

PRESS RELEASE

3 December 2020



Notice of Gambling.com Group Plc Extraordinary General Meeting 18 December 2020

In terms of Articles 25, 26, 27 and 28 of the Articles of Association of the Company

NOTICE IS HEREBY GIVEN that AN EXTRAORDINARY GENERAL MEETING (“EGM”) of Gambling.com Group Plc or the “Company” (company number C75778, registered in Malta) will be held on Friday 18 December, 2020 at 14.00hrs CET at Brand New Content, Grev Magnigatan 6, 114 55, Stockholm, Sweden, to consider the following Agenda.

Right to attendance and voting

- To be entitled to attend and vote at the EGM (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be entered on the Company’s register of members by Tuesday 17 November 2020.
- Shareholders who wish to participate in the EGM are invited to notify the Company Secretary of their intention to attend the EGM by Wednesday 16 December 2020.

Shareholders can notify their attendance by electronic mail to: Gambling.com Group plc, elias.mark@kaxmedia.com. Notification should include the shareholder’s name, address, personal or corporate identity number, registered shareholding and information on proxies. Identification and registration shall be at the entry to the meeting.

Shareholders’ right to appoint a proxy

- A holder of Ordinary shares entitled to attend and vote at the EGM, is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not also be a shareholder. If the appointer of the proxy is an individual, the proxy form must be signed by the appointer or his attorney or comply with Article 51 of the Articles of Association of the Company (the “Articles”). If the appointer is a corporation, the proxy form must be signed on its behalf by an attorney or a duly authorised officer of the corporation or comply with Article 55 of the Articles.
- If participation is by proxy, the proxy form and, in the case that the issuer of the proxy is a legal entity, a witnessed registration certificate or other documentation in original form proving the authorization of the company signatory, must be sent in advance to the Company or presented on entering the Extraordinary General Meeting.
- Where appointment of a proxy is signed on behalf of the appointer by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Board of Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.

- The original signed proxy form must be received at the registered office of the Company not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting and in default shall not be treated as valid. It is therefore recommended that all proxy forms are sent as soon as possible and in any event by not later than Wednesday 16 December, 2020, by post or courier to Gambling.com Group plc, c/o 85 St John Street, Valletta VLT1165, Malta, tel. +356 2776 1025 or by electronic mail to: Gambling.com Group plc, elias.mark@kaxmedia.com.

Proxy forms are available on the Company website: www.gambling.com/corporate/governance under the Extraordinary General Meeting 18 Dec 2020 section.

Agenda

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Drawing up and approval of the voting list
4. Approval of the Agenda
5. Determination that the Meeting has been duly convened

Special Business (Extraordinary Resolutions)

6. In accordance with Article 79 of the Companies Act (Cap. 386), to approve all alterations and additions to the Company Memorandum and Articles, and henceforth to hereby abrogate the current Memorandum and Articles of Association of the Company, to be replaced by the new Memorandum and Articles of Association (a copy of which is made available to shareholders on the Company's website: www.gambling.com/corporate/governance), amended as explained in the Note 1 to this Notice (**Resolution a**).

7. Subject to the submission and registration of the Revised Memorandum and Articles of Association with the Malta Business Registry, and additionally subject to the Relocation Conditions, as explained in the Note 2 to this Notice, to approve:

(a) that the Company be registered and continue as a company incorporated under the laws of Jersey and registered under the name Gambling.com Group Limited, or any other name as resolved by the members of the Company with the Registry at the Jersey Financial Services Commission, having its registered office at PO Box 267, 14-18 Castle Street, St Helier, Jersey JE4 8TP, Channel Islands, and that the Company takes all necessary steps, in Malta and in Jersey, for it to be registered as continued as if it had been incorporated under the laws of Jersey;

(b) that the Company be migrated in Jersey under the legal form of a public limited company under the (Jersey) Companies Law 1991;

(c) that the Company:

- (i) applies to the Malta Registrar of Companies for the purpose of seeking authorisation for and continuance in Jersey;

- (ii) notifies the Malta Registrar of Companies of the Company's decision to be registered as a company continuing in Jersey; and
- (iii) takes all such steps and issues such documents as may be necessary or desirable for the said purposes;

(d) to authorize the Directors to do all such things as may be required in terms of the applicable Maltese legislation and namely the Continuation of Companies Regulations (Legal Notice 344 of 2002, as amended) to give effect to the above Resolutions;

(e) that Charles Gillespie and/or Elias Mark with full power of substitution and revocation, shall be authorised to make all declarations, applications and statements as may be required to register the Company as continued in Jersey and to do all related and ancillary acts and sign and register any documents in connection with the registration of the Company in Jersey, with the fiscal status of the company in Jersey and generally to do all such things in the interest of the Company as is considered necessary and for it to cease to be registered in Malta and to do all ancillary acts thereto. **(Resolution b)**.

8. To receive and approve the Jersey Memorandum and Articles of Association ("Jersey M&As") in their entirety (a copy of which is made available to shareholders on the Company's website www.gambling.com/corporate/governance), which Jersey M&As shall become effective upon the date of continuation of the Company to Jersey **(Resolution c)**.

Special Business (Ordinary Resolutions)

9. To terminate the engagement of PriceWaterhouseCoopers, Malta as auditors of the Company, and to appoint BDO, Malta of Triq it-Torri, Msida MSD1824 in their stead, with immediate effect **(Resolution d)**

10. To re-determine the Board members' fees for 2020 **(Resolution e)**

Information about proposals related to Agenda items

Note 1 - Agenda item 6 (Resolution a)

The following addition, and consequent re-numbering alteration, to the Company Memorandum and Articles are being put to the approval of the meeting:

On page 48 of the Articles of Association of the Company, to insert a new Clause 125 to the Articles of Association of the Company, to read as follows:

"Continuation

The Company may, by an Extraordinary Resolution, continue as a company incorporated under the laws of a jurisdiction outside of Malta in the manner provided under those laws."

And to re-number the previous Clause 125 to Clause 126.

Note 2 – Agenda item 7 (Resolution b)

The Company currently has one outstanding, secured bond, namely a EUR16,000,000 Senior Secured Fixed Rate Note Issue 2018/2021 with ISIN SE0011721117, which was listed on the Nasdaq Stockholm

AB market on 4th December 2018 (the “Bond”). A refinancing exercise is currently being undertaken to enable the redemption of the Bond and thereupon de-list the Bond from the Nasdaq Stockholm AB market (the “Redemption”).

Subject to the submission and registration of the Revised M&As with the Malta Business Registry as well as the Redemption, and no adverse tax consequences (the “Relocation Conditions”):

- (iv) it is the intention of the Company to migrate to the Bailiwick of Jersey (“Jersey”) in order to be registered as continuing in Jersey;
- (v) it is within the power of the Company, in accordance with Article 125 of the Revised M&As, to resolve to be registered as continuing under the laws of Jersey;
- (vi) The Company has received advice that the continuance of the Company in Jersey is permissible under the laws of Jersey and Malta;
- (vii) Under the laws of Jersey, the Company’s registration therein as a company continuing in Jersey shall not operate to prejudice or affect the continuity of the Company nor shall it affect the property of the Company, and the Company shall retain all its assets, rights, liabilities and obligations;
- (viii) The Board of the Company recommends to the shareholders of the Company to resolve to relocate the Company to Jersey, subject to and conditional upon (i) the submission and registration of the Revised M&As with the Malta Business Registry and (ii) the Relocation Conditions.

Note 3 - Agenda item 9 (Resolution d)

In view of the up-coming re-domiciliation of the Company to Jersey, particularly as BDO International has expressed willingness to act as statutory auditors upon the continuation of the Company to Jersey, and additionally to facilitate rotation of the audit function of the Company, it is expedient to appoint BDO Malta as auditors of the Company with immediate effect. The fees paid to BDO, both in Malta, and in Jersey, shall be negotiated and determined by the Audit Committee of the Board of Directors.

Note 4 – Agenda item 10 (Resolution e)

The following changes to the Directors’ Remuneration approved at the October 22nd, 2020 Extraordinary General Meeting, are being put to the approval of the meeting:

It is being proposed that a total fee of €160,000 shall be paid in 2020 to the board members. The Directors have determined in terms of Articles 58 and 59 of the Articles that the annual amount of the ordinary remuneration of a Director shall remain unchanged, at €25,000, and of the Chairman of the Board, at €30,000. The additional remuneration for the Chairperson of the Remuneration Committee of the Board of Directors shall again be unchanged at €10,000, and at €5,000 for members. The extra remuneration payable to the Chairperson of the Audit Committee shall be increased to €30,000, and to €10,000 for each member of the Audit Committee of the Board of Directors. The proposal to increase the remuneration paid to the members of the Audit Committee in 2020 is in light of expected increase in workload as a result of the proposed change of auditors in Resolution d of this General Meeting.

Charles Gillespie and Gregg Michaelson shall not receive remuneration as Directors or Committee members.

This document is important and requires your immediate attention. If you are in any doubt about the action you should take, you should consult an appropriate independent financial adviser.

By order of the board,
Maureen Ehlinger
Company Secretary
at Registered Office: 85, St. John Street, Valletta VLT1165, Malta
Malta, December 2020

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For further information, please contact:

Elias Mark, Chief Financial Officer

Phone: +376 355 987

Email: elias.mark@kaxmedia.com

Or see: www.gambling.com/corporate/contact

About Gambling.com Group Plc

Gambling.com Group Plc is a multi-award-winning provider of digital marketing services for the global online gambling industry. Founded in 2006, the Group has a workforce of more than 100 and operates from offices in Dublin, Charlotte, Tampa and Malta. The Group publishes information portals that offer comparisons and reviews of regulated online gambling websites around the world. Players use these resources to select which online gambling operators they should trust to offer a safe and honest online gambling experience. The Group's publishing assets include the leading gambling industry portal, Gambling.com® as well as Bookies.com, and the CasinoSourceSM series of portals, among many others.