

## **The Nomination Committee's proposals and motivated statement for decisions at the Annual General Meeting of Raketech Group Holding Plc to be held on 17 May 2023**

### **Composition of the Nomination Committee**

The Nomination Committee of Raketech Group Holding Plc (the "**Company**") is composed of 5 members as follows:

- Martin Larsson, chairman, appointed by Chalex i Göteborg AB
- Erik Skarp, appointed by Light Showdown Limited
- Edward Licari, appointed by Akterbog Holding Limited
- Tobias Persson Rosenqvist, appointed by Nordnet Kapitalförsäkring
- Ulrik Bengtsson, Chairman of the Board of the Company

The Nomination Committee has been working in accordance with requirements set out in the Swedish Code of Corporate Governance and in accordance with the resolutions adopted by the Annual General Meeting ("**AGM**") of the Company held on 17 May 2022.

### **Proposal of the Nomination Committee**

#### Proposal as to the members of the Board of Directors to be appointed

The current Board of Directors is comprised of Ulrik Bengtsson, Pierre Cadena and Clare Boynton, Erik Skarp, Johan Svensson, and Magnus Gottås, all of whom will be retiring at the Meeting in terms of article 107 of the Articles.

Magnus Gottås has declared to the Nomination Committee that he will not stand for re-election as board member.

The Nomination Committee proposes to confirm Ulrik Bengtsson as board member and chairman of the Board of the Directors of the Company for the period until the end of the next annual general meeting.

The Nomination Committee further proposes to re-elect Erik Skarp, Johan Svensson, Pierre Cadena and Clare Boynton as members of the Board of Directors for the period until the end of the next annual general meeting.

#### Proposal as to the remuneration of the members of the Board of Directors

The Nomination Committee proposes that the remuneration to the Directors of the Company shall be paid as follows, in line with past practice:

- (a) EUR 50,000 to the Chairman; and

(b) EUR 30,000 to each of the other Directors.

The Nomination Committee proposes that the remuneration of the members of the Committees shall be as follows:

(a) EUR 10,000 to the Chairs respectively of the Audit Committee, the Remuneration Committee Chair and the USA Committee Chairman;

(b) EUR 3,000 to any other member of the Audit Committee, Remuneration Committee and USA Committee besides the relevant chairs.

No Director having an operational role in the Company or its subsidiaries under which the Director receives a salary, or a consultancy fee shall receive any compensation for the work conducted in the Board of Directors and any committees.

#### Proposal as to the auditor to be appointed

PricewaterhouseCoopers Malta is proposed to be re-elected as the Company's auditor for the period until the end of the next annual general meeting. The proposed auditor is in accordance with the Audit Committee's recommendation.

#### Proposal as to the remuneration of the auditor

The Nomination Committee proposes that the auditor's fees shall be payable in accordance with approved invoices.

#### Proposal for the composition and work of the nomination committee

The Nomination Committee proposes that the procedure for appointment of the Company's Nomination Committee shall be substantially unchanged, and the current process and principles shall continue to be applicable for appointing the Nomination Committee after the next annual general meeting.

#### **Motivated opinion**

As a part of the Nomination Committee's work, the committee has held interviews with the current members of the Board of Directors of the Company. Based on this information, the Nomination Committee has discussed the requirements for the composition of the Board of Directors and considered factors such as qualification, competence, experience and background of the members as well as the size of the Board of Directors of the Company. The Nomination Committee has applied section 4.1 of the Swedish Code of Corporate Governance.

The Nomination Committee considers that the current Board of Directors' work is proceeding well. In particular, Ulrik Bengtsson, Erik Skarp and Johan Svensson provide significant contribution in light of their profound worldwide gaming competence and expertise, as well as their knowledge of M&A and financial matters. In addition to their general expertise, Ulrik Bengtsson can provide his insight as to the operator's perspective, considering their

experience and roles among primary operators, while Erik Skarp has proven entrepreneurial skills within start up and rapid change environments and Johan Svensson can also offer a profound knowledge of the Company's activity and the people working within the Company.

Moreover, the addition made last year of Pierre Cadona and Clare Boynton were also successful: considering the continuous expansion in the USA (together with the legalization of sport betting in new states), Pierre Cadona provides valuable insight on the USA market. His specific expertise on the affiliate marketing and his M&A experience is also positively valued. As to Clare Boynton, her wide experience in financial matters (having acted as finance director in different entities in various industries) has provided valuable input.

As indicated above, Magnus Gottås has declared to the Nomination Committee that he will not stand for re-election as board member.

In light of the above, the Nomination Committee has made its proposal to elect at the AGM to be held on 17 May 2023 all current directors except for Magnus Gottås. The Nomination Committee believes that the Board of Directors, composed as currently suggested in the notice of call to the AGM of the Company, has an appropriate composition in relation to the Company's operation, phase of development and other relevant circumstances pertaining to the Company. The Nomination Committee also considers that the Board of Directors has an adequate diversity and breadth of competence, experience as well as educational and professional background.

The Nomination Committee is aware of the fact that only one of the proposed members of the Board of Directors is a woman, which corresponds to 20 percent of the total members of the Board of Directors. The Nomination Committee will continue to strive for a more gender balanced composition of the Board of Directors.

As to the auditors, the Nomination Committee has made its proposal to elect PricewaterhouseCoopers Malta as the Company's auditor, in accordance with the audit committee's recommendation.

It has been further proposed not to change the remunerations of the chairman of the board, of the chairmen of the various commission and of other board members, as they are considered to be competitive and in line with market practice. It has been only proposed to grant a remuneration of EUR 3,000 to the other members of the relevant commissions besides the chair, as a recognition to their work.

The Nomination Committee has assessed whether the proposed members of the Board of Directors are to be considered independent of the executive management, the Company as well as the major shareholders. The proposed member Johan Svensson is considered to be dependent of both the executive management, and the Company. All other proposed members of the Board of Directors are considered independent of both the executive management, the Company as well as the major shareholders. The proposed Board of

Directors meets the requirements on independence set out in the Swedish Code of Corporate Governance.

Further information regarding the Board of Directors and auditor are available on the Company's website, [www.raketech.com](http://www.raketech.com).