



Dear Shareholder

30 December 2021

## **Invitation to Special Meeting of Shareholders 20 January 2022**

Gaming Innovation Group Inc. ('GiG') would like to invite its shareholders to a Special Meeting of Shareholders. The meeting will take place at 7A Posthuset, meeting room no. 312, Vasagatan 28, Stockholm, Sweden on Thursday 20 January 2022 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 increase the number of authorized shares, to increase the number of board members and to authorize the board to appoint a new member to the Board of Directors.

The following documents are enclosed in this invitation:

- Notice of Special Meeting of Shareholders 20 January 2022
- Information on resolutions related to agenda items
- Attendance and Proxy forms for the Special Meeting of Shareholders

We kindly ask shareholders to notify their attendance by 16:00 CET on 14 January 2022 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 CET on 18 January 2022. Please note there are different addresses 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).

The Notice of the Special Meeting of the Shareholders will be sent to all shareholders registered in the Norwegian VPS system as of 29 January 2022.

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

*Shareholders are urged not to physically attend the Special 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:

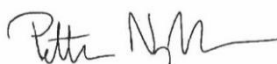
- No food or beverages will be served.
- The number of officials and company representatives, including members of the Board and senior management, will be minimized and no external guests are invited.
- Shareholders who are ill, have had contact with the sick, have been in risk areas or belong to a 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 Special 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 13 January 2022. 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 Special Meeting of Shareholders.
- (ii) notify their attendance in writing by submitting the attached attendance form no later than by 16:00 CET on 14 January 2022. 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.com](mailto:generalmeetingservice@euroclear.com) or GiG Bolagsstämman, 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 Special Meeting of Shareholders in person, can attend by proxy by submitting the attached proxy form no later than by 16:00 CET on 18 January 2022. 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.com](mailto:generalmeetingservice@euroclear.com) or by mail to GiG Bolagsstämman, 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 SPECIAL 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 a Special Meeting of Shareholders to be held on 20 January 2022 at 10:00 local time at 7A Posthuset, meeting room no. 312, Vasagatan 28, Stockholm, Sweden.**

**Proposed Agenda**

The Board of Directors propose that the Special 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 an amendment to the Company's Amended and Restated Certificate of Incorporation authorizing an increase in the number of shares of stock which the Company is authorized to issue from one hundred and ten million (110,000,000) to one hundred and fifty million (150,000,000) **Resolution (b)**
7. To approve an increase of the number of Board members from 6 to 7 and give the Board of Directors authority to consult the nomination committee and appoint a new Board member **Resolution (c)**
8. Closing of the Special Meeting of Shareholders

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 96,675,626 shares, and in the Special 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 29 January 2022 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 Special Meeting of Shareholders, a Proxy form 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 December 2021



## SPECIAL MEETING OF SHAREHOLDERS

### GAMING INNOVATION GROUP INC.

('GiG' or 'Company')

20 January 2022

#### Information on resolutions related to agenda items

**(a) Agenda item 2**

It is proposed that the Chairman of the Board, Petter Nylander, is appointed as Chairman of the Special Meeting of Shareholders.

**(b) Agenda item 6**

The Board of Directors proposes that the Special Meeting of Shareholders approve an amendment to the Company's Amended and Restated Certificate of Incorporation authorizing an increase in the number of shares of stock which the Company is authorized to issue from one hundred and ten million (110,000,000) to one hundred and fifty million (150,000,000).

The Amended and Restated Certificate of Incorporation of the Corporation will be amended by deleting the existing Article IV:

*"ARTICLE IV The total number of shares of stock which the Corporation is authorized to issue is one hundred and ten million (110,000,000) shares of Common Stock, par value of one dollar (\$1.00) per share."*

in its entirety and inserting in lieu thereof the following:

*"ARTICLE IV The total number of shares of stock which the Corporation is authorized to issue is one hundred and fifty million (150,000,000) shares of Common Stock, par value of one dollar (\$1.00) per share."*

The Amended and Restated Certificate of Incorporation is available on GiG's website [www.gig.com/corporate-governance/articles-of-association](http://www.gig.com/corporate-governance/articles-of-association).

The Board of Directors' proposal for the increase in authorised shares is to have sufficient shares available for (i) the acquisition of Sportnco Gaming SAS, including possible earn-outs, whereof a part will be paid in shares, and (ii) the directed €25 million share issue towards SkyCity Entertainment Group Limited. For more information, see announcement on 22 December 2021.

**(c) Agenda item 7**

The Board of Directors proposes to increase the board of directors from 6 to 7 and to nominate one representative of SkyCity Entertainment Group Limited to the board of directors of GiG, subject to final closing of the acquisition of Sportnco Gaming SAS and the directed €25 million share issue towards SkyCity Entertainment Group Limited. Following the transaction, SkyCity Entertainment Group Limited will become the Company's largest shareholder, and given SkyCity's position and knowledge of the industry, the Board of Directors expects that a SkyCity representative in the Board of Directors of GiG will contribute positively to the Company going forward.

30 December 2021

Board of Directors

Gaming Innovation Group Inc.

**Gaming Innovation Group Inc.**

**Proxy for Special Meeting of Shareholders 20 January 2022**

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 Special Meeting of Shareholders, held on 20 January 2022 at 10:00 local time at 7A Posthuset, meeting room no. 312, 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.

<u>Proposal*</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>
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 an amendment to the Company’s Amended and Restated Certificate of Incorporation authorizing an increase in the number of shares which the Company is authorized to issue from one hundred and ten million (100,000,000) to one hundred and fifty million (150,000,000)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To approve an increase of the number of Board members from 6 to 7 and give the Board of Directors authority to consult the nomination committee and appoint a new Board member	<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 of Shareholders and voting in person. This Proxy shall expire immediately following the end of the Special Meeting of Shareholders 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 Special Meeting of Shareholders.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY TO REACH THE ADDRESSEE NO LATER THAN 16:00 CET ON 18 JANUARY 2022. 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 Bolagsstamma, 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 13 January 2022.

**This Proxy is solicited on behalf of the Board of Directors**

Date: \_\_\_\_\_

\_\_\_\_\_  
Registered holder / Full 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**  
**Special Meeting of Shareholders**  
**20 January 2022**

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 Special Meeting of Shareholders on 20 January 2022.

To be submitted to Gaming Innovation Group Inc. no later than 16:00 CET on 14 January 2022.

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 14 January 2022. 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.com](mailto:generalmeetingservice@euroclear.com) or by mail to GiG Bolagsstämma, 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 13 January 2022.