NOTICE OF AGM

Evolution Gaming Group AB (publ), 556994-5792, will be holding its AGM on Thursday 7 May, 2015, at 3.00 pm at Hitechbuilding, Sveavägen 9, in Stockholm. Entry to the AGM venue will be from 2.30 pm.

RIGHT TO PARTICIPATE AND NOTICE OF ATTENDANCE

Shareholders wishing to participate in the AGM must

be recorded in the Register of Shareholders maintained by Euroclear Sweden AB on Thursday 30 April, 2015, and

notify the company of their intention to participate no later than Thursday 30 April, 2015.

Notice of intention to participate can be submitted in writing to Evolution Gaming Group AB (publ), Hitechbuilding, Sveavägen 9, 111 57 Stockholm, Sweden, or via e-mail to ir@evolutiongaming.com. When submitting notice of intention to participate, please state your name/company, personal/corporate identity number, address, daytime phone number and, where applicable, the number of assistants.

SHAREHOLDERS WITH NOMINEE REGISTERED SHARES

In order to be entitled to participate at the AGM, shareholders with nominee registered shares must re-register the shares in their own name through the nominee, so that the person concerned is recorded in the Register of Shareholders maintained by Euroclear Sweden AB by Thursday 30 April, 2015. Such registration may be temporary.

REPRESENTATIVE AND PROXY FORMS

Shareholders who will not be attending the AGM in person may exercise their right at the AGM through a representative via written, signed and dated proxy. Proxy forms are available on the company’s website, www.evolutiongaming.com. Proxy forms can also be obtained from the company or ordered by e-mail as above. If the proxy is issued by a legal person, a copy of the certificate of registration or equivalent authorisation document for that legal person must be attached. To facilitate entry to the AGM, proxy documents, certificates of registration and other authorisation documents should be received by the company at the above address by Thursday 30 April 2015.

NUMBER OF SHARES AND VOTES

The total number of shares in the company at the time of issuing this notice is 35,970,377, which corresponds to 35,970,377 votes. The company does not have any treasury shares.

SHAREHOLDERS’ RIGHT TO REQUEST INFORMATION

Shareholders attending the AGM are entitled to request information in accordance with Chapter 7, Section 32 of the Companies Act (2005:551).
PROPOSED AGENDA

1. Opening of the meeting
2. Appointment of Chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Appointment of one or two persons to verify the minutes
6. Determination of whether the meeting was duly convened
7. Resolution:
   a) on the adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
   b) on the appropriation of profit or loss according to the adopted balance sheet
   c) on the discharge of the Board members and the Chief Executive Officer from liability
8. Establishment of the number of Board members to be elected
9. Determination of fees for the Board members and the auditors
10. Election of Board and, if appropriate, auditors
11. Resolution on nomination committee
12. Closing of the meeting

Appointment of Chairman of the meeting (point 2)
It is proposed that the Chairman of the Board, Joel Citron, be appointed Chairman of the meeting.

Resolution regarding the appropriation of profit or loss according to the adopted balance sheet (point 7b)
The Board of Directors proposes that the AGM resolve that no dividend be paid on the company’s shares for the 2014 financial year.

Establishment of the number of Board members to be elected (point 8)
For the period extending up until the end of the 2016 AGM, the Board of Directors will comprise five Board members excluding deputies.

Determination of fees for the Board members and the auditors (point 9)
It is proposed that a fee of EUR 15,000 be paid to the Chairman of the Board. The other Board members elected by the AGM will each be paid EUR 10,000. Fees will not be paid to Board members who are also employees of the company. To summarise, it is proposed that total Board fees amount to EUR 35,000.

It is proposed that fees to auditors be paid in accordance with approved account.

Election of Board and, if appropriate, auditors (point 10)
It is proposed that Board members Jens von Bahr, Joel Citron, Jonas Engwall, Ian Livingstone and Fredrik Österberg be re-elected, and that Joel Citron be re-elected as Chairman of the Board for the period extending up until the end of the 2016 AGM. For information regarding the proposed Board members, please refer to details on proposed Board members on the company’s website, www.evolutiongaming.com.
The registered auditing firm Öhrlings PricewaterhouseCoopers AB was appointed in conjunction with the establishment of the company in November 2014 as the company's auditor for the period extending up until the end of the 2018 AGM.

Resolution on nomination committee (point 11)
The Board of Directors proposes to the 2015 AGM the election of a nomination committee according to the following. The Chairman of the Board will contact the three largest shareholders based on Euroclear Sweden AB's list of registered shareholders on the last business day of August. The three largest shareholders will be given the opportunity to elect one representative each, to form the nomination committee along with the Chairman for the period extending up until the appointment of a new nomination committee. If any of these shareholders chooses to waive their right to elect a representative, their right is transferred to the shareholder who, after these shareholders, has the largest share ownership. Unless the members agree otherwise, the nomination committee will be chaired by the member who represents the largest shareholder in terms of votes. However, the Chairman of the Board will not chair the nomination committee. Fees are not paid to the members of the nomination committee.

The composition of the nomination committee will be announced via a separate press release as soon as the nomination committee has been appointed, and no later than six months prior to the AGM. Information will also be made available on the company's website, which will also explain how shareholders can submit proposals to the nomination committee. Members of the nomination committee must relinquish their places on the committee if the shareholder who originally appointed them is no longer one of the three largest shareholders, following which new shareholders, in order of the size of their holding, will be offered the opportunity to elect a member, however only ten shareholders will be approached in turn. However, unless there are exceptional circumstances, no changes will be made to the composition of the nomination committee if only minor changes to voting rights have taken place, or the change occurs later than three months prior to the AGM. If a member of the nomination committee steps down voluntarily from the committee before their work is completed, the shareholder who elected that member must appoint a successor, provided that the shareholder is still one of the three strongest owners in terms of votes. The nomination committee is entitled, if deemed appropriate, to co-opt members appointed by shareholders who became one of the three shareholders with the largest holdings in the company after the nomination committee was formed, and who are not already represented on the nomination committee. Such co-opted members do not participate in the decisions of the nomination committee.

The nomination committee is tasked with presenting proposals prior to the AGM regarding the number of Board members, the Board of Directors, Chairman of the Board, Board fees, any remuneration for committee work, election of auditors and fees to the auditors, as well as a chairman for the AGM. The nomination committee must also present proposals to the AGM regarding the process for establishing the following year's nomination committee. The proposals of the nomination committee will be presented in the notice of the AGM and on the company's website.
DOCUMENTS
The annual report, complete set of proposals and other documentation required prior to the AGM in accordance with the Companies Act will be made available at the company and on the company’s website, www.evolutiongaming.com, at the latest from Thursday 16 April, 2015, and will also be sent free-of-charge to those shareholders who have so requested and given the company their postal address.

Stockholm, April 2015
Evolution Gaming Group AB (publ)
Board of Directors