

## ANNUAL MEETING OF SHAREHOLDERS

### GAMING INNOVATION GROUP INC. (‘GiG’ or ‘Company’)

20 May 2021

#### Information on resolutions related to agenda items

**(a) Agenda item 2**

The Nomination Committee proposes that the Chairman of the Board, Petter Nylander, is appointed as Chairman of the Annual Meeting of Shareholders.

**(b) Agenda item 6**

The Company’s 2020 Annual Report is available on GiG’s website [www.gig.com](http://www.gig.com).

**(c) Agenda item 7**

The Nomination Committee proposes a Board of Directors consisting of six members.

**(d) Agenda item 8**

The current Board of Directors consist of five members and comprises of Petter Nylander, Helge Nielsen, Henrik Persson Ekdahl, Nicolas Adlercreutz and Kjetil Garstad. For the period until the next Annual Meeting of Shareholders, the Nomination Committee proposes that:

- (i) Petter Nylander, Helge Nielsen, Henrik Persson Ekdahl, Nicolas Adlercreutz and Kjetil Garstad are to be re-elected as members of the Board of Directors;
- (ii) One new member, Kathryn Moore Baker, is to be elected as new member of the Board of Directors; and
- (iii) Petter Nylander is to be re-elected as the Chairman of the Board of Directors.

***New Board Member:***

*Kathryn Moore Baker, born 1964, American citizen (Independent)*

Kathryn Baker has a long and successful career, both as a professional director and as a partner within private equity and finance. Kathryn has an MBA from Dartmouth College and worked for 14 years as a partner at the private equity firm Reiten & Co. She has served as a director on over 30 boards, of which several as Chairwoman, and was Chairwoman of Catena Media Ltd for 5 years, a director of American Chamber of Commerce in Norway, Investment Committee Member at Norfund and a board member of the Central Bank of Norway, just to name a few assignments. Kathryn is expected to bring vast knowledge and experience not only within online gambling, but also within the strategic development and corporate governance of the Company. Shares in the Company: 0.

**(e) Agenda item 9**

The Nomination Committee has decided to adjust the remuneration to the Board of Directors to better reflect the market terms for peers with similar market caps. The remuneration of the Chairman of the Board of Directors is thereby proposed to be reduced by 10% to EUR 76,500 per annum, and the remuneration to the other members of the Board of Directors is proposed to be reduced by 10% to EUR 36,000 per annum each. The remuneration is to be reviewed annually with the ambition to increase the remuneration if the current targets are met.

The Nomination Committee proposes the remuneration to the Audit Committee and the Remuneration Committee shall continue to be paid in accordance with the following:

- (i) Audit Committee Chairman: EUR 10,000;
- (ii) Audit Committee members: EUR 5,000 each;
- (iii) Remuneration Committee Chairman: EUR 5,000; and
- (i) Remuneration Committee members: EUR 2,500 each.

**(f) Agenda item 10**

The Nomination Committee proposes that the Annual Meeting of Shareholders resolves the following principles for the composition of the Nomination Committee:

The Nomination Committee shall consist of not less than three and not more than four members. The members shall represent all shareholders.

Each of the three largest shareholders of the Company as per 31 August 2021 shall have the right to appoint one member each to the Nomination Committee.

Should any of the three largest shareholders waive their right to appoint a representative, or their representative resign from the Nomination Committee, or when members of the Nomination Committee representing shareholders who are no longer among the three largest shareholders resign, the opportunity to appoint a member of the Nomination Committee shall thereafter be passed on in order of the largest shareholding.

The three members appointed by the largest shareholders may decide, by simple majority, to appoint a fourth member to the Nomination Committee. If such fourth member is a member of the Board of Directors, such member cannot run for re-election as member of the Board of Directors upon expiry of his/her current term as a Board member.

The names of the members of the Nomination Committee shall be announced no later than the date of the publication of the Company's interim report for the third quarter 2021. The members of the Nomination Committee shall appoint the chairman of the Nomination Committee. No remuneration will be paid to the members of the Nomination Committee.

The Nomination Committee shall make proposals on the following agenda points at the Annual Meeting of Shareholders:

- (i) A proposal on the Chairman of the meeting
- (ii) A proposal on the composition of the Board of Directors
- (iii) A proposal on the Chairman of the Board
- (iv) A proposal on fees for the board members and for the Chairman of the Board
- (v) A proposal on remuneration for work in board committees
- (vi) A proposal on auditors
- (vii) A proposal on fees for the Company's auditors
- (viii) A proposal on the composition of the Nomination Committee

**(g) Agenda item 11**

The Nomination Committee proposes to reappoint REID CPAs LLP as the Company's auditor for the period until the next Annual Meeting of Shareholders and it is proposed to authorise the Board of Directors to determine their remuneration. The Company's auditor since 2004, Israeloff Trattner & Co PC, merged with REID CPAs LLP effective in August 2020, thus the name change for the auditor.

**(h) Agenda item 12**

The Board of Directors proposes that the Annual Meeting of Shareholders approve an amendment to the Company's Amended and Restated Certificate of Incorporation authorizing an increase in the number of shares of stock which the Company is authorized to issue from one hundred million (100,000,000) to one hundred and ten million (110,000,000).

The Amended and Restated Certificate of Incorporation of the Corporation will be amended by deleting the existing Article IV:

*“ARTICLE IV The total number of shares of stock which the Corporation is authorized to issue is one hundred million (100,000,000) shares of Common Stock, par value of one dollar (\$1.00) per share.”*

in its entirety and inserting in lieu thereof the following:

*“ARTICLE IV The total number of shares of stock which the Corporation is authorized to issue is one hundred and ten million (110,000,000) shares of Common Stock, par value of one dollar (\$1.00) per share.”*

The Amended and Restated Certificate of Incorporation is available on GiG's website [www.gig.com/corporate-governance/articles-of-association](http://www.gig.com/corporate-governance/articles-of-association).

The Board of Directors' proposal for the increase in authorised shares is intended to provide the board with greater possibilities to adapt the capital structure of the Company to the capital requirement from time to time and enable the Board of Directors to issue shares in connection with acquisitions of companies through payment in the form of the Company's shares.

**(i) Agenda item 13**

The Board of Directors proposes that the Annual Meeting of Shareholders gives the Board of Directors authority to buy back already issued and outstanding shares in the Company and to dispose of such shares, all on such terms as the Board of Directors may deem fit. The Company's total holding of its own shares may not exceed 10% of the outstanding share capital of the Company at any time. The Company can buy back its own shares except when the capital of the Company is impaired or when such purchase would cause the impairment of the capital of the Company.

The maximum number of shares that may be so acquired is 9,000,000, and the minimum and maximum price that may be paid for the shares is the equivalent of SEK 1.00 and SEK 40.00 per share. Acquisition of own shares may take place on one or more occasions by trading on the regulated market places NASDAQ Stockholm and Oslo Børs during the period until the end of next Annual Meeting of Shareholders.

The Board of Directors' proposal for authorisation is intended to provide the board with greater possibilities to adapt the capital structure of the Company to the capital requirement from time to time and thus be able to contribute to increased shareholder value. In addition, the authorisation is intended to enable the Board of Directors to transfer shares in connection with acquisitions of companies through payment in the form of the Company's own shares. The intention of the authorisation does not allow the Company to trade in its own shares with the intention of generating short-term profits.

22 April 2021  
Board of Directors  
Gaming Innovation Group Inc.