##### **Current wording:**

###### **§ 3 Verksamhet § 3 Operations**

Bolaget har till föremål för sin verksamhet att utveckla, producera, marknadsföra och tillhandahålla tekniska lösningar och kommersiella tjänster för distribution via Internet och andra medier samt bedriva annan därmed förenlig verksamhet.

*The object of the company's business shall be to develop, produce, market and provide technical solutions and commercial services distributed via the Internet and other mediums and carry out other operations consistent therewith.*

**Proposed wording:**

**§ 3 Verksamhet**

**§ 3 Operations**

Bolaget ska äga och förvalta lös egendom och tillhandahålla strategiska och administrativa tjänster till koncernens bolag samt bedriva därmed förenlig verksamhet.

*The company shall own and manage moveable property and provide strategic and administrative services to the companies of the group and carry out operations consistent therewith.*

**Item 12 c): Resolution on amendment to § 11 of the articles of association**

The board of directors proposes an editorial amendment to § 11 of the articles of association as the name of the Financial Instruments Accounts Act has been changed.

**Current wording:**

**§ 11 Avstämningsförbehåll**

**§ 11 Central securities depository registration**

Bolagets aktier ska vara registrerade i ett avstämningsregister enligt lagen (1998:1479) om kontoföring av finansiella instrument.

*The company's shares shall be registered in a central securities depository register pursuant to the Swedish financial instruments accounts act (SFS 1998:1479).*

**Proposed wording:**

**§ 11 Avstämningsförbehåll**

**§ 11 Central securities depository registration**

Bolagets aktier ska vara registrerade i ett avstämningsregister enligt lagen (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument.

*The company's shares shall be registered in a central securities depository register pursuant to the Swedish Central Securities Depositories and Financial Instruments Accounts Act (SFS 1998:1479).*

**Item 13: Election of auditor**

The nomination committee proposes that the registered accounting firm Öhrlings Pricewaterhouse-Coopers AB be re-elected as auditor for the period until the close of the annual general meeting 2019.

**Item 14: 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 meeting 2017 shall continue to be applied.

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

**Item 15: 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 2019. 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 on 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 for board members who are employed by the company. Information on the current composition of the group management as well as on 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 company can attract, motivate and retain senior executives with the expertise and experience required to achieve company's operating goals. The remuneration shall be based on conditions that are market competitive and at the same time aligned with 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 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 shareholders' meeting 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 could 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 16: Resolution on an incentive programme by way of a directed issue of warrants with a subsequent transfer to the participants**

#### **The incentive programme in brief**

The board of directors proposes the establishment of an incentive programme under which the company invites approximately 80–100 persons within the group to acquire warrants in the company. The right to acquire warrants shall be granted the CEO of the company, members of the group

management, persons who report directly to the group management and other key specialists. The company's board members shall not be granted any warrants.

The board of directors' proposal means that the general meeting resolves on (i) the establishment of an incentive program, (ii) a directed issue of not more than 617,702 warrants and (iii) approving that the wholly-owned subsidiary that subscribed for the warrants transfer them to the participants in the incentive programme.

The conditions of the incentive programme essentially corresponds with the conditions applicable to the current incentive programme of 547,000 warrants 2016/2019 (of which 365,084 have been transferred to employees in the group) which was established at the annual general meeting 2016. A description of the current incentive programme is available at the company's website, [www.evolutiongaming.com](http://www.evolutiongaming.com).

The rationale for the proposed incentive programme is to create conditions for retaining and recruiting competent personnel to the group, increase the motivation amongst the participants, increase their loyalty to the company and align their interest with that of the company's shareholders as well as promote a personal shareholding, and thereby promote shareholder value and the company's long-term value creation capability.

#### **Issue of warrants 2018/2021**

The board of directors proposes that the general meeting resolves on an issue of warrants on the following terms and conditions.

##### *Number of warrants to be issued*

The company shall issue a maximum of 617,702 warrants.

##### *Right to subscription*

The right to subscribe for warrants shall, with deviation of the shareholders' pre-emption rights, belong to a wholly-owned subsidiary of the company.

##### *Reason for deviating from the shareholders' pre-emption rights*

The reason for deviating from the shareholders' pre-emption rights is, by way of an incentive programme, to create conditions for retaining and recruiting competent personnel to the group, increase the motivation amongst the participants, increase their loyalty to the company and align their interest with that of the company's shareholders as well as promote a personal shareholding, and thereby promote shareholder value and the company's long-term value creation capability.

##### *Subscription period*

Subscription of the warrants shall take place on a separate subscription list no later than on 31 August 2018.

##### *Over-subscription*

Over-subscription is not allowed.

##### *Issue price and payment*

The warrants shall be issued without compensation and no payment shall be made.

##### *Terms and conditions for the warrants*

- (i) Each warrant shall entitle the holder to subscribe for one new share in the company.
- (ii) The subscription price for each new share shall be equal to 130 per cent of the volume-weighted average price of the company's share on Nasdaq Stockholm during the period from and including 23 April 2018 up to and including 7 May 2018. The subscription price calculated in accordance with the above shall be rounded to the nearest SEK 0.10, where SEK 0.05 shall be rounded down.

- (iii) The warrants may be exercised during the period from and including 1 July 2021 (however not earlier than the day after the publication of the company's interim report for the period January–June 2021) up to and including the date that falls 30 calendar days after the publication of the company's interim report for the period January–June 2021 (however not later than on 30 September 2021).
- (iv) The new shares shall carry rights to dividends for the first time on the record day for dividends that occurs directly after subscription has been executed.
- (v) The complete terms and conditions for the warrants will be published on the company's website [www.evolutiongaming.com](http://www.evolutiongaming.com) not later than on 30 March 2018. As set forth in the terms and conditions for the warrants, the subscription price and the number of shares that a warrant entitles subscription for, may be recalculated in certain cases.

#### *Increase in share capital*

The company's share capital may, upon exercise of all 617,702 warrants, increase by 9,265.53 euro (calculated on a quota value of 0.015 euro), subject to such recalculation of the number of shares that each warrant entitles subscription for that may be made in accordance with the complete terms and conditions of the warrants.

#### *Authorisation*

The board of directors shall be authorised to extend the subscription period.

The board of directors shall be authorised to make such minor adjustments in the resolution that may be required in connection with the registration of the warrants with the Swedish Companies Registration Office.

#### **Approval of transfer of warrants to participants in the incentive programme**

The board of directors proposes that the general meeting resolves to approve that the wholly-owned subsidiary transfers not more than 617,702 warrants 2018/2021 to the CEO of the company, members of the group management, persons who report directly to the group management and other key specialists within the group, or retains the warrants on the following terms and conditions.

#### *Price and valuation*

The warrants shall be transferred against cash payment. For warrants acquired at market value, the price (the warrant premium) shall be established in accordance with the Black & Scholes valuation model. The valuation of the warrants shall be made by EY.

A preliminary market price of the warrants has, in accordance with a valuation based on a market value on the underlying share corresponding to the volume-weighted average price of the company's share on Nasdaq Stockholm during the period 1–14 March 2018, been set to SEK 39.07 per warrant (assuming a subscription price of SEK 739.33 per share). EY has based its preliminary valuation on the assumption of a risk-free interest rate of -0.33 per cent and a volatility of 31.6 per cent. EY has also reduced the value of each warrant by approximately SEK 49 to reflect the impact of expected dividends during the period until the warrant can be exercised and by an additional 30 per cent for the purpose of reflecting that the warrants will not be traded in a liquid market during this period.

For each warrant the participant acquires at market price, an additional warrant shall be transferred to the participant without compensation. Exercise of the warrants transferred without compensation can only occur if the warrants acquired at market price are held up to and including the first day on which the warrants can be exercised.

#### *Allotment*

The board of directors of the company shall decide on the allotment of warrants in accordance with the following principles.

- (i) The CEO of the company may be allotted up to 48,000 warrants, members of the group management may be allotted up to 24,000 warrants each, persons who report directly to the group management may be allotted up to 8,000 warrants each and other key specialists within the group may be allotted up to 4,000 warrants each (in each case including both warrants acquired at market price and warrants transferred without compensation). Members of the company's board of directors shall not be allotted any warrants.
- (ii) Warrants may be allotted on 31 August 2018 at the latest. Allotment may only take place to the extent that the total number of warrants allotted under the incentive programme does not exceed 617,702 warrants.
- (iii) If a person who has been allotted a right to acquire warrants does not wish to acquire his or her full share, the non-acquired part of his or her share shall be included in the number of unallotted warrants, which may be offered to other existing or newly recruited persons within the categories specified in item (i) above.

#### *The company's right to repurchase warrants*

In connection with the transfer of warrants to the participants, the company shall reserve the right to repurchase warrants if the participant's employment with the group is terminated or if the participant wishes to transfer his or her warrants.

#### **Dilution effect**

If all 617,702 warrants 2018/2021 are exercised for subscription of 617,702 shares, the dilution effect will be approximately 1.7 per cent (based on the total number of shares at time of this notice). Upon full exercise of these 617,702 warrants and the 365,084 warrants 2016/2019, which have been transferred to a number of key employees in the group in accordance with a resolution at the annual general meeting 2016 (*i.e.*, 982,786 warrants in total), the dilution effect will be approximately 2.7 per cent.

#### **Costs**

Warrants transferred to participants will be accounted for in accordance with IFRS 2 and will be recorded as a personnel expense in the income statement during the years 2018–2021.

Assuming a share price of SEK 568.72 (the volume-weighted average price of the company's share on Nasdaq Stockholm during the period 1–14 March 2018), a subscription price of SEK 739.33 and a maximum participation, the cost for the incentive programme, excluding social security costs, is estimated to be approximately EUR 1.2 million. This cost is based on the preliminary market value of the warrants as of 15 March 2018. The cost will be allocated over the years 2018–2021.

The estimated costs for social security will be recorded as a personnel expense in the income statement by current reservations. The social security costs are estimated to approximately EUR 110,000 subject to the assumptions set out above, *i.e.*, based on the preliminary market value of the warrants as of 15 March 2018 multiplied by the average of relevant social security tax rates.

The programme is estimated to entail only limited direct costs for the company. Therefore, no measures to secure the programme are planned to be made.

#### **Effect on key ratios**

If the incentive programme had been established in 2017, subject to the assumptions set out above, the impact on earnings per share would have been approximately EUR 0.036.

Subject to the assumptions set out above, the total cost of the incentive programme, including social security costs, is estimated to be approximately EUR 1.3 million over the years 2018–2021. This cost may be compared to the company's total salary costs, including social security costs, of EUR 77,193 thousands in 2017.



The estimated costs for the programme have been based on the preliminary market value of the warrants as of 15 March 2018. The preliminary market value for the warrants at the time of the establishment of the programme forms a better basis for the estimation of the future costs than to base the calculation on an estimated future market value for the company's shares at an estimated exercise date for the warrants.

#### **Preparation of the proposal**

The proposal has been prepared by the company's remuneration committee in consultation with the board of directors and external advisors. The proposal has been dealt with at board meetings during the end of 2017 and in the beginning of 2018.

#### **MAJORITY REQUIREMENTS**

Resolutions in accordance with items 12 a), 12 b) and 12 c) 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.

A resolution in accordance with item 16 is valid only where supported by shareholders holding not less than nine-tenths 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 30 March 2018 as well as be sent free of charge to shareholders who so request and provide their name and address.

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Stockholm in March 2018  
Evolution Gaming Group AB (publ)  
*The board of directors*