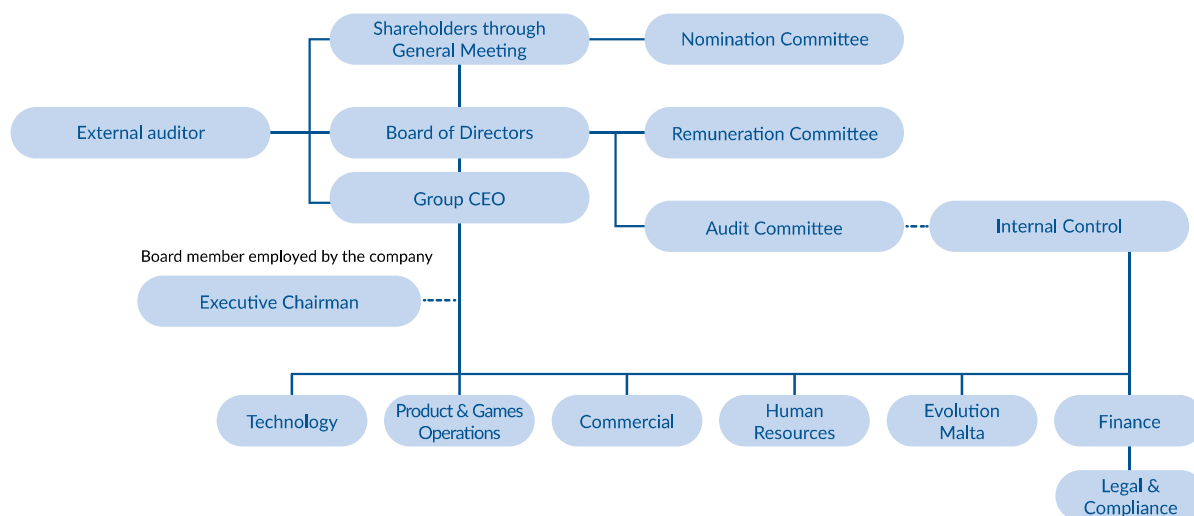


## Corporate governance report

Evolution Gaming Group AB (publ) ("Evolution") is a Swedish public limited company that was formed in December 2014 and that is listed on the Nasdaq Stockholm exchange. Evolution complies with all applicable statutes and regulations, including the Swedish Companies Act, EU Market Abuse Regulation, the Swedish Code of Corporate Governance (the "Code") and other regulations and Nasdaq Stockholm's Rule Book for Issuers. The current Code is available at the Swedish Corporate Governance Board's website [www.bolagsstyrning.se](http://www.bolagsstyrning.se).

### Evolution's corporate governance model



### Ownership and voting rights

At the end of 2019, the share capital in Evolution amounted to EUR 544,868.175, divided between a total 181,622,725 shares with a nominal value of EUR 0.003 each. All shares belong to the same class of shares, with equal voting rights (one vote per share) and shares of the company's capital and profit. On 31 December 2019, there were 17,860 shareholders. At the same point in time, the company's largest shareholders were Richard Livingstone with 16.4 percent of the share capital and votes, and Jens von Bahr as well as Fredrik Österberg (through Österbahr Ventures AB) with 1.5 percent of the share capital and votes.

The ten largest shareholders represented 54.2 percent of the share capital and votes. Further information about the company's share and shareholders is presented under "The Evolution share" on page 34 and on the company's website.

### General Meetings

The Annual General Meeting is Evolution's highest decision-making body, at which shareholders exercise their influence on the company. All shareholders registered in the company's CSD register who notify the company in time of their attendance are entitled to attend the General Meeting and vote for all of their shares. The company's Annual General Meeting is held in the spring. The date and venue are announced in connection with the third interim report at the latest.

Information on how shareholders can have a matter considered at the Annual General Meeting in the following year, and when, at the latest, such a request must be received is detailed on the company's website in connection with the publication of the third interim report at the latest. Notice of the Annual General Meeting is published no later than four weeks prior to the meeting through an advertisement in *Post- och Inrikes Tidningar* (official Swedish gazette) and by posting the notice on the company's website. The company will place an advertisement in Swedish financial daily *Dagens Industri* that the notice has been issued.

The Annual General Meeting's mandatory duties include making decisions on:

- Adoption of the income statement and balance sheet
- Appropriation of profits and dividend
- Discharge from liability for the Board of Directors and the Group CEO
- Election of the Board of Directors and auditors
- Determination of fees for the Board members and the auditors
- Nomination Committee.

At the Annual General Meeting, decisions are normally made by a simple majority of the votes cast. On certain decision matters, however, the Swedish Companies Act requires a proposal to be approved by a larger proportion of the votes cast.

Extraordinary General Meetings may be held when necessary.

#### Annual General Meeting 2019

The 2019 Annual General Meeting was held on 26 April 2019 at Strandvägen 7A in Stockholm. At the meeting, 63.57 percent of all shares and votes were represented. A majority of the members of the Board, the auditor and the Group CEO attended the meeting. Chairman of the Board, Jens von Bahr, was prevented from attending the 2019 Annual General Meeting, which is declared as a deviation from rule 1.2 in the Code.

In addition to customary matters, the Annual General Meeting resolved to authorise the Board of Directors to decree on buybacks and transfer of the company's own shares in accordance with stipulated terms. Further, the Annual General Meeting resolved on a share split of each incumbent share into five shares (5:1) and, as a consequence, amendment to the article of association with regards to the delimitation of number of shares in the company. The minutes of the meeting, as well as other documentation from the meeting, are available on the company's website.

#### Annual General Meeting 2020

The 2020 Annual General Meeting will take place on 24 April 2020, at 2 p.m. at Strandvägen 7A in Stockholm. Notification of the meeting will be issued on the company's website, where requisite documents, such as information providing the basis for decisions, will also be made available prior to the meeting.

#### Nomination Committee

The Annual General Meeting determines how the Nomination Committee should be appointed. At the 2019 Annual General Meeting, it was decided that the Chairman of the Board of Directors is to 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. In preparation for the Annual General Meeting, the Nomination Committee is tasked with presenting proposals regarding:

- The chairman for the Annual General Meeting
- Number of Board members
- Board members and Chairman of the Board
- Board remuneration
- Possible remuneration for committee work
- Auditors and auditors' fees if such a decision is to be made

- Process for establishing the ensuing Nomination Committee.

The proposals of the Nomination Committee are presented in the notice of the Annual General Meeting and on the company's website. The Nomination Committee's mandate period runs until a new Nomination Committee has been appointed under the decision establishing the new Nomination Committee at the 2020 Annual General Meeting.

Member	Appointed by	Independent in relation to the company and its senior management	Share of votes as per 31 December 2019
Ian Livingstone	Richard Livingstone	Yes	16.4%
Peter Ihrfelt (Chairman)	Österbahr Ventures AB	Yes	15.0%
Mats Holmer	Joel Citron	Yes	1%
Cecilia Lager	Board of Directors of Evolution Gaming Group AB	Yes	—

#### Board of Directors

##### Responsibilities and duties of the Board of Directors

The Board of Directors bears the overall responsibility for the organisation of the company and the management of its affairs and is to work in the interests of the company and all of its shareholders. The mandatory tasks of the Board of Directors include determining the company's overall targets and strategies, evaluating the Group CEO, ensuring that there are systems in place for monitoring and controlling the operations and the risks associated with them, ensuring that there is satisfactory control of the company's regulatory compliance and ensuring that the information issued by the company is characterised by openness and is accurate, relevant and reliable.

##### Instructions and policies

The Board of Directors annually reviews and adopts the following corporate governance related instructions and policies among others:

- Rules of procedure of the Board of Directors
- Instructions for the Group CEO
- Rules of procedure of the Audit Committee
- Rules of procedure of the Remuneration Committee
- Code of Conduct
- Sustainability Policy.

### Composition of the Board of Directors

The Board of Directors is appointed by the shareholders at the Annual General Meeting for the period until the end of the next Annual General Meeting and, in accordance with the Articles of Association, shall consist of at least three and at most eight members with no deputies. The Annual General Meeting determines the precise number of members.

At the 2019 Annual General Meeting, Jens von Bahr (Chairman), Joel Citron, Jonas Engwall, Cecilia Lager, Ian Livingstone and Fredrik Österberg were elected as members of the Board of Directors. For further details of each Board Member, see page 66.

In addition to being a Board Member, Jens von Bahr is also employed by the company as the Executive Chairman. He is not a member of the company's senior management. Under the terms of his employment, Jens von Bahr shall, in addition to, and separately from, his duties as Chairman of the Board, focus on strategic issues and establish and implement the Group's future growth plans in cooperation with the management team, customers and shareholders. As one of the founders of the Group, Jens von Bahr has special insight into the operations and the Live Casino industry and the markets in which the Group operates or may operate in the future. He also has long-term and valuable relationships with

customers and business partners. Consequently, having access to this experience at both the Board level and in the ongoing operations benefits both the company and its shareholders.

As an employee, the Executive Chairman reports to the Group CEO. The division of responsibilities between the Group CEO and the Executive Chairman is well regulated in the Board's rules of procedure and the company's instructions for the Group CEO. Jens von Bahr does not receive any remuneration for his duties as a member of the company's Board of Directors. In accordance with what was communicated in connection with the listing of the company on Nasdaq Stockholm in June 2017, the company expects that Jens von Bahr's employment also will be re-considered in the future but that the intention is that Jens von Bahr's employment as executive chairman shall continue after the 2020 Annual General Meeting.

Fredrik Österberg was employed by the company as Group Chief Strategy Officer until April 2018.

Member	Fees and salaries <sup>1)</sup>			Independent <sup>3)</sup>	Attendance <sup>2)</sup>		
	Board fee	Committee fee	Salary		Board meetings	Audit Committee	Remuneration Committee
Jens von Bahr	N/A	N/A	SEK 4,200,000	No/No	12	N/A	N/A
Joel Citron	EUR 30,000	N/A	N/A	Yes/Yes	13	4	2
Jonas Engwall	EUR 30,000	N/A	N/A	Yes/Yes	13	4	2
Cecilia Lager	EUR 30,000	N/A	N/A	Yes/Yes	12	N/A	N/A
Ian Livingstone	EUR 30,000	N/A	N/A	Yes/No	14	N/A	2
Fredrik Österberg	EUR 30,000	N/A	N/A	No/No	14	3	N/A

1. Fees refer to the amounts approved by the 2019 Annual General Meeting. For Board Members who are or have been employees, the stated figure refers to annual salary.
2. Attendance refers to meetings during the 2019 financial year.
3. Independent in relation to the company and the company's management/to the largest shareholders.

## Independence

The number of Board members who are independent in relation to the company is four (67 per cent) and the number of Board members who are independent in relation to major shareholders is three (50 per cent). Ian Livingstone is not independent in relation to major shareholders as he is closely related to the company's largest shareholder Richard Livingstone who owns approximately 16.4 per cent of the shares and votes in the company. Jens von Bahr and Fredrik Österberg together own approximately 15.2 per cent of the shares and votes in the company (through Österbahr Ventures AB) and are therefore not independent in relation to major shareholders. Since Jens von Bahr is employed by the company as Executive Chairman and Fredrik Österberg has been employed by the company during the last three years they are also not independent in relation to the company or its senior management.

A Board member may not take part in decisions where a conflict of interest may exist. This comprises decisions regarding agreements between a Board member and the company, agreements between the company and third parties in which the Board member has a material interest that could constitute a conflict of interest for the company, as well as agreements between the company and the legal entity that the Board member represents.

## Working procedures and meetings

In addition to laws and recommendations, the work of the Board of Directors is governed by its rules of procedure. The rules of procedure have been adopted by the Board of Directors and include instructions concerning, among other things, Board meetings and their contents, the division of duties within the Board and information to the Board.

## Chairman of the Board in 2019

The Chairman of the Board is appointed by the Annual General Meeting. Jens von Bahr was elected Chairman of the Board by the 2019 Annual General Meeting for the period until the end of the next Annual General Meeting. Jens von Bahr is the Executive Chairman of the Board, meaning that he is employed by the company. See the Composition of the Board of Directors section on page 58 for further details of what this employment entails.

The Chairman's role is to organise the work of the Board so that it is run efficiently and generates conditions for optimum performance of the Board's commitments.

## Work of the Board of Directors in 2019

The Board of Directors held 14 meetings in 2019, of which one was a statutory meeting, three to approve interim reports and one to approve the year-end report. The Board of Directors was in full attendance at all meetings except four, for further information see table on page 58. All meetings

followed an agenda that, on relevant points, was addressed with documentation provided to members prior to the meetings. As a rule, the meetings are also attended by the company's chief legal counsel as secretary, the Group CEO and CFO.

At each meeting, the Group CEO updates the Board Members on the company's operational and financial development. In addition, various senior executives and the auditor participate if necessary, to present various factual matters. The principal points addressed by Board meetings in 2019 included matters regarding, as well as the approval of, the business plan and budget, Group policies, and annual, year-end and interim reports.

*The matters addressed by the Board of Directors at the Board meetings in 2019 include:*

- **February**  
Adoption of interim report for the fourth quarter of 2018
- **March**  
The company's auditor participated in part of the meeting without the presence of the Group CEO or any other member of company management  
Approval of the annual accounts for 2018  
Evaluation of the work of the Board of Directors and the Group CEO  
Approval of the documentation for the 2019 Annual General Meeting  
Evaluation of the company's need of a specific audit function (internal audit)
- **April**  
Adoption of interim report for the first quarter of 2019  
Statutory Board meeting
- **May**  
Decision on settlement of record date for share split of the company's shares, in accordance with the Annual General Meeting's resolution
- **July**  
Adoption of interim report for the second quarter of 2019
- **October**  
Adoption of interim report for the third quarter of 2019  
Adoption of various policies
- **December**  
Approval of 2020 budget.

## Assurance of quality in financial reporting

The formal work plan adopted annually by the Board includes detailed instructions about which financial statements and what financial information is to be provided to the Board. The Group CEO is responsible for the Board receiving, in addition to the year-end report, interim reports and annual accounts, regular information about the company's financial performance including its financial position and liquidity.

The Board of Directors also examines, primarily through its Audit Committee, the most significant accounting principles applied within the Group in respect of its financial reporting, as well as significant changes in the reporting principles. All Audit Committee meetings are recorded and the minutes kept available to all Board Members and the auditors.

#### Evaluation of the work of the Board of Directors

Through a systematic and structured process, the Board shall annually assess its work and the division of labour between individual members. The Chairman of the Board informs the Nomination Committee of the outcome of the evaluation. The Board continuously evaluates the work of the Group CEO and Group management. This evaluation shall be discussed at least once a year at a meeting of the Board without the Group CEO or any other member of Group Management being present.

#### Remuneration to the Board of Directors

Remuneration to the Board of Directors is proposed by the Nomination Committee, approved by the Annual General Meeting and paid to Board Members who are not employees of the company. At the 2019 Annual General Meeting, it was decided that a fee of EUR 30,000 should be paid to each Board Member not employed by the company. No specific compensation is paid to the members of the Board committees.

Jens von Bahr is employed by the company and does therefore not receive any Board fee. Jens von Bahr receives an annual salary of SEK 4,200,000 from the company (including applicable retirement benefits and without entitlement to variable compensation). The fee paid to Jens von Bahr for his position in the company was approved by an Extraordinary General Meeting on 24 January 2017.

#### Diversity policy

The company's Board of Directors has adopted a diversity policy applicable to its own composition. According to this policy, the Board of Directors shall, taking into account the company's operations, stage of development and circumstances, be appropriately composed and characterised by versatility and breadth in terms of the expertise, experience and background of the members elected by the Annual General Meeting. The objective is to seek an even gender distribution on the Board of Directors. Evolution considers diversity important in ensuring that Board Members' profiles provide the necessary range of perspectives, experience and skills required to achieve effective governance. In preparing its proposal for the composition of the Board of Directors, the Nomination Committee takes into account the Code and the Board's Diversity Policy, seeking to achieve diversity on the Board of Directors.

### Board committees

The Board of Directors has established a Remuneration Committee and an Audit Committee.

#### Remuneration Committee

The Remuneration Committee consists of Joel Citron (chairman), Ian Livingstone and Jonas Engwall. The Remuneration Committee's duties include preparing the following matters for decision by the Board:

- Salary, other remunerations and pension benefits for the Group CEO
- Salary, other remuneration and pension benefits for the Executive Chairman
- The company's remuneration policy and other terms of employment for the company's senior management
- Share option programmes and similar arrangements, as well as other rewards or forms of compensation referred to, target a wider range of Group employees.

The Remuneration Committee shall also monitor and evaluate both current and completed variable remuneration programmes for the company's senior management. In addition, the Committee shall monitor and evaluate the application of guidelines for remuneration to senior executives, as well as current remuneration structures and levels in the company. During 2019, two meetings were held, at which all members attended.

#### Audit Committee

The Audit Committee consists of Joel Citron (chairman), Jonas Engwall, and Fredrik Österberg. The Audit Committee's tasks include:

- Preparing the Board's work with regard to quality in the financial reporting and processes for managing the business risks of the company and the Group
- Monitoring the company's financial reporting and assisting the Board in assuring the effectiveness of the company's internal control, internal audit and risk management
- Regularly meeting the company's auditors and being briefed on the statutory audit, focus and scope of the audit, as well as discussing the coordination between the external and internal audit as well as the view of the risks in the company
- Establishing guidelines for which services, beyond audit services, the company may purchase from the auditors, as well as evaluating and monitoring the independence of the company's auditors and, in connection with this, paying particular attention to whether the auditor provides additional services to the company beyond auditing
- Evaluating the audit and informing the company's Nomination Committee of the outcome of this evaluation.

The Audit Committee shall also organise a selection process to prepare recommendations of auditors to the Nomination



Committee when so required by applicable rules and assisting the Nomination Committee in preparing its proposals on auditors and compensation for auditing. During 2019, four meetings were held with full plenary (one meeting was held before Fredrik Österberg was appointed as a new member of the Audit Committee in April 2019).

### **Division of labour between the Chairman of the Board and the Group CEO**

The company has an Executive Chairman working mainly in the following areas: preparing long-term strategic issues beyond the Group CEO's strategic work within current business plans, ongoing evaluation of strategic partnerships and acquisitions, as well as assisting Group Management in strategic projects and in connection with the recruitment of key competencies. The Group CEO's instructions clarify that the duties of the Executive Chairman as an employee should not interfere with the duties of the Group CEO and that the Executive Chairman may not perform any ongoing management tasks. The Board of Directors' rules of procedure state that the work performed by the Chairman of the Board as an employee is separate from, and in addition to, his work as Chairman of the Board. In addition to duties explicitly in line with his employment contract and the Group CEO's instruction, he may not perform any assignments for the company that go beyond the work of the Chairman of the Board, unless approved by the Board of Directors.

### **Auditors**

Auditors are elected by the Annual General Meeting. The auditor shall examine the company's annual report and accounts as well as the management by the Board of Directors and the Group CEO. The auditor shall also examine the group accounts, as well as the relationship inter se of group companies. In accordance with the Articles of Association, Evolution 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. The Annual General Meeting held in 2019 re-elected Öhrlings PricewaterhouseCoopers AB as the company's auditors up until the close of the Annual General Meeting held in 2020. The auditor in charge is Niklas Renström, who was born in 1974 and is an authorised accountant.

### **Group CEO and Group Management**

Evolution's Group Management has extensive experience and works to achieve long-term profitable growth in line with the company's strategy and vision. The Group CEO is appointed by, and receives instructions from, the Board of Directors. In turn, the Group CEO appoints the other members of Group Management and is responsible for the ongoing administration of the Group in accordance with the Board's guidelines and instructions. The Group CEO

reports to the Board of Directors, ensuring that it receives the information needed to make informed decisions. The Group CEO shall also ensure that matters to be addressed by the Board in accordance with applicable legislation, the Articles of Association and internal policies and guidelines are presented to the Board of Directors. The Group CEO attends, and reports to, all Board meetings, except on those occasions when the Group CEO is evaluated by the Board as well as when the Board meets the company's auditor without management attending. Group Management embodies expertise covering all key areas of the company's business and strategy, including the CEO of Evolution's operating subsidiary Evolution Malta Limited. Evolution Malta Limited has a management team that addresses matters related to the operational activities.

### **Working instructions for the Group CEO**

The Board of Directors has developed and adopted instructions covering the Group CEO's responsibilities and tasks, as well as entitlement to represent the company. Within the framework of applicable laws, the Articles of Association, the Board of Directors' formal work plan, the Group CEO's instructions and other instructions issued by the Board, the Group CEO is responsible for overseeing the company's day-to-day operations. The Group CEO is also responsible for ensuring that the Board receives information regularly to be able to monitor the company's financial position, financial planning and development. Prior to each regular Board meeting, the Group CEO shall submit information as requested by the Board in assessing the company's financial situation, including reports, metrics, proposed business plan and budget, forecasts, interim reports, financial statements and annual reports.

### **Remuneration to senior executives**

The 2019 Annual General Meeting established guidelines for senior executives for the period up until the Annual General Meeting held in 2020. Senior executives refer to the Group CEO and the Group management of Evolution. The guidelines should also apply to remuneration for members of the Board who are employed by the company, and what is stipulated in the guidelines regarding senior executives should when applicable also apply to members of the Board who are employed by the company. For information on the composition of the Group Management, see page 68.

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 company'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 senior executives 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 executives (however not the board member employed by the company) may receive variable remuneration in addition to a 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 shareholders' meeting shall be able to decide on long-term share and share-price related incentive programmes directed to, among others, the senior executives (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. For further information on existing incentive programmes, see page 62.

**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 could 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 guidelines**

The Board of Directors may deviate from the above guidelines where a 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.

**Incentive programmes****2020/2023 programme**

The Extra General Meeting on 16 January 2020 resolved to issue a maximum of 4,000,000 warrants. Each warrant entitles the holder to subscribe for one new share in the company for SEK 373.90 during the period from and including 31 March 2023 (however not earlier than the day after the publication of the company's interim report for the period January–December 2022, the "First Exercise Date") up to and including the date that falls 30 calendar days thereafter.

In total 4,000,000 warrants were subscribed. If all 4,000,000 warrants are exercised for subscription of 4,000,000 shares, the dilution effect will be approximately 2.2 percent. The recipients of the warrants are key employees throughout the Group. Employees in Sweden have paid the market value for the warrants. Employees outside Sweden have paid the market value for 1 warrant, while receiving 1 without payment for each that had been paid for. For warrants acquired at market value, the price (option premium) has been determined using Black & Scholes valuation model, with the valuation being carried out by Svalner Skatt.

**2018/2021 programme**

The Annual General Meeting on 20 April 2018 resolved to issue a maximum of 617,702 warrants. Each warrant entitles the holder to subscribe for five new shares in the company (following the share split 5:1 that was resolved by the 2019 Annual General Meeting) for SEK 141.06 per share during the period from the day after the publication of the interim report for the second quarter of 2021 until the date that follows 30 calendar days after the publication of the interim report for the second quarter 2021 (however not later than on 30 September 2021).

The company's subsidiary, Evolution Malta Ltd, has subscribed for 617,702 warrants, and Evolution Malta Ltd has, in turn, transferred 376,006 warrants to a number of key individuals in the company's management team and organisation. For warrants acquired at market value, the price (option premium) has been determined using the Black & Scholes valuation model, with the valuation being carried out by EY.

If all 376,006 warrants 2018/2021 are exercised for subscription of 1,880,030 shares, the dilution effect will be approximately 1.0 percent.

**2016/2019 programme**

The Annual General Meeting on 28 April 2016 resolved to issue a maximum of 547,000 warrants. Each warrant entitled the holder to subscribe for five new shares in the company (following the share split 5:1 that was resolved by the 2019 Annual General Meeting) for SEK 70.84 per share during the period from the day after the publication of the interim report for the second quarter of 2019 until 30 September 2019.

In connection with the allotment of shares within the incentive programme, a number of key individuals subscribed for a total of 1,770,840 new shares in the company in accordance with the framework of the warrant programme. The total dilution effect amounted to approximately 1.0 percent.

### **Risk management and internal control**

Evolution's control system has been developed to ensure accurate, reliable financial reporting and accounting in accordance with applicable laws and rules, accounting standards and other requirements for listed companies. The foundation of the control environment is defined through policies, routines and manuals, and is upheld with the help of the company's organisational structure with clearly defined responsibilities.

#### **Control environment**

The Board of Directors bears the ultimate responsibility for an effective system of internal control and risk management being in place. Critical accounting issues and issues related to financial reporting are addressed by the Board and in the Board's Audit Committee. To ensure a well-functioning control environment, the Board of Directors has established a number of policies relevant to corporate governance and financial reporting. These include the Board's rules of procedure, Group CEO instructions and reporting instructions for financial reporting. The company also has a financial handbook, which includes principles, guidelines and process descriptions for accounting and financial reporting. At the statutory Board meeting following the Annual General Meeting, a formal work plan is established for the Board and instructions for the work of the Group CEO are determined, in which responsibilities and powers are further defined.

The Board has appointed an Audit Committee, tasked with preparing the Board's work with regard to quality in the financial reporting and processes for managing the business risks of the company and the group, as well as monitoring the company's financial reporting and assisting the Board in assuring the effectiveness of the company's internal control, internal audit and risk management.

The CFO regularly reports to the Audit Committee and works together with the company's finance function to develop and improve the internal control with regards to the Group's financial reporting, both proactively with a focus on the internal control environment, and by reviewing the effectiveness of internal control.

Responsibility for the daily work of maintaining the control environment rests primarily with the Group CEO. The Group CEO reports regularly to the company's Board of Directors.

The Board of Directors in its entirety or any one Board Member together with the Chairman of the Board may sign on behalf of the company. In addition, the company's CFO and CLO together are entitled to sign on behalf of the company.

In accordance with the Swedish Companies Act, the Group CEO may sign alone on behalf of the company regarding duties which the Group CEO is obliged to carry out pursuant to section 29 of the Swedish Companies Act.

### **Risk assessment**

The Group has established a Risk Management Committee, in which representatives of various relevant parts of the organisation meet quarterly to assess, discuss and mitigate potential risks. The Group has also adopted procedures and established internal risk management control systems, including an annual risk analysis for all business areas within the Group, where the purpose is to identify, evaluate and manage risks threatening the Group's objectives and strategies. The risk analysis is divided into strategic, operational, compliance, legal and financial risks. To ensure a relevant level of control, each business area has established a number of control activities counteracting the most significant risks identified in the risk analysis. A self-assessment of these control activities is performed annually and reported to the Risk Management Committee, which compiles and evaluates the results and reports to the Audit Committee and the Board of Directors.

#### **Risk assessment directly related to the provision of gaming services**

As certain jurisdictions have laws that explicitly consider the offering of, and participation in, gaming services conditional on particular licences or a criminal offence, the Group continuously undertakes precautionary measures, including Know Your Customer (KYC) checks of licensees and requiring, in its agreements, that operators comply with the laws and regulations applicable to them.

These provisions in the agreements constitute a form of legal protection and prevent certain end users from accessing the Group's products and services. The Group's customers (i.e. the casino operators) are responsible for the end users' access to their online gaming platforms at the local level and in accordance with local laws and regulations.

#### **Monitoring**

Monitoring of control activities is conducted continuously to ensure that risks have been satisfactorily observed and addressed. This includes tracking of results in relation to budget and plans, analyses and key figures. The Board of Directors continuously evaluates the information provided by the company's management team. The process includes both reconciliation of monthly financial reports against budgets and goals and reporting at Board meetings. Through the Audit Committee, the Board of Directors reviews and assesses the internal control organisation and function. The company's policies and instructions are evaluated and updated annually at a minimum or when needed.

The company's CFO presents the results of internal control work as a standing agenda item at Audit Committee meetings.



The results of the Audit Committee's work in the form of observations, recommendations and proposals for decisions and measures are continuously reported to the Board of Directors.

#### **Information and communication**

The company has information and communication channels to promote the accuracy of the financial reporting and to facilitate reporting and feedback from the operations to the Board of Directors and the Group Management, for example by making governing documents such as internal policies, guidelines and instructions regarding the financial reporting available and known to the employees concerned.

The company is subject to the provisions of the EU Market Abuse Regulation No. 596/2014 (MAR). MAR sets out requirements on how inside information is to be published to the market, under which conditions the disclosure may be delayed and in what way the company is obliged to keep a list of persons working for the company and who has access to inside information. The company has assigned a digital and semi-automated tool to ensure that its handling of inside information meets the requirements of MAR and its insider policy. Only authorised persons in the company have access to the tool.

The company's financial reporting complies with Swedish laws and regulations and the local rules in each jurisdiction where operations are conducted. The company's information to shareholders and other stakeholders is provided through the interim reports, press releases and annual report according to the Group's Communication Policy.

#### **Internal audit**

The company has no separate review function (internal audit). The Board does not consider there to be special circumstances in operations or other conditions that would warrant such a function.



## Our Board of Directors

### JENS VON BAHR

#### Chairman of the Board

Born 1971. Elected 2015, Chairman since 1 November 2016.

#### Other assignments:

Jens is a Board member in JOvB Investment AB, Österbahr Ventures AB, Barnebys Group AB and Sitoo AB.

#### Experience:

Jens is co-founder of Evolution Gaming. Before founding the company, Jens was CEO of Oriflame Sri Lanka. He has also started several entrepreneurial companies. Jens holds a BSc in Business from Stockholm University and an MBA from University of Western College.

#### Shareholding:

27,289,720 shares through Österbahr Ventures AB (jointly owned with Fredrik Österberg).

Not independent in relation to the company, the company's management or major shareholders of the company.

### JOEL CITRON

#### Board member

Born 1962. Elected 2015.

#### Other assignments:

Joel is CEO of Tenth Avenue Holdings LLC and Chairman of Tenth Avenue Commerce LLC.

#### Experience:

Joel has vast experience from various management positions in investment and operating companies in Europe and the USA. He holds a B.Sc Business Administration and M.A. Economics from University of Southern California.

#### Shareholding:

1,678,105 shares.

Independent in relation to the company, the company's management and major shareholders of the company.

### JONAS ENGWALL

#### Board member

Born 1970. Elected 2015.

#### Other assignments:

Jonas is CEO of Knoxville AB. Among other assignments, he is Chairman of ExOpen Systems AB, Occasion AB, Takkei Trainingsystems AB, Telefonshoppen Norden AB, Knoxville, Sitoo and DBT Capital, and Board member in E. Svenssons i Lammhult AB, Loccasion Property Development AB and PS Occasion.

#### Experience:

Jonas was previously Chairman of Risenta AB. He has also founded several entrepreneurial companies, such as Skruf Snus AB. He holds a Master of Business Administration from Stockholm School of Economics.

#### Shareholding:

309,630 shares.

Independent in relation to the company, the company's management and major shareholders of the company.

### CECILIA LAGER

#### Board member

Born 1963. Elected 2017.

#### Other assignments:

Cecilia is Chairman of Navigera AB and Board member in Elanders AB, Greengold Group AB, Altor Fund Manager AB, Sveab Holding AB, Capacent Holding AB and Clemondo Group AB.

#### Experience:

Cecilia has vast experience from various senior executive positions in the financial sector. Among previous positions she has been Marketing Director of Alecta and CEO of SEB Fonder. She has studied Business Administration at Lund University.

#### Shareholding: -

Independent in relation to the company, the company's management and major shareholders of the company.

**IAN LIVINGSTONE****Board member**

Born 1962. Elected 2015.

**Other assignments:**

Ian is Executive Chairman of London+Regional Properties Limited. He also holds various Board assignments within the London+Regional Properties group.

**Experience:**

Ian has vast experience from various senior positions in property development and retail.

**Shareholding:**

500,000 shares.

Ian is a close relative to the largest shareholder in the company and not independent in relation to the major shareholders of the company, but independent in relation to the company and the company's management.

**FREDRIK ÖSTERBERG****Board member**

Born 1970. Elected 2015.

**Other assignments:**

Fredrik is a Board member in FROS Ventures AB, Österbahr Ventures AB and Hammarby Fotboll AB.

**Experience:**

Fredrik is cofounder of Evolution Gaming. Before founding the company, Fredrik was CEO of Sportal Nordic. He holds a BSc in Business Administration and Economics from Stockholm University.

**Shareholding:**

27,289,720 shares through Österbahr Ventures AB (jointly owned with Jens von Bahr).

Not independent in relation to the company, the company's management or major shareholders of the company.

**The company's auditors****ÖHRLINGS PRICEWATERHOUSECOOPERS AB**

Niklas Renström

Authorised Public Accountant

## Our group management team



**MARTIN CARLESUND**  
**Group CEO**

Born 1970. Employed by the group since 2015.

**Shareholding:** 266,147 shares through Carlesund Investment & Consulting AB.  
**Warrants:** 175,000

**Other assignments:**

Martin is Chairman of Carlesund Investments & Consulting AB and Sandstjärna Holding.

**Experience:**

Martin has been CEO of Highlight Media Group, Eniro Sverige, Eniro Finland and 3L System AB. He holds an MSc in finance together with courses in computer science, law and mathematics at University of Borås, Gothenburg School of Economics and Linköping University.



**DAVID CRAELIUS**  
**Chief Technology Officer**

Born 1974.  
Employed by the group since 2016.

**Shareholding:** 5,000 shares through pension insurance.  
**Warrants:** 20,000

**Other assignments:**

David is a board member of Stravito AB, Hivemind AB, Craelius & Hansson AB and Försäkringsbolaget Avanza Pension.

**Experience:**

David has been CTO of Klarna, Head of Banking at Avanza and CIO of Nordnet. He has studied at Royal Institute of Technology in Stockholm.



**TODD HAUSHALTER**  
**Chief Product Officer and Games Operations**

Born 1978.  
Employed by the group since 2015.

**Shareholding:** 55,755  
**Warrants:** 92,500

**Experience:**

Todd has been Vice President of Gaming Operations at MGM Resorts International, Global Director of Product Development at Shuffle Master and Vice President of Business Strategy at Bally Technologies. He holds a MBS from University of Nevada, Las Vegas.



**OLESYA IVANOVA**  
**Chief Operating Officer Latvia & Romania**

Born 1983.  
Employed by the group since 2006.

**Shareholding:** 26,308 shares  
**Warrants:** 75,000

**Experience:**

Olesya joined Evolution Gaming as a Game Presenter and has since then held several positions with managerial responsibilities at the Riga production studio. She holds an EMBA from the Stockholm School of Economics in Riga.





**SEBASTIAN JOHANNISSON**  
**Chief Commercial Officer**

Born 1978. Employed by the group since 2008.

**Shareholding:** 1,000,000 shares through endowment insurance.

**Warrants:** 92,500

**Experience:**

Sebastian has been Head of Account Management at Evolution Gaming. He holds a Master of Business Administration from Uppsala University.



**JACOB KAPLAN**  
**Chief Financial Officer**

Born 1973. Employed by the group since 2016.

**Shareholding:** 40,000 shares through pension insurance.

**Warrants:** 92,500

**Experience:**

Jacob has been CFO of Nordnet AB (publ) and Vice President, Finance Director at Nasdaq OMX Transaction Services Nordics. He holds a MSc in Industrial Engineering and Business Management from the Royal Institute of Technology in Stockholm and a BSc in Business Administration from Stockholm University.



**JOHAN NORDSTROM**  
**CEO Evolution Malta**

Born 1970. Employed by the group since 2016.

**Shareholding:** 94,143 shares together with closely-related persons.

**Warrants:** 92,500

**Experience:**

Johan has held various leading positions in the EF group, including President Asia and European Director. He holds a BSc in Business Administration from Stockholm University.



**LOUISE WIWEN-NILSSON**  
**Chief Human Resources Officer**

Born 1972. Employed by the group since 2016.

**Shareholding:** -

**Warrants:** 45,000

**Other assignments:**

Founder and owner of Strong Brands Sweden AB.

**Experience:**

Louise has held several leading HR positions within Viacom/MTV, Nike and Walt Disney. She has a degree in Social and Behavioural studies at Lund University.