



**SUMMARY OF DIFFERENCES OF
SHAREHOLDER RIGHTS UNDER SWEDISH
AND DELAWARE LAW APPLICABLE TO
GAMING INNOVATION GROUP INC.**

21 March 2019

BACKGROUND

Gaming Innovation Group Inc. ("**Gaming Innovation Group**") is a corporation incorporated under the laws of the State of Delaware, United States, with its domicile in Florida, United States. Gaming Innovation Group is currently listed on the Oslo Stock Exchange in Norway. According to Section 3.1.6 of the Nasdaq Stockholm Rule book for Issuers, a company with its shares listed on the main market of Nasdaq Stockholm, but domiciled outside the European Economic Area ("**EEA**"), shall, on its website, publish a general description of the main differences in minority shareholders' rights between the company's place of domicile and Sweden. As regards Sweden, the below comparison is based, unless otherwise stated, on the minority shareholders' rights under the Swedish Companies Act (Sw. *aktiebolagslagen*) in respect of a Swedish limited liability company (Sw. *aktiebolag*) listed on the main market of Nasdaq Stockholm and Swedish corporate governance principles. Gaming Innovation Group is not required to comply with the Swedish Corporate Governance Code. Regarding Delaware law, this comparison is based, unless otherwise set forth below, on the minority shareholders' rights that follow from the General Corporation Law of the State of Delaware (the "**DGCL**"), as well as the current operative Certificate of Incorporation (the "**Articles of Association**") and Bylaws (the "**Bylaws**") of Gaming Innovation Group.

The below summary shall, however, not be relied upon as an exhaustive list or a complete description of the relevant provisions and does not replace specific legal advice.

MINORITY SHAREHOLDERS' RIGHTS UNDER SWEDISH AND DELAWARE LAW

Swedish law

General restrictions on the right of decision-making

Under Swedish law, the shareholders' meeting, the board of directors and the managing director of the company may not adopt any resolutions or undertake any other measures which would give an undue advantage to a shareholder or other person to the disadvantage of the company or another shareholder. In addition, under Swedish law, the shareholders' meeting, the board of directors and the managing director of the company may not undertake measures which contravene the company's object of business as stated in the articles of association or the obligation to pursue a profit.

Shareholder initiatives

Shareholders are entitled to have a matter brought before the shareholders' meeting. Shareholders who wish to have a matter brought before the shareholders' meeting must submit a written request to the board of directors. Such request must normally be received by the board of directors no later than seven weeks prior to the shareholders' meeting.

Right to request information

At the shareholders' meeting, any shareholder has the right to request information from the board of directors and the managing director that may impact (i) the assessment of a matter that is on the agenda of the shareholders' meeting, or (ii) the assessment of the

company's financial situation. Should a company be included in a group, the duty to provide information also applies to the company's relationship to other group companies. Where the company is a parent company, the duty to provide information also applies to the group accounts and other circumstances regarding its subsidiaries. In public limited liability companies, information in respect of (ii) above may only be requested at the shareholders' meeting where the annual report or, if applicable, group annual report is considered. Information requests may be refused if it could cause material damage to the company to provide such information.

Delaware law

General restrictions on the right of decision-making

Under the DGCL, the board of directors of a company owes the shareholders of such company a fiduciary duty of loyalty, and must therefore act in the best interest of the company and its shareholders taken as a whole, rather than in the interest of any specific board member, officer, or individual shareholder. This of duty of loyalty to the company also applies to any controlling shareholder holding a sufficient number of outstanding voting shares to determine the outcome of a shareholder vote. Thus, a minority shareholder may challenge any action of the company taken by the board or a controlling shareholder involving self-dealing or undue advantage if such action was not justified by sound business judgment reflecting good faith and fair dealing. In contrast to Swedish law, the DGCL permits a company to be established without a specifically limited objective. Thus, the Articles of Association of Gaming Innovation Group provides that the company may engage in any lawful act or activities for which a company may be organized under the laws of the State of Delaware, provided that the board of directors retains its fiduciary duty to act in the best interest of the company.

Shareholder initiatives

Under the DGCL, the annual shareholders' meeting consists of election of the board of directors by the shareholders, and discussion of "any other proper business" as determined by the board of directors. Shareholders may submit a written request to have a matter added to the agenda of a shareholders' meeting, however neither the DGCL nor the Articles of Association or Bylaws of Gaming Innovation Group requires the board of directors to honour such a request.

Right to request information

Any shareholder has the right to inspect the books and records of the company, provided any such inspection shall first require submission of a sworn proof of stock ownership and explanation of the proper purpose for such inspection. A request for inspection of records may be refused if such request is not reasonably related to the requestor's interest as a stockholder. Such inspection rights apply to the books and records of a subsidiary of the company to the extent that such records are within the control of the company, and that inspection thereof would not violate any legal right of the subsidiary or constitute breach of an agreement between such subsidiary and an unrelated third party.

SHAREHOLDERS' MEETINGS

Swedish law

According to the Swedish Companies Act, the shareholders' meeting is a company's ultimate decision-making body. Under Swedish law, an annual general meeting must be held within six months of the expiry of each financial year. At the annual general meeting the shareholders exercise their voting rights in key issues, such as adoption of the income statement and the balance sheet, appropriation of the company's results, including declaration of dividends, discharge from liability for the board of directors and the managing director, election of members of the board of directors and auditors, as well as to resolve upon guidelines for remuneration to management.

Notice of an annual general meeting, and of an extraordinary general meeting convened for resolving on an amendment of the articles of association, is required to be given no earlier than six weeks and no later than four weeks prior to the general meeting. Notice of other extraordinary general meetings, where an amendment of the articles of association shall not be resolved upon, is required to be given no earlier than six weeks and no later than three weeks prior to the general meeting. Shareholders who wish to participate in the shareholders' meetings shall be registered in the shareholders' register on the record date five weekdays prior to the shareholders' meeting and thereto also notify the company of their intention to attend the meeting no later than the day stated in the notice convening the meeting. Notice of a shareholders' meeting must be given in accordance with the articles of association, which must include an advertisement in the Swedish Official Gazette (*Sw. Post- och Inrikes Tidningar*), and the notice must also be published on the company's website. A notice that a shareholders' meeting has been convened must also be published in a daily newspaper with national coverage, as specified in the articles of association. Upon the request of the company's auditor, or upon the written request of shareholders holding at least one tenth of the shares in the company, the board of directors is obliged to convene a shareholders' meeting. The board of directors may also convene a shareholders' meeting at its own initiative. The notice shall include an agenda listing each item that will be considered at the meeting. Pursuant to the Swedish Corporate Governance Code, a company shall, as soon as the time and venue of a shareholders' meeting have been decided, and no later than in conjunction with the third quarterly report, post such information on the company's website.

Moreover, the Swedish Corporate Governance Code stipulates that the chairman of the board of directors together with a quorum of directors, as well as the chief executive officer, shall attend shareholders' meetings. The chairman of the shareholders' meeting shall be nominated by the nomination committee and elected at the shareholders' meeting. The minutes of a shareholders' meeting shall be available on the company's website no later than two weeks after the meeting. At a shareholders' meeting, a shareholder may vote for the full number of shares held unless otherwise stated in the articles of association. When, pursuant to the Swedish Companies Act or the articles of association, approval by the owners of a certain percentage of the shares is required for a particular resolution (certain majority requirements), shares held by the company or by a

subsidiary of the company (also known as treasury shares) are not to be included in the voting.

Delaware law

The DGCL requires that all companies hold an annual stockholders meeting at which shareholders may participate in, at a minimum, the election of the board of directors. The Bylaws of Gaming Innovations Group provide that such annual meeting shall take place during the first half of each year, and shall consist of the election of the board and discussion of any other proper business as determined by the board (which would generally consist of major decisions requiring shareholder consent such as alteration of the articles of association or bylaws in any way which materially affects the rights of shareholders, a liquidation of substantially all company assets, or mergers not qualifying for the statutory short-form merger exemption (see Statutory Mergers: Delaware Law). Shareholders may bring action in a Delaware court to compel the Company to hold a shareholders meeting if an annual meeting has not taken place within the past 13 consecutive months. The board is also empowered by the Bylaws to call special meetings of the shareholders to discuss and/or facilitate a shareholder vote on other matters at its discretion.

The Bylaws require written notice of each meeting to be given to shareholders no more than sixty (60) and no less than ten (10) days prior to any scheduled meeting detailing the location and time thereof, as well as, in the case of a special meeting called by the board, a general description of the purpose therefor. All shareholders of record as of the notice date are entitled to attend and vote, and the Bylaws specify that holders of at least one third (1/3rd) of the issued and outstanding shares eligible to vote at any such meeting must be present (either in person or via proxy) to constitute adequate quorum for the conducting of business. As under Swedish Law, the DGCL does not permit stock in a company held either by the company itself ("treasury stock") or any subsidiary thereof to be included in voting.

APPOINTMENT AND REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS

Swedish law

The board of directors is the second-highest decision making body after the shareholders' meeting. According to the Swedish Companies Act, the board of directors is responsible for the organization of a company and the management of the company's affairs, which means that the board of directors is responsible for, among other things, setting targets and strategies, securing routines and systems for evaluation of set targets, continuously assessing the financial condition and profits as well as evaluating the operating management. The board of directors is also responsible for ensuring that annual reports and interim reports are prepared in a timely manner. Moreover, the board of directors appoints the managing director.

The members of the board of directors are elected by the shareholders' meeting, except board members that are appointed by the trade unions. Members of the board of directors are typically appointed at an annual general meeting for a period up until the end of the next annual general meeting. In respect of elections, the person who receives the most votes shall be deemed to have been elected and, formally, a vote is made for each of the nominated directors. Re-election of a board member is possible and also very common in Sweden.

The shareholders' meeting has the power to, at any time, remove the board members elected by it, i.e. also before expiration of the ordinary term of office. Each board member also has the right to resign at its own request.

Delaware law

The primary means by which shareholders wield power over a company is by the direct election of its board of directors. Pursuant to the Bylaws, the board of Gaming Innovation Group is elected on an annual basis by plurality vote of eligible shares present (either physically or via proxy) at the annual meeting. Minority shareholders do not have specific rights, either under the DGCL or under the Articles of Association or Bylaws of Gaming Innovation Group, to appoint specific board members, and board members serve for one year. Shareholders may remove a board member at any time however without cause by means of a majority proxy vote of all eligible shares. There is no restriction under the DGCL, Articles of Association or Bylaws on either re-election or resignation of board members.

DIVIDENDS AND UNLAWFUL VALUE TRANSFERS

Swedish law

Under the Swedish Companies Act, only a shareholders' meeting may authorize the payment of dividends. A resolution to pay dividends may, with some exceptions, not exceed the amount recommended by the board of directors. Dividends may only be paid if, after the payment of the dividend, there is sufficient coverage for the company's restricted equity and the payment of dividends are justified, taking into consideration the equity required for the type of operations, the company's need for consolidation and liquidity as well as the company's financial position in general. Each person who is listed as a shareholder in the printout of the entire share register as of the record date for the dividend (usually the third business day following the shareholders' meeting) will be entitled to receive the dividend distribution. Dividends are normally distributed to the shareholders through Euroclear.

If a value transfer has taken place in violation of the provisions of the Swedish Companies Act, the recipient is obliged to return what he or she has received, if the company can prove that he or she knew or should have realised that the value transfer was in violation of the Swedish Companies Act. If a value transfer has been made in violation with the

Swedish Companies Act, the persons who participated in the resolution will be liable for the shortage if all funds cannot be returned to the company.

Delaware law

Delaware law vests the power to declare dividends exclusively in a company's board of directors. Under the DGCL, dividends may be declared if there is adequate net profit to account therefor in either the current or the immediately preceding fiscal year. All registered shareholders as of the record date of any such dividend are entitled to receive the distribution.

Directors may be personally liable to the company for any wilful or negligent declaration of an unlawful dividend, although they may be shielded from such liability if they reasonably relied in good faith on the records of the company or any officer or expert in relation to the declaration of such dividend. Board members that are absent from or abstain from the vote for any declaration of unlawful dividends remain similarly liable as though they had affirmatively approved the unlawful action. A shareholder can only be liable for receipt of unlawful dividends if he or she had personal knowledge of the unlawful nature of the wrongful dividend declaration.

PREFERENTIAL RIGHTS IN RELATION TO SHARE ISSUES

Swedish law

Under Swedish law, shareholders must approve of each issue of shares, or, as the case may be, authorize the board of directors to resolve on such an issue. Generally, existing shareholders have preferential rights to subscribe for new shares, convertibles and warrants (to subscribe for new shares), pro rata to their current shareholdings. Resolutions to issue new shares, convertibles or warrants, where the existing shareholders shall have preferential rights to the new shares, are adopted at a shareholders' meeting by simple majority (unless the articles of association needs to be amended in order to allow for the issue). The same applies to resolutions concerning an issue in kind.

A resolution approving or authorizing an issue with deviation from the preferential right for existing shareholders requires a majority of at least two thirds (2/3) of the votes cast and of the shares represented at the shareholders' meeting, and, in addition, that there are valid reasons for such deviation. If the shareholders are not to be given preferential rights and the issue is directed to (i) members of the board of directors; (ii) the managing director; (iii) employees of the company; or (iv) an individual or a legal person who is closely related to the aforementioned categories, the resolution approving the issue is subject to additional restrictions, requiring a majority of at least nine tenths (9/10) of the votes cast and of the shares represented at the shareholders' meeting. Further, such resolutions may not be adopted by the board of directors through the exercise of an authorization from the shareholders' meeting.

Delaware law

Under Delaware law, the board of directors has complete discretion to issue additional stock in exchange for value to any person or persons so long as the number of outstanding stock issued remains less than or equal to the number explicitly authorized by the Articles of Association. Material amendment of the Articles of Association, and thus changes to the number of shares of stock which Gaming Innovation Group is authorized to issue, requires a majority vote of the holders of outstanding eligible shares. Neither the DGCL nor the Articles of Association or Bylaws provide for preferential rights to acquisition of new stock issuances by existing shareholders of Gaming Innovation Group.

DISTRIBUTION OF ASSETS ON LIQUIDATION

Swedish law

Under the Swedish Companies Act, all shares carry equal rights in a liquidation unless otherwise provided for in articles of association.

Delaware law

As under Swedish Law, the DGCL permits preferential liquidation rights for classes of stock if established within the organizational documents of a company, however no such class of stock with preferential rights exist within the Articles of Association or Bylaws of Gaming Innovation Group.

REQUEST FOR SPECIAL AUDIT

Swedish law

The Swedish Companies Act provides that minority shareholders, holding at least one tenth (1/10) of all shares in the company or representing at least one third (1/3) of the shares at a shareholders' meeting, have a right to request that the Swedish Companies Registration Office (Sw. Bolagsverket) appoints a minority auditor that shall participate in the audit together with the company's auditor (Sw. minoritetsrevisor). Minority shareholders may also request the appointment of a special examiner (Sw. särskild granskare) for examination of certain past events or circumstances in the company.

Delaware law

Although there is no explicit statutory right to the appointment of a minority auditor, any shareholder retains the right under the DGCL to access the books and records of the company for any reasonable purpose, including review of financial statements, as discussed above (see Delaware Law: Right to request information).

MANDATORY REDEMPTION OF SHARES (SQUEEZE-OUT RULES)

Swedish law

The Swedish Companies Act provides that if a shareholder holds more than 90 per cent of the shares of a Swedish limited liability company, such majority shareholder is entitled to acquire the remaining outstanding shares through a compulsory redemption procedure (so called squeeze-out procedure) and the minority shareholders have a corresponding right to have their shares redeemed by the majority shareholder (this applies also to warrants and convertibles held by the minority). Unless the majority shareholder and the minority shareholders agree on the price to be paid for the minority shares, an arbitration tribunal will determine a fair price payable in cash for the minority shares.

Delaware law

The DGCL provides a similar statutory squeeze out provision by which any entity holding more than ninety percent (90%) of a company may elect to take over the remaining shares by means of a short-form merger procedure. Minority shareholders are entitled to appraisal by a Delaware court of the fair market value to be paid in exchange for surrendering of their shares.

PUBLIC TAKEOVERS AND OTHER SIMILAR TRANSACTIONS

Swedish law

Public takeovers

The Swedish Takeover Act (Sw. *lag om uppköpserbudanden på aktiemarknaden*), the Swedish Financial Instruments Trading Act (Sw. *lag om handel med finansiella instrument*) and the Takeover Rules issued by Nasdaq Stockholm will, as a general rule, govern a public offer by an offeror for all shares in a company listed on Nasdaq Stockholm. The Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) supervises that a company complies with the Takeover Act, and the Swedish Securities Council (Sw. *Aktiemarknadsnämnden*) may grant exemptions in respect of certain provisions of the Takeover Act. The Swedish Securities Council also interprets the Takeover Rules.

In order for an offeror to be allowed to make a public offer, the offeror must undertake towards Nasdaq Stockholm to comply with (i) the Takeover Rules; and (ii) the Swedish Securities Council's rulings concerning the interpretation and application of the Takeover Rules. The offeror must also submit to any sanctions imposed by Nasdaq Stockholm upon breach thereof. Such undertaking must be made prior the announcement of an offer. The Takeover Rules contain detailed provisions of the takeover process and the rules are mainly based on principles derived from the Takeover Directive. These principles stipulate, among others, that all holders of the same class of securities in a target company must receive equal treatment; if a person has acquired control of a company, the other holders of securities must be protected (see also the description of the mandatory public offers

below); that holders of securities in a target company must be given sufficient time and information to make a well-informed decision of the offer; and that the board of directors of the target company must take into account the interests of all holders in the target company and that it may not deprive holders of securities of an opportunity to make a decision on the offer.

Mandatory public offers

The Swedish Takeover Act stipulates that if a person with less than 30 per cent of the votes for all shares in a Swedish company acquires shares and thereby reaches or exceeds 30 per cent of the votes in the company, such shareholder is obliged to, within four weeks, either (i) sell a sufficient amount of shares so that its shareholdings fall below 30 per cent of the votes in the company, or (ii) make a public offer for all remaining shares of the company (a so-called mandatory bid). Pursuant to the Takeover Rules issued by Nasdaq Stockholm, a mandatory bid can be made conditional only on regulatory approvals, and the consideration in a mandatory bid must be cash or include an all-cash alternative. Further, if the board of directors or the managing director has reason to believe that a bid is imminent (based on information originating from a party who intends to make a public offer) or where such a bid has already been made, the board of directors of the target company is prohibited from taking measures, without the approval of shareholders, which could impair the conditions for making or implementing the offer (so-called defensive measures or frustrating action). The prohibition does not prevent the board of directors from seeking alternative, competing, offers. The mandatory bid rule and the prohibition on defensive measures under the Swedish Takeover Act are, however, only applicable to Swedish companies.

Similar transactions, e.g. mergers

From a minority shareholder perspective, the same interests apply irrespective of whether the takeover of a target company is carried out in the form of a takeover procedure or e.g. through a statutory merger procedure. Therefore the Takeover Rules provide that, in most respects, the rules apply mutatis mutandis to mergers and similar procedures and that certain provisions of the Swedish Companies Act regarding voting at shareholders' meetings apply mutatis mutandis notwithstanding that such provisions are not directly applicable (see further under the section about mergers below).

Delaware law

Although the DGCL does not have relevant provisions corresponding to the above discussed public takeover protections, the Nasdaq Stockholm Takeover Rules would apply to any such transaction regarding shares admitted to trading on Nasdaq Stockholm.

STATUTORY MERGERS

Swedish law

The Swedish Companies Act requires the board of directors of the merging Swedish company to adopt a merger plan before a merger can be approved at a shareholders' meeting. The Swedish Companies Act further provides that, as a general rule, the merger plan must be approved by a majority of two thirds (2/3) of the votes cast and the shares represented at the shareholders' meeting of the transferor company. Holders of at least five per cent of the shares of the transferee company are entitled to demand that the plan shall also be submitted to the shareholders' meeting of the transferee company. If there are different classes of shares issued in the company, the above mentioned majority rules apply within each class of shares represented at the shareholders' meeting. In connection with a statutory merger, the merger consideration to the shareholders of the transferor company may be composed of shares in the transferee company or cash. However, more than half of the total value of the consideration must be composed of share consideration.

When a Swedish public limited liability company is merged into a Swedish private limited liability company, the approval of the merger plan requires the vote of all the shareholders represented at the shareholders' meeting (in the transferor company) holding at least nine tenths (9/10) of all the shares of the company. The same applies if the transferor company is a public company with its shares listed on a regulated market or a corresponding market outside the EEA and the merger consideration is to be paid in shares which, at the time when the merger consideration should be paid, are not admitted to trading on such a marketplace. In connection with a resolution to approve the merger plan for a transferor company, shares held by the transferee company or by a company within the same group as the transferee company shall not be regarded. The Takeover Rules issued by Nasdaq Stockholm provide that, in most respects, the Takeover Rules apply mutatis mutandis to mergers and similar procedures.

Delaware law

Under Delaware law, a long form statutory merger requires that the board or directors of both merging companies approve of the transaction, along with the majority of shareholders of the company to be acquired. Minority shareholders of the acquired company who consistently dissent with such a merger are entitled to appraisal of the fair market value of their shares by a Delaware court. A short form statutory merger, in which a parent entity holding more than ninety percent (90%) of the voting shares of the target company to be acquired, does not require approval of either the board or shareholders of the acquired company, although consistently dissenting minority shareholders thereof are again entitled to appraisal rights for determination of the fair market value to be paid in exchange for the shares to be surrendered.