

PRESS RELEASE

28 May 2020



Notice of Gambling.com Group Plc Annual General Meeting 2020

In terms of Articles 25, 27 and 28 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 Monday 22 June, 2020 at 10.00 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 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 Friday 22 May, 2020.
- Shareholders who wish to participate in the AGM are invited to notify the Company Secretary of their intention to attend the AGM by Wednesday 10 June, 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 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 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 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 Friday 19 June, 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 <https://www.gambling.com/corporate/governance> under the Annual General Meeting 2020 section.

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, 2019 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 2019. **(Resolution b)**
9. To determine the Board members' fees for 2020. **(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 Pär Sundberg as a Director of the Company. **(Resolution h)**
15. To re-elect Gregg Michaelson as a Director of the Company. **(Resolution i)**

16. To appoint Mark Blandford as Chairman of the Board **(Resolution j)**

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

18. To approve terms of reference of the Nomination Committee, in accordance with Article 80 of the Articles, and as presented in Note 2 of this Notice **(Resolution l)**.

Information about proposals related to agenda items

Note 1 – Agenda item 9 (Resolution c)

It is being proposed that a total fee of €67,500 shall be paid in 2020 to the board members appointed by today's meeting. 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 be €12,500 and of the Chairman of the Board shall be €15,000. The annual extra remuneration payable to each member of the Audit Committee and the Remuneration Committee shall be €2,500, and of the Chairman of each Committee shall be €5,000. Charles Gillespie and Gregg Michaelson shall not receive remuneration as Directors or Committee members.

Note 2 – Agenda item 17 (Resolution l)

The Nomination Committee of Gambling.com Group Plc (the "Nomination Committee" and the "Company") shall consist of the Chairman of the Board of Directors (the "Chairman") as well as representatives appointed by the members of the Largest Shareholders Group (as defined below) in accordance with the terms hereof; provided that, in no event shall the Nomination Committee consist of more than seven (7) members.

The "Largest Shareholders Group" means all shareholder/owner groups who hold, in aggregate, at least 15% of the issued and outstanding share capital of the Company. In the event that there are less than three (3) shareholder/owner groups who hold 15% or more of the issued and outstanding share capital of the Company, the largest shareholder/owner groups in terms of issued and outstanding share capital who hold below 15% of the issued and outstanding share capital of the Company shall be included in the Largest Shareholders Group, one by one in descending order of issued and outstanding share capital, until the Largest Shareholders Group includes at least three shareholder/owner groups. If any of these shareholder/owner groups waive their right to be included in the Largest Shareholder Group, the next shareholder/owner groups in order of size shall be given the opportunity to be included in the Largest Shareholder Group. For the avoidance of doubt, a "shareholder/owner group" refers to shareholders of the Company affiliated by common ownership or control.

In the event that the Chairman is also included in the Largest Shareholders Group, the Chairman shall not be able to appoint an additional member of the Nomination Committee in respect of the Chairman's membership of the Largest Shareholders Group and in such an event the Largest Shareholders Group shall remain as is and not expand to include the next largest shareholder/shareholder group.

The Largest Shareholders Group shall be determined 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 Company, or that in another way are proved to be one of the largest shareholders.

Each of the members of the Largest Shareholders Group are entitled to appoint one representative to be a member of the Nomination Committee to participate alongside the Chairman. The Chairman shall no later than 15 October the year prior to the next Annual General Meeting summon the Largest Shareholders Group. The Chairman shall also act as the Chairman of the Nomination Committee.

The Chairman 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/owner group 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, would no longer be included in the Largest Shareholders Group, 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/owner group 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;
 - (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 appointment of any Board Observers;
- (e) the Chairman;
- (f) the Terms of Reference for the Nomination Committee;
- (g) Chairman at the Annual General Meeting; and
- (h) 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 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 has given permission thereto.

If there is any ambiguity, inconsistency or conflict between the provisions of the Company's memorandum and articles of association (as applicable from time to time) and these terms of reference, the provisions of the Company's memorandum and articles of association (as applicable from time to time) shall prevail and shall be applied in their entirety. Moreover, these terms of

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reference shall promptly be amended so as to eliminate such conflict and to bring these terms of reference in conformity with the provisions of the Company's memorandum and articles of association (as applicable from time to time) to the greatest extent possible.

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

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For further information, please contact:

Elias Mark, Chief Financial Officer

Phone: +34 635786056

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.