



Dear Shareholder

21 April 2020

## **Invitation to the Annual Meeting of Shareholders 19 May 2020**

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, meeting room no. 304, Vasagatan 28, Stockholm, Sweden on 19 May 2020 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 2019, 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 19 May 2020
- 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 on 15 May 2020 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 16:00 on 18 May 2020. 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](http://www.gig.com/ir/corporate-governance).

GiG's 2019 Annual Report will be released on 27 April 2020 and will be available on the website [www.gig.com](http://www.gig.com). The Notice of the Annual Meeting of the Shareholders with the 2019 Annual Report will be sent to all shareholders registered in the Norwegian VPS system as of 27 April 2020.

### ***Important message regarding the corona virus pandemic:***

*Shareholders are urged this year not to physically attend the Annual Meeting of Shareholders, but to authorize the Chairman of the Board with or without voting instructions in accordance with the procedure that follows from this Notice. Shareholders who nevertheless wish to attend in person must notify their attendance following the procedure described below. E-mail address and telephone number shall be included in the notice to attend. Shareholders who have not submitted a duly completed notice in time may be refused access to the meeting.*

Due to the ongoing corona virus pandemic, the scope of the meeting is shortened and the following precautions are implemented:

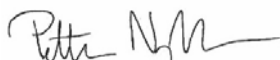
- No food or beverages will be served.
- The number of officials and company representatives, including members of the Board and senior management, will be minimized and no external guests are invited.
- The CEO will not be physically present at the meeting and will not give a presentation.
- Shareholders who are ill, have had contact with the sick, have been in risk areas or belong to a risk group should not participate, but are invited to vote through a representative. Participants, who still want to participate in the venue, are encouraged to avoid close contact with other participants and to spread out in the room.

### **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 12 May 2020. 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 on 15 May 2020. 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](mailto: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.eu](mailto:generalmeetingservice@euroclear.eu) 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](mailto: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 16:00 on 18 May 2020. Address for shareholders with shares registered in Norway: [vote@dnb.no](mailto: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.eu](mailto:generalmeetingservice@euroclear.eu) 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')  
8359 Stringfellow Rd, St. James City, Florida 33956, USA**

**The shareholders of Gaming Innovation Group Inc. are hereby invited to the Annual Meeting of Shareholders (AGM) to be held on 19 May 2020 at 10:00 local time at 7A Posthuset, meeting room no. 304, 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 2019 **Resolution (b)**
7. To determine the number of Board members **Resolution (c)**
8. To elect Board members: **Resolution (d)**
  - a. To re-elect Petter Nylander as Chairman of the Board
  - b. To re-elect Robert Burén as Director of the Board
  - c. To re-elect Paul Fischbein as Director of the Board
  - d. To re-elect Henrik Persson Ekdahl as Director of the Board
  - e. To elect Nicolas Adlercreutz as Director of the Board
  - f. To elect Kjetil Garstad as 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 Israeloff Trattner & Co. PC 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 2021 Annual Meeting of Shareholders **Resolution (h)**
- 13.** Closing of the Annual Meeting of Shareholders 2020.

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 90,005,626 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 27 April 2020 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.

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By order of the Board of Directors, Petter Nylander, Chairman, 21 April 2020

## ANNUAL MEETING OF SHAREHOLDERS

### GAMING INNOVATION GROUP INC. (‘GiG’ or ‘Company’)

#### 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 2019 Annual Report will be finalised and signed on 27 April 2020 and will reflect events to that date. The 2019 Annual Report will be available on GiG’s website [www.gig.com](http://www.gig.com).

**(c) Agenda item 7**

The Nomination Committee proposes a Board of Directors consisting of six members.

**(d) Agenda item 8**

The current Board of Directors comprises of Petter Nylander, Helge Nielsen, Henrik Persson Ekdahl, Robert Buren and Paul Fischbein. It is noted that former board member Frode Fagerli resigned from the board earlier this year. For the period until the next Annual Meeting of Shareholders, the Nomination Committee proposes that:

- (i) Petter Nylander, Henrik Persson Ekdahl, Robert Buren and Paul Fischbein are to be re-elected as members of the Board of Directors;
- (ii) Two new members, Nicolas Adlercreutz and Kjetil Garstad, are to be elected as new members of the Board of Directors;
- (iii) Petter Nylander is to be re-elected as the Chairman of the Board of Directors; and
- (iv) Helge Nielsen is not to be re-elected as a member of the Board of Directors

***New Board Members:***

*Nicolas Adlercreutz, born 11 April 1970, Swedish citizen*

Nicolas has a strong background within finance and has held numerous finance C-level management positions. For example, Nicolas has held positions such as CFO of Bluestep Bank, CFO of Qliro Group AB (Nasdaq OMX) and CFO at PA Resources (Nasdaq OMX). He is currently Interim CFO of Bright Group. Nicolas is expected to bring and contribute with great financial occupational experience and finance competence to the Board of Directors of the Company. Nicolas has a Bachelor’s Degree in Business and Economics from the Mid Sweden University. Shares in the Company: 15,000.

*Kjetil Garstad, born 21 July 1976, Norwegian citizen*

Kjetil is a highly experienced analyst and investor with many years of experience within various financial institutions and investment firms. Kjetil currently works as an analyst at Stenshagen Invest AS, a shareholder of the Company, but has previously held positions such as research analyst at Arctic Securities and at SEB Enskilda. He is also holding other positions of trust such as director of B2 Holding, Norwegian Finans Holding and Protector Insurance. Kjetil is expected to contribute with strategic and analytical advice to the Board of Directors of the Company. Kjetil has a Master’s degree in Business and Economics from the Norwegian School of Economics. Shares in the Company: 333,000

**(e) Agenda item 9**

The remuneration is not proposed to be increased from last year. The remuneration of the Chairman of the Board of Directors is thereby proposed to be EUR 85,000 per annum, and the remuneration to the other members of the Board of Directors is proposed to be EUR 40,000 per annum each.

Likewise, 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
- (i) 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 2020 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 2020. 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 Israeloff Trattner & Co PC 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.

**(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. The Company can buy back its own shares except when the capital of the Company is impaired or when such purchase would cause the impairment of the capital of the Company.

The maximum number of shares that may be so acquired is 9,000,000, and the minimum and maximum price that may be paid for the shares is the equivalent of SEK 1.00 and SEK 30.00 per share. Acquisition of own shares may take place on one or more occasions by trading on the regulated market places 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. The intention of the authorisation does not allow the Company to trade in its own shares with the intention of generating short-term profits.

21 April 2020  
Board of Directors  
Gaming Innovation Group Inc.



## Gaming Innovation Group Inc.

### Proxy for Annual Meeting of Shareholders 2020

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, held on 19 May 2020 at 10:00 local time at 7A Posthuset, meeting room no. 304, 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 consider and approve the Company's financial statements for the year ended 31 December 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To determine the number of Board member as proposed in the notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. a) To re-elect Petter Nylander as Chairman of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) To re-elect Robert Burén as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) To re-elect Paul Fischbein as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) To re-elect Henrik Persson Ekdahl as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) To elect Nicolas Adlercreutz as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f) To elect Kjetil Garstad 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 Israeloff Trattner & Co. P.C. 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 Special 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 16:00 ON 18 MAY 2020. 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 AB, Box 191, 101 23 Stockholm, Sweden, or email: generalmeetingservice@euroclear.eu, 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 12 May 2020.

**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.



**Gaming Innovation Group Inc.**  
**NOTIFICATION OF ATTENDANCE**  
**Annual Meeting of Shareholders 2020**

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 19 May 2020.

To be submitted to Gaming Innovation Group Inc. no later than 16:00 on 15 May 2020.

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 on 15 May 2020. For shareholders with shares registered with the VPS in Norway, please send the form to: [vote@dnb.no](mailto: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.eu](mailto:generalmeetingservice@euroclear.eu) 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.

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