

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

**At the annual general meeting in Evolution AB (publ) on 9 May 2025, income statements and balance sheets for 2024 for the company and the group were adopted and it was resolved on, among other things, a dividend of EUR 2.80 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 the board of directors to resolve on acquisitions and transfers of own shares, authorisation for the board of directors to resolve on the issuance of shares, warrants and convertibles, reduction of the share capital through cancellation of repurchased shares and increase of the share capital through bonus issue without issue of new shares as well as an incentive programme by way of issue of warrants with subsequent transfers to the participants.**

### **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 the consolidated income statement as well as the balance sheet and the consolidated balance sheet for the financial year 2024.

### **Resolution on dividends**

The annual general meeting resolved on a dividend of EUR 2.80 per share and that Tuesday, 13 May 2025 shall be the record date for the dividend. Payment of the dividend is expected to be made on Tuesday, 20 May 2025 through Euroclear Sweden AB.

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

The annual general meeting resolved on discharge of liability for all members of the board of directors and the managing director for the financial year 2024.

Jens von Bahr, Joel Citron, Mimi Drake, Ian Livingstone, Sandra Urie and Fredrik Österberg were re-elected as board members and Jens von Bahr was re-elected as chairman of the board of directors for the period until the close of the next annual general meeting.

The annual general meeting resolved that the fees to the board of directors for the period until the close of the next annual general meeting shall be in total EUR 1,195,000 (945,000)<sup>1</sup>, of which (i) EUR 150,000 (100,000) shall be paid to each of the board members elected by the annual general meeting, (ii) EUR 400,000 (400,000) shall be paid to the chairman of the board of directors, (iii) EUR 5,000 (5,000) shall be paid to each member of the audit committee, (iv) EUR 5,000 (5,000) shall be paid to each member of the remuneration committee, and (v) EUR 5,000 (5,000) shall be paid to each member of the compliance committee.

### **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 next annual general meeting and that fees to the auditor shall be paid against approved invoice.

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

The annual general meeting resolved that the instruction for the nomination committee which were originally adopted at the annual general meeting 2017, which have continued to be applied for the years 2018-2024, shall continue to apply until further notice.

### **The remuneration report**

The annual general meeting, in accordance with the board of directors' proposal, approved the board

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<sup>1</sup> Last year's fees in brackets

of directors' remuneration report for 2024. The remuneration report is available at the company's website ([www.evolution.com](http://www.evolution.com)).

**Authorisations for the board of directors to resolve on acquisitions and transfers of own shares**

The annual general meeting resolved to authorise the board of directors to, during the period until the next annual general meeting, at one or several occasions, resolve on acquisitions and transfers of own shares. Acquisitions of own shares may be made on Nasdaq Stockholm or another regulated market at a price within the price interval registered at any given time provided that the company's holding of own shares does not exceed 10 per cent of all shares in the company. Transfers of own shares may be made on or outside of Nasdaq Stockholm or another regulated market within the price interval registered at any given time of up to the number of shares that, at any given time, are held by the company. Transfers of own shares outside of Nasdaq Stockholm or another regulated market 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 terms corresponding to the terms for the relevant incentive programme, in accordance with current or future contractual obligations of the company or any group company (e.g., as payment for acquisitions) or otherwise on market terms.

The purpose of the authorisations is to enable the board of directors to optimise and improve the capital structure of the company, thereby creating additional shareholder value, to enable the company to use acquired own shares as payment for, or financing of, acquisitions of companies or businesses (including payment of earn-outs) and/or to hedge or facilitate the settlement of the company's incentive programmes.

**Authorisation for the board of directors to resolve on the issuance of shares, warrants and convertibles**

The annual general meeting resolved to authorise the board of directors to, during the period until the next annual general meeting, at one or several occasions, resolve to issue new shares, warrants or convertibles in the company. Subscribed for shares, convertibles or warrants shall be paid for in cash, by way of set-off or in kind. The authorisation is limited whereby the board of directors may not resolve to issue shares, convertibles or warrants in such a way that the total number of shares that are issued, issued through the conversion of convertibles or issued through the exercise of warrants, exceeds 10 per cent of the total number of shares in the company at the time when the authorisation is exercised by the board of directors for the first time. In the event that the board of directors resolves to issue new shares, convertibles and/or warrants with deviation from the shareholders' pre-emption rights, the reason for the deviation shall be to enable the use of shares as payment for, or financing of, acquisitions of companies or businesses (including payment of earn-outs).

**Resolution on reduction of the share capital through cancellation of repurchased shares and increase of the share capital through bonus issue without issue of new shares**

The annual general meeting resolved to reduce the share capital by EUR 22,631.83 through cancellation of 7,371,042 shares held by the company and an increase of the share capital of the company by EUR 22,631.83 by way of a bonus issue without issue of new shares. The purpose of the reduction of the share capital is for transfer to the company's non-restricted equity. The purpose of the increase of the share capital through bonus issue is to restore the share capital to its original level after the completed reduction of the share capital. Following the completion of the bonus issue, the share capital of the company will thus be equal to the share capital before the reduction.

**Resolution on an incentive programme by way of issue of warrants with subsequent transfers to the participants**

The annual general meeting resolved on an incentive programme under which the company invites approximately 250 employees within the group to acquire warrants in the company. The participants in the programme will include the CEO of the company and current and future members of the senior management and key personnel. No warrants will be granted to board members of the company.

Up to 2,050,000 warrants will be issued to the company or a wholly owned subsidiary and transferred to the participants of the incentive programme. The participants may exercise the warrants for subscription of shares in the company during the period from and including 19 May 2028 (however not



earlier than the day after the publication of the company's interim report for the period January–March 2028) up to and including the date that falls 14 calendar days thereafter. Each warrant entitles the participant to subscribe for one new share, at a price equivalent to 130 per cent of the volume-weighted average price of the company's share on Nasdaq Stockholm during a period from and including 2 May 2025 up to and including 8 May 2025.

**Minutes and complete resolutions**

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

**For further information, please contact:**

Carl Linton, Head of Investor Relations, [ir@evolution.com](mailto:ir@evolution.com).

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*Evolution AB (publ) ("Evolution") develops, produces, markets and licenses fully integrated B2B Online Casino solutions to gaming operators. Since its inception in 2006, Evolution has developed into a leading B2B provider with 800+ operators among its customers. The group currently employs 22,200+ 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.evolution.com](http://www.evolution.com) for more information. Evolution is licensed and regulated by the Malta Gaming Authority under license MGA/B2B/187/2010. Evolution is also licensed and regulated in many other jurisdictions such as the United Kingdom, Belgium, Canada, Romania, South Africa, and others.*