

## **The board of directors' of Evolution Gaming Group AB (publ) proposal regarding the resolution on share split and amendment to the articles of association**

### **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) and an amendment to the articles of association in accordance with the following:

1. Each existing share in the company is divided into five shares (5:1).
2. The board of directors is authorised to determine the record day for the share split.
3. With the purpose to adapt the limits of the number of shares, § 5 of the articles of association is amended as follows:

#### **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.*

Thereby, the articles of association shall have the wording set out in the Appendix.

4. The chairman of the board of directors or the CEO, or any person appointed by either of them, is authorised to make any minor adjustments to the resolution which may be required in conjunction with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB or because of other formal requirements.

After the share split is completed, the number of shares in the company will increase from 35,970,377 shares to 179,851,885 shares. The proposed share split will result in a change of the quota value of the share from EUR 0.015 to EUR 0.003.

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.

\* \* \*

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

## **Bolagsordning**

### **Articles of association**

#### **Evolution Gaming Group AB (publ)**

**(556994-5792)**

#### **§ 1 Firma**

##### **§ 1 Registered name**

Bolagets firma är Evolution Gaming Group AB (publ).

*The registered name of the company is Evolution Gaming Group AB (publ).*

#### **§ 2 Styrelsens säte**

##### **§ 2 Registered office**

Styrelsen har sitt säte i Stockholms kommun.

*The company's registered office is in the municipality of Stockholm.*

#### **§ 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.*

#### **§ 4 Aktiekapital**

##### **§ 4 Share capital**

Aktiekapitalet ska vara lägst 450 000 euro och högst 1 800 000 euro.

*The share capital shall be not less than EUR 450,000 and not more than EUR 1,800,000.*

#### **§ 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.*

#### **§ 6 Styrelse**

##### **§ 6 The board of directors**

Bolagets styrelse ska bestå av 3–8 ledamöter utan suppleanter.

*The company's board of directors shall consist of 3–8 directors without deputy directors.*

#### **§ 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.*

## **§ 8 Kallelse**

### **§ 8 Notice**

Kallelse till bolagsstämma ska ske genom annonsering i Post- och Inrikes Tidningar och genom att kallelsen hålls tillgänglig på bolagets webbplats. Bolaget ska annonsera i Dagens Industri att kallelse har skett.

*Notice of a general meeting of shareholders shall be made by an announcement in the Swedish Official Gazette (Sw. Post- och Inrikes Tidningar) and by making the notice available on the company's website. The company shall advertise in Dagens Industri that notice has been made.*

Aktieägare som vill delta i bolagsstämman ska anmäla detta till bolaget senast den dag som anges i kallelsen till stämman. Sistnämnda dag får inte vara söndag, annan allmän helgdag, lördag, midsommarafton, julafton eller nyårsafton och inte infalla tidigare än femte vardagen före bolagsstämman.

*A shareholder that would like to participate in a general meeting shall give notice thereof to the company not later than the day set out in the notice of the general meeting. This day may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and must not be earlier than the fifth weekday prior to the general meeting.*

Aktieägare får vid bolagsstämman medföra högst två biträden, dock endast om aktieägaren till bolaget anmäler antalet biträden på det sätt som anges i föregående stycke.

*Shareholders may be accompanied at a general meeting by a maximum of two assistants, but only if the shareholder notifies the company of the number of assistants in the manner stated in the preceding paragraph.*

## **§ 9 Årsstämma**

### **§ 9 The Annual General Meeting**

På årsstämma ska följande ärenden förekomma.

*At the annual general meeting, the following matters shall be addressed:*

- (1) Val av ordförande vid stämman  
*Election of a chairman of the meeting;*
- (2) Upprättande och godkännande av röstlängd  
*Preparation and approval of the voting list;*
- (3) Godkännande av dagordning  
*Approval of the agenda;*
- (4) Val av en eller två protokolljusterare  
*Election of one or two persons to verify the minutes;*
- (5) Prövning av om stämman blivit behörigen sammankallad  
*Determination whether the meeting has been duly convened;*
- (6) Beslut  
*Resolutions:*
  - (i) om fastställande av resultaträkning och balansräkning samt i förekommande fall koncernresultaträkning och koncernbalansräkning  
*on adoption of the income statement and balance sheet and, if applicable, the consolidated income statement and the consolidated balance sheet*

- (ii) om dispositioner beträffande bolagets vinst eller förlust enligt den fastställda balansräkningen  
*on the disposition of the company's profit or loss as shown in the adopted balance sheet*
- (iii) om ansvarsfrihet åt styrelseledamöter och verkställande direktör  
*on discharge of liability of members of the board and the managing director*
- (7) Fastställande av det antal styrelseledamöter som ska väljas  
*Determination of the number of members of the board of directors to be elected*
- (8) Fastställande av styrelse- och revisorsarvoden  
*Determination of the fees to be paid to the board of directors and the auditors*
- (9) Val av styrelse och, om tillämpligt, revisor  
*Election of the board of directors and, if applicable, auditor*
- (10) Beslut om valberedning  
*Resolution on nomination committee*
- (11) Annat ärende, som ankommer på stämman enligt aktiebolagslagen.  
*Other matters that may be brought before the meeting pursuant to the Swedish Companies Act.*

## **§ 10 Räkenskapsår**

### **§ 10 Financial year**

Bolagets räkenskapsår ska vara 1 januari–31 december.  
*The company's financial year shall be 1 January–31 December.*

## **§ 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).*

## **§ 12 Fullmaktsinsamling**

### **§ 12 Collection of proxies**

Styrelsen får samla in fullmakter enligt det förfarande som anges i 7 kap. 4 § andra stycket aktiebolagslagen (2005:551).  
*The board of directors may collect proxies in accordance with the procedure described in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (SFS 2005:551).*

## **§ 13 Redovisningsvaluta**

### **§ 13 Accounting currency**

Bolagets redovisningsvaluta ska vara euro. Bolagets aktiekapital ska vara bestämt i euro.  
*The company's accounting currency shall be euro. The company's share capital shall be determined in euro.*

\* \* \*