

The board of directors' of Evolution Gaming Group AB (publ) proposal regarding the resolution on guidelines for remuneration to the senior management

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.

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.

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