



Information about proposals relating to Agenda items

GiG Software P.L.C.

Information about proposals relating to Agenda items

The purpose behind each resolution (insofar as an explanation is deemed required in respect thereof), is set out under the relevant agenda item below.

Agenda item 2

The Nomination Committee proposes that the Chairman of the Board be appointed as Chairman of the Extraordinary General Meeting.

Agenda item 3

The Board of Directors proposes that a person that is physically participating in the meeting and who is independent from the Board of Directors certifies and signs the minutes.

Agenda item 5

The Board of Directors, in line with the recommendation of the Nomination Committee, proposes to increase the size of the Board from five (5) to six (6) members. The Board of Directors, in line with the recommendation of the Nomination Committee proposes that Supa-us Tapaneeeyakorn be elected as director of the Company until the next annual general meeting of shareholders of the Company. Please refer to the Proposal of the Nomination Committee to GiG Software PLC for more details on the proposed director. This resolution is subject and conditional on the resolutions under agenda items 6 and 7 being approved.

Agenda item 6

The Board of Directors proposes the increase in the authorised share capital of the Company from two-hundred and twenty thousand Euro (EUR 220,000), divided into two hundred and twenty million Ordinary 'A' Shares. The authorised share capital is the maximum number of shares the Company is legally permitted to issue. This allows the Company to act swiftly when strategic investment opportunities arise, to raise capital in an efficient and cost-effective manner and to grant options/warrants to key employees pursuant to a Long-Term Incentive Plan.

Agenda item 7

For the purposes of article 88(7) of the Companies Act, through this resolution the shareholders of the Company are also authorising the Board of Directors to restrict or withdraw the right of pre-emption that would normally entitle existing shareholders to be offered the newly issued shares in the Company in proportion to their shareholding before any new shares are offered to third parties. This allows the Company to act swiftly when strategic investment opportunities arise, to raise capital in an efficient and cost-effective manner and to grant options/warrants to key employees pursuant to a Long-Term Incentive Plan.

The Board proposes to issue 34,710,194 Swedish Depositary Receipts split equally between VBG Global Limited Partnership Fund, limited partnership fund established in Hong Kong, and PrimeStreet Asset Ltd, a company established in Seychelles or their delegates and assignees (“**Share Issue.**”) The Share Issue will be affected by way of an issue of 34,710,194 shares in the Malta registered Company to Equro Issuer Service AS (“Equro”), followed by an issue of 34,710,194 Norwegian Depositary Receipts (“NDRs”), representing shares in the Company, by Equro to Pareto Securities AB (“Pareto”), and a subsequent issue of 34,710,194 SDRs, representing NDRs, by Pareto to the Subscriber.

The Share Issue will enable the Company to strengthen the Company’s financial position, to support its long-term growth ambitions, and to act upon value creating investment opportunities that align with the Company’s strategic objectives arise. The Board is of the opinion that the Share Issue will enhance long-term shareholder value.

Agenda item 8

The Board of Directors proposes the approval of certain amendments to its memorandum and articles of association to reflect the increased authorised share capital. An updated version of the Company’s memorandum and articles of association reflecting the proposed changes is available on the Company’s website <https://www.gig.com/corporate-governance/articles-of-association/>.

By order of the Board

Claudio Caruana

Company Secretary

30 July 2025