

## **The Board of Directors' of Evolution Gaming Group AB (publ) proposal for guidelines for compensation to senior management**

### **Resolution on guidelines for compensation to Senior Management**

The Board of Directors proposes that the 2017 AGM approves the following guidelines for compensation to senior management for the period until the 2018 AGM.

#### *Guidelines for compensation to senior management*

The senior management refers to the CEO and the group management of Evolution and its group (the "**Executives**"). For information on the current composition of the group management, please refer to

[www.evolutiongaming.com](http://www.evolutiongaming.com). These guidelines are also to be applied for any compensation to board members employed by the Company and what is said regarding Executives shall, to the extent applicable, also apply for board members employed by the Company.

The objective of the guidelines is to ensure that Evolution can attract, motivate and retain senior executives with the expertise and experience required to achieve Evolution'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 Executives shall consist of a fixed and, for some 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 Evolution's overall performance.

#### *Fixed salary*

The Executives' fixed salary shall be competitive and based on the individual Executive's competences, responsibilities and performance. A review of the fixed salary shall be carried out on an annual basis for each calendar year.

#### *Variable compensation*

Executives (but not board members employed by the Company) may receive variable remuneration in addition to fixed salaries.

Annual variable remuneration plans will be cash based (however, in 2016 Evolution issued warrants to certain key employees and senior management, including to certain Executives who are not board members) and be based on predetermined and measurable performance criteria of the relevant Executive aimed at promoting Evolution's long term value creation. The set 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 (except that one Executive is entitled to

variable compensation up to a hundred percent of his annual base salary under his existing employment agreement).

*Other benefits*

Evolution provides other benefits to the Executives in accordance with local practice. Such other benefits can include, for example company health care. Occasionally, housing allowance, paid schooling for under age children or travel allowances could be granted.

*Notice of termination and severance pay*

The maximum notice period in any Executive's contract is twelve months during which time salary payment will continue. 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 if there, in an individual case, are special circumstances justifying that. In such a case the Board of Directors shall explain the reason for the deviation at the following Annual General Meeting.

Evolution Gaming Group AB (publ)

*Board of Directors*