



Proposals from the Nomination Committee

Background

Gaming Innovation Group Inc. ("GiG") advances according to plan with its strategic split of its Media and Platform businesses by distributing GiG Platform to its shareholders. As part of this process, the nomination committee of GiG (the "Nomination Committee") has reviewed and evaluated two separate board compositions with the aim to optimise the growth opportunities for each business entity.

GiG Media will continue to operate under GiG's current corporate structure, with GiG serving as its listed holding company. **GiG Platform**, currently operated as a subsidiary of GiG, will be spun off to GiG's shareholders later this year. The board of GiG Platform will not be elected during GiG's annual general meeting but will be elected separately during the relevant subsidiary's annual general meeting. The majority of GiG's current board members will be elected to the initial board of GiG Platform, with the exception of Karolina Pelc, who has declined re-election due to other commitments. The board of directors for GiG Platform will thus include Petter Nylander as chairman, along with Nicolas Adlercreutz, Mikael Riese Harstad, Hesam Yazdi, Tomasz Juroszek and Steve Salmon as ordinary board members.

The Nomination Committee's proposal

For GiG, and thereby the continued operation of GiG Media, the Nomination Committee has decided to propose that GiG's Annual General Meeting 2024 approves the following proposals regarding the number of board members and election of board members.

The Nomination Committee proposes that the number of members of the Board of Directors of GiG shall be five. For the period until the next Annual Meeting of Shareholders, the nomination committee proposes that:

- Mikael Riese Harstad and Hesam Yazdi are to be re-elected as members of the board.
- The following new board members shall be elected to join the board:
 - Cristina Romero de Alba,
 - Mateusz Juroszek and
 - Nicholas Batram.
- Mikael Riese Harstad is to be elected as the Chairman of the Board of Directors.

Cristina Romero de Alba has a versatile background in finance and law, serving as a partner at LOYRA. She leads one of the most prominent M&A and regulatory practices in the gambling and betting industry, with a particular emphasis on the Americas. Over her 12 years of industry experience, she has provided counsel to institutional and strategic investors, operators and suppliers across more than 30 countries. Additionally, she holds positions as a board member at the ICRG (International Center for Responsible Gaming) in the US and at OMNIGAME in Denmark. Furthermore, she actively supports ALANTRA, a listed financial services group, in their Latin American strategy

within asset management. Cristina anticipates contributing to the growth of GiG's business in the promising LATAM region. She is a Spanish citizen born in 1981 and does not hold any shares in GiG.

Mateusz Juroszek has 20 years of involvement in the gambling sector, primarily as the CEO of Poland's largest bookmaker, STS, from 2012 to 2023. He has also served as an investor in various gambling ventures worldwide. During his tenure, STS witnessed revenue growth and ascended to become Poland's leading bookmaker, propelled by innovative sports betting and technological solutions. Notably, he transitioned STS from a retail-oriented model to an online platform, with a specific focus on mobile integration. In 2021, he successfully oversaw STS Group's IPO on the Warsaw Stock Exchange, achieving an €850 million capitalization. Subsequently, in 2023, Juroszek facilitated the sale of a majority stake in STS Group, integrating it into the Entain Group through the Entain CEE vehicle, a joint venture of the London-listed Entain Group, EMMA Capital, and the Juroszek family (~10%). This transaction valued STS Group at €880 million. Juroszek also holds a position on the board of directors at STS. Furthermore, he has founded Betplay Capital, one of the largest investment funds in the iGaming sector, managing approximately EUR 650 million. Juroszek, a graduate of the Faculty of Strategic Management at Kozminski University in Warsaw, is a Polish citizen born in 1987. He indirectly holds 19,424,518 shares in GiG through his own and family-owned companies.

Nicholas (Nick) Batram recently established his consulting business after serving as Group Director of M&A and Corporate Development at Entain plc, a leading gaming company and a constituent of the FTSE100. During his eight-year tenure at Entain, Batram played a pivotal role in the group's expansion and geographic diversification, overseeing over 20 transactions totalling approximately \$10 billion across various regions. Before joining Entain, he accrued around 30 years of experience in the finance industry, specializing in Leisure & Gaming. His expertise was recognized when he was voted the No.1 Leisure & Gaming analyst in the Extel Survey as voted for by corporates. Batram, a citizen of the United Kingdom born in 1968, does not hold any shares in GiG.

Remuneration to the Board of Directors

The Nomination Committee has decided to propose 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 70,000 per annum, and the remuneration to the other members of the Board of Directors is proposed to be EUR 33,000 per annum each. No additional payment will be made for the transition period prior to splitting the company up.

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
- (iv) Remuneration Committee members: EUR 2,500 each.

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 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 2024 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 2024. 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

Auditors

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 proposed auditor is in accordance with the Audit Committee's recommendation.

8 April 2024

Dan Castillo,
Chairman of the Nomination Committee