



## **NOTICE OF GAMBLING.COM GROUP PLC EXTRAORDINARY GENERAL MEETING 2019**

**In terms of Articles 19, 20 and 21 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 Thursday 5 December, 2019 at 10.00hrs CET at Workplace, St George’s Business Complex, Elija Zammit Street, St Julian’s, STJ 3151, Malta, 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 5 November, 2019.
- Shareholders who wish to participate in the EGM are invited to notify the Company Secretary of their intention to attend the EGM by Friday 22 November, 2019.

Shareholders can notify their attendance by electronic mail to: Gambling.com Group plc, [elias.mark@kaxmedia.com](mailto: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 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.
- 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 2 December, 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: <https://www.gambling.com/corporate/governance>.

*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.*

## **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), amended as explained in the Note 1 to this Notice (**Resolution a**).

## **Information about proposals related to Agenda items**

### **Note 1 - Agenda item 6 (Resolution a)**

The following alterations and additions to the Company Memorandum and Articles are being put to the approval of the meeting:

#### **Amendment to Article 11 of the Articles to allow the Directors' determination to recognise any person as holding any share upon any trust**

Article 11 shall be amended to read as follows:

##### **"11 Trust and other interests**

The Company shall not be obliged to recognise any person as holding any share upon any trust, and unless otherwise determined by the Directors the Company shall not be bound by or compelled in any way to recognize any interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by law otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the holder."

#### **Amendment to Article 12.1 and Article 14 of the Articles to allow the rematerialisation of securities, and consequent Certification of Shares**

Article 12.1 shall be amended to read as follows:

"12.1 Subject to the approval of the Board of Directors, the shares of the Company may be dematerialised and registered with a Central Securities Depository in Malta and/or Sweden and/or elsewhere as allowed by applicable law. Any previously dematerialised securities may be rematerialized at the discretion of the Board of Directors."

Article 14 shall be amended in its entirety to read as follows:

**“14 Dematerialised, Uncertificated Shares and Share Certificates**

- 14.1 For so long as shares in the Company are dematerialised and notwithstanding any provisions of these Articles, the Directors shall, subject always to the Act, the Financial Markets Act and any other applicable laws and regulations and the facilities and requirements of any relevant Central Securities Depository or system concerned, have the power to implement any arrangements they may, in their absolute discretion, think fit in relation to the evidencing of title to and transfer of uncertificated shares. To the extent that such arrangements are so implemented, no provision of these Articles shall apply or have effect to the extent that it is in any respect inconsistent with the holding or transfer of shares in uncertificated form.
- 14.2 Unless otherwise required by the Financial Markets Act and any other applicable laws and regulations, no person shall be entitled to receive a certificate in respect of any share issued by the Company for so long as the title to that share is evidenced in a dematerialised and uncertificated form as provided under the Financial Markets Act.
- 14.3 The Directors shall have the power to convert shares from dematerialised and uncertificated form into materialised and certificated form, in accordance with Article 12.1.
- 14.4 For so long as shares in the Company are not dematerialised, every person whose name is found in the Register of Members shall be entitled without payment to a certificate in respect of the shares held.
- 14.5 Every share certificate shall be executed by the Company in such manner as the Directors may decide and shall specify the number and class of shares to which it relates, and the amount paid up thereon. No certificate shall be issued representing shares of more than one class.
- 14.6 In the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate thereof and delivery of a certificate to one of the joint holders shall be sufficient delivery to all.
- 14.7 Any two or more certificates representing shares of any one class held by any member may at his request be cancelled and a single new certificate for such shares be issued in lieu without change.
- 14.8 If any member surrenders for cancellation a share certificate representing shares held by him and request the Company to issue in lieu two or more share certificates representing such shares in such proportions as he may specify, the Directors may, if they think fit, comply with such request.
- 14.9 If a share certificate is damaged or defaced or alleged to have been lost, stolen or destroyed, a new certificate representing the same shares may be issued to the holder upon request subject to delivery up of the old certificate or (if alleged to have been lost, stolen or destroyed) compliance with such conditions as to evidence and indemnity and the payment of any exception out-of-pocket expenses of the Company in connection with the request as the Directors may think fit.
- 14.10 In the case of shares held jointly by several persons, any such request may be made by any one of the joint holders.”

**Re-numbering of Article 15.1 to cover transfer of dematerialised shares, with pre-emptive rights clauses 15.2 to 15.10 re-numbered to a new Article 18 – Pre-emptive Rights.**

**Addition of new Articles to cover Transfer of materialised shares, and Closure of the Register:**

Two new Articles 16 and 17 shall be added to the Articles of Association of the Company as follows:

**“16 Transfer of materialised shares**

- 16.1 Transfers of shares of the Company which are not dematerialised may be effected by transfer in writing in any usual or common form acceptable to the Directors and may be under hand only. The instrument of transfer shall be signed by or on behalf of the transferor and (except in the case of fully-paid shares) by or on behalf of the transferee. The transferor shall remain the holder of the shares concerned until the name of the transferee is entered in the Register of Members in respect thereof. All instruments of transfer which are registered may be retained by the Company.
- 16.2 Where only some of the shares comprised in a share certificate are transferred, the old certificate shall be cancelled and a new certificate for the balance of such shares shall be issued in lieu without charge.

**17 Closure of the Register**

Without prejudice to the provisions of the Act, the registration of transfers may be suspended at such times and for such periods (not exceeding 30 days in any year) as the Directors may from time to time determine and either generally or in respect of any class of shares.”

**Addition of new Articles 19, 20 and 21 to cover Transmission of Shares to Persons entitled on death of a member, the Election by persons entitled by transmission, and the Rights of persons entitled by transmission:**

Three new Articles 19, 20 and 21 shall be added to the Articles of Association of the Company as follows:

**“19 Persons entitled on death**

Saving particular rules or procedures that may be applicable to dematerialised shares, in case of the death of a member, the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the securities, but nothing in this Article shall release the estate of a deceased member (whether sole or joint) from any liability in respect of any securities held by him.

**20 Election by persons entitled by transmission**

A person becoming entitled to a security in consequence of the death or bankruptcy of a member or otherwise by operation of law may (subject as hereinafter provided) upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the security either be registered himself as holder of the security upon giving to the Company notice in writing to that effect or transfer such security to some other person. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of securities, resulting from the transmission of shares, shall be applicable to any such notice or transfer as aforesaid as if the notice or transfer were a transfer made by the member registered as the holder of any such security.

**21 Rights of persons entitled by transmission**

Save as otherwise provided by or in accordance with these Articles, a person becoming entitled to a security in consequence of the death or bankruptcy of a member or holder thereof or otherwise by operation of law (upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the security) shall be entitled to the same dividends and other advantages as those to which he would be entitled if he were the registered holder of the security except that he shall not be entitled in respect thereof (except with the authority of the Directors) to exercise any right conferred by membership in relation to shareholders’ meetings (if applicable) until he shall have been registered as a member in respect of the relevant security.”

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Following the above additions of new Articles 16 and 17, and Articles 19 to 21, and the renumbering of sub-Articles 15 to Article 18 as above, the current Article 16 through to Article 119 shall be renumbered sequentially, as Article 22 to Article 125, any references to such, and subsequent articles, updated throughout.

**Amendment to Article 27 (previously Article 21), Article 28.3 (previously Article 22.3), Article 112 (previously Article 106) and deletion of previously numbered sub-Article 109.5 of the Articles to allow the General Meetings to be called by 14 days notice**

Article 27 of the Articles of Association of the Company shall be amended to read as follows in its entirety:

**“27 Notice of General Meetings**

- 27.1 Subject to Article 0 below, an Annual General Meeting and any Extraordinary General Meeting, shall be called by at least fourteen (14) days’ prior notice in writing to all shareholders entitled to receive such notice (which notice shall be sent to shareholders in accordance with the provisions of Article 115.3 below). The notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held.
- 27.2 Notwithstanding Article 0 above, an Extraordinary General Meeting called with a shorter notice than fourteen (14) days shall be deemed to have been duly called if it is so agreed by all of the shareholders entitled to attend and vote thereat.
- 27.3 A person shall be entitled to receive notice of, participate in and vote at a General Meeting if such person is entered as a shareholder in the Register of Members on the Record Date and any change to an entry in the Register of Members after the Record Date shall be disregarded in determining the right of any person to attend and vote at the meeting.
- 27.4 Proof of qualification as a shareholder may be required by the Company subject only to such requirements as are necessary to ensure the identification of shareholders and only to the extent that they are proportionate to the achievement of that objective.”

Sub-Article 28.3 of the Articles of Association of the Company shall be amended to read as follows:

- “28.3 The Company shall ensure that for at least a continuous period commencing on the fourteenth (14th) day immediately preceding the date scheduled for the General Meeting and including the day of the meeting, the following minimum information is made available to its shareholders on its website:
- (a) a copy of the notice convening a General Meeting;
  - (b) the total number of shares and voting rights at the date of the notice (including separate totals for each class of shares where the Company’s capital is divided into two or more classes of shares);
  - (c) the documents to be submitted to the General Meeting, including the annual report;
  - (d) a draft resolution or, where no resolution is proposed to be adopted, a comment from the Directors for each item on the proposed agenda of the meeting, with an explanation of the reason why that item has been placed on the agenda of the meeting; and
  - (e) where applicable, the proxy forms, unless such forms are sent directly to each shareholder, provided that where these forms cannot be made available on the Company’s website for technical reasons, an indication of how a hard copy of the forms can be obtained and in such case, the Company shall send the forms by postal service and free of charge to every shareholder who so requests.”

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Article 112 of the Articles of Association of the Company shall be amended to read as follows:

**“112 Copies of accounts for shareholders**

A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be comprised therein or attached or annexed thereto) shall not less than fourteen (14) days before the date of the meeting be made available on the Company’s website and sent to every shareholder of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices of General Meetings from the Company under the provisions of the Act or of these Articles in the manner and form determined by the Board of Directors. Provided that this Article shall not require a copy of these documents to be sent to more than one of joint holders nor to any person of whose postal address the Company is not aware, but any shareholder or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office. To the extent permitted by the Act and agreed by the shareholder, the documents referred to in this Article may be sent by electronic communication.”

Previously numbered sub-Article 109.5 shall be deleted in its entirety, and following sub-Articles shall be re-numbered accordingly.

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

**For further information, please contact:**

Elias Mark, Chief Financial Officer  
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Email: [elias.mark@kaxmedia.com](mailto:elias.mark@kaxmedia.com)  
Or see: [www.gambling.com/corporate/contact](http://www.gambling.com/corporate/contact)

**About Gambling.com Group Plc**

Gambling.com Group Plc is an 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, Charlotte, Tampa and Malta. The group publishes websites that offer comparisons and reviews of online gambling websites across 15 national markets in nine 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](http://Gambling.com)<sup>®</sup> as well as [Bookies.com](http://Bookies.com) and the [CasinoSource](http://CasinoSource)<sup>SM</sup> series of portals, among many others.