

NOTICE OF ANNUAL GENERAL MEETING

Evolution Gaming Group AB (publ), 556994-5792, holds an annual general meeting on Friday 24 April 2020 at 14.00 (CET) on Strandvägen 7A in Stockholm, Sweden. The entrance to the meeting will open at 13.30 (CET).

RIGHT TO PARTICIPATE AND NOTICE OF ATTENDANCE

Those who wish to attend the general meeting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on Saturday 18 April 2020 (since the record date is on a Saturday, shareholders must be registered in the share register on Friday 17 April 2020, at the latest); and
- give notice of attendance to the company no later than on Monday 20 April 2020.

Notice of attendance may be given in writing to Evolution Gaming Group AB (publ), Att. Annual General Meeting, Hamngatan 11, SE-111 47 Stockholm, Sweden, or by email to agm@evolutiongaming.com. The notice of attendance must state name, personal identification number or corporate registration number, address, telephone number and, where relevant, number of accompanying advisors (not more than two).

Safety measures in connection with the AGM due to covid-19

Evolution Gaming cares for the health of our shareholders and employees. Due to the risk of spreading the covid-19 infection, Evolution Gaming is taking certain steps to minimize this risk.

The general meeting will be kept as short as possible, and no food or drinks will be offered. Furthermore, the general meeting will be recommended to pass a resolution that no guests, or others who are not legally entitled to attend the general meeting, are allowed to be present at the general meeting venue. Evolution Gaming's board of directors, management and other employees will only attend to the extent required.

Shareholders who have symptoms themselves or who have been in an area of contagion, or who have been in contact with someone who has symptoms or has been in an area of contagion, are encouraged to not attend the general meeting in person, but to attend by proxy instead. Shareholders who feel worried about becoming infected also have the opportunity to avoid attending in person and to instead attend by proxy.

Evolution Gaming closely monitors developments and, if necessary, additional measures for the general meeting will be published on its website.

SHAREHOLDERS WITH NOMINEE REGISTERED SHARES

To be entitled to participate in the general meeting, those having their shares registered in the name of a nominee must, in addition to giving notice of attendance, have their shares registered in their own name so that he or she is registered as a shareholder in the share register kept by Euroclear Sweden AB on Saturday 18 April 2020. Since the record date is on Saturday 18 April 2020, such registration must be effected by Friday 17 April 2020, at the latest. Such registration may be temporary. Please note that this procedure may also apply with respect to shares held on a bank's shareholder deposit account and certain investment savings accounts.

PROXIES AND PROXY FORMS

Those who do not attend the general meeting in person may exercise his or her rights at the meeting through a proxy in possession of a written, signed and dated proxy form. A proxy form issued by a legal entity must be accompanied by a copy of a certificate of registration or a corresponding document of authority for the legal entity.

To facilitate the registration at the general 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 Monday 20 April 2020. Please note that notice of attendance must be given even if a shareholder wishes to exercise its rights at the general meeting through a proxy. A submitted proxy form does not suffice as a notice of attendance.

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 be ordered via email to agm@evolutiongaming.com.

For information on how personal data is processed in connection with the annual general meeting, see the privacy note available on Euroclear Sweden AB's website, www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

NUMBER OF SHARES AND VOTES

At the date the notice is issued, the total number of shares in the company is 181,622,725, which corresponds to a total of 181,622,725 votes. The company holds 338,000 shares.

SHAREHOLDERS' RIGHTS TO REQUEST INFORMATION

Shareholders attending the general meeting 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. Approval 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. Resolution:
 - a) on adoption of the income statement and balance sheet as well as the consolidated income statement and the consolidated balance sheet
 - b) on the disposition of the company's profit or loss as shown in the adopted balance sheet
 - c) on discharge from liability of members of the board and the managing director
8. Determination of the number of members of the board of directors to be elected
9. Determination of the fees to be paid to the board of directors
10. Election of the board of directors
11. Determination of fees to be paid to the auditor
12. Election of auditor
13. Resolution on the instruction to the nomination committee
14. Resolution on guidelines for remuneration to the senior management
15. Resolution on authorisation for acquisition of own shares
16. Resolution on authorisation for transfer of own shares
17. Resolution on a) reduction of the share capital through redemption of own shares and b) increase of the share capital through bonus issue
18. Resolution on authorisation for the board of directors to issue shares, warrants and convertible debt
19. Closing of the meeting

Item 2: Election of chairman of the meeting

The nomination committee proposes that the chairman of the board of directors Jens von Bahr be elected chairman of the annual general meeting.

Item 7 b): Resolution on the disposition of the company's profit or loss as shown in the adopted balance sheet

The board of directors proposes a dividend of EUR 0.42 per share and that Tuesday 28 April 2020 is the record date for receiving the dividend.

If the annual general meeting resolves in accordance with the board of directors' proposal, payment of the dividend is expected to be made on Monday 6 May 2020 through Euroclear Sweden AB.

Item 8: Determination of the number of members of the board of directors to be elected

The nomination committee proposes that six board members be elected.

Item 9: Determination of the fees to be paid to the board of directors

The nomination committee proposes that the total fees to the board members for the period until the next annual general meeting, shall amount to a total of EUR 150,000, of which EUR 30,000 shall be paid to each of the board members elected by the annual general meeting that are not employed by the company. The proposed fees are considered to be in line with market board fees.

Item 10: Election of the board of directors

The nomination committee proposes that Jens von Bahr, Joel Citron, Jonas Engwall, Cecilia Lager, Ian Livingstone and Fredrik Österberg be re-elected as members of the board of directors for the period until the close of the annual general meeting 2021 and that Jens von Bahr be re-elected as chairman of the board of directors for the period until the close of the annual general meeting 2021.

A presentation of the proposed board members, including an assessment of their independence in relation to the company, the company management and major shareholders, is available on the company's website www.evolutiongaming.com.

Item 11: Determination of fees to be paid to the auditor

The nomination committee proposes that the fees to the auditor be paid as per approved invoice.

Item 12: Election of auditor

The nomination committee proposes, in accordance with the audit committee's recommendation, that the registered accounting firm Öhrlings PricewaterhouseCoopers AB be re-elected as auditor for the period until the close of the annual general meeting 2021. Öhrlings PricewaterhouseCoopers AB has informed the nomination committee that the authorised public accountant Johan Engstam will be appointed as auditor-in-charge if Öhrlings PricewaterhouseCoopers AB is re-elected as auditor.

Item 13: Resolution on the instruction to the nomination committee

The nomination committee proposes that the principles setting out how members of the nomination committee are appointed that were adopted at the annual general meetings 2017, 2018 and 2019 shall continue to be applied as the instruction to the nomination committee.

The instruction to the nomination committee adopted at the annual general meetings 2017, 2018 and 2019 are set out in Appendix 1.

Item 14: Resolution on guidelines for remuneration to the senior management

The board of directors of Evolution Gaming Group AB (publ) (the "**Company**" or "**Evolution Gaming**") proposes that the Company shall, as from the general meeting, apply the following guidelines for remuneration to the senior management.

Introduction

These guidelines apply to remuneration to members of the senior management and to board members who have entered into an employment or consulting agreement with a group company. For the purposes of these guidelines, the senior management includes the managing director and certain other senior executives who, from time to time, report to the managing director.

General remuneration principles

In short, the Company's business strategy is to make their customers successful and provide an excellent user experience for their end-users by offering flawless and localised games, on all digital platforms. For more information regarding the Company's strategic priorities, please refer to the Company's annual report and the Company's website, www.evoutiongaming.com.

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 the Company's operating goals. The remuneration shall be based on conditions that are market competitive and at the same time aligned with the shareholders' interests. Remuneration to the senior management 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.

These guidelines do not apply to any remuneration resolved upon or approved by the General Meeting and are only applicable to remuneration agreed, and amendments to remuneration already agreed, after the adoption of these guidelines by the Annual General Meeting 2020.

In order to comply with mandatory rules or established local practice, remuneration of employees subject to rules outside Sweden may be adjusted however taking into account, to the extent possible, the overall purpose of these guidelines.

Types of remuneration

The remuneration covered by these guidelines may consist of fixed cash salary, variable cash salary, pension and other benefits.

Principles for fixed cash salary

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

Fixed cash salary may not amount to more than 100 per cent of the total remuneration, assuming that full variable cash salary, pension benefits and other benefits are paid (if there is no variable cash salary, pension benefits or other benefits, the basic salary will constitute the entire remuneration).

Principles for variable cash salary

Board members who have entered into an employment or consulting agreement with a group company shall not be entitled to any variable cash salary.

Variable cash salary (i.e., cash bonuses) to senior executives shall be based on a set of predetermined and measurable performance criteria for the relevant senior executive aimed at promoting the Company's long term value creation. The performance criteria may be individualised, quantitative or qualitative and are to be established and documented annually. The extent to which the criteria for awarding variable cash salary have been satisfied shall be determined when the relevant measurement period of the criteria has ended. The remuneration committee of the board of directors is responsible for the evaluation of the variable salary to the managing director. The managing director is responsible for the evaluation of the variable salary to other members of the senior management.

Any variable salary may not amount to more than 50 per cent of the total remuneration and 100 per cent of the annual fixed salary.

Principles for pension benefits

Some of the Company's senior executives are entitled to receive pension benefits in accordance with local practice or collective agreement provisions. Pensions shall be premium defined. Variable cash remuneration shall not qualify for pension benefits unless required by mandatory law or collective agreement provisions.

Pension premiums shall amount to not more than 40 per cent of the annual fixed salary.

Principles for other benefits

The Company may provide 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 may be granted.

Premiums and other costs relating to such benefits shall amount to not more than 30 per cent of the annual fixed salary.

Remuneration during period of notice and severance pay

Fixed cash salary during notice periods and severance payment (including any payments for restrictions on competition) may not exceed, in aggregate, an amount equivalent to the fixed cash salary for 12 months.

Principles for consultancy fees to board members

To the extent board members perform work for the Company outside the scope of the ordinary board work, consultancy fees on market terms may be paid in addition to any board fees resolved upon by the general meeting.

Warrant-related incentive programmes

Remuneration resolved upon by the general meeting is not covered by these guidelines. Accordingly, these guidelines do not apply to any share related incentive programs resolved on by the general meeting, including the 2020/2023 warrant programme adopted by the extraordinary general meeting on 16 January 2020 or the 2018/2021 warrant programme adopted by the annual general meeting in 2018.

More information on existing incentive programmes is, and information regarding future incentive programs, if any, will be, available on the Company's website, www.evolutiongaming.com.

Preparation and review of the compliance of these guidelines

These guidelines have been prepared by the remuneration committee and approved by the board of directors. When evaluating whether these guidelines and the limitations set out herein are reasonable, the board of directors (including the remuneration committee) has considered the total income of all employees of the company, including the various components of their remuneration as well as the increase and growth rate over time.

The remuneration committee shall monitor and evaluate programmes for variable remuneration for the senior management, the application of these guidelines as well as the current remuneration structures and compensation levels in the company.

The members of the remuneration committee are independent in relation to the company and the senior management. The managing director and the other members of senior management do not participate in the board of directors' handling of and resolutions regarding remuneration-related matters if they are affected by such matters.

Principles for derogations from these guidelines

The board of directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the company's financial viability.

Item 15: Resolution on authorisation for acquisition of own shares

The board of directors proposes that the annual general meeting resolves to authorise the board of directors to resolve on acquisitions of Evolution Gaming Group AB (publ)'s own shares, in accordance with the following terms and conditions:

1. Acquisitions of shares may be made on Nasdaq Stockholm.
2. The authorisation may be exercised on one or more occasions before the annual general meeting 2021.
3. A maximum number of own shares may be acquired so that the company's holding of own shares at any given time does not exceed 10 per cent of all the shares in the company.
4. Acquisitions of the company's own shares on Nasdaq Stockholm may only be made within the price interval registered at any given time, *i.e.* the interval between the highest bid price and the lowest selling price.

The purpose of the authorisation to acquire own shares is to enable the board of directors to optimise and improve the capital structure of the company, thereby creating added shareholder value, and/or to enable the company to use acquired own shares as payment for, or financing of, acquisitions of companies or businesses or to hedge or facilitate the settlement of the company's incentive programmes.

The board of directors shall have the right to decide on other terms and conditions for acquisitions of own shares in accordance with the authorisation.

Item 16: Resolution on authorisation for transfer of own shares

The board of directors proposes that the annual general meeting resolves to authorise the board of directors to resolve on transfers of Evolution Gaming Group AB (publ)'s own shares, with or without deviation from the shareholders' preferential rights, in accordance with the following terms and conditions:

1. The transfer may be made on or outside of Nasdaq Stockholm.
2. The authorisation may be exercised on one or more occasions before the annual general meeting 2021.
3. Transfer of own shares may be made of up to the number of shares that, at any given time, are held by the company.
4. Transfer of own shares on Nasdaq Stockholm may only be made within the price interval registered at any given time, *i.e.* the interval between the highest bid price and the lowest selling price. Transfers of own shares outside of Nasdaq Stockholm may be made against payment in cash, in kind or by way of set-off, and the price shall be established so that the transfer is made on market terms.

The purpose of the authorisation to transfer own shares is to enable the board of directors to optimise and improve the capital structure of the company, thereby creating added shareholder value, and/or to enable the company to use acquired own shares as payment for, or financing of, acquisitions of companies or businesses or to hedge or facilitate the settlement of the company's incentive programmes.

The board of directors shall have the right to decide on other terms and conditions for transfers of own shares in accordance with the authorisation.

Item 17: Resolution on a) reduction of the share capital through redemption of own shares and b) Increase of the share capital through bonus issue

Background

The company has, following a resolution by the board of directors, based on the authorisation from the annual general meeting 2019, acquired 338,000 of its own shares on Nasdaq Stockholm. The board of directors proposes that the shares held by the company shall be redeemed in accordance with proposals a) – b) below.

a) Reduction of the share capital through redemption of own shares

The board of directors proposes that the Annual General Meeting resolves that the company's share capital is reduced by EUR 1,014 through redemption of the 338,000 shares held by the company. The record date for the redemption of the shares held by the company is to be decided by the board of directors. The purpose of the reduction of the share capital is for transfer to the company's non-restricted equity. The shares shall be redeemed at zero consideration. Following a reduction of the share capital pursuant to this item a), the share capital of the company will amount to EUR 543,854.175, divided into a total of 181,284,725 shares.

The reduction can be effected without obtaining the authorisation of the Swedish Companies Registration Office or a court of general jurisdiction, as the company at the same time carries out a bonus issue pursuant to item b) below, resulting in no reduction of the restricted equity of the company or its share capital.

b) Increase of the share capital through bonus issue

The board of directors proposes that the Annual General Meeting resolves to increase the share capital of the company by EUR 1,014 by way of a bonus issue in order to restore the share capital to its original level after completed reduction of the share capital according to item a) above. The amount by which the share capital is to be increased shall be transferred from the non-restricted equity of the company and no new shares are to be issued in connection with the increase of the share capital. Following the completion of the bonus issue, the share capital of the company will amount to EUR 544,868.175.

Miscellaneous

The board of directors' proposals pursuant items a) – b) are conditional upon each other and are to be resolved upon as one resolution.

Item 18: Resolution on authorisation for the board of directors to issue shares, warrants and convertible debt

The board of directors proposes that the annual general meeting authorise the board of directors to, within the scope of the articles of association, with or without deviation from the shareholders' preferential rights, on one or several occasions during the period until the next annual general meeting, resolve to increase the company's share capital by issuing new shares, warrants or convertible debt in the company. The authorisation shall be limited whereby the board of directors may not resolve to issue shares, warrants or convertible debt that involve the issue of, or conversion into shares corresponding to, more than ten (10) per cent of the shares in the company at the time of the extraordinary general meeting. The issues shall be made on market terms and payment may, apart from payment in cash, be made in kind or by set-off or otherwise with conditions. The purpose of the authorisation and the reasons for any deviation from the shareholders' preferential rights is to be able to carry out and finance acquisitions of businesses and assets.

MAJORITY REQUIREMENTS

Resolutions in accordance with items 15, 16, 17 and 18 are only valid where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the general meeting.

DOCUMENTS

The complete proposals and other documents that shall be made available prior to the annual general meeting pursuant to the Swedish Companies Act and the Swedish Corporate Governance Code will be made available at the company and on the company's website, www.evolutiongaming.com, not later than on 3 April 2020 as well as be sent free of charge to shareholders who so request and provide their name and address.

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Stockholm in March 2020
Evolution Gaming Group AB (publ)
The board of directors