

The board of directors' of Evolution Gaming Group AB (publ) proposal regarding the resolution on guidelines for remuneration the senior management

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.evolutiongaming.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 the total remuneration, which is the case if there is no variable cash salary, pension benefits or other benefits.

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.

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