

Remuneration Report 2025 – Evolution AB (publ)

Remuneration Report for Evolution AB (publ), corporate ID 556994-5792 ('Evolution' or the 'Company') according to Chapter 8 Section 53 a of the Swedish Companies Act (2005:551).

1. Introduction

This Remuneration Report gives an overview of how the guidelines for remuneration to senior executives of Evolution (Remuneration Guidelines), adopted by the Annual General Meeting 2025, have been applied in 2025. The Remuneration Report also contains detailed information about the remuneration to the CEO of Evolution. In addition, the report also contains a compilation of Evolution's outstanding share-based incentive programmes. The Remuneration Report has been prepared in accordance with Chapter 8, Section 53 a of the Swedish Companies Act (2005:551), the Swedish Code of Corporate Governance and The Swedish Stock Market Self-Regulation Committee's Rules on Remuneration of the Board and Executive Management and on Incentive Programmes.

Information according to Chapter 5, Sections 40-44 of the Annual Reports Act (1995:1554) is available in Note 5 on pages 103-105 in Evolution's Annual Report for 2025 (Annual Report 2025).

The Board of Directors has appointed a Remuneration Committee consisting of Joel Citron (Chairman), Ian Livingstone and Sandra Urie. Joel Citron, Ian Livingstone and Sandra Urie are all independent in relation to Evolution and the Company's management. Information regarding the Remuneration Committee's work in 2025 can be found in the Corporate Governance Report on page 78 in the Annual Report 2025.

Remuneration to the Board of Directors who are not employed by Evolution is not covered by this report. Remuneration to the Board of Directors is resolved annually by the Annual General Meeting of Evolution and is presented in Note 5 on pages 103-105 in the Annual Report 2025. The Board of Directors receives no remuneration in addition to remuneration resolved by the Annual General Meeting, except for any travel expenses in connection with board meetings.

2. Significant events in 2025

Evolution's development in 2025

The CEO of Evolution summarises the Company's development in his statement on pages 6-7 in the Annual Report 2025.

Overview of the application of the guidelines for remuneration to senior executives in 2025

A successful implementation of Evolution's business strategy and the safeguarding of the Company's and the shareholders' long-term interests, including its sustainability, require that the Company can recruit and retain qualified employees. This requires the ability to offer competitive market-based remuneration to senior executives, which the Remuneration Guidelines enable.

According to the Remuneration Guidelines, the remuneration to the Company's management must be market-based and may consist of a fixed cash salary, pension benefits and other benefits. In addition, the Annual General Meeting may – independent of the Remuneration Guidelines – resolve on, for example, share and share price related remuneration or incentive programmes based on warrants, as well as remuneration to the Board of Directors. The Remuneration Guidelines adopted by the Annual General Meeting 2025 can be found on page 79 in the Annual Report 2025. The Auditor's Report on whether the Remuneration Guidelines have been followed is available on Evolution's website evolution.com/investors.

The Remuneration Committee has evaluated the performance of the CEO in 2025 and prepared the Board of Director's resolution on remuneration for the CEO as well as for other persons in the Company's management. Furthermore, the Remuneration Committee has reviewed the Remuneration Guidelines. The Remuneration Committee has also reviewed the Company's remuneration structures and remuneration levels, including the Company's incentive programmes. Long-term ownership interest in the Company is encouraged by enabling the Company's management to acquire warrants under the incentive programmes offered to employees in Evolution.

In 2025, Evolution did not make any deviations from the decision-making process that, according to the Remuneration Guidelines, must be applied to determine the remuneration.

Table 1 – Total remuneration to the CEO

Table 1 below sets out the total remuneration to the CEO of Evolution in EUR thousands.

Name of senior executive (position)	Financial year	1 Fixed remuneration		2 Variable remuneration	3 Extraordinary remuneration	4 Pension benefits	5 Total remuneration	6 Portion of fixed and variable remuneration
		Base salary	Other benefits					
Martin Carlesund (CEO)	2025	4,142	16	1,048	478 ¹⁾	906	6,590	80/20
	2024	3,086	3	-	-	438	3,527	100/0

Other benefits comprise company car and health care insurance.

¹⁾ Bonus conditional upon acquiring warrants in the 2025/2028 incentive programme.

3. Share-based remuneration

Outstanding share and share-related incentive programmes

Evolution currently has two outstanding incentive programmes with subscription in 2026 and 2028 respectively. Senior executives, including the CEO, have had the opportunity to acquire warrants on market terms in these programmes, like other key employees in Evolution.

Incentive programme 2023/2026: The Extraordinary General Meeting on 9 November 2023 resolved to issue a maximum of 2,500,000 warrants. Each warrant entitles to subscribe for one new share in the Company of SEK 1,296.60 per share during the period from and including 16 November 2026 (however not earlier than the day after the publication of the Company's interim report for the period January-September 2026) up to and including the date that falls 14 calendar days thereafter.

In total 1,995,389 warrants were subscribed for, of which 120,421 have been repurchased by Evolution during 2024-2025. If all 1,874,968 warrants are exercised for subscription of 1,874,968 shares, the dilution effect will be approximately 0.9 percent.

Incentive programme 2025/2028: The Annual General Meeting on 9 May 2025 resolved to issue a maximum of 2,050,000 warrants. Each warrant entitles to subscribe for one new share in the Company of SEK 871.10 per share 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.

In total 1,854,865 warrants were subscribed for, of which 19,375 have been repurchased by Evolution during 2025. If all 1,835,490 warrants are exercised for subscription of 1,835,490 shares, the dilution effect will be approximately 0.9 percent.

The offer in both programmes included key employees throughout the Group. The employees paid market value for one warrant, while receiving one warrant free-of-charge for each warrant purchased at market value. Employees in Sweden, Georgia and Brazil paid the market value for the warrants and received a bonus corresponding to half of the market value of the acquired warrants to equalize the offer with other participants. For warrants acquired at market value, the price (warrant premium) has been determined using Black & Scholes valuation model, with the valuation being carried out by Svalner Atlas Advisors.

Table 2 – Incentive programmes based on warrants, CEO

Name of senior executive (position)	Principal terms and conditions of the incentive programme				Financial year 2025			
					Opening balance	During the year		Closing balance
	1 Programme	2 Premium paid and allotment date	3 Subscription period / subscription dates	4 Subscription price	5 Warrants at beginning of the year	6 Warrants allotted	7 Warrants exercised	8 Warrants at end of the year
Martin Carlesund (CEO)	2025/2028	SEK 30.50 19/05/2025	19/05/2028 until and including 02/06/2028	SEK 871.10	-	150,000	-	150,000
	2023/2026	SEK 86.00 16/11/2023	16/11/2026 until and including 30/11/2026	SEK 1,296.60	175,000	-	-	175,000

4. Compliance with the Remuneration Guidelines and application of performance criteria

Evolution’s vision is to be the world’s leading provider of online casino by making gaming operators successful and offering an unbeatable gaming experience for their end users. Evolution strives to constantly improve its offering and at the same time develop the entire online casino market through product innovation at the forefront. Evolution’s market-leading position is mainly based on the competitive advantage that has come from the Company’s operational cutting-edge expertise and sophisticated platform that provides scalability and the opportunity to expand without having to replicate software locally. This enables continued development and provides shareholder value.

A successful implementation of the Company’s business strategy and the safeguarding of the Company’s and shareholders’ long-term interests, including sustainability, require the Company to be able to recruit and retain qualified employees. To do this, the Company needs to be able to offer market-based remuneration.

The performance criteria for the CEO’s variable remuneration have been selected to implement the Company’s strategy and to encourage actions that are in the Company’s long-term interest. When selecting criteria, the strategic goals and short- and long-term business priorities for the year 2025 have been considered. The CEO can receive a maximum of 75 percent of the yearly base salary in variable remuneration, the 2025 the outcome was EUR 1,048 thousand.

5. Comparison of the Company’s performance and changes in remuneration

Table 3 – Change in remuneration and the Company’s performance during the last five reported financial years, EUR thousand

	2021	2022	2023	2024	2025
Remuneration to the CEO	7,715 ¹⁾	2,122	4,859 ²⁾	3,527	6,590 ³⁾
Evolution's operating profit	654,004	908,062	1,142,730	1,419,553	1,257,306
Remuneration per employee ⁴⁾	330 ⁵⁾	127	333 ⁶⁾	169	302 ⁷⁾

¹⁾ EUR 5,759 thousand conditional for acquiring warrants in Evolution.

²⁾ EUR 2,232 thousand conditional for acquiring warrants in Evolution.

³⁾ EUR 478 thousand conditional for acquiring warrants in Evolution.

⁴⁾ Average remuneration on a full-time equivalent basis for employees in Evolution, excluding senior executives.

⁵⁾ EUR 196 thousand per employee conditional for acquiring warrants in Evolution.

⁶⁾ EUR 137 thousand per employee conditional for acquiring warrants in Evolution.

⁷⁾ EUR 54 thousand per employee conditional for acquiring warrants in Evolution.