IMPORTANT NOTICE
THIS OFFERING MEMORANDUM IS AVAILABLE ONLY: (1) TO INVESTORS WHO ARE QIBS (AS DEFINED BELOW) UNDER RULE 144A; AND (2) TO INVESTORS WHO ARE OUTSIDE THE UNITED STATES AND SWEDEN

IMPORTANT: You must read the following before continuing. The following applies to the attached Offering Memorandum relating to Evolution Gaming Group AB (publ) (the "Company"). You are advised to read this carefully before reading, accessing or making any other use of the Offering Memorandum. Recipients of this electronic transmission who intend to subscribe for or purchase the Offer Shares are reminded that any subscription or purchase may only be made on the basis of the information contained in this Offering Memorandum and the pricing statement to be published. In accessing the Offering Memorandum, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access. You acknowledge that this electronic transmission and the delivery of the attached Offering Memorandum is intended for you only and you agree you will not forward this electronic transmission or the attached Offering Memorandum to any other person.

THE OFFER SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OF THE UNITED STATES, OR UNDER THE APPLICABLE SECURITIES LAWS OF AUSTRALIA, CANADA OR JAPAN. SUBJECT TO CERTAIN EXCEPTIONS, THE OFFER SHARES MAY NOT BE OFFERED OR SOLD WITHIN AUSTRALIA, CANADA, JAPAN OR THE UNITED STATES.

CARNEGIE INVESTMENT BANK AB (PUBL) (THE "GLOBAL COORDINATOR") AND SEB CORPORATE FINANCE, SKANDINAVISKA ENSKILDA BANKEN AB (TOGETHER WITH THE GLOBAL COORDINATOR, THE "MANAGERS") MAY ARRANGE FOR THE OFFER AND SALE OF OFFER SHARES (I) IN THE UNITED STATES TO PERSONS WHO ARE "QUALIFIED INSTITUTIONAL BUYERS" ("QIBS") AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT IN RELIANCE ON THE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT PROVIDED BY RULE 144A OR ANOTHER AVAILABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND (II) OUTSIDE THE UNITED STATES PURSUANT TO, AND IN COMPLIANCE WITH, REGULATION S UNDER THE SECURITIES ACT AND APPLICABLE SECURITIES REGULATIONS IN EACH JURISDICTION IN WHICH THE OFFER SHARES ARE OFFERED. THE OFFER SHARES ARE NOT TRANSFERABLE EXCEPT IN COMPLIANCE WITH THE RESTRICTIONS DESCRIBED IN THE OFFERING MEMORANDUM.

THE ATTACHED OFFERING MEMORANDUM MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORISED AND WILL NOT BE ABLE TO PURCHASE ANY OF THE OFFER SHARES DESCRIBED THEREIN.

Confirmation of your Representation: In order to be eligible to view the Offering Memorandum or make an investment decision with respect to the Offer Shares: (i) you have understood and agree to the terms set out herein; (ii) you consent to delivery of such Offering Memorandum by electronic transmission; and (iii) you are (a) a QIB who would be acquiring Offer Shares for your own account or for the account of another QIB or (b) you and any customers you represent are outside the United States and Sweden and the electronic mail address that you gave us and to which this e-mail has been delivered is not located in the United States or Sweden.

In any Member State of the European Economic Area (the "EEA") other than Sweden that has implemented the Prospectus Directive, this Offering Memorandum is only addressed to, and is only directed at, investors in that EEA Member State who fulfil the criteria for exemption from the obligation to publish a prospectus, including qualified investors, within the meaning of the Prospectus Directive as implemented in each such EEA Member State. The Offer Shares have not been, and will not be, offered to the public in any Member State of the EEA that has implemented the Prospectus Directive, excluding Sweden. For the purposes of this provision, the expression an "offer to the public" in relation to any Offer Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the Offer and the Offer Shares so as to enable an investor to decide to purchase Offer Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State, the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

Offers of the Offer Shares pursuant to the Offering are only being made to persons in the United Kingdom who are "qualified investors" or otherwise in circumstances which do not require publication by the Company of a prospectus pursuant to section 85(1) of the UK Financial Services and Markets Act 2000. Any investment or investment activity to which the Offering Memorandum relates is available only to, and will be engaged in only with persons who: (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order or (iii) other persons to whom such investment or investment activity may lawfully be made available (all such persons being together referred to as "relevant persons"). This Offering Memorandum is directed only at relevant persons. Any person who is not a relevant person must not act or rely on this Offering Memorandum or any of their contents. Any investment or investment activity to which this Offering Memorandum relates is available only to relevant persons and will be engaged in only with relevant persons.

You are reminded that the Offering Memorandum has been delivered to you on the basis that you are a person into whose possession the Offering Memorandum may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver or disclose the contents of the Offering Memorandum to any other person. Nothing in this electronic transmission constitutes an offer of securities for sale in any jurisdiction where it is unlawful to do so.

The Offering Memorandum has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and, consequently, none of the Company, the Managers nor any of their respective affiliates accepts any liability or responsibility whatsoever in respect of any difference between the Offering Memorandum distributed to you in electronic format and the hard copy version available to you on request.

You are responsible for protecting against viruses and other destructive items. Your use of this e-mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

EVOLUTION GAMING GROUP AB (publ)
(a Swedish public limited liability company)

Offering of up to 17,966,198 common shares

This offering memorandum relates to the initial public offering (the "Offering") of 13,824,267 existing common shares (the "Firm Shares") of Evolution Gaming Group AB (publ) (the "Company"), each with a nominal value of EUR 0.015, by the selling shareholders in the Company, including Richard Livingstone and the Company's Chief Executive Officer, Chief Commercial Officer and Deputy Chief Executive Officer, Chief Financial Officer and certain other members of the Company's management and Board of Directors (collectively, the "Selling Shareholders"). The Company will not receive any proceeds from the sale of the Offer Shares (as defined below).

To the extent there is sufficient demand, certain of the Selling Shareholders may increase the total number of Firm Shares that they are selling in the Offering, provided, however, that in no event will the Selling Shareholders sell more than 15,622,783 Firm Shares pursuant to the Offering, excluding any Option Shares (as defined below) that may be sold pursuant to the over-allotment option described below.

Certain of the Selling Shareholders have granted the Joint Bookrunners (as defined herein) an option (the "Over-Allotment Option"), exercisable in whole or in part for 30 calendar days following the date on which the shares commence trading on Nasdaq First North Premier, to purchase up to 2,343,415 additional existing common shares (the "Option Shares") at the offer price, less the underwriting fees, to cover potential over-allotments or short positions, if any, incurred in connection with the Offering. See "Invitation to acquire shares in Evolution Gaming Group AB." The Firm Shares and, if any are sold pursuant to the Over-Allotment Option, the Option Shares, shall be referred to as the "Offer Shares" and the term "shares" shall refer to all outstanding shares of the Company at any given time.

Swedbank Robur Fonder and four additional investors (Staffan Persson, Peter Lindell, Erik Selin and Niclas Eriksson) (the "Cornerstone Investors") have agreed to acquire Offer Shares in the Offering. Swedbank Robur Fonder has agreed to acquire Offer Shares in the Offering equivalent to 9.5 percent of the Company's shares, and the four additional investors have agreed to acquire a number of Offer Shares in the Offering for a total amount of SEK 215 million, equivalent to approximately 8.0 percent of the Company's shares (assuming that the price of the Offering is determined to the midpoint of the price range). The Cornerstone Investors will consequently hold a maximum of approximately 18 percent of the Company's shares following completion of the Offering.

Each Cornerstone Investor's commitment is subject to, among other things: (i) listing of the Offer Shares such that the first day of trading in the Company's shares occurs no later than 31 March 2015; (ii) such Cornerstone Investor being allocated in full the Offer Shares relating to its commitment; (iii) the Company achieving a free float (defined as the percentage of the Company's shares not owned by Selling Shareholders) of at least 30 percent following the Offering; and (iv) the final price of the Offer Shares not exceeding SEK 80 per Offer Share.

This Offering consists of: (i) an offer to the public in the Kingdom of Sweden; and (ii) private placements to institutional investors in various jurisdictions, including a private placement in the United States to persons who are "qualified institutional buyers" or "QIBs" as defined in, and in reliance on, Rule 144A ("Rule 144A") or another available exemption from the registration requirements under the U.S. Securities Act of 1933, as amended (the "Securities Act"). All offers and sales outside the United States will be made in compliance with Regulation S ("Regulation S") under the Securities Act.

Prior to the Offering, there has been no public market for the shares. Application has been made for the shares to be admitted to trading and listing on Nasdaq First North Premier under the trading symbol "EVO". The first day of trading in, and the listing of, the shares is expected to be March 20, 2015.

Investing in the Offer Shares involves risks. See Risk Factors beginning on page 10 for a discussion of certain risks prospective investors should consider before investing in the Offer Shares.

The offer price is expected to be set within the range set forth below. The offer price will be announced publicly on or about March 20, 2015.

Offer Price Range: SEK 70 to SEK 80 per Offer Share

This Offering Memorandum does not constitute an offer to sell, or the solicitation of an offer to purchase, any of the Offer Shares in any jurisdiction from any person to whom it would be unlawful to make such an offer in such a jurisdiction.

The Offer Shares have not been and will not be registered under the Securities Act or any securities laws of any state within the United States, and may be offered and sold in the United States only to QIBs in reliance on Rule 144A or pursuant to another available exemption from, or a transaction not subject to, the registration requirements under the Securities Act, and offered and sold outside the United States only in compliance with Regulation S under the Securities Act. Prospective investors are hereby notified that sellers of the Company's shares may be relying on the exemption from the registration requirements of the Securities Act provided by Rule 144A. For a description of certain restrictions on offers or sales, and on resale or transfer of the Company's shares, see "Transfer Restrictions" and "Legal considerations and supplementary information—Plan of distribution—Selling restrictions."

The Managers expect to deliver the Offer Shares on or about March 24, 2015 through the facilities of Euroclear Sweden AB ("Euroclear Sweden"), against payment for the Offer Shares in immediately available funds. The shares will be eligible for clearing through Euroclear Sweden.

Global Coordinator and Joint Bookrunner

Carnegie

Joint Bookrunner

SEB

March 9, 2015

This Offering Memorandum is confidential and is being furnished by the Company and the Selling Shareholders in connection with an offering exempt from registration under the Securities Act, solely for the purpose of enabling prospective investors to consider the purchase of the Offer Shares described herein. The information contained in this Offering Memorandum has been provided by the Company and other sources identified herein. No representation or warranty, express or implied, is made by the Managers (as defined below) as to the accuracy or completeness of such information, and nothing contained in this Offering Memorandum is, or shall be relied upon as, a promise or representation by the Managers. The Managers assume no responsibility for its accuracy, completeness or verification and accordingly disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise that they might otherwise be found to have in respect of this document or any such statement. Any reproduction or distribution of this Offering Memorandum, in whole or in part, and any disclosure of its contents or use of any information herein for any purpose other than considering an investment in the Offer Shares hereby is prohibited. Investors agree with the Company, the Selling Shareholders and the Managers that each of the investors or the Company, the Selling Shareholders and the Managers (and each employee, representative, or other agent of the investors or the Company, the Selling Shareholders and the Managers) may disclose to any and all persons, without limitation of any kind, the U.S. federal tax treatment and U.S. federal tax structure of the transactions contemplated by this Offering Memorandum and all materials of any kind (including opinions or other tax analysis) that are provided to investors or the Company, the Selling Shareholders and the Managers relating to such U.S. federal tax treatment or U.S. federal tax structure. Each offeree of the Offer Shares, by accepting delivery of this Offering Memorandum, agrees to the foregoing.

No representation or warranty, express or implied, is made by Carnegie Investment Bank AB ("Carnegie") and Skandinaviska Enskilda Banken AB ("SEB" and, together with Carnegie, the "Managers"), acting as joint bookrunners, as to the accuracy or completeness of any information contained in this Offering Memorandum. In making an investment decision, investors must rely on their own assessment of the Company and the terms of this Offering, including the merits and risks involved. No person is or has been authorised to give any information or make any representation in connection with the offer or sale of the Offer Shares other than those contained in this Offering Memorandum and, if given or made, such information or representation must not be relied upon as having been authorised by the Company, the Selling Shareholders or the Managers and none of them accept any liability with respect to any such information or representation.

Neither the delivery of this Offering Memorandum nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this Offering Memorandum or that the information contained herein is correct as of any time subsequent to its date. In the event of any changes to the information in this Offering Memorandum that may affect the valuation of the Offer Shares during the period from the date of announcement to the first day of trading, such changes will be announced in accordance with the provisions of Chapter 2, Section 34 of the Swedish Financial Instruments Trading Act (1991:980) (Sw. *lagen (1991:980) om handel med finansiella instrument*) (the "Trading Act"), which, among other things, governs the publication of prospectus supplements.

The distribution of this Offering Memorandum and the offer and sale of the Offer Shares to which it relates may be restricted by law in certain jurisdictions. No action has been or will be taken in any jurisdiction other than the Kingdom of Sweden that would permit a public offering of the Offer Shares, or the possession, circulation or distribution of this Offering Memorandum or any other material relating to the Company or the Offer Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this Offering Memorandum comes are required by the Company, the Selling Shareholders and the Managers to inform themselves about and to observe any such restrictions. This Offering Memorandum does not constitute an offer of, or an invitation to purchase, any of the Offer Shares in any jurisdiction in which such offer or invitation would be unlawful. None of the Company, the Selling Shareholders nor the Managers accepts any legal responsibility for any violation by any person, whether or not a prospective investor, of any such restrictions. For a further description with regard to restrictions on offers and sales of the Offer Shares and the distribution of this Offering Memorandum, see "Transfer Restrictions" and "Legal considerations and supplementary information—Plan of distribution—Selling restrictions." Investors agree to the foregoing by accepting delivery of this Offering Memorandum.

IN CONNECTION WITH THIS OFFER, CARNEGIE, AS THE STABILISING MANAGER, OR ITS AGENTS, ON BEHALF OF THE MANAGERS, MAY ENGAGE IN TRANSACTIONS THAT STABILISE, MAINTAIN OR OTHERWISE AFFECT THE PRICE OF THE SHARES FOR UP TO 30 DAYS FROM THE FIRST DAY OF TRADING IN AND LISTING OF THE OFFER SHARES ON NASDAQ FIRST NORTH PREMIER. SPECIFICALLY, THE MANAGERS MAY OVER-ALLOT SHARES OR EFFECT TRANSACTIONS

WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE SHARES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL. THE STABILISING MANAGER AND ITS AGENTS ARE NOT REQUIRED TO ENGAGE IN ANY OF THESE ACTIVITIES AND, AS SUCH, THERE IS NO ASSURANCE THAT THESE ACTIVITIES WILL BE UNDERTAKEN; IF UNDERTAKEN, THE STABILISING MANAGER OR ITS AGENTS MAY END ANY OF THESE ACTIVITIES AT ANY TIME AND THEY MUST BE BROUGHT TO AN END AT THE END OF THE 30-DAY PERIOD MENTIONED ABOVE. SAVE AS REQUIRED BY LAW OR REGULATION, THE STABILISING MANAGER DOES NOT INTEND TO DISCLOSE THE EXTENT OF ANY STABILISATION TRANSACTIONS UNDER THE OFFER. SEE "LEGAL CONSIDERATIONS AND SUPPLEMENTARY INFORMATION—PLAN OF DISTRIBUTION—STABILISATION."

The Managers are acting for the Company and the Selling Shareholders and no one else in relation to the Offering. The Managers will not be responsible to anyone other than the Company and the Selling Shareholders for providing the protections afforded to their respective clients nor for providing advice in relation to the Offering.

Any offer or sale of Offer Shares in connection with the Offering in the United States will be made by one or more broker dealers registered as such under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act").

Investors hereby acknowledge that: (i) they have not relied on the Managers or any person affiliated with the Managers in connection with any investigation of the accuracy of any information contained in this Offering Memorandum or their investment decision; and (ii) they have relied only on the information contained in this document, and that no person has been authorised to give any information or to make any representation concerning the Company, its subsidiaries, the Offer Shares (other than as contained in this document) and, if given or made, any such other information or representation should not be relied upon as having been authorised by the Company, the Selling Shareholders or the Managers.

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED STATES

The shares have not been recommended by any United States federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Offering Memorandum. Any representation to the contrary is a criminal offense in the United States.

The Offer Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws. Accordingly, the Offer Shares are being: (i) offered and sold in the United States only to QIBs in reliance upon the exemption from the registration requirements of the Securities Act provided by Rule 144A or another available exemption from the registration requirements of the Securities Act; and (ii) offered and sold outside the United States in compliance with Regulation S under the Securities Act. For certain restrictions on the sale and transfer of the Offer Shares, see "Transfer Restrictions" and "Legal considerations and supplementary information—Plan of distribution—Selling restrictions."

In the United States, this Offering Memorandum is being furnished on a confidential basis solely for the purpose of enabling a prospective investor to consider purchasing the particular securities described herein. The information contained in this Offering Memorandum has been provided by the Company and other sources identified herein. Distribution of this Offering Memorandum to any person other than the offeree specified by the Managers or their representatives, and those persons, if any, retained to advise such offeree with respect thereto, is unauthorised, and any disclosure of its contents, without the Company's prior written consent, is prohibited. Any reproduction or distribution of this Offering Memorandum in the United States, in whole or in part, and any disclosure of its contents to any other person is prohibited. This Offering Memorandum is personal to each offeree and does not constitute an offer to any other person or to the public generally to subscribe for, or otherwise acquire, the Offer Shares.

NOTICE TO NEW HAMPSHIRE RESIDENTS

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES ("RSA") WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

NOTICE TO PROSPECTIVE INVESTORS IN THE EUROPEAN ECONOMIC AREA

In any Member State of the European Economic Area ("EEA") other than Sweden that has implemented the Prospectus Directive, this Offering Memorandum is only addressed to, and is only directed at, investors in that EEA Member State who fulfil the criteria for exemption from the obligation to publish a prospectus, including qualified investors, within the meaning of the Prospectus Directive as implemented in each such EEA Member State.

This Offering Memorandum has been prepared on the basis that all offers of Offer Shares, other than the offer contemplated in Sweden, will be made pursuant to an exemption under the Prospectus Directive, as implemented in Member States of the EEA, from the requirement to produce a prospectus for offers of Offer Shares. Accordingly any person making or intending to make any offer within the EEA of Offer Shares which is the subject of the placement contemplated in this Offering Memorandum should only do so in circumstances in which no obligation arises for the Company, the Selling Shareholders or any of the Managers to produce a prospectus for such offer. Neither the Company, the Selling Shareholders nor the Managers have authorised, nor do they authorise, the making of any offer of Offer Shares through any financial intermediary, other than offers made by Managers which constitute the final placement of Offer Shares contemplated in this Offering Memorandum.

The Offer Shares have not been, and will not be, offered to the public in any Member State of the EEA that has implemented the Prospectus Directive, excluding Sweden (each, a "Relevant Member State"). Notwithstanding the foregoing, an offering of the Offer Shares may be made in a Relevant Member State:

- to any legal entity that is a qualified investor as defined in the Prospectus Directive;
- to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the Joint Bookrunners for any such offer; or
- in any other circumstances falling within Article 3(2) of the Prospectus Directive;

provided that no such offer of Offer Shares shall result in a requirement for the publication by the Company, the Selling Shareholders or any Manager of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer to the public" in relation to any Offer Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the Offering and the Offer Shares so as to enable an investor to decide to purchase Offer Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State, the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED KINGDOM

Any offer or sale of the Offer Shares pursuant to the Offering are only being made to persons in the United Kingdom who are "qualified investors" as defined in section 86(7) of the UK Financial Services and Markets Act 2000 ("FSMA") or otherwise in circumstances which do not require publication by the Company of a prospectus pursuant to section 85(1) of the FSMA.

Any investment or investment activity to which this Offering Memorandum relates is available only to, and will be engaged in only with persons who: (i) are investment professionals falling within Article 19(5); or (ii) fall within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc."), of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), or other persons to whom such investment or investment activity may lawfully be made available (together, "relevant persons"). This Offering Memorandum is directed only at relevant persons. Any person who is not a relevant person should not take any action on the basis of this Offering Memorandum and should not act or rely on it.

ENFORCEMENT OF CIVIL LIABILITIES

The Company is a company limited by shares organised under the laws of Sweden and its assets are located entirely outside the United States. In addition, none of the Company's officers and other executives are residents or citizens of the United States. As a result, it may not be possible for investors to effect service of process within the United States upon the Company or such persons, or to enforce against them or the Company judgments of courts of the United States, whether predicated upon the civil liability provisions of the federal or state securities laws of the United States or otherwise. The United States and Sweden do not currently have a treaty providing for reciprocal recognition and enforcement of judgments in civil and commercial matters. As a result, a final judgment for payment of damages based on civil liability rendered by a federal or state court in the United States, whether or not predicated solely upon federal securities laws of the United States, may not be enforceable, either in whole or in part, in Sweden. If the party in whose favour such final judgment is rendered brings a new suit in a competent court in Sweden, such party may submit to the Swedish court the final judgment that has been rendered in the United States. Such judgment will only be regarded by a Swedish court as evidence of the outcome of the dispute to which such judgment relates, and a Swedish court may choose to re-hear the dispute *ab initio*. In addition, awards of punitive damages in actions brought in the United States or elsewhere are under all circumstances unenforceable in Sweden.

ADDITIONAL INFORMATION

The Company has agreed that it will, during any period in which it is neither subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act, nor exempt from such reporting requirements pursuant to Rule 12g3-2(b) thereunder, furnish, upon request, to any holder or beneficial owner of the shares, or any prospective investor designated by any such holder or beneficial owner, information required to be provided by Rule 144A(d)(4) under the Securities Act. The Company is not currently subject to the periodic reporting and other information requirements of the Exchange Act.

FORWARD-LOOKING STATEMENTS

This Offering Memorandum contains various forward-looking statements that reflect management's current views with respect to future events and anticipated financial and operational performance. Forward-looking statements as a general matter are all statements other than statements as to historical facts or present facts or circumstances. The words "believe," "expect," "anticipate," "intend," "may," "plan," "estimate," "will," "should," "could," "aim" or "might," or, in each case, their negative, or similar expressions, identify certain of these forward-looking statements. Other forward-looking statements can be identified in the context in which the statements are made. Forward-looking statements appear in a number of places in this Offering Memorandum, including, without limitation, in the sections entitled "Summary," "Risk factors," "Share Capital and Ownership Structure—Dividend policy," "Operating and financial review," "Market overview," and "Business overview." For further information, see "Forward-looking Statements and Presentation of Financial and Other Data—Forward-looking statements."

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Financial Information

The financial statements for the Company, which are included in this Offering Memorandum, for the fiscal years ended 31 December, 2014, 2013 and 2012 have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS-EU") and have been audited by the Company's independent auditors, Öhrlings PricewaterhouseCoopers AB ("PwC"). For additional information on the presentation of financial information in this Offering Memorandum, see "Forward-looking statements and presentation of financial and other data—Presentation of financial and other data," "Selected financial information" and "Operating and financial review."

Currency

For information on the currency information in this Offering Memorandum, see "Exchange Rate Information and Regulation," "Forward-looking statements and presentation of financial and other data—Presentation of financial and other data" and "Operating and financial review."

No Incorporation by Reference

Any references in this Offering Memorandum to documents or other information available on a website are for convenience only, and none of the documents or other information available on such websites is incorporated by reference herein.

EXCHANGE RATE INFORMATION AND REGULATION

Fluctuations in the exchange rate between the EUR and the U.S. dollar and SEK will affect the U.S. dollar and SEK amounts received by owners of Offer Shares in the Company on conversion of dividends, if any, paid in EUR on the Offer Shares.

Investors with a reference currency other than the EUR or SEK may become subject to certain foreign exchange risks when investing in the Offer Shares. The Company's equity capital is denominated in EUR, and any returns will primarily be distributed in EUR. The Offer Shares will be denominated in EUR but traded in SEK on Nasdaq First North Premier. Investors whose reference currency is a currency other than the EUR or SEK may be adversely affected by any reduction in the value of the EUR or SEK relative to the respective investor's reference currency. In addition, such investors could incur additional transaction costs in converting EUR or SEK into another currency. Investors whose reference currency is a currency other than the EUR are therefore urged to consult their financial advisors with a view to determining whether they should enter into hedging transactions to offset these currency risks.

The following table sets forth, for the periods indicated, certain information regarding the noon buying rate in New York for cable transfers for EUR, expressed in EUR per U.S. dollar. The noon buying rates are certified by the Federal Reserve Bank of New York for customs purposes and for cable transfers payable in foreign currencies. The average rate for a year means the average of the noon buying rates on the last day of each month during a year. The average rate for a month, or for any shorter period, means the average of the daily noon buying rates during that month, or a shorter period, as the case may be. The rates below may differ from the actual rates used in the preparation of the Company's consolidated financial statements and other financial information appearing in this Offering Memorandum. The inclusion of the exchange rate information below is not meant to suggest that the EUR amounts actually represent such U.S. dollar amounts or that such amounts could have been converted into U.S. dollars at the rates indicated or at any other rate.

	Exchange Rate			
	EUR per U.S. Dollar			
Year:	High	Low	Period end	Average
2011	1.4875	1.4002	1.2973	1.4002
2012	1.3463	1.2909	1.3186	1.2909
2013	1.3816	1.3303	1.3779	1.3306
2014	1.3927	1.3210	1.2101	1.3212
Month:				
January 2015	1.2015	1.1290	1.1290	1.1615
February 2015 (through February 20)	1.1462	1.1300	1.1372	1.1374

On February 20, 2015, the noon buying rate as certified by the Federal Reserve Bank of New York for customs purposes, EUR per U.S. Dollar, was EUR 1.1372 per $1.00.

The following table sets forth, for the periods indicated, certain information concerning the European Central Bank (the "ECB") daily reference rate published by the ECB (the "ECB Daily Reference Rate") for EUR, expressed in EUR per SEK. The average rate for a year means the average of the daily mid-rates on the last day of each month during a year. The average rate for a month, or for any shorter period, means the average of the daily mid-rates during that month, or a shorter period, as the case may be. The period end rate represents the mid-rate on the last business day of each applicable period. These exchange rates are provided only for the convenience of the reader. No representation is made that amounts in EUR have been, could have been, or could be converted into SEK, or vice versa, at the mid-rate or at any other rate.

	Exchange Rate			
	EUR per SEK			
Year:	High	Low	Period end	Average
2011	9.3127	8.7020	8.9120	9.0070
2012	9.1356	8.2077	8.5820	8.6839
2013	9.0604	8.2931	8.8591	8.6637
2014	9.6234	8.7661	9.3930	9.1205
Month:				
January 2015	9.5410	9.2895	9.3612	9.4167
February 2015	9.6298	9.3672	9.3693	9.4901
March 2015 (through March 6)	9.3436	9.1893	9.1893	9.2523

On March 6, 2015, the ECB Daily Reference Rate for EUR per SEK, was EUR 9.1893 per SEK 1.00.

Figures reported in the Offering Memorandum are presented in Euro ("EUR") unless otherwise specified. While the Company's audited accounts are denominated in EUR, certain other figures in the Offering Memorandum have been converted from Swedish Krona ("SEK") to EUR, such as net proceeds from the Offering and Swedish legal costs incurred in connection with the Offering. In all such instances where SEK figures are converted into EUR, the exchange rate used is SEK 9.1893 = EUR 1.00.

Exchange Control Regulations in Sweden

There are currently no foreign exchange control restrictions in Sweden, other than in certain national crisis situations, that would restrict the payment of dividends to a shareholder outside Sweden, and there are currently no restrictions that would affect the right of shareholders who are not residents of Sweden to dispose of their shares and receive the proceeds from a disposal outside Sweden. There is no maximum transferable amount either to or from Sweden, although transferring banks are required to report to the Swedish tax authorities any payments to or from Sweden exceeding SEK 150,000, or the foreign currency equivalent thereof. Such information may also be forwarded to authorities in the countries where the holders of the shares are resident.

CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following discussion describes certain U.S. federal income tax consequences to U.S. Holders (defined below) under present law of an investment in the Offer Shares. This summary applies only to U.S. Holders that acquire Offer Shares in the Offering, hold Offer Shares as capital assets within the meaning of Section 1221 of the Code (as defined below) and that have the U.S. dollar as their functional currency.

This discussion is based on the tax laws of the United States as in effect on the date of this Offering Memorandum, including the Internal Revenue Code of 1986, as amended (the "**Code**"), and on U.S. Treasury regulations in effect or, in some cases, proposed, as of the date of this Offering Memorandum, as well as judicial and administrative interpretations thereof available on or before such date. All of the foregoing authorities are subject to change; such change could apply retroactively and could affect the tax consequences described below. This summary does not address any estate or gift tax consequences or any state, local, or non-U.S. tax consequences.

The following discussion does not deal with the tax consequences to any particular investor or to persons in special tax situations such as:

- banks;
- certain financial institutions;
- regulated investment companies;
- real estate investment trusts;
- insurance companies;
- broker-dealers;
- traders that elect to mark to market;
- tax-exempt entities;
- persons liable for alternative minimum tax;
- U.S. expatriates;
- persons holding the Offer Shares as part of a straddle, hedging, constructive sale, conversion or integrated transaction;
- persons that actually or constructively own 10 percent or more of the Company's voting stock;
- persons that are resident or ordinarily resident in or have a permanent establishment in a jurisdiction outside the U.S.;
- persons who acquired the Offer Shares pursuant to the exercise of any employee share option or otherwise as compensation; or
- persons holding the Offer Shares through partnerships or other pass-through entities.

PROSPECTIVE PURCHASERS ARE URGED TO CONSULT THEIR TAX ADVISORS ABOUT THE APPLICATION OF THE U.S. FEDERAL TAX RULES TO THEIR PARTICULAR CIRCUMSTANCES AS WELL AS THE STATE, LOCAL AND NON-U.S. TAX CONSEQUENCES TO THEM OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF THE OFFER SHARES.

The discussion below of the U.S. federal income tax consequences to "U.S. Holders" applies to a holder that is a beneficial owner of the Offer Shares and is, for U.S. federal income tax purposes,

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organised under the laws of the United States, any State or the District of Columbia;
- an estate whose income is subject to U.S. federal income taxation regardless of its source; or
- a trust that (1) is subject to the supervision of a court within the United States and the control of one or more U.S. persons or (2) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

The tax treatment of a partner in an entity taxable as a partnership for U.S. federal income tax purposes that holds the Offer Shares generally will depend on such partner's status and the activities of the partnership. A U.S. Holder that is a partner in such partnership should consult its tax advisor.

Taxation of Distributions

Subject to the passive foreign investment company rules discussed below, the gross amount of distributions made by the Company with respect to the Offer Shares (including the amount of any non-U.S. taxes withheld therefrom, if any) generally will be includable in a U.S. Holder's gross income in the year received as dividend income, but only to the extent that such distributions are paid out of the Company's current or accumulated earnings and profits as determined under U.S. federal income tax principles. The Company does not maintain calculations of its earnings and profits under U.S. federal income tax principles, and, accordingly, a U.S. Holder should therefore expect to treat all cash distributions as dividends for U.S federal income tax purposes. The dividends will not be eligible for the dividends-received deduction allowed to corporations in respect of dividends received from other U.S. corporations. Dividends received by non-corporate U.S. Holders may be "qualified dividend income", which is taxed at the lower applicable capital gains rate, provided that (1) the Company is eligible for the benefits of the tax treaty between the United States and Sweden (the "**Treaty**"), (2) the Company is not a passive foreign investment company (as discussed below) for either the taxable year in which the dividend was paid or the preceding taxable year, (3) the U.S. Holder satisfies certain holding period requirements and (4) the U.S. Holder is not under an obligation to make related payments with respect to positions in substantially similar or related property. U.S. Holders should consult their own tax advisors regarding the availability of the lower rate for dividends paid with respect to the Offer Shares.

The amount of any distribution paid in foreign currency will be equal to the U.S. dollar value of such currency on the date such distribution is includible in income by the recipient, regardless of whether the payment is in fact converted into U.S. dollars at that time. Any gain or loss on a subsequent conversion or other disposition of the currency for a different U.S. dollar amount will be U.S. source ordinary income or loss. The amount of any distribution of property other than cash will be the fair market value of such property on the date of distribution.

Dividends on the common shares generally will constitute foreign source income for foreign tax credit limitation purposes. Subject to certain conditions and limitations, Swedish taxes withheld from a distribution may be eligible for credit against a U.S. Holder's federal income tax liability. If a refund of the tax withheld is available under the laws of Sweden or under the Treaty, the amount of tax withheld that is refundable will not be eligible for such credit against a U.S. Holder's U.S. federal income tax liability (and will not be eligible for the deduction against U.S. federal taxable income). If the dividends are qualified dividend income (as discussed above), the amount of the dividend taken into account for purposes of calculating the foreign tax credit limitation will in general be limited to the gross amount of the dividend, multiplied by the reduced rate divided by the highest rate of tax normally applicable to dividends. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, dividends distributed by the Company with respect to shares will generally constitute "passive category income" but could, in the case of certain U.S. Holders, constitute "general category income." The rules relating to the determination of the U.S. foreign tax credit are complex, and U.S. Holders should consult their tax advisors to determine the availability of a foreign tax credit in their particular

circumstances. A U.S. Holder who does not elect to claim a foreign tax credit with respect to any foreign taxes for a given taxable year may instead claim an itemized deduction for all foreign taxes paid in that taxable year.

Sale or Other Disposition of Offer Shares

Subject to the passive foreign investment company rules discussed below, upon a sale or other disposition of the Offer Shares, a U.S. Holder will recognise a capital gain or loss for U.S. federal income tax purposes in an amount equal to the difference between the amount realised and the U.S. Holder's tax basis in such Offer Shares. Any such gain or loss generally will be U.S. source gain or loss and will be treated as long-term capital gain or loss if the U.S. Holder's holding period in the Offer Shares exceeds one year. Non-corporate U.S. Holders (including individuals) generally will be subject to U.S. federal income tax on long-term capital gain at preferential rates. The deductibility of capital losses is subject to significant limitations. Gain, if any, realised by a U.S. Holder on the sale or other disposition of the Offer Shares generally will be treated as U.S. source income for U.S. foreign tax credit purposes.

If the consideration received upon the sale or other disposition the Offer Shares is paid in foreign currency, the amount realised will be the U.S. dollar value of the payment received, determined by reference to the spot rate of exchange on the date of the sale or other disposition. A U.S. Holder may realise additional gain or loss upon the subsequent sale or disposition of such currency, which will generally be treated as U.S. source ordinary income or loss. If the Offer Shares are treated as traded on an established securities market and the relevant holder is either a cash basis taxpayer or an accrual basis taxpayer who has made a special election (which must be applied consistently from year to year and cannot be changed without the consent of the Internal Revenue Service), such holder will determine the U.S. dollar value of the amount realised in a foreign currency by translating the amount received at the spot rate of exchange on the settlement date of the sale. If a U.S. Holder is an accrual basis taxpayer that is not eligible to or does not elect to determine the amount realised using the spot rate on the settlement date, it will recognise foreign currency gain or loss to the extent of any difference between the U.S. dollar amount realised on the date of sale or disposition and the U.S. dollar value of the currency received at the spot rate on the settlement date.

A U.S. Holder's initial tax basis in the Offer Shares generally will equal the cost of such Offer Shares. If a U.S. Holder used foreign currency to purchase the Offer Shares, the cost of the Offer Shares will be the U.S. dollar value of the foreign currency purchase price on the date of purchase, determined by reference to the spot rate of exchange on that date. If the Offer Shares are treated as traded on an established securities market and the relevant U.S. Holder is either a cash basis taxpayer or an accrual basis taxpayer who has made the special election described above, such holder will determine the U.S. dollar value of the cost of such Offer Shares by translating the amount paid at the spot rate of exchange on the settlement date of the purchase.

Passive Foreign Investment Company Rules

The Company would be classified as a passive foreign investment company (a "**PFIC**"), for any taxable year if either: (a) at least 75 percent of its gross income is "passive income" for purposes of the PFIC rules, or (b) at least 50 percent of the value of its assets (determined on the basis of a quarterly average) produce or are held for the production of passive income. For this purpose, the Company will be treated as owning its proportionate share of the assets and earning its proportionate share of the income of any other corporation in which it owns, directly or indirectly, 25 percent or more (by value) of the stock.

Under the PFIC rules, if the Company were considered a PFIC at any time that a U.S. Holder holds the Offer Shares, the Company would continue to be treated as a PFIC with respect to such holder's investment unless (i) the Company ceases to be a PFIC and (ii) the U.S. Holder has made a "deemed sale" election under the PFIC rules.

Based on the anticipated market price of the Offer Shares in the Offering and the expected market price of the Offer Shares following the Offering, and the composition of the Company's income, assets and operations, the Company does not expect to be treated as a PFIC for U.S. federal income tax purposes for the taxable year ended December 31, 2014 or in the foreseeable future. This is a factual determination, however, that depends on the composition of a company's income and assets and the market value of its assets from time to time and which may be determined by reference to the market value of the Company's shares, and thus must be made annually after the close of each taxable year. Therefore there can be no assurance that the Company will not be classified as a PFIC for the current taxable year or for any future taxable year.

If the Company is considered a PFIC at any time that a U.S. Holder holds Offer Shares, any gain recognised by the U.S. Holder on a sale or other disposition of the Offer Shares, as well as the amount of any "excess distribution" (defined below) received by the U.S. Holder, would be allocated rateably over the U.S. Holder's holding period for the Offer Shares. The amounts allocated to the taxable year of the sale or other disposition (or the taxable year of receipt, in the case of an excess distribution) and to any year before the Company became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for individuals or corporations, as appropriate, for that taxable year, and an interest charge would be imposed. For the purposes of these rules, an excess distribution is the amount by which any distribution received by a U.S. Holder on its Offer Shares exceeds 125 percent of the average of the annual distributions on the Offer Shares received during the preceding three years or the U.S. Holder's holding period, whichever is shorter. Certain elections may be available that would result in alternative treatments (such as mark-to-market treatment) of the Offer Shares.

If the Company is treated as a PFIC with respect to a U.S. Holder for any taxable year, the U.S. Holder will be deemed to own shares in any of our subsidiaries that are also PFICs. However, an election for mark-to-market treatment would likely not be available with respect to any such subsidiaries. If the Company is considered a PFIC, a U.S. Holder will also be subject to annual information reporting requirements. U.S. Holders should consult their own tax advisors about the potential application of the PFIC rules to an investment in the Offer Shares.

Information Reporting and Backup Withholding

Dividend payments with respect to the Offer Shares and proceeds from the sale, exchange or redemption of the Offer Shares may be subject to information reporting to the Internal Revenue Service and possible U.S. backup withholding. Backup withholding will not apply, however, to a U.S. Holder who furnishes a correct taxpayer identification number and makes any other required certification or who is otherwise exempt from backup withholding. U.S. Holders who are required to establish their exempt status may be required to provide such certification on Internal Revenue Service Form W-9. U.S. Holders should consult their tax advisors regarding the application of the U.S. information reporting and backup withholding rules.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against a U.S. Holder's U.S. federal income tax liability, and such holder may obtain a refund of any excess amounts withheld under the backup withholding rules by timely filing the appropriate claim for refund with the Internal Revenue Service and furnishing any required information.

Information with respect to foreign financial assets

Certain U.S. Holders who are individuals may be required to report information relating to an interest in our Offer Shares, subject to certain exceptions (including an exception for Offer Shares held in accounts maintained by certain U.S. financial institutions). U.S. Holders should consult their tax advisors regarding the effect, if any, of this legislation on their ownership and disposition of the Offer Shares.

Transfer Reporting Requirements

A U.S. Holder (including a U.S. tax-exempt entity) that transfers cash in exchange for equity of a newly created non-U.S. corporation may be required to file Form 926 or a similar form with the Internal Revenue Service if (i) such person owned, directly or by attribution, immediately after the transfer at least 10 percent by vote or value of the corporation or (ii) if the transferred cash, when aggregated with all transfers made by such person (or any related person) within the preceding 12 month period, exceeds U.S.$100,000. U.S. Holders should consult their tax advisors regarding the applicability of this requirement to their acquisition of Offer Shares.

THE DISCUSSION ABOVE IS A GENERAL SUMMARY. IT DOES NOT COVER ALL TAX MATTERS THAT MAY BE IMPORTANT TO YOU. EACH PROSPECTIVE PURCHASER SHOULD CONSULT ITS OWN TAX ADVISOR ABOUT THE TAX CONSEQUENCES OF AN INVESTMENT IN THE OFFER SHARES UNDER THE INVESTOR'S OWN CIRCUMSTANCES.

THE SWEDISH SECURITIES MARKET NASDAQ FIRST NORTH

The following is a description of Nasdaq First North, including a brief summary of certain provisions of the Nasdaq First North rules. The summary is not intended to provide a comprehensive description of all such rules and should not be considered exhaustive. Moreover, the rules and procedures summarised below may be amended or reinterpreted.

Nasdaq First North is an alternative marketplace regulated as a multilateral trading facility operated by an exchange within the Nasdaq group. Companies on Nasdaq First North are not subject to the same rules as companies on the regulated main market. Instead they are subject to a less extensive set of rules and regulations adjusted to small growth companies.

Nasdaq First North

Nasdaq First North is Nasdaq's European growth market, designed for small and growing companies. Using a less extensive rulebook than the main market, the Nasdaq First North market provides companies an opportunity to focus on their business and development while still taking advantage of the positive aspects of being a listed company.

Unlike the regulated main market, every company on Nasdaq First North has a Certified Adviser to ensure that companies comply with applicable requirements and rules. Nasdaq First North is a diversified market where companies represent a variety of industries, operating both in the Nordics and globally. Nasdaq First North has around 130 companies and operates in parallel with the regulated main market. Companies listed on Nasdaq First North are subject to the rules of Nasdaq First North and consequently do not need to comply with the specific legal requirements applicable for admission to trading on a regulated market.

Nasdaq First North Premier

Nasdaq has created a special segment of Nasdaq First North called Nasdaq First North Premier. Nasdaq First North Premier is a segment targeted at companies that wants to comply with higher disclosure and accounting standards than the regular Nasdaq First North rules. The disclosure and accounting standards impose higher transparency, which brings benefits to both listed companies and investors. To be placed on the Nasdaq First North Premier segment, companies must apply International Financial Reporting Standards (IFRS) for accounting and financial reports and have at least one reviewed financial report (for example a quarterly report or a semi-annual report) prepared in accordance with IFRS.

Trading on Nasdaq First North

Companies listed on any of Nasdaq's markets (including shares listed on Nasdaq First North and Nasdaq First North Premier) are traded in a single trading system. This allows approximately 200 European trading members of Nasdaq to easily trade on Nasdaq's regulated and un-regulated markets. Trading on Nasdaq First North and Nasdaq First North is conducted in the same manner as for shares on the regulated market. Information regarding prices, volumes and order depth is published in real time through the same channels as for shares admitted to trading on the regulated market.

Ownership Disclosure

Companies listed on Nasdaq First North undertake to keep their insider list updated and to instruct individuals who hold an insider position to report any changes in their own or their affiliates' holding to the company within five working days from the day of the relevant transaction. An insider person is typically a member of the company's management but can also be an individual who alone or together with an affiliate owns shares in the company corresponding to at least 10 percent of the share capital or of the number of votes for all shares in the company. See "Legal considerations and supplementary information—Licenses and reporting obligations—Shareholder reporting and withholding."

TRANSFER RESTRICTIONS

The Offer Shares have not been, and will not be, registered under the Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

Each purchaser of the Offer Shares outside the United States in compliance with Regulation S will be deemed to have represented and agreed that it has received a copy of this Offering Memorandum and such other information as it deems necessary to make an informed investment decision and that:

(1) the purchaser is authorised to consummate the purchase of the Offer Shares in compliance with all applicable laws and regulations;

(2) the purchaser acknowledges that the Offer Shares have not been and will not be registered under the U.S. Securities Act, or with any securities regulatory authority of any state of the United States, and, subject to certain exceptions, may not be offered or sold within the United States;

(3) the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Offer Shares, was located outside the United States at the time the buy order for the Offer Shares was originated and continues to be located outside the United States and has not purchased the Offer Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of the Offer Shares or any economic interest therein to any person in the United States;

(4) the purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate;

(5) the Offer Shares have not been offered to it by means of any "directed selling efforts" as defined in Regulation S;

(6) the purchaser acknowledges that the Company and the Selling Shareholders shall not recognise any offer, sale, pledge or other transfer of the Offer Shares made other than in compliance with the above-stated restrictions;

(7) if it is acquiring any of the Offer Shares as a fiduciary or agent for one or more accounts, the purchaser represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account; and

(8) the purchaser acknowledges that the Company, the Selling Shareholders and the Managers and their respective affiliates will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

Each purchaser of the Offer Shares within the United States purchasing pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act will be deemed to have represented and agreed that it has received a copy of this Offering Memorandum and such other information as it deems necessary to make an informed investment decision and that:

(1) the purchaser is authorised to consummate the purchase of the Offer Shares in compliance with all applicable laws and regulations;

(2) the purchaser acknowledges that the Offer Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and are subject to restrictions on transfer;

(3) the purchaser (i) is a QIB (as defined in Rule 144A under the Securities Act), (ii) is aware that the sale to it is being made pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act, and (iii) is acquiring such Offer Shares for its own account or for the account of a QIB;

(4) the purchaser is aware that the Offer Shares are being offered in the United States in a transaction not involving any public offering in the United States within the meaning of the Securities Act;

(5) if in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Offer Shares, or any economic interest therein, such Offer Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A, (ii) in compliance with Regulation S under the Securities Act, or (iii) in accordance with Rule 144 under the Securities Act (if available), in each case in accordance with any applicable securities laws of any state of the United States or any other jurisdiction;

(6) the purchaser acknowledges that the Offer Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any Offer Shares;

(7) the purchaser will not deposit or cause to be deposited such Offer Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Offer Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act;

(8) the purchaser acknowledges that the Company and the Selling Shareholders shall not recognise any offer, sale, pledge or other transfer of the Offer Shares made other than in compliance with the above-stated restrictions;

(9) if it is acquiring any of the Offer Shares as a fiduciary or agent for one or more accounts, the purchaser represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account; and

(10) the purchaser acknowledges that the Company and the Selling Shareholders, the Managers and their respective affiliates will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

Each person in a Relevant Member State, other than persons receiving offers contemplated in the Swedish-language prospectus in Sweden, who receives any communication in respect of, or who acquires any Offer Shares under, the offers contemplated hereby will be deemed to have represented, warranted and agreed to and with each of the Managers, the Selling Shareholders and the Company that:

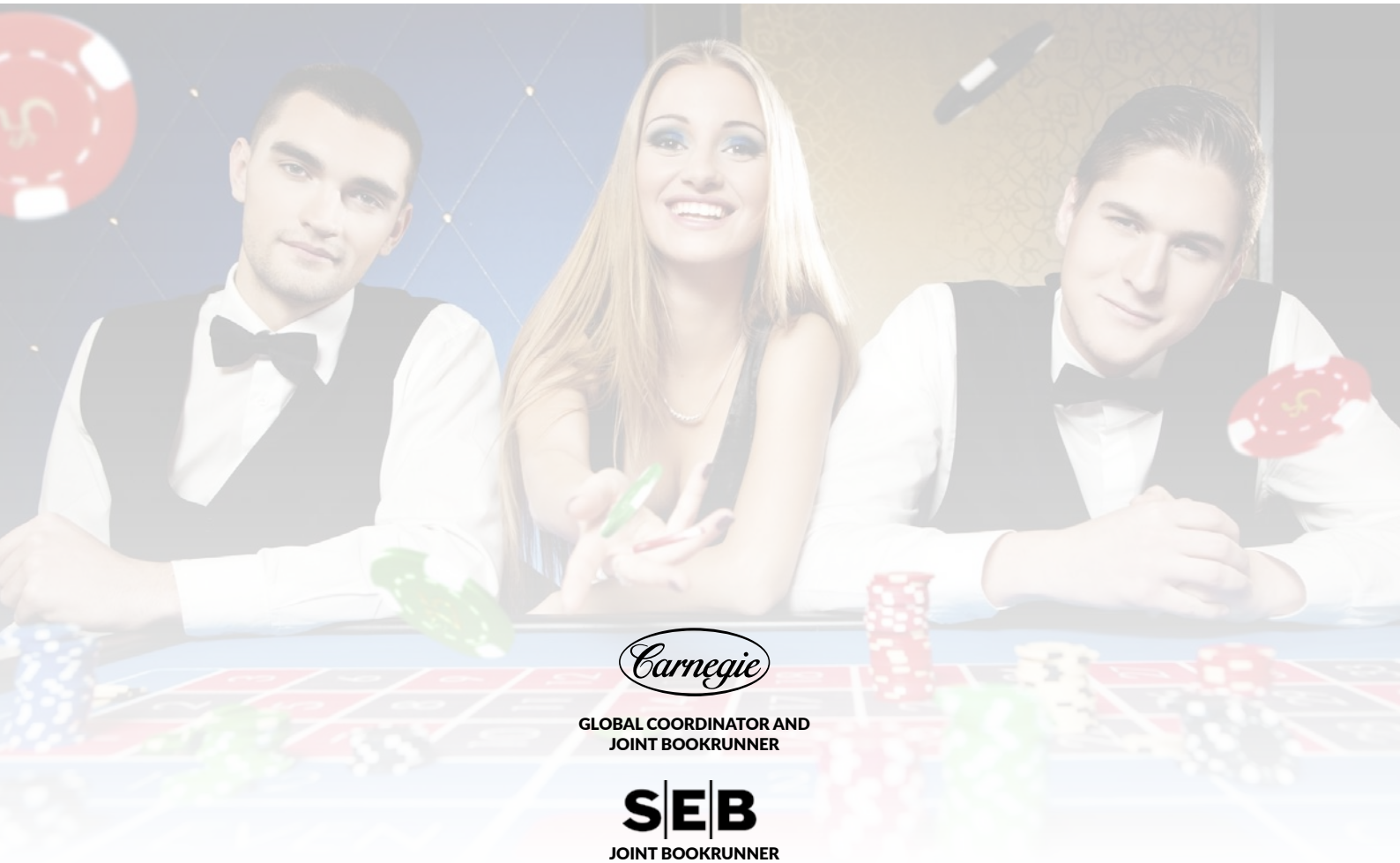
(1) it is a qualified investor within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the Prospectus Directive; and

(2) in the case of any Offer Shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, (i) the Offer Shares acquired by it in the offer have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the Prospectus Directive, or in other circumstances falling within Article 3(2) of the Prospectus Directive and the prior consent of the Joint Bookrunners has been given to the offer or resale; or (ii) where Offer Shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those Offer Shares to it is not treated under the Prospectus Directive as having been made to such persons.

For the purposes of this provision, the expression an "offer" in relation to any of the Offer Shares in any Relevant Member States means the communication in any form and by any means of sufficient information on the terms of the offer and any Offer Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Offer Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State.

Evolution Gaming

Prospectus regarding listing on Nasdaq First North Premier



Carnegie

GLOBAL COORDINATOR AND JOINT BOOKRUNNER

SEB

JOINT BOOKRUNNER

First North is an alternative marketplace operated by an exchange within the Nasdaq group. Companies on First North are not subject to the same rules as companies on the regulated main market. Instead they are subject to a less extensive set of rules and regulations adjusted to small growth companies. The risk in investing in a company on First North may therefore be higher than investing in a company on the main market. All Companies with shares traded on First North have a Certified Adviser that monitors that the rules are followed. The Exchange approves the application for admission to trading.

IMPORTANT INFORMATION TO INVESTORS

This prospectus (the "**Prospectus**") has been prepared in connection with the offering to the public in Sweden, to institutional investors in Sweden and abroad and the listing on Nasdaq First North Premier (the "**Offering**") of shares in Evolution Gaming Group AB (publ) (a Swedish public limited liability company). In this Prospectus, "**Evolution**", "**Evolution Gaming**", the "**Company**" or the "**Group**" refers to Evolution Gaming Group AB (publ), the group in which Evolution Gaming Group AB (publ) is the parent company or a subsidiary of the Group, as the context may require. Carnegie Investment Bank AB (publ) ("**Carnegie**") is Global Coordinator and Joint Bookrunner ("**Global Coordinator**") in connection to the Offering, and SEB Corporate Finance, Skandinaviska Enskilda Banken AB ("**SEB**") is Joint Bookrunner ("**Joint Bookrunner**") in connection to the Offering. "**Managers**" refers to both the Global Coordinator and the Joint Bookrunner. The "**Selling Shareholders**" refers to the selling shareholders in the Company, including Richard Livingstone and the Company's Chief Executive Officer, Chief Commercial Officer and Deputy Chief Executive Officer, Chief Financial Officer and certain other members of the Company's management and Board of Directors.

The figures included in this Prospectus have, in certain cases, been rounded off and, consequently, the tables contained in this Prospectus do not necessarily add up. All financial amounts are in Euro ("**EUR**"), unless indicated otherwise, and "**MEUR**" indicates millions of EUR. Except as expressly stated herein, no financial information in this Prospectus has been audited or reviewed by the Company's auditor.

STRUCTURE OF OFFERING

The Offering consists of: (i) a public offering to institutional and retail investors in Sweden; (ii) a private placement in the United States to qualified institutional buyers ("**QIBs**") as defined in and in reliance on Rule 144A ("**Rule 144A**") under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or pursuant to another available exemption from the registration requirements under the Securities Act; and (iii) a private placement to institutional investors in the rest of the world. All offers and sales outside the United States will be made in compliance with Regulation S ("**Regulation S**") under the Securities Act. The Offering is neither directed to the general public in any country other than Sweden nor directed to such persons whose participation requires additional prospectuses, registrations or measures other than those prescribed by Swedish law. No measures have been or will be taken in any other jurisdiction than Sweden, that would allow offer of the shares to the public, or allow holding and distribution of this Prospectus or any other documents pertaining to the Company or shares in such jurisdiction. Applications to acquire shares that violate such rules may be deemed invalid. Persons into whose possession this Prospectus comes are required by the Company and the Managers to inform themselves about and to observe such restrictions. Neither the Company nor either of the Managers nor any of the Selling Shareholders accepts any legal responsibility for any violation by any person, whether or not a prospective investor, of any such restrictions.

The shares in the Offering have not been recommended by any United States federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of the content in this Prospectus. Any representation to the contrary is a criminal offense in the United States. The shares in the Offering have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state within the United States.

In the United States, this Prospectus is being furnished on a confidential basis solely for the purpose of enabling a prospective investor to consider purchasing the particular securities described herein. The information contained in this Prospectus has been provided by the Company and other sources identified herein. Distribution of this Prospectus to any person other than the offeree specified by the Managers or their representatives, and those persons, if any, retained to advise such offeree with respect thereto, is unauthorised, and any disclosure of its contents, without the Company's prior written consent, is prohibited. Any reproduction or distribution of this Prospectus in the United States, in whole or in part, and any disclosure of its contents to any other person is prohibited. This Prospectus is personal to each offeree and does not constitute any offer to any other person or to the general public to acquire shares in the Offering.

The Prospectus has been approved and registered by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) (the "**SFSA**") in accordance with Chapter 2, Sections 25 and 26 of the Swedish Financial Instruments Trading Act (Sw. *lagen (1991:980) om handel med finansiella instrument*) (the "**Trading Act**"), implementing the European Parliament and Council Directive 2003/71/EC (the "**Prospectus Directive**"). Approval and registration by the SFSA does not imply that the SFSA guarantees that the factual information provided herein is correct or complete. This Prospectus is an English translation of the Swedish prospectus that has been approved and registered by the SFSA. In the event of discrepancies between this Prospectus and the Swedish prospectus, the Swedish prospectus shall prevail. The Offering and this Prospectus are governed by Swedish law. The courts of Sweden have exclusive jurisdiction to settle any conflict or dispute arising out of or in connection with the Offering or this Prospectus.

STABILISATION

In connection with the Offering, the Global Coordinator may engage in transactions that stabilise, maintain or otherwise affect the price of the shares for up to 30 days from the date of public disclosure of the offer price. Specifically, the Managers, the Selling Shareholders and the Company have agreed that Carnegie, in its capacity as stabilising manager (the "**Stabilising Manager**") and on behalf of the Managers, may over-allot shares or effect transactions with a view to support the market price of the shares at a level higher than that which might otherwise prevail. The Stabilising Manager and its agents are not required to engage in any of these activities and, as such, there is no assurance that these activities will be undertaken; if undertaken, the Stabilising Manager or its agents may end any of these activities at any time and they must be brought to an end at the end of the 30-day period mentioned above. In addition to requirements by law or regulation, the Stabilising Manager does not intend to disclose the extent of any stabilisation transactions under the Offering. For more information, see the section "*Legal considerations and supplementary information – Plan of distribution – Stabilisation*".

BUSINESS AND MARKET DATA

The information in this Prospectus on the market environment, market development, growth rates, market trends and on the competitive situation in the markets and regions in which the Company operate is based on data, statistical information and reports by third parties and/or prepared by the Company based on the Company's information and information in such third-party reports. For further information, see "*Forward-looking Statements and Presentation of Financial and Other Data—Market data*". As far as the Company is aware and can ascertain through comparison with other information that has been published by the parties from whom the information has been obtained, no information that would make the represented information incorrect or misleading has been excluded from this Prospectus.

IMPORTANT INFORMATION ABOUT THE SELLING OF SHARES

Note that notifications about allotment to the public in Sweden will be made through distribution of contract notes, expected to be distributed on 24 March 2015. Institutional investors are expected to receive notification of allotment on or about 20 March 2015 in particular order, whereupon contract notes are dispatched. After payments for the allocated shares have been processed by Carnegie and SEB, the duly paid shares will be transferred to the securities depository account or the securities account specified by the acquirer. The time required to transfer payments and transfer duly paid shares to the acquirers of shares in Evolution Gaming means that these acquirers will not have shares available in the specified securities depository account or the securities account until 24 March 2015, at the earliest. Trading in Evolution Gaming's shares on Nasdaq First North is expected to commence on or around 20 March 2015. Accordingly, if shares are not available in an acquirer's securities account or securities depository account until 24 March 2015 at the earliest, the acquirer may not be able to sell these shares on the exchange as from the time trading in the shares commences, but first when the shares are available in the securities account or the securities depository account.

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Summary of the Offering

NUMBER OF SHARES OFFERED

The Offering is for 13,824,267 existing shares offered for sale by the Selling Shareholders, including Richard Livingstone and the Company's Chief Executive Officer, Chief Commercial Officer and Deputy Chief Executive Officer, Chief Financial Officer and certain other members of the Company's management and Board of Directors. No shares are issued by Evolution Gaming in connection with the Offering. Certain of the Selling Shareholders have reserved the right, in the event of sufficient demand, to increase the number of shares in the Offering by up to 1,798,516 additional existing shares. In addition, certain of the Selling Shareholders have granted an option to the Managers that gives the Managers the right to purchase up to 2,343,415 additional existing shares to cover potential over-allotments or other short positions, if any, in connection with the Offering.

OFFERING PRICE

The price of the Offering is expected to be within a range of SEK 70–80. The final price of the Offering will be determined through a book-building procedure and, consequently, based on demand and the overall market conditions. The price will be set by the Selling Shareholders in consultation with the Managers. The final price of the Offering is expected to be announced by way of a press release on or about 20 March 2015.

IMPORTANT DATES

Application period for the public offering in Sweden	10–18 March 2015
Book-building period for the institutional offering in Sweden and abroad	10–19 March 2015
First day of trading on Nasdaq First North Premier	20 March 2015
Settlement date	24 March 2015

MISCELLANEOUS

Short name (ticker) on Nasdaq First North Premier	EVO
ISIN code	SE0006826046

FINANCIAL CALENDAR

Annual shareholders' meeting	7 May 2015
Interim report for the period 1 January – 31 March 2015	6 May 2015

Summary

The summary is made up of disclosure requirements (hereinafter referred to as "**Elements**"). The Elements are numbered in Sections A – E.

This summary contains all the Elements required to be included in a summary for the relevant type of security and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of security and issuer, it is possible that no relevant information can be provided regarding the Element. In such instances, a short description of the Element is included in the summary, along with the reference "not applicable".

Section A – Introduction and warnings		
A.1	Introduction and warnings	This summary should be read as an introduction to the Prospectus. Any decision to invest in the securities should be based on an assessment of the Prospectus in its entirety by the investor. Where statements in respect of information contained in the Prospectus are challenged in a court of law, the plaintiff investor may, in accordance with member states' national legislation, be forced to pay the costs of translating the Prospectus before legal proceedings are initiated. Under civil law, only those individuals who have produced the summary, including translations thereof, may be enjoined, but only if the summary is misleading, incorrect or inconsistent with the other parts of the Prospectus or if it does not, together with other parts of the Prospectus, provide key information to help investors when considering whether to invest in the securities.
A.2	Financial intermediaries	Not applicable. Financial intermediaries are not entitled to use the Prospectus for subsequent trading or final placement of securities.

Section B – Issuer		
B.1	Legal and commercial name	Evolution Gaming Group AB (publ), reg. no. 556994-5792. The trading symbol on Nasdaq First North Premier is EVO.
B.2	Legal context, registered office and corporate form	The Company is registered in Stockholm. The Company is a public limited liability company incorporated in Sweden under Swedish law and is conducting its business under Swedish law. The Company's form of association is governed by the Swedish Companies Act (Sw. *aktiebolagslagen* (2005:551)).
B.3	Operations	Evolution Gaming develops, produces, markets and licenses fully integrated business-to-business ("**B2B**") live casino solutions to operators. Evolution Gaming was established in 2006 and was one of the first providers of B2B live casino solutions in Europe. The Company has since developed into a market leader in the European market. Evolution Gaming operates its own production studios in Latvia and Malta, as well as two on-premise studios inside two customers' land-based casinos in Italy and Spain. The Company's customers include several the tier 1 operators in Europe, as well as land-based casinos that are expanding their online operations. Evolution Gaming is a pure B2B provider to operators and therefore has no direct business relationship with end users.

B.4 Tendencies and trends influencing the issuer and its industries

Evolution Gaming is a provider of live casino solutions in the European live casino market. Live casino gained a foothold in the European market in 2006, at a time when random number generated ("**RNG**") online casino games had been established for several years. Evolution Gaming believes the delay was primarily due to technological restraints, as the live casino concept is dependent on high-quality video production and online streaming capacity.

The European live casino market has grown significantly since 2006. The Company believes such growth was driven primarily by factors such as hardware advances, higher broadband penetration, improved bandwidth and widespread adoption and popularity of mobile products and services. The live casino concept has been developed and refined and currently includes an extensive offering of games and tables, customisation possibilities, faster play and lower latency. These developments have contributed to making live casino an increasingly important component of operators' product offerings. According to H2 Gaming Capital ("**H2GC**"), the live casino market has grown from EUR 87[1)] million in 2008 to EUR 771 million in 2014, as measured by operators' gross gaming revenue ("**GGR**"), corresponding to an average annual growth rate of 43.8 percent. This makes the live casino market the fastest growing segment within the total online casino market.

According to H2GC, the live casino market is expected to continue to outgrow the rest of the online casino market in the coming years. H2GC estimates that by 2018 the live casino market will grow to EUR 1.4 billion, corresponding to a compounded annual growth rate ("**CAGR**") of 17.8 percent from 2014. The main drivers contributing to market growth include, according to Evolution Gaming, technological developments, new distribution channels, regulation of markets, live casino becoming an increasingly important product for operators and online migration of traditional land-based casinos.

B.5 Group and issuers position in the group

The Company is the parent company of the Group, which consists of 9 directly and indirectly wholly owned subsidiaries. The Company's subsidiary Evolution Core Holding Ltd. will be entered into liquidation shortly after the date of this Prospectus.

B.6 Largest shareholders

The following table sets forth information regarding the largest shareholders of the Company on the date of this Prospectus:

	Shares	
Shareholder	**Number of Shares**	**%**
Mr. Richard Livingstone[2)]	11,900,063	33.08%
Mr. Jens von Bahr[3)]	6,315,419	17.56%
Mr. Fredrik Österberg[4)]	6,033,176	16.77%
Mr. Richard Hadida	3,685,509	10.25%
Edendale Universal Holding Ltd.	1,666,764	4.63%
Garcia Investment Holdings Ltd.	1,666,896	4.63%
Total Markets Holding Corp.	1,608,796	4.47%
Mr. Svante Liljevall[5)]	519,523	1.44%
Mr. Fredrik Sverderman[6)]	461,264	1.28%
Mr. Jesper von Bahr[7)]	458,504	1.27%
Mr. Sebastian Johannisson[8)]	353,875	0.98%
Mr. Antony Gevisser	351,120	0.98%
TAH Core Master Fund Ltd.[9)]	314,486	0.87%
Knoxville AB[10)]	61,926	0.17%
Other shareholders[11)]	573,056	1.59%
Total	**35,970,377**	**100.0%**

Swedbank Robur Fonder has agreed to acquire shares in the Offering equivalent to 9.5 percent of the Company's shares and votes. In addition, four additional investors – Staffan Persson, Peter Lindell, Erik Selin and Niclas Eriksson – have agreed to acquire shares in the Offering for a total amount of SEK 215 million, equivalent to in total approximately 8.0 percent of the Company's shares and votes (assuming that the price of the Offering is determined to the midpoint of the price range). Neither Staffan Persson, Peter Lindell, Erik Selin nor Niclas Eriksson's shareholding will after such acquisition exceed 3.0 percent of the Company's shares and votes. Swedbank Robur Fonder and the four investors will consequently together hold a maximum of approximately 18.0 percent of the Company's shares and votes and are hereinafter referred to as the "**Cornerstone Investors**". The Cornerstone Investors' undertakings are conditional on certain conditions including, among other things, that the final Offering price does exceed SEK 80 per share.

1) All information regarding market sizes in this Prospectus is given in terms of GGR at the operator level. According to management of the Company, the actual market size for service and game providers, including Evolution Gaming, is approximately 10-15 percent of operator GGR.
2) Mr. Richard Livingstone is the brother of Mr. Ian Livingstone (member of the Board of Directors).
3) Mr. Jens von Bahr owns shares through Aktiebolaget Grundstenen 150920 (name change pending) and/or through a capital insurance.
4) Mr. Fredrik Österberg owns shares through Aktiebolaget Grundstenen 150921 (name change pending) and/or through a capital insurance.
5) Mr. Svante Liljevall owns shares through Albarose Ltd.
6) Mr. Fredrik Svederman owns shares through capital insurance and through FS Financial Services AB.
7) Mr. Jesper von Bahr owns shares through capital insurance through Paper Street Soap Company AB and through Bombinous Ltd.
8) Mr. Sebastian Johannisson owns shares through a capital insurance.
9) TAH Core Master Fund Ltd. is controlled by Mr. Joel Citron (Chairman of the Board of Directors).
10) Mr. Jonas Engwall owns shares through Knoxville AB.
11) Consists of 39 individual shareholders, none of whom hold more than 0.4% of the Company's shares.

B.7 Selected financial summary information in summary

The summary financial information presented below has been derived from the Group's audited consolidated financial statements as of and for the financial years ended 31 December 2014, 2013 and 2012, which have been prepared in accordance with IFRS as adopted by the European Union ("**IFRS**") and audited by Öhrlings PricewaterhouseCoopers AB ("**PwC**"), as set forth in their auditor's report included elsewhere in this Prospectus. Figures reported in this section have in some cases been rounded off and therefore the tables do not necessarily always add up exactly.

INCOME STATEMENT

	1 January – 31 December		
EUR thousands	**2014**	**2013**	**2012**
Total operating revenues	**48,532**	**38,770**	**31,274**
Personnel expenses	(23,689)	(21,666)	(15,803)
Depreciation, amortisation & impairment	(3,893)	(3,468)	(1,651)
Other operating expenses	(7,859)	(5,768)	(4,376)
Total operating expenses	**(35,440)**	**(30,901)**	**(21,831)**
Operating profit	**13,091**	**7,869**	**9,443**
Financial income	10	19	6
Financial expense	0	(12)	(1)
Total financial items	**9**	**7**	**5**
Profit before tax	**13,101**	**7,877**	**9,448**
Tax expense	(1,003)	(709)	(739)
Profit for the year	**12,097**	**7,168**	**8,709**

BALANCE SHEET

	31 December		
EUR thousands	**2014**	**2013**	**2012**
ASSETS			
Non-current assets			
Intangible assets	6 550	4,399	3,450
Tangible assets	4 835	4,912	2,703
Other long-term receivables	45	50	34
Total Non-Current Assets	**11,430**	**9,360**	**6,187**
Current assets			
Trade and other receivables	12,074	8,101	7,011
Cash and cash equivalents	8,295	5,602	5,288
Total current assets	**20,369**	**13,704**	**12,299**
TOTAL ASSETS	**31,799**	**23,064**	**18,486**
EQUITY AND LIABILITIES			
Shareholders' equity			
Share capital	526	3	3
Share premium	3,597	3,597	3,597
Capital contribution	1,101	1,101	1,101
Translation reserve	115	51	62
Retained earnings	18,377	9,302	8,635
Total equity	**23,715**	**14,054**	**13,397**
Non-current liabilities			
Deferred taxes	192	175	83
Total long-term liabilities	**192**	**175**	**83**
Current liabilities			
Trade and other payables	4,368	7,109	2,381
Current tax liabilities	3,524	1,726	2,624
Total current liabilities	**7,892**	**8,835**	**5,005**
TOTAL EQUITY AND LIABILITIES	**31,799**	**23,064**	**18,486**

B.7 continuation

CASH FLOW

	1 January – 31 December		
EUR thousands	**2014**	**2013**	**2012**
Cash flow from operating activities			
Operating profit	13,091	7,869	9,443
Amortisations / Depreciations / Impairment	3,893	3,468	1,651
Interest paid	(0)	(12)	(1)
Interest received	10	19	6
Tax paid	(724)	(906)	(338)
Net cash from operating activities	**16,269**	**10,438**	**10,761**
Change in receivables	(2,311)	(1,700)	(1,646)
Change in liabilities	259	1,727	687
Change in working capital	**(2,051)**	**27**	**(959)**
Cash flow from operating activities	**14,218**	**10,465**	**9,802**
Cash flows used in investing activities			
Purchase of intangible assets	(4,252)	(3,244)	(2,165)
Purchase of property, plant and equipment	(1,715)	(3,382)	(1,767)
Net cash used in investing activities	**(5 967)**	**(6,626)**	**(3,932)**
Cash flow used in financing activities			
Changes of long-term receivables	5	(15)	26
Changes of long-term liabilities	-	1	(1)
Dividends paid	(5,500)	(3,500)	(1,500)
Net cash used in financing activities	**(5,495)**	**(3,514)**	**(1,475)**
CASH FLOW FOR THE PERIOD	**2,756**	**326**	**4,395**
Cash and cash equivalents at the beginning of period	5,602	5,288	879
Exchange losses/gains	(63)	(11)	13
Cash and cash equivalents at end of year	**8,295**	**5,602**	**5,288**

SELECTED KEY PERFORMANCE INDICATORS

	1 January – 31 December		
EUR thousands	**2014**	**2013**	**2012**
Total operating revenue	48,532	38,770	31,274
EBITDA	16,984	11,337	11,094
EBIT	13,091	7,869	9,443
Revenue growth	25%	24%	-
EBITDA margin	35%	29%	35%
EBIT margin	27%	20%	30%
Return on shareholders' equity	64%	52%	-
Equity/assets ratio	75%	61%	72%
Average number of full-time employees	859	712	560
Average number of outstanding shares	35,035,968	265,846	265,846

B.7	continuation	**DEFINITIONS** Total operating revenue The Company's total operating revenue EBITDA Operating profit excluding depreciation and amortisation EBIT Operating profit Revenue growth Growth in operating revenue compared to the previous period EBITDA margin Operating profit excluding depreciation and amortisation in relation to total operating revenues EBIT margin Operating profit in relation to total operating revenues Return on shareholders' equity Period's profit/loss in relation to average shareholder equity for last twelve months Equity/assets ratio Equity at the end of period as a percentage of total assets at the end of period Average number of full-time employees (FTE) The average number of full-time employees during the period Average number of outstanding shares The average number of shares outstanding during the period **SIGNIFICANT EVENTS AFTER 31 DECEMBER 2014** Belgium In 2015, Belgium is expected to introduce a new regulation concerning the online casino market, which the Company anticipates will require a local physical presence as a prerequisite to supplying live casino products and services in Belgium. As a result of these anticipated new regulations, the Company has partnered with operators for the purpose of creating an on-premise studio from which to broadcast and offer live casino in Belgium. The Company's investment in this studio will be made in partnership with the relevant operators, with the express goal of achieving a margin from the first day of operation. The Company expects that this new on-premise studio will be operational no later than 30 June 2015. The Company makes the assessment that this investment and venture in Belgium will not adversely affect the Company's results of operations or margin in 2015. Negotiations regarding customer agreements On 1 December 2014, the United Kingdom, which is the Company's largest country of operation as measured by revenue, implemented a point of consumption tax (the "**POC Tax**") of 15 percent on online casino revenue derived from the United Kingdom. In response to the POC Tax, the Company has renegotiated certain existing customer agreements to allow certain affected customers to make reductions to the distribution of amounts payable to the Company for the POC Tax, while negotiating other commercial terms in such customer agreements. The Company makes the assessment that these negotiated changes to the customer agreements will not, on the whole, adversely affect the Company's results of operations or margin in 2015. New VAT Rules On 1 January 2015, a new rule established by Article 5 of Council Directive 2008/8/EC (which amends article 58 of Directive 2006/112/EC) entered into force through Council Implementing Regulation No. 1042/2013. This new rule has shifted the B2C place of supply VAT rule (the "**B2C VAT Rule**") such that providers of eletronic, broadcast and telecommunications services in Europe must charge the VAT rate applicable in the member state in which such services are consumed. Electronically supplied betting, lotteries and other gambling services are generally considered electronic services within the definition of the directive and therefore providers of such services must now consider the impact of the B2C VAT Rule. As a B2B provider, Evolution Gaming is not directly affected by the changes in the directive, but the Company may be indirectly affected if the new VAT rules negatively affect the Company's customers behaviour in certain markets.
B.8	Selected pro forma financial information	Not applicable. The Prospectus does not contain pro forma accounting.
B.9	Financial forecast	Not applicable. The Company has not presented any profit/loss forecast.
B.10	Auditor's remarks	Not applicable. There are no remarks in the audit reports.
B.11	Insufficient working capital of the issuer	Not applicable. It is the Company's opinion that its present working capital and liquid assets are sufficient to meet the Group's requirements for the period of twelve months from the date of the Prospectus. As of 31 December 2014, cash and cash equivalents amounted to EUR 8,295 thousands.

Section C – Securities		
C.1	**Securities being offered**	Shares in Evolution Gaming Group AB (publ), reg. no. 556994-5792. ISIN: SE0006826046.
C.2	**Denomination**	The shares are denominated in EUR.
C.3	**Total number of shares in the company**	As of the date of this Prospectus, the Company has 35,970,377 shares issued and outstanding, all of the Company's shares have been fully paid. As of the date of this Prospectus the Company's share capital is EUR 539,555.655, the nominal value of each share is EUR 0.015. According to the Company's articles of association, the Company's maximum number of shares is 120,000,000 and maximum share capital is EUR 1,800,000.
C.4	**Rights pertaining to the shares**	Each share entitles the holder thereof to one vote. Each share entitles the holder thereof a pro rata right to dividends and the right to subscribe for shares in new issues of shares by the Company. All shares carry equal rights to the Company's assets available for distribution to shareholders in the event of liquidation, dissolution or winding up of the Company.
C.5	**Limitations to the free transferability**	Not applicable. In connection with the listing of the Company´s shares on Nasdaq First North Premier, the shares will not be subject to any restrictions on transferability.
C.6	**Trading in the shares**	The Board of Directors of the Company has applied for a listing of the Company's shares on Nasdaq First North Premier. The trading is expected to begin on 20 March 2015.
C.7	**Dividend policy**	The Board of Directors of the Company has adopted a dividend policy whereby at least 50 percent of the Company's consolidated net profit shall be paid in dividends. The Board of Directors shall take into account a number of factors when proposing that the Company pay a dividend, including the Company's future profits, investment needs, liquidity and development opportunities as well as general economic and business conditions. The Board of Directors do not intend to propose dividends to be decided by the annual general meeting to be held in 2015.

Section D – Risks		
D.1	**Risks related to the issuer and industry**	*An investment in the Company involves a number of risks. The Company considers the following risks to be the keyrisks for potential investors, but these risks are not set out in any particular order or priority. If any of the following risks materialise, the Group's business, financial condition and results of operations could be materially adversely affected. In such circumstances, the trading price of the shares could decline and investors could lose part or all of their investment in the shares. In addition, the risks below are not the only risks to which the Group may be subject. The Company may be unaware of certain risks or believe certain risks to be immaterial which later prove to be material.* • The Group is subject to laws and regulations in various jurisdictions and changes to, or failure to comply with, applicable laws and regulations may negatively affect the Company's business. • Adverse or negative perceptions and publicity surrounding the gaming industry could lead to increased gaming regulation, which could adversely affect the Group's business, financial condition and results of operations. • Future growth may be negatively impacted by slow regulation of, or subsequently sluggish acceptance in, new markets. • Licences can be revoked or key conditions in such licences can be amended. • The Group is reliant on its top 5 customers. • The Group is dependent on its key personnel and employees and the loss of such persons, or difficulties in attracting new employees, may impact the Group's business and ability to implement current and future strategies. • The Group may be unable to protect its intellectual property rights and could be at risk of infringing third party intellectual property rights. • The Group's risk management and internal controls may prove inadequate or the group may fail to detect money laundering or fraudulent activities, which could have a material adverse effect on the Group's business, financial condition and results of operations. • The Group's business is dependent on the security, integrity and operational performance of the systems, products and services that it offers. • The Group relies on third parties for the operation of its business, and problems with such third parties could adversely affect the Group. • The Group's failure to successfully maintain and enhance its brand, and the Group's reliance on operators maintaining and enhancing their own brands, could have a material and adverse effect on the Group's business, financial condition and results of operations. • Change of control could lead to cessation of customer agreements, permits or licenses, including the permits/licences on Alderney and in the UK.

D.1	continuation	• The Group is subject to the risk of disputes in relation to its business and licencing arrangements, and may be subject to litigation or fines. • The Company may be classified as a passive foreign investment company, which could result in adverse U.S. federal income tax consequences to U.S. holders of the shares. • Changes to taxation or the interpretation or application of tax laws could have an adverse effect on the Group's business, financial condition and results of operations. • Customers are vulnerable to player fraud. • The Group is exposed to counterparty risk and could suffer financial loss if gambling operators default on payments • Global economic outlook and impact of global economy on gambling industry. • The Group's revenue is subject to seasonal fluctuations in end user activity and demand. • The financial objectives included in this prospectus may differ materially from the Group's actual results and investors should not place undue reliance on them.
D.2	Risks related to the shares	*An investment in the Company involves a number of risks. The Company considers the following risks to be the keyrisks for potential investors, but these risks are not set out in any particular order or priority. If any of the following risks materialise, the Group's business, financial condition and results of operations could be materially adversely affected. In such circumstances, the trading price of the shares could decline and investors could lose part or all of their investment in the shares. In addition, the risks below are not the only risks to which the Group may be subject. The Company may be unaware of certain risks or believe certain risks to be immaterial which later prove to be material.* • Nasdaq First North Premier is not a regulated market, may be subject to disruptions and carries a higher degree of risk than an investment in a company listed on a regulated market. • There may not be an active and liquid market for the shares and the price of the shares may be volatile. • Certain shareholders may continue to exercise considerable influence over the Company and its operations, and the interests of these shareholders may conflict with those of other shareholders. • Future offerings of debt or equity securities by the Company may adversely affect the market price of the shares and lead to substantial dilution of existing shareholders. • The Company's ability to pay dividends in the future may be constrained and be dependent on several factors. • There is a risk that the Cornerstone Investors will not acquire shares under their undertakings as the undertakings are not secured by bank guarantee, blocked funds, pledge of collateral or similar arrangements and as the undertakings are conditional on certain events.

Section E – Offer

E.1	Issue proceeds and costs	The Company will not issue any new shares in connection to the Offering, and will not receive any proceeds from the sale of shares in the Offering. The Company's total costs attributable to the Offering and the listing of its shares on Nasdaq First North Premier, including payment to the issuing institute and other advisors, commissions paid to the Managers and other estimated transaction costs are estimated to amount to a maximum of approximately EUR 4.5 million, of which EUR 0.7 million was recognised in 2014 and the remainder of which will be recognised in 2015.
E.2a	Reasons for the offer and use of proceeds	The Board of Directors of the Company believes that a listing of the Company's shares on Nasdaq First North Premier is an important next step in the Company's continued development. The Board of Directors believes that broadening and diversifying the shareholder base of the Company, and enabling employees and other shareholders to realise joint ownership of the Company, enhances the prospect of increased awareness of the Company and strengthens the Evolution Gaming brand. The Board of Directors and the management team believe this is important to attract new customers and employees, and to retain skilled personnel with the Company. The listing of the Company's shares on Nasdaq First North Premier will also represent a seal of quality for the Company and its operations, which could have a positive impact on the Company's relationships with its customers and other stakeholders. The Company will not carry out a new share issue in correction to the Offering and will not receive any proceeds from the sale of shares in the Offering.
E.3	Background and terms and conditions	• The Offering is comprised of 13,824,267 existing shares, all of which are being sold by the Selling Shareholders. In the event of sufficient demand, certain of the Selling Shareholders may increase the number of shares sold in the Offering by up to 1,798,516 additional existing shares. At the option of the Managers, the Offering may include up to 2,343,415 additional existing shares, in order to cover potential over-allotments or other short positions. • The price range is set to SEK 70 – 80 per share. • The subscription period will take place during 10 March – 18 March 2015 for the general public in Sweden and 10 March – 19 March 2015 for institutional investors.

E.3	continuation	• Applications for acquisition of shares by the general public shall be made during 10 March – 18 March 2015 and should relate to a minimum of 200 shares and a maximum of 10,000 shares, in even lots of 100 shares each. Applications shall be made using the special application form, which can be obtained at the office of Carnegie or can be ordered from the Company. Application forms are available on the Company's website (www.evolutiongaming.com), as well as on the website of Carnegie (www.carnegie.se). Applications from institutional investors in Sweden and from abroad shall be submitted to Carnegie or SEB in accordance with certain instructions. • Decision on allotment of shares is made by the Selling Shareholders after consultation with the Managers, whereby the goal will be to achieve a good institutional ownership base and a broad distribution of the shares among the general public, in order to facilitate regular and liquid trading in Evolution Gaming's shares on Nasdaq First North Premier. Allotment among institutions will be made on a wholly discretionary basis. However, the Cornerstone Investors will be given priority in relation to other investors up to the full amount of the shares which they have undertaken to acquire. In addition, the chairman of the Board of Directors Joel Citron has confirmed that he will apply for the acquisition of shares in the Offering to a value corresponding to EUR 500 thousand, which will be allotted to him. • Allotment is expected to take place on 20 March 2015. Shortly thereafter, a contract note will be sent to those that have received allotment in the Offering. Institutional investors are expected to receive information regarding allotment in a particular order on or about 20 March 2015, after which contract notes will be distributed. • Settlement is schedule to occur on 24 March 2015.
E.4	Interests and conflicts of interest	Certain directors of the Board of Directors and executive management, have economic interests in the Offering, partly by owning shares in the Company, partly by being part of the Selling Shareholders. Carnegie and SEB are Managers for the Offering. Each Manager provides financial advice and other services to Evolution Gaming and the Selling Shareholders in connection with the Offering. None of the advisors owns any shares in Evolution Gaming and have, in addition to an agreed remuneration for their services prior to the Offering, no other financial interests in Evolution Gaming. Managers and their respective affiliates have from time to time engaged in, and may in the future engage in, commercial banking, investment banking and financial advisory transactions and services in the ordinary course of their business with the Company or the Selling Shareholders or any of their respective related parties. With respect to certain of these transactions and services, the sharing of information is generally restricted for reasons of confidentiality, internal procedures or applicable rules and regulations. The Managers have received and will receive customary fees and commissions for these transactions and services and may come to have interests that may not be aligned or could potentially conflict with potential investors' and the Company's interests.
E.5	Lock-up agreements	The Company will commit that it will not, except in connection with an acquisition of another company or business with payment, wholly or partially, in the Company's shares, without the prior written consent of the Managers, submit to its shareholders any proposal for a capital increase that would enable it to, or otherwise take any action to, directly or indirectly, issue, offer, pledge, sell, contract to sell or otherwise dispose of any securities of the Company that are substantially similar to shares of the Company, including but not limited to any securities that are convertible into or exchangeable for, or that represent the right to receive, shares of the Company or any such substantially similar securities and not to purchase or sell any option or other security or enter into any swap, hedge or other agreement that would have similar economic consequences to the foregoing, for a period of 180 days from the first day of trading of the shares on Nasdaq First North Premier. The Selling Shareholders that are not members of the Company's Board of Directors or management or key employees will commit that they will not, without the prior consent of the Managers, transfer, issue, pledge or in any other way dispose of their remaining shares for a period of 180 days from the first day of trading of the Company's shares on Nasdaq First North Premier, subject to certain exceptions. With respect to certain of such Selling Shareholders, the abovementioned restrictions are subject to termination in the event that such shareholders are unreasonably obliged or requested to provide information or take action in respect of or as a result of, or relating to, their ownership of the relevant shares. Members of the Company's Board of Directors and management and key employees, who are shareholders of the time of the Prospectus, will commit that they will be subject to materially the same restrictions as above in respect of any shares held directly or indirectly by them, for a period of 360 days from the first day of trading of the shares on Nasdaq First North Premier.
E.6	Dilution	Not applicable. No new shares are being issued in connection with the Offering or the listing.
E.7	Costs for the investor	Not applicable. Brokerage commission will not be charged.

Risk factors

An investment in the Company involves a number of risks. Prospective investors should carefully consider the specific risk factors set out below and all other information contained in this Prospectus before investing in the Company. The Company considers the following risks to be the most significant for potential investors, but these risks are not set out in any particular order or priority. If any of the following risks materialise, the Group's business, financial condition and results of operations could be materially adversely affected. In such circumstances, the trading price of the shares could decline and investors could lose part or all of their investment in the shares. In addition, the risks below are not the only risks to which the Group may be subject. The Company may be unaware of certain risks or believe certain risks to be immaterial which later prove to be material.

Risks related to the Company and its business

The Group is subject to laws and regulations in various jurisdictions and changes to, or failure to comply with, applicable laws and regulations may negatively affect the Company's business

The Group generates a majority of its income through the licensing and supply of its software and technology to online casino operators. The Group's business is therefore strongly dependent on the laws and regulations relating to the supply of gambling services. These laws and regulations are complex, inconsistent across jurisdictions and are subject to change as various jurisdictions regulate, deregulate and/or reregulate the gambling industry. Direct enforcement actions may be taken against a member of the Group or any of its officers or directors, particularly in instances where the provision the Group's services to a gambling operator is critical to the underlying gambling transactions. Should any of these events occur, the impact could have a material adverse effect on the Group's business, financial condition and results of operations.

Although the gambling laws and regulations of many jurisdictions do not specifically apply to the supply of services by licensors of gambling software, certain jurisdictions have sought to regulate or prohibit the supply of such services. While the Company currently holds all licenses and certifications that it considers necessary to carry out its business, the national gambling laws are under review and changing in European countries. The Company may be subject to such laws, directly or indirectly, insofar as it supplies services to customers that are subject to such laws. Changes in the regulatory framework of different jurisdictions could impact the Company's business in that such changes may lead to an increase in the number of market participants and competitors, result in the Company's customers losing their licenses and permits to operate in the respective jurisdiction or break up monopolistic online operators, which could impact the Company's underlying contractual relationships, and have a material adverse effect on the Group's business, financial condition and results of operations.

Further, many jurisdictions have not updated their laws to address the supply of remote gambling services, and courts may unfavourably interpret older legislation or determine that the activities of the Group and/or its customers are illegal. For example, a court or regulator may mandate that certain equipment be located in the jurisdiction in which products and services are offered, which could materially and adversely impact the Group's operations and the business of its customers. Furthermore, several European countries have introduced, or are in the process of introducing, new online gaming regulations, which will require online gambling operators, and in some cases even suppliers, to have, *e.g.*, a country specific license, pay gaming taxes, operate from a country domain and report gaming statistics in order to bring operators (and end users) under supervision. Although the Group monitors the regulatory environment, in the event that legislation is interpreted in an unfavourable or unanticipated manner actions may be brought against the Group or any of its officers or directors, which could have a material adverse effect on the Group's business, financial condition and results of operations.

If regulatory or enforcement actions are brought against any of the Company's customers, the Group's revenue streams from such customers may be frozen or traced by authorities, even if no Group entity is made a party to any legal proceedings against such customers. As a result, end users may face problems transferring funds in and out of certain jurisdictions, which may impact payments to gambling operators and hence the Group. Finally, there is a risk that officers, directors or employees of the Group, or individuals engaged by it (or officers, directors, employees or individuals connected to any gambling operator), may face extradition, arrest and/or detention in, or from, jurisdictions in which the activities of the Group or its customers are considered illegal. Any such event could have a material adverse effect on the Group's business, financial condition and results of operations.

In addition to gambling laws and regulations, the Group is subject to a wide variety of laws and regulatory require-

ments. For example, the Group must comply with anti-money laundering, data protection and privacy laws, and is required to share bet and other transactional data with local regulators in certain markets. Compliance with all such laws and regulations laws is complex and expensive. The Group's non-compliance or deemed non-compliance with any of these other laws and regulatory requirements could result in serious financial and other penalties for the Group. Any failure by the Group to comply with these other laws and regulatory requirements could have a material adverse effect on the Group's business, financial condition and results of operations.

Adverse or negative perceptions and publicity surrounding the gaming industry could lead to increased gaming regulation, which could adversely affect the Group's business, financial condition and results of operations

The online gaming industry is exposed to publicity relating to gaming behaviour, gaming by minors, the presence of gaming machines in a large number of shops and risk related to online gaming. Adverse or negative perceptions and other concerns regarding the gaming industry, even if not directly connected to the Company's business, could have a material and adverse effect on the Group. For example, if a perception develops that the online gaming market is failing to address public concerns, the resulting political pressure and public sentiment may result in increased regulation of the online market, and such regulation could have a material adverse effect on the Group's business, financial condition and results of operations.

Future growth may be negatively impacted by slow regulation of, or subsequently sluggish acceptance in, new markets

The Group's growth rate, strategy and future revenue streams are, to a certain extent, affected by the regulation of new markets and the subsequent growth of end user interest and acceptance in such newly regulated markets. When a market implements regulations targeting the casino and gaming industry, the increased transparency and regulatory certainty can drive gambling operators to enter the new market and/or further develop their existing operations and offerings in the market. As gambling operators expand their operations into newly regulated markets, they invest heavily in targeting new end users and educating them as to the products and services available. This impacts the Group by resulting in increased demand for, and use of, its live casino offering, particularly as the Group is able to leverage its existing relationships and follow its customers into the newly regulated markets. Furthermore, the Company's business relies on the trust and adoption of online payment and other transaction systems by its customers' end users. Historically, end users have been reluctant to adopt internet payment methods as a secure and trusted means of transferring fund, and although end users have become more willing to make online payments and other transfers over the internet, end users may cease to adopt online payments and other transfers as a trusted, reliable and secure type of transaction. To the extent that there is slower than anticipated regulation of new markets, or subsequently slow acceptance by potential end users, the Group's growth strategy and expectations could be adversely impacted, which could have a material adverse effect on the Group's business, financial condition and results of operations.

Licences can be revoked or key conditions can be amended

The Group has obtained and is obliged, given the nature of the software, services and technology it supplies, to maintain its licences and certifications in a number of jurisdictions, and may in the future be required to obtain licenses and/or certifications in other jurisdictions. If any of these licences or certifications are withdrawn or are not renewed on equivalent terms (e.g. where there is change in view as to what equipment needs to be located locally), the Group may not be able to continue to operate and offer services in certain jurisdictions. Renewing existing and applying for new licenses and certifications can be time consuming and the Group may not be successful. Additionally, to the extent that the Group is unable to obtain requisite licenses and/or certifications in jurisdictions, particularly with respect to jurisdictions that fall within or are comprised of newly regulated markets, the Group may not be able to follow customers into these jurisdictions and newly regulated markets. In such event, customers may turn to competitors that are licensed and/or certified in the applicable jurisdiction, or that become licensed and/or certified before the Group does. Any failure to renew or obtain any such license or certification could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group's customers operate in a highly regulated industry, the laws and regulations of which are in a constant state of change. Various jurisdictions have implemented changes to their markets by introducing regulatory frameworks and licensing requirements. In addition to complying with local laws governing general business operations, the Group's customers may be required to adapt to new licensing regimes and conditions, such as the requirement to establish real-time data interfaces with the local regulator, or to pay retrospective taxes as a condition for the granting of a license to operate in a particular jurisdiction. If the Group's customers refrain from entering newly regulated markets, or decide to exit markets in which they currently operate, due to changes in the local regulatory or licensing framework thereof, the Group's growth strategy and customer base could be adversely impacted, which could have a material adverse effect on the Group's business, financial condition and results of operations.

The legal and technological solutions that the Group has in place to block the access to services to end users in certain jurisdictions may prove inadequate or fail

Historically, the gaming industry has been regulated at a national level, and currently there is no international gaming regulatory regime. Although the regulatory regime for traditional land-based casinos is well established in many countries, the laws in such countries may not necessarily have been amended to take account of the internet and the availability of online gambling and online live casino solutions. As a result, there is uncertainty as to the legality of online gambling and online live casino gaming in a number of countries. Some jurisdictions have laws that expressly criminalise the provision of, and in some instances, participation in, gambling services, irrespective of where the gambling operator is located and licensed. The Company takes precautionary measures, *inter alia*, by contractually requiring gambling operators to comply with the laws and regulations that apply to their gambling services. These contractual clauses serve as form of legal protection and hurdle to access to the Company's products and services from certain end

users, as the Company's customers screen and restrict end user access to their online gambling platforms on a local basis and in compliance with local laws and regulations. The Group further has technical systems and controls in place, that are designed to ensure that access to the Group's live casino offering is excluded from certain restricted jurisdictions. As of 31 December, 2014, the Group blocks and restricts access from IP addresses associated with the United States and Latvia. While the Company has implemented legal and technological solutions to restrict access, legal and technological solutions may prove ineffective, end users from restricted jurisdictions may successfully circumvent the Company's legal and technological solutions and services may otherwise be supplied by gambling operators to end users in contravention of applicable laws which could have a material adverse effect on the Group's business, financial condition and results of operations.

The introduction of legislation or regulations restricting access by end users from certain jurisdictions may require the Company to adopt additional legal or technological solutions and restrict the ability of certain end users to access the products and services of the Company and the Company's customers. While the Company's current customer agreements require that its customers vet and screen end users in compliance with applicable laws and regulations, changes in local laws and regulations may render previous screens and inspections of end users inadequate or require additional information from existing and verified end users. To the extent that a customer of the Company is unable to adopt and implement solutions regarding any such changes or developments, certain restricted or unpermitted end users may access the Company's products and services via the relevant customer's online gambling platform. In addition, a court or other governmental authority in any jurisdiction could take the position that the Group's systems are inadequate, or that the Group's current or past business practices in relation to such jurisdiction violated applicable law. If any such actions were brought against the Group, whether successful or not, the Group could incur considerable legal and other costs and management's time and resources may be diverted. If the technical blocking systems were to fail or be circumvented, or if the list of jurisdictions from which the Group must block access is extended, it could have a material adverse effect on the Group's business, financial condition and results of operations.

If the Company fails to properly manage growth, the business could suffer

The Company has been growing rapidly and must continue to implement a sustainable growth strategy in order to realise increased results of operations. To achieve the Company's revenue and growth goals, the Company must successfully manage business opportunities, revenue streams, product and service quality and operations, and increase capacity and infrastructure as required by customer demand across the jurisdictions in which the Company operates. As the Company grows, the Company may explore new and diversified revenue generating strategies, and the increasing business complexity of operations may place additional requirements on the Company's systems, controls, procedures and management, which may strain the Company's ability to successfully manage future growth. The Company may fail to successfully implement revenue or cost strategies or may overexpose its business to certain revenue streams, such as variable revenue sources like commission fees, which may impact the Group's ability to generate revenue, and could have a material adverse effect on the Group's growth, business, financial conditions and results of operations. The Company may experience difficulties in managing its business or increasing capacity and infrastructure, including problems relating to shortages of qualified sales and marketing personnel and dealers, hardware and software capacity and the availability and skills of game and service developers. The Company may also be required to manage a greater number of tables than it has had to manage historically, which may present unexpected technical challenges and require greater than anticipated expansion of the Company's production studios. These problems could result in delays in fulfilling customer demands and increased expenses for the Company. Any such delay or increased expenses could have a material adverse effect on the Group's business, financial condition and results of operations.

Future growth will also impose significant added responsibilities on management, including the need to identify, recruit, train and integrate additional employees. While the Company has hired mid and low level managers in anticipation of future growth, rapid and significant growth may place strain on the Company's administrative and operational infrastructure, such as its training academy. In order to manage operations and growth, the Company will need to continue to improve operational and management controls, reporting and information technology systems and financial internal controls. The Company may fail to successfully manage such developments and growth in the future. If the Company is unable to effectively manage its growth, or is unsuccessful in adapting to changes and increased requirements resulting from expansion, there could be an adverse effect on the Group's growth, which could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group is reliant on its top 5 customers

During 2014, the top five customers (in terms of revenue generated) contributed 53 percent of the revenue of the Group. The Group's revenue stream from these sources may be adversely impacted by any deterioration or decline in the business of these five customers, or if one or more of these customers opted to use a competitor of the Company for its live casino solutions. The reduction in revenue generated from, or loss of, one or more of these five customers could have a material adverse effect on the Group's business, financial condition and results of operations.

The Company's business may be adversely affected by competition from other gaming solution providers

The Group operates in a competitive industry. Competition is expected to continue to intensify as new live casino providers enter the market and existing providers improve and expand their product and service offerings. Live casino products and services are also susceptible to consumer trends and the improvement and expansion of product offerings by the Group's competitors may attract customers away from the Group's products and reduce the Group's market share. Failure to compete effectively may result in a loss of customers and an inability to attract new customers. Furthermore, the regulatory constraints applicable to the Group, and the operational restrictions that it imposes on itself, are not universally applicable and some of the Group's competitors

may choose to provide software to gambling operators for servicing end users in jurisdictions from which the Group blocks and restricts access. Increased competition can lead to pressure from customers in respect of the commission level and other fees charged by the Group. In addition, certain competitors may offer a broader range of live casino or ancillary products and services than the Company does, which can lead to pressure from customers to develop or offer similar products and services, and may result in the loss of such customers or increased development costs associated with developing a specific type of product or service. To the extent that end user activity migrates to non-customers, or the Group's customers experience a reduction in end user activity due to competing products and services, the Group may receive fewer fees and commissions from its customers, which could adversely impact the Group's business and ability to compete in the live casino market. The Group may not continue to compete effectively and competition from other live casino providers and online gambling operators may increase, which may have an adverse effect on the Group's market share or revenue. This could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group must continue to innovate and adapt to technological advances and end user preferences and demands

Online gambling and online live casino gambling are relatively new and evolving products and services, and the Group's success is dependent on its continued popularity and innovation. In an industry characterised by the rapid emergence and development of new products, services, technologies and end user practices, it is imperative that the Group update its existing products, services and proprietary technology. Widespread adoption of new internet technology and higher standards could require the Group to commit significant funding to replace, upgrade, modify or adapt its existing technology and systems, which could negatively impact the Group's business, financial condition and results of operations. As a technology services provider, the Group may need to replace and/or upgrade certain information technology hardware and software, which can be costly. Exposure to this risk will increase to the extent that the Group is able to grow online operations and more demands are placed on the Group's systems.

In addition, the online live casino market is driven by the preferences and demands of end users, and gambling operators must continuously offer new products and services in order to attract and retain a broad range of end users. The popularity and acceptance of gambling is also generally influenced by the prevailing social mores in each respective jurisdiction, and changes in these social mores could result in reduced acceptance of live casino solutions by end users in such jurisdiction. With respect to established markets, such as Italy, where gambling is a mature and developed industry, it is critical that the Group is able to offer products that continue to appeal to end users, and it may not be able to do so in the future. As a provider of such products and services, the Group must continue to invest significant resources in research and development in order to remain competitive. If the Group is unable to adapt its technology or products to satisfy end user demands and tastes, it may lose the confidence of gambling operators, who may then choose to concentrate marketing efforts on products offered by the Group's competitors. In addition, as the market continues to develop and evolve in the future, the Group must respond to shifts in market needs and technological advances. Failure to respond to such shifts in a timely and cost-effective manner will hamper the Group's ability to attract new gambling operators and retain existing customers. The Group's technology may be rendered obsolete by new technology and more advanced systems. In addition, replacement or new technology adopted by the Group could contain design flaws or other defects, which could result in a loss of confidence by customers in the Group's products and services, reduced revenue and/or claims from the Group's customers under their customer agreements. Any such developments or failures could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group is dependent on its key personnel and employees and the loss of such persons, or difficulties in attracting new employees, may impact the Group's business and ability to implement current and future strategies

The Group's business is dependent on a number of key persons, senior executives and persons with specialist competence, some of whom are the founders of the Company. These key persons have established good relationships with market participants and have a thorough understanding of the complex environment in which the Group operates. Accordingly, these key persons are central to the successful development of the Group's business. If any of these key persons terminate their relationships with the Group, or materially change or reduce their roles within the Group, the Group may not be able to replace them or their services on a timely basis with other professionals capable of making comparable contributions to the Group's business. Furthermore, the Group's ability to compete effectively in the markets in which it operates depends upon its ability to retain and motivate its existing workforce.

Following the Offering, it is expected that the CEO and CCO of the Group will relocate from Malta to Sweden. In the event of any such relocation, the CEO will retain his duties and role as CEO of the Group, and the CCO will be appointed a new title while retaining his duties as deputy CEO of the Group. While the Company does not believe that these relocation plans will have an adverse effect on the Company's business or operations, and while in each case the Company will appoint qualified and competent personnel to assume management duties in Malta, appointed personnel may not integrate into their roles or successfully manage and fulfil their duties in Malta, and the relocation of the CEO and CCO may impact the operations of the Group.

The majority of the Group's employees operate, organise and oversee the live casino table operations, with approximately 75 percent of the Group's full-time employees working on tables as hosts, croupiers and dealers. These employees possess language, dealer and other trade skills that are essential to the day to day operations of the live casino, are trained at the Group's training facilities in Latvia and Malta. The Group invests significantly in the training and development of staff, and has designed a formal training program whereby employees working on tables receive two and a half weeks of training and education regarding the Company and live casino, and are then subject to a three month experiential training cycle. In the ordinary course of operations, the Group experiences employee turnover with respect to our

employees working on tables, and such turnover can at times be significant. The loss of a significant number of its employees or any of its key employees, or any increased costs that the Group may incur in order to retain any such employees or hire and train new employees, could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group may be unable to protect its intellectual property rights and could be at risk of infringing third party intellectual property rights

The Group's ability to compete effectively depends, amongst other things, on its ability to protect, register and enforce its intellectual property rights. The Group also faces the risk that the use and exploitation of its intellectual property rights, including, in particular, rights relating to its software, may infringe the intellectual property rights of a third party. The costs incurred in bringing or defending any infringement actions may be substantial, regardless of the merits of the claim, and an unsuccessful outcome for the Group may result in royalties or damages being payable and/or the Group being required to cease using any infringing intellectual property or embodiments of any such intellectual property. Should the Group not be able to effectively protect its intellectual property rights, or should an infringement claim be brought against the Group, it could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group is also dependent on know-how and trade secrets, and the Group strives to protect such information by, for example, maintaining confidentiality agreements with employees, consultants and partners. However it is not possible to ensure total protection against unauthorised distribution of information and competitors and others may gain access to such information, which may lead to the value of such information diminishing or competitors gaining an advantage, which in turn could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group's business prospects and future success rely upon the integrity of employees and executives and the security of the Group's systems

The real and perceived integrity of the Group's employees and executives, and the security of its systems is critical to the Group ability to attract customers and comply with applicable regulations. For example, certain of the Group's licenses and certifications require that the Company remain current with disclosure and notice requirements regarding the personal conduct and actions of its management. The Group strives to set high standards of personal integrity for its employees and to maintain high system security for the services that the Group provides to customers. The Group's reputation in this regard is an important factor in business dealings with regulatory and licensing agencies, business partners and customers. Accordingly, a finding of improper conduct on the part of the Group, or on the part of one or more of its current or former employees, executives or another related party, or a system security defect or failure, or an allegation of such conduct that impairs the Group's reputation, could result in civil or criminal liability and could have a material adverse effect on the Group's business, financial condition and results of operations, including the Group's ability to obtain, retain or renew licenses and/or certifications.

The business of the Group is dependent on the continued growth and expansion of internet bandwidth

The Group's business is dependent on stable and high speed access to the internet and on the continued growth and maintenance of the internet infrastructure. For example, the Group relies on stable and high speed connectivity to its customers in order to provide them with high quality live casino real-time interfaces and data and video feeds. Furthermore, the Group's customers rely on the internet connectivity of their end users to ensure access to customer platforms and a quality live casino experience. The maintenance and development of the internet infrastructure requires substantial investment and costs by internet operators and national governments. While national governments and internet operators have invested substantially in the maintenance and development of internet infrastructure, there can be no assurance that such support will continue in the future or that the internet infrastructure will continue to be able to support the increased demands resulting from sustained user growth and bandwidth expansion. Because the business models of the Group's customers utilise the internet as means to connect and interact with end users, the Group must continue to remain abreast of changes in technology in order to satisfy the needs of customers and end users. If access to the internet were to be temporarily or permanently hindered, or if the continued bandwidth growth of the internet were to slow, it could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group may make acquisitions that prove unsuccessful or strain or divert the Group's resources

The Group intends to grow its business by continuing to implement and develop its core strategies, and may consider making acquisitions to support future growth and profitability. Successful growth through acquisitions is dependent upon the Group's ability to identify suitable acquisition targets, conduct appropriate due diligence, negotiate transactions on favourable terms, obtain required licenses and authorisations and ultimately complete such acquisitions and integrate them into the Group. If the Group makes acquisitions, it may not be able to generate expected margins or cash flows, or realise the anticipated benefits of such acquisitions, including growth or expected synergies. The Group's assessment of and assumptions regarding acquisition targets may prove to be incorrect, and actual developments may differ significantly from expectations. The Group may not be able to integrate acquisitions successfully and such integration may require more investment than anticipated, and the Group could incur or assume unknown or unanticipated liabilities or contingencies with respect to customers, employees, government authorities or other parties. The process of integrating acquisitions may also be disruptive to the Group's operations, as a result of, among other things, unforeseen legal, regulatory, contractual and other issues, difficulties in realising operating synergies or a failure to maintain the quality of services that have historically been provided which could cause the Group's results of operations to decline. Moreover, any acquisition may divert management's attention from day to day business and may result in the incurrence of additional debt. Should any of the above occur in connection with an acquisition, there could be a material adverse effect on the Group's business, financial condition and results of operations.

The Group's risk management and internal controls may prove inadequate or the Group may fail to detect money laundering or fraudulent activities, which could have a material adverse effect on the Group's business, financial condition and results of operations

The Group is exposed to the risk of money laundering and fraudulent activities by its customers, end users and third parties, as well as the potential collusion by operators and end users. The Group has implemented internal control systems and established the headquarters and operational control centre in Latvia, which monitor transactions, volumes and patterns, but these systems may not always succeed in protecting the Group from money laundering and fraud. To the extent that the systems are not successful in protecting the Group from money laundering or fraud, or if the Group fails to comply with the application regulations, the Group and its directors could be subject to criminal sanctions or administrative and civil fines and could directly suffer loss, the revocation of concessions and licenses, operational bans, or lose the confidence of the Group's customer base, all of which could have a material adverse effect on the Group's business, financial condition and results of operations.

In addition, effective internal controls are necessary for the Group to provide reliable financial information and effectively prevent fraud. While the Group has introduced routines and a system of internal control whereby internal risks are assessed, and the Group's risk committee meets on a quarterly basis to discuss and address potential risks, it is possible that the Group will not successfully manage internal risks or identify areas requiring improvement in the Group's internal controls. Furthermore, the Group's formal policies regarding risk management, routines and internal controls have recently been introduced and adopted by the Company and were not previously in force with respect to the Group's operations, and there can be no assurances that the Group will successfully integrate these policies and internal controls, that any measures taken to remediate any areas or controls in need of improvement will be successful or that the Group will maintain adequate controls over financial reporting, fraud and similar risks. In addition, as the Group grows and continues to hire additional employees to satisfy its staffing needs and address employee turnover, there can be no assurances that the Group will successfully maintain or implement its internal policies and controls with respect to its employees or that new employees will be adequately trained in respect of compliance with Group policies and controls.

Furthermore, the Company has not yet established practices regarding its corporate governance. The Swedish Corporate Governance Code is not applicable to entities listed on Nasdaq First North Premier, thus the Company is not obligated to comply or be in compliance with the Swedish Corporate Governance Code.

If the Group is unable to establish, maintain or implement appropriate and effective internal controls, routines, procedures and governance practices, it could subject the Group to regulatory scrutiny, sanctions, cause investors to lose confidence in the Group's ability to control and manage such risks and could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group and its customers are vulnerable to hacking, DDOS attacks, malicious acts and other cybercrime

The businesses of gambling operators may be adversely affected by activities such as system intrusions, distributed denial of service (DDOS) attacks, virus spreading and other forms of cybercrime. Such activities can disrupt internet sites, cause system failures, business disruptions and may damage the computer equipment of the Group, its customers or end users. Furthermore, as a provider of technical support services, such as hosting and providing other operational infrastructure, to certain gambling operators, cybercrime may lead to contractual claims by affected gambling operators. The impact of any such activities, or the Company's inability to successfully combat such attacks, could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group's business is dependent on the security, integrity and operational performance of the systems, products and services that it offers

The Group's ability to provide its software to gambling operators depends upon the integrity, reliability and operational performance of its systems. The functioning of the IT systems within the Company's businesses, or that of its suppliers, contractors or partners, could be disrupted for reasons beyond its control, including accidental damage, disruptions to the supply of utilities or services, extreme weather events, safety issues, system failures, workforce actions or environmental contaminations. Furthermore, there may be technological challenges in rolling out new products and services. Any such disruption or event may lead to customer claims against the Group or otherwise negatively impact the Group's ability to sell products and services to its customers, and therefore could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group's success depends, in part, on providing secure products and services to customers for use by their end users. Attempts to penetrate security measures may come from various combinations of customers, end users, employees and others. The Group's IT systems are ISO-certified and the ability to monitor and ensure the quality and integrity of the Group's products and services is periodically reviewed and enhanced. Any interruption in the Group's systems could have a negative effect on the quality of products and services offered and, as a result, on demand from customers and their end users. It is possible that the Group's expanded uses of interactive and internet technologies will result in increased risks for the Group and its customers. As the Group offers online video access to live casino games, the Group may be subject to attack by hackers or experience other network interruptions that interfere with the provision of service and thereby subject the Group to liability. All of the Group's games and systems are designed with security features to prevent fraudulent activity, but the Group can provide no assurance that these features will effectively stop all fraudulent activities. The Group's live casino solutions have experienced anomalies and fraudulent manipulation in the past, which when they occurred, negatively affected the Company's services. To the extent that any of the above risks are realised, it could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group relies on third parties for the operation of its business, and problems with such third parties could adversely affect the Group

The Group relies on hosting providers, marketing support services, communications carriers, internet providers and other third parties for the day-to-day operation of its business and the distribution of its products and services to its customers. The Group also relies on a number of third party

suppliers who provide the Group with products and services. The Group does not control these third parties and relies on them to perform their services in accordance with the terms of their contracts, which increases the Group's vulnerability to problems with the products and services that they provide. The Group may not be successful in recovering any losses which result from the failure of a third party to comply with their contractual obligations to the Group, such as the provision and dissemination of internet and network data. Such failure may negatively impact the Group's reputation and level of customer loyalty. Any failure by one or more of these third parties may also affect the ability of end users to access the products and services supplied by the Group. Third parties may also seek to recover losses from the Group in respect of obligations or warranties under their agreements with the Group. Such events could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group's failure to successfully maintain and enhance its brand, and the group's reliance on operators maintaining and enhancing their own brands, could have a material and adverse effect on the Group's business, financial condition and results of operations

The Group's success is dependent in part on the strength of its brand. The Group believes that it has an established, trusted and recognised brand and reputation in the live casino market, and that the Group's brand represents a competitive advantage in the development of new and existing customer relationships. The future success of the Group will depend on the Group's ability to maintain and enhance the strength of the brand, and the Group has taken steps to promote the brand, including hiring additional regional members to its sales team. The Group's efforts, or any of its other brand management initiatives, may fail. If the Group is unable to maintain or enhance the strength of the Group's brand, then the Group's ability to retain or expand its customer base may be impaired, and it could have a material adverse effect on the Group's business, financial condition and results of operations

The Group's future success is also reliant on the performance, maintenance and further expansion of its customers' brands and brand reputations. Customers with strong brands and brand reputations are able to attract new end users to their platforms and can have higher rates of end user loyalty and retention. A customer's successful marketing and branding strategy can result in increased demand for online live casino products and services, thus increasing the customer's reliance on, and need for, the Company's live casino solutions. In addition, as online gambling and online live casino gambling are new and evolving internet-based products and services, end users may require a greater degree of trust and proof of reliability before accepting these offerings, and the strength of a customer's brand and brand reputation can serve to mitigate hesitancy, and promote widespread acceptance, by end users. Maintaining and enhancing these brands will require significant expense and investment. As the market becomes more competitive, the value of these brands may not be maintained or enhanced, which could have a material adverse effect on the Group's business, financial condition and results of operations.

Change of control could lead to cessation of customer agreements, permits or licenses

A number of the Group's customer agreements, including one agreement with one of the Group's material customers, contain provisions which are triggered by a change of control of the Company. With respect to the agreement with one of the Group's material customers, the customer will be entitled to terminate the agreement with immediate effect if a party which is "in direct competition with" the customer, solely or acting in concert, acquires control over Evolution Gaming or acquires substantially all of Evolution Gaming's assets. With respect to the acquisition of control, a party will be deemed to have acquired control over Evolution Gaming if such party has the power to direct or cause the direction of the management and policies of Evolution Gaming. With respect to the other customer agreements, upon such a change of control, certain rights of the customer, or obligations for the Group, arise, which, among other things, could impact the Group's continuing relationship with such customer.

The permits/licenses for the Group's operations in Alderney and Great Britain include provisions and reporting obligations that are triggered by certain changes of ownership in the Group. These provisions and reporting obligations require that Evolution Gaming, within a specified period time, notify or obtain approval from the relevant authority in the event that there is a change in ownership in the Group exceeding specified levels, and will remain in effect upon completion of the Offering when the shares are listed and publicly traded on Nasdaq First North Premier. Once Evolution Gaming has notified the relevant authority, such authority may conduct a full review of, or request additional information from the Company and/or the acquiring party regarding, the change in ownership, and may require that the acquiring party provide detailed personal and supporting information, including a criminal records checks, credit reports, etc. While the Company has been advised that the respective authorities acknowledge the challenges of monitoring ownership changes in publicly-traded companies, and that it would be unusual for the respective authorities to disapprove of an ownership change in a listed company, the authorities will examine each change of ownership on a case-by-case basis. If, after conducting its checks and completing its review of the change of ownership, the relevant authority disapproves of the change of ownership or the new owner, such authority has the ability to suspend and/or revoke the Group's respective permit/license. In addition, if Evolution Gaming fails to notify the relevant authority within the specified period of time, or at all, or if the procedures implemented by Evolution Gaming to identify changes of ownership exceeding specified levels are inadequate or fail, the relevant authority may suspend and/or revoke the respective permit/license. Furthermore, in responding to authorities' requests for information regarding the change of ownership and/or acquiring party, if the Company or, if applicable, the acquiring party, fails to supply sufficient or required information, the relevant authority may suspend and/or revoke the respective permit/license.

If any of the Group's permits/licenses are suspended, revoked or invalidated, or if the Group's customer agreements are terminated, as a result of a change of control or ownership of the Company, it could have a material adverse effect on the Group's business, financial condition and results of operations.

Disputes and the risk of litigation and fines

The Group is exposed to the risk of litigation, disputes and claims resulting from its business operations and licensing arrangements, and may be exposed to litigation or fines imposed by regulatory authorities in the jurisdictions in which the Group operates. In the future, the Group may become involved in commercial disputes as well as legal and arbitration disputes, with public authorities or private parties, which involve substantial claims for damages or other sanctions. Such disputes could be time consuming and, in the event of a negative outcome of any material proceeding, whether based on a judgment or a settled agreement, the Group could be obligated to make substantial payments or accept other sanctions. In addition, the costs related to litigation and arbitration proceedings may be significant. Any of these events could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group may be subject to suits and other claims resulting from gambling addiction

Although the Company does not directly provide its services to end users, people suffering from gambling addiction could sue the Group or its customers as the gambling originator and facilitator of the live casino interface. While such claims are likely to be dismissed against the Company, they could give rise to substantial costs and reduce confidence in the Group, or may severely impact the Group's customers, which could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group may be exposed to risk regarding currency fluctuations

Currency fluctuations may impact the Group's financial performance. The Group's accounts are maintained in EUR, while revenues from the Group's customer agreements are partially in different local currencies, including GBP and USD. For the year ended 31 December 2014, 13.6 percent of the Group's total operating revenue was generated in GBP and 10.0 percent in USD. For the year ended 31 December 2013, 14.6 percent of the Group's total operating revenue was generated in GBP and 9.3 percent in USD. The exchange rates between the local currencies and EUR have fluctuated significantly and may in the future fluctuate significantly. While foreign exchange risk and exposure to currency fluctuations have not historically had a material impact on the Group's business, financial condition or results of operations, the Company does not hedge its exposure to currency fluctuations, and as a consequence fluctuations in exchange rates and currencies could have a significant effect on the cash flows of the Company, which could impact the Company's financial results in ways unrelated to its operations and/or have a material adverse effect on the Group's business, financial condition and results of operations.

The Group requires cash for general corporate purposes and the Group's ability to generate sufficient cash depends on many factors beyond its control

The Group's business is currently not financed through loans or other debt agreements. In the future, however, loans from external creditors may become necessary to, or beneficial for, the Group, particularly with respect any future acquisitions.

The Group's ability to fund working capital and product development and make any such future acquisitions and capital expenditures will depend on the Group's future operating performance and ability to generate sufficient cash. This depends, to some extent, on general economic, financial, competitive, market, regulatory and other factors, many of which are beyond the Group's control, as well as other factors discussed in these "*Risk Factors*".

The Group's business may not generate sufficient cash flows from operations and future debt and equity financing may not be available to the Group in an amount sufficient to enable the Group to pay its debts when due or fund other liquidity needs.

If the Group's future cash flows from operations and other capital resources are insufficient to pay the Group's obligations as they mature or to fund liquidity needs, the Group may be forced to: reduce or delay business activities, research and development and capital expenditures; sell assets; obtain debt or equity financing; or restructure or refinance all or a portion of any outstanding debt on or before maturity. The ability to refinance debt may depend on stable loan or debt capital markets.

The Group may be unable to accomplish any of these alternatives on a timely basis or on satisfactory terms, if at all. If the Group is not able to fund its general activities, obtain financing with respect to its operations, or is not able to extend, increase or refinance future financing arrangements, or if such financing is only obtainable on terms that are disadvantageous to the Company, it could have a material adverse effect on the Group's business, financial condition and results of operations.

The Company may be classified as a passive foreign investment company, which could result in adverse U.S. Federal income tax consequences to U.S. Holders of the shares

Based on the anticipated market price of the shares in the Offering and expected price of the shares following the Offering, and the composition of the Group's income, assets and operations, the Company does not expect to be treated as a passive foreign investment company (a "**PFIC**"), for U.S. federal income tax purposes for the current taxable year or in the foreseeable future. However, the application of the PFIC rules is subject to uncertainty in several respects, and the U.S. Internal Revenue Service may take a contrary position. Furthermore, this is a factual determination that must be made annually after the close of each taxable year. If the Company is a PFIC for any taxable year during which a U.S. holder holds the shares, certain adverse U.S. federal income tax consequences could apply to such U.S. holder.

Changes to taxation or the interpretation or application of tax laws could have an adverse effect on the Group's business, financial condition and results of operations

The Company primarily operates its business through subsidiaries that are active in the geographic markets in which it operates. The business, including intra-group transactions, is conducted in accordance with the Company's interpretation of applicable laws, tax treaties and other regulations concerning taxes and the practice of tax authorities in the relevant countries. The Company has obtained advice from independent tax advisors in this respect, but there is a risk that tax authorities in relevant countries may issue decisions that deviate from the Group's interpretation and advice from independent tax advisors. In addition, the Company's interpretation of applicable laws, tax treaties, regulations and administrative practice may be incorrect and such rules may change, possibly with retroactive effect (in particular with regard to Maltese VAT-legislation and the right of

companies to deduct VAT). Further, the Company has been advised that,to the extent that an individual ordinarily resident and domiciled in Malta acquires 5 percent or more of the Company, although the tax refunds in Malta should not be limited, certain Maltese withholding tax obligations may be imposed in respect of dividends attributable to such individuals. Regulatory or legislative changes, or decisions by tax authorities, may impair the present, future or previous tax position of the Group, which could have a material adverse effect on the Group's business, financial condition and results of operations.

Further, several European countries have introduced, or are in the process of introducing, new tax laws and regulations that target online gambling operators and the online gambling industry generally. In particular, on 1 December 2014, the United Kingdom, which is the Company's largest country of operation as measured by revenue, implemented a point of consumption tax (the "**POC Tax**") of 15 percent on online casino revenue. The POC Tax applies to online casino revenue derived from the United Kingdom, irrespective of where the online gambling operator is located. In addition, on 1 January 2015, a new rule entered into force which changes the B2C place of supply VAT rule (the "**B2C VAT Rule**") such that providers of electronic, broadcast and telecommunications services in Europe must charge the VAT rate applicable in the member state in which such services are consumed. Electronically supplied betting, lotteries and other gambling services are generally considered electronic services. While each of the POC Tax and B2C VAT Rule applies to, and is payable by, the Company's customers, these customers may be adversely affected by the changes and may exit the United Kingdom or other markets due to lower rates of profitability, or may seek to transfer the economic impact of the POC Tax and/or B2C VAT Rule upstream to their suppliers and service providers. In addition, certain of the Company's customer agreements permit operators to subtract certain taxes and costs prior to the distribution of amounts payable to the Company. The Company has renegotiated certain existing customer agreements to allow certain affected customers to make reductions for the POC Tax, while negotiating other commercial terms in such customer agreements. The Company assesses that these negotiated changes to the customer agreements will not, on the whole, adversely affect the Company's results of operations or margin in 2015, but while the Company has generally agreed caps limiting the extent to which any such reductions can be made, and generates revenue across a diverse selection of European markets, the POC Tax could have a material adverse effect on the Group's business, financial condition and results of operations. Furthermore, although the Group monitors the regulatory environment, other jurisdictions could implement similar point of consumption taxes on online casino revenue, which could have a material adverse effect on the Group's business, financial condition and results of operations.

From time to time, the Group is subject to tax audits and investigations by tax authorities. Such audits and investigations may for example be aimed at evaluating the correct interpretation and application of direct tax and indirect tax laws to the Group's present and past transactions, concerning the Group's business in general and including any existing and future indebtedness and intercompany loans. It is possible that challenges will arise in relation to the Group's compliance with tax laws and regulations relating to the tax treatment of the Group's transactions and other business arrangements if the Group were subject to a tax audit by the relevant tax authorities. The Group may also fail to comply with tax laws inadvertently or through reasons beyond the Group's control. If any of these circumstances were to occur, it could result in lengthy legal disputes and, ultimately, in the payment of substantial amounts of tax, interest and penalties, which could have a material adverse effect on the Group's business, financial condition and results of operations. In such cases, it may be necessary to defend tax filings in court, if a reasonable settlement cannot be reached with the relevant tax authorities, and any ensuing litigation could be costly and distract management from the other affairs of the Group's business. Tax audits and investigations by the competent tax authorities may generate negative publicity which could harm the Group's reputation with its customers and other parties. If any of the risks above occur, it could have a material adverse effect on the Group's business, financial condition and results of operations.

Customers are vulnerable to player fraud

The online gambling market and live casino gambling market may be subject to attack by end users through collusion and fraud on the websites of the Group's customers. Such attempts, if not detected and stopped, could result in a loss in confidence in customers' legitimacy and reliability, which could lead to end users migrating to competitor platforms. Through the MCRs in Latvia and Malta, the Group monitors and records every hand and betting opportunity, and has implemented detection and prevention controls to minimise the risk of fraudulent play. The Group also relies on its customers having effective internal controls to prevent fraud. It is possible that the Group's customers do not provide or maintain adequate systems and internal controls. Fraud, circumvention of the Group's internal controls or the inadequacy of customers' controls could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group is exposed to counterparty risk and could suffer financial loss if gambling operators default on payments

The Group is subject to counterparty risks, primarily the risk of payment default by operators. Although the Group conducts credit checks for new customers and has historically experienced low levels of payment default by its customers the rate of customer default may rise or increase in the future. In particular, such risk may increase if the Group were to expand into new markets where customers are less financially stable. Any payment defaults by operators could have a material adverse effect on the Group's business, financial condition and results of operations.

Global economic outlook and impact of global economy on gambling industry

The Group operates in the online live casino gambling market, which is a subset of the online gambling market, and is influenced by general economic and consumer trends beyond the Group's control. The business and financial performance of the Company may be adversely affected by general economic or consumer trends, and the impact that such trends have on the gambling industry and psychology of end users. The revenues of the Group's customers are driven in large part by end users' disposable incomes and level of gambling activity, and the Group derives a significant percentage of its

revenue from variable revenue sources, such as commission fees, which are derived from its customers' winnings on bets placed by end users via the Company's live casino systems. Unfavourable economic conditions or other macroeconomic factors may reduce the disposable incomes of end users or the number of end users utilising live casino platforms, or may result in lower amounts being spent by end users on each bet or visit to the live casino. Any such developments could impact the Company because it derives its revenue from licensing arrangements and fees that would be adversely affected by such events. In particular, the Company's variable source revenue could be adversely impacted to the extent that fewer bets are placed or lower amounts are spent by end users on each bet or visit. Any negative developments concerning the global economic outlook, macroeconomic factors, consumer trends and the impact of such trends on the gambling industry could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group's revenue is subject to seasonal fluctuations in end user activity and demand

The Group's business is, to a certain extent, affected by seasonal end user activity patterns. The Group's customers generally experience increased end user activity and bet volume from October through December in the fourth quarter of each year, which corresponds to the Group's experience with increased live casino traffic and commissions revenue earned during the fourth quarter. On average, during the periods subject to review, revenue earned during the fourth quarter has been 28 percent of the Group's total revenue.

The financial objectives included in this prospectus may differ materially from the Group's actual results and investors should not place undue reliance on them

The objectives set forth in this Prospectus under ''*Business overview—Financial objectives*", "*Share capital and ownership structure—Dividend policy*" and elsewhere are the Group's expectations for the medium to long term, including growth, EBITDA margin and payout targets. These objectives are based upon a number of assumptions, which are inherently subject to significant business, operational, economic and other risks, many of which are outside of the Group's control. While Evolution has detailed the key assumptions management has made when setting its medium-term objectives in the "*Business Overview*" section, these assumptions may not continue to reflect the commercial, regulatory and economic environment in which the Group operates. Accordingly, such assumptions may change or may not materialise at all. In addition, unanticipated events may adversely affect the actual results that the Group achieves in future periods whether or not its assumptions otherwise prove to be correct. As a result, the Group's actual results may vary materially from these objectives and investors should not place undue reliance on them.

Risks related to the shares and the Offering

Nasdaq First North Premier is not a regulated market, may be subject to disruptions and carries a higher degree of risk than an investment in a company listed on a regulated market

The shares are planned to be traded on Nasdaq First North Premier. Nasdaq First North is an alternative marketplace, operated by Nasdaq Stockholm. Companies whose shares are traded on Nasdaq First North are covered by a less extensive regulatory framework than companies that are traded on main market of Nasdaq Stockholm. Nasdaq First North Premier's regulatory framework has been adapted to suit comparatively small or high growth companies that seek to comply with higher transparency, disclosure and accounting standards than required by the standard First North rules. Nasdaq First North Premier is not a regulated market and is not obligated to implement rules or procedures that comply with existing EU-directives and requirements, including directives and requirements regarding listings, disclosure and offerings. Shareholders may suffer actual or perceived prejudice to the extent the Company takes advantage of the increased flexibility that is allowed through a listing on Nasdaq First North Premier. It is possible that the market for the shares will be subject to disruptions, and any such disruption may have a negative effect on investors, regardless of the Group's prospects and financial performance. An investment in the Company's shares therefore carries a higher degree of risk than an investment in a company listed on a regulated market, such as the main market of Nasdaq Stockholm.

Although the shares are planned to be listed on Nasdaq First North Premier, it is possible that the shares will not remain listed or that future success and liquidity in the market will not be achieved. Although no assurances can be made as to the liquidity of the shares as a result of admission to trading on Nasdaq First North Premier, failure to be approved for listing or delisting of the shares from Nasdaq First North Premier may have a material effect on an investor's ability to resell the shares in the secondary market.

There may not be an active and liquid market for the shares and the price of the shares may be volatile

A prospective investor should be aware that an investment in the Company's shares is associated with a high degree of risk, and that the price of the shares may not develop favourably. Prior to the Offering, there has been no public market for the shares. Following the listing, an active or liquid trading market in the Company's shares may not develop or be sustained. If such market fails to develop or be sustained, it could have a negative impact on the liquidity and price of the shares, and could increase the price volatility of the shares. Investors may not be in a position to sell their shares quickly or at the market price if there is no active trading in the Company's shares.

The share prices of publicly-traded companies can be highly volatile and, after the Offering, the price of the shares could fluctuate substantially due to various factors, some of which could be specific to the Group and its operations, and some of which could be related to the industry in which the Group operates or equity markets generally. As a result of these and other factors, the shares may trade at prices significantly below the Offer Price. The market price of the shares may decline, and the shares may trade at prices significantly

below the Offer Price, regardless of the Group's actual operating performance, and there can be no assurances as to the liquidity of any market of the shares, an investor's ability to sell their shares or the prices at which investors would be able to sell their shares.

Certain shareholders may continue to exercise considerable influence over the Company and its operations, and the interests of these shareholders may conflict with those of other shareholders

Upon completion of the Offering, the four largest shareholders will own approximately 47 percent of the shares (approximately 38 percent, assuming the Offering is increased in full and that the Over-allotment Option is exercised in full) and the votes in the Company. Accordingly, these shareholders will continue to retain a controlling interest in the Company and will consequently have the power to control the outcome of most matters to be decided by vote at a shareholders' meeting. Such matters include the issuance of additional shares or other equity related securities, which may dilute holders of the Company's shares, and the payment of any future dividends. These shareholders may also be able to exercise control over the Company's Board of Directors through their representation on the Board of Directors, thus influencing its direction of the Group's operations and other affairs. Furthermore, these shareholders hold positions in the Company's management and thus will be able to direct the day to day operations and strategy of the Company. The interests of these shareholders may differ significantly from or compete with the Company's interests or those of other shareholders and it is possible that these shareholders may exercise influence over the Company in a manner that is not in the best interests of all shareholders. For example, there could also be a conflict between the interests of these shareholders on the one hand, and the interests of the Company or its other shareholders on the other hand, with respect to dividend resolution or other fundamental corporate matters. The concentration of share ownership could delay, postpone or prevent a change of control in the Company, and impact mergers, consolidations, acquisitions or other forms of combinations, as well as distributions of profit, which may or may not be desired by other investors. Such conflicts could have a material adverse effect on the Group's business, financial condition and results of operations.

Undertakings to acquire shares

The Cornerstone Investors have agreed with the Selling Shareholders, the Global Coordinator and the Joint Bookrunners to acquire, on the same terms as the other investors, shares in the Offering. Swedbank Robur Fonder has agreed to acquire 9.5 of the Company's shares and votes and the four other investors have agreed to acquire shares in the Offering for a total amount of SEK 215 million, equivalent to in total approximately 8.0 percent of the Company's shares and votes (assuming that the price of the Offering is determined to the midpoint of the price range). Swedbank Robur Fonder and the four investors will together hold a maximum of approximately 18.0 percent of the Company's shares and votes following the Offering.The Cornerstone Investors' undertakings are not secured by bank guarantee, blocked funds, pledge of collateral or similar arrangements, which means that there is a risk that the Cornerstone Investors will not acquire shares under their undertakings. Each Cornerstone Investor's commitment is subject to, among other things: (i) listing of the shares such that the first day of trading in the Company's shares occurs no later than 31 March 2015; (ii) such Cornerstone Investor being allocated in full the shares relating to its commitment; (iii) the Company achieving a free float (defined as the percentage of the Company's shares not owned by Selling Shareholders) of at least 30 percent of the Company's share capital following the Offering; and (iv) the final Offering price not exceeding SEK 80 per share. If such conditions are not satisfied, the Cornerstone Investors will not be bound by their undertakings and may not acquire shares, which would have a material adverse effect on the outcome of the Offering.

Future offerings of debt or equity securities by the Company may adversely affect the market price of the shares and lead to substantial dilution of existing shareholders

In the future, the Company may seek to raise capital through offerings of debt securities (potentially including convertible debt securities) or additional equity securities. An issuance of additional equity securities or securities with rights to convert into equity could reduce the market price of the shares and would dilute the economic and voting rights of existing shareholders if made without granting subscription rights to existing shareholders. Because the timing and nature of any future offering will depend on market conditions at the time of such an offering, the Company cannot predict or estimate the amount, timing or nature of any future offering. Thus, holders of the shares bear the risk of any future offerings reducing the market price of the shares and/or diluting their shareholdings in the Company.

Future sales of shares after the Offering may affect the market price of the shares

In connection with the Offering, certain shareholders have agreed to a lock-up arrangement with the Managers. In addition, certain members of the Company's management have agreed to a lock-up arrangement with the Managers. A lock-up arrangement is an undertaking, with certain exceptions, not to sell shares for a certain period. Although the lock-up arrangements restrict the ability of certain shareholders and Company management to sell the shares during a specified time period, subject to certain termination events with respect to the restrictions, the Managers may, in their sole discretion and at any time, waive the restrictions on sales of the shares during this time period. When these lock-up arrangements expire, or if they are waived or terminated by the Managers, the shares that are subject to the lock-up arrangements will be available for sale in the public market or otherwise. Sales of substantial amounts of shares following the Offering, regardless of whether such sales are done by the sale of shares on the market or by way of a subsequent issuance of shares, or the perception that any such sales could occur, could adversely affect the market price of the shares and may make it more difficult for holders to sell their shares at a time and price that they deem appropriate.

Investors with a reference currency other than the euro will become subject to certain foreign exchange risks when investing in the shares

The Company's equity capital is denominated in EUR and any dividends on the shares will be primarily paid in EUR. Investors whose reference currency is a currency other than the EUR may be adversely affected by any reduction in the value of the EUR relative to the respective investor's reference currency. Any depreciation of the EUR in relation to such foreign currency will reduce the value of the investment in the shares or any dividends in foreign currency terms, and any appreciation of the EUR will increase the value in foreign currency terms of any such investment or dividends. In addition, such investors could incur additional transaction costs in converting EUR into another currency. Investors whose reference currency is a currency other than EUR are therefore urged to consult their financial advisors.

The Company's ability to pay dividends in the future may be constrained and depends on several factors

If declared by a shareholders' meeting, holders of the shares will be entitled to receive future dividends. Swedish law limits the ability of the Board of Directors and the Company to propose and declare dividends to certain funds legally available for that purpose. In addition, the Company's operations are conducted almost entirely through its subsidiaries and the Company's ability to generate cash to meet its obligations or to make future dividends, if any, is highly dependent on the earnings and the receipt of funds from subsidiaries via dividends or intercompany loans. As the amount of future dividend payments the Company may make, if any, will depend upon future earnings, financial condition, cash flows, working capital requirements, the receipt of funds from subsidiaries and other factors, it cannot be predicted whether a dividend will be proposed or declared in any given year.

Certain non-swedish shareholders may be unable to exercise their preferential rights

Under Swedish law, holders of shares will have certain preferential rights in respect of certain issues of shares, unless those rights are disapplied by a resolution of the shareholders at a general meeting or the shares are issued on the basis of an authorisation to the Board of Directors under which it may disapply the preferential rights. Securities laws of certain jurisdictions may restrict the Company's ability to allow participation by shareholders in such jurisdictions in any future issue of the shares carried out on a preferential basis in a rights offer.

Shareholders in the United States as well as certain other countries may not be able to exercise their preferential rights to participate in a rights offer or a buy-back offer, as the case may be, including in connection with an offering below market value, unless the Company' decides to comply with local requirements, and in the case of the United States, unless a registration statement under the Securities Act is effective with respect to such rights or an exemption from registration requirements is available. In such cases, shareholders resident in such non-Swedish jurisdictions may experience a dilution of their holding of shares, possibly without such dilution being offset by any compensation received in exchange for subscription rights. It is not possible to predict whether local requirements will be complied with or that any registration statement would be filed in the United States so as to enable the exercise of such holders' preferential rights or participation in any rights offer or buy-back offer.

Forward-looking statements and presentation of financial and other data

Forward-looking statements

This Prospectus contains various forward-looking statements that reflect management's current views with respect to future events and anticipated financial and operational performance. Forward-looking statements as a general matter are all statements other than statements as to historical facts or present facts or circumstances. The words "believe," "expect," "anticipate," "intend," "may," "plan," "estimate," "will," "should," "could," "aim" or "might," or, in each case, their negative, or similar expressions, identify certain of these forward-looking statements. Other forward-looking statements can be identified in the context in which the statements are made. Forward-looking statements appear in a number of places in this Prospectus, including, without limitation, in the sections entitled "*Summary*", "*Risk factors*", "*Share Capital and ownership structure—Dividend policy*", "*Operating and financial review*", "*Market overview*" and "*Business overview*" and include, among other things, statements relating to:

- the Company's strategy, outlook and growth prospects, including its operational and financial objectives;
- the Company's ability to manage its growth and identify and enter into contracts with new customers;
- the cost, timing and development of new products and services;
- regulations and legislative changes, and the timing and expected expansion in certain geographic and regulated markets;
- the competitive environment in the market in which the Company operates;
- the expected growth and other developments of the online gambling and live casino industries; and
- the Company's dividend policy and ability to pay dividends.

Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurances that they will materialise or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors, including, among others:

- conditions in the online gambling and live casino industries and general economic conditions, particularly in future regulated markets, and the Company's ability to adapt to changes in regulations and market conditions;
- the suspension, revocation or invalidation of any of the Group's permits/licenses;
- the Company's ability to meet and anticipate customer and end user preferences and demands for products and services;
- the Company's ability to improve its operational and technical systems and managerial controls and procedures to keep pace with the Company's growth;
- the Company's ability to successfully manage its growth, including through the implementation of corporate, corporate governance and risk management policies and controls, and execute its growth strategy, including the integration any future acquisitions;
- the actions or results of operations of the Company's competitors in the markets in which it operates;
- the effects of changes in interest rates and foreign exchange rates, in particular the GBP and USD against the EUR and SEK;
- political and regulatory developments in the markets in which the Company operates; and
- the Company's ability to attract, motivate and retain our qualified personnel and dealers.

Additional factors that could cause the Company's actual results, performance or achievements to differ materially include, but are not limited to, those discussed under "*Risk Factors*".

These forward-looking statements speak only as of the date of this Prospectus. The Company expressly undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by law or regulation. Accordingly, prospective investors are cautioned not to place undue reliance on any of the forward-looking statements herein.

Presentation of financial and other data

Presentation of financial and other data

This Prospectus contains the Company's audited consolidated financial statements as of and for the years ended 31 December, 2014, 2013 and 2012, which have been prepared in accordance with IFRS as adopted by the European Union ("**IFRS**") and audited by our independent auditors, Öhrlings PricewaterhouseCoopers AB ("**PwC**"), as set forth in their audit report included elsewhere herein.

We present our financial statements in Euros. For additional currency and exchange rate information, see "*Currency*" and "*Operating and financial review*".

On 9 December 2014, the Group reorganised by establishing a new parent company (Evolution Gaming Group

AB (publ)) in Sweden. The reorganisation was done through an issue in kind where each share in the previous parent company (Evolution Core Holding Limited) was exchanged for a share in the newly established Swedish parent company Evolution Gaming Group AB (publ).

From an accounting perspective, IFRS 3 "Business Combinations" applies to the reorganisation of a group because such reorganisation is classified as a common control transaction. A generally acceptable accounting policy applicable to common control transactions is predecessor basis accounting. Predecessor basis accounting means that pre-combination book values of the existing group are transferred into the newly established company's consolidated financial statements, as no substantive economic change has occurred through the transaction. This means that the consolidated financial statements of Evolution Gaming Group AB (publ) reflect the predecessor carrying amounts of the previous group with Evolution Core Holding Limited as the parent company, with comparative information presented for all periods included in the financial statements.

Non-IFRS financial measures

The following financial measures included in this Prospectus are not measures of financial performance or liquidity under IFRS:

- EBIT: EBIT means adjusted earnings excluding items affecting comparability, and before interest and taxes.
- EBIT margin: EBIT margin represents EBIT as a percentage of revenue.
- EBITDA: EBITDA means adjusted earnings excluding items affecting comparability, and before interest, taxes, depreciation and amortisation.
- EBITDA Margin: EBITDA margin represents EBITDA as a percentage of revenue.
- Items affecting comparability: Items affecting comparability represents items that are not directly normal operations of the Company or that are non-recurring, for example costs for transactions and restructuring.

The non-IFRS financial measures presented herein are not recognised measures of financial performance under IFRS, but measures used by management to monitor the underlying performance of our business and operations. In particular, the non-IFRS financial measures should not be viewed as substitutes for revenue, other income, operating profit/loss, profit/(loss) for the period, cash flows from operating activities at period end or other income statement or cash flow items computed in accordance with IFRS. The non-IFRS financial measures do not necessarily indicate whether cash flow will be sufficient or available to meet the cash requirements and may not be indicative of the Company's historical operating results, nor are such measures meant to be predictive of the Company's future results.

The Company has presented these non-IFRS measures in this Prospectus because it considers them to be important supplemental measures of the Company's performance and believe that they are widely used by investors comparing performance between companies. Since not all companies compute these or other non-IFRS financial measures in the same way, the manner in which management has chosen to compute the non-IFRS financial measures presented herein may not be comparable with similarly defined terms used by other companies.

Adjustments

Certain financial and other information that is presented in the Prospectus has been rounded off in order to make the information more accessible for the reader. Consequently, in certain columns the numbers do not exactly correspond to the stated total amount.

Currency

In this Prospectus, all references to: (i) "**EUR**" are to euro, the single currency of the member states (the "**Member States**") of the European Union participating in the European Monetary Union having adopted the EUR as its lawful currency; (ii) "**SEK**" are to the lawful currency of the Kingdom of Sweden; (iii) "**USD**" are to United States Dollars, the lawful currency of the United States and (iv) "**GBP**" are to Great Britain Pounds, the lawful currency of the United Kingdom.

Trademarks

The Company owns or has rights to certain trademarks, trade names or service marks that it uses in connection with the operation of its business. The Company asserts, to the fullest extent under applicable law, its rights to the Company's trademarks, trade names and service marks.

Each trademark, trade name or service mark of any other company appearing in this Prospectus belongs to its holder. Solely for convenience, the trademarks, trade names and copyrights referred to in this Prospectus are listed without the ™, ® and © symbols.

Market data

Information provided in this Prospectus on the market environment, market developments, growth rates, market trends and on the competitive situation in the markets and regions in which the Company operates is based on data, statistical information and reports by third parties and/or prepared by the Company based on its own information and information in such third-party reports. In particular, the Company has sourced information on the historical and future growth, size and value of the online gambling, live casino and mobile gambling markets and market segments from H2 Gambling Capital ("**H2GC**") as of 9 February 2015. In addition, the Company has sourced information from publicly available reports of the gaming industry.

While the Company believes that it has accurately reproduced such third-party information, neither the Company nor the Managers have verified the accuracy of such information, market data or other information on which third parties have based their studies. As far as the Company is aware and is able to ascertain from information published by these third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading. Market studies are frequently based on information and assumptions that may not be exact, and their methodology is by nature forward-looking and speculative.

This Prospectus also contains estimates of market data and information derived therefrom that cannot be gathered from publications by market research institutions or any other independent sources. Such information is prepared by the Company based on third-party sources and the Company's own internal estimates, including from a study of the market that the Company has commissioned from H2GC. In many cases there is no publicly available information on

such market data, for example from industry associations, public authorities or other organisations and institutions. We believe that the Company's estimates of market data and information derived therefrom are helpful in order to give investors a better understanding of the industry in which the Company operates as well as the Company's position within the industry. Although the Company believes that its internal market observations are reliable, the Company's estimates are not reviewed or verified by any external sources. All information regarding market sizes in this prospectus is given in terms of GGR at the online casino operator level. According to the management of the Company, the actual market size for service and game providers, including Evolution Gaming, is approximately 10-15 percent of online casino operator GGR. While the Company is not aware of any misstatements regarding the industry or similar data presented herein, such data involves risks and uncertainties and is subject to change based on various factors, including those discussed under the heading "*Risk factors*" in this Prospectus.

Invitation to acquire shares in Evolution Gaming Group AB (publ)

Evolution Gaming and the Selling Shareholders have resolved to diversify the Company's ownership base. As a result, the Board of Directors has applied for a listing of the Company's shares on Nasdaq First North Premier and, in connection therewith, to conduct the offering of the Company's shares to the general public.

Pursuant to the terms and conditions set forth in the Prospectus, investors are hereby offered to acquire 13,824,267 existing shares from the Selling Shareholders, corresponding to approximately 38.4 percent of the total number of shares in the Company. Certain of the Selling Shareholders have reserved the right, in the event of sufficient demand, to increase the number of shares in the Offering by up to 1,798,516 additional existing shares, corresponding to up to approximately 5.0 percent of the total number of shares in the Company.

In order to cover over-allotment, if any, in connection with the Offering, certain of the Selling Shareholders have undertaken, at the request of the Managers, to sell up to 2,343,415 additional existing shares corresponding to a maximum of 15 percent of the number of shares comprised by the Offering (the "**Over-allotment option**"), representing up to approximately 6.5 percent of the total number of shares in the Company.

If the right to increase the Offering is fully exercised, the Offering will comprise up to 15,622,783 shares, corresponding to up to 43.4 percent of the total number of shares in the Company. If the right to increase the Offering and the Over-allotment option are both fully exercised, the Offering will comprise up to 17,966,198 shares, corresponding to up to 49.9 percent of the total number of shares in the Company.

The Offering price will be determined through a book-building procedure and, consequently, will be based on investor demand and general market conditions. The Offering price will be established within the range of SEK 70–80 per share. The Offering price per share will be published on or about 20 March 2015.

Based on the price range, the total value of the Offering amounts to approximately SEK 968–1,106 million, and approximately SEK 1,258–1,437 million in the event that the Offering is increased in full and the Over-allotment option is exercised in full. The Company's total costs attributable to the Offering and the listing of its shares on Nasdaq First North Premier, including payment to the issuing institute and other advisors, commissions paid to the Managers and other estimated transaction costs are estimated to amount to a maximum of approximately EUR 4.5 million, of which EUR 0.7 million was recognised in 2014 and the remainder of which will be recognised in 2015. The Company will not receive any proceeds from the sale of shares in the Offering.

Swedbank Robur Fonder and four additional investors (Staffan Persson, Peter Lindell, Erik Selin and Niclas Eriksson) (the "**Cornerstone Investors**") have agreed to acquire shares in the Offering. Swedbank Robur Fonder has agreed to acquire shares in the Offering equivalent to 9.5 percent of the Company's shares, and the four additional investors have agreed to acquire a number of shares in the Offering for a total amount of SEK 215 million, equivalent to approximately 8.0 percent of the Company's shares (assuming that the price of the Offering is determined to the midpoint of the price range). The Cornerstone Investors will consequently hold a maximum of approximately 18.0 percent of the Company's shares following completion of the Offering.

Each Cornerstone Investor's commitment is subject to, among other things: (i) listing of the shares such that the first day of trading in the Company's shares occurs no later than 31 March 2015; (ii) such Cornerstone Investor being allocated in full the shares relating to its commitment; (iii) the Company achieving a free float (defined as the percentage of the Company's shares not owned by Selling Shareholders) of at least 30 percent of the Company's share capital following the Offering; and (iv) the final Offering price not exceeding SEK 80 per share.

Background and reasons

Evolution Gaming was established in 2006 and was one of the first providers of B2B live casino solutions in Europe. The Company has since developed into a market leader in the European market. The Company develops, produces, markets and licenses fully integrated B2B live casino solutions to operators. Evolution Gaming operates its own production studios in Latvia and Malta, as well as two on-premise studios inside two customers' land-based casinos in Italy and Spain.

Live casino gained a foothold in the European market in 2006, at a time when random number generated ("**RNG**") online casino games had been established for several years. Prior to 2006, the internet bandwidth and hardware capabilities in Europe were not sufficient to successfully implement live casino, which is dependent on high-quality video production and online streaming capacity, and technology providers were unable to produce a live casino solution that would garner interest from tier 1 operators in Europe. Evolution Gaming has since played a large role in developing and refining the live casino concept and making live casino an increasingly important component of the operators' product offerings. According to H2 Gambling Capital ("**H2GC**"), the live casino market has grown from EUR 87 million in 2008 to EUR 771 million in 2014, corresponding to a CAGR of 43.8 percent. During the same period, live casino's share of the total online casino market has grown from 5.9 percent to 24.0 percent.

Since 2006, Evolution Gaming has been at the forefront of developing the live casino concept and is positioned as the market leader in providing B2B live casino solutions to operators, with strong reputation of innovation as well as focus on compliance, fraud and risk management. The Company has been named the "*Live Casino Supplier of the Year*" at the EGR B2B Awards for five out of five years, and the Company's Immersive Roulette game recently won the "*Game of the Year*" award at the 10th annual EGR Operator Awards, an award voted upon by a group of industry participants and operators. The Company has in recent years made large investments in the platform, and has implemented several key strategic initiatives with an aim to improve the Company's operational efficiency, increase the scalability of the Company's systems and support future growth. Although investing in its operating platform, the Company has had a solid financial performance and increased revenue from EUR 31.3 million in 2012 to EUR 48.5 million in 2014, corresponding to a CAGR of 24.6 percent, while maintaining an average EBITDA margin of 33.2 percent throughout the period. In 2014, revenue grew by 25.2 percent and EBITDA grew by 49.8 percent as compared to revenue and EBITDA figures for 2013.

The Board of Directors believes that a listing of the Company's shares on Nasdaq First North Premier is an important next step in the Company's continued development. The Board of Directors believes that broadening and diversifying the shareholder base of the Company, and enabling employees and other shareholders to realise joint ownership of the Company, enhances the prospect of increased awareness of the Company and strengthens the Evolution Gaming brand. The Board of Directors and the management team believe this is important to be able to attract new customers and employees, and to retain skilled personnel with the Company. The listing of the Company's shares will also represent a seal of quality for the Company, which could have a positive impact on the Company's relationships with its customers and other stakeholders. Furthermore, Evolution Gaming's Board of Directors has resolved on the objective, subject to market conditions, of listing the Company on the Nasdaq Stockholm main market within 12 months after the completion of the listing on Nasdaq First North Premier.

In other respects, reference is made to the full particulars in the Prospectus, which has been prepared by the Board of Directors on account of the application for listing of the Company's shares on Nasdaq First North Premier and the Offering made in connection therewith. The Board of Directors is responsible for the content of this Prospectus. It is hereby assured that all reasonable precautionary measures have been taken to ensure that the information contained in this Prospectus, as far as the Board of Directors is aware, corresponds to the facts and that nothing has been omitted that would affect its import. In the event that information comes from a third party, the information has been correctly reflected and no information has been omitted in a way that would render the reflected information false or misleading.

Stockholm, 9 March 2015

Evolution Gaming Group AB (publ)
Board of Directors

Terms and conditions

The Offering

The Offering is comprised of 13,824,267 existing shares, representing 38.4 percent of the total number of shares in the Company. The Offering is divided into two parts: (i) the offering to the general public in Sweden;[1] and (ii) the offering to institutional investors in Sweden and abroad.[2] The outcome of the Offering will be published through a press release on or about 20 March 2015.

Increase of the Offering

Certain of the Selling Shareholders have reserved the right, in the event of sufficient demand, to increase the Offering by up to 1,798,516 additional existing shares, representing not more than 5.0 percent of the total number of shares in the Company.

Over-allotment Option

The Offering may include up to 2,343,415 additional existing shares, corresponding to a maximum of 15 percent of the number of shares comprised by the Offering, if the Over-allotment option is exercised by the Managers to cover potential over-allotments or short positions in the Offering, as described in the section "*Legal Considerations and Supplementary Information—Plan of distribution*".

Allotment of shares

The allotment of shares for each part of the Offering will be based on demand. The allotment will be determined by the Selling Shareholders in consultation with the Managers.

Book-building process

To achieve market-based pricing of the shares in the Offering, institutional investors will be given the opportunity to participate in a book-building process by submitting expressions of interest. The book-building process will take place during 10 March – 19 March 2015. The Offering price for all shares in the Offering will be determined through this process. This book-building process may be terminated prior to the date indicated herein. Announcement of such termination will be made through a press release via one or more international news agencies. Refer to the section "*—Application—The institutional offering*".

Offering price

The Offering price for the shares in the Offering is expected to be set within the range of SEK 70-80 per share. The price range has been set by the Selling Shareholders in consultation with the Managers, based on the anticipated investment interest from institutional investors. However, the Offering price to the general public will not exceed SEK 80 per share. No brokerage commission will be charged. The final Offering price will be announced through a press release on or about 20 March 2015.

Application

The Offering to the general public

Applications for the acquisition of shares within the terms of the Offering to the general public should be made during the period from 10 March – 18 March 2015, and should relate to a minimum of 200 shares and a maximum of 10,000 shares[3], in even lots of 100 shares each. Applications shall be made using the special application form, which can be obtained at the offices of Carnegie or can be ordered from the Company.

Application forms are available on the Company's website (www.evolutiongaming.com), as well as on the website of Carnegie (www.carnegie.se). Applications must have been received by Carnegie no later than 5:00 p.m. (CET) 18 March 2015. Note that certain bank offices close before 5:00 p.m. Applications received late, as well as incomplete or incorrectly completed application forms, may be discarded. No amendments or additions may be made to the pre-printed text of the application form. Each person may complete and submit only one application, and only the application that Carnegie register first will be considered. Note that the application is binding.

APPLICATIONS VIA CARNEGIE

Applicants applying to acquire shares with Carnegie must have a securities account, service account or securities depository account with a Swedish securities institution of their choice, or a securities depository account or Investment Savings Account with Carnegie. Applicants who do not have a securities account, service account or securities depository account with a securities institution of their choice, or a securities depository account or Investment Savings Account with Carnegie, must open such an account prior to submission of the application form. Note that it may take some

[1] The offering to the general public refers to the offer of shares to private individuals and legal entities who subscribe for a maximum of 10,000 shares.
[2] The institutional offering refers to private individuals and legal entities who subscribe for more than 10,000 shares.
[3] Parties who wish to subscribe for more than 10,000 shares must contact the Managers with what is stipulated in "*–Application–The institutional offering*".

time to open a securities account, service account, securities depository account or an Investment Savings Account. For customers with an Investment Savings Account, Carnegie will, if the application results in allotment, acquire the corresponding number of shares in the Offering for further sale of the shares to the customer at the price of the Offering. Applicants with a securities depository account with specific rules on securities transactions, such as endowment insurance, or an Investment Savings Account, must check with their bank or institution managing the account as to whether the acquisition of shares within the terms of the Offering is possible. Note that the application must be submitted via the bank or institution with the account. The application shall otherwise be made using the specific application form, which can be submitted at one of Carnegie's offices in Sweden or sent by post to:

Carnegie Investment Bank AB (publ)
Transaction Support
Regeringsgatan 56
SE-103 38 Stockholm
Sweden

APPLICATIONS VIA AVANZA

Individuals in Sweden who have Avanza Bank AB ("**Avanza**") as custodian can register via Avanza's internet service. Full details of the application procedure via Avanza are available at Avanza's website (www.avanza.se). Application via Avanza's internet service can be done until 18 March 2015.

The institutional offering

Institutional investors in Sweden and from abroad are invited to participate in a book-building process from 10 March – 19 March 2015. Applications from institutional investors in Sweden and from abroad shall be submitted to Carnegie (in accordance with certain instructions), or SEB Equities (in accordance with certain instructions). See "*Legal considerations and supplementary information—Plan of Distribution*".

Allotment

Decision on allotment of shares is made by the Selling Shareholders after consultation with the Managers, whereby the goal will be to achieve a good institutional ownership base and a broad distribution of the shares among the general public, in order to facilitate a regular and liquid trading in Evolution Gaming's shares on Nasdaq First North Premier. The allotment does not depend on when the application is submitted during the application period. Only one application per person will be considered.

The offering to the general public

In the event of oversubscription, allotment may take place with a lower number of shares than the application concerns, at which allotment wholly or partly may take place by random selection. Allotment to those receiving shares will occur, firstly, so that a certain number of shares are allotted per application. In addition thereto, shares will be allotted applying a percentage of the excess number of shares that the application concerns, the percentage will be the same for all subscribers, and the allotment will only take place in even lots of 100 shares. Employees and certain related parties to Evolution Gaming as well as customers of Carnegie and SEB may be considered separately during allotment. Allotment may also be made to employees of the Managers, however, without priority. In such cases, the allotment takes place in accordance with the rules of the Swedish Securities Dealers Association and the Swedish Financial Supervisory Authority's regulations.

The institutional offering

Decision on the allotment of shares within the offering to institutional investors in Sweden and abroad will, as mentioned above, be made with the aim of achieving a good institutional ownership base in Evolution Gaming. Allotment among institutions that have submitted expressions of interest will be made on a wholly discretionary basis. However, the Cornerstone Investors will be given priority in relation to other investors up to the full amount of the shares which they have undertaken to acquire. In addition, the chairman of the Board of Directors Joel Citron has confirmed that he will apply for the acquisition of shares in the Offering to a value corresponding to EUR 500 thousand, which be allotted to him.

Information regarding allotment and settlement

The Offering to the general public

Allotment is expected to take place 20 March 2015. Shortly thereafter, a contract note will be sent to those that have received allotment in the Offering. Those who have not been allotted shares will not be notified. Information about allotment is also expected to be provided from 09.00 a.m. (CET) on 20 March 2015 for applications received by Carnegie via telephone +46 (0)8 5886 9487. To receive information regarding allotment the following information must be provided: (1) name, (2) personal identity number/corporate registration number, (3) securities account, service account, Investment Savings Account or securities depository account number with (4) the bank or securities institution. Acquired and allotted shares shall be settled in cash in accordance with instructions on the contract note, on 24 March 2015 at the latest.

PAYMENT FOR SHARES ALLOTTED THROUGH CARNEGIE
Payment for allotted shares shall be made in accordance with instructions on the received contract note. Full payment for allotted shares shall be paid in cash via bankgiro 507-7409 on 24 March 2015 at the latest.

PAYMENT FOR SHARES ALLOTTED THROUGH AVANZA
Those who signed up via Avanza's internet service will receive confirmation of the allotment by the establishment of a contract note to the specified account, which is expected to happen on or about 24 March 2015.

INSUFFICIENT OR INCORRECT PAYMENT
If sufficient funds are not available on the bank account, securities depository account or Investment Savings Account on the settlement date or if full payment is not made in due time, allotted shares may be transferred and sold to another party. The party who initially received allotment of shares in the Offering may bear the difference, should the offer price in the event of such a transfer be less than the Offer price in the Offering.

The institutional offering
Institutional investors are expected to receive information regarding allotment in a particular order on or about 20 March 2015, after which contract notes will be distributed. Full payment for allotted shares shall be paid in cash no later than 24 March 2015. Note that if full payment is not made in due time, allotted shares may be transferred to another party. The party who initially received an allotment of shares in the Offering may be liable for the difference, should the offer price in the event of such a transfer be less than the offer price in the Offering.

Undertakings to acquire shares
The Cornerstone Investors have agreed with the Selling Shareholders, the Global Coordinator and the Joint Bookrunners to acquire, on the same terms as the other investors, shares in the Offering. Swedbank Robur Fonder has agreed to acquire 9.5 of the Company's shares and votes and the four other investors have agreed to acquire shares in the Offering for a total amount of SEK 215 million, equivalent to in total approximately 8.0 percent of the Company's shares and votes (assuming that the price of the Offering is determined to the midpoint of the price range). Swedbank Robur Fonder and the four investors will together hold a maximum of approximately 18.0 percent of the Company's shares and votes following the Offering. Neither Staffan Persson, Peter Lindell, Erik Selin nor Niclas Eriksson's shareholding will after such acquisition exceed 3.0 percent of the Company's shares and votes. Hence, the undertakings correspond to a maximum of approximately 35 percent of the Offering (assuming that the price of the Offering is determined to the midpoint of the price range, that the Offering is increased in full and that the Over-allotment Option is exercised in full).

The Cornerstone Investors will not receive any compensation for their respective undertakings and the Cornerstone Investors' investments are made on the same terms as the other investors. The Global Coordinator, Joint Bookrunners, the Selling Shareholders and the Company's Board of Directors deem the creditworthiness of the Cornerstone Investors to be satisfactory and believe that the Cornerstone Investors will be able to acquire the shares under their respective undertakings. The Cornerstone Investors' undertakings are however not secured by bank guarantee, blocked funds, pledge of collateral or similar arrangements. Each Cornerstone Investor's commitment is subject to, among other things: (i) listing of the shares such that the first day of trading in the Company's shares occurs no later than 31 March 2015; (ii) such Cornerstone Investor being allocated in full the shares relating to its commitment; (iii) the Company achieving a free float (defined as the percentage of the Company's shares not owned by Selling Shareholders) of at least 30 percent of the Company's share capital following the Offering; and (iv) the final Offering price not exceeding SEK 80 per share. If such conditions are not satisfied, the Cornerstone Investors will not be bound by their undertakings and may not acquire shares.

Cornerstone Investors	Undertaking (percent of the Company's shares and votes)	Number of shares
Swedbank Robur Fonder	9.5	3,417,185
Other Cornerstone Investors[1)]	8.0	2,866,664
Total[1)]	**17.5**	**6,283,851**

[1)] Assuming that the price of the Offering is determined to the midpoint of the price range.

Listing of the shares
The Board of Directors of Evolution Gaming has applied for a listing of Evolution Gaming's shares on Nasdaq First North Premier. Trading is expected to begin on or about 20 March 2015.

In the event that shares are not available on the acquirer's securities depository account, service account or securities account before on or around 24 March 2015, which means that the acquirer may not be able to sell those shares on Nasdaq First North Premier on the day the trading in the share begins, i.e. on or about 20 March 2015, but at the earliest when the shares are available on the securities depository account, service account or securities account. Moreover, trading will commence before the terms and conditions for the completion of the Offering have been fulfilled. Trading will be conditional upon completion of the Offering and should the Offering not be completed, any shares delivered shall be returned and any payments cancelled. Trading which

takes place on 20 March 2015 is expected to occur with delivery and settlement on 24 March 2015.

In connection with the Offering, the Managers may carry out transactions on Nasdaq First North Premier which stabilise the market price of the share or maintain the price at a level that deviates from what would otherwise prevail in the market. Refer to the section "*Legal considerations and supplementary information – Plan of distribution – Stabilisation*".

Announcement of the outcome of the Offering

The final outcome of the Offering will be announced through a press release which will be available on Evolution Gaming's website, www.evolutiongaming.com, on or about 20 March 2015.

Right to dividend

For acquirers, the shares offered carry a right to dividend for the first time on the record date for the dividend that occurs immediately after completion of the Offering. Payment will be administered by Euroclear Sweden AB ("**Euroclear**") or, for nominee-registered shareholdings, in accordance with the procedures of the individual nominee. The Board of Directors do not intend to propose dividends to be decided by the annual general meeting to be held in 2015. For more information, refer to the section "*Share capital and ownership structure—Dividend policy*".

Terms and conditions for completion of the Offering

The Selling Shareholders, the Company and the Managers intend to enter an agreement on the placing of shares in Evolution Gaming on 19 March 2015 (the "*Placing Agreement*"). For information regarding the terms and conditions for completion of the Offering and the Placing Agreement, see "*Legal considerations and supplementary information – Plan of distribution – Placing Agreement*".

Other information

The fact that Carnegie is the issuer agent does not imply that Carnegie regards any party that applies for shares in the Offering (the "**Acquirer**") as clients of the bank in connection with the Offering. Carnegie's and SEB's receipt and handling of application forms will not result in any client relationship between the Acquirer and respective bank. For the Offering, the Acquirer is only regarded as a client of the respective bank if the bank has advised the Acquirer about the Offering or has otherwise contacted the Acquirer individually about the Offering or if the Acquirer has applied via the bank's office or internet bank. The consequence of Carnegie and SEB not regarding the Acquirer as a client for the placement is that the rules for protecting investors under the securities market laws will not be applied to the placement. Among other things, this means *inter alia* that neither "client classification" nor "suitability assessment" will be applied to the placement. As a result, acquirers are themselves responsible for having adequate experience and knowledge to understand the risks associated with participation in the Offering.

Information about handling of personal information

Anyone acquiring shares in the Offering will submit certain information to Carnegie and SEB. Personal information submitted to Carnegie and SEB will be processed in data systems to the extent required to provide services and manage customer arrangements. Personal information obtained from sources other than the Acquirer may also be processed. The personal information may also be processed in the data systems of companies or organisations with which Carnegie and SEB cooperate. Information pertaining to the treatment of personal information can be obtained from Carnegie's or SEB's offices, which also accept requests for the correction of personal information. Address details may be obtained from Carnegie and SEB through an automatic procedure executed by Euroclear.

MAKE DECISION
CALL
FOLD
CALL to collect your BONUS
CALL
LIVE GAMES MENU

Market overview

Introduction

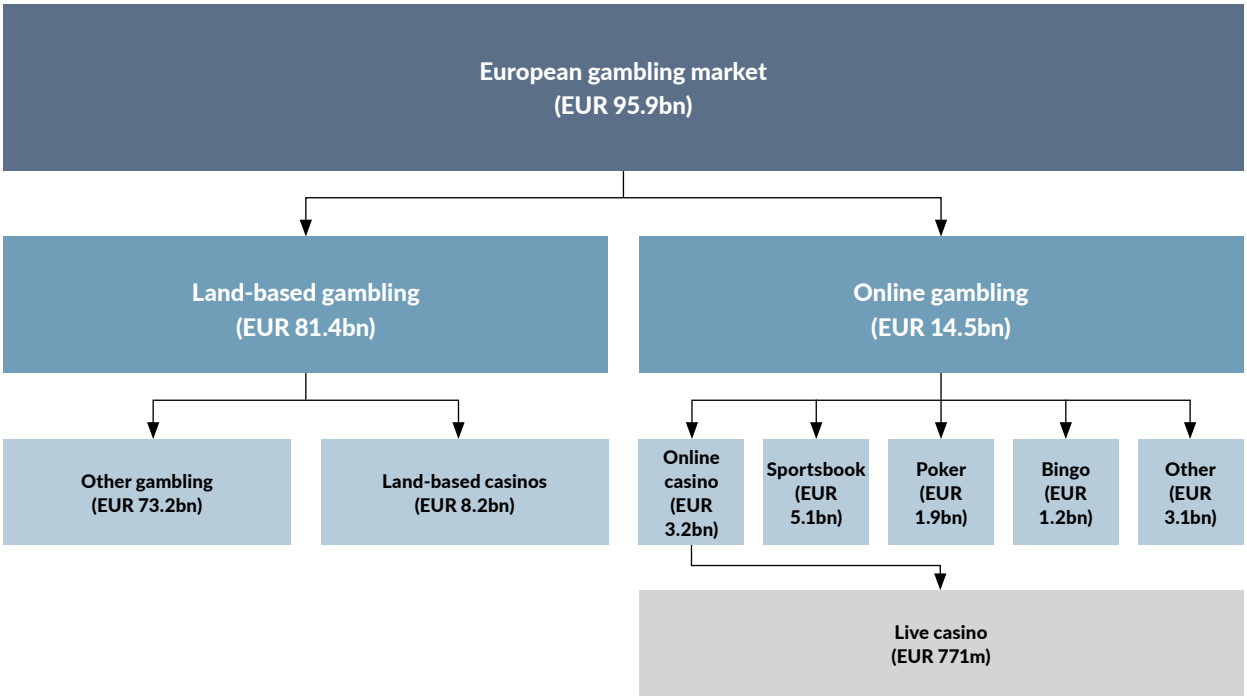
Evolution Gaming is a provider of live casino solutions in the European live casino market. Live casino gained a foothold in the European market in 2006, at a time when random number generated ("**RNG**") online casino games had been established for several years. Evolution Gaming believes the delay was primarily due to technological restraints, as the live casino concept is dependent on high-quality video production and online streaming capacity, each of which relies heavily on internet bandwidth and hardware capabilities. Prior to 2006, the internet bandwidth and hardware capabilities were not sufficient to successfully implement live casino, and technology providers were unable to produce a live casino solution that could garner interest from tier 1 operators in Europe.

The European live casino market has grown significantly since 2006. The Company believes such growth was driven primarily by factors such as hardware advances, higher broadband penetration, improved bandwidth and widespread adoption and popularity of mobile products and services. The live casino concept has been developed and refined and currently includes an extensive offering of games and tables, customisation possibilities, faster play and lower latency. These developments have contributed to making live casino an increasingly important component of the operators' product offerings. According to H2GC, the live casino market has grown from EUR 87[1)] million in 2008 to EUR 771 million in 2014, as measured by operator GGR, corresponding to a CAGR of 43.8 percent. This makes the live casino market the fastest growing segment within the total online casino market.

According to H2GC, the live casino market comprised 24.0 percent of the online casino market in 2014. Online casino is one of the largest segments of the online gambling market, and is surpassed only by online sportsbook betting. The total online gambling market is in turn small compared to the traditional land-based gambling market, and comprises only 15.1 percent of the total European gambling market, according to H2GC.

European gambling market overview

EUROPEAN MARKET SIZE 2013 MEASURED IN GGR



Source: H2GC

[1)] All information regarding market sizes in this prospectus is given in terms of GGR at the operator level. According to management of the Company, the actual market for service and game providers, including Evolution Gaming, is approximately 10-15 percent of operator GGR.

The European gambling market

Total gambling market

The European gambling market was estimated to be worth EUR 95.9 billion in 2014 according to H2GC. The gambling market is primarily made up of land-based gambling, including monopolised state lotteries and traditional land-based casinos, which amounted to EUR 81.4 billion in 2014, equivalent to approximately 84.9 percent of the total gambling market. The European gambling market grew at a CAGR of 1.2 percent between 2008 and 2014. H2GC expects traditional gambling to increase in Europe in the years to come which will contribute to a CAGR of 2.4 percent for the total European gambling market between 2014 and 2018.

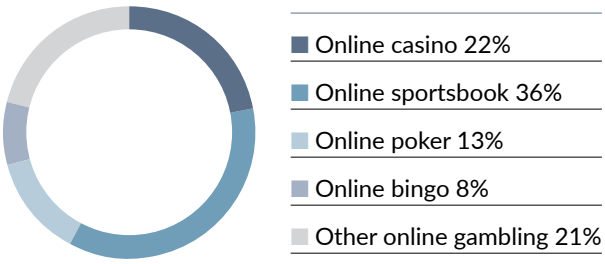
Online gambling and online casino

The European online gambling market amounted to EUR 14.5 billion in 2014, corresponding to approximately 15.1 percent of the total gambling market in Europe. The online gambling market is generally divided into five market segments; online sportsbook[1)], online casino, online poker, online bingo and other online gambling, such as lotteries.

In recent years, the European online gambling market has grown significantly faster than the total European gambling market. Between 2008 and 2014, the European online gambling market grew at a CAGR of 13.6 percent, and is expected to continue to grow at a CAGR of 7.2 percent between 2014 and 2018. Evolution Gaming has identified four fundamental factors which, according to the Company, have been, and will continue to be, key growth drivers of the European online gambling market. See "*Overview of main growth drivers of online gambling*" below.

Segments on the online gambling market

SHARE OF TOTAL GGR, %



Source: H2GC

Overview of main growth drivers of online gambling

Internet penetration

The penetration and expansion of the internet and internet access in Western Europe continues to improve, and has reached high figures in all countries in Western Europe. In Eastern Europe however, internet penetration is still increasing and is expected to contribute to the European online gambling market growth going forward.

Bandwidth capacity

The data transmission capacity is continuously increasing throughout Europe, which in turn enhances the end user experience of online gambling. The trend of rapidly increasing bandwidth capacity also puts pressure on operators and their technology providers, including Evolution Gaming, to improve the quality and features of the gambling experience for end users.

Payment solutions

Historically, end users have been reluctant to adopt internet payment methods as a secure and trusted means of transferring funds. In recent years however, end users have become more willing to make payments over the internet, which is contributing to the growth of the European online gambling market.

Mobile gambling

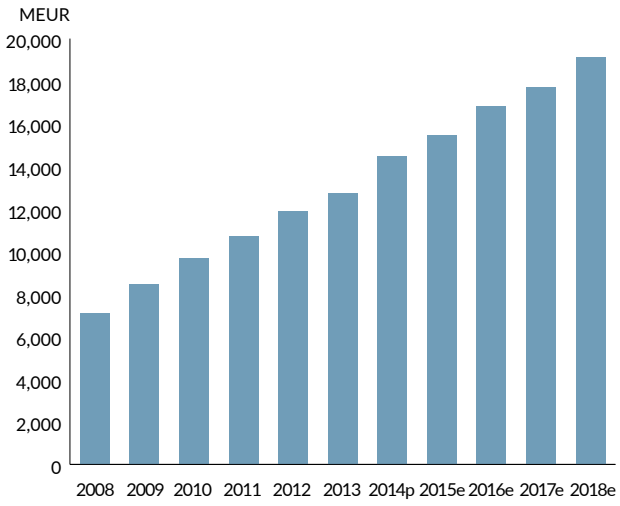
In recent years, the increased capabilities and capacity of smart-phones and tablets have contributed to market growth by enabling more end users to have constant access to high quality online casino.

[1)] Gambling/betting on sports

The online casino segment has been one of the fastest growing segments within the online gambling market in recent years and had a CAGR of 13.9 percent between 2008 and 2014, compared to 13.6 percent for the total European online gambling market, according to H2GC. The online casino segment is, according to H2GC, expected to grow at a CAGR of 6.0 percent between 2014 and 2018, and is forecast to reach a market size of EUR 4.0 billion in 2018.

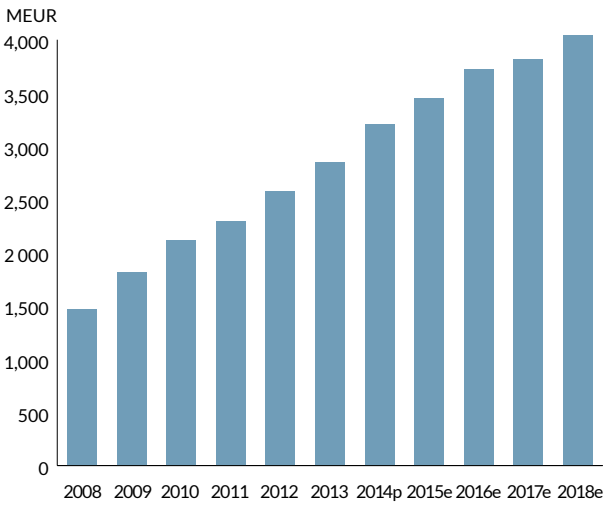
Online gambling development

EUROPEAN ONLINE GAMBLING GGR, EUR MILLION



Online casino development

EUROPEAN ONLINE CASINO GGR, EUR MILLION



Source: H2GC

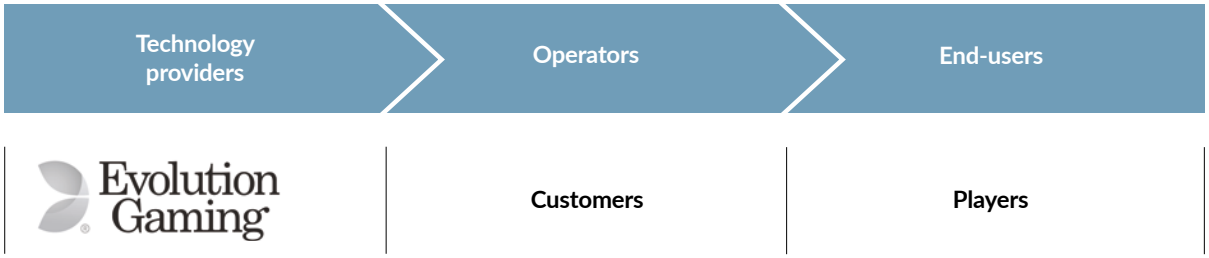
The European live casino market

Introduction

Evolution Gaming operates within the live casino market, the fastest growing segment of the online casino segment. Live casino is an interactive casino gambling experience, which is hosted by professional and experienced dealers, and is broadcast via a live video stream to end users through the online casino and gaming platforms of operators.

Value chain

The market participants within the live casino market can be divided into three categories: technology providers, operators and end users. Evolution Gaming is a technology provider that focuses on providing fully integrated live casino solutions to operators.



Customer segments

Technology providers supply two main groups of operators with live casino systems; online sportsbook operators and focused online casino operators.

ONLINE SPORTSBOOK OPERATORS

Online sportsbook operators offer end users a broad range of products within online gambling, including online casino and sportsbook betting, which typically is the largest and most important product for this type of operator, but often also for online casino and poker. The Company believes that live casino has in recent years strengthened its foothold among sportsbook operators and is currently regarded as a strategically important product by online operators.

ONLINE CASINO OPERATORS

Online casino operators are focused niche players in the online gambling market and offer live casino as one of several online casino games in their product offerings to end users. A majority of the other games offered are RNG-games, such as slots. Numerous land-based casinos have in recent years sought to expand their operations with online offerings in order to further capitalise on their extensive customer bases of offline players. Live casino can play an important role in helping these casinos migrate online, as live casino products and services can serve as a natural bridge for land-based casinos by offering existing offline players a familiar casino environment, videostreamed via an online interface.

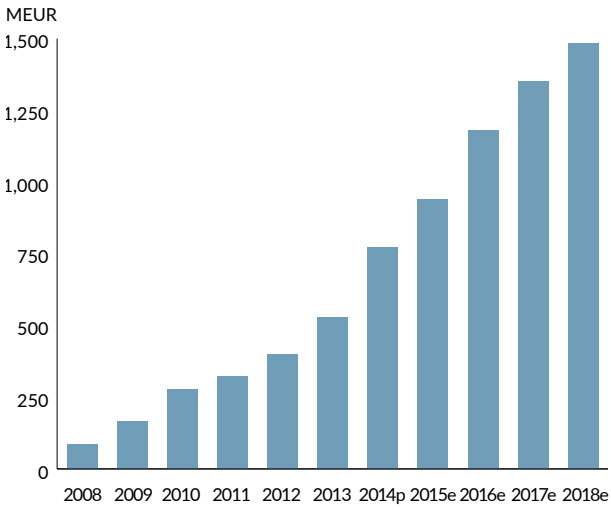
Market size and growth

According to H2GC, the live casino market has grown from EUR 87 million in 2008 to EUR 771 million in 2014, corresponding to a CAGR of 43.8 percent, making the live casino market the fastest growing market within the total online casino segment, based on data provided by H2GC. The Company believes the strong growth was driven primarily by factors such as hardware advances, higher broadband penetration, improved bandwidth and widespread adoption and popularity of mobile products and services. The live casino concept has been developed and refined by technology providers and currently includes an extensive offering of games and tables, customisation possibilities, faster play and lower latency. These developments have contributed to making the live casino experience an increasingly important component of the operators' product offerings.

According to H2GC, the live casino market is expected to continue to outgrow the rest of the online casino segment in the coming years. H2GC estimates that from 2014 to 2018 the live casino market will grow to EUR 1.5 billion, corresponding to a CAGR of 17.8 percent. The main drivers contributing to the market growth include, according to Evolution Gaming, technological developments, new distribution channels, regulation of markets, live casino becoming an increasingly important product for operators and online migration of traditional land-based casinos. Please see the section "*Market trends and growth drivers*" for further description of these drivers.

Live casino market size and growth

EUROPEAN LIVE CASINO GGR, EUR MILLION



Source: H2GC

Market trends and growth drivers

TECHNOLOGICAL DEVELOPMENTS

Live casino requires reliable and high speed broadband internet with substantial bandwidth and data capacity. Live casino utilises such connections to relay the real-time interface and data and video feeds to operators and the end users accessing the operators' various platforms. The global trend of increasing broadband penetration and improved bandwidth implies an expanding market and reach for live casino solutions, as more operators and end users gain access to high quality internet connections with the requisite bandwidth and data capacity. Improved bandwidth and technological developments, such as faster processers and more advanced software, enhance the live casino experience for end users, which facilitates end user acquisition and retention, and can increase the life-time and GGR attributable to each end user.

NEW DISTRIBUTION CHANNELS

New distribution channels include televisions and mobile platforms for smart-phones and tablets. In recent years, the increased capabilities and capacity of smart-phones and tablets have contributed to market growth by enabling more end users to have constant access to high quality online casino websites. The usage of smart-phones and tablets is expected to continue to grow over the next five years, and H2GC estimates that mobile gambling will comprise approximately 45 percent of the market share of online gambling in Europe by 2018. Together, technological developments and new distribution channels can enhance the reliability and quality of live casino and increase the size of, and access to, the operators' target market of end users, which could create general market growth and increase operator demand for live casino solutions.

A SPEARHEAD PRODUCT FOR NEWLY REGULATED MARKETS

Several online casino markets in Europe, such as Italy, Spain, Belgium and Denmark, have been regulated in recent years, and the Company expects the trend of increasing regulation to continue. Live casino has proven to be a spearhead product for new entrance into regulated markets. The introduction success of live casino is driven by numerous factors, including the nature and regulatory history regarding typical live casino games (e.g. roulette and blackjack), the ability to tailor live casino to local markets and cultures and the know how and experience of end users in newly regulated markets. The majority of live casino games are classic casino games that involve a person shuffling and dealing cards or spinning a roulette wheel, which are games that local casino regulators typically have a long history of regulating. Live casino games can be efficiently tailored to local markets, cultures and languages, which helps operators enter newly regulated markets with a familiar and local feel and look to their platforms, which, in turn, promotes adoption of their platforms and services by the local end users. Furthermore, end users in newly regulated markets do not have as much experience with online casino, and can be less trusting of games based on RNG-algorithms and software. In these markets, live casino solutions with a real-time video feed and interactions with the dealer can foster a higher degree of trust from end users new to online casino.

LIVE CASINO IS AN INCREASINGLY IMPORTANT AND STRATEGIC PRODUCT FOR OPERATORS

Live casino was historically provided as an add-on product to an existing online casino interface, but has since become an integral part of a complete online offering and often has its own tab on the home screen of operator websites and mobile apps. Online casino is becoming increasingly competitive and games are increasingly being viewed as commodities, resulting in minimal differences between operators' offerings. Live casino provides an opportunity to create unique, tailor-made game environments that are localised and customised to specific groups of end users. The Company believes that localised and customised live casino studios and the real-time interactions of end users with human dealers establish end user trust and enhance the lifetime duration and value of each end user. For several tier 1 operators, the Company believes that live casino has developed from an add-on ancillary product to a strategically important growth product which drives revenue for other products, such as sportsbook betting. The Company expects this trend to continue and contribute significantly to overall market growth.

TRADITIONAL LAND-BASED CASINOS ARE GOING LIVE

Traditional land-based casinos are increasingly expanding their operations to include an online offering in combination with their traditional casino operations. By migrating online, these traditional land-based casinos can leverage their strong brands to convert their current customer base into online players and increase the geographical reach of operations. This contributes to the growth of the broader online casino market by attracting new end users online. For technology providers, the offline-to-online migration will also increase the number of operators seeking to license products and services within live casino.

Competition

Although the live casino market is still fragmented with numerous small providers, the historical growth of the live casino market has prompted several online casino technology providers to enter the market. The Company believes that it has developed a market leading live casino solution, which has enabled the Company to reach a market leading position in Europe and a market share in 2014 of approximately 40–50 percent of the total European live casino market, as measured by GGR according to H2GC. The Company's belief is based on several factors, including H2GC's estimated total live casino GGR in Europe in 2014, the total GGR generated for operators through the Company's live casino solutions in 2014 and the Company's estimates regarding the number of tables operated.

Evolution Gaming competes with different type of companies, including focused niche live casino providers, online casino providers and companies that offer a broader product portfolio, such as solutions for sportsbook betting and lotteries. Evolution Gaming is focused on the live casino market and competes primarily against larger companies that offer a complete solution for several types of products, such as Playtech, rather than other providers of live casino solutions. The Company's main strengths and competitive advantages are described under "*Business overview – Strengths and competitive advantages*".

Regulation and legislation

Historically, the gambling industry has been regulated at a national level, and currently there is no European or international gambling regime. In many countries a regulatory regime for traditional land-based gambling exists but the laws in such countries often do not apply to casino and online live casino solutions. In Europe, the current trends appear to be towards regulation of online gambling on a national level rather than on an EU wide basis. As a B2B provider to the online casino industry, with no direct business relationship with the end user, Evolution Gaming has historically been indirectly affected by the online casino industry's laws and regulations, as such laws and regulations typically impact the Company's customers.

Regulation is an important driver for growth in online casino by adding legitimacy and potential for marketing of online casino. According to H2GC, over 80 percent of the online casino revenue in Europe in 2013 was generated offshore, i.e., either through non-EU licensees, unlicensed gambling or through EU-licensed operators providing and promoting gambling without obtaining country specific authorisations, e.g., operating under a .com domain.

However several European countries have introduced, or are in the process of introducing, new online gambling regulations, which will require operators, and in some cases even suppliers, to have, e.g., a country specific license, pay gambling taxes, operate from a country domain and report gambling statistics in order to bring operators and end users under supervision.

Business overview

Introduction to Evolution Gaming

Evolution Gaming develops, produces, markets and licenses fully integrated B2B live casino solutions to online casino operators. The Company was established in 2006 and was one of the first providers of B2B live casino solutions in Europe. The Company has since developed into a market leader in the European market. The Company provides an interactive live casino table game experience, which is hosted by professional and experienced dealers, and is broadcast via a live video stream to end users via the online casino and gaming platforms of operators. The Company has offices in the United Kingdom, Sweden, Malta and Latvia, and operates its own production studios in Latvia and Malta, as well as two on-premise studios inside two customers' land-based casinos in Italy and Spain. As of 31 December 2014, the Company operated over 120 tables. The Company's customers include a number of the tier 1 operators in Europe, as well as land-based casinos that are expanding their online operations. Evolution Gaming is a pure B2B system provider to operators and therefore has no direct business relationship with end users.

For the year ended 31 December 2014, Evolution Gaming had total revenues of EUR 48.5 million and EBITDA of EUR 17.0 million, corresponding to an EBITDA margin of 35 percent. As of 31 December 2014, the Company had approximately 940 full-time employees, with approximately 720 employed in Latvia, 210 employed in Malta and 10 employed in the United Kingdom. Approximately 75 percent of the Company's full-time employees are dealers.

History

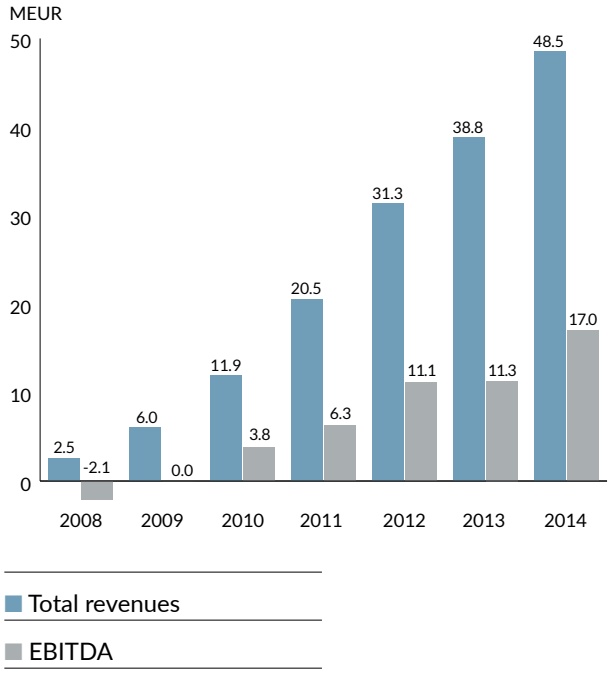
Live casino gained a foothold in the European market in 2006, at a time when RNG-based online casino games had been established for several years. Prior to 2006, the internet bandwidth and hardware capabilities in Europe were not sufficient to successfully implement live casino, which is dependent on high-quality video production and online streaming capacity, and system providers were unable to produce a live casino system that would garner interest from tier 1 operators in Europe. Evolution Gaming has since played a large role in developing and refining the live casino concept and making live casino an increasingly important component of the operators' product offerings.

The Company was established in 2006 and launched a live casino solution with Roulette, Blackjack and Baccarat table games operated from a production studio in Riga. The following year, the Company signed several customer agreements with operators and in 2009 a larger production studio in Riga was built to facilitate increasing demand from operators. In 2010, the Company received the first of its five consecutive "Live Casino Provider of the year" award at the EGR B2B Awards.

Since 2006, Evolution Gaming has been at the forefront of the live casino industry with a certificate approval by the Amministrazione Autonoma Monopoli di Stato in Italy and preliminary waiver approval for a Casino Services Industry Enterprise ("**CSIE**") license in New Jersey, USA. In addition, the Company was the first company in Latvia to achieve the latest ISO 27001:2013 global standard for information security management. The strong focus on compliance, security, fraud and risk management has, together with a solid live casino system, enabled the Company to enter several newly regulated markets as the first B2B live casino system provider. For example, in 2011 and 2012, Evolution Gaming was the first live casino system provider to enter the newly regulated markets of Italy and Denmark, respectively, and in 2013, the Company became the first certified live casino provider in Spain, where the Company broadcasts games from an on-premise production studio at a land-based casino.

In order to manage the rapidly growing customer base and increasing demand for the Company's services, Evolution Gaming invested heavily into its operating platform from 2011 to 2013, and now believes that it has reached an operational inflection point and grown beyond a critical mass. This inflection point and critical mass implies operational scalability and an increase in the quality of service. Evolution Gaming currently operates more than 120 tables and serves approximately 70 operators with the capacity to handle thousands of concurrent end users.

Revenue and EBITDA development (EUR million)[1)]



[1)] The information for 2008 – 2011 has been derived from the Group's internal accounting systems and has not been reviewed by the Company's auditor.

Mission and vision

Mission

To make operators successful and provide an excellent user experience for their end users.

Vision

To be the leading live casino provider in the world.

Financial objectives

In relation to its strategy, Evolution Gaming has formulated certain medium- to long-term financial objectives presented below. All statements in this section are forward-looking statements:

- **Growth:** To grow faster than the total European live casino market.
- **Profitability:** To maintain a sustainable EBITDA margin of at least 35 percent.

The assumptions on which the Company has based its medium to long term financial objectives include that:

- The Company is able to achieve revenue growth in the European live casino market, at a level approximately in line with the average level of market growth expected in the European live casino market according to H2GC.
- The Company is able to continue to develop its live casino offering by increasing its product and service offering, and is able to enhance the quality of its current offering, including with respect to the Company's high growth mobile offering, each in line with the Company's historical progress and with market and customer expectations and demands.
- The Company is able to continue to manage its costs and expenses (including, but not limited to, personnel expenses), and is able to maintain its current margin while managing the impact of its entrance into regulated markets, including the introduction or applicability of new taxes, further investments and expansion of its live casino offering and the continued growth and development of the Group's operations.
- The Company is able to maintain its current customer base, particularly with respect to its large tier 1 customers, and that existing customers continue to invest in their live casino-offering.
- The Company is able to maintain its market share in each of the jurisdictions in which it operates, and if newly regulated markets open up, Evolution Gaming is able to establish itself as a leading provider of live casino solutions in these newly regulated markets.
- The Company is able to maintain the permits/licenses and other regulatory approvals and authorisations required to operate in the jurisdictions in which the Group operates.

In preparing the medium- to long-term financial objectives, Evolution Gaming has assumed that no major adverse effects shall be forthcoming from significant changes, including without limitation, within the following areas:

- The regulatory environment, rules and regulations (including, but not limited to, accounting) applicable to the Group, the live casino industry, the Group's customers and the broader online casino industry.
- The strategies of the Group's major customers in sourcing products and services, including their use of third party providers, and renewing contracts covering services for their live casinos currently provided by the Group.
- The competitive landscape in the live casino and online gambling industries, including competitive pricing pressure, technological changes and developments in the market or competitors, and the Group's ability to continue to successfully deliver its products and services online.
- The existing political, fiscal, market or economic conditions, and the administrative, regulatory or tax-related treatment of the Group.

The financial objectives in this section consist of forward-looking statements and are based upon a number of assumptions. Such statements are no assurance for actual future results, and the Group's actual results may differ materially from these forward-looking statements due to a variety of factors, some of which are outside of the Group's control. In addition, unanticipated events may adversely affect the actual results that the Group achieves in future periods whether or not the assumptions prove to be correct. See "*Forward-looking statements and presentation of financial and other data—Forward-looking statements" and "Risk Factors*".

Strengths and competitive advantages

The Company considers itself to be well positioned to take advantage of the expected future growth in the European market for live casino systems. A summary of the competitive strength of the Company is presented below.

A European market leader within the fastest growing segment of the online casino market

The Company was one of the first providers of live casino to attract tier 1 operators of online casinos and gambling sites in Europe. Continuous investments in operations have since improved the quality of the Company's offerings and established the Company as a market leader in the European live casino market. According to H2GC, the European live casino market has grown at a CAGR of 43.8 percent between 2008 and 2014 and has outgrown both the total online casino segment and the total online gambling market during the period. This growth trend is expected to continue between 2014 and 2018, during which time the live casino market is expected to grow at a CAGR of 17.8 percent and continue to be the fastest growing market in the online casino segment. According to the Company, the main growth drivers of the live casino market include continued interest and investment from operators, the online migration of traditional land-based casinos, technological developments, such as increased internet penetration and bandwidth, new distribution channels, such as mobile, and the regulation of markets, which can expand the addressable end user base of the Company's customers and encourage further investment in live casino. For more information, please see "*Market overview – The European live casino market – Market trends and growth drivers*".

Highly reputed B2B service provider

The Company is a pure B2B provider that is focused on providing live casino to operators. This means that the Company has no direct business relationship with end users and does not receive funds or revenue directly from end users, and therefore, the Company has historically been able to avoid many of the risks that are typically associated with online gambling. All of the Company's revenue is generated through B2B agreements with operators.

Evolution Gaming believes it has a strong reputation as a leading and innovative provider of live casino solutions with a focus on security, fraud and risk management. The Company has been at the forefront of the live casino industry with certification from the Amministrazione Autonoma Monopoli di Stato in Italy and preliminary waiver approval for a CSIE license in New Jersey, USA. In addition, the Com-

pany was the first company in Latvia to achieve the latest ISO 27001:2013 global standard for information security management. The Company believes that its industry reputation and track-record will enable the Company to continue to attract new customers.

Fully focused on live casino

The Company is dedicated solely to live casino and commits all of its resources to the development of its live casino solutions. Accordingly, the Company focuses on ensuring the highest quality, security and speed of its offerings to operators. According to the Company, Evolution Gaming is the only large live casino solutions provider in Europe that is dedicated solely to live casino.

Extensive and respected live casino offering supported by scale advantages

Evolution Gaming has developed a best-in-class live casino solution and has won the "Live Casino Supplier Of The Year" award at the EGR B2B Awards for five out of five years between 2010 and 2014. In addition, the Company's "Immersive Roulette" game won the "Game of the Year" at EGR Operator Awards in 2014. Evolution Gaming enables its customers to offer end users high table liquidity, i.e. the ability to play on a large number of tables, and several different types of games, in combination with high quality of service through increasing uptime, digital video-delivery and large customisation capabilities such as dedicated studios with native speaking dealers, VIP-host services and blue screen studios.

The ability to successfully offer live casino solutions to operators is a complex and highly sophisticated process, as the live casino platform simultaneously, and in real-time, operates software and video, and is used to monitor and track dealer and end user data. A key factor for Evolution Gaming in reaching its current market position has been its scale advantages. The Company believes it has reached an operational inflection point and grown beyond a critical mass. This inflection point and critical mass implies operational scalability and an increase in the quality of service. Evolution Gaming currently operates approximately 120 tables and serves more than 70 operators with the capacity to handle thousands of concurrent end users.

Large customer base that forms an attractive distribution network

The Company has approximately 70 customers and believes that it supplies live casino to a majority of Europe's largest operators. The Company believes that its large customer base is a testament to its high quality live casino and its leading reputation and position in the European market. The Company has historically been successful in increasing the range of products and services offered. For example, the Company has developed certain customer relationships from a basic offering comprised of streaming generic roulette tables, to a complete offering, comprised of various table games with VIP-hosts in dedicated environments. The Company's broad customer base constitutes an attractive distribution network to which the Company can market additional products from its existing product portfolio and offer new and improved products and services.

Committed management team with an exceptional financial track-record

Evolution Gaming was founded in 2006 by its current CEO, deputy CEO and Creative Director. Since then, the Company expanded the management team and assembled a competent group of individuals with significant industry know-how. As the Company's management team has expanded, the Company has enjoyed significant growth while maintaining high margins. Revenue has grown from EUR 31.3 million in 2012 to EUR 48.5 million in 2014, corresponding to a CAGR of 24.6 percent, and the Company has maintained an average EBITDA margin of 33.2 percent throughout the same period. Members of the Company's management will continue to hold a significant stake in the Company after the initial public offering and are fully committed to lead Evolution Gaming in the next phase of the Company's development.

Strategy

In order to reach its financial objectives, the Company plans to continue to leverage its strengths and competitive advantages and implement the strategy outlined below.

Evolution Gaming aims to further strengthen its market position in the European live casino market and to outgrow its competitors. The Company's primary strategy in accomplishing these objectives is to continue to focus on the principal activities that promote and benefit its operations and offering. The Company believes this will be fundamental to future growth. The Company's principal activities that support and develop its operations and offering are product innovation, customer optimisation and operational excellence.

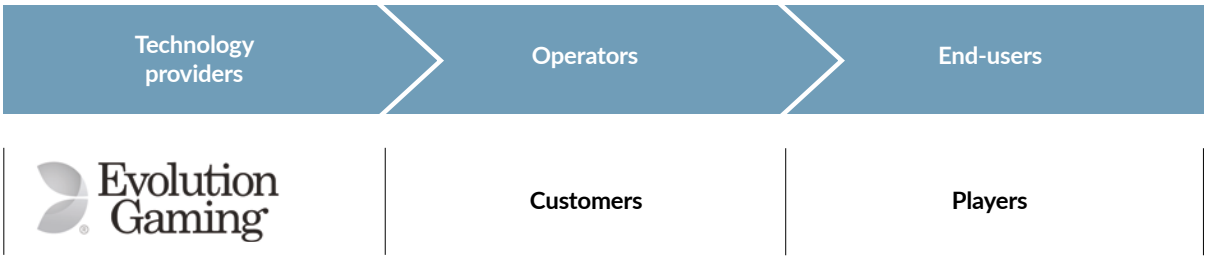
- **Product innovation.** Evolution Gaming aims to be at the forefront of innovation in the live casino market and is continuously enhancing the quality and size of its live casino offering. The Company has been successful in demonstrating its position as a market leader by developing new live casino game types with attractive features for operators and end users and by launching innovative games, which the Company believes set new standards for live casino offerings in Europe. Recent product launches include Immersive Roulette, a live casino game with 17 cameras and close-up slow motion replay sequences of "Hollywood-style" quality, which recently won the "Game of the Year" award at the 10th annual EGR Operator Awards, the Pre-Decision feature in Blackjack, which turns time in between blackjack hands into valuable betting periods, and the Bet Behind feature in Blackjack, which makes a Blackjack table accessible to a larger number of end users. The Company believes the increase in new product launches is an effect of reaching a critical mass of operations. In 2012, the Company launched one new core game and one new game derivative; in 2013, it launched eight new derivatives; and in 2014, it launched one new core game and eight derivatives. Seven of the new games launched during the period 2010-2014 and the derivatives have been developed for access and utilisation from smartphones and tablets. Evolution Gaming believes its focus on product innovation, with an aim to launch new types of games and enhance the quality and features of its existing game portfolio, will be a key factor underlying the Company's ability to outgrow its competitors in the European live casino market.

- **Customer optimisation.** The Company's existing customer base provides a large opportunity for marketing new and existing products and services to further develop each customer's live casino. The Company offers a range of customisation and localisation options for each customer, and the majority of the operators are yet to offer a full live casino experience to their end users. For example, very few operators currently use native speaking dealers for their dedicated live casino environments, which could potentially attract more end users from the specific countries. Generally, as operators expand their live casino platforms, e.g., adding dedicated tables and other customisation options, additional fees associated with such expansions can increase the Company's revenue. In addition, once operators invest to customise and update their live casino offerings, these gambling operators also tend to market live casino games more extensively to their end users, which can increase the number of end users placing bets via the live casinos and thus potentially enhance the Company's revenue derived from commission fees. The Company's existing customers also aid in attracting new operators, as customers meet and speak with other industry participants at trade shows and other meetings. Furthermore, the Company believes the importance of business intelligence services, i.e. using accumulated data and sophisticated software tools to analyse gambling data and interact in real-time with end users and operators, will increase and become an integral part of the Company's customer optimisation strategy in the future.
- **Operational excellence.** The Company believes its strong market position is primarily based on a competitive advantage stemming from its proven operational excellence, which the Company has developed by continuously aiming to supply live casino systems of high quality since its founding in 2006. Offering attractive, high-quality live casino solutions efficiently is difficult and complicated. The Company has a highly sophisticated operating platform that is controlled from the MCRs in Latvia and Malta, which simultaneously and in real-time operates and monitors software, video, employees and end user data in all of the Company's production studios in Latvia, Malta, Spain and Italy. The Company aims to continue to invest resources in its software solutions, hardware and employees in order to ensure that the Company offers high quality products and services with security and speed to its customers. The Company believes that the development of its operational excellence is fundamental to the Company's expansion and will help to fortify its market position due to improved relationships with existing customers and a stronger ability to attract new customers.

The online gambling and live casino markets are constantly evolving. The Company is continuously exploring new opportunities to grow and realise its vision of becoming the world's leading provider of live casino solutions. In the years to come, the Company believes that there are several trends that are of particular strategic importance and that the Company will strive to adapt to in order to continue to execute its business plan and strategy. Below is a summary of these trends.

- **Regulated markets.** Several countries have regulated their gambling markets in recent years, a trend which the Company expects to continue. As markets are regulated, new end users explore the online casino options, and may naturally gravitate to live casino gaming products that are tailored for a local "look and feel" with dealers that are fluent in the language of the regulated market. The Company believes that live casino is the most important product for newly regulated markets, as operators are able to customise tables and rooms for specific markets, which can help them to gain a foothold and first-mover advantage. The Company benefits from the regulation of new markets and the resulting increase in activity by gambling operators, and has effectively and quickly entered into newly regulated markets in the past, such as Italy, Spain, Belgium and Denmark. The Company's subsequent success in each of these markets demonstrates the positive impact that early entry into newly regulated markets can have on the Company's revenue and growth. Accordingly, market entry into newly regulated markets in Europe and elsewhere, such as North America and Asia, will continue to be a highly prioritised area for the Company going forward.
- **Land-based casinos.** Traditional land-based casinos constitute a substantial part of the total casino market. These land-based casinos typically have very attractive characteristics, including strong brand reputation and valuable customers, such as high-rollers with high customer loyalty. However, the market for land-based casinos is challenging and these casinos are looking to increase their reach, and consequently revenue, by adding an online offering into their business models. In this offline-to-online migration, live casino is, according to the Company, viewed as the natural bridge between online and land-based casinos. The Company aims to be the natural partner for traditional land-based casinos as they expand online in the years to come.
- **Mobile gambling.** Online casino via mobile devices such as smart-phones and tablets has grown substantially in recent years. Evolution Gaming released its first live casino game created for mobile devices in 2012, and has since focused on expanding and enhancing its mobile offering. The Company believes the live casino games released for mobile devices have been very successful and it anticipates an increase in the share of live casino games played via mobile devices. In 2014 approximately 13 percent of the GGR generated through the Company's live casino solutions was generated through mobile devices, up from approximately 5 percent in 2013. H2GC estimates that the mobile share of the European interactive gambling market was 18 percent in 2013, and it expects the mobile share to reach 45 percent in 2018. The Company aims to be the market leader within mobile live casino and intends to generate additional growth by continuing to invest in the development of the Company's mobile offering.

SIGNALLING
CCTV 1
CCTV 4
CCTV 2



Business model

Evolution Gaming's business model is to market, develop, operate and license live casino solutions to operators. These, in turn, market Evolution Gaming's live casino solutions to end users.

Revenue model

The contracts between the Company and its customers are based on the level of services and the types of tables accessed by the operator's end users. Basic agreements include access to broadcast from generic tables, while more complex agreements include dedicated tables and environments, VIP services, native-speaking dealers and other customisations to facilitate a unique live casino experience.

Revenue primarily consists of variable revenue, such as commission fees paid by operators, and fixed revenue, such as fixed monthly fees paid by operators for dedicated tables. Commissions are typically generated as a percentage of the online casino operators' monthly net winnings received by the operators via the Company's live casino. The Company's commission-based revenue can never be negative, even if operators have net game losses in certain months. Commission fees can also be based on the operators' GGR (pre-tax revenue). Commission fees provide the Company with significant exposure to the overall growth of the live casino market and may enable the Company to capture and further benefit from the anticipated growth in the live casino market.

Fixed revenue stems from multiple service offerings, including fixed fees associated with dedicated and branded tables and start-up fees. Dedicated table fees are monthly service charges to operators that have elected to have tables reserved for exclusive use by their end users. Each customer can also choose to pay additional fees for branded studios equipped with tables, backdrops and staff uniforms that are branded with the operator's logo, in accordance with the operator's instructions. The fixed fees vary depending on the type of table, dealer and operating hours.

Cost structure

The Company's largest cost items are personnel costs, which are mainly comprised of salaries and bonuses, and the costs relating to the Company's facilities and production studios. Personnel costs are primarily related to the Company's live casino operations and product and service development.

The incremental cost of adding an additional customer to the live casino platform depends primarily on the products and services specified in the customer agreement, which can vary substantially due to the variety of the Company's offerings and the customisability of the Company's live casino offering. Generally, the Company can leverage its existing production studios and casino tables such that the incremental cost of adding an additional customer is relatively low.

Furthermore, product innovation and development is a material cost item for Evolution Gaming, both directly, in terms of operating expenses, and indirectly, through depreciation of capitalised development costs. In 2014, the Company's capitalised development costs amounted to 8.7 percent of revenues.

Live casino platform

The Company's live casino solutions are made available through the Company's technical platform, which can be fully integrated into the website and mobile app platforms of the customers. This platform offers access to multiple live casino table games, which are operated from the Company's production studios and distributed online via live video stream. The Company has developed a proprietary live casino operating platform to provide a reliable gambling experience. The live casino platform encompasses the entire live casino gambling experience that is visible to the end user, from the croupier spinning the roulette wheel to the interface interacting with the end user. At no point, however, is Evolution Gaming responsible for the actual debit and credit of end user accounts. While the Company can access and monitor data regarding the size and placement of end user bets, winnings and losses, the Company does not access or reserve funds in its customers' end user accounts, as all end user bets, winnings and losses are placed and settled through servers that are owned and operated by the Company's customers. Furthermore, any such end user data is generated and stored on an anonymous basis. The live casino platform is a combination of hardware systems, software systems and production studios, and is a highly sophisticated system that simultaneously operates and monitors software, video and people in real-time. All these activities are monitored and controlled through Evolution Gaming's state-of-the-art Mission Control Rooms ("**MCRs**") in Latvia (main control room) and Malta.

Technical platform

To be able to produce and distribute interactive HD video content to operators, the Company has invested significant amounts in various types of hardware. These investments include the construction of necessary technical server infrastructure as well as the development of customised hardware, such as video capturing devices, card scanners, LED indicators, displays and dealer computers, all of which are used to deliver the Company's live casino products and services.

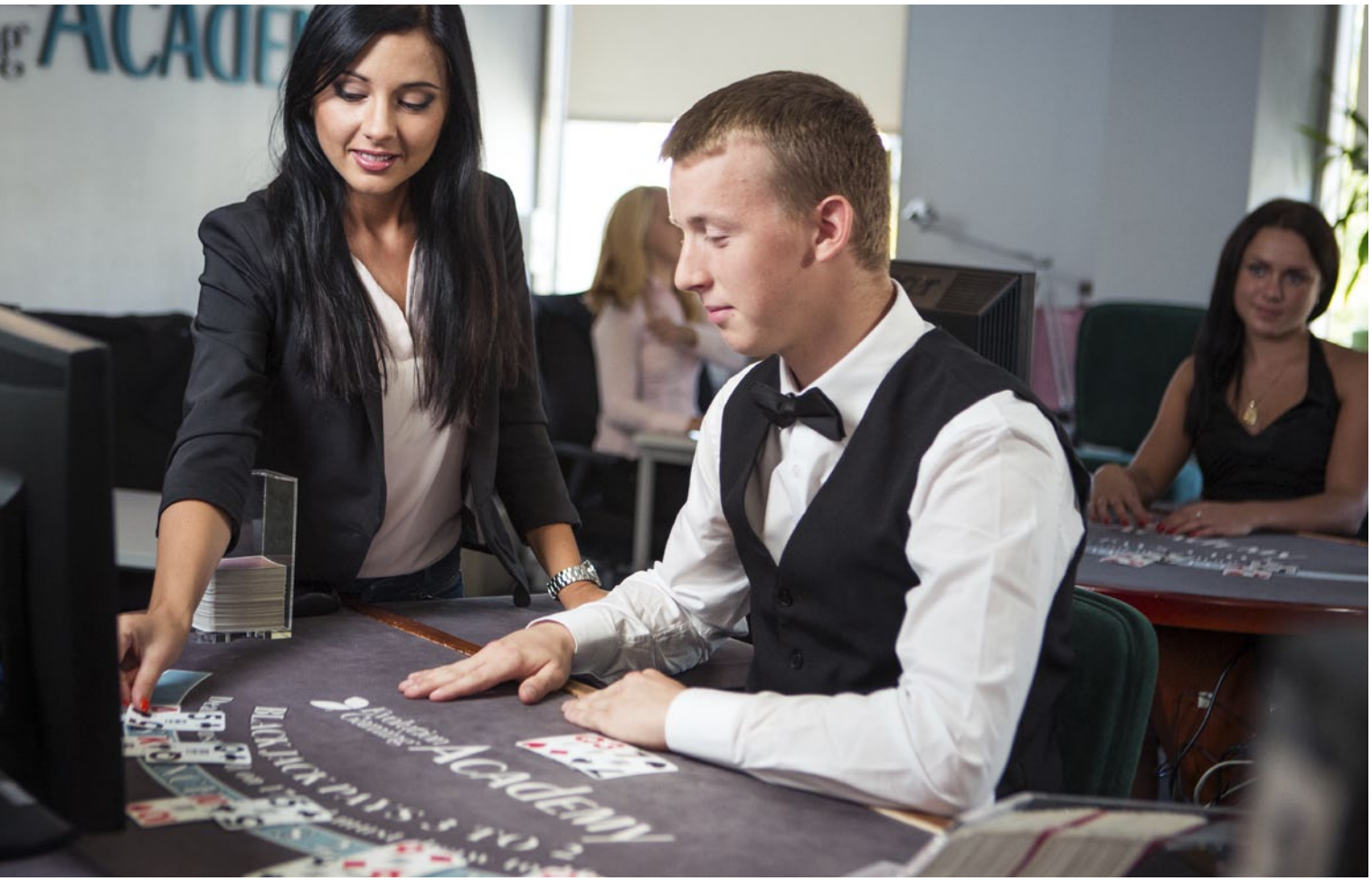
Furthermore, the Company has built a stable and reliable technical system consisting of over 20 servers that facilitate all data transfers to, and the integration of, operators' systems. This technical system is modularised and is designed to handle high loads, while also being highly scalable. In order to facilitate the uninterrupted and high quality streaming of live casino content, the Company has also developed a video encoding system, which provides a high quality HD video feed that can be fine-tuned to adapt to various hardware and bandwidth capacities.

Production studios

The Company has two production studios, one in Latvia and one in Malta. The current production studio in Latvia was launched in 2011 and offers a total space of more than 4,000 square meters. During 2014 the Company launched an additional production studio in Malta with a total space of approximately 1,250 square meters, housing a production studio, offices and server rooms. The new studio was built to enable the Company to offer high quality tables with native speaking dealers in newly regulated markets such as Denmark. The new studio also helped to achieve cost savings by relocating several tables from Latvia to Malta. In total, Evolution Gaming operates more than 120 tables.

The production studios in both Latvia and Malta have a modular construction, which ensures flexibility and makes it possible to quickly and efficiently swap or utilise tables to track demand. This is particularly beneficial when a customer decides to upgrade from a generic offering to a dedicated environment, as the Company can use the modular design of the studios to quickly isolate a branded studio from the generic tables.

Evolution Gaming also operates two production studios at the premises of two traditional land-based casinos in Spain and Italy. In the newly regulated live casino market in Italy, Evolution Gaming supports its land-based casino customer by integrating the Company's live casino solutions with the land-based casino's online website. This integration of the Company's live casino solutions with the website of the land-based casino is an important and primary step in assisting such land-based casinos as they migrate online. With these on-premise production studios, the live casino games are produced and broadcast from the premises of land-based casinos. In the newly regulated live casino market in Italy, showcasing a live studio from the land-based casino floor is seen as a key strategic tool and marketing channel. In Spain, the Company has set up an on-premise production studio



at the premises of a land-based casino because regulations in Spain dictate that a local physical presence is a regulatory prerequisite to supplying live casino products and services in Spain. Furthermore, due to anticipated new regulations in Belgium, the Company has partnered with operators for the purpose of creating an on-premise studio from which to broadcast and offer live casino in Belgium. The Company expects that this new on-premise studio will be operational no later than 30 June 2015. See "*Operating and financial review – Significant events after 31 December 2014 – Belgium*".

Mission Control Rooms

The Company has two MCRs (one main control room in Latvia and a secondary control room in Malta) that continuously manage, monitor and control all services in order to ensure game functionality and delivery across all production studios throughout Europe. MCRs assist in ensuring that the Company's systems are reliable, secure and in compliance with restrictions and codes applicable in the live casino market. The MCRs are the centralised hubs for acting on any type of abnormality in operations, whether related to dealer mistakes, connectivity issues, hardware failure or software degradation. Dedicated live support staff also operate in connection with the MCRs, and can enter the chat function for all tables, assist end users with issues and are often the first point of contact for end user support.

Furthermore, the MCRs, which are the heart of the Company's live casino platform, have increased the scalability of the Company's operations, as they can seamlessly and successfully integrate new and on-premise studio sites, and are connected to all of the Company's production studios throughout Europe. The MCRs monitor hardware and infrastructure, software, dealers and operational staff to optimise security, maximise gambling integrity and minimise instances of fraud.

Products and services

Game portfolio

Evolution Gaming has focused its live casino offering on the following core table games: Roulette, Blackjack, Baccarat, Casino Hold'em and Three Card Poker. Based on these five core games, Evolution Gaming has launched several new games, i.e., "derivatives" of the core games. Examples of new derivative games developed and launched include Immersive Roulette and Blackjack Side Bets.

Localisation and customisation

Evolution Gaming offers a complete range of services to create a tailor made system for each customer. These customisation options include:

- **Dedicated tables:** The option for operators to restrict access to certain tables such that their own end users can gain access to exclusive tables, which the operators can customise by branding the tables and accessories.
- **Native speaking dealers:** The option of having native speaking dealers at the live casino tables. The Company currently offers dealers in around 10 different languages and can source native speaking dealers for almost any language.
- **Branded studios:** The ultimate branding customisation, including a branded dedicated studio comprising of several branded dedicated tables and other promotional items.
- **VIP concept:** Studio concept projecting exclusivity by having high-line interior and the best dealers available. Designed to target high-rollers.
- **Dedicated dealers:** The option for operators to choose their live dealer teams, with the ability to brand the uniforms of the dealers.

OVERVIEW OF CORE LIVE CASINO GAMES	
ROULETTE	• Casino classic where end users place bets on number, colour or combination and a croupier spins a wheel and ball to determine the winning number and colour • Evolution Gaming's largest game in terms of revenue
BLACKJACK	• Casino classic where end users try to achieve a hand that is closer to a total of 21 than the dealer's hand • Betting options include insurance, double down, sitting pairs, perfect pairs, 21+3 side bets and pre-decision bets • Bet-behind feature makes blackjack scalable by allowing end users to bet on the end users occupying the seven seats available at a table • Evolution Gaming's second largest game in terms of revenue
BACCARAT	• Asia's most popular card game, growing fast in popularity in Europe • End users try to achieve a hand that is closest to a total of 9 and compete against the dealer • Includes unique added features, such as special bets, extra statistics and the ability for players to view competitors' moves
CASINO HOLD'EM	• A variation to the popular Texas Hold'em poker game where multiple end users compete only against the dealer • The aim is to beat the dealer by getting the best possible five-card hand, which consists of two cards dealt to the end user and five community cards
THREE CARD POKER	• A fast-paced version of regular poker where end users compete against the dealer with only three cards per hand

Distribution channels

Evolution Gaming offers end users easy access to live casino table games on multiple user platforms. The Company currently offers its games on desktop and notebook computers, smart-phones, tablets and TVs, with the majority of revenue being generated through desktop and notebook computers. The ability to access and play live casino via mobile devices, such as smart-phones and tablets, has become increasingly important for end users, and is thus a central component of the Company's future strategy. In 2014, approximately 13 percent of the GGR generated through the Company's live casino solutions was generated through mobile devices, up from approximately 5 percent in 2013. The Company will continue to develop its mobile offering as new technology becomes available, and will continuously evaluate how to enhance the live casino experience on new or modified mobile devices. Management believes that this work is greatly facilitated by the fact that all mobile games are built using HTML 5 to ensure quick and seamless integration on customers' mobile sites and mobile apps.

Product innovation

Evolution Gaming aims to be at the forefront of innovation in the live casino market, and utilises its research and development ("R&D") division to continuously add to, improve and enhance the Company's live casino offerings. The Company's R&D division is fully devoted to live casino and is focused on exploring new live casino products and services in addition to fine-tuning and enhancing the Company's existing live casino offerings.

The Company has been successful in demonstrating its position as a market leader by developing new live casino game types with attractive features for both operators and end users and by launching innovative games, which the Company believes set new standards for live casino offerings in Europe.

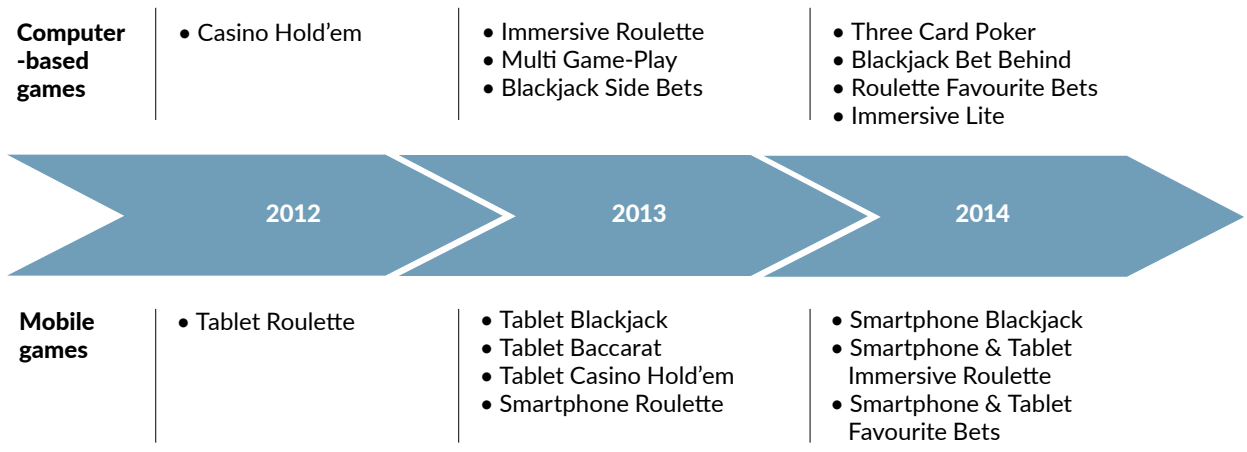
From 2006 to 2011, the Company focused its R&D efforts on improving the three initial core games that have been offered since the Company's inception: Baccarat, Blackjack and Roulette. Since 2012 two new core games have been added to the portfolio: Casino Hold'em and Three Card Poker. Due to increasing demand for live casino content from operators, the Company has developed and launched several derivatives of its core games, i.e. new types of the core games with additional features. Since 2009, when Auto-Roulette was introduced, the Company has launched a total of 17 derivatives, including the most recently launched Blackjack Side Bets, Blackjack Bet Behind, Blackjack Pre-decision and Immersive Roulette. In 2014, Immersive Roulette won the "Game of the Year" award at the 10th annual EGR Operator Awards. This product has increased the Company's revenue by being licensed to and offered by multiple large tier 1 operators.

The Company believes the increase in new product launches is an effect of reaching a critical mass of operations. In 2012, the Company launched one new core game and one new derivative; in 2013, it launched eight new derivatives; and in 2014, it launched one new core game and eight derivatives. Seven of the new derivative games have been developed for access and utilisation from smart-phones and tablets.

Business intelligence services

Evolution Gaming has recently increased its efforts to provide business intelligence to operators as a complement to its live casino solutions, in order to increase the quality and depth of its overall service offering. Since its inception 2006, the Company has generated a substantial amount of data and aims to use this data to learn about the various aspects of the live casino market, gambling industry and end user behaviour. With this knowledge, the Company can help operators maximise the potential of the Company's live casino offerings by identifying end users that appear interested but have not yet placed a bet, identifying VIPs, producing dormant player reports and analysing proposed actions to improve GGR. This business intelligence service is based on the large amount of data generated during each game round played and bet placed. As of 31 December 2014, the Company had accumulated data from more than one million game rounds and more than one billion bets placed since inception.

Selected product launches overview 2012–2014



Sales and customers

Sales process

Evolution Gaming's sales strategy is straightforward and based on the following three pillars:

- Market to existing customers through releases of new products, services, add-on systems and customisation options.
- Follow existing customers to regulated markets and new markets.
- Generate new sales to tier 1 operators and land-based casino operators.

A typical sales process takes two to five months depending on the prospective client, the legal framework of the relevant market and the type of integration required. The initial stages of the sales process consist of technical analysis and planning. As the project matures and moves into a more commercial phase, the Company and the prospect agree upon the terms of the contract, commercial conditions and service level agreement. As a pre-requisite for signing a contract, the Company conducts extensive KYC (Know Your Customer) checks. Once the contract is signed, a project manager is appointed to manage and oversee the integration plan and a tentative "go live" date is set with the new customer.

Evolution Gaming has built a commercial team with strong capabilities to generate future growth from new customers and marketing efforts to existing customers. The commercial team, currently comprising of 12 individuals, covers the majority of Europe and is continuously in direct contact with future prospects. Evolution Gaming's strong position in the European live casino market has also opened up several new opportunities and diverse market entry strategies. For example, the Company's success in the European live casino market has also created longstanding relationships with several other technology providers, which are, to an increasing extent, integrating the Company's live casino platform into their own gambling platform. This integration could lead to additional attractive sales channels and promotions from these business partners.

Customers

The Company has a large customer base of operators, the majority of which are based in Europe. The Company believes that it supplies live casino solutions to a majority of Europe's largest tier 1 operators. In addition to the potential of marketing new and existing products and services to each existing customer, the broad reach of the Company's customers unlocks substantial opportunities for the Company to generate new contacts and references and follow its customers into newly regulated markets. As such, the Company's distribution network is regarded as a major asset with significant upside potential for growth. In addition to operators, the Company has in recent years attracted traditional land-based casino operators that are migrating or expanding their operations online. Thus far, agreements have been signed with traditional land-based casino operators in Spain and Italy. The Company's arrangements with these two land-based casinos serve as a reference for other land-based casinos, which could increase the Company's addressable market of land-based casinos as other land-based casinos become interested in migrating or expanding their operations online. During the final quarter of 2014, the Company signed agreements with two new tier 1 customers, PokerStars and win2day. PokerStars is widely considered to be the world's largest poker operator and will, through two dedicated environments in Evolution Gaming's production studios in Riga and Malta, offer its end users Live Roulette, Blackjack, Casino Hold'em and Baccarat. In general, the Company's customer agreements have a duration of between one and three years, with an option to extend the duration of the contract upon the expiration of the initial contracted term. As of the year ended 31 December 2014, the Group had approximately 70 customers.

The Company believes that its broad customer base creates a large European distribution network and could serve as a platform for continued long-term growth. Part of the Company's overall growth strategy is to leverage its distribution network and increase its offerings and marketing efforts to existing customers. A growing number of the Company's customers have started allocating more resources to localise, customise and tailor their live casino systems through dedicated tables, VIP concepts and native speaking dealers. This increase in activity and investment is driven in part by the strong growth in GGR generated by live casino content, a correlation that becomes apparent by observing the reduced time period that it takes for new customers to invest more to upgrade their live casino offering from the base generic offerings.

Customer dependency

Although Evolution Gaming's largest customers are increasing their focus on, and growth within, the live casino market, the Company has been able to expand its customer base and increase and diversify sales to other existing customers. Over the last three years, Evolution Gaming's largest customer has contributed between 13 percent and 14 percent of revenue, while the Company's top 3, and top 5 customers, have contributed between 32 percent and 36 percent, and between 46 percent and 53 percent of revenue, respectively.

Customer dependency

	2012	2013	2014
Top 1	14%	13%	14%
Top 1-3	32%	32%	36%
Top 1-5	48%	46%	53%

Risk management and compliance

Processes and risks

As a B2B provider, the Company derives its revenue from providing services to operators and does not directly engage with the end users. Therefore, the Company has historically been able to avoid many of the risks that are typically associated with online gambling. The Company has developed procedures for monitoring gameplay for fraudulent and/or money laundering transactions. The exposure to risks of fraud and money laundering are limited because, unlike the operators, the Company does not accept money or manage end user money or monetary transactions; such transactions, including account credits and debits, are handled solely by the Company's customers.

In order to meet licensing requirements and to minimise the risk of being tarnished by non-reputable operators, the Company has established processes for risk assessment and KYC-checks for new and existing customers. In an effort to further mitigate risks, the Company has the contractual right to terminate, suspend services or take similar actions if

customers do not comply with applicable laws or could bring the Company into disrepute.

The Company has established routines to identify and assess risks within the Company. The Company further has a risk committee, with representatives from relevant parts of the organisations that meet on a quarterly basis to discuss and address risks. See "*Corporate governance*".

Licenses and certifications

For B2B technology providers, many countries do not require a license or certification from local gaming authorities to supply solutions to operators. Some authorities extend specific supplier licenses and some authorities demand full gaming licenses also for suppliers. Evolution Gaming aims to be considered the most reliable and transparent provider of live casino solutions in the industry, and holds all relevant licenses and certifications necessary for a live casino provider, not only to be able to provide its solutions to operators, but also to provide comfort to operators and their end users that Evolution Gaming's operations meet the highest international standard.

Pending approval for a Remote Operating License and a Remote Gambling Software License in the United Kingdom, Evolution Gaming currently holds a Continuation Remote Operating License issued by the Gambling Commission in the United Kingdom. Furthermore, the Company hold a Category 2 – Foreign Gambling Associate Certificate issued by Alderney Gambling Control Commission and a Class 4 Remote Gaming Licence with the Malta Gaming Authority. Additionally, Evolution Gaming has received certifications in accordance with the requirements of the Italian and Danish regulatory authorities for its live casino games and from the Spanish regulatory authority for its Live Roulette game (only live roulette games are currently allowed in Spain). The Company has also received a transactional waiver for its CSIE license application for services in New Jersey, USA, and is monitoring other opportunities in North America.

The Company has invested a significant amount of time and costs relating to certification procedures in new and existing markets. These time constraints and costs serve to slow new competitors from entering the market as live casino providers. As it seems that the current legal trend in Europe is towards regulation rather than prohibition, the Company's previous experience with certification and regulatory bodies makes it well positioned to retain and expand its position as the market leader of live casino systems in Europe. Through its full portfolio of certifications and licenses, the Company offers its customers transparency and reliability as a European-based partner with the ability to move quickly into new markets. See "*Legal considerations and supplementary information—Licenses and reporting obligations*" and "*Risk factors—Change of control could lead to cessation of customer agreements, permits or licenses*".

Employees

Evolution Gaming aims to be the leading provider of live casino solutions in the world and attracting and retaining skilled and successful employees is critical to realising this vision. As of 31 December 2014, Evolution Gaming had approximately 1,300 employees, corresponding to approximately 940 full-time employees, the majority of which are employed in Latvia and support the Group's operations functions.

Average number of employees per function

	2012	2013	2014
Operations	490	615	718
IT & Products	38	56	96
Marketing & Sales	10	12	15
Finance, legal, HR and administration	22	25	30
Total	**560**	**712**	**859**

Average number of employees per country

	2012	2013	2014
Latvia	536	691	686
Malta	10	14	166
Other	14	7	7
Total	**560**	**712**	**859**

Evolution Academy

Evolution Gaming believes that investment in staff at all levels is paramount in retaining key staff and provides on-going career development opportunities. The training and development of staff also directly impacts the quality of the live casino offering.

Evolution Academy is Evolution Gaming's in-house Live Casino School of Excellence, located in a dedicated area within the production studios. Evolution Academy has a broadcast studio area to replicate the live casino studio environment, which is where all dealers receive initial training before going live in front of cameras. The Company's dealer training program is designed to develop the fastest and most sophisticated dealers in the casino market. The training program runs for two and a half weeks and educates dealers as to casino etiquette, card handling, studio production equipment and products offered via the Company's live casino platform. Following this training program, new dealers are subject to a three month training cycle whereby they learn from experienced dealers and gain personal experience on the live casino floor. See "*Operating and financial review—Factors affecting Evolution Gaming's results of operations—Operational efficiency*".

Selected financial information

The selected financial information presented below has been derived from the Group's audited consolidated financial statements as of and for the financial years ended 31 December 2014, 2013 and 2012, which have been prepared in accordance with IFRS and audited by PwC, as set forth in their audit report included elsewhere in this Prospectus. The following information should be read in conjunction with section "*Risk factors*", "*Operating and financial review*" and "*Capitalisation, indebtedness and other financial information*" as well as the Company's consolidated financial statements including related notes. Figures reported in this section have in some cases been rounded off and therefore the tables do not necessarily always add up exactly.

INCOME STATEMENT

	1 January – 31 December		
EUR thousands	**2014**	**2013**	**2012**
Total operating revenues	**48,532**	**38,770**	**31,274**
Personnel expenses	(23,689)	(21,666)	(15,803)
Depreciation, amortisation & impairment	(3,893)	(3,468)	(1,651)
Other operating expenses	(7,859)	(5,768)	(4,376)
Total operating expenses	**(35,440)**	**(30,901)**	**(21,831)**
Operating profit	**13,091**	**7,869**	**9,443**
Financial income	10	19	6
Financial expense	0	(12)	(1)
Total financial items	**9**	**7**	**5**
Profit before tax	**13,101**	**7,877**	**9,448**
Tax expense	(1,003)	(709)	(739)
Profit for the year	**12,097**	**7,168**	**8,709**

BALANCE SHEET

	31 December		
EUR thousands	**2014**	**2013**	**2012**
ASSETS			
Non-current assets			
Intangible assets	6 550	4,399	3,450
Tangible assets	4 835	4,912	2,703
Other long-term receivables	45	50	34
Total Non-Current Assets	**11,430**	**9,360**	**6,187**
Current assets			
Trade and other receivables	12,074	8,101	7,011
Cash and cash equivalents	8,295	5,602	5,288
Total current assets	**20,369**	**13,704**	**12,299**
TOTAL ASSETS	**31,799**	**23,064**	**18,486**
EQUITY AND LIABILITIES			
Shareholders' equity			
Share capital	526	3	3
Share premium	3,597	3,597	3,597
Capital contribution	1,101	1,101	1,101
Translation reserve	115	51	62
Retained earnings	18,377	9,302	8,635
Total equity	**23,715**	**14,054**	**13,397**
Non-current liabilities			
Deferred taxes	192	175	83
Total long-term liabilities	**192**	**175**	**83**
Current liabilities			
Trade and other payables	4,368	7,109	2,381
Current tax liabilities	3,524	1,726	2,624
Total current liabilities	**7,892**	**8,835**	**5,005**
TOTAL EQUITY AND LIABILITIES	**31,799**	**23,064**	**18,486**

CASH FLOW

	1 January – 31 December		
EUR thousands	**2014**	**2013**	**2012**
Cash flow from operating activities			
Operating profit	13,091	7,869	9,443
Amortisations / Depreciations / Impairment	3,893	3,468	1,651
Interest paid	(0)	(12)	(1)
Interest received	10	19	6
Tax paid	(724)	(906)	(338)
Net cash from operating activities	**16,269**	**10,438**	**10,761**
Change in receivables	(2,311)	(1,700)	(1,646)
Change in liabilities	259	1,727	687
Change in working capital	**(2,051)**	**27**	**(959)**
Cash flow from operating activities	**14,218**	**10,465**	**9,802**
Cash flows used in investing activities			
Purchase of intangible assets	(4,252)	(3,244)	(2,165)
Purchase of property, plant and equipment	(1,715)	(3,382)	(1,767)
Net cash used in investing activities	**(5 967)**	**(6,626)**	**(3,932)**
Cash flow used in financing activities			
Changes of long-term receivables	5	(15)	26
Changes of long-term liabilities	-	1	(1)
Dividends paid	(5,500)	(3,500)	(1,500)
Net cash used in financing activities	**(5,495)**	**(3,514)**	**(1,475)**
CASH FLOW FOR THE PERIOD	**2,756**	**326**	**4,395**
Cash and cash equivalents at the beginning of period	5,602	5,288	879
Exchange losses/gains	(63)	(11)	13
Cash and cash equivalents at end of year	**8,295**	**5,602**	**5,288**

SELECTED KEY PERFORMANCE INDICATORS

	1 January – 31 December		
EUR thousands	**2014**	**2013**	**2012**
Total operating revenue	48,532	38,770	31,274
EBITDA	16,984	11,337	11,094
EBIT	13,091	7,869	9,443
Revenue growth	25%	24%	-
EBITDA margin	35%	29%	35%
EBIT margin	27%	20%	30%
Return on shareholders' equity	64%	52%	-
Equity/assets ratio	75%	61%	72%
Average number of full-time employees	859	712	560
Average number of outstanding shares	35,035,968	265,846	265,846

Definitions

TOTAL OPERATING REVENUE
The Company's total operating revenue.

EBITDA
Operating profit excluding depreciation and amortisation. See "*Forward-looking statements and presentation of financial and other data – Presentation of financial and other data – Non-IFRS financial measures*".

EBIT
Operating profit. See "*Forward-looking statements and presentation of financial and other data – Presentation of financial and other data – Non-IFRS financial measures*".

REVENUE GROWTH
Growth in operating revenue compared to the previous period.

EBITDA MARGIN
Operating profit excluding depreciation and amortisation in relation to operating revenues. See "*Forward-looking statements and presentation of financial and other data – Presentation of financial and other data – Non-IFRS financial measures*".

EBIT MARGIN
Operating profit in relation to operating revenues. See "*Forward-looking statements and presentation of financial and other data – Presentation of financial and other data – Non-IFRS financial measures*".

RETURN ON SHAREHOLDERS' EQUITY
Period's profit/loss in relation to average shareholder equity for last twelve months.

EQUITY/ASSETS RATIO
Equity at the end of period as a percentage of total assets at the end of period.

AVERAGE NUMBER OF FULL-TIME EMPLOYEES
The average number of full-time employees during the period.

AVERAGE NUMBER OF OUTSTANDING SHARES
The average number of shares outstanding during the period.

Operating and financial review

You should read the following commentary together with the "*Selected financial information*" and the Company's audited consolidated financial statements as of and for the years ended 31 December 2014, 2013 and 2012, as well as the related notes thereto, included elsewhere in this Prospectus. The Company's audited consolidated financial statements as of and for the years ended 31 December 2014, 2013 and 2012 have been prepared in accordance with IFRS as adopted by the European Union.

This section may contain "forward-looking statements". Such statements are subject to risks, uncertainties and other factors, including those set forth under the heading "*Risk factors*," that could cause the Company's future results of operations, financial position or cash flows to differ materially from the results of operations, financial position or cash flows expressed or implied in such forward-looking statements. See "*Forward-looking statements and presentation of financial and other data*" for a discussion of risks associated with reliance on forward-looking statements.

Overview

Evolution Gaming develops, produces, markets and licenses fully integrated B2B live casino solutions to operators. The Company was established in 2006 and was one of the first providers of B2B live casino solutions in Europe. The Company has since developed into a market leader in the European market. The Company provides an interactive live casino table game experience, which is hosted by professional and experienced dealers, and is broadcast via a live video stream to end users via the online casino and gaming platforms of operators. The Company has offices in the United Kingdom, Sweden, Malta and Latvia, and operates its own production studios in Latvia and Malta, as well as two on-premise studios inside two customers' land-based casinos in Italy and Spain. As of 31 December 2014, the Company operated over 120 tables. The Company's customers include several of the tier 1 operators in Europe, as well as land-based casinos that are expanding their online operations. Evolution Gaming is a pure B2B provider to operators and therefore has no direct business relationship with end users.

For the year ended 31 December 2014, Evolution Gaming had total revenues of EUR 48.5 million and EBITDA of EUR 17.0 million, corresponding to an EBITDA margin of 35 percent. As of 31 December 2014, the Company had approximately 940 full-time employees, with approximately 720 employed in Latvia, 210 employed in Malta and 10 employed in the United Kingdom. Approximately 75 percent of the Company's full-time employees are dealers.

Factors affecting Evolution Gaming's results of operations

The Company's operations, the key operating measures discussed below and the Company's results of operations have been, and may continue to be, affected by certain key factors including, in particular, general market growth, competition and market position, regulation of the industry and market, variance of the Company's pricing structure, operational efficiency, personnel costs, taxation, investments in research and development, exchange rates and seasonality. Each of these factors is discussed in more detail below.

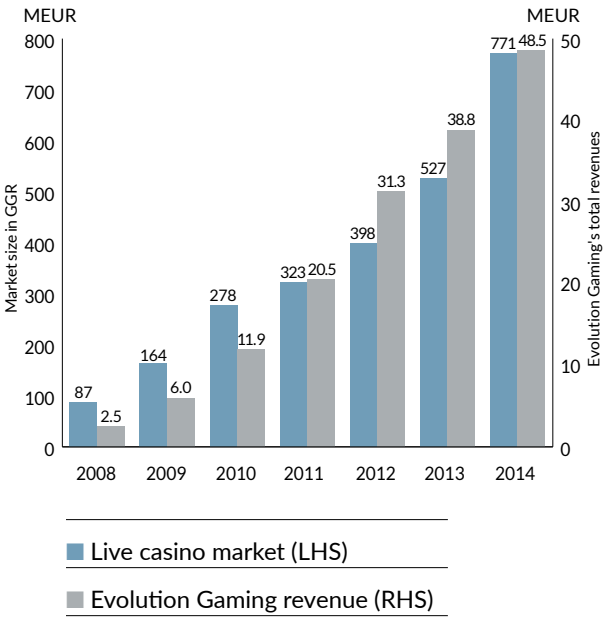
Continued market growth

The European live casino market has grown significantly in recent years and is expected to grow at a CAGR of approximately 18 percent between 2014 and 2018, according to H2GC. See "*Market Overview—The European live casino market*". As a B2B provider of products and services, the Company's results of operations are directly linked to the overall growth of the live casino market and, the Company believes, primarily affected by the following underlying market drivers: increasing investment in, and demand for, live casino solutions from operators, technological developments, new distribution channels, the online migration of land-based casinos and the regulation of new and existing markets. Together, these drivers have a large impact on the Company's results of operations.

LIVE CASINO IS BECOMING STRATEGICALLY IMPORTANT FOR OPERATORS

The level of investment in and demand for live casino solutions from operators is keyed to the underlying and sustained interest in live casino by these operators' end users. Historically, the Company has experienced a general increase in

Development of the European live casino market[1] and Evolution Gaming's revenue[2] (EUR million)



Source: H2GC and Evolution Gaming

demand for exclusive live casino products, such as dedicated tables, which the Company believes results from live casino becoming a strategically important growth product for operators. This general increase in operator demand for, and investment in, live casino products impacts the Company's revenue and results of operations, as the Company generates additional fees when operators customise and upgrade their live casino platforms. See "*—Ability to maintain, improve upon and win contracts*". The Company believes that live casino products and services will continue to become an increasingly important strategic offering for operators, which could provide additional revenue and growth opportunities for the Company. See "*Market overview—The European live casino market—Market trends and growth drivers*".

TECHNOLOGICAL DEVELOPMENTS

Market growth and operators' investments are bolstered by technological developments and new distribution channels, which improve the quality, reliability and accessibility of the Company's live casino products and services.

Technological developments include hardware advances, increased internet penetration and improved bandwidth. The Company operates a highly technical infrastructure platform that relies on real-time data transfers and seamless interaction and connectivity with its customers' live casino platforms. Increased internet access and bandwidth capacity, and advanced hardware, such as servers, cameras and studio equipment, serve to improve customer demand by enhancing the quality and reliability of the Company's products and services. For example, the Company has utilised technological advancements to produce Immersive Roulette, the game which recently won the "Game of the Year" award at the 10th annual EGR Operator Awards and has been licensed and offered by multiple large tier 1 operators. Technological developments have also enabled the Company to cater to operator demand by making its games available to end users accessing the live casinos from various mobile operating platforms, such as Android and iOS. Increased internet access and bandwidth capacity can also increase the operators' end user base, thus potentially increasing operator demand for, and usage of, the Company's live casino solutions. Furthermore, increasing internet access could expand the Company's potential customer base and may assist the Company in following operators into new markets without jeopardising the quality of the real-time live casino product.

NEW DISTRIBUTION CHANNELS

New distribution channels include televisions and mobile platforms for smart-phones and tablets. In recent years, the increased capabilities and capacity of smart-phones and tablets have contributed to market growth by enabling more end users to have constant access to high quality online casino and gambling platforms. See "*Market Overview*". Since 2012, the Company has focused on improving its mobile offering in order to capture the upside of the market growth in mobile, and the Company has developed products and services that appeal to mobile end users. The Company's expansion and investments into mobile has contributed to revenue growth, and the Company's management expects that mobile platforms will remain a key revenue driver and strategic distribution channel for the Company.

ONLINE MIGRATION OF LAND-BASED CASINOS

Market growth is also driven by the online migration of land-based casinos, which are increasingly expanding their operations to include an online offering in combination with their traditional casino operations. This migration contributes to the growth of the broader online casino market by attracting new end users online, and can generate live casino market growth by increasing the number of operators seeking to license live casino products and services. Going forward, the Company anticipates that it will continue to develop its relationships with land-based casino operators, including the two existing relationships with land-based casinos in Italy and Spain.

REGULATION OF MARKETS

Generally, the regulation of markets increases market transparency and can provide clear and specific guidelines for new and existing market participants. When a market implements regulations targeting the casino and gambling industry, the increased transparency and regulatory certainty can drive operators to enter the new market and/or further develop their existing operations and offerings in the market. As a result, in the Company's experience, markets that have implemented regulations in recent years have experienced an increase in market size and activity. The Company has benefited from the regulation of markets and the resulting increase in activity by operators, and has entered newly regulated markets in the past: Italy, Spain, Belgium and Denmark. The Company's subsequent success in each of these markets demonstrates the positive impact that early entry into newly regulated markets can have on the Company's revenue and growth. For ex-

[1] All information regarding market sizes in this prospectus is given in terms of GGR at the operator level. According to management of the Company, the actual market for service and game providers, including Evolution Gaming, is approximately 10-15 percent of operator GGR.
[2] The information for 2008 – 2011 has been derived from the Group's internal accounting systems and has not been reviewed by the Company's auditor

ample, the Company believes that its early certification and entry into the newly regulated Italian market increased revenue and broadened its customer base, as the Company was subsequently allowed to enter agreements with local companies and operators. The Company believes that it has one of Europe's largest customer networks and is in a favourable position to follow existing customers into regulated markets. New regulations can also increase costs, as the Company may be required to invest a significant amount of time and resources on gaining certification or approval under newly imposed rules. Costs relating to certifications and approvals differ by market and are highly dependent upon the scope of the regulations and the Company's familiarity with the new procedures. As the current legal trend in Europe appears to be towards regulation, the Company believes that its previous experience working alongside the European commission and local regulatory bodies positions it well to retain and expand its position as a leading provider of live casino solutions in Europe. Regulations can also impose restrictions or higher taxes on operators, which can drive operators out of a given market. Such regulations can influence the Company's financial performance as customers may exit the market due to lower rates of profitability, or may seek to transfer the economic impact of higher taxes upstream to their suppliers and service providers. The Company's customer agreements typically protect the Company from reductions in revenue stemming from increased taxes and restrictions applicable to operators. See *"—Taxation"*.

Ability to maintain, improve upon and win contracts

The Company's revenue growth depends on its ability to maintain and expand its leading market position in the European live casino market. The Company has achieved its strong market position by targeting new customers with its live casino solutions, and by increasing the product offerings and services available to its existing customer base. As a result, in recent years the Company has had a strong inflow of new customers and has lost few primary customers. As of the year ended 31 December 2014, the Company had approximately 70 customers.

Since 2011, the Company has invested heavily in the development phase of its business, including new product and service development and the design and completion of the Company's new production studios and MCRs in Malta and Latvia. The Company believes that these investments have provided the infrastructure needed for the Company to enter a scalable growth phase whereby it can leverage its existing systems and studios to increase revenue growth, and can seamlessly and quickly integrate new customers into its systems. The Company's investments in products and services have generated a large product portfolio and service offering, and the Company believes that its ability to innovate and launch new games and services could create additional revenue streams and growth. The Company believes that its scale, infrastructure and history of new product innovation, attract customers seeking to invest in their online platforms via a leading provider of live casino solutions that has achieved critical mass and that has momentum and established business operations in the industry. See *"—Investments in R&D"*.

The Company believes that its reputation as a leading and innovative provider of live casino solutions has allowed it to attract new customers and strengthen the Company's market position. With respect to the Company's reputation in the industry, the Company has been named the "Live Casino Supplier of the Year" at the EGR B2B Awards for five out of five years, and the Company's Immersive Roulette game recently won the "Game of the Year" award at the 10th annual EGR Operator Awards, an award voted upon by a group of industry participants and operators. The Company has been at the forefront of the live casino industry with approval by the Amministrazione Autonoma Monopoli di Stato in Italy and preliminary waiver approval for a CSIE licence in New Jersey, USA. In addition, the Company was the first company in Latvia to achieve the latest ISO 27001:2013 global standard for information security management. The Company believes that its industry reputation and track-record will enable the Company to continue to attract new customers. Furthermore, the Company's reach and experience in operating in the live casino market across Europe has provided valuable knowledge regarding how to work with customers from different jurisdictions that are facing varied restrictions and concerns, which the Company believes appeals to customers seeking an experienced provider of live casino solutions.

The Company's live casino offerings are highly customisable and can be tailored to fit the needs and demands of each operator. For example, a new customer has a variety of options in launching their live casino platform, including the level of branding, number of dedicated tables and the games and services offered to their end users via the live casino. Similarly, an existing customer has the ability to upgrade and diversify their live casino offering; for example, an existing customer may choose to customise their original basic live casino offering by adding tables, creating a branded studio or making new games available to their end users. Accordingly, the Company strives to promote positive and close working relationships with its new customers and works to improve its connections with existing customers to foster additional investments. The Company believes that the substantial initial live casino investments encourage these customers to market and promote their live casino games, thus increasing end user traffic and improving the relationship between the Company and its customers. As these customers realise the benefits of their live casino platforms and seek to maximise the return on their investment, the Company can leverage its existing customer relationships by offering customised, add-on or new products, systems and services, which can enhance existing, and/or facilitate new, revenue streams for its customers from the live casino. In addition, increased end user traffic and bets from these customers can benefit the Company by increasing the potential for the Company to generate revenue from variable revenue sources. See *"—Pricing of Evolution Gaming's Live Casino Solutions"*. The Company believes that the investment by customers, development of customer relationships, and the Company's aim to successfully offer new and innovative products and services to customers, are essential to the Company's growth strategy and the maintenance of its market position.

The Company closely monitors customer churn and has previously lost four key contracts with tier 1 operators to competing live casino providers that offered a broader array of non-live products and services. The Company seeks to pre-empt and manage customer churn by working closely with its customers to ensure that each customer and its end users are satisfied with the Company's products and services. The Company has previously in some cases noted a corresponding increase in activity by the end users of remaining customers following the loss of a customer, which the Company believes demonstrates end user loyalty and satisfaction with respect to the Company's live casino

offering, as end users utilise different operators to access the Company's live casino offerings. The Company also seeks to mitigate the impact of customer churn by diversifying and broadening its customer base. In recent years, the Company has experienced a positive correlation between the growing number of operators and an increase in the marketing efforts and investments of its customers, which can drive end users to its customers' live casino platforms and further increase demand for the Company's products and services. In general, the customer agreements have a duration of between one and three years, with an option to extend the duration of the agreement upon the expiration of the initial term.

As of 31 December 2014, the Company had customer agreements with approximately 70 customers. See "*Business overview—Sales and customers*".

Pricing of Evolution Gaming's live casino solutions

The Company's pricing strategy and structure varies across its customer base, and directly correlates to its results of operations and annual revenue. The Company implements a pricing strategy and structure that consists of variable and fixed revenue generating components, and which can be customised to suit each customer's preferences and commercial demands. While the provisions of the Company's customer agreements are subject to renegotiation and renewal as customer relationships mature over time, a typical agreement between the Company and a gambling operator generates a blend of variable and fixed revenue.

Variable revenue results primarily from commission fees charged for the use of the Company's live casino solutions, and are generated as a percentage of the net gambling revenue received by an online casino operator via the Company's live casino solutions. Accordingly, variable revenue will generally increase as more end users play live casino and as larger bets are placed through the live casino solutions. The variable revenue component can provide exposure to the growing casino and gambling markets, and can provide significant upside growth potential to revenue. Conversely, this variable revenue component may carry downside risk to revenues, particularly during times of economic uncertainty or recession when gamblers could spend less time and money on services provided by the casino and gambling industries, or in instances where customer agreements imply decreasing commission fee percentages when operators' GGR increases above certain tresholds. In the year ended 31 December 2014, variable revenue sources comprised the majority of the Company's total operating revenue, and the Company believes that a strategic and deliberate increase in its exposure to variable revenue sources could increase its revenue going forward, and may enable the Company to capture and further benefit from the anticipated growth in the live casino market. See "*Risk Factors—If the Company fails to properly manage growth, the business could suffer*" and "*—Global economic outlook and impact of global economy on gambling industry*".

Fixed revenue stems from multiple service offerings, including fees associated with dedicated live casino tables or branded studios, and the preparation and installation of the Company's live casino platform with new customers. Dedicated table fees are monthly service charges that are paid for dedicated tables, which are typically branded and reserved for exclusive use by a customer's own end users. These monthly fees vary depending on the type of table, dealer and operating hours requested by a given customer, but generate revenue on a fixed basis as the revenue is not keyed to variables such as the number of end users placing bets or the value of bets placed through the Company's live casino solutions. The fixed revenue component is designed to foster a long term customer relationship with, and commitment from, operators, as the fees serve as an investment by operators in their live casino platforms, and may motivate operators to increase their marketing efforts regarding their new live casino platforms in order to capitalise on their investment. In the year ended 31 December 2014, dedicated table fees comprised a substantial percentage of total operating revenue, and from 2012 to 2014, the Company significantly increased the number of dedicated tables available and provided to customers.

The Company actively works to achieve an optimal pricing strategy for each customer, and structures the fees in its customer agreements to accomplish a balance of variable and fixed revenue, which, in turn, diversifies the Company's revenue streams and could reduce the volatility of revenue over time. Generally, agreements with large tier 1 operators rely more heavily on variable revenue sources and have lower set-up and minimum monthly fees, primarily due to the greater number of active end users and degree to which larger tier 1 operators are expected to utilise the Company's systems and online platform. Similarly, agreements with smaller or local operators generally rely more heavily on fixed revenue sources such as higher minimum monthly fees. As a customer contract is renegotiated or renewed, the Company can rebalance the variable and fixed revenue components of the contract and realign certain charges to correspond with the growth and development of the customer's live casino offering. In this sense, the Company believes that certain fixed revenue sources, such as the initial fee paid by a new customer, can serve as a foundation of the Company's relationship with its customer, as these fees can function to promote customer loyalty and investment in the live casino platform and may create the opportunity for the growth of future variable revenue from the customer.

Operational efficiency

The Company's ability to maintain its operational efficiency affects the Company's results of operations and cash flow. Operational efficiency is reflected in the Company's ability to sustain an attractive operating margin, and is a result of cost control relating to administrative, marketing, personnel and general expenses.

After investing substantial resources in the Company's infrastructure, operating platform and facilities, the Company now has a solid technical and operating platform, which is based on core modules that operate as freestanding autonomous elements. These investments have generally increased the Company's scalability by enabling it to launch new products, tables and production studios without the need for substantial additional investments in the operating platform. The Company's successful integration of the new production studio in Malta demonstrates the Company's operational efficiency and scalability, as the modular studio construction allows for seamless table movement and reallocation, while the increased load from additional tables is managed by the existing technical operating platform.

In addition to scalability of the technical platform, factors affecting operational efficiency include table efficiency and optimum use of the Company's personnel. Table efficiency is measured in terms of game speed per round and the number of errors made by dealers. The Company has implemented initiatives in order to increase game speed per round,

including the development of a card-scanning system and the launch of Evolution Academy, the Company's dealer training program that is designed to develop the fastest and most sophisticated dealers in the casino market. The training program runs for two and a half weeks and educates dealers as to casino etiquette, card handling, studio production equipment and products offered via the Company's live casino platform. Following this training program, new dealers are subject to a three month training cycle whereby they learn from experienced dealers and gain experience on the live casino floor. The Company continuously runs systems checks and analyses data resulting from game play, with the goal of creating a proficient operating environment, and has a policy for monitoring the efficiency of its operations, which revolves around four pillars: hardware, software, connection and human processes. Each pillar is monitored and tested separately in order to quickly identify and isolate potential issues, thus helping to minimise any resulting impact on the Company's systems and operations.

Monitoring these pillars also helps the Company become more efficient in managing the resources in which it has invested. For example, the Company has used table and end user data collected and monitored by the MCRs to adjust personnel schedules, as discussed below under "*—Personnel Costs*", and manage table traffic during peak hours of operations. These pillars, when examined in light of data from the MCRs, have helped the Company identify bottlenecks and realise scalability in its operations. For example, the Company has adjusted its table strategy to convert and take advantage of existing tables that operate scalable games, thus reducing costs associated with adding or purchasing additional tables.

Based on current end user activity levels and customer demands and requirements, the Company does not believe there is an immediate need to make additional material investments in its underlying operating platform. Going forward, the Company will strive to continue to improve its cost base and strive to increase scalability and table efficiency. From 2012 to 2014, the Company has achieved an average EBITDA margin of 33 percent. In the year ended 31 December 2014, the Company's EBITDA margin increased to 35 percent compared to 29 percent in the year ended 31 December 2013.

Personnel costs

Personnel-related costs comprise the Company's largest cost item, and have a significant impact on the Company's financial performance. The Company's operations have grown significantly in recent years, which has required the Company to hire additional full-time employees, such as dealers and low and mid-level managers. The Company has invested significantly in the recruitment of mid-level managers and support functions, and it expects personnel costs to continue to grow in line with the size of the Company's operations and the number of tables operated.

The vast majority of the Company's full-time employees are dealers that operate the various games and tables offered via the Company's live casino platform. The Company incurs costs for new hires associated with new tables, specialised tables (for example, requiring a dealer fluent in a local language or with knowledge of current sporting affairs) and increased customer demand for dedicated tables. In order to efficiently control the costs associated with staffing, operating and overseeing the Company's tables, and to achieve optimum use of its personnel, the Company established a sophisticated scheduling and staffing program, which is reviewed and updated daily by management. The Company's scheduling program organises shifts for its dealers and takes into account each dealer's hours worked, table efficiency and interactions with end users. The Company has utilised data from the MCRs to organise shifts such that dealer speed is maintained while errors are minimised.

To effectively manage personnel costs, the Company has developed a unique payment structure whereby dealer salaries are divided into four tiers and are comprised of fixed and performance-based components. Performance metrics, such as hours worked, speed, mistakes and interactions with end users are monitored by the MCRs and can be accessed by dealers in order to identify areas for improvement. Each dealer's performance is reviewed on a quarterly basis, at which point a dealer's salary can be adjusted based on their performance metrics over the previous three months. The Company's payment structure promotes and rewards high performance, which, in turn, increases personnel efficiency, enhances end user experience and maximises the productivity.

In the year ended 31 December 2014, personnel costs represented 66.8 percent of the Company's total operating expenses.

Investments in R&D

The Company strives to be at the forefront of product and service technology across all aspects of the live casino industry, and the development of innovative live casino games, systems, platforms and services is important to the Company's business. The Company maintains strong and longstanding customer relationships by offering an extensive offering of high quality live casino products and services, which are highly customised to each customer's needs. The Company's research and development activities relate to the development of new core and derivative games and services for traditional and mobile distribution channels and the improvement of its existing offering. Over the last three years, the Company's research and development costs have increased as a result of increased spending on new products, services and systems. The research phase is recognised as an expense on the Company's income statement, while certain amounts pertaining to the development of the Company's core games, mobile platform and other products and systems are capitalised.

The Company believes that its ability to continuously develop new, and improve its existing, products, systems, platforms and services has positively affected the Company's results of operations and helped the Company move from the development and industrialisation phases of heavy investment into a scalable growth phase whereby the Company can leverage its existing offerings and systems to increase revenue growth. The Company continuously launches new products and services, and dedicates significant resources to product innovation and research and development. For example, in 2013, the Company launched Immersive Roulette, a derivative of its core roulette game that has been licensed and offered by large tier 1 operators, including William Hill, BetVictor and Grosvenor Casinos, and which attracted over 43,000 end users in the month of January 2015. In 2014, the Company launched Three Card Poker, a new core game, and several derivative games, including 21+3, Perfect Pairs and the Blackjack Bet Behind feature, which makes blackjack scalable by allowing end users to bet on the end users occupying the seven seats available at each blackjack table.

The Company also dedicates significant resources to improve its distribution. Since 2012, the mobile platform

has become an increasingly important revenue driver and strategic distribution channel for the Company, and the Company has continuously increased the percentage of research and development spending that is allocated to mobile products and services. Over the last three years, the Company's spending allocated to the mobile platform comprised a significant portion of the Company's annual research and development. This increase in mobile research and development has enabled the Company to provide live casino solutions that are individually tailored to each type of mobile device. For example, in 2013, the Company extended its mobile platform such that mobile end users could access customised live casino products from Apple and Samsung smart-phones and Apple, Samsung and Google tablets. As a result, the extent to which the mobile platform contributes to the Company's total operating revenue has increased significantly.

Exchange rates

The Company operates through its offices in the United Kingdom, Sweden, Malta and Latvia, and is subject to certain currency risks that arise from currency exposure. Such risks relate to future business transactions, recorded assets and liabilities and net investments in foreign operations. Certain of the Group's results and financial positions are reported in the relevant local currencies, including GBP and USD, which are translated into EUR at the applicable exchange rates for inclusion in the consolidated financial statements, which are stated in EUR. The exchange rates between the local currencies and EUR have fluctuated significantly and may in the future fluctuate significantly. The Company does not hedge its exposure to these currency risks and exchange rate fluctuations, which can impact the Company's financial results in ways unrelated to its operations. See "*Risk Factors—The Group may be exposed to risk regarding currency fluctuations*".

Taxation

Taxation impacts both the Company's revenue and its expenses. With respect to revenue, certain of the Company's customer agreements permit operators to subtract taxes prior to the distribution of amounts payable to the Company. Accordingly, the extent to which a customer subtracts taxes from amounts payable to the Company, such as commissions, directly influences the amount of revenue received by the Company. In particular, taxation has the potential to impact the Company's revenue derived from the United Kingdom, the Company's largest country of operation as measured by revenue, which in 2014 implemented a point of consumption tax of 15 percent on online casino revenue. The POC Tax applies to online casino revenue derived from the United Kingdom, irrespective of where the online gambling operator is located. The POC Tax may impact the Company's revenue derived from customers that operate in the United Kingdom and are subject to the POC Tax, because such customers may seek to transfer the economic impact of the POC Tax upstream to the Company. Other regulatory and legislative changes relating to taxation, such as the new B2C VAT Rule, may have similar impacts on the Company's revenue. See "*Risk factors—Changes to taxation or the interpretation or application of tax laws could have an adverse effect on the Group's business, financial condition and results of operations*". The Company seeks to manage the extent to which its revenue is exposed to such transfers of economic impact by discussing jurisdictional-specific economic and tax concerns when negotiating agreements with clients. For example, the Company generally enters into customer agreements that have an agreed cap limiting the extent to which reductions for taxation or other economic impacts can be made on amounts owing to the Company, thus controlling the impact of any such reductions on the Company's finances and results of operations.

With respect to expenses, the Group is structured such that contracts and customer agreements are entered into between customers and the Company's subsidiaries in Malta and its subsidiary in the British Virgin Islands. See "*Legal considerations and supplementary information – Material agreements – Customer agreements*". The vast majority of the Group's revenue is generated and received by the Group's subsidiaries in Malta, which serves to centralise and control tax risk and liability. For each of the periods under review, Malta has imposed a flat corporate tax rate of 35 percent of profit, subject to a number of specific tax exemptions and refunds. For example, following a dividend distribution by the subsidiary in Malta, shareholders are entitled to a refund of 6/7 of the tax paid by the subsidiary in Malta, thus reducing the effective tax liability of the Company to 5 percent, subject to certain other restrictions. For the year ended 31 December 2014, the Company's effective tax rate was 7.7 percent. The Company expects the effective tax rate to increase slightly in the short- to medium-term due to internal organisational changes. Notably, the anticipated effective tax rate could be further impacted by certain events and developments, such as regulatory changes, a higher percentage of profits being taxed outside Malta, additional internal organisational changes at the Company and its subsidiaries or the Group's entry into a new market in which it needs a permanent local establishment that will be taxed locally.

Seasonality and end user preference and demand

The Company's business is to a certain extent affected by holiday and seasonal consumer patterns and trends. The Company's revenue has historically generally been lower during the summer months and higher during the fourth and first quarter of each year. During the periods under review, revenue earned during the fourth quarter has represented an average of 28 percent of the Company's total operating revenue. Notably, the increasing use of mobile platforms on smart-phones and tablets appears to be weakening the seasonality of the Company's revenue, as end users are able to access the live casino products and services regardless of travel, location or time of day.

In addition to seasonality, the Company's business is driven by customer and end user preferences and demands. As customers and their end users explore different products and services, the Company must adjust to the shifting preferences of its customers and their end users in order to successfully market its products and appeal to new users. Furthermore, as end users become familiar with the various live casino games, trends and preferences can emerge across groups of end users, which the Company can track and monitor via the MCRs. Adapting to such trends and preferences enables the Company to increase revenue and end user activity. Additionally, the increased popularity and availability of smart-phones and tablets has driven acceptance of, and demand by, customers and their end users regarding mobile live casino products and services. The Company has invested significant resources in order to capture the upside of the market growth in mobile, and will continue to strive to remain at the forefront of technological developments in order to satisfy the demands of its customers and their end users.

Significant events after 31 December 2014

Belgium

In 2015, Belgium is expected to introduce a new regulation concerning the online casino market, which the Company anticipates will require a local physical presence as a pre-requisite to supplying live casino products and services in Belgium. As a result of these anticipated new regulations, the Company has partnered with operators for the purpose of creating an on-premise studio from which to broadcast and offer live casino in Belgium. The Company's investment in this studio will be made in partnership with the relevant operators, with the express goal of achieving a margin from the first day of operation. The Company expects that this new on-premise studio will be operational no later than 30 June 2015. The Company makes the assessment that this investment and venture in Belgium will not adversely affect the Company's results of operations or margin in 2015. See "*Risk factors—The Group is subject to laws and regulations in various jurisdictions and changes to, or failure to comply with, applicable laws and regulations may negatively affect the Company's business*".

Negotiations regarding customer agreements

On 1 December 2014, the United Kingdom, which is the Company's largest country of operation as measured by revenue, implemented the POC Tax of 15 percent on online casino revenue derived from the United Kingdom. In response to the POC Tax, the Company has renegotiated certain existing customer agreements to allow certain affected customers to make reductions to the distribution of amounts payable to the Company for the POC Tax, while negotiating other commercial terms in such customer agreements. The Company makes the assessment that these negotiated changes to the customer agreements will not, on the whole, adversely affect the Company's results of operations or margin in 2015. See "*Risk factors—Changes to taxation or the interpretation or application of tax laws could have an adverse effect on the Group's business, financial condition and results of operations*".

New VAT Rules

On 1 January 2015, a new rule established by Article 5 of Council Directive 2008/8/EC (which amends article 58 of Directive 2006/112/EC) entered into force through Council Implementing Regulation No. 1042/2013. This new rule has shifted the B2C place of supply VAT rule (the "**B2C VAT Rule**") such that providers of eletronic, broadcast and telecommunications services in Europe must charge the VAT rate applicable in the member state in which such services are consumed. Electronically supplied betting, lotteries and other gambling services are generally considered electronic services within the definition of the directive and therefore providers of such services must now consider the impact of the B2C VAT Rule. As a B2B provider, Evolution Gaming is not directly affected by the changes in the directive, but the Company may be indirectly affected if the new VAT rules negatively affect the Company's customers behaviour in certain markets. See "*Risk factors—Changes to taxation or the interpretation or application of tax laws could have an adverse effect on the Group's business, financial condition and results of operations*".

Description of principal income statement line items

The following is a discussion of the Company's key income statement line items.

Total operating revenue

Total operating revenue consists of revenue generated from fees charged to operators that use the Company's live casino solutions. The majority of these fees are variable, such as commission fees. A significant portion of these fees are fixed, such as dedicated table fees. A minor portion of total operating revenue represents other fees. In addition to these fees, total operating revenue also includes minor amounts relating to occasional sales of fixed assets.

Personnel expenses

Personnel expenses include salaries, bonuses, contributions to social security, training, health care, recruitment, entertainment and other personnel related costs.

Depreciation, amortisation and impairments

Straight line depreciation and amortisation applies to property, plant, equipment and intangible assets over the expected useful lifetime of such property, plant, equipment and intangible assets.

Other operating expenses

Other operating expenses are comprised of overhead costs, including corporate marketing, travel, communication, external services, consumable equipment and the cost of premises.

Financial items

Financial items include financial income and financial expenses. Financial income includes interest income on cash and cash equivalents. Financial expenses include interest expenses, if any, and penalty interest, if any, to suppliers pursuant to the Group's contracts with suppliers.

Tax on profit for the period

The Group's tax expense consists of current tax and changes in deferred tax. Tax is recognised in the income statement except when the underling transaction is recognised in other comprehensive income, whereby the related tax is recognised in equity. Current tax is to be paid or refunded for the current year. The Group's tax expense is primarily affected by corporate tax rates in Malta, Latvia and the United Kingdom. The Group's overall effective tax rate depends on the distribution of its profits among the different countries in which it operates. As of 1 April 2015, the Group's tax expense and overall effective tax rate will also be affected by corporate tax rates in Sweden. As a result of the Company's restructuring and internal organisational changes, the Group's income derived from operations in Sweden will be subject to taxation in Sweden. In addition, under the Swedish Controlled Foreign Corporation Rules, any profits arising from Blue Chameleon Enterprises Ltd, the Company's wholly-owned subsidiary incorporated under the laws of the British Virgin Islands, will be subject to taxation in Sweden. For additional information on Blue Chameleon Enterprises Ltd, see "*Legal considerations and supplementary information—Material agreements—Customer agreements*". In 2014, the corporate tax rate in Sweden was 22 percent on taxable income gains.

Period on period comparison

Consolidated income statement for the year ended 31 december 2014 compared to the year ended 31 december 2013

The table below sets forth the Company's results of operations and the period on period percentage of change for the periods under review.

	For the year ended 31 December		
	2014	Change in %	2013
Total operating revenue	**48,532**	**25.2**	**38,770**
Personnel expenses	(23,689)	9.3	(21,666)
Depreciation, amortisation and impairments	(3,893)	12.3	(3,468)
Other operating expenses	(7,859)	36.3	(5,768)
Total operating expenses	**(35,440)**	**14.7**	**(30,901)**
Operating Profit/Loss	**13,091**	**66.4**	**7,869**
Financial items	9	25.6	7
Profit/(loss) before tax	**13,101**	**66.3**	**7,877**
Tax on profit for the period	(1,003)	41.5	(709)
Profit/(loss) for the period	**12,097**	**68.8**	**7,168**

Total operating revenue

The Company's total operating revenue increased by EUR 9,761 thousand, or 25.2 percent, from EUR 38,770 thousand in the year ended 31 December 2013 to EUR 48,532 thousand in the year ended 31 December 2014. Excluding the effect of foreign currency translation, the Company's total operating revenue increased by EUR 8,599 thousand, or 22.2 percent, in the year ended 31 December 2014 compared to the year ended 31 December 2013.

The increase was primarily driven by a substantial increase in revenue generated by variable revenue commission fees, and by the launch of additional revenue generating sources, such as the expansion of the Company's mobile platform and the launch of new core and derivative games. Revenue derived from commission fees increased due to the signing of new customers, as well as a general increase in income derived from commission fees paid by existing customers. Furthermore, the increase was also driven by an increase in revenue derived from fixed revenue dedicated table fees, as more customers opted to reserve dedicated tables in the Company's studios.

The increase in total operating revenue was offset by the loss of one customer, which was one of the Company's top 5 customers, during the first half of 2014.

PERSONNEL EXPENSES

The Company's personnel expenses increased by EUR 2,023 thousand, or 9.3 percent, from EUR 21,666 thousand in the year ended 31 December 2013 to EUR 23,689 thousand in the year ended 31 December 2014. As a percentage of total operating revenue, personnel expenses decreased from 55.9 percent in the year ended 31 December 2013 to 48.8 percent in the year ended 31 December 2014.

The increase was driven by an increase in the number of employees hired to staff tables in Latvia and at the Company's new studio in Malta; the Company hired these additional employees due to an increase in the number of tables in operation in both Latvia and Malta. Furthermore, the increase resulted from additional hires within the Company's IT and products function group, as well as a minor overall increase in employee salaries.

DEPRECIATION, AMORTISATION AND IMPAIRMENTS

Depreciation, amortisation and impairments increased by EUR 425 thousand, or 12.3 percent, from EUR 3,468 thousand in the year ended 31 December 2013 to EUR 3,893 thousand in the year ended 31 December 2014. As a percentage of total operating revenue, depreciation, amortisation and impairments decreased from 8.9 percent in the year ended 31 December 2013 to 8.0 percent in the year ended 31 December 2014.

The increase was driven by an increase in depreciation-related expenses resulting from the opening of the Company's new studio in Malta and the completion of several large game development projects. The Company expects that costs associated with depreciation and amortisation are likely to increase as a percentage of total operating revenue in the future, as the Company continues to invest in, and add to, assets that the Company will depreciate and amortise over time in future reporting periods.

OTHER OPERATING EXPENSES

Other operating expenses increased by EUR 2,091 thousand, or 36.3 percent, from EUR 5,768 thousand in the year ended 31 December 2013 to EUR 7,859 thousand in the year ended 31 December 2014. As a percentage of total operating revenue, other operating expenses increased from 14.9 percent in the year ended 31 December 2013 to 16.2 percent in the year ended 31 December 2014.

The increase was driven by higher cost of premises, consumable equipment and communication costs resulting from the opening of the Company's new studio in Malta. Furthermore, the increase was also driven by an increase in costs relating to external services rendered in connection with the Offering, as well as a general increase in the Company's operations.

FINANCIAL ITEMS

The Company's financial income decreased by EUR 10 thousand, or 50.3 percent, from EUR 19 thousand in the year ended 31 December 2013 to EUR 10 thousand in the year ended 31 December 2014. The decrease was primarily attributable to a decrease in interest income earned by the Company on bank deposits.

The Company's financial expenses decreased by EUR 12 thousand, or 100.0 percent, from EUR 12 thousand in the year ended 31 December 2013 to EUR 0 thousand in the year ended 31 December 2014. The decrease was primarily attributable to the elimination of penalty interest payments by the Company.

TAX ON PROFIT FOR THE PERIOD

The Company's tax on profit for the period increased by EUR 294 thousand, or 41.5 percent, from EUR 709 thousand in the year ended 31 December 2013 to EUR 1,003 thousand in the year ended 31 December 2014. The Company's effective tax rate decreased from 9.0 percent in the year ended 31 December 2013 to 7.7 percent in the year ended 31 December 2014, primarily due to increased profitability for the period, which resulted in a higher percentage of profit being taxed in Malta, where corporate tax rates are lower than in other jurisdictions in which the Company operates.

PROFIT/(LOSS) FOR THE PERIOD

The Company recognised a net profit of EUR 7,168 thousand in the year ended 31 December 2013 and a net profit of EUR 12,097 thousand in the year ended 31 December 2014.

Consolidated income statement for the year ended 31 december 2013 compared to the year ended 31 december 2012

The table below sets forth the Company's results of operations and the period on period percentage of change for the periods under review.

	For the year ended 31 December		
(EUR thousand)	**2013**	**Change in %**	**2012**
Total operating revenue	**38,770**	**24.0**	**31,274**
Personnel expenses	(21,666)	37.1	(15,803)
Depreciation, amortisation and impairments	(3,468)	110.0	(1,651)
Other operating expenses	(5,768)	31.8	(4,376)
Total operating expenses	**(30,901)**	**41.5**	**(21,831)**
Operating Profit/Loss	**7,869**	**(16.7)**	**9,443**
Financial items	7	63.0	5
Profit/(loss) before tax	**7,877**	**(16.6)**	**9,448**
Tax on profit for the period	(709)	4.0	739
Profit/(loss) for the period	**7,168**	**(17.7)**	**8,709**

Total operating revenue

The Company's total operating revenue increased by EUR 7,496 thousand, or 24.0 percent, from EUR 31,274 thousand in the year ended 31 December 2012 to EUR 38,770 thousand in the year ended 31 December 2013. Excluding the effect of foreign currency translation, the Company's total operating revenue increased by EUR 7,834 thousand, or 25.0 percent, in the year ended 31 December 2013 compared to the year ended 31 December 2012.

The increase during the period was driven by a substantial increase in revenue generated by fixed revenue sources, such as dedicated table fees, due to an increase in the number of existing tables in operation, the vast majority of which operated as dedicated tables over the period. In addition, total operating revenue was increased due to an increase in revenue derived from initial set-up fees from new customers and by the launch of additional revenue generating sources, such as the expansion of the Company's mobile platform and the launch of Immersive Roulette. The increase was also driven by an increase in variable revenue produced by commission fees, which the Company believes is due to an increase in the number of unique end users accessing the live casino products and services, and the aforementioned increase in new customers. The increase in variable revenue was offset by lower average commission percentages due to some customer agreements containing decreasing commission percentages triggered by increases in operator GGR above certain thresholds, as well as decreasing GGR relating to two tier 1 customers that were lost during the first half of 2013.

PERSONNEL EXPENSES

The Company's personnel expenses increased by EUR 5,863 thousand, or 37.1 percent, from EUR 15,803 thousand in the year ended 31 December 2012 to EUR 21,666 thousand in the year ended 31 December 2013. As a percentage of total operating revenue, personnel expenses increased from 50.5 percent in the year ended 31 December 2012 to 55.9 percent in the year ended 31 December 2013.

The increase was driven by an increase in the number of employees hired to staff tables due to the aforementioned increase in the number of tables in operation. Furthermore, the increase resulted from additional hires of IT staff, managers and support staff to assist in managing the growth of the Company, as well as a minor overall increase in employee salaries.

DEPRECIATION, AMORTISATION AND IMPAIRMENTS

Depreciation, amortisation and impairments increased by EUR 1,816 thousand, or 110.0 percent, from EUR 1,651 thousand in the year ended 31 December 2012 to EUR 3,468 thousand in the year ended 31 December 2013. As a percentage of total operating revenue, depreciation, amortisation and impairments increased from 5.3 percent in the year ended 31 December 2012 to 8.9 percent in the year ended 31 December 2013. The increase was primarily driven by a EUR 751 thousand amortisation and impairment charge concerning intangible assets related to software development of games and the live casino gaming platform that management assessed no longer had the ability to generate cash flows. In addition, the increase was driven by investments in the expansion of the Company's mobile platform, the development of core games and the launch of Immersive Roulette.

OTHER OPERATING EXPENSES

Other operating expenses increased by EUR 1,391 thousand, or 31.8 percent, from EUR 4,376 thousand in the year ended 31 December 2012 to EUR 5,768 thousand in the year ended 31 December 2013. As a percentage of total operating revenue, other operating expenses increased from 14.0 percent in the year ended 31 December 2012 to 14.9 percent in the year ended 31 December 2013. The increase is primarily due to a general increase in business activity and the resulting growth of the Company, and construction related to the studio in Malta, which required additional consumable equipment and marketing, travel and overhead costs.

FINANCIAL ITEMS

The Company's financial income increased by EUR 13 thousand, or 223.1 percent, from EUR 6 thousand in the year ended 31 December 2012 to EUR 19 thousand in the year ended 31 December 2013. The increase was attributable to an increase in bank interest income earned on bank deposits.

The Company's financial expenses increased by EUR 10 thousand, or 752.9 percent, from EUR 1 thousand in the year ended 31 December 2012 to EUR 12 thousand in the year ended 31 December 2013. The increase was primarily attributable to penalty interest charged by one of the Company's suppliers due to the early cancellation of a supply agreement.

TAX ON PROFIT FOR THE PERIOD

The Company's tax on profit for the period decreased by EUR 30 thousand, or 4.0 percent, from EUR 739 thousand in the year ended 31 December 2012 to EUR 709 thousand in the year ended 31 December 2013. The Company's effective tax rate increased from 7.8 percent in the year ended 31 December 2012 to 9.0 percent in the year ended 31 December 2013, primarily due to lower profitability for the period, which resulted in a lower percentage of profit being taxed in Malta and a higher percentage of profit being taxed in the United Kingdom and Latvia, where the corporate tax rates are higher.

PROFIT/(LOSS) FOR THE PERIOD

The Company recognised a net profit of EUR 8,709 thousand in the year ended 31 December 2012 and a net profit of EUR 7,168 thousand in the year ended 31 December 2013.

Liquidity and capital resources

The Group's source of funds is cash flow from operating activities. The Group's cash flow from operating activities is affected by the Group's results and changes in the Group's working capital.

Cash flows

The following table sets forth the principal components of the Company's cash flows for the years ended 31 December 2014, 2013 and 2012.

	For the year ended 31 December		
EUR thousand	**2014**	**2013**	**2012**
Cash flow from operating activities	14,218	10,465	9,802
Cash flow from investing activities	(5,967)	(6,626)	(3,932)
Cash flow from financing activities	(5,495)	(3,514)	(1,475)
Cash and cash equivalents at start of period	5,602	5,288	879
Cash and cash equivalents at end of period	**8,295**	**5,602**	**5,288**

Cash flow from operating activities

The Company's cash flow from operating activities increased by EUR 3,753 thousand from EUR 10,465 thousand in the year ended 31 December 2013 compared to EUR 14,218 thousand in the year ended 31 December 2014. The increase was primarily due to an increase in operating profit and cash flows generated from operations during the period, including via adjustments for depreciation of tangible assets such as property and equipment, and decreases in interest and tax paid for the period. The increase was offset by an increase in the Company's working capital for the period primarily due to an increase in accounts receivable.

The Company's cash flow from operating activities increased by EUR 663 thousand from EUR 9,802 thousand in the year ended 31 December 2012 compared to EUR 10,465 thousand in the year ended 31 December 2013. The Company's cash flow from operations decreased slightly in 2013, but this decrease was offset by an increase in cash flow from changes in working capital, which was positive in 2013 compared to 2012, when changes in working capital negatively affected cash flow.

Cash flow from investing activities

The Company's cash flow from investing activities increased by EUR 658 thousand from negative EUR 6,626 thousand in the year ended 31 December 2013 compared to negative EUR 5,967 thousand in the year ended 31 December 2014. The increase was due primarily to a decrease in investments in tangible fixed assets resulting from the completion of the new production studio in Malta, offset by an increase in investments in intangible assets, such as the Company's live casino and mobile platforms and new products.

The Company's cash flow from investing activities decreased by EUR 2,694 thousand from negative EUR 3,932 thousand in the year ended 31 December 2012 compared to negative EUR 6,626 thousand in the year ended 31 December 2013. The decrease was due primarily to investment in a new production studio in Malta. The Company also invested in intangible assets, such as the Company's live casino platform, new products and services and functionality.

Cash flow from financing activities

The Company's cash flow from financing activities decreased by EUR 1,981 thousand from negative EUR 3,514 thousand in the year ended 31 December 2013 compared to negative EUR 5,495 thousand in the year ended 31 December 2014. The decrease was due to an increase in the dividend distributed to shareholders for the period.

The Company's cash flow from financing activities decreased by EUR 2,039 thousand from negative EUR 1,475 thousand in the year ended 31 December 2012 compared to negative EUR 3,514 thousand in the year ended 31 December 2013. The decrease was due to an increase in the dividend distributed to shareholders for the period.

Dividends were paid during 2014, 2013 and 2012 and amounted to EUR 0.152, EUR 0.097 and EUR 0.042 per share, respectively, in each year assuming the total number of outstanding shares of the Company was 35,970,377 at the time that the dividends were paid. See "*Share capital and ownership structure – Historic share capital*".

Capital expenditures

The Company's capital expenditures consist of expenses associated with the development phase of its live casino games, systems, platforms and services, and with tangible assets, such as game tables, hardware, office equipment and leasehold improvements. The Company conducts the pre-development research phase solely with internal resources and staffing, and utilises both internal and external resources and consultants in the development phase. The Company finances its capital expenditures through operating cash flow, and capitalises certain expenses associated with the development of its core games, mobile platform and other products and systems.

Since 2012, as the Company has invested heavily in the development and industrialisation phases of its business, the Company's capital expenditures as a percentage of revenue has averaged 14 percent of its annual revenue. The Company's capital expenditures decreased by EUR 658 thousand, from negative EUR 6,626 thousand in the year ended 31 December 2013 to negative EUR 5,967 thousand in the year ended 31 December 2014, due primarily to the completion of the development of its studio in Malta, offset by an increase in investments in intangible assets, such as the Company's live casino gambling and mobile platforms and new products.

The Company has invested heavily in its products, systems, platforms and services. The Company's capital expenditures decreased by negative EUR 2,694 thousand, from negative EUR 3,932 thousand in the year ended 31 December 2012 to negative EUR 6,626 thousand in the year ended 31 December 2013, due primarily to the Company's investments in its new production studio in Malta, as well as investments in intangible assets, such as the Company's live casino gambling platform, new products and services and functionality.

The Company believes that the capital expenditures in 2014, in terms of capital expenditures as a percentage of revenue, were normalised levels for a year without any extraordinary investments, such as the investment in a new production studio in 2013. The Company believes it has entered a scalable growth phase whereby the company can leverage its existing systems and operating studios to increase revenue growth.

ON-GOING INVESTMENTS

The majority of the Company's present and expected future capital expenditure requirements will be linked to expenses pertaining to the development of its core products and mobile platform. Development costs are expected to be financed internally by cash flow from operations. The Company believes its capital expenditures will increase slightly as a percentage of revenue in 2015. As of 31 December 2014, the Company had no investment obligations.

Fixed assets

As of 31 December 2014, the reported value of Evolution Gaming's fixed assets amounted to EUR 11,430 thousand, and mainly consisted of intangible assets with combined book value of EUR 6,550 thousand. The Company's intangible fixed assets mainly included gaming software with a book value of EUR 6,481 thousand. The Company's tangible assets amounted to EUR 4,835 thousand, and included offices and computer and technical equipment with a book value of EUR 3,586 thousand. For a description of the Company's fixed assets, see notes 4 and 5 to the audited consolidated financial statements for the year ended 31 December 2014 included elsewhere in this Prospectus.

Contractual obligations

The Group has entered into lease agreements for the use of various office premises. The table below sets forth the future minimum lease payments that the Company will be obligated to make under non-cancellable operating leases as of 31 December 2014. For a description of the Company's operating leases, see "*Legal considerations and supplementary information—Material agreements—Lease agreements*".

	As at 31 December 2014		
EUR thousand	**Total**	**< 1 year**	**1-5 years**
Operating lease payments	1,667	871	796

Indebtedness

As of the year ended 31 December 2014, the Company had no material outstanding indebtedness.

Other financial obligations

PENSION EXPENSES AND PENSION COMMITMENTS

The Group has various pension plans in different countries. The pension plans are financed by payments from the relevant Group companies and, in some cases, from employees. As all pension plans are defined contribution, the Group has no legal or informal obligations once the contributions have been paid. The Group's outgoing payments for defined-contribution pension plans are expensed in the period in which the employees performed the services to which the charge relates. For a description of certain pension plans and obligations, see note 1.23 to the audited consolidated financial statements as of and for the year ended 31 December 2014 included elsewhere in this Prospectus.

Off balance sheet arrangements

The Company is not a party to any off balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on the Company's financial condition, changes in financial condition, revenue or expenses, results of operations, liquidity, capital expenditure or capital resources.

Quarterly financial information

The Company believes that the quarterly financial information set out below, covering the period from the first quarter of 2012 to the fourth quarter of 2014, is of significant value to investors, since it enables a better evaluation of the Company's quarterly development during this period. However, please note that the table is based on information derived from the Company's internal accounts, which are not included in the audit reports submitted by the auditor or otherwise reviewed by the Company's auditors.

	2012				2013				2014			
EUR million	**Q1**	**Q2**	**Q3**	**Q4**	**Q1**	**Q2**	**Q3**	**Q4**	**Q1**	**Q2**	**Q3**	**Q4**
Revenue	7.1	7.6	7.7	9.0	9.6	9.6	9.2	10.4	10.8	11.5	12.4	13.8
EBITDA	2.7	2.7	2.4	3.2	3.1	3.0	2.4	2.8	3.2	4.1	4.5	5.3
EBIT	2.4	2.3	2.0	2.8	2.6	2.3	1.7	1.3	2.3	3.1	3.5	4.2

Quantitative and qualitative disclosures about financial risk

The Group's activities potentially expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk and cash flow interest rate risk), credit risk and liquidity risk. Risk management is coordinated at a Group level in respect of all companies of which the Company is the ultimate parent. The Group did not make use of derivative financial instruments to hedge certain risk exposure during the periods under review.

Market risk

FOREIGN EXCHANGE RISK

Foreign exchange risk arises from future commercials transactions and recognised assets and liabilities which are denominated in a currency that is not the Company's functional currency. A portion of the Company's revenues are denominated in Great Britain Pounds (GBP) and United States Dollars (USD). The Group is also exposed to currency fluctuations in the Swedish Krona (SEK). Historically, foreign exchange risk and exposure to currency fluctuations has not had a material impact on the Group's business, financial condition or results of operations, and management believes that the Group is not significantly exposed to foreign exchange risk. However, the Company does not hedge its exposure to these currency risks and exchange rate fluctuations, which could impact the Company's financial results in ways unrelated to its operations. See "*Risk Factors—The Group may be exposed to risk regarding currency fluctuations*".

For the year ended 31 December 2014, 13.6 percent of the Group's total operating revenue was generated in GBP and 10.0 percent in USD. For the year ended 31 December 2013, 14.6 percent of the Group's total operating revenue was generated in GBP and 9.3 percent in USD. The Group's results are most sensitive to changes in EUR/GBP and to a lesser extent changes in EUR/USD. A change in the average EUR/GBP rate by 10 percent would have had an impact of EUR 662 thousand on the Group's total operating revenue as of 31 December 2014 (i.e., 1.4 percent). A change in the average EUR/USD rate by 10 percent would have had an impact of EUR 512 thousand on the Group's total operating revenue as of 31 December 2014 (i.e., 1.1 percent).

CASH FLOW AND FAIR VALUE INTEREST RATE RISK

Other than with respect to cash and cash equivalents, the Group has no significant interest-bearing assets and liabilities. The Group's income and operating cash flows are substantially independent of changes in market interest rates. On this basis, management does not believe that the risk or impact of a defined interest rate shift (that is reasonably possible as of 31 December 2014) on the Group's profit or loss is material.

Credit risk

Credit risk arises from trade and other receivables, including outstanding receivables and committed transactions, and from cash and cash equivalents. The Group's exposure to credit as of for periods under review is set forth below:

	For the year ended 31 December		
EUR thousands	**2014**	**2013**	**2012**
Trade and other receivables	12,074	8,101	7,011
Cash and cash equivalents	8,295	5,602	5,288
Total loans and receivables	**20,369**	**13,704**	**12,299**

The Group's maximum exposure to credit risk as of the year ended 31 December 2014, in respect of the financial assets above, is equivalent to their carrying amount, as disclosed in note 6 and note 7 to the audited consolidated financial statements as of and for the year ended 31 December 2014 included elsewhere in this Prospectus. The Group does not hold any collateral as security in this respect.

The Group has policies in place to ensure that sales of services are affected to customers with an appropriate credit history. The Group monitors the performance of its customers by reviewing receivables on a regular basis to identify incurred collection losses, which are inherent in the Group's receivables, taking into account its historical relationship and collection experience with each customer and in the collection of accounts receivable generally. Trade receivables are considered by the Company's Board of Directors to be fully performing, and the Group actively manages credit limits and exposures and trades frequently with parties who are deemed by management, after taking into account such party's performance history without defaults, to have sound credit standing.

	For the year ended 31 December		
EUR thousands	**2014**	**2013**	**2012**
Not past due	5,609	4,038	3,375
Up to 30 days past due	1,980	990	677
31 to 60 days past due	295	677	381
Over 60 days past due	120	52	6
Total	**8,003**	**5,758**	**4,438**

As of 31 December 2014, trade receivables of EUR 415 thousand (2013: EUR 730 thousand and 2012: EUR 387 thousand) were past due but not impaired. Such past due debtors comprise debts allocated to the over 30 days category and relate to a number of independent customers for whom there is no recent history of default. Whilst a number of customers account for a certain percentage of the Group's past due debts, management has not identified any major concerns with respect to concentration of credit risk. Categorisation of receivables as past due is determined by the Group on the basis of the nature of the credit terms in place and credit arrangements actually utilised in managing exposures with customers.

In view of the nature of the Group's activities and the market in which it operates, the Company derives a substantial amount of revenue and receivables from a limited number of customers. As of 31 December 2014, no individual customer or group of dependent customers is considered by management to present a significant concentration of credit risk with respect to trade debts or receivables.

Liquidity risk

The Group is exposed to liquidity risk in relation to its ability to meet future obligations associated with its financial liabilities, which are principally comprised of trade and other payables. Prudent liquidity risk management includes maintaining sufficient cash and committed capital lines to ensure the availability of an adequate amount of funding to meet obligations.

Management monitors liquidity risk by reviewing expected cash flows to ensure that no financing is expected to be required over the coming year.

Management does not believe that the Group's liquidity risk is material in view of the Group's cash and cash equivalents and its cash inflows and outflows. The Company finances its operations and trade and other payables through cash flows generated from its operations, and does not have any financing facilities, credit lines or outstanding financial instruments. As of 31 December 2014, the Company's current assets exceeded current liabilities by EUR 12,477 thousand.

Critical accounting policies

See note 1 "*Summary of significant accounting policies*" to the Company's audited consolidated financial statements as of and for the year ended 31 December 2014 included elsewhere in this Prospectus.

Capitalisation, indebtedness and other financial information

Equity and liabilities

Evolution Gaming had no interest-bearing liabilities at the end of 2014 and all of the Company's liabilities are related to operations, e.g. accounts payable and deferred tax liabilities.

The shareholders' equity value has in recent years increased by an amount equal the periods' net income less dividend. As per 31 December 2014, the Company's equity value was EUR 23.7 million, corresponding to an equity/asset ratio of 75 percent.

The table below summarises Evolution Gaming's capital structure as of 31 December 2014, i.e. the latest reporting date before the Offering.

Capitalisation

EUR thousands	31 December 2014
Current debt	
Guaranteed	0
Secured	0
Unguaranteed/unsecured	7,892
Total current debt	**7,892**
Non-current debt	
Guaranteed	0
Secured	0
Unguaranteed/unsecured	192
Total non-current debt	**192**
Total current and non-current debt	**8,084**
Shareholders' equity	
Share capital	526
Legal reserve	3,597
Other reserves	19,592
Total shareholders' equity	**23,715**

Net indebtedness

The Company has no interest-bearing liabilities and is financed through cash flows generated from its operations. Due to strong cash flow generation from its operations, the Company foresee no need for external financing in the near future.

The table below summarises Evolution Gaming's net indebtedness as of 31 December 2014, i.e. the latest reporting date prior to the Offering.

Net indebtedness

	EUR thousands	31 December 2014
A.	Cash	8,295
B.	Cash equivalents	0
C.	Trading securities	0
D.	**Liquidity (A) + (B) + (C)**	**8,295**
E.	Current financial receivables	0
F.	Current bank debt	0
G.	Current portion of non-current debt	0
H.	Other current financial debt	0
I.	**Current financial debt (F) + (G) + (H)**	**0**
J.	**Net current financial indebtedness (I) - (E) - (D)**	**(8,295)**
K.	Non-current bank loans	0
L.	Bond issued	0
M	Other non-current loans	0
N.	**Non-current financial indebtedness**	**0**
O.	**Net financial indebtedness (J) + (N)**	**(8,295)**

Working capital statement

It is the Company's opinion that its present working capital and liquid assets are sufficient to meet the Group's requirements for the period of twelve months from the date of the publication of the Prospectus. As of 31 December 2014, cash and cash equivalents amounted to EUR 8,295 thousands.

Board of Directors, executive management and auditors

Board of Directors

The following table provides the names and residence of each of the directors of the Company, the date they commenced serving on the Board of Directors of the Company, the positions they are currently holding as of the date of this Prospectus and the positions which they have held during the past five years.

MR. JOEL CITRON, THE U.S.
Chairman of the Board since 28 January 2015.

Education: B.Sc. in Business Administration and an M.A. in Economics from the University of Southern California.

Other current position(s): CEO of Tenth Avenue Holdings LLC. Chairman of the Board of Tenth Avenue Commerce LLC. Chairman of the Board of Avenue Income Strategies Fund. Chairman of the Board of Avenue Credit Strategies Fund. Chairman of the Board of Oasmia Pharmaceutical AB. Director of Boulevard Acquisition Corp. Director of Attivio Inc. Director of Hello Products. President of Board of Trustees of Abraham Joshua Heschel School. Board member of USC Shoah Foundation Institute. Board member of Starfall Education Foundation.

Other position(s) which have been held in the past 5 years, but is no longer holding: - Director of Communications Capital Group LLC from 2010 to 2012. Director of Symbius Medical LLC from 2007 to 2014.

MR. JENS VON BAHR, MALTA
Group Chief Executive Officer and Director in the Group since 2006, Board member of the Company since 28 January 2015.

Education: High School Diploma from Quartz Hill High School. Bacca-laureate from Kungsholmens Gymnasium. Bachelor of Business from Stockholm University. MBA from University of Western College.

Other current position(s): –

Other position(s) which have been held in the past 5 years, but is no longer holding: Board member of Evolution Consultants Asia Private Ltd. from January 2007 to April 2013. Board member and shareholder in Evolution Sweden AB from September 2006 to April 2010. Board member of BAHR Consulting AB. Board member and CEO of Somia AB.

MR. FREDRIK ÖSTERBERG, MALTA
Chief Commercial Officer and Deputy CEO of the Group since 2006, Board member of the Company since 28 January 2015.

Education: Upper Level Secondary School Kungsholmens gymnasium. Bachelor of Science in Business Administration and Economics from Stockholm University.

Other position(s) which have been held in the past 5 years, but is no longer holding: Board member and company secretary in a number of the Company's subsidiaries. Board member of Somia AB from May 2009 to May 2010. Board member of Evolution Sweden AB.

MR. IAN LIVINGSTONE, UNITED KINGDOM
Board member of the Company since 28 January 2015.

Other current position(s): Director of Strategic Real Estate Portfolios PLC. Director of Strategic Investment Portfolio LTD. Director of Ballsbridge Hotel Limited. Director SRE Portfolios Luxembourg SARL. Director of Tortuga Property Limited. Director of SRE Portfolios UK Ltd. Director of LR (York) Limited. Director of George Holdings (UK) Limited. Director of Gloucester Capital Limited. London Portman Hotel Limited. Director of Strategic Investments Portfolio Limited. Director of Portman Towers Services Limited. Director of Starlight Headlease Limited. Director of SRE Haverstock Hill Limited.

Other position(s) which have been held in the past 5 years, but is no longer holding: Board member of SREP Holdings Ltd.

MR. JONAS ENGWALL, SWEDEN
Board member of the Company since 28 January 2015.

Education: Master of Business Administration, Stockholm School of Economics.

Other current position(s): Chairman of the Board, ExOpen Systems Aktiebolag. Chairman of the Board, Occasion Euro Events AB. Chairman of the Board, Takkei Trainingsystems AB. Board member and CEO, Knoxville AB. Board member and CEO, USPORTS AB (ongoing bankruptcy). Board member, Bostadsrättsföreningen Poppeln 2. Board member, E. Svenssons i Lammhult Aktiebolag. Board member, E. Svenssons i Lammhult Holding Aktiebolag. Board member, Jonas Engwall Förvaltning AB. Deputy Board member, Mattias Trotzig Investment AB.

Other position(s) which have been held in the past 5 years, but is no longer holding: Deputy Board member, Spread Partner AB. Board member, Foxrain AB. Chairman of the Board, Risenta AB.

Executive management

The following table provides the names and residence of each of the members of management of the Company, the date they commenced working for the Company, the positions they are currently holding as of the date of this Prospectus and the positions which they have held during the past five years.

MR. JENS VON BAHR, MALTA
See above.

MR. FREDRIK ÖSTERBERG, SWEDEN
See above.

MR. FREDRIK SVEDERMAN, SWEDEN
CFO of the Group since 2010.

Education: 3 year Economic program, Accounting, Bromma Gymnasium, Sweden. Fil. Kand. in Economics, Financing and Accounting, from Stockholm University. 4 month Diploma Course in Finance from UCLA Berkeley, California, USA.

Other current position(s): Board member in a number of the Company's subsidiaries. Board member of FS Financial Services AB.

Other position(s) which have been held in the past 5 years, but is no longer holding: Board member of Evolution Italy Srl from October 2011 to July 2013. Deputy Board member of Fredrik Espmark AB from August 2005 to September 2010. Chairman and Board member of Teletrade Solutions AB from August 2008 to August 2010. Chairman and Board member of Go4Us Nordic AB from December 2008 to August 2010. Board member of Nordnet SAK AB from December 2008 to July 2010. Board member of VCW, Internet Services AB from December 2008 to July 2010. Board member of Nordnet Pensionsförsäkring AB from December 2008 to July 2010. Partner of Fresa Konsult Handelsbolag from May 2006 to October 2010.

MR. SVANTE LILJEVAL, LATVIA
Chief Operating Officer of the Group since 2008.

Education: Stockholm University and KTH Royal Institute of Technology, Information Technology and Business Admin-istration.

Other current position(s): COO and Director in some of the Company's subsidiaries.

Other position(s) which have been held in the past 5 years, but is no longer holding: CEO of 100 Plus AB from April 2008 to February 2011.

MR. JESPER VON BAHR, MALTA
Group Chief Legal Officer/ Chief Risk Officer of the Group since 2011.

Education: International baccalaureate from Kungsholmens Gymnasium. L.L.M. from Stockholm University. University of California, Davis.

Other current position(s): Director and Company Secretary in a number of the Company's subsidiaries. Board member of Ventilation Holding Sweden AB. Deputy Board member of Swedish Hasbeens AB. Deputy Board member of Waste Land AB. Deputy Board member of OOF AB. Deputy Board member of Evogame AB. Board member Paper Street Soap Company AB. Holder of von Bahr Konsult.

Other position(s) which have been held in the past 5 years, but is no longer holding: Chairman and Board member of Swedish Hasbeens AB from January 2010 to February 2012. Board member of Waste Land AB from September 2008 to February 2012. Chairman and Board member of Somia AB from May 2009 to May 2010. Board member of Evolution Italy Srl from October 2011 to July 2013. Deputy Board member of Bostadsrättsföreningen Kasernen 2 from July 2007 to July 2012. Liquidator of Automaster Svenska Aktiebolag from March 2010 to May 2012.

MR. RICHARD HADIDA, UNITED KINGDOM
Creative Director of the Group since 2006.

Education: University College School.

Other current position(s): Chairman of SIA Evolution Latvia.

Other position(s) which have been held in the past 5 years, but is no longer holding: Director and Group Chief Technology Officer of Evolution Gaming Ltd. from April 2006 to April 2013. Chief Technology Officer of London & Regional Properties Limited from 1995 to April 2013. Partner at DRS Entertainment LLP from May 2007 to July 2012.

Other information about the Board of Directors and management

All members of the Board of Directors and the management of the Company have their business address at c/o Evolution Gaming, Block 10, 1091 Portomaso, St. Julians STJ 4013, Malta, with the exception of:

- Mr. Richard Hadida whose business address is c/o Evolution Gaming Limited, 55 Baker Street, London W1U 8EW, United Kingdom;
- Mr. Fredrik Svederman whose business address is c/o Summit Hitech, Sveavägen 9, 111 57 Stockholm Sweden; and
- Mr. Svante Liljevall whose business address is Brivibas iela 151, LV-1012, Riga, Latvia;
- Mr. Joel Citron whose business address is 483 Tenth Avenue New York, New York 10018, United States of America; and
- Mr. Ian Livingstone whose business address is London 4 Regional Properties, 55 Baker Street, London, QIU8EW, United Kingdom.

Jonas Engwall has served as a Board member and the chief executive officer of USPORTS AB since 3 November 2012. USPORTS AB entered into bankruptcy on 8 March 2013.

Other than as stated above, during the past five years, none of the Board of Directors or members of the management of the Company has (i) been convicted of fraud related crimes, (ii) been a member of the board or management of a company that has entered into bankruptcy, been liquidated or been placed under receivership, or (iii) been charged with, or sanctioned, by authorities or courts prohibiting them to be a member of an issuer's management or board.

None of the Board of Directors or members of the management of the Company has any interests which can conflict with the interest of the Company (but several of the members of the Board of Directors and members of the management of the Company have financial interests in the Company due to their shareholding in the Company).

There are no family ties between any of the members of the Board of Directors or members of the management of the Company other than Jens von Bahr and Jesper von Bahr being cousins.

Jonas Engwall has entered into an agreement with the Company to perform certain consultancy services regarding the development of the business in Riga. The agreement has been entered into on market terms.

Remuneration to the Board of Directors and management

Fees and other remuneration for members of the Board of Directors, including the chairman of the board, are resolved upon by the annual general meeting. The general meeting has currently not resolved on any remuneration for the Board of Directors.

During 2014 the CEO received EUR 247,163 in total remuneration and the other members of the management received EUR 987,426.

Neither the members of the Board of Directors nor the members of the management of the Company are entitled to any benefits following termination of their respective assignments.

Board of Directors and management's holdings of shares

Certain directors of the Board of Directors and executive management, have economic interests in the Offering, partly by owning shares in the Company, partly by being part of the Selling Shareholders.

The below table shows the directors' and managements' interests in the Company.

Board member or executive manager	**Board member or executive manager**
Mr. Ian Livingstone[1]	11,900,063 shares, 33.08 % of the shares and votes prior to the Offering.
Mr. Jens von Bahr[2]	6,315,419 shares, 17.56 % of the shares and votes prior to the Offering.
Mr. Fredrik Östberberg[3]	6,033,176 shares, 16.77 % of the shares and votes prior to the Offering.
Mr. Richard Hadida	3,685,509 shares, 10.25 % of the shares and votes prior to the Offering.
Mr. Svante Liljevall[4]	519,523 shares, 1.44 % of the shares and votes prior to the Offering.
Mr. Fredrik Svederman[5]	461,264 shares, 1.28 % of the shares and votes prior to the Offering.
Mr. Jesper von Bahr[6]	458,504 shares, 1.27 % of the shares and votes prior to the Offering.
Mr. Joel Citron[7]	314,486 shares, 0.98 % of the shares and votes prior to the Offering.
Mr. Jonas Engwall[8]	61,926 shares, 0.17 % of the shares and votes prior to the Offering.

Incentive program

Some of the Company's owners have, for the purpose of creating incentives to the employees, sold shares in the Company during the preceding twelve-month period. Some of these transactions have been made at a lower valuation of the Company than what is implied by the indicative offered share price of the Offering (SEK 1.7 billion and SEK 1.9 billion, compared to an implied valuation of approximately SEK 2.5 – 2.9 billion in the offering to the general public), and the Company has paid social charges and other taxes to the extent any such charges and other taxes have been incurred in respect of these transactions.

Auditor

The Company's auditor is Öhrlings PricewaterhouseCoopers AB, company org. no. 556029-6740 with Mr. Nicklas Renström as the auditor in charge. Mr. Nicklas Renström is an authorised public accountant and a member of FAR (professional institute for authorised public accountants).

[1] The shareholding refers to shares held by Mr. Richard Livingstone, brother of Mr. Ian Livingstone.
[2] Mr. Jens von Bahr owns shares through Aktiebolaget Grundstenen 150920 (name change pending) and/or through a capital insurance.
[3] Mr. Fredrik Österberg owns shares through Aktiebolaget Grundstenen 150921 (name change pending) and/or through a capital insurance.
[4] Mr. Svante Liljevall owns shares through Albarose Ltd.
[5] Mr. Fredrik Svederman owns shares through capital insurance and through FS Financial Services AB.
[6] Mr. Jesper von Bahr owns shares through capital insurance through Paper Street Soap Company AB and through Bombinous Ltd.
[7] Mr. Joel Citron owns shares through TAH Core Master Fund Ltd.
[8] Mr. Jonas Engwall owns shares through Knoxville AB.

Corporate governance

Under the Swedish Companies Act (Sw. *Aktiebolagslagen (2005:551)*) (the "**Swedish Companies Act**"), the Board of Directors is ultimately responsible for the organisation and management of the Company. The Company's articles of association provide that the Board of Directors is to be elected by the shareholders and consist of between 3 and 8 directors.

The Company is newly formed and has as such not yet established practices for its corporate governance. The Swedish Corporate Governance Code is not applicable to Nasdaq First North Premier, thus the Company is not obligated to comply or be in compliance with the Code. The Board of Directors intends to establish a nominating committee at the Company's next annual general meeting.

The Board of Directors proposes that the annual general meeting of 2015 appoints a nominating committee which shall consist of four members, the chairman of the Board of Directors and representatives from the Company's three largest shareholders (based upon the known ownership of the Company's shares on the last business day of August each year) is proposed to be included in the nominating committee. The largest shareholders will only be represented in the nominating committee if they so wish. The nominating committee will appoint a chairman of the committee among itself. The chairman of the Board of Directors may not be the chairman of the nominating committee. The term of office of the nominating committee shall be until such time as a new nominating committee is constituted.

It is proposed that the members of the nominating committee not receive any compensation.

The nominating committee's work will include submittal of proposals to the shareholders' general meetings regarding nominating of the Board of Directors, the chairman of the Board of Directors and auditors. The nominating committee shall also make recommendations to the shareholders' general meetings regarding the fees to be paid to the Board of Directors and the auditors and regarding the principles of appointment of a new nominating committee.

The Group has established a risk committee consisting of representatives from the relevant parts of the organisation, which meets on a quarterly basis to assess, discuss and address risk management. The Group has further implemented routines and internal control systems for risk management purposes, which *inter alia* includes the establishment of the MCR in Latvia. The MCR, volumes and patterns in order to aid in the detection of money laundering and fraudulent activities by customers, end users, third parties and croupiers, as well as potential collusion by operators, online gaming customers and end users. As some jurisdictions have laws that expressly criminalise the provision of, and participation in, gambling services, the Group takes precautionary measures, *inter alia*, by contractually requiring operators to comply with the laws and regulations that apply to their gambling services. These contractual clauses serve as form of legal protection and hurdle to access to the Group's products and services from certain end users, as the Group's customers screen and restrict end user access to their online gambling platforms on a local basis and in compliance with local laws and regulations. The Group further has technical systems and controls in place, that are designed to ensure that access to the Group's live casino products and services is excluded from certain restricted jurisdictions.

Share capital and ownership structure

The shares and the share capital

All of the Company's shares are denominated in EUR and issued under Swedish law in accordance with the Swedish Companies Act. After the listing, the shares will be traded in SEK on Nasdaq First North Premier and the share's ISIN code is SE0006826046. The Company's shares are registered in a CSD register in accordance with the Swedish Financial Instruments Accounts Act (Sw. *lag (1998:1479) om kontoföring av finansiella instrument*). This register is managed by Euroclear Sweden. No share certificates have been issued and the book-entry shares are in bearer form. The shares are freely tranferable.

As of the date of this Prospectus, the Company has 35,970,377 shares issued and outstanding, all of the Company's shares have been fully paid. As of the date of this Prospectus the Company's share capital is EUR 539,555.655, the nominal value of each share is EUR 0.015. According to the Company's articles of association, the Company's maximum number of shares is 120,000,000 and maximum share capital is EUR 1,800,000.

Each share entitles the holder thereof to one vote. Each share entitles the holder thereof a pro rata right to dividends and the right to subscribe for shares in new issues of shares by the Company. All shares carry equal rights to the Company's assets available for distribution to shareholders in the event of liquidation, dissolution or winding up of the Company.

The shares are not subject to any offer made due to a mandatory bid obligation, redemption right or redemption obligation, nor have the shares been subject to a public takeover offer during the current or the past financial year. The shares are not subject to any restrictions on their transferability.

The Selling Shareholders can be reached at the following office address: c/o Evolution Gaming, Block 10, 1091 Portomaso, St. Julians STJ 4013, Malta. The Company is not aware of any agreements which could lead to a change in the control of the Company.

Historic share capital

Please see the below historic share capital of the Company. On 9 December 2014, the Group reorganised by establishing a new parent company (Evolution Gaming Group AB (publ)) in Sweden. The reorganisation was done through an issue in kind where each share in the previous parent company (Evolution Core Holding Limited) was exchanged for a share in the newly established Swedish parent company Evolution Gaming Group AB (publ). For more information, please see the section "*Forward-looking statements and presentation of financial and other data – presentation of financial and other data*".

Date	Event	Change in number of Shares	Total number of shares	Change in share capital (EUR)	Share capital (EUR)	Quota value (EUR)
2014-12-09	Incorporation	35,035,968	35,035,968	525,539.52	525,539.52	0.015
2015-01-01	-	-	35,035,968	-	525,539.52	0.015
2015-01-29	Directed share issue	878,705	35,914,673	13,180.575	538,720.095	0.015
2015-01-29	Issue in kind	55,704	35,970,377	835.560	539,555.655	0.015

Dividend policy

General

Holders of the Company's shares will be entitled to receive future dividends, provided dividends are declared. The Board of Directors of the Company has adopted a dividend policy whereby at least 50 percent of the Company's consolidated net profit shall be paid in dividends. The Board of Directors shall take into account a number of factors when proposing that the Company pay a dividend, including the Company's future profits, investment needs, liquidity and development opportunities as well as general economic and business conditions. The Board of Directors do not intend to propose dividends to be decided by the annual general meeting to be held in 2015.

Payment

The Company declares dividends primarily in EUR. Payment of dividends will therefore be made in EUR, provided that EUR can be received on the shareholder's account; if not, payment of dividends will be made in SEK, after currency exchange by Euroclear or the Company. Shareholders with nominee-registered shareholdings should contact their nominees with respect to the dividend payment currency.

Legal and regulatory requirements

The declaration of dividends or other capital distributions by Swedish companies is decided upon by the general meeting of shareholders. The amount that is available for distribution to the shareholders is determined based on the Company's last adopted balance sheet on an unconsolidated basis. Dividends or other capital contributions may only be declared to the extent that there is unrestricted equity (Sw. fritt eget kapital) available, meaning that there must be full coverage for the Company's restricted equity (Sw. bundet eget kapital) after the distribution (i.e., the book value of the Company's assets must amount to at least the restricted equity together with any provisions and liabilities following the distribution). Restricted equity includes, *inter alia*, the Company's share capital and its statutory reserve.

Furthermore, in addition to the requirement regarding full coverage for the Company's restricted equity, dividends or other capital distributions may only be declared to the extent that such declaration is prudent, taking into consideration: (i) the demands with respect to the size of the equity which are imposed by the nature, scope and risks associated with the operations of the Company and the Group; and (ii) the

Ownership structure prior to and following the offering

The table below sets forth Evolution Gaming's ownership structure immediately before the Offering and directly after completion of the Offering.

	Shares held before the Offering		After the Offering (if the Offering is not increased and the Over-allotment option is not exercised)		After the Offering (if the Offering is increased in full and the Over-allotment option is not exercised)		After the Offering (if the Offering is increased in full and the Over-allotment option is exercised in full)	
Shareholder	**No. of shares**	**%**	**No. of shares**	**%**	**No. of shares**	**%**	**No. of shares**	**%**
Mr. Richard Livingstone[1)]	11,900,063	33.1%	7,140,038	19.8%	6,080,855	16.9%	4,458,929	12.4%
Mr. Jens von Bahr[2)]	6,315,419	17.6%	3,789,252	10.5%	3,619,906	10.1%	3,619,906	10.1%
Mr. Fredrik Österberg[3)]	6,033,176	16.8%	3,619,906	10.1%	3,619,906	10.1%	3,619,906	10.1%
Mr. Richard Hadida	3,685,509	10.2%	2,211,306	6.1%	2,112,481	5.9%	2,112,481	5.9%
Edendale Universal Holding Ltd.[4)]	1,666,764	4.6%	1,105,391	3.1%	941,413	2.6%	690,314	1.9%
Garcia Investment Holdings Ltd.[5)]	1,666,896	4.6%	1,105,478	3.1%	941,487	2.6%	690,368	1.9%
Total Markets Holding Corp.[6)]	1,608,796	4.5%	965,278	2.7%	822,085	2.3%	602,814	1.7%
Mr. Svante Liljevall[7)]	519,523	1.4%	389,643	1.1%	389,643	1.1%	389,643	1.1%
Mr. Fredrik Svederman[8)]	461,264	1.3%	276,759	0.8%	276,759	0.8%	276,759	0.8%
Mr. Jesper von Bahr[9)]	458,504	1.3%	275,103	0.8%	275,103	0.8%	275,103	0.8%
Mr. Sebastian Johannisson[10)]	353,875	1.0%	318,488	0.9%	318,488	0.9%	318,488	0.9%
Mr. Antony Gevisser	351,120	1.0%	0	0.0%	0	0.0%	0	0.0%
TAH Core Master Fund Ltd.[11)]	314,486	0.9%	314,486	0.9%	314,486	0.9%	314,486	0.9%
Knoxville AB[12)]	61,926	0.2%	61,926	0.2%	61,926	0.2%	61,926	0.2%
Other shareholders[13)]	573,056	1.6%	573,056	1.6%	573,056	1.6%	573,056	1.6%
New shareholders[14)]	0	–	13,824,267	38.4%	15,622,783	43.4%	17,966,198	49.9%
Total	**35,970,377**	**100.0%**	**35,970,377**	**100.0%**	**35,970,377**	**100.0%**	**35,970,377**	**100.0%**

1) Mr. Richard Livingstone is the brother of Mr. Ian Livingstone (member of the Board of Directors).
2) Mr. Jens von Bahr owns shares through Aktiebolaget Grundstenen 150920 (name change pending) and/or through a capital insurance.
3) Mr. Fredrik Österberg owns shares through Aktiebolaget Grundstenen 150921 (name change pending) and/or through a capital insurance.
4) Edendale Universal Holding Ltd. is one of the founding shareholders of the Company; its address is c/o Patton, Moreno and Asvat (BVI) Limited, P.O. Box 3174, Road Town, Tortola, British Virgin Islands.
5) Garcia Investment Holdings Ltd. is one of the founding shareholders of the Company; its address is c/o Patton, Moreno and Asvat (BVI) Limited, P.O. Box 3174, Road Town, Tortola, British Virgin Islands.
6) Total Markets Holding Corp. is one of the founding shareholders of the Company; its address is c/o Overseas Management Company Trust (B.V.I.) Ltd., OMC Chambers, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands.
7) Mr. Svante Liljevall owns shares through Albarose Ltd.
8) Mr. Fredrik Svederman owns shares through capital insurance and through FS Financial Services AB.
9) Mr. Jesper von Bahr owns shares through capital insurance through Paper Street Soap Company AB and through Bombinous Ltd.
10) Mr. Sebastian Johannisson owns shares through a capital insurance.
11) TAH Core Master Fund Ltd. is controlled by Mr. Joel Citron (Chairman of the Board of Directors).
12) Mr. Jonas Engwall owns shares through Knoxville AB.
13) Consists of 39 individual shareholders, none of whom hold more than 0.4% of the Company's shares.
14) New shareholders include Cornerstone Investors.

need to strengthen the balance sheet, liquidity and financial position of the Company and the Group.

The shareholders may, as a general rule, not declare dividends in an amount higher than the Board of Directors has proposed or approved.

Under the Swedish Companies Act, minority shareholders that together represent at least 10 percent of all outstanding shares of the Company have the right to request a payment of dividend (to all shareholders) from the Company's profits. Following such a request, the annual general meeting is required to resolve to distribute 50 percent of the remaining profit for the relevant year as reported on the balance sheet adopted at the annual general meeting, after deductions made for: (i) losses carried forward that exceed unrestricted reserves (Sw. fria fonder); (ii) amounts which, by law or the articles of association, must be transferred to restricted equity; and (iii) amounts which, pursuant to the articles of association, are to be used for any purpose other than distribution to the shareholders. However, the general meeting is not obliged to declare dividends in excess of 5 percent of the Company's shareholders' equity. Moreover, the general meeting may not declare dividends to the extent that there will not be full coverage of the Company's restricted equity or in violation of the prudence rule described above.

Dividends will normally be paid to shareholders in cash on a per share basis through Euroclear, but may also be paid in kind. On the record date established by the general meeting, holders recorded as owners of shares in the register of shareholders maintained by Euroclear will be entitled to receive dividends.

If a shareholder cannot be paid through Euroclear, such shareholder still retains its claim to the dividend amount, and the claim remains against the Company subject to a statutory limitation of 10 years. Should the claim become barred by the statute of limitations, the dividend amount is forfeited to the Company. Neither the Swedish Companies Act nor the Company's articles of association contain any restrictions regarding dividend rights of shareholders outside Sweden. Subject to any restrictions imposed by banks or clearing systems in the relevant jurisdiction, payments to such shareholders are made in the same manner as for shareholders resident in Sweden. However, shareholders with limited tax liability in Sweden are normally subject to Swedish withholding tax. For a discussion of withholding taxes on the payment of dividends, see "*Tax issues in Sweden*".

Legal considerations and supplementary information

Incorporation and legal form of business

Evolution Gaming is a public limited liability company, formed and incorporated in Sweden under Swedish law on 14 November 2014. The legal name of the Company is Evolution Gaming Group AB (publ), reg. no. 556994-5792, its trade name is Evolution Gaming and its registered place of business is Stockholm, Sweden. The Company's shares will be traded on Nasdaq First North Premier. The Company conducts its business in accordance with Swedish law.

Group structure

The Company is the parent and holding company of a number of subsidiaries. The organisational chart below illustrates the legal structure of the Group. All entities illustrated below are wholly owned if not apparent below. The Company's subsidiary Evolution Core Holding Ltd. will be entered into liquidation shortly after the date of this Prospectus.

Evolution Malta Holding Ltd, Evolution Malta Ltd, Evolution Gaming Malta Ltd and Evolution Malta Ops Ltd are registered on Malta, Evolution Core Holding Ltd is registered on Cyprus, SIA Evolution Latvia is registered in Latvia, Evolution Gaming Ltd is registered in the United Kingdom, Blue Chameleon Enterprises Ltd is registered on the British Virgin Islands and Evolution New Jersey LLC is registered in Delaware, United States of America.

Related party transactions

All transactions between companies within the Group are conducted on normal commercial terms and at market prices.

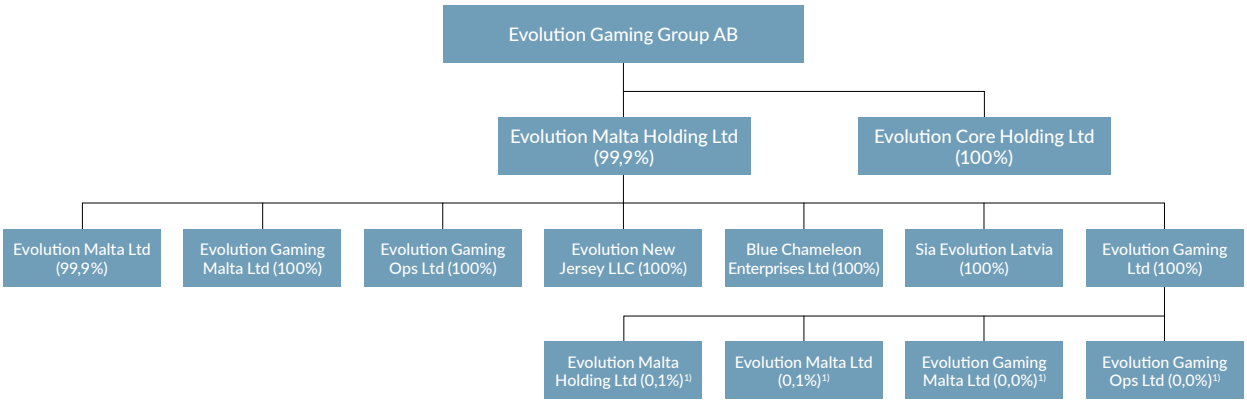
Jonas Engwall has entered into an agreement with the Company to perform certain consultancy services regarding the development of the business in Riga. The agreement has been entered into on market terms.

Other than as set forth above and payments of remuneration to the Board of Directors and other key management personnel, none of the members of the Board of Directors, key management personnel or shareholders (i) has or had any part in any transaction with the Company which were unusual in their nature or condition, or (ii) significant to the business taken as a whole and that were effected during the current or immediately preceding three financial years, or during any earlier financial year and which remain in any respect outstanding or unperformed. For additional information, see note 20 to the audited consolidated financial statements as of and for the year ended 31 December 2014 included elsewhere in this Prospectus.

Licenses and reporting obligations

Permits and licenses

The Group holds and/or has applied for permits/licenses for its operations in Alderney, Great Britain and New Jersey, which include provisions and reporting obligations that are triggered by certain changes of ownership in the Group. These provisions and reporting obligations require that Evolution Gaming, within a specified period time, notify or obtain approval from the relevant authority in the event that there is a change in ownership in the Group exceeding spe-



1) Evolution Gaming Ltd, holds ownership of 1 EUR for the following companies; Evolution Malta Holding Ltd, Evolution Gaming Malta Ltd, Evolution Malta Ltd and Evolution Gaming Ops.

cified levels. These provisions and reporting obligations will remain in effect upon completion of the Offering when the shares are listed and publicly-traded on Nasdaq First North Premier, and may require that the Group (and, in certain cases, an individual shareholder) disclose certain personal information regarding the relevant shareholder and provides supplementary documentation, including criminal records checks, credit reports, etc. Failure to satisfy the provisions and reporting obligations of these permits/licenses could result in the suspension or revocation of the permits/licenses by the respective authority. See "*Risk factors—Change of control could lead to cessation of customer agreements, permits or licenses*".

The Group's application for a remote casino operating licence and (the Group has been granted with a transitional licence during the application process period) and a remote gambling software operating licence in Great Britain are in the final stages of processing. Once granted, Evolution Gaming is required to notify the Gambling Commission (the "**GC**") in two instances where there is any change in its ownership (or part thereof). First, Evolution Gaming must notify the GC of a person holding a 3 percent or greater interest in the Company within five working days of Evolution Gaming becoming aware of such occurrence. Upon receipt of such notice, the GC has the discretion to conduct enhanced due diligence regarding the incoming shareholder. Second, Evolution Gaming must notify the GC of a person acquiring a 10 percent or greater interest in the Company, in which case such shareholder will be classed as a "controller", and the Company is required to submit an application seeking approval of the new controller within five weeks of such occurrence. The Company has been advised that the GC has acknowledged that this application and approval process can be burdensome for publicly-traded companies, but nevertheless the GC will expect Evolution Gaming to notify the GC and engage in discussions of such an event such that the GC can conduct due diligence regarding any new controller(s). If this 10 percent threshold is triggered by a shareholder, the GC will have wide discretion to request detailed personal information regarding the shareholder from the Group and may also require that the individual shareholder submit an annex of information, in their own name, with supporting documentation, including criminal records checks, credit reports, etc. While the Company has been advised that it would be highly unusual for the GC to disapprove of a shareholder or new controller of a listed company, the GC will review each change of ownership on a case-by-case basis, and has the ultimate statutory right to suspend or revoke the Group's licence in Great Britain if they are not satisfied as to the suitability of the new controller (which, practically, will require the new controller disposes of their holding).

With respect to the Group's Category 2 Associate Certificate in Alderney, Evolution Gaming is required to notify the Alderney Gambling Control Commission (the "**AGCC**") of persons holding a 3 percent or greater interest in the Company within seven days of their acquiring such a holding. Given the practical difficulty of keeping tabs on shareholdings of publicly-traded companies the Company has been advised that AGCC are willing to accept a procedure whereby the Company reports to the AGCC as soon as possible after the Board of Directors is made aware of a transfer of shares that is, or may be, over the 3 percent threshold, and that Evolution submits quarterly information reports of the shareholdings of the Company up to three weeks after the end of the each quarter. Upon receipt of a notice regarding ownership change, the AGCC has the discretion to conduct enhanced due diligence regarding the shareholder. While the Company has been advised that it would be highly unusual for the AGCC to disapprove of a shareholder of a listed company, the AGCC will review each change of ownership on a case-by-case basis, and has the ability to suspend or revoke the Group's Category 2 Associate Certificate.

With respect to the Group's pending application for casino service industry enterprise (CSIE) license in New Jersey, the Group will have notification obligations similar to the above in the event that a shareholder acquires, direct or indirect, 5 percent of the interest in the Company.

Shareholder reporting and withholding

Individuals holding 10 percent or more of the outstanding shares of the Company are required to notify the Company and have their holdings and persons closely-related with such shareholders disclosed on the Company's website.

The Company has been advised that, to the extent that an individual ordinarily resident and domiciled in Malta acquires 5 percent or more of the Company (each such shareholder, a "**Malta Controlling Shareholder**"), although the tax refunds in Malta should not be limited, certain Maltese withholding tax obligations may be imposed in respect of dividends attributable to a Malta Controlling Shareholder. Thus in such a case the Malta Controlling Shareholder may be subject to certain withholding taxes, i.e. the company which would be making the distribution (or a deemed distribution if no dividend is declared) should withhold 35 percent tax on the net dividend and the Commissioner for Revenue would also withhold 35 percent tax on the part of the tax refund which is attributable to the Malta Controlling Shareholder. Accordingly, if underlying Maltese subsidiaries issue a dividend during a reporting period, the distributing company will withhold 35 percent of the net dividend distributed to the Malta Controlling Shareholder. If the underlying Maltese subsidiaries do not issue a dividend during a reporting period, the subsidiaries in Malta will be obligated to withhold 35 percent of the net post-tax profits for the relevant reporting period corresponding to the Malta Controlling Shareholder's indirect percentage interest in the relevant subsidiary in Malta. Furthermore, when the immediate shareholder of the Maltese distributing company claims a tax refund in Malta, the Commissioner for Revenue in Malta will withhold 35 percent of the tax refund corresponding to the Malta Controlling Shareholder's indirect percentage interest in the relevant subsidiary in Malta.

Material agreements

Customer agreements

The Group is party to approximately 70 customer agreements with customers (operators). A majority of the customer agreements are entered into by either Evolution Malta Ltd or by Blue Chameleon Enterprises Ltd, the Company's wholly-owned subsidiary incorporated under the laws of, and based on, the British Virgin Islands. Agreements are entered into by Blue Chameleon Enterprises Ltd for legacy considerations associated with the Group's international operations.

Under the customer agreements Evolution provides operators with live casino service and the operator is given the right to allow their users to receive the Group's live casino broadcast and to promote such broadcast. Evolution undertakes to provide a certain level of service (i.e. to resolve any errors

within a specified time and to maintain a minimum uptime). In general, the customer agreements have a duration of between 1 and 3 years, with an option to extend the duration of the agreement upon the expiration of the initial term. Evolution receives a percentage of the operators' gross gaming revenue. In the event that the live casino service contains high stake tables or branded tables the operators pays additional fees for such tables.

The customer agreements contain obligations for the operator not to provide Evolution's services to users in certain territories, including Latvia and the United States.

A customer agreement with one of the Group's material customers contains a provision pursuant to which the customer will be entitled to terminate the agreement with immediate effect if a party which is "in direct competition with" the customer, solely or acting in concert, acquires control over Evolution or acquires substantially all of Evolution's assets. With respect to the acquisition of control, a party will be deemed to have acquired control over Evolution if such party has the power to direct or cause the direction of the management and policies of Evolution.

Lease agreements

The Group conducts its operations in leased premises. The lease terms are in the Company's view customary and in accordance with the market practice and price for the relevant type of leases. No such leases have, as of the date of this Prospectus, been terminated or are under renegotiation. The Company is not dependent on any premises that are currently leased, including the premises on which the Company's studios and MCRs are located, and is deemed to be able to find new premises during the relevant notice period.

Certified adviser

The Company's Certified Adviser is Avanza Bank AB.

Managers interests

Some of the Managers and their respective affiliates have from time to time engaged in, and may in the future engage in, commercial banking, investment banking and financial advisory transactions and services in the ordinary course of their business with the Company or the Selling Shareholders or any of their respective related parties. With respect to certain of these transactions and services, the sharing of information is generally restricted for reasons of confidentiality, internal procedures or applicable rules and regulations. The Managers have received and will receive customary fees and commissions for these transactions and services and may come to have interests that may not be aligned or could potentially conflict with potential investors' and the Company's interests.

Plan of distribution

Placing agreement

The Selling Shareholders, the Company and the Managers expect to enter into the Placing Agreement on or about 19 March 2015 with respect to the Offering. Subject to certain conditions set forth in the Placing Agreement, the Selling Shareholders will agree to sell to the purchasers procured by the Managers. And each of the Managers, severally but not jointly, will agree to procure purchasers for the shares sold in the Offering.

The obligations of the Managers to procure purchasers for shares are subject to the fulfilment of certain conditions, including, among other things, delivery of opinions on certain legal matters from legal counsel to the Company and the Managers. The Company and its subsidiaries have further agreed to indemnify the Managers against certain losses and liabilities arising out of or in connection with the Offering, including liabilities under the Securities Act.

The Placing Agreement will provide that, upon the occurrence of certain events, such as the general suspension of all trading on Nasdaq First North Premier, or other market places, a material adverse change in the Company's business, results of operations or financial condition or in the financial markets and under certain other conditions, the Managers may elect to terminate their several commitments and have the right to withdraw from the Offering before delivery of the shares. If the Managers elect to terminate their several commitments, the Offering may be cancelled and, if it is cancelled, no shares will be delivered. All dealings in the shares prior to delivery and settlement are at the sole risk of the parties concerned.

Pursuant to the Placing Agreement, the Managers will be granted an option to purchase up to 2,343,415 additional existing shares from the Selling Shareholders, solely to cover over-allotments or short positions, if any, exercisable for a period of 30 calendar days after the first day of trading in and official listing of the shares.

In connection with the Offering, the Managers and any affiliates acting as investors for their own account may take up the shares and in that capacity may retain, purchase or sell the shares, for their own account and may offer or sell such securities otherwise than in connection with the Offering, in each case, in accordance with applicable law. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

The Company and the Selling Shareholders have been advised by the Managers that: (i) the Managers propose to sell the shares in the United States only to qualified institutional buyers ("**QIBs**") as defined in and in reliance on Rule 144A or pursuant to another available exemption from the registration requirements of the Securities Act, (ii) the Managers propose to sell the shares outside the United States in compliance with Regulation S; and (iii) the Managers propose to sell shares to retail and institutional investors in Sweden. Any offer or sale of shares in reliance on Rule 144A or another available exemption from the registration requirements of the Securities Act will be made by broker dealers who are registered as such under the U.S. Exchange Act of 1934, as amended. Terms used in this paragraph have the meanings given to them by Regulation S and Rule 144A under the Securities Act.

Lock-up arrangements

The Company will agree with the Managers that it will not, except in connection with an acquisition of another company or business with payment, wholly or partially, in the Company's shares, for a period of 180 days from the first day of trading of the shares on Nasdaq First North Premier, without the prior written consent of the Managers: (i) submit to its shareholders any proposal for a capital increase that would enable it to, or otherwise take any action to, directly or indirectly, issue, offer, pledge, sell, contract to sell or

otherwise dispose of any securities of the Company that are substantially similar to shares of the Company, including but not limited to any securities that are convertible into or exchangeable for, or that represent the right to receive, shares of the Company or any such substantially similar securities and (ii) not to purchase or sell any option or other security or enter into any swap, hedge or other agreement that would have similar economic consequences to the foregoing.

The Selling Shareholders that are not members of the Company's Board of Directors or management or key employees will each agree with the Managers that they will not, except as set forth below, for a period of 180 days after the first day of trading of the shares on Nasdaq First North Premier, without the prior written consent of the Managers:(i) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of, directly or indirectly, any shares of the Company or any securities convertible into or exercisable or exchangeable for shares of the Company or (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the shares of the Company, in each case whether settled by delivery of shares of the Company or such other securities, in cash or otherwise; except that the above restrictions do not apply to (A) distributions of shares of the Company or any security convertible into such shares to limited partners, shareholders or immediate family members of such Selling Shareholder (provided that the transferee agrees to be bound by the provisions of the lock-up undertaking), (B) a legal entity over which such Selling Shareholder (or the such Selling Shareholder together with a transferee mentioned in (A)) has controlling influence and that agrees to be bound by the provisions of the lock-up undertaking, (C) any acceptance of, or any irrevocable undertaking to accept, an offer for 50 percent or more of the issued capital of the Company by a person who is not acting in concert with the such Selling Shareholder, (D) transfers required by law, including pursuant to an order or ruling by a court or competent judicial body or public authority but excluding any transfer pursuant an enforcement of a security interest or other encumbrance over the shares of the Company, or (E) a transfer or deposit of the shares of the Company to a capital insurance or an investment savings account, provided, however, that if such transfer or deposit would result in a change of ownership (or control) of the relevant shares, the new owner (or controller) agrees to be bound by the provisions of the lock-up undertaking or, if such transfer or deposit would not result in a change of ownership (or control) of the relevant shares, such Selling Shareholder informs the Managers of the number of shares to be transferred or deposited and the transferee, in each case before any such transfer or deposit is undertaken. With respect to certain of the Selling Shareholders that are not members of the Company's Board of Directors or management or key employees, the abovementioned restrictions are subject to termination in the event that such shareholders are unreasonably obliged or requested to provide information or take action in respect of or as a result of, or relating to, their ownership of the relevant shares.

Members of the Company's Board of Directors and management and key employees that hold shares of the Company but are not Selling Shareholders will agree with the Managers that, for a period of 360 days after the first day of trading of the shares on Nasdaq First North Premier, they will be subject to materially the same restrictions as above.

Members of the Company's Board of Directors and management and key employees that are Selling Shareholders will agree with the Managers that they will not, except as set forth below, for a period of 360 after the first day of trading of the shares on Nasdaq First North Premier, without the prior written consent of the Managers: (i) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of, directly or indirectly any shares of the Company or any securities convertible into or exercisable or exchangeable for shares of the Company or (ii) enter into any swap or other arrangement that would have similar economic consequences to the foregoing or (iii) propose or vote in favour of a capital increase proposed with respect to the Company, unless the Company itself would be permitted to make such proposal under the Placing Agreement; except (A) in the case of, for a sale or other disposal of shares of the Company that does not result in a change in the ultimate beneficial ownership of such shares, provided that the transferee agrees to be bound by the provisions of the lock-up undertaking and to assume, jointly and severally, the obligations of such Selling Shareholder, (B) any acceptance of, or any irrevocable undertaking to accept, an offer for 50 percent or more of the issued capital of the Company by a person who is not acting in concert with such Selling Shareholder, or (C) any transfer required by law, including pursuant to an order or ruling by a court or competent judicial body or public authority but excluding any transfer pursuant an enforcement of a security interest or other encumbrance over the shares of the Company.

Stabilisation

In connection with the Offering, Carnegie, as the stabilising manager (the "**Stabilising Manager**"), or its agents, on behalf of the Managers may engage in transactions that stabilise, maintain or otherwise affect the price of the shares for up to 30 days from the first day of trading in and official listing of the shares on Nasdaq First North Premier. Specifically, the Managers, the Selling Shareholders and the Company have agreed that the Stabilising Manager on behalf of the Managers may over-allot shares by accepting offers to purchase a greater number of shares than for which they are obligated to procure purchasers under the Placing Agreement, creating a short position. In order to facilitate the short positions a share lending agreement will be entered into between the Stabilising Manager and Richard Livingstone. A short sale is covered if the short position is no greater than the number of shares available for purchase by the Stabilising Manager on behalf of the Managers under the Over-allotment Option. The Managers can close out a covered short sale by exercising the Over-allotment Option or purchasing shares in the open market. In determining the source of shares to close out a covered short sale, the Managers will consider, among other things, the open market price of shares compared to the price available under the Over-allotment Option. As an additional means of facilitating the Offering, the Stabilising Manager or its agents may effect transactions to stabilise the price of the shares. These activities may support the market price of the shares at a level higher than that which might otherwise prevail. Such transactions may be effected on Nasdaq First North Premier, in the over-the-counter markets or otherwise. The Stabilising Manager and its agents are not required to engage in any of these activities and, as such, there is no assurance that these activities will be undertaken;

if undertaken, the Stabilising Manager or its agents may end any of these activities at any time and they must be brought to an end at the end of the 30-day period mentioned above. Save as required by law or regulation, the Stabilising Manager does not intend to disclose the extent of any stabilisation transactions during the stabilisation period.

Prior to the Offering, the shares have never been listed and there is currently no public market for the shares. The offer price will be determined by the Selling Shareholders following consultation with the Managers, through a book-building procedure and, consequently, be based on demand and the overall market conditions.

The Offer Price is expected to be announced no later than 20 March 2015. The indicative Offer Price range set forth elsewhere in this Prospectus is subject to change as a result of market conditions and other factors. There can be no assurance that an active trading market will develop for the shares or that the shares will trade in the public market after the Offering at or above the Offer Price. See "*Risk Factors—Risks related to the shares and the Offering*".

Selling restrictions

UNITED STATES

The shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state of the United States for offer or sale as part of their distribution and may not be sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

The shares may only be resold: (i) in the United States only to QIBs in reliance on Rule 144A or pursuant to another available exemption from the registration requirements under the Securities Act; and (ii) outside the United States in compliance with Regulation S and in accordance with applicable law. Any offer or sale of shares in reliance on Rule 144A will be made by broker-dealers who are registered as such under the U.S. Exchange Act of 1934, as amended. Terms used above shall have the meanings given to them by Regulation S and Rule 144A under the Securities Act.

EUROPEAN ECONOMIC AREA

The shares have not been, and will not be, offered to the public in any Member State of the EEA that has implemented the Prospectus Directive, excluding Sweden (each, a "**Relevant Member State**"). Notwithstanding the foregoing, an offering of the shares may be made in a Relevant Member State:

- to any legal entity that is a qualified investor as defined in the Prospectus Directive;
- to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the Global Coordinator for any such offer; or
- in any other circumstances falling within Article 3(2) of the Prospectus Directive;

provided that no such offer of shares shall result in a requirement for the publication by the Company, the Selling Shareholders or any Manager of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an "**offer to the public**" in relation to any shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the Offering and the shares so as to enable an investor to decide to purchase shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State, the expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression "**2010 PD Amending Directive**" means Directive 2010/73/EU.

UNITED KINGDOM

Any offer or sale of the shares may only be made to persons in the United Kingdom who are "**qualified investors**" or otherwise in circumstances that do not require publication by the Company of a prospectus pursuant to section 85(1) of the UK Financial Services and Markets Act 2000.

Any investment or investment activity to which this Prospectus relates is available only to, and will be engaged in only with persons who: (i) are investment professionals falling within Article 19(5); or (ii) fall within Article 49(2)(a) to (d) ("**high net worth companies, unincorporated associations, etc.**"), of the U.K. Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 or other persons to whom such investment or investment activity may lawfully be made available (together, "**relevant persons**"). Persons who are not relevant persons should not take any action on the basis of this Prospectus and should not act or rely on it.

GENERAL

No action has been or will be taken in any country or jurisdiction other than Sweden that would, or is intended to, permit a public offering of the shares, or the possession or distribution of this Prospectus or any other offering material, in any country or jurisdiction where action for that purpose is required.

Persons into whose hands this Prospectus comes are required by the Company, the Selling Shareholders and the Managers to comply with all applicable laws and regulations in each country or jurisdiction in or from which they purchase, offer, sell or deliver shares or have in their possession or distribute such offering material, in all cases at their own expense. None of the Company, the Selling Shareholders or the Managers accept any legal responsibility for any violation by any person, whether or not a prospective subscriber or purchaser of any of the shares, of any such restrictions.

Undertakings to acquire shares

The Cornerstone Investors have agreed with the Selling Shareholders, the Global Coordinator and the Joint Bookrunners to acquire, on the same terms as the other investors, shares in the Offering. These Cornerstone Investors' undertakings are subject to certain conditions regarding the Offering. See "*Terms and conditions-Information regarding allotment and settlement-Undertakings to acquire shares.*"

Disputes

There have been no governmental, legal or arbitration proceedings nor have there been any such proceedings which are pending or threatened, during the 12 months immediately preceding the date of this document which may have, or have had in the recent past, significant effects on the Group's financial position or profitability.

Insurance

The Company is of the opinion that the Group has satisfactory insurance cover in view of the risks that the operations entail.

Documents available for inspection

Evolution Gaming's (i) articles of association and (ii) the consolidated annual accounts, signed by the auditor, for the financial years 2012-2014, including auditors' report, are available for inspection during office hours at the Company's office at c/o Summit Hitech AB, Sveavägen 9, SE-111 57 Stockholm, Sweden. These documents are also available in electronic form on Evolution Gaming's website, www.evolutiongaming.com.

Founders of the Company

The following table provides the name and business address of the Company's founders.

Name	Business address
Richard Livingstone	c/o Evolution Gaming, Block 10, 1091 Portomaso, St. Julians STJ 4013, Malta
Jens von Bahr	c/o Evolution Gaming, Block 10, 1091 Portomaso, St. Julians STJ 4013, Malta
Fredrik Österberg	c/o Evolution Gaming, Block 10, 1091 Portomaso, St. Julians STJ 4013, Malta
Richard Hadida	c/o Evolution Gaming Limited, 55 Baker Street, London W1U 8EW, United Kingdom
Edendale Universal Holding Ltd.	c/o Patton, Moreno and Asvat (BVI) Limited, P.O. Box 3174, Road Town, Tortola, British Virgin Islands.
Garcia Investment Holdings Ltd.	c/o Patton, Moreno and Asvat (BVI) Limited, P.O. Box 3174, Road Town, Tortola, British Virgin Islands.
Total Markets Holding Corp.	c/o Overseas Management Company Trust (B.V.I.) Ltd., OMC Chambers, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands
Svante Liljevall	Brivibas iela 151, LV-1012, Riga, Latvia
Fredrik Svederman	c/o Summit Hitech, Sveavägen 9, 111 57 Stockholm Sweden
Bombinous Ltd.[1)]	c/o Evolution Gaming, Block 10, 1091 Portomaso, St. Julians STJ 4013, Malta
Sebastian Johannisson	c/o Evolution Gaming, Block 10, 1091 Portomaso, St. Julians STJ 4013, Malta
Anthony Gevisser	c/o Evolution Gaming, Block 10, 1091 Portomaso, St. Julians STJ 4013, Malta
Daniel Paul Burns	c/o Evolution Gaming, Block 10, 1091 Portomaso, St. Julians STJ 4013, Malta
Lars Sveder	c/o Evolution Gaming, Block 10, 1091 Portomaso, St. Julians STJ 4013, Malta
Per Dellborg	c/o Evolution Gaming, Block 10, 1091 Portomaso, St. Julians STJ 4013, Malta
Gionata La Torre	c/o Evolution Gaming, Block 10, 1091 Portomaso, St. Julians STJ 4013, Malta
Mitko Mitev	c/o Evolution Gaming, Block 10, 1091 Portomaso, St. Julians STJ 4013, Malta

[1)] Bombinous Ltd. is owned by Mr. Jesper von Bahr.

Articles of Association

Evolution Gaming Group AB (publ) (556994-5792)

§ 1 Registered name
The registered name of the company is Evolution Gaming Group AB (publ).

§ 2 Registered office
The company's registered office is in the municipality of Stockholm.

§ 3 Operations
The object of the company's business shall be to develop, produce, market and provide technical solutions and commercial services distributed via the Internet and other mediums and carry out other operations consistent therewith.

§ 4 Share capital
The share capital shall be not less than EUR 450,000 and not more than EUR 1,800,000.

§ 5 Number of shares
The number of shares shall be not less than 30,000,000 and not more than 120,000,000.

§ 6 The Board of Directors
The company's Board of Directors shall consist of 3 – 8 directors without deputy directors.

§ 7 The auditor
The company shall have one or two auditors. The auditor shall be appointed for the time period until the end of the annual general meeting that will be held during the fourth financial year after the election.

§ 8 Notice
Notice of a general meeting of shareholders shall be made by an announcement in the Official Gazette (Sw. *Post- och Inrikes Tidningar*) and by making the notice available on the company's website. The company shall advertise in Dagens Nyheter that notice has been made.

A shareholder that would like to participate in a general meeting shall give notice thereof to the company not later than the day set out in the notice of the general meeting. This day may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and must not be earlier than the fifth weekday prior to the general meeting.

Shareholders may be accompanied at a general meeting by a maximum of two assistants, but only if the shareholder notifies the company of the number of assistants in the manner stated in the preceding paragraph.

§ 9 The Annual General Meeting
At the annual general meeting, the following matters shall be addressed:

(1) Election of a chairman of the meeting;
(2) Preparation and approval of the voting list;
(3) Approval of the agenda;
(4) Election of one or two persons to verify the minutes;
(5) Determination whether the meeting has been duly convened;
(6) Resolutions:
  (i) on adoption of the income statement and balance sheet and, if applicable, the consolidated income statement and the consolidated balance sheet
  (ii) on the disposition of the company's profit or loss as shown in the adopted balance sheet
  (iii) on discharge of liability of members of the board and the managing director
(7) Determination of the number of members of the Board of Directors to be elected
(8) Determination of the fees to be paid to the Board of Directors and the auditors
(9) Election of the Board of Directors and, if applicable, auditor
(10) Resolution on nomination committee
(11) Other matters that may be brought before the meeting pursuant to the Swedish Companies Act.

§ 10 Financial year
The company's financial year shall be 1 January–31 December.

§ 11 Central securities depository registration
The company's shares shall be registered in a central securities depository register pursuant to the Swedish financial instruments accounts act (SFS 1998:1479).

§ 12 Collection of proxies
The Board of Directors may collect proxies in accordance with the procedure described in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (SFS 2005:551).

§ 13 Accounting currency
The company's accounting currency shall be EUR. The company's share capital shall be determined in EUR.

* * *

Adopted at an extraordinary general meeting on 28 January 2015.

Tax issues in Sweden

The following is a summary of certain tax issues that may arise as a result of holding shares in the Company. The summary is based on Swedish tax legislation currently in force and is intended only as general information for shareholders, who are resident or domiciled in Sweden for tax purposes, if not otherwise stated.

The summary does not cover situations where shares are held as current assets in business operations or by a partnership. Furthermore, the summary does not cover special regulations governing tax exempt capital gains, shareholding in companies that are, or have previously been, closely held companies or on shares acquired on the basis of such holdings, situations where securities are held in an investments savings account (Sw. investeringssparkonto) or endowment insurance (Sw. kapitalförsäkring), special tax rules applicable to certain investors (e.g. investment funds and insurance companies or other specific situations and rules. The tax consequences for each individual shareholder will ultimately depend on the holder's particular circumstances. Each shareholder is recommended to consult a tax adviser for information on the specific tax consequences that may arise as a result of holding shares in the Company, including the applicability and effect of foreign or other rules, tax treaties or from foreign exchange rate fluctuations between currencies which may be applicable.

Individuals

Capital gains taxation

Individuals who sell their shares, are subject to capital gains tax. The current tax rate is 30% of the gain. The capital gain is calculated to equal the difference between the sales proceeds, after deduction for sales expenses, and the shares' acquisition cost for tax purposes. The acquisition cost is determined according to the "average cost method" (Sw. genomsnittsmetoden). This means that the costs for all shares of the same type and class are added together and determined collectively, with respect to changes to the holding. Alternatively, "the standard rule" (Sw. schablonmetoden) according to which the acquisition cost is deemed to be equal to 20% of the net sales price may be applied on the disposal of listed shares.

Capital losses on listed shares are fully deductible against taxable capital gains on shares during the same fiscal year. The loss is also deductible against gains on other securities that are taxed in the same manner as shares (except for units in mutual funds containing only Swedish receivables, Sw. räntefonder that are värdepappersfonder or specialfonder). A loss in excess of the above mentioned gains is deductible with 70% against any other taxable income derived from capital.

If a net loss arises in the income from capital category, a reduction of the tax on income from employment and from business, as well as the tax on real estate, is allowed. The tax reduction allowed amounts to 30% of any net loss not exceeding SEK 100,000 and 21% of any net loss in excess of SEK 100,000. An excess net loss may not be carried forward to a later fiscal year.

Dividend taxation

In general, dividends on shares are taxed in Sweden at a rate of 30% as income from capital for individuals. For private individuals resident in Sweden for tax purposes, a preliminary tax of 30% is withheld on dividends. The preliminary tax is normally withheld by Euroclear or, in respect of nominee-registered shares, by the nominee.

Limited liability companies

Capital gains

Swedish limited liability companies (Sw. aktiebolag) are taxed on all income as income from business activities at a flat rate of 22% (the old rate 26.3% applied for financial years commencing before 31 December 2012). Regarding the calculation of a capital gain or loss and the acquisition cost, see Section "–*Individuals*". Deductible capital losses on shares incurred by a corporate shareholder may be offset only against gains on shares or other securities that are taxed in the same manner as shares. Such capital losses may, under certain circumstances, also be deductible against capital gains on such securities within the same group of companies, provided the requirements for group contributions are met. Capital losses on shares or other such securities, which have not been deducted from capital gains within a certain year, may be carried forward and be offset against similar capital gains in future years without any limitation in time.

Capital gains on listed shares in limited liability companies, including foreign equivalents, are tax-exempt (and capital losses on such shares are non-deductible) provided that the holding represents at least 10% of the voting rights of all shares. Exemption may also be available provided the holding is conditioned by the shareholder's (or affiliated company's) business. Capital gains on listed shares are only tax-exempt if they have been held for a continuous period of one year from the day any of the above holding requirements were met.

Dividend taxation

In general, dividends on shares to limited liability companies are taxed in Sweden at a rate of 22% as ordinary income from business activities (the old rate 26.3% applied for financial years commencing before 31 December 2012). Dividends on listed shares in limited liability companies, including foreign equivalents, are tax exempt provided that the holding represents at least 10% of the voting rights of all shares (or the holding is conditioned by the shareholder's, or affiliated company's business). The dividend tax exemption only applies if the listed shares are not disposed of within one year from the day any of the above holding requirements were met. The shares do not have to have been held continuously for one year at the date of distribution. Taxation will, however, be triggered if the shares are sold (or otherwise ceases to qualify for the tax exemption) before the one year holding period requirement is met. A dividend on shares that ceases to be covered by the tax exemption may therefore be subject to tax in a different fiscal year than the dividend was received.

Certain tax issues for shareholders who are not tax resident in Sweden

Dividend payments to non-resident shareholders are subject to Swedish withholding tax at a rate of 30% (Sw. kupongskatt). This applies to both individuals and, as a starting point, legal entities. Withholding tax may also be levied on other payments e.g. distributions in connection with a redemption of a Swedish limited liability company's share capital or a repurchase of shares through an offer directed to all shareholders or all holders of shares of a certain class. The withholding tax is normally deducted by Euroclear or, in respect of nominee-registered shares, by the nominee.

It should in this context be noted that substantial exceptions and reductions may apply depending on the legal status of the shareholder and the applicable tax treaty for the avoidance of double taxation, implying that the tax rate may be reduced to e.g. 15% or 0%.

Individual shareholders who are not resident or domiciled in Sweden for Swedish tax purposes are generally not subject to tax in Sweden for capital gains realised upon the sale or other disposal of shares, save for capital gains arising in connection with redemptions (see above). Shareholders may, however, be subject to taxation in their country of domicile and elsewhere. If shares are attributable to a permanent establishment in Sweden, the rules concerning tax-exempt capital gains described above are applicable with certain limitations.

Non-resident individuals may be subject to Swedish capital gains taxation upon disposal of shares, if they have been domiciled in Sweden or have had a habitual abode in Sweden at any time during the calendar year in which the shares are disposed or the 10 preceding calendar years. The applicability of this rule is, however, often limited by the applicable tax treaty for the avoidance of double taxation.

Foreign legal entities are not liable to Swedish tax on capital gains upon a sale or other disposal of shares -save for capital gains arising in connection with redemptions (see above) in situations where the conditions for withholding tax exemption are not met – provided that the shares are not pertaining to a permanent establishment in Sweden.

Definitions

B2B	refers to "business-to-business", i.e. business activities carried out between two or more companies without consumer contact.
The Company, the Group or Evolution Gaming	refers to, depending on the context, either Evolution Gaming Group AB (publ), the Group in which Evolution Gaming Group AB (publ) is the parent company or subsidiaries within the Group.
GGR	refers to Gross Gaming Revenue (before gaming taxes). Equals the bets less end user winnings.
CAGR	refers to Compounded Annual Growth Rate.
Carnegie	refers to Carnegie Investment Bank AB (publ).
Certified Advisor	refers to Avanza Bank AB.
EBIT	refers to adjusted earnings excluding items affecting comparability, and before interest and taxes.
EBITDA	refers to adjusted earnings excluding items affecting comparability, and before interest, taxes, depreciation and amortisation.
the Offering	refers to the offer to acquire shares as described in the Prospectus.
EUR	refers to Euro.
Euroclear	refers to Euroclear Sweden AB (Box 191, 101 23 Stockholm).
GBP	refers to Great Britain Pound.
Global Coordinator	refers to Carnegie.
H2GC	refers to the independent market research firm H2 Gambling Capital.
IFRS	refers to International Financial Reporting Standards.
Joint Bookrunner	refers to Carnegie och SEB.
Live casino	refers to casino gambling online that is hosted by human dealers.
Lock-up period	refers to the lock-up period described in "Legal considerations and supplementary information – Plan of distribution – Lock-up arrangements".
Managers	refers to Carnegie och SEB.
MCR	refers to Mission Control Room, meaning the room controlling Evolution Gaming's operations in live casino studios.
Nasdaq First North Premier	refers to the alternative marketplace operated by an exchange within the Nasdaq group.
Placing agreement	refers to the placing shares in Evolution Gaming that the Selling Shareholders, the Company and the Managers intend to enter on 20 March 2015.
POC Tax	refers to the point of consumption tax of 15 percent on online casino revenue derived from the United Kingdom.
Prospectus	refers to the prospectus that set fourth the Offering.
RNG	refers to Random Number Generated, meaning numbers generated by a computer in a random order.
SEB	refers to SEB Corporate Finance, Skandinaviska Enskilda Banken AB.
SEK	refers to Swedish Krona.
Stabilising Manager	refers to Carnegie.
Streaming	refers to the playing of audio and/or video files on a recipient's unit when the files at the same time are being transferred over a network, e.g. the Internet.
Selling Shareholders	refers to all selling shareholders in the Offering.
USD	refers to United States Dollar.
Over-allotment Option	refers to the over-allotment option described in "Terms and conditions – Over-allotment Option".

Historical financial information

Introduction

On 9 December 2014, the Group reorganised by establishing a new parent company (Evolution Gaming Group AB (publ)) in Sweden. The reorganisation was done through an issue in kind where each share in the previous parent company (Evolution Core Holding Limited) was exchanged for a share in the newly established Swedish parent company Evolution Gaming Group AB (publ).

From an accounting perspective, IFRS 3 "Business Combinations" applies to the reorganisation of a group because such reorganisation is classified as a common control transaction. A generally acceptable accounting policy applicable to common control transactions is predecessor basis accounting. Predecessor basis accounting means that pre-combination book values of the existing group are transferred into the newly established company's consolidated financial statements, as no substantive economic change has occurred through the transaction. This means that the consolidated financial statements of Evolution Gaming Group AB (publ) reflect the predecessor carrying amounts of the previous group with Evolution Core Holding Limited as the parent company, with comparative information presented for all periods included in the financial statements.

Annual Reports

Audited consolidated financial statements as of and for the years ended 31 December, 2014, 2013 and 2012, prepared in accordance with IFRS as adopted by the European Union	**Page**
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Non-Statutory Consolidated Financial Statements for the financial years ended 31 December 2014, 2013 and 2012

Balance sheet – Consolidated

EUR	Notes	2014	2013	2012
ASSETS				
Non-current assets				
Intangible assets	4	6,550,092	4,398,641	3,449,591
Tangible assets	5	4,834,909	4,912,023	2,702,960
Other long-term receivables	6	44,618	49,659	34,312
Total non-current assets		**11,429,619**	**9,360,323**	**6,186,863**
Current assets				
Trade and other receivables	6	12,074,085	8,101,414	7,011,304
Cash and cash equivalents	7	8,295,043	5,602,174	5,287,528
Total current assets		**20,369,128**	**13,703,588**	**12,298,832**
Total assets		**31,798,747**	**23,063,911**	**18,485,695**
EQUITY AND LIABILITIES				
Capital and reserves				
Share capital	8	525,540	2,658	2,658
Share premium	8	3,597,266	3,597,266	3,597,266
Capital contribution	8	1,100,860	1,100,860	1,100,860
Translation reserve		114,554	51,282	62,168
Retained earnings		18,376,813	9,302,310	8,634,522
Total equity		**23,715,033**	**14,054,376**	**13,397,474**
Non-current liabilities				
Deferred tax liability	10	192,129	174,646	83,119
Current liabilities				
Trade and other payables	9	4,367,947	7,108,571	2,381,251
Current tax liability		3,523,638	1,726,318	2,623,851
Total current liabilities		**7,891,585**	**8,834,889**	**5,005,102**
Total liabilities		**8,083,715**	**9,009,535**	**5,088,221**
Total equity and liabilities		**31,798,747**	**23,063,911**	**18,485,695**

Income statement – Consolidated

EUR	Notes	2014	2013	2012
Total operating revenue		48,531,553	38,770,283	31,273,941
Operating expenses				
Personnel expenses	12	(23,688,635)	(21,665,709)	(15,803,089)
Depreciation, amortisation & impairment	4, 5	(3,892,846)	(3,467,671)	(1,651,254)
Other operating expenses		(7,858,887)	(5,767,617)	(4,376,442)
Total operating expenses		**(35,440,368)**	**(30,900,997)**	**(21,830,785)**
Operating profit		**13,091,185**	**7,869,286**	**9,443,156**
Finance income	14	9,541	19,195	5,941
Finance costs	15	(205)	(11,761)	(1,379)
Profit before tax		**13,100,522**	**7,876,720**	**9,447,718**
Tax expense	16	(1,003,137)	(708,932)	(738,721)
Profit for the year		**12,097,385**	**7,167,788**	**8,708,997**
Other comprehensive income				
Items that may be subsequently reclassified to profit				
Currency translation differences		–	(10,886)	13,398
Total comprehensive income attributable to owners of the parent		**12,097,385**	**7,156,902**	**8,722,395**
Basic and diluted earnings per share				
– attributable to owners of the parent	17	0.35	26.92	32.81

Changes in equity – Consolidated

EUR	Notes	Share capital	Share premium	Capital Contribution	Translation reserve	Retained earnings	Total
Balance at 1 January 2012		2,658	3,597,266	1,100,860	48,770	1,425,525	6,175,079
Comprehensive income		–	–	–	–	8,708,977	8,708,977
Profit for the year							
Other comprehensive income							
Movement in translation reserve					13,398	–	13,398
Total comprehensive income		**–**	**–**	**–**	**13,398**	**8,708,977**	**8,722,395**
Transactions with owners							
Dividends	18	–	–	–	–	(1,500,000)	(1,500,000)
Balance at 31 December 2012		**2,658**	**3,597,266**	**1,100,860**	**62,168**	**8,634,522**	**13,397,474**
Comprehensive income							
Profit for the year		–	–	–	–	7,167,788	7,167,788
Other comprehensive income							
Movement in translation reserve					(10,886)	–	(10,886)
Total comprehensive income		**–**	**–**	**–**	**(10,886)**	**7,167,788**	**7,156,902**
Transactions with owners							
Dividends	18	–	–	–	–	(6,500,000)	(6,500,000)
Balance at 31 December 2013		**2,658**	**3,597,266**	**1,100,860**	**51,282**	**9,302,310**	**14,054,376**
Reorganisation of the Group		-2,658	–	–	–	2,658	–
New parent Company's Share Capital		525,540	–	–	–	-525,540	–
Comprehensive income							
Profit for the year		–	–	–	–	12,097,385	12,097,385
Other comprehensive income							
Movement in translation reserve		–	–	–	63,272	–	63,272
Total comprehensive income		**–**	**–**	**–**	**63,272**	**11,574,503**	**11,637,775**
Transactions with owners	18						
Dividends		–	–	–	–	(2,500,000)	(2,500,000)
Balance at 31 December 2014		**525,540**	**3,597,266**	**1,100,860**	**114,554**	**18,376,813**	**23,715,033**

Cash flow – Consolidated

EUR	Notes	Year ended 31 December 2014	2013	2012
Cash flows from operating activities				
Operating profit	19	13,091,185	7,869,286	9,443,156
Amortisations / Depreciations / Impairment		3,892,846	3,467,671	1,651,254
Interest paid		(205)	(11,764)	(1,379)
Interest received		9,541	19,195	5,941
Tax paid		(723,873)	(906,049)	(337,597)
Net cash from operating activities		**16,269,495**	**10,438,339**	**10,761,376**
Cash Flow from operating activities				
Change in receivables		(2,310,580)	(1,700,422)	(1,646,397)
Change in liabilities		259,375	1,727,164	687,397
Change in working capital		**(2,051,205)**	**26,742**	**(959,000)**
Cash flow from operating activities		**14,215,290**	**10,465,081**	**9,802,376**
Cash flows used in investing activities				
Purchase of intangible assets	4	(4,252,217)	(3,243,677)	(2,164,721)
Purchase of tangible assets	5	(1,714,965)	(3,381,953)	(1,767,308)
Net cash used in investing activities		**(5,967,182)**	**(6,625,630)**	**(3,932,030)**
Cash flows used in financing activities				
Changes of long-term receivables		5,038	(15,347)	26,274
Changes of long-term liabilities			1,428	(1,428)
Dividends paid	18	(5,500,000)	(3,500,000)	(1,500,000)
Net cash used in financing activities		**5,494,962**	**(3,513,919)**	**(1,475,154)**
Cash flow for the period		**2,756,146**	**325,532**	**4,395,193**
Cash and cash equivalents at beginning of year		5,602,174	5,287,528	878,937
Exchange (losses)/gains		(63,276)	(10,886)	13,398
Cash and cash equivalents at end of year	7	**8,295,044**	**5,602,174**	**5,287,528**

Notes to the financial statements

1 Summary of significant accounting policies

Country of incorporation and General Information
Evolution Gaming Group AB (registration number 556994-5792) is a Swedish public limited company domiciled in Stockholm and the address of its head office is Sveavägen 9, Stockholm. Evolution Gaming Group AB is the Parent Company of the Evolution Gaming Group.

On the 9th of December 2014 the group did a reorganisation by establishing a new parent company (Evolution Gaming Group AB). The reorganisation was done through an issue in kind where each share in the previous parent company (Evolution Core Holding Limited) was exchanged for a share in the newly established Swedish parent company Evolution Gaming Group AB (publ).

From an accounting perspective a reorganisation of a group is scoped out of IFRS 3 "Business combination" as it is a common control transaction. A generally acceptable accounting policy for common control transaction is predecessor basis accounting. Predecessor accounting means that pre-combination book values of the existing group are transferred into the newly established company's consolidated financial statements as no substantive economic change has occurred. This means that the consolidated financial statements of Evolution Gaming Group AB reflect the predecessor carrying amounts of the previous group where Evolution Core Holding Limited was the parent company, with comparative information presented for all periods included in the financial statements.

Accounting policies
The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

1.1 Basis of preparation

The consolidated financial statements of IFRS GAAP plc have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) interpretations applicable to companies reporting under IFRS. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of land and buildings, available-for-sale financial assets, and financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss. The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed within the accounting policies.

The Parent Company's functional currency is the EUR, which is also the reporting currency for the Parent Company and the Group. The financial statements are thus presented in EUR. All figures are expressed in kEUR (thousand EUR) unless otherwise stated. Amounts and figures in brackets refer to comparable figures for the same period of the previous year. Assets and liabilities are recognised at historical cost, apart from some financial assets and liabilities which are measured at fair value. The most important accounting principles applied in the preparation of these consolidated financial statements are stated below. These principles have been applied consistently for all the years presented, unless otherwise stated. The Parent Company applies the same principles as the Group, with the exception of Parent Company financial statements having been prepared in accordance with RFR 2 "Accounting for Legal Entities". This results in certain differences caused by the requirements of the Annual Accounts Act or by tax considerations. The accounting principles for the Parent Company are provided below in the section "Parent Company Accounting Principles".

Standards, interpretations and amendments to published standards effective in 2014
The following standards have been adopted by the group for the first time for the financial year beginning on or after 1 January 2014 and have a material impact on the group:

Amendment to IAS 32, 'Financial instruments:Presentation' on offsetting financial assets and financial liabilities. This amendment clarifies that the right of set-off must not be contingent on a future event. It must also be legally enforceable for all counterparties in the normal course of business, as well as in the event of default, insolvency or bankruptcy. The amendment also considers settlement mechanisms. The amendment did not have a significant effect on the group financial statements. The impact on the annual accounts are minor.

Amendments to IAS 36, 'Impairment of assets', on the recoverable amount disclosures for non-financial assets. This amendment removed certain disclosures of the recoverable amount of CGUs which had been included in IAS 36 by the issue of IFRS 13. The impact on the annual accounts are minor.

Amendment to IAS 39, 'Financial instruments: Recognition and measurement' on the novation of derivatives and the continuation of hedge accounting. This amendment considers legislative changes to 'over-the-counter' derivatives and the establishment of central counterparties. Under IAS 39 novation of derivatives to central counterparties would result in discontinuance of hedge accounting. The amendment provides relief from discontinuing hedge accounting when novation of a hedging instrument meets specified criteria. The group has applied the amendment and there has been no significant impact on the group financial statements as a result. There is no impact on the annual accounts.

IFRIC 21, 'Levies', sets out the accounting for an obligation to pay a levy if that liability is within the scope of IAS 37 'Provisions'. The interpretation addresses what the obligating event is that gives rise to pay a levy and when a liability should be recognised. The

Group is not currently subjected to significant levies so the impact on the Group is not material.

Other standards, amendments and interpretations which are effective for the financial year beginning on 1 January 2014 are not material to the group.

New Standards, interpretations and amendments not yet adopted

IFRS 9, 'Financial instruments', addresses the classification, measurement and recognition of financial assets and financial liabilities. The Group's assessment is that there will not be an impact on the annual accounts.

IFRS 15, 'Revenue from contracts with customers' deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The Group's assessment is that there will not be an impact on the annual accounts.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Group.

1.2 Consolidation

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one-half of the voting rights. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in profit or loss.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

When the Group ceases to have control any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

1.3 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in EUR.

(b) Transactions and balances

Foreign currency transactions are translated into the respective group company's functional currency using the exchange rates prevailing at the dates of the transactions or valuations where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

(c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that balance sheet;

(ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and

(iii) all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

1.4 Intangible assets

Software rights are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. Costs associated with maintaining computer software programs are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- the expenditure attributable to the software product during its development can be reliably measured;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.

Directly attributable costs that are capitalised as part of the software product include mainly the software development employee costs.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Computer software development costs recognised as assets are amortised over their estimated useful lives of three years. Development of Core Gaming Platform are amortised over their estimated useful lives of five years. Licenses recognised as assets are amortised over their estimated useful lives of five years.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 1.6).

1.5 Tangible assets

All property, plant and equipment are initially recorded at historical cost and are subsequently stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful life as follows:

	%
Office, computer and technical equipment	20–50

Leasehold premises are depreciated over the term of the lease.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 1.6).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

1.6 Impairment of non-financial assets

Assets that are subject to depreciation and amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Intangible asset not yet available for use are also reviewed for impairment whenever events or changes in circumstances which indicate that the carrying amount may not be recoverable, As of December 31, the intangible assets not yet available for use amounts to, EUR 0 (2013: EUR 156,446 and 2012: EUR 0).

1.7 Financial assets

1.7.1 Classification

The Group classifies its financial assets as loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money or services directly to a debtor with no intention of trading the asset. They are included in current assets, except for maturities greater than twelve months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise 'trade and other receivables' and 'cash and cash equivalents' in the statement of financial position (Notes 1.8 and 1.9).

1.7.2 Recognition and measurement

The Group recognises a financial asset in its statement of financial position when it becomes a party to the contractual provisions of the instrument. Loans and receivables are initially recognised at fair value plus transaction costs. They are subsequently carried at amortised cost using the effective interest method. Amortised cost is the initial measurement amount adjusted for the amortisation of any differences between the initial and maturity amounts using the effective interest method.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership or has not retained control of the financial asset.

1.7.3 Impairment

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. The Group first assesses whether objective evidence of impairment exists. The criteria that the Group uses to determine that there is objective evidence of an impairment loss include:

- significant financial difficulty of the issuer or obligor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becomes probable that the borrower will enter bankruptcy or other financial reorganisation.

For financial assets carried at amortised cost, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The asset's carrying amount is reduced and the amount of the

loss is recognised in profit or loss. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in profit or loss.

1.8 Trade and other receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment (Note 1.7.3). The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in profit or loss. When a receivable is uncollectible, it is written off against the allowance account for trade and other receivables. Subsequent recoveries of amounts previously written off are credited against profit or loss.

1.9 Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at face value. In the statement of cash flows, cash and cash equivalents include cash in hand and deposits held at call with banks.

1.10 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

1.11 Capital contribution

Capital contributions, which are received in excess of initial share capital, are interest free and are only repayable at the sole discretion of the Group. They are accordingly considered to be capital in nature, and have therefore been classified as a component of equity.

1.12 Financial liabilities

The Group recognises a financial liability in its statement of financial position when it becomes a party to the contractual provisions of the instrument. The Group's financial liabilities are classified as financial liabilities which are not at fair value through profit or loss (classified as 'Other liabilities') under IAS 39.

Financial liabilities not at fair value through profit or loss are recognised initially at fair value, being the fair value of consideration received, net of transaction costs that are directly attributable to the acquisition or the issue of the financial liability. These liabilities are subsequently measured at amortised cost. The Group derecognises a financial liability from its statement of financial position when the obligation specified in the contract or arrangement is discharged, cancelled or expires.

1.13 Trade and other payables

Trade payables comprise obligations to pay for services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

1.14 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position where there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

1.15 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the countries where the company and its subsidiaries operate and generate taxable income. Management periodically evaluates the positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

The Group's tax expense is primarily affected by the distribution of profit between Malta and the countries in which the Group operates and the tax regulations of each country. Extensive assessments are required to establish the provision for income tax. There are many transactions and calculations for which the final tax is uncertain at the time when the transactions and calculations are conducted. The Company has, alongside legal experts, assessed how tax regulations affect the operations in order to ensure an accurate tax situation. This also applies to indirect taxes. The company recognises and pays to the tax authorities the tax amounts that the Company deems accurate. However, these amounts may prove insufficient if tax authorities apply a more restrictive interpretation of tax regulations than the assessment made by the Company and which the latter considers to be accurate.

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects either accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

1.16 Revenue recognition

The Group's revenues are derived from fees charged to online gaming companies using the Group's live casino solutions and from other related services provided. Revenue is recognised excluding VAT and discounts, and after elimination of intra-Group sales.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met as described below.

(a) Gaming fees
The Group receives gaming fees from contracting parties, comprising a percentage of the revenue generated by the online gaming companies from use of the Group's live casino solutions. Such gaming fees accrue with the terms of the relevant agreement and are recognised in the period in which the gaming transactions occur. Fees from other related services, such as initial set-up fees charged for the integration with the casino solutions are recognised as and when the services have been provided.

(b) Interest income
Interest income is recognised for all interest-bearing instruments using the effective interest method. Interest income is recognised in profit or loss for interest-bearing instruments as it accrues, on a time-proportion basis using the effective interest method, unless collectability is in doubt.

1.17 Operating leases

The company is the lessee
Leases of assets in which a significant portion of the risks and rewards are effectively retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

1.18 Dividend distribution

Dividend distribution to the Group's shareholders is recognised as a liability in the Group's financial statements in the period in which an obligation to pay a dividend is established.

1.19 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments has been identified as the Group CEO who makes strategic decisions. The Group CEO considers the Group to be made up of one segment that is to provide live casino solutions and related services to online gaming companies.

The CEO does not monitor revenues by geographical areas, and accordingly, disclosures of revenues by geographical areas are not presented within these financial statements as the cost to develop the necessary information for disclosure purposes is excessive.

1.20 Cash flow statement

The cash flow statement has been prepared using the indirect method. The recognised cash flow only covers transactions that involve incoming or outgoing payments. This mean that discrepancies may occur compared with changes in individual items in the balance sheet.

1.21 Provisions

A provision is recognised in the balance sheet when the Group has an existing legal or informal obligation owing to a past event, and an outflow of financial resources will probably be required to settle the obligation and the amount can be reliably estimated. In a situation where the effect of the point in time at which the payment takes place is important, provisions are calculated by discounting expected future cash flows at an interest rate before tax that reflects current market assessments of the time value of the money and, if applicable, the risks associated with the liability. A restructuring provision is recognised when the Group has defined a detailed, formal restructuring plan and the restructuring has either commenced or has been officially announced. No provision is made for future operating expenses.

1.22 Contingent liabilities

A contingent liability is recognised when there is a possible obligation arising from past events and its existence is confirmed only by one or more uncertain future events, or when there is an obligation which is not recognised as a liability or a provision due to the improbability of an outflow of resources being required to settle it.

1.23 Employee benefits

Pension expenses and pension commitments
The Group has various pension plans in different countries. The pension plans are financed by payments from the relevant Group companies and, in some cases, from employees. As all pension plans are defined contribution, the Group has no legal or informal obligations once the contributions have been paid. The Group's outgoing payments for defined-contribution pension plans are expensed in the period in which the employees performed the services to which the charge relates.

Benefits after termination of employment
The Group has no obligations to employees after they have retired or their employment with the Company is at an end.

Severance benefits
Severance remuneration is payable when an employee's position is terminated by the Company before the normal date of retirement,

or when an employee voluntarily departs in exchange for such remuneration. The Group recognises severance pay when it is demonstrably committed to either terminating the employment of employees in accordance with a detailed formal plan without the possibility of retraction, or providing termination benefits ensuing from an offer made to encourage voluntary departure.

Bonus plans
The Group recognises a liability and an expense for bonus based on various qualitative and quantitative measures. The Group makes a provision for earned bonuses if there is a legal obligation or an informal obligation owing to previous practice. Bonuses relates to employees in operations, key management does not have any bonus clauses in their agreements.

1.24 Accounting principles for the parent company

The Parent Company has prepared its financial statements according to the Swedish Annual Accounts Act and Swedish Financial Reporting Board recommendation RFR 2 Accounting for Legal Entities as well as applicable statements from the Swedish Financial Reporting Board. Under RFR 2, the Parent Company, in preparing the annual financial statements for the legal entity, applies all EU-approved IFRSs and statements insofar as this is possible within the framework of the Swedish Annual Accounts Act and the Swedish Pension Obligations Vesting Act and with respect to the connection between accounting and taxation. The recommendations specify which exceptions and additions are to be made from and to IFRS.

2 Financial risk management

2.1 Financial risk factors

The Group's activities potentially expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk and cash flow interest rate risk), credit risk and liquidity risk. Risk management is coordinated at a Group level in respect of all companies of which Evolution Core Holding Limited is the ultimate parent. The Group did not make use of derivative financial instruments to hedge certain risk exposures during the current and preceding period.

(a) Market risk
(i) Foreign exchange risk
Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities which are denominated in a currency that is not the respective entity's functional currency. A portion of the Group's revenues are denominated in Great Britain Pound (GBP) and United States Dollars (USD). In the previous year the Group was also exposed to the Swedish Krona (SEK). Management considers that the Group is not significantly exposed to foreign exchange risk and a sensitivity analysis for foreign exchange risk disclosing how profit or loss and equity would have been affected by changes in foreign exchange rates that were reasonably possible at the end of the reporting period is not deemed necessary.

(ii) Cash flow and fair value interest rate risk
Aside from cash and cash equivalents, the Group has no significant interest-bearing assets and liabilities, its income and operating cash flows are substantially independent of changes in market interest rates. On this basis, management considers the potential impact on profit or loss of a defined interest rate shift that is reasonably possible at the end of the reporting period to be immaterial.

(b) Credit risk
Credit risk arises from trade and other receivables, including outstanding receivables and committed transactions, and from cash and cash equivalents. The Group's exposures to credit risk as at the end of the reporting periods are analysed as follows:

EUR	2014	2013	2012
Loans and receivables			
Trade and other receivables (Note 6)	12,074,085	8,101,414	7,011,304
Cash and cash equivalents (Note 7)	8,295,043	5,602,174	5,287,528
	20,369,129	**13,703,588**	**12,298,832**

The maximum exposure to credit risk at the end of the reporting period in respect of the financial assets mentioned above is equivalent to their carrying amount, as disclosed in the respective notes to the financial statements. The Group does not hold any collateral as security in this respect. The Group banks only with financial institutions with high quality standing or rating.

The Group has appropriate policies in place to ensure that sales of services are effected to customers with an appropriate credit history. The Group monitors the performance of its receivables on a regular basis to identify incurred collection losses, which are inherent in the Group's receivables, taking into account historical experience in collection of accounts receivable. Trade receivables are considered by the directors to be fully performing. The Group trades frequently with these parties who are deemed by management, after taking cognisance of the performance history without defaults, to have sound credit standing.

Group, EUR	2014	2013	2012
Not past due	5,608,547	4,038,066	3,374,858
Up to 30 days past due	1,979,561	989,874	676,719
31 to 60 days past due	295,205	677,440	380,941
Over 60 days past due	119,760	52,253	5,802
	8,003,073	**5,757,633**	**4,438,320**

As at 31 December 2014, trade receivables of EUR 414,965 (2013: EUR 729,693 and 2012: EUR 386,743) were past due but not impaired. Such past due debtors comprise debts allocated to the over 30 days category and relate to a number of independent customers for whom there is no recent history of default. Whilst a number of customers account for a certain percentage of the Group's past due debts, management has not identified any major concerns with respect to concentration of credit risk. Categorisation of receivables as past due is determined by the Group on the basis of the nature of the credit terms in place and credit arrangements actually utilised in managing exposures with customers.

In view of the nature of the Group's activities and the market in which it operates, a limited number of customers account for a certain percentage of the Group's revenues. No individual customer or group of dependent customers is considered by management as a significant concentration of credit risk with respect to trade debts.

(c) Liquidity risk

The Group is exposed to liquidity risk in relation to meeting future obligations associated with its financial liabilities, which comprise principally trade and other payables (Note 9). Prudent liquidity risk management includes maintaining sufficient cash and committed credit lines to ensure the availability of an adequate amount of funding to meet the Group's obligations.

Management monitors liquidity risk by reviewing expected cash flows, and ensures that no additional financing facilities are expected to be required over the coming year.

The Group's liquidity risk is not deemed material in view of the matching of cash inflows and outflows arising from expected maturities of financial instruments. The carrying amounts of the Group's assets and liabilities are analysed into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date in the respective notes to the financial statements.

2.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group's equity, as disclosed on the face in the statement of financial position, constitutes its capital. The Group maintains the level of capital by reference to its financial obligations and commitments arising from operational requirements. In view of the nature of the Group's activities, the capital level as at the end of the reporting period is deemed adequate by the directors.

The Group's policy for dividend, see Note 8 Share Capital.

2.3 Fair values of financial instruments

At 31 December 2014 and 2013, the carrying amounts of cash at bank, receivables, payables, and accrued expenses reflected in the financial statements are reasonable estimates of fair value in view of the nature of these instruments or the relatively short period of time between the origination of the instruments and their expected realisation.

3 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. In the opinion of the directors, aside from the impairment assessment on intangible assets referred to below, the accounting estimates and judgements made in the course of preparing these financial statements are not difficult, subjective or complex to a degree which would warrant their description as critical in terms of the requirements of IAS 1.

The Group has invested a considerable amount in the development of its gaming platform. The Group's assets arising from the development of its gaming software are presented within intangible assets in the statement of financial position and have a carrying amount of EUR 6,481,246 at year end (2013: EUR 4,285,387 and 2012: EUR 3,285,798). Each year, these assets are assessed for impairment in accordance with IAS 36 and tested for impairment if there is objective evidence that the assets are impaired. The Group has assessed the revenue generating capabilities of each of the projects comprising the gaming software and has determined that certain of the projects no longer generate cash flows. Accordingly, management has determined that an impairment charge on these projects was required (see note 4) and according to 1.6. There was no objective evidence to indicate that other projects within the gaming software may be impaired.

4 Intangible assets

EUR	Gaming software	Licences	Total
Opening cost January 1, 2012	**2,715,800**	**199,920**	**2,915,724**
Investments	2,074,589	91,967	2,166,556
Disposals	(387,155)	–	(387,155)
Closing accumulated cost December 31, 2012	**4,403,234**	**291,887**	**4,695,125**
Opening amortisation January 1, 2012	**721,683**	**44,129**	**765,812**
Amortisation for the year	782,908	83,965	866,873
Disposals	(387,154)	–	(387,154)
Closing accumulated amortisation December 31, 2012	**1,117,437**	**128,094**	**1,245,531**
Net book value December 31, 2012	**3,285,798**	**163,793**	**3,449,591**
Opening cost January 1, 2013	**4,403,234**	**291,887**	**4,695,121**
Investments	3,201,930	44,518	3,246,448
Disposals	(1,759,333)	(7,264)	(1,766,597)
Closing accumulated cost December 31, 2013	**5,845,831**	**329,141**	**6,174,972**
Opening amortisation January 1, 2013	**1,117,437**	**128,094**	**1,245,531**
Amortisation for the year	1,451,264	92,287	1,543,551
Impairment of intangible assets	751,076	–	751,076
Disposals	(1,759,333)	(4,494)	(1,763,827)
Closing accumulated amortisation December 31, 2013	**1,560,444**	**215,887**	**1,776,331**
Net book value December 31, 2013	**4,285,388**	**113,254**	**4,398,641**
Opening cost January 1, 2014	5,845,831	329,141	6,174,972
Investments	4,231,065	21,152	4,252,217
Disposals		(3,328)	(3,328)
Translation difference	–	5,649	5,649
Closing accumulated cost December 31, 2014	**10,076,896**	**352,614**	**10,429,510**
Opening amortisation January 1, 2014	**1,560,444**	**215,887**	**1,776,331**
Amortisation for the year	2,035,205	65,565	2,100,771
Disposals		(3,130)	(3,130)
Translation difference	–	5,446	5,446
Closing accumulated amortisation December 31, 2014	**3,595,650**	**283,768**	**3,879,418**
Net book value December 31, 2014	**6,481,246**	**68,846**	**6,550,092**

Management has at December 31, 2014, assessed the projects relating to the core gaming platform for impairment at the year-end, accordance with IAS 36. The assessment has shown that there is not any impairments as December 31, 2014. During 2013, the assessment identified that certain projects relating to the core gaming platform no longer have the ability to generate cash flows, and were therefore written down to nil, with EUR 751,076 was recognised in the Statement of comprehensive income (2012: nil). Management continue to assess Group intangible assets for impairment on an ongoing basis.

5 Tangible assets

EUR	Leasehold property	Office, computer and technical equipment	Total
Opening cost January 1, 2012	**431,310**	**2,198,533**	**2,629,843**
Investments	310,031	1,499,316	1,809,347
Disposals	(32,877)	(1,373)	(34,250)
Closing accumulated cost December 31, 2012	**708,464**	**3,696,476**	**4,404,940**
Opening depreciation January 1, 2012	**22,605**	**907,741**	**933,092**
Depreciation	108,537	675,844	784,381
Disposal	(14,118)	(1,373)	(15,491)
Closing accumulated depreciation December 31, 2012	**117,024**	**1,584,958**	**1,701,982**
Net book value December 31, 2012	**591,440**	**2,111,518**	**2,702,958**
Opening cost January 1, 2013	**708,464**	**3,696,476**	**4,404,940**
Investments	945,261	2,436,692	3,381,953
Disposals	–	(133,089)	(133,089)
Closing accumulated cost December 31, 2013	**1,653,725**	**6,000,079**	**7,653,804**
Opening depreciation January 1, 2013	**117,024**	**1,584,958**	**1,701,982**
Depreciation	189,359	973,121	1,162,479
Impairment	–	9,565	9,565
Disposal	–	(132,245)	(132,245)
Closing accumulated depreciation December 31, 2013	**306,382**	**2,435,399**	**2,741,781**
Net book value December 31, 2013	**1,347,343**	**3,564,680**	**4,912,023**
Opening cost January 1, 2014	1,653,725	6,000,079	7,653,804
Investments	262,842	1,452,123	1,714,965
Disposals	–	(508,973)	(508,973)
Translation difference	–	77,526	77,526
Closing accumulated cost December 31, 2014	**1,916,567**	**7,020,755**	**8,937,322**
Opening depreciation January 1, 2014	**306,382**	**2,435,399**	**2,741,781**
Depreciation	361,451	1,430,624	1,792,075
Disposal	–	(506,609)	(506,609)
Translation Difference	–	75,165	75,165
Closing accumulated depreciation December 31, 2014	**667,833**	**3,434,579**	**4,102,412**
Net book value December 31, 2014	**1,248,734**	**3,586,176**	**4,834,909**

6 Trade and other receivables

EUR	2014	2013	2012
Trade receivables	8,003,073	5,757,633	4,438,320
Other receivables	3,375,374	1,718,101	2,309,005
Prepayments and accrued income	740,256	675,339	298,291
	12,118,703	**8,151,073**	**7,045,616**
Less non-current portion:			
Other long-term receivables	(44,618)	(49,659)	(34,312)
	12,074,085	**8,101,414**	**7,011,304**

As of 31 December 2014 trade receivables of EUR 8,003,073, (2013: EUR 5,757,633 and 2012: EUR 4,338,320) were fully performing. The fair values of trade and other receivables due within one year approximate to their carrying amounts as presented above.

7 Cash and cash equivalents

For the purposes of the statement of cash flows, cash and cash equivalents comprise the following:

EUR	2014	2013	2012
Cash at bank and in hand	8,295,043	5,602,174	5,287,528

8 Share capital

The company has one class of shares, common shares. As of December 31, 2014, a total of 35,035,968 common shares, which together constituted a registered share capital of EUR 525,540. During the fiscal year, a split and a new share issue was made, which meant that 1 share equaled 132 new shares. The transactions was performed in the prior parent company Evolution Core Holding Ltd in Cyprus.

At December 9, 2014, the swedish parent company, Evolution Gaming Group AB, was established by a non-cash transaction from Evolution Core Holding Ltd, which was based upon a valuation of the Group.

Dividend policy

Evolution Gaming's annual dividend is determined by taking into account earnings, the financial position, capital requirements and relevant macroeconomic conditions. Policy after taking the conditions into account is to pay out a dividend amounting to at least 50% of the Net profit of the year.

9 Trade and other payables

EUR	2014	2013	2012
Trade payables	607,549	754,972	434,771
Other payables	1,168,742	1,068,501	711,230
Employee related tax	1,021,470	903,133	682,225
Amounts due to shareholders	–	3,000,000	–
Accruals	1,570,186	1,381,965	553,025
	4,367,947	**7,108,571**	**2,381,251**

The fair values of trade and other payables due within one year approximate to their carrying amounts as presented above.

Amounts due to shareholders are unsecured, interest free and repayable on demand.

10 Deferred taxation

Deferred income taxes are calculated on all temporary differences under the liability method using a principal effective tax rate of 5% (2013 and 2012: 5%). The movement on the deferred tax is as follows:

EUR	2014	2013	2012
At 1 January	174,646	83,119	9,551
Charged/(credited) to profit or loss (Note 16)	17,483	91,527	73,568
At 31 December	**192,129**	**174,646**	**83,119**

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off a current tax asset against a current tax liability. The balance as at 31 December represents:

EUR	2014	2013	2012
Deferred tax liabilities			
Temporary differences arising on property, plant and Equipment	192,129	193,827	109,300
Deferred tax assets			
Temporary differences arising on tax losses	–	(19,181)	(26,181)
	192,129	**174,646**	**83,119**

11 Segmental reporting

The Group's revenue was principally derived from the provision of live casino solutions which operation constitutes the sole operating segment of the Group. Revenues from transactions with two customers (2013 and 2012: one customer) amounting to EUR 12,994,735 (2013: EUR 4,848,652 and 2012: EUR 4,529,235) which each represents more than 10% of the Group's revenues.

The Group's non-current assets are primarily located in Latvia amounting to EUR 3,016,48 (2013: EUR 3,011,347 and 2012: EUR 2,417,800), in Malta amounting to EUR 8,260,610 (2013: EUR 6,184,637 and 2012: 2012: EUR 3,358,223) and other places in Europe amounting to EUR 107,906 (2013: EUR 114,681 and 2012: EUR 376,532).

12 Employee benefit expense

EUR	2014	2013	2012
Wages and salaries	20,714,195	17,601,517	13,423,924
Social security costs	3,652,889	4,040,074	2,884,111
Other benefits and personnel costs	1,352,436	1,307,377	487,497
	25,719,519	**22,948,969**	**16,795,532**
Amounts capitalised in intangible assets	(2,030,885)	(1,283,260)	(992,443)
	23,688,635	**21,665,709**	**15,803,089**

Amounts capitalised in intangible assets represent costs of employees involved in the development of the intangible assets. During the year under review, the Group employed, on average, 859 full-time employees (2013: on average, 712 full-time employees and 2012: on average, 560 full-time employees).

13 Key management personnel

EUR	2014	2013	2012
Directors' remuneration and other key management personnel	1,234,589	1,213,553	1,210,325
	1,234,589	**1,213,553**	**1,210,325**

Key management personnel, included the following:

Jens von Bahr	CEO
Fredrik Österberg	Deputy CEO / CCO
Fredrik Svederman	CFO
Jesper von Bahr	CLO
Svante Liljevall	COO
Richard Hadida	Creative Director

14 Finance income

EUR	2014	2013	2012
Bank interest income	9,541	19,195	5,941
	9,541	**19,195**	**5,941**

15 Finance costs

EUR	2014	2013	2012
Sundry finance expenses	205	11,761	1,379
	205	**11,761**	**1,379**

16 Tax expense

EUR	2014	2013	2012
Current tax expense	985,654	617,345	665,153
Deferred tax (Note 10)	17,483	91,527	73,568
	1,003,137	**708,872**	**738,721**

The tax on the profit before tax differs from the theoretical amount that would arise using the basic tax rate applicable as follows:

EUR	2014	2013	2012
Profit before tax	13,100,522	7,876,923	9,447,718
Effective tax at the respective group companies' level	3,907,647	2,224,678	2,595,897
Tax effect of:			
Non-taxable income	(2,898,538)	(1,393,214)	(1,986,971)
Expenses not deductible for tax purposes	1,234,027	1,030,569	607,470
Income subject to reduced rates of tax	(132,247)	(108,860)	(72,018)
Other	(1,107,752)	(1,044,300)	(405,657)
Tax expense	**1,003,137**	**708,872**	**738,721**

17 Earnings per share

EUR	2014	2013	2012
Profit for this year	12,097,385	7,168,051	8,722,395
Number of shares at year-end	35,035,968	265,846	265,846
Basic and diluted earnings per share	**0.35**	**26.96**	**32.81**

18 Dividends

EUR	2014	2013	2012
Net dividends declared on ordinary shares	2,500,000	6,500,000	1,500,000
Net dividends per share	**9.40**	**24.45**	**5.64**

The dividend was decided by the AGM before a split was performed, 1:132, increasing the number of shares from 265,846 shares to 35,035,968.

19 Cash generated from operations

Reconciliation of operating profit to cash generated from operations:

EUR	2014	2013	2012
Operating profit	13,091,185	7,869,286	9,443,156
Adjustments for:			
Depreciation/loss on disposal of property and equipment	1,792,075	1,173,044	784,381
Amortisation/impairment of intangible assets	2,100,771	2,294,627	866,873
Changes in working capital:			
Trade and other receivables	2,310,580	1,700,422	1,646,397
Trade and other payables	259,375	1,727,164	687,397
Cash generated from operations	**14,932,826**	**11,363,699**	**10,135,410**

20 Related party transactions

All companies forming part of the Group, together with its shareholders, are considered by the directors to be related parties.

Key management personnel compensation, consisting of directors' remuneration and short term employee benefits, has been disclosed in note 13. Amounts payable to related parties are disclosed in note 9 and comprise amounts payable to the shareholders in relation to dividends. Dividends paid to the shareholders have been disclosed in note 18.

21 Commitments

Operating lease commitments – where the Company is the lessee

The Group has entered into lease agreements for the use of office premises. The future minimum lease payments under non-cancellable operating leases are as follows:

EUR	2014	2013	2012
Within one year	870,921	736,289	441,419
Between one and five years	795,721	497,600	441,419
	1,666,642	**1,233,889**	**882,838**

22 Subsidiaries in the Evolution Gaming Group

	Domicile	Corporate registration number	Holding	Carrying amount December 31, 2014	Carrying amount December 31, 2013	Carrying amount December 31, 2013
Owned by Evolution Gaming Group AB:						
Evolution Core Holding Ltd	Nicosia, Cyprus	HE 177496	100 %	205,672,999	–	–
Owned by Evolution Core Holding Ltd:						
Evolution Holding Malta Ltd	Portomaso, Malta	C 48665	100 %	2,601,201	1,201	1,201
Owned by Evolution Holding Malta Ltd and Evolution Gaming Ltd:*						
Evolution Malta Ltd	Portomaso, Malta	C 48666	100 %	1,201	1,201	1,201
Evolution Gaming Malta Ltd	Portomaso, Malta	C 44213	100 %	3	3	3
Evolution Malta Ops Ltd	Portomaso, Malta	C 50583	100 %	100,000	100,000	100,000
SIA Evolution Latvia	Riga, Latvia	40003815611	100 %	4,791,359	2,880	2,880
Evolution Gaming Ltd	London, UK	05944946	100 %	984,557	136	136
Blue Chameleon Enterprises Ltd	British Virgin Island	1643054	100 %	411,145	0	0
Evolution New Jersey LLC	Delaware, USA	5362945	100 %	–	–	–

* Evolution Gaming Ltd, holds ownership of 1 EUR for the following companies; Evolution Malta Holding Ltd, Evolution Gaming Malta Ltd, Evolution Malta Ltd and Evolution Gaming Ops.

23 Audit Fees

PricewaterhouseCoopers AB was elected auditor to the Company since registration as of December 9 2014. PricewaterhouseCoopers AB conducts the audit of Evolution Gaming Group AB and its subsidiaries. In addition to the auditing assignment, Evolution Gaming has also appointed PricewaterhouseCoopers AB for consultation on taxation, VAT, accounting matters and analyses:

EUR	2014	2013	2012
Audit assignments			
– PricewaterhouseCoopers AB	157,665	37,309	–
– Other	–	–	22,837
Other assignments than the auditing assignment			
– PricewaterhouseCoopers AB	53,006	–	–
Tax advising			
– PricewaterhouseCoopers AB	169,673	173	–
– Other	–	–	29,118
Other services			
– PricewaterhouseCoopers AB	42,652	–	–
	422,996	**37,309**	**51,956**

Fees for 2014 includes fees concerning the listing, amounting to EUR 290,631.

24 Significant risk and uncertainties

Evolution is a supplier of digitally distributed online live casino games. Evolution has a Class 4 license in Malta that allows Evolution to host and manage remote gaming operators, by the delivery and technical operation of live casino games. Malta is a member of the EU, and is thus subject to European law. Evolution also has a Category 2 license in Alderney.

The Group generates the majority of its income through providing the live feed and licencing its proprietary software to licensed gaming operators in return for a share of the revenue such operators make. Whilst in many jurisdictions laws and regulations may not specifically apply to supplies by gaming software licensors, this is not universally the case, and certain jurisdictions have sought to regulate or prohibit such supply explicitly.

The business is therefore strongly dependent on the laws and regulations relating to the supply of gaming services which are constantly evolving. Regulation of national gaming laws have taken place in many European countries such as Italy, France, Denmark and Spain. Evolution may be subject to such laws either directly, through explicit service, or indirectly insofar as it has assisted the supply to licensees who are themselves subject to such laws.

Since most of Evolution's licensees are active in Europe, the legal situation in the EU is of particular interest. Evolution is also established in the EU. This provides Evolution with constitutional protection for business activities that observe national rights, EU rights, and the overarching WTO system. Despite this, business is dependent on the legal and political conditions that apply in the respective jurisdictions. In principle, the market for all types of gaming services is regulated by national legislation that determines how gaming activities may, or may not, be conducted. Since Evolution is a B2B provider and not an operator, the directors consider that Evolution is primarily indirectly affected by the regulations that apply to the gaming market. As a business-to-business service provider, Evolution analyses, on a continuous basis, the laws and regulations in every jurisdiction where its licensees conduct their business, which may include countries outside the EU, since Evolution's customer is the licensee. Evolution generally monitors legal and regulatory developments affecting its business. The Group also takes additional precautionary measures by contractually requiring operators to comply with the laws and regulations that apply to their gaming services. In 2006, a law came into effect in the USA that prohibits enabling gaming for persons in the USA. At the moment, Evolution does not offer its products or services to gaming operators who in turn offer games to players in the USA, and real money gameplay from the USA is blocked. Evolution has however applied for a gaming license in New Jersey, which is currently the only USA state that allows the type of online casino games that Evolution offers.

Despite the monitoring undertaken by the Group, and the precautions it takes, there remains a risk that, in the event of legislation being interpreted in an unfavourable or unanticipated way, such measures are not sufficient, and could result in actions being brought against the Group. Changes in customers' circumstances can also change Evolution's conditions for growth, profitability, and the games that may be supplied.

Further, political decisions and court rulings in the EU with the objective of restricting the activity of private sector gaming operators in the national market can dramatically affect Evolution's customers' business, and therefore Evolution's business in an unfavourable manner. On the other hand, liberalisation of national gaming markets might have a positive impact on Evolution's customers, and therefore Evolution's revenues. In the current situation, it is difficult to predict how the legal situation in and outside the EU will develop, and therefore impact the commercial conditions for gaming operators, and ultimately B2B providers such as Evolution.

25 Events after the reporting period

There were no material evens after the balance sheet date which have a bearing on the understanding of the financial statements.

26 Statutory information

Evolution Gaming Group AB is a public company incorporated in Sweden.

Audit report

TO THE BOARD OF DIRECTORS OF EVOLUTION GAMING GROUP AB (PUBL), CORPORATE ID NO 556997-5792

Independent Auditors' Report on Historical Financial Information

We have audited the financial statements for Evolution Gaming Group AB (publ), and its subsidiaries ("Group") on pages F1-F18, which comprise of the consolidated balance sheet as of 31 December for 2014, 2013 and 2012 and the consolidated income statement, statement of comprehensive income, statement of changes in equity and statement of cash flow for the years then ended and notes, comprising a summary of significant accounting policies and other explanatory information.

The Board of Directors' and the Managing Director's responsibility for the financial statements

The Board of Directors and the Managing Director are responsible for the preparation and the fair presentation of the financial statements in accordance with International Financial Reporting Standards as adopted by the EU and the Annual Accounts Act and additional applicable framework. This responsibility includes designing, implementing and maintaining internal control relevant to preparing and appropriately presenting financial statements that are free from material misstatement, whether due to fraud or error. The Board is also responsible for the preparation and fair presentation in accordance with the requirements in the Commission Regulation (EC) No 809/2004.

THE AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with FAR´s Recommendation RevR 5 Examination of Prospectuses. This recommendation requires that we comply with ethical requirements and have planned and performed the audit to obtain reasonable assurance that the financial statements are free from material misstatements. An audit in accordance with FAR´s Recommendation RevR 5 Examination of Prospectuses involves performing procedures to obtain audit evidence corroborating the amounts and disclosures in the financial statements. The audit procedures selected depend on our assessment of the risks of material misstatements in the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the company's preparation and fair presentation of the financial statements as a basis for designing audit procedures that are applicable under those circumstances but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also involves evaluating the accounting policies applied and the reasonableness of the significant accounting estimates made by the Board of Directors and the Managing Director and evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

OPINION

In our opinion the financial statements give a true and fair view in accordance with International Financial Reporting Standards as adopted by the EU, Annual Accounts Act and additional applicable framework of the financial position of Evolution Gaming Group AB (publ), group as of 31 December 2014, 2013 and 2012 and its financial performance, statement of changes in equity and cash flows for the years then ended.

Stockholm 9 March 2015
Öhrlings PricewaterhouseCoopers AB

Niklas Renström
Authorised Public Accountant

Addresses

The Company

EVOLUTION GAMING GROUP AB (PUBL)
Hitechbuilding, Sveavägen 9
111 57 Stockholm
Sweden

The Company's auditor

ÖHRLINGS PRICEWATERHOUSECOOPERS AB
113 97 Stockholm
Sweden

Managers

CARNEGIE INVESTMENT BANK AB (PUBL)
Regeringsgatan 56
103 38 Stockholm
Sweden

SKANDINAVISKA ENSKILDA BANKEN AB (PUBL)
106 40 Stockholm
Sweden

Legal advisors to the Company

GERNANDT & DANIELSSON ADVOKATBYRÅ KB
Hamngatan 2
Box 5747
114 87 Stockholm
Sweden

LATHAM & WATKINS (LONDON) LLP
99 Bishopsgate
London EC2M 3XF
United Kingdom

Legal advisor to the Managers

ADVOKATFIRMAN HAMMARSKIÖLD & CO
Skeppsbron 42
Box 2278
103 17 Stockholm
Sweden

Certified Advisor to the Company

AVANZA BANK AB
Regeringsgatan 103
111 39 Stockholm
Sverige

VPS

EUROCLEAR SWEDEN AB
Klarabergsviadukten 63
Box 191
101 23 Stockholm

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