

PRESS RELEASE

29 May 2019



Notice of Gambling.com Group Plc Annual General Meeting 2019

In terms of Articles 18, 19 and 20 of the Articles of Association of the Company

NOTICE IS HEREBY GIVEN that THE ANNUAL GENERAL MEETING (“AGM”) of Gambling.com Group Plc or the “Company” (company number C75778, registered in Malta) will be held on Thursday 20 June, 2019 at 10.00 CET at Westin Dragonara Conference Centre, Dragonara Road, St. Julians STJ3143 Malta, to consider the following Agenda.

Right to attendance and voting

- To be entitled to attend and vote at the AGM (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 Monday 21 May, 2019.
- Shareholders who wish to participate in the AGM are invited to notify the Company Secretary of their intention to attend the AGM by Monday 10 June, 2019.

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 AGM, 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 43 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 43 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 Annual 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.

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.

- 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 Monday 17 June, 2019, by post or courier to Gambling.com Group Plc, c/o 85 St John Street, Valletta VLT1165, Malta, tel. +356 2776 1025.

Proxy forms are available on the Company website under the Annual General Meeting section:
<https://www.gambling.com/corporate/governance>.

The Annual Report is available via a pdf in English on the Company's website:
<https://www.gambling.com/corporate/investors/financial-reports>.

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

Ordinary Business (Ordinary Resolutions)

6. To receive and approve the Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December, 2018 and the Report of the Directors and Report of the Auditors thereon. **(Resolution a)**
7. Presentation by the Nomination Committee
8. To approve the Report on Directors' remuneration as set out in the Annual Report for the year ended 31 December 2018. **(Resolution b)**
9. To determine the Board members' fees for 2019. **(Resolution c)**
10. To re-elect Mark Blandford as a Director of the Company. **(Resolution d)**
11. To re-elect Susan Ball as a Director of the Company. **(Resolution e)**
12. To re-elect Fredrik Burvall as a Director of the Company. **(Resolution f)**
13. To re-elect Charles Gillespie as a Director of the Company. **(Resolution g)**
14. To re-elect Par Sundberg as a Director of the Company. **(Resolution h)**
15. To appoint Mark Blandford as Chairman of the Board **(Resolution i)**

16. To re-appoint Pricewaterhouse Coopers, Malta as auditors of the Company, and to authorise the Directors to determine their remuneration. **(Resolution j)**

Special Business (Ordinary Resolutions)

17. In accordance with Article 58 of the Articles, to approve the terms of reference of the Nomination Committee as presented in Note 2 of this Notice **(Resolution k)**

18. That the Directors be and are hereby duly authorised and empowered in accordance with Article 8.2 of the Articles, to grant options in relation to shares to senior management, other than the current holders of options issued in July 2018, up to a maximum 400,000 options in 2019 exercisable for a period starting January 2022 and ending June 2022 at a price per share of EUR 2.20, and which in any case, shall not issue said instruments corresponding to in excess of 20 per cent of the issued share capital on a rolling 12-month basis. **(Resolution i)**

19. That the Directors be and are hereby duly authorised and empowered, subject to Article 121 of the Companies Act, and in accordance with Articles 3 and 8.2 of the Articles, to change the terms related to the right to and time of exercise of 475 warrants in the Company. originally issued in January 2017 to a company controlled by the Group CFO (“CFO Warrants”), subsequently translated into 509,744 in relation with bonus issue and share split, and which warrants in the Company are exercisable in connection with an IPO at a price per share of USD 0.80, so that a) the warrants become exercisable for a period starting January 2022 and ending June 2022 and b) other terms resemble those of the Management Options, likewise issued by the Company in July 2018. **(Resolution m)**

Information about proposals related to Agenda items

Note 1 – Agenda item 9 (Resolution c)

It is being proposed that a total fee of €135,000 shall be paid in 2019 to the board members appointed by today’s meeting. The Directors have determined in terms of Articles 50 and 51 of the Articles that the annual amount of the ordinary remuneration of a Director shall be €25,000 and of the Chairman of the Board shall be €30,000. The annual extra remuneration payable to each member of the Audit Committee and the Remuneration Committee shall be €5,000, and of the Chairman of each Committee shall be €10,000. Charles Gillespie is not receiving the annual ordinary remuneration of a Director.

Note 2 – Agenda item 17 (Resolution k)

Terms of Reference of the Nomination Committee

The Nomination Committee of Gambling.com Group Plc (the “Company”) shall consist of four members. The three, in terms of votes, largest shareholders/owner groups (the “Largest Shareholders”) of the Company as at the date when these Terms of Reference are first approved by the General Meeting of the Company and thereafter as per 30 September the year prior to the next Annual General Meeting, according to the list of shareholders maintained by the Malta Stock Exchange or that in another way are proved to be one of the Largest Shareholders, are entitled to appoint one member of the Nomination Committee each. In addition, the Chairman of the Board of Directors shall be appointed as member of the Nomination Committee. The Chairman of the Board of Directors shall no later than 15 October the year prior to the next Annual General Meeting summon the Largest Shareholders of the Company. If any of these shareholders waive their right to appoint a member of

the Nomination Committee, the next shareholder/owner groups in order of size shall be given the opportunity to appoint a member of the Nomination Committee.

The Chairman of the Board of Directors shall summon the Nomination Committee's first meeting.

The Nomination Committee's term of office extends until a new Nomination Committee is appointed.

If it becomes known that a shareholder that has appointed a member of the Nomination Committee, as a result of changes in the said owner's shareholdings or due to changes in other owners' shareholdings, is no longer one of the Largest Shareholders, the committee member who was appointed by said shareholder shall, if the Nomination Committee so decides, resign and be replaced by a new member appointed by the shareholder who at the time is the largest registered shareholder that has not already appointed a member of the Nomination Committee.

If the registered ownership structure is otherwise significantly changed prior to the completion of the Nomination Committee's work, the composition of the Nomination Committee shall, if the Nomination Committee so decides, be changed in accordance with the above stated principles. However, no changes in shareholding which occur later than two months prior to the Annual General Meeting shall lead to a change in the composition of the Nomination Committee, unless there are exceptional reasons.

The tasks of the Nomination Committee shall be to prepare, for the next Annual General Meeting and as applicable Extraordinary General Meetings, proposals in respect of:

- (a) number of members of the Board of Directors;
- (b) remuneration for:
 - (i) the Chairman of the Board of Directors;
 - (ii) the other members of the Board of Directors;
 - (iii) the auditors; and
 - (iv) if applicable, any committee work.
- (c) the composition of the Board of Directors;
- (d) the Chairman of the Board of Directors;
- (e) the Terms of Reference for the Nomination Committee;
- (f) Chairman at the Annual General Meeting; and
- (g) election of auditors.

The Company shall pay for reasonable costs that the Nomination Committee has considered to be necessary in order for the Nomination Committee to be able to complete its assignment.

A member of the Nomination Committee may not unduly reveal to anyone what he/she has learned during the discharge of his/her assignment as a Nomination Committee member. The duty of confidentiality applies to oral as well as written information and applies also after the assignment has terminated.

The Chairman of the Nomination committee may make public statements about the work of the Nomination Committee. No other Nomination Committee member may make statements to the press or otherwise make public statements regarding the Company and the Company group unless the Chairman of the Board of Directors has given permission thereto.

Note 3 - Agenda item 18 (Resolution I)

Options first tabled in February 2018 to senior managers of the Group. 1,600,000 options were issued in July 2018 to senior managers subscribed for at fair market value. The options are exercisable for a period starting January 2022 and ending June 2022 at a price per share of EUR 0.95. The options are freely tradable, but the option holder has granted the Group a right of first refusal to acquire the unexercised options.

It is proposed to issue further Senior Management options to managers other than the current options holders, up to a maximum 400,000 options in 2019, exercisable for a period starting January 2022 and ending June 2022, at a price per share of EUR 2.20.

The purpose of the options and warrants programmes are to incentivise long term equity value growth to align the interests of senior management and independent directors with that of the shareholders.

Note 4 - Agenda item 19 (Resolution m)

Warrants first issued in January 2017 to a company controlled by the Group CFO (“CFO Warrants”). The number of warrants at issue was 475 subsequently translated into 509,744 in relation with bonus issue and share split. The warrants are exercisable in connection with an IPO at a price per share of USD 0.80.

It is proposed to change the terms related to the right to and time of exercise is so that a) the warrants become exercisable for a period starting January 2022 and ending June 2022 and b) other terms resemble those of the Management Options.

By order of the board,
Maureen Ehlinger
Company Secretary
at Registered Office: 85, St. John Street, Valletta VLT1165, Malta
Malta, May 2019

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For further information, please contact:

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Or see: www.gambling.com/corporate

About Gambling.com Group Plc

Gambling.com Group Plc is a multi-award winning provider of digital marketing services for the global iGaming industry. Founded in 2006, the group has a workforce of more than 110 and operates from offices in Dublin, Tampa and Malta. The group publishes websites that offer comparisons and reviews of online gambling websites across 15 national markets in 9 languages. 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 iGaming industry portal, Gambling.com[®] as well as Bookies.com and the CasinoSourceSM series of portals, among many others.