

The board of directors' of Evolution Gaming Group AB (publ) proposal regarding the resolution on reduction of the share capital through redemption of own shares and increase of the share capital through bonus issue

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 and the quota value of each share will change from EUR 0.003 to approximately EUR 0.003006.

Miscellaneous

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

A resolution in accordance with the board of directors' proposal is valid only where supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the general meeting.

* * *

Stockholm in May 2020

Evolution Gaming Group AB (publ)

The board of directors