

GiG Software PLC
Instructions for the Nomination Committee
in
GiG Software PLC

*Adopted by the Extraordinary General Meeting of GiG Software PLC (reg. no. C 108629) (the “**Company**”) held on 10th September 2024 and applies as of the date that the Company’s Swedish depository receipts (the “**SDRs**”) are admitted to trading on Nasdaq First North Growth Market Premier.*

1. Introduction

- 1.1 The following principles for the composition and work of the nomination committee of the Company shall be in effect until the General Meeting resolves otherwise.

2. The composition of the nomination committee

- 2.1 The nomination committee shall prior to the Annual General Meeting be composed of representatives of the three largest depository receipt holders (whether natural or legal persons) of the Company in terms of votes as of 1st October each year. If the same person holds both Norwegian Depository Receipts and Swedish Depository Receipts, or if a person holds depository receipts personally and through nominees, these shall be aggregated to determine the number of votes held by that member. At least one member of the nomination committee is to be independent of the company’s largest shareholder in terms of votes or any group of shareholders who act in concert in the governance of the company. If any of the three largest depository receipt holders in terms of votes does not exercise the right to appoint a member, the right to appoint a member shall pass to the next member in line that does not already have the right to appoint a member of the nomination committee. The Chairman of the nomination committee shall be the member who represents the largest member in terms of votes, unless the members agree otherwise.
- 2.2 The names of the members of the nomination committee shall be published on the Company’s website as soon as the nomination committee has been appointed, no later than 6 months prior to the forthcoming Annual General Meeting. If a member has been appointed by a specific member, the name of the member shall be disclosed. The nomination committee is appointed for a term of office that starts when its composition is announced and ends 12 months after. Members of the nomination committee can be reappointed for subsequent terms.
- 2.3 If a change in the Company's ownership structure occurs after 1st October but before the date which occurs three months ahead of the forthcoming Annual General Meeting, and if a member that after this change has become one of the three largest members in terms of votes makes a request to the Chairman of the nomination committee to be part of the nomination committee, the member shall have the right, in the discretion of the nomination committee, either to appoint an additional member of the nomination committee or to appoint a member

to replace the member who has been appointed by the member who, after the change in the ownership structure, is no longer among the three largest member in the Company in terms of votes.

- 2.4 If a member leaves the nomination committee before its work is completed, or if a member is unable to fulfill his/her duties and the nomination committee finds it desirable to appoint a substituting member, the nomination committee shall invite the member that appointed such member to appoint a new member within reasonable time, or, if such member is no longer one of the largest members in terms of votes, request that the next member in line that has not already appointed or refrained from appointing a member of the nomination committee, appoints a new member. Changes to the composition of the nomination committee shall be announced as soon as they occur.

3. The nomination committee's duties

- 3.1 The nomination committee shall perform its assignments in accordance with this instruction and applicable rules. The assignments include, among other things, to present proposals regarding:

- Chairman of the Annual General Meeting;
- number of Board members to be appointed by the General Meeting and the number of auditors and possible deputy auditor;
- Chairman of the Board and other Board members to be appointed by the General Meeting;
- remuneration to the Board, with a division between the Chairman of the Board and the other members of the Board as well as remuneration for committee work, if any;
- election of auditors;
- remuneration to auditors; and
- changes to the instruction for the nomination committee, if any.

- 3.2 In the event of an Extraordinary General Meeting, the nomination committee's proposals shall concern the elections to take place at the Meeting, where relevant.

- 3.3 The nomination committee's proposals shall be presented in the notice to the General Meeting at which the election of Board members or auditors will take place and shall also be presented on the Company's website. In connection to the notice, the nomination committee shall also provide a justified opinion on the Company's website regarding its proposal on Board members, pursuant to the requirements of the Swedish Corporate Governance Code. The opinion shall also contain a short description of how the work of the nomination committee has been conducted.

- 3.4 At least one member of the nomination committee shall always attend the Annual General Meeting and present the reasons for the nomination committee's proposals.

4. Remuneration to the nomination committee

- 4.1 No remuneration is to be paid to members of the nomination committee. The Company shall however defray all reasonable expenses that are required for the work of the nomination committee.
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