



Dear Shareholder

30 April 2024

Invitation to the Annual Meeting of Shareholders 22 May 2024

Gaming Innovation Group Inc. ('GiG') would like to invite its shareholders to the Annual Meeting of Shareholders. The meeting will take place at 7A Posthuset, Vasagatan 28, Stockholm, Sweden, on Wednesday 22 May 2024 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 2023, to elect the Board of Directors, to approve the principles for appointment of the Nomination Committee, to consider and approve the remuneration to the Board of Directors and the auditor, and to consider and approve an authority to the Board of Directors to buy back shares.

The following documents are enclosed in this invitation:

- Notice of Annual Meeting of Shareholders 22 May 2024
- 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 20 May 2024 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 21 May 2024. 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.

The Notice of the Annual Meeting of the Shareholders will be sent to all shareholders registered in the Norwegian VPS system as of 30 April 2024. The 2023 Annual Report can be found on the Company's website at www.gig.com/reports-and-presentations. In addition, a hard copy of the 2023 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 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 15 May 2024. 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 20 May 2024. 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 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 or GiG Årsstämma, 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.
- (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 21 May 2024. Address for shareholders with shares registered in Norway: 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 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.

Yours sincerely,

Petter Nylander
Chairman

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

GAMING INNOVATION GROUP INC. ('GiG' or 'Company')

**c/o The Corporation Trust Company, 1209 Orange St
Wilmington, Delaware 19801, USA**

The shareholders of Gaming Innovation Group Inc. are hereby invited to the Annual Meeting of Shareholders (AGM) to be held on 22 May 2024 at 10:00 local time at 7A Posthuset, Vasagatan 28, 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 2023 **Resolution (b)**
7. To determine the number of Board members **Resolution (c)**
8. To elect Board members: **Resolution (d)**
 - a. To re-elect Mikael Riese Harstad as Director of the Board and elect him as new Chairman of the Board
 - b. To re-elect Hesam Yazdi as Director of the Board
 - c. To elect Cristina Romero de Alba as new Director of the Board
 - d. To elect Mateusz Juroszek as new Director of the Board
 - e. To elect Nicholas Batram 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.** To consider and approve to give the Board of Directors authority to buy back already issued and outstanding shares in the Company and to dispose of such shares, all on such terms as the Board of Directors may deem fit, provided the Company's total holding of its own shares may not exceed 10% of the outstanding share capital of the Company at any time. The authority resolved by this resolution shall expire on the date of the 2025 Annual Meeting of Shareholders **Resolution (h)**
- 13.** Closing of the Annual Meeting of Shareholders 2024

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 129,003,161 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 30 April 2024 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.

By order of the Board of Directors, Petter Nylander, Chairman, 30 April 2024



Annual meeting of Shareholders

GAMING INNOVATION GROUP INC.
(‘GiG’ or ‘Company’)
22 May 2024

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 2023 Annual Report is available on GiG’s website www.gig.com.

(c) Agenda item 7

The Nomination Committee proposes a Board of Directors consisting of 5 (five) members.

(d) Agenda item 8

As part of the process to split the Company by distributing GiG Platform to the shareholders, 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.

For the Company, 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 election of board members. For the period until the next Annual Meeting of Shareholders, the Nomination Committee proposes that:

- (i) Mikael Riese Harstad and Hesam Yazdi are to be re-elected as members of the board.
- (ii) Three new members of the board, Cristina Romero de Alba, Nicholas Batram and Mateusz Juroszek, are to be elected as new members of the board.
- (iii) Mikael Riese Harstad is to be elected as the Chairman of the Board of Directors.

New Board Members:

Cristina Romero de Alba, born 1981, Spanish citizen

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, born 1987, Polish citizen

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. He indirectly holds 19,424,518 shares in GiG through his own and family-owned companies.

Nicholas Batram, born 1968, citizen of United Kingdom

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. He does not hold any shares in GiG.

(e) Agenda item 9

The Nomination Committee has decided 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.

(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 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

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

(h) Agenda item 12

The Board of Directors proposes that the Annual Meeting of Shareholders gives the Board of Directors authority to buy back already issued and outstanding shares in the Company and to dispose of such shares, all on such terms as the Board of Directors may deem fit. The Company's

total holding of its own shares may not exceed 10% of the outstanding share capital of the Company at any time.

Acquisition of own shares may take place on one or more occasions by trading on the regulated marketplaces NASDAQ Stockholm and Oslo Børs during the period until the end of next Annual Meeting of Shareholders.

The Board of Directors' proposal for authorisation is intended to provide the board with greater possibilities to adapt the capital structure of the Company to the capital requirement from time to time and thus be able to contribute to increased shareholder value. In addition, the authorisation is intended to enable the Board of Directors to transfer shares in connection with acquisitions of companies through payment in the form of the Company's own shares.

30 April 2024

Board of Directors

Gaming Innovation Group Inc.



Gaming Innovation Group Inc.

Notification of Attendance

Annual Meeting of Shareholders 2024

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 22 May 2024.

To be submitted to Gaming Innovation Group Inc. no later than 16:00 CET on 20 May 2024.

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 20 May 2024. For shareholders with shares registered with the VPS in Norway, please send the form to: 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 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 15 May 2024.



Gaming Innovation Group Inc.

Proxy for Annual Meeting of Shareholders 2024

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, on 22 May 2024 at 10:00 local time at 7A Posthuset, Vasagatan 28, 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.

Proposal*	For	Against	Abstain
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 2023	<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 Mikael Riese Harstad as Director of the Board and elect him as new Chairman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) To re-elect Hesam Yazdi as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) To elect Cristina Romero de Alba as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) To elect Mateusz Juroszek as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) To elect Nicholas Batram 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 approve giving the Board authority to buy back shares as proposed in the notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. 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 21 MAY 2024. 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. 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, 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 15 May 2024.

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.

