# The proposals of the Nomination Committee to the 2017 annual general meeting

### Election of Chairman of the meeting (item 2)

The Nomination Committee of Evolution which was appointed in accordance with the resolution of the 2016 AGM and consists of Ian Livingstone, elected by Richard Livingstone, Johan Menckel, elected by JOVB Investment AB, Peter Ihrfelt, Chairman of the Nomination Committee, elected by FROS Ventures AB and Joel Citron, who, at the time of appointment of the Nomination Committee of the 2017 AGM, was Chairman of the Board of Directors (currently a member of the Board of Directors), who together represent approximately 36.7 percent of the shares and votes in the Company, proposes that the Chairman of the Board of Directors, Jens von Bahr, should be the Chairman of the AGM.

## Determination of the number of members of the Board of Directors to be elected (item 8)

The Nomination Committee proposes that the Board of Directors shall, for the period until the end of the 2018 AGM, consist of six members with no deputy directors.

## Determination of remuneration to the members of the Board of Directors and the auditor (item 9)

The Nomination Committee proposes that remuneration to each of the members of the Board of Directors who are not employed by the Company shall be EUR 10,000, equivalent to a total remuneration of EUR 40,000. The Nomination Committee proposes that remuneration to the Chairman of the audit committee shall be EUR 20,000. The Nomination Committee proposes that there shall be no additional remuneration for other committee work.

The Nomination Committee proposes that the remuneration to the Company's auditor shall be paid in accordance with approved invoicing.

Furthermore, the Nomination Committee notes that an extraordinary general meeting of Evolution, on 24 January 2017, resolved to approve the remunerations which Jens von Bahr, executive chairman, and Fredrik Österberg, Group Chief Strategy Officer, receive from the Company because of their employments and that Jens von Bahr and Fredrik Österberg do not receive any remuneration as members of the Board of Directors since they are employed by the Company.

#### Election of the Board of Directors and, if applicable, auditor (item 10)

The Nomination Committee proposes re-election of all members of the Board of Directors; Jens von Bahr, Joel Citron, Jonas Engwall, Cecilia Lager, Ian Livingstone and Fredrik Österberg and re-election of Jens von Bahr as Chairman of the Board of Directors for the period until the end of the 2018 AGM. For information on the proposed

members of the Board of Directors, see the information available on the Company's website, www.evolutiongaming.com.

The registered accounting firm Öhrlings PricewaterhouseCoopers AB was appointed the Company's auditor in connection with its formation in November 2014 until the end of the 2018 AGM. Hence, the Nomination Committee makes no proposal in respect of the election of auditor to the 2017 AGM.

#### Resolution on the Nomination Committee (item 12)

For the purpose that the Company's Nomination Committee shall be compliant with the provisions of the Swedish Corporate Governance Code, the Nomination Committee proposes that the 2017 AGM resolves upon the following instructions regarding the Nomination Committee. The Chairman of the Board of Directors will contact the three largest shareholders in terms of votes 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 one of the members of the Board of Directors who is independent in relation to the Company's management. 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, a member of the Board of Directors shall not be Chairman of the Nomination Committee. The majority of the members of the Nomination Committee are to be independent of the Company and its executive management. Neither the chief executive officer nor other members of the executive management are to be members of the Nomination Committee. At least one member of the Nomination Committee is to be independent of the Company's largest shareholder in terms of votes or any group of shareholders who act in concert in the governance of the Company. Members of the Board of Directors shall not constitute a majority of the Nomination Committee. If more than one member of the Board of Directors is on the Nomination Committee, no more than one of these may be dependent of a major shareholder of the Company. Fees are not to be paid to the members of the Nomination Committee. As required, the Company shall be responsible for reasonable costs for external consultants that the Nomination Committee deems necessary to perform its work.

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 shall 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 need 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 largest owners in terms of votes that are represented in the Nomination Committee. 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 of Directors, Board remuneration, any remuneration for committee work, election of auditors and fees to the auditors, as well as a Chairman for the AGM. When the notice of the AGM is issued, the Nomination Committee is to issue a statement on the Company's website explaining its proposals regarding the board of directors. 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. The Nomination Committee shall furthermore complete the tasks required by the Nomination Committee in accordance with the Swedish Corporate Governance Code, as applicable from time to time.

It is proposed that the resolution on the Nomination Committee should apply until further notice.