# NOTICE OF EXTRAORDINARY GENERAL MEETING

Evolution Gaming Group AB (publ), 556994-5792, is holding an extraordinary general meeting (the "**EGM**") on Tuesday, 24 January 2017 at 2.00 p.m. (CET) on Strandvägen 7A in Stockholm, Sweden. The entrance to the EGM premises will be opened at 1.45 p.m. (CET).

### RIGHT TO PARTICIPATE AND NOTICE OF ATTENDANCE

Those wishing to attend the meeting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on Wednesday, 18 January 2017; and
- 2. give notice of attendance to the company no later than on Wednesday, 18 January 2017.

Notice of attendance can be given in writing to the address Evolution Gaming Group AB (publ), Att. Extraordinary general meeting, Hamngatan 11, 111 47 Stockholm, Sweden, or by email to ir@evolutiongaming.com.

When giving notice of attendance, please state name/company name, personal identification number/corporate registration number, address, telephone number (office hours) and, where relevant, number of accompanying persons.

### SHAREHOLDERS WITH NOMINEE REGISTERED SHARES

To be entitled to participate in the meeting, those whose shares are registered in the name of a nominee must register the shares in their own name with the help of the nominee, so that he or she is entered in the share register kept by Euroclear Sweden AB on Wednesday, 18 January 2017. This registration may be made temporarily.

#### **PROXIES AND PROXY FORMS**

Those who do not attend the meeting in person may exercise his or her rights at the meeting through a proxy in possession of a written proxy form, signed and dated. A template proxy form is available on the company's website, www.evolutiongaming.com. The template proxy form can also be obtained from the company or can be ordered via email in accordance with the above. A proxy form issued by a legal entity should be accompanied by a copy of the certificate of registration or a corresponding document of authority for the legal entity. To facilitate registration at the meeting, proxy forms, certificates of registration and other documents of authority should be submitted to the company at the address above no later than on Wednesday, 18 January 2017.

#### NUMBER OF SHARES AND VOTES

At the date the notice is issued, the total number of shares in the company is 35,970,377 which corresponds to a total of 35,970,377 votes. The company does not hold any treasury shares.

## SHAREHOLDER'S RIGHT TO REQUEST INFORMATION

Shareholders attending the EGM may request information in accordance with Chapter 7 Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*).

### PROPOSED AGENDA

- 1. Opening of the meeting
- 2. Election of chairman of the meeting
- 3. Preparation and approval of voting register
- 4. Adoption of agenda
- 5. Election of one or two persons to verify the minutes of the meeting
- 6. Determination of whether the meeting has been duly convened
- 7. Resolutions on the board of directors
  - a) Resolution on number of directors
  - b) Election of a new director
  - c) Election of the chairman of the Board
  - d) Resolution on remuneration to the directors
  - e) Approval of remuneration to Jens von Bahr and Fredrik Österberg
- 8. Closing of the meeting

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

The nomination committee of Evolution Gaming Group AB (publ) which was appointed in accordance with the resolution of the 2016 AGM and consists of Ian Livingstone, chairman of the nomination committee, elected by Richard Livingstone, Johan Menckel, elected by JOVB Investment AB, Peter Ihrfelt, elected by FROS Ventures AB, and Joel Citron, Chairman of the Board of Directors at the time of the constitution of the nomination committee, who together represent approximately 36.7 percent of the votes and shares in the company, proposes that Jens von Bahr, should be the Chairman of the meeting.

### Resolutions on the board of directors (item 7)

#### Resolution on number of directors (item 7 a)

The nomination committee proposes that the Board of Directors, for the period until the end of the 2017 AGM, shall consist of six directors and no deputy directors.

### Election of new board member (item 7 b)

The nomination committee proposes that Cecilia Lager is elected as new member of the Board of Directors. For information about Cecilia Lager, see the information available on the company's website, www.evolutiongaming.com.

#### Election of the chairman of the Board (item 7 c)

The previous chairman of the Board Joel Citron has resigned as chairman of the Board and the Board of Directors has thus appointed Jens von Bahr as chairman of the Board for the period until the next general meeting.

The nomination committee proposes that Jens von Bahr is elected as chairman of the Board for the period until the end of the 2017 AGM.

The nomination committee notes that Joel Citron, in his capacity as member of the Board of Directors, will continue as member of the current nomination committee. The nomination committee intends to propose that the 2017 AGM resolves on new guidelines for the nomination committee setting out that, in addition to the members appointed by the shareholders, one of the members of the Board of Directors who is independent in relation to the Company's management shall serve on the nomination committee.

### Resolution on remuneration to the directors (item 7 d)

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 further proposes that the remuneration to the chairman of the audit committee shall be EUR 20,000, equivalent to a total remuneration for committee work of EUR 20,000.

### Approval of remuneration to Jens von Bahr and Fredrik Österberg (item 7 e)

The proposed chairman of the Board Jens von Bahr is employed in the company as so called Executive Chairman which means that he, in addition to his duties as chairman of the board, in his employment will focus on strategy and on formulating and executing the company's future growth in cooperation with the company's management team, customers and shareholders.

The nomination committee notes that both the chairman of the Board Jens for Bahr and the board member Fredrik Österberg, who is Group Chief Strategy Officer, are employed by the company and that they thus do not receive any remuneration as members of the Board of Directors.

The nomination committee also notes that Jens von Bahr receives an annual salary of SEK 4,200,000 from the company and that Fredrik Österberg receives an annual salary of SEK 3,600,000 from the company (in both cases including applicable payments for pensions and without any right to variable remuneration).

The nomination committee proposes that the general meeting approves the remunerations to Jens von Bahr and Fredrik Österberg.

It is noted that Jens von Bahr and Fredrik Österberg have informed the nomination committee that they do not intend to vote for their directly or indirectly held shares in respect of the decision under this item 7 e.

#### DOCUMENTS

Information regarding the relevant directors any other documents to be made available prior to the EGM as required by the Swedish Companies Act will be available at the company and on the company's website, www.evolutiongaming.com, no later than as from Tuesday, 3 January 2017 and will be sent free of charge

to those shareholders who so request and provide the company with their name and address.

Stockholm, December 2016 Evolution Gaming Group AB (publ) The Board of Directors