

Press release 2020-06-17

## **Resolutions at the annual general meeting in Evolution Gaming Group AB (publ)**

**At the annual general meeting in Evolution Gaming Group AB (publ) on 17 June 2020, income statements and balance sheets for 2019 for the company and the group were adopted and it was resolved on, among other things, a dividend of EUR 0.42 per share, discharge from liability for the board members and the managing director, re-election of the board members and the chairman of the board, authorisation for acquisition and transfer of own shares, reduction of the share capital through redemption of own shares and increase of the share capital through bonus issue as well as authorisation for the board of directors to issue shares, warrants and convertible debt.**

### **Adoption of income statement and balance sheet as well as consolidated income statement and consolidated balance sheet**

The annual general meeting adopted the income statement and consolidated income statement as well as the balance sheet and the consolidated balance sheet for the financial year 2019.

### **Resolution on dividends**

The annual general meeting resolved on a dividend of EUR 0.42 per share and that Monday 22 June 2020 shall be the record date for the dividend. Payment of the dividend is expected to be made on Monday 29 June 2020 through Euroclear Sweden AB.

### **Resolution on discharge from liability, re-election of board members and board fees**

The annual general meeting resolved on discharge from liability for the members of the board of directors and the managing director for the financial year 2019.

The annual general meeting resolved that the board of directors shall consist of six board members and no deputies. Jens von Bahr, Joel Citron, Jonas Engwall, Cecilia Lager, Ian Livingstone and Fredrik Österberg were re-elected as board members and Jens von Bahr was re-elected as chairman of the board for the period until the close of the annual general meeting 2021.

The annual general meeting resolved that the total fees to the board for the period until the next annual general meeting shall be EUR 150,000, of which EUR 30,000 shall be paid to the each of the board members elected by the annual general meeting that are not employed by the company.

### **Election of auditor and determination of fees to the auditor**

The annual general meeting resolved to re-elect Öhrlings PricewaterhouseCoopers AB as auditor for the period until the close of the annual general meeting 2021 and that fees to the auditor shall be paid against approved account.

### **Instruction to the nomination committee**

The annual general meeting resolved 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 nomination committee during 2020. Pursuant to the instruction, the nomination committee shall consist of three members that shall be appointed by the three largest shareholders in terms of votes on the last business day in August together with a board member who is independent of the company and its senior management.

### **Guidelines for remuneration to the senior management**

The annual general meeting resolved on guidelines for remuneration to the senior management. Pursuant to the guidelines, remuneration to senior executives 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. 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.

#### **Authorisation for acquisition and transfer of own shares**

The annual general meeting resolved to authorise the board of directors to resolve on the acquisition and transfer of own shares. Acquisition of own shares may be made on Nasdaq Stockholm within the price interval registered at any given time provided that the company's holding of own shares at any given time does not exceed 10 percent of all shares in the company. Transfer of own shares may be made on or outside of Nasdaq Stockholm within the price interval registered at any given time up to the number of shares that, at any given time, are held by the company. 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.

#### **Reduction of the share capital through redemption of own shares and increase of the share capital through bonus issue**

The annual general meeting resolved to reduce the share capital by EUR 1,014 through redemption of the 338,000 shares held by the company and an increase of the share capital of the company by EUR 1,014 by way of a bonus issue.

Following the reduction of the share capital, the share capital of the company will amount to EUR 543,854.175, divided into a total of 181,284,725 shares. The purpose of the reduction of the share capital is for transfer to the company's non-restricted equity. Following the completion of the bonus issue, the share capital of the company will amount to EUR 544,868.175 and the quota value of each share will change from EUR 0.003 to approximately EUR 0.003006. The purpose of the increase of the share capital through bonus issue is to restore the share capital to its original level after completed reduction of the share capital

#### **Authorisation to issue shares, warrants and convertible debt**

The annual general meeting resolved to authorise the board of directors to 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 annual general meeting.

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.

#### **Minutes and complete resolutions**

The minutes from the annual general meeting, including the complete resolutions and the new articles of association, will be available on the company's website, [www.evolutiongaming.com](http://www.evolutiongaming.com).

#### **For further information, please contact:**

Jacob Kaplan, CFO, [ir@evolutiongaming.com](mailto:ir@evolutiongaming.com).

*The information was submitted for publication at 16:00 CET on 17 June 2020.*

*Evolution Gaming develops, produces, markets and licenses fully-integrated B2B Live Casino solutions to gaming operators. Since its inception in 2006, Evolution has developed into a leading B2B provider with 300+ operators among its customers. The group currently employs about 8,000 people in*



*studios across Europe and in North America. The parent company is based in Sweden and listed on Nasdaq Stockholm with the ticker EVO. Visit [www.evolutiongaming.com](http://www.evolutiongaming.com) for more information.*