

## **The board of directors' of Evolution Gaming Group AB (publ) proposal regarding the resolution on authorisation for acquisition of own shares and statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act**

### **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.

A resolution in accordance with the board of directors' proposal is valid only where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the general meeting.

### **The board of directors' reasoned statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act**

The board of directors hereby gives the following statement pursuant to the provisions in Chapter 19, Section 22 of the Swedish Companies Act.

With reference to the statement in connection with the proposed dividend available on the company's website, [www.evolutiongaming.com](http://www.evolutiongaming.com), it is the opinion of the board of directors that the proposed authorisation to acquire own shares is justified taking into account the demands that the nature, scope and risks of the operations place on the size of the company's and the group's equity, and the company's and the group's consolidation needs, liquidity and financial position in general. In this respect, the proposed cash dividend of EUR 1.20 per share has been considered.

The board of directors notes that, when exercising the proposed authorisation to acquire own shares, it is to prepare a new reasoned statement as to whether, considering the prevailing conditions, the acquisition of own shares being considered is justifiable pursuant to the provisions in Chapter 17, Section 3, paragraphs 2 and 3 of the Swedish Companies Act.

\* \* \*

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