

Gaming Innovation Group Inc. – Proposal from the Nomination Committee

Gaming Innovation Group Inc.'s (the "Company") Nomination Committee consists of Mikael Riese Harstad (Chairman of the Nomination Committee, representing André Lavold), Petter Moldenius (representing Henrik Persson Ekdahl) and Frode Fagerli (representing Myrlid AS).

The Committee has had frequent meetings and conducted several interviews with both existing and potential board members in order to fulfil the requirements posed on it. The Committee has also initiated, executed and analysed an online self-evaluation of the board of directors and its work during the past year. The Nomination Committee notes that the Board of Directors functions well and its work during the past year has been most satisfactory. However, the nomination committee would like to strengthen the Board's expertise within lead generation and online gambling with a US focus. With reference to the above, the nomination considers that the new Board of Directors proposed herein has an appropriate composition in relation to the Company's operation, phase of development and other relevant circumstances pertaining to the Company. The Nomination Committee also considers that the proposed Board of Directors has an adequate breadth of competence, experience and background.

Proposals from the Nomination Committee

Number of members of the Board of Directors

The Nomination Committee proposes six (6) members of the Board of Directors.

Members of the Board of Directors

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

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

New Board Members

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.

Remuneration to the Board of Directors

The Nomination Committee has decided to adjust the remuneration to the Board of Director 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; (iii) Remuneration Committee Chairman: EUR 5,000; and (iv) Remuneration Committee member: EUR 2,500.

Auditors

Israeloff Trattner & Co PC is proposed to be re-elected as the Company's auditor for the period until the next Annual Meeting of Shareholders and to authorise the Board of Directors to determine their remuneration. The proposed auditor is in accordance with the Audit Committee's recommendation.

Chairman for the Annual meeting of Shareholders

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

Principles for the composition and appointment of the Nomination Committee:

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

19th of April 2021



Mikael Riese Harstad
Chairman of the Nomination Committee