



# Proposal of the Nomination Committee to GiG Software P.L.C's 2025 Annual General Meeting.

GiG Software P.L.C.

## Description of the Nomination Committee's work ahead of the Annual General Meeting

The members of the Nomination Committee for the 2025 Annual General Meeting are:

- (i) Karolina Pelc as, Chair, appointed by MJ Foundation
- (ii) Dawid Prysak, appointed by ZJ Foundation
- (iii) Dan Castillo, appointed by Optimus Invest Ltd

The Nomination Committee, in accordance with the principles established in the Instructions for the Nomination Committee and the Swedish Code of Corporate Governance, has been mandated to draw up proposals on the following issues to be presented at the Company's 2025 Annual General Meeting:

- (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 directors 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.

The Nomination Committee has based its work on the premise that the Board of Directors is, considering the Company's operations, stage of development and conditions in general, to have a suitable composition, characterized by diversity and breadth as regards expertise, experience and background of the AGM-elected Board members. The Nomination Committee also considers it important that the Board members can devote the time and care required to carry out their duties as Board members of the Company, and the Nomination Committee has therefore assessed the Board members' assignments outside of the Company and the time required for these assignments.

The Nomination Committee has met with the Chairman of the Board and received an overview of the work of the Board. The Nomination Committee is of the opinion that the Board functions effectively.

In preparing its proposal regarding the election of auditor and the resolution regarding auditor fees, the Nomination Committee has been in contact with the Chairman of the Audit Committee in order to receive an assessment from the Audit Committee of the quality and efficiency of the auditor's work. The Nomination Committee's proposal for the election of auditor are in line with the recommendation of the Audit Committee. The Nomination Committee proposes that the fees of the Auditor are established by the Board of Directors.

The Nomination Committee's assessment of the proposed composition of the Board of Directors

In the opinion of the Nomination Committee, the proposed Board of Directors is, considering the Company's operations, stage of development and conditions in general, of a suitable composition, characterized by diversity and breadth as regards expertise, experience and background of the proposed Board members.

The Nomination Committee is also of the opinion that the proposed Board members have sufficient time to carry out their duties as Board members of the Company.

The Nomination Committee's assessment of the independence of the proposed Board Members

Taking into account the applicable rules regarding independence, the Nomination Committee has made the following assessment of the independence of the proposed Board members in relation to the Company and the Senior Management Team and in relation to the Company's major shareholders:

- The Nomination Committee is of the opinion that all of the proposed Board members are independent in relation to the Company and the Senior Management Team.
- The Nomination Committee is of the opinion that all of the proposed Board members are independent in relation to the Company's major shareholders.

The Nomination Committee's assessment of the proposed Board Fees

The Nomination Committee believes it is important that the Board fees (including the fees for committee work) are set at a level that makes it possible to recruit and retain Board members with a high level of internationally competitive competence to the

Board of the Company. The Nomination Committee has interviewed the Chairman of the Board regarding the scope and complexity of the Board's work and compared the Company's Board of Directors with the boards of comparable companies listed on Nasdaq First North Premier Growth Market Stockholm. In light of this, the Nomination Committee has concluded that the proposed Board fees and fees for committee work are reasonable compared with companies of equivalent size and complexity.

The Nomination Committee's proposal regarding the Chairman to preside over the 2025 Annual General Meeting

The Nomination Committee proposes that Petter Nylander (or in the event that he is unable to do so, the individual appointed by the Nomination Committee) be appointed as Chairman to preside over the 2025 Annual General Meeting.

The Nomination Committee's proposal to the 2025 Annual General Meeting regarding the Board of Directors

The Nomination Committee proposes that the AGM elect five Board members, one of whom will serve as Chairman and another one as Vice Chairman. For the period until the next Annual General Meeting, the Nomination Committee proposes the re-election of Board members Johan Petter Erik Nylander, Hesam Yazdi, Nicolas Holger Fredrik Adlercreutz and Johan Andreas Soneby and the election of Wojciech Sznapka as a new Board member.

The Nomination Committee would also like to extend its deep gratitude to Mikael Riese Harstad for his important contributions to the Board.

The Nomination Committee proposes the re-election of Johan Petter Erik Nylander as Chairman of the Board and Hesam Yazdi as Vice Chairman of the Board.

Information concerning the Board members proposed for re-election is available of the Company's website <https://www.gig.com/corporate-governance/board-of-directors/> and information concerning the proposed new Board member is presented below:

*Wojciech Sznapka recently completed his tenure as CTO at STS Gaming Group, Poland's largest sportsbook operator. At STS, he built and led a high-performing Technology Department, delivering key and challenging projects that supported the company's dynamic growth. Following STS's acquisition of Betsys, Wojciech became an executive board member, spearheading technology integration across both entities. He has nearly two decades of technical and leadership experience in the sportsbook and online gaming sectors, including roles at Cherry Online Polska and XCaliber. Wojciech holds a master's degree in computer science and is a recognized speaker at*

*industry conferences. A citizen of Poland, born in 1986. He currently holds no shares in the Company.*

#### Board fees for the Chairman, Vice Chairman and other Board members

The Nomination Committee proposes that the Board fees be paid in the total amount of EUR 222,500 (an increase of EUR 30,000 from the previous year) and distributed as follows:

- Chairman of the Board of Directors: EUR 77,000 (i.e. an increase of EUR 500 from the previous year)
- Vice Chairman: EUR 50,000 (this is a new role, providing an additional EUR 13,500 to the Board member occupying this position.)
- Board of Directors: EUR 36,500 (i.e. an increase of EUR 500 from the previous year)

The Nomination Committee proposes that Board members forming part of the Audit Committee, and the Remuneration Committee shall be paid a specific fee (which is unchanged from the previous year):

- Audit Committee Chairman: EUR 10,000;
- Audit Committee members: EUR 5,000 each;
- Remuneration Committee Chairman: EUR 5,000; and
- Remuneration Committee members: EUR 2,500 each.

The Nomination Committee also proposes to allocate an additional budget of EUR 15,000, which may be used to remunerate any of the directors who carry out work beyond the roles of the Board as defined in the Terms of Reference of the Board of Directors.

#### Election of and fees to the auditor

The Nomination Committee proposes that the number of auditors should comprise one audit firm without any deputy auditors. The Nomination Committee proposes the re-election of the audit firm Forvis Mazars as auditor for the period until end of the next Annual General Meeting.

The Nomination Committee further proposes that the Board of Directors be authorised and empowered to fix the remuneration of the Company's auditors.

#### Instructions for the Nomination Committee

The Nomination Committee proposes that the instructions for the Nomination Committee adopted on the 10 September 2024 (prior to the Company being admitted

on NASDAQ First North Premier Growth Market) continue to apply. The Nomination Committee proposes that the instructions for the Nomination Committee are ratified at the Annual General Meeting 2025.