



Dear Shareholder

22 April 2022

### **Invitation to the Annual Meeting of Shareholders 19 May 2022**

Gaming Innovation Group Inc. ('GiG') would like to invite its shareholders to the Annual Meeting of Shareholders. The meeting will take place at Scandic Anglais, Humlegårdsgatan 23, Stockholm, Sweden on Thursday 19 May 2022 at 10:00 local time.

The formal Notice for the meeting is enclosed with the following agenda:

1. Presentation of the business of the meeting
2. Voting on the resolutions specified in the Notice

The meeting is called to approve the financial statements for the year ended 31 December 2021, to elect the Board of Directors, to approve the principles for appointment of the Nomination Committee, and to consider and approve the remuneration to the Board of Directors and the auditor.

The following documents are enclosed in this invitation:

- Notice of Annual Meeting of Shareholders 19 May 2022
- Information on resolutions related to agenda items
- Attendance and Proxy forms for the Annual Meeting of Shareholders

We kindly ask shareholders to notify their attendance by 16:00 CET on 16 May 2022 as per the details stated in the Notice. Shareholders are encouraged to attend by proxy by completing and signing the proxy form and returning it to reach the relevant addressee no later than by 10:00 CET on 18 May 2022. Please note there are different addressees depending on the shares being registered in Norway or in Sweden. Proxy forms are available on [www.gig.com/ir/corporate-governance](http://www.gig.com/ir/corporate-governance).

The Notice of the Annual Meeting of the Shareholders will be sent to all shareholders registered in the Norwegian VPS system as of 22 April 2022. The 2021 Annual Report can be found on the Company's website at [www.gig.com/reports-and-presentations](http://www.gig.com/reports-and-presentations). In addition, a hard copy of the 2021 Annual Report may be provided at no charge, and shareholders wishing to obtain a hard copy can make a written request to the Company via email: [agm@gig.com](mailto:agm@gig.com) or to Gaming Innovation Group Inc., Fridtjof Nansens plass 6, 0160 Oslo, Norway.

## Right to attendance and voting

Shareholders of GiG who wish to attend and vote at the Annual Meeting of Shareholders must:

- (i) be registered in the VPS register in Norway or in the Euroclear Sweden AB register depending on where the shares are held, no later than on 12 May 2022. This date of registration also applies to shareholders with shares registered in nominee accounts with Euroclear Sweden AB, who must contact their custodian bank or broker well in time to have their shares temporarily re-registered in their own name in order to participate in the Annual Meeting of Shareholders.
- (ii) notify their attendance in writing by submitting the attached attendance form no later than by 16:00 CET on 16 May 2022. Notification shall include the shareholder's name, email address, telephone number and registered shareholding. Address for shareholders with shares registered in Norway: [vote@dnb.no](mailto:vote@dnb.no) or by mail to DNB Bank ASA, Verdipapirservice, P.O. Box 1600 Sentrum, 0021 Oslo, Norway. Address for shareholders with shares registered in Sweden: [generalmeetingservice@euroclear.com](mailto:generalmeetingservice@euroclear.com) or GiG Årsstämman, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, telephone number for queries: +46 8 402 92 23. Shareholders may also notify GiG by email to: [agm@gig.com](mailto:agm@gig.com).
- (iii) shareholders who are not attending the Annual Meeting of Shareholders in person, can attend by proxy by submitting the attached proxy form no later than by 10:00 CET on 18 May 2022. Address for shareholders with shares registered in Norway: [vote@dnb.no](mailto:vote@dnb.no) or by mail to DNB Bank ASA, Verdipapirservice, P.O. Box 1600 Sentrum, 0021 Oslo, Norway. Address for shareholders with shares registered in Sweden: [generalmeetingservice@euroclear.com](mailto:generalmeetingservice@euroclear.com) or by mail to GiG Årsstämman, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, telephone number for queries: +46 8 402 92 23.

Yours sincerely,



Petter Nylander  
Chairman



**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
GAMING INNOVATION GROUP INC. ('GiG' or 'Company')  
8359 Stringfellow Rd, St. James City, Florida 33956, USA**

The shareholders of Gaming Innovation Group Inc. are hereby invited to the Annual Meeting of Shareholders (AGM) to be held on 19 May 2022 at 10:00 local time at Scandic Anglais, Humlegårdsgatan 23, Stockholm, Sweden.

### **Proposed Agenda**

The Board of Directors propose that the Annual Meeting of Shareholders conducts the following business:

1. Opening of the Meeting
2. Election of Chairman of the Meeting **Resolution (a)**
3. Presentation and approval of the Agenda
4. Election of two persons to certify and sign the minutes
5. Establishment that the Meeting has been duly convened

### **Ordinary business**

6. To consider and approve the Company's financial statements for the year ended 31 December 2021 **Resolution (b)**
7. To determine the number of Board members **Resolution (c)**
8. To elect Board members: **Resolution (d)**
  - a. To re-elect Petter Nylander as Chairman of the Board
  - b. To re-elect Nicolas Adlercreutz as Director of the Board
  - c. To re-elect Kjetil Garstad as Director of the Board
  - d. To re-elect Kathryn Moore Baker as Director of the Board
  - e. To re-elect Steve Ahearne as Director of the Board
  - f. To elect Hesam Yazdi as new Director of the Board
  - g. To elect Mikael Riese Harstad as new Director of the Board
9. To determine the Board members' remuneration **Resolution (e)**
10. Resolution regarding the principles for appointment of the Nomination Committee **Resolution (f)**
11. To reappoint REID CPAs LLP as auditors of the Company and to authorise the Board of Directors to determine their remuneration **Resolution (g)**
12. Closing of the Annual Meeting of Shareholders 2022



The Company's share register is with the Norwegian VPS system. Only holders of Common Stock of GiG as registered in the VPS register, either directly or through nominee or custody accounts including Euroclear Sweden, are entitled to notice of and to vote at this meeting and any adjournments of this meeting. As of the date of this Notice, the Company has issued 122,786,526 shares, and in the Annual Meeting of Shareholders, each share carries one vote. Holders of Common Stock of GiG as registered in the VPS register as of the close of business on 22 April 2022 are entitled to notice of this meeting and any adjournments of this meeting. Beginning ten (10) days prior to the meeting, a list of shareholders will be available for examination during regular business hours, by any shareholder, or the shareholder's attorney agent, at the Company's principal place of business.

For shareholders not attending the Annual Meeting of Shareholders, a Form of Proxy is enclosed. In such case, shareholders are encouraged to complete, sign and return the Proxy as indicated on the Proxy.

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By order of the Board of Directors, Petter Nylander, Chairman, 22 April 2022

## ANNUAL MEETING OF SHAREHOLDERS

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

19 May 2022

#### 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 2021 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 seven members.

**(d) Agenda item 8**

The current Board of Directors consist of seven 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, Nicolas Adlercreutz, Kjetil Garstad, Kathryn Baker and Michael Ahearne are to be re-elected as members of the Board of Directors;
- (ii) Two new members, Hesam Yazdi and Mikael Riese Harstad, are to be elected as new member of the Board of Directors;
- (iii) Henrik Persson Ekdahl and Helge Nielsen will leave their positions in the board; and
- (iv) Petter Nylander is to be re-elected as the Chairman of the Board of Directors.

***New Board Member:***

*Hesam Yazdi, born 1985, Swedish citizen*

Hesam has been a very active shareholder in the Company for many years and for the last 12 months, he has actively been responsible for the Company’s investor relations and also been providing investor relations advice to the Board of Directors. Hesam is also running his own investment company, Mocca Investment Group, which invest in both listed and unlisted companies. Shares in the company: 917,150.

*Mikael Riese Harstad, born 1981, Swedish citizen*

Mikael is a partner of Optimizer Invest Ltd and has been a major shareholder in the Company, both through Optimizer Invest and personally, since 2016. Mikael has a long experience in both online gambling and mergers and acquisitions and has been acting as board member and senior advisor for companies like Catena Media, The Game Day, the Betit Group, Skilling and Speqta. Mikael has a Masters of Laws degree from the University of Lund. Shares in the company: 1,342,136

**(e) Agenda item 9**

The Nomination Committee has decided not to adjust the current remuneration to the Board of Directors. The remuneration of the Chairman of the Board of Directors is thereby proposed to be EUR 76,500 per annum, and the remuneration to the other members of the Board of Directors is proposed to be EUR 36,000 per annum each.

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 2022. 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.

22 April 2022

Board of Directors

Gaming Innovation Group Inc.

**Gaming Innovation Group Inc.**  
**NOTIFICATION OF ATTENDANCE**  
**Annual Meeting of Shareholders 2022**

The shareholder below is hereby notifying the Company of its participation and exercising the voting rights for all of the shareholder's shares in Gaming Innovation Group Inc. at the Annual Meeting of Shareholders on 19 May 2022.

To be submitted to Gaming Innovation Group Inc. no later than 16:00 CET on 16 May 2022.

Name of the shareholder	
Email	Phone number
Place and date	
Signature*	
Clarification of signature	

\* If signing for a company, a clarification of signature shall be included above and an up to date certificate of incorporation (or the equivalent) shall be enclosed to the completed proxy form.

Please mark, sign, date and return this attendance form promptly to reach the addressee no later than 16:00 CET on 16 May 2022. For shareholders with shares registered with the VPS in Norway, please send the form to: [vote@dnb.no](mailto:vote@dnb.no) or by mail to DNB Bank ASA Verdipapirservice, P.O. Box 1600 Sentrum, 0021 Oslo, Norway. For shareholders with shares registered with Euroclear Sweden AB, please send proxy to: [generalmeetingservice@euroclear.com](mailto:generalmeetingservice@euroclear.com) or by mail to GiG Årsstämma, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, telephone number for queries: +46 8 402 92 23.

Please note that to be considered a valid vote, shares must be registered with the VPS in Norway or with Euroclear Sweden AB no later than 12 May 2022.

**Gaming Innovation Group Inc.**

**Proxy for Annual Meeting of Shareholders 2022**

The undersigned shareholder of Gaming Innovation Group Inc. ("GiG" or the "Company") hereby appoints \_\_\_\_\_ (if left blank, the chairman of the meeting) with full power of substitution, as attorney and proxy of the undersigned to appear at GiG's Annual Meeting of Shareholders, held on 19 May 2022 at 10:00 local time at Scandic Anglais, Humlegårdsgatan 23, Stockholm, Sweden and at any and all adjournments thereof, and to act at such meeting for the undersigned and vote all \_\_\_\_\_ (if left blank, all my shares) shares of common stock of GiG owned by the undersigned, with all the power the undersigned would possess if personally present at the meeting, as follows:

Please make your votes as in this example. If not marked, you vote For all proposals.

<u>Proposal*</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>
2. To approve to elect the Chairman of the Board, Petter Nylander, as chairman of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the Company's financial statements for the year ended 31 December 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To determine the number of Board members as proposed in the notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. a) To re-elect Petter Nylander as Chairman of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) To re-elect Nicolas Adlercreutz as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) To re-elect Kjetil Garstad as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) To re-elect Kathryn Moore Baker as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) To re-elect Michael Ahearne as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f) To elect Hesam Yazdi as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g) To elect Mikael Riese Harstad as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To approve the Board members' remuneration as proposed in the notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To approve the principles for appointment of the Nomination Committee as proposed in the notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To reappoint REID CPAs LLP as auditors of the Company and to authorise the Board of Directors to determine their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To vote and otherwise represent the undersigned on any other matter that may properly come before the meeting or any adjournment or postponement thereof in the discretion of the proxy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*If a  is not placed in one of the empty boxes for any resolution, it will be considered a vote For that resolution.

The undersigned shareholder may revoke this proxy at any time before the votes are cast by delivering to the Secretary of the Company either a written revocation of the proxy or a duly executed proxy bearing a later date, or by appearing at the Annual Meeting and voting in person. This Proxy shall expire immediately following the end of the Annual Meeting of Shareholders of GiG and any adjournments thereof, but not later than one year from the date hereof. The undersigned shareholder hereby acknowledges receipt of the Notice of the Annual Meeting of Shareholders.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY TO REACH THE ADDRESSEE NO LATER THAN 10:00 CET ON 18 MAY 2022. For shareholders with shares registered with the VPS in Norway, please send proxy to DNB Bank ASA Verdipapirservice, P.O. Box 1600 Sentrum, 0021 Oslo, Norway or email: [vote@dnb.no](mailto:vote@dnb.no). For shareholders with shares registered with Euroclear Sweden AB, please send proxy to: GiG Årsstämma, c/o Euroclear Sweden, Box 191, 10123 Stockholm, Sweden, or email: [generalmeetingservice@euroclear.com](mailto:generalmeetingservice@euroclear.com), telephone number for queries: +46 8 402 92 23.

Please note that to be considered a valid vote, shares must be registered with the VPS in Norway or with Euroclear Sweden AB no later than 12 May 2022.

**This Proxy is solicited on behalf of the Board of Directors**

Date: \_\_\_\_\_

\_\_\_\_\_  
Registered holder / Name in block letters

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signatory / Full Name in block letters

When signing as executor, administrator, trustee, guardian, attorney-in-fact or other fiduciary, please give title as such. When signing as corporation, please sign in full corporate name by President or other authorised officers. If you sign for a partnership, please sign in partnership name by an authorised person.