

## **The Nomination Committee's proposals and motivated statement for decisions at the Annual Shareholders' Meeting of Rakotech Group Holding Plc to be held on 16 May 2024**

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

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

- Joel Lindeman, appointed by Provobis Holding AB, chairman.
- Erik Skarp, appointed by Light Showdown Limited,
- Martin Larsson, appointed by Chalex AB
- Edward Licari, appointed by Akterbog Holding Limited
- 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 of the Company held on 17 May 2023.

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

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

The Nomination Committee proposes that the Board is composed of six (6) members.

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

The current Board of Directors is comprised of Ulrik Bengtsson, Clare Boynton, Erik Skarp, Marina Andersson and Patrick Jonker, all of whom will be retiring at the Annual Shareholders' Meeting of the Company to be held on 16 May 2024 in terms of article 107 of the Articles.

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 also proposes to re-elect Clare Boynton, Erik Skarp, Marina Andersson and Patrick Jonker as members of the Board of Directors for the period until the end of the next annual general meeting.

The Nomination Committee further proposes to elect Jonathan Charles Moss as a new member 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 and of the Remuneration Committee;
- (b) EUR 3,000 to any other member of the Audit Committee and the Remuneration 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. 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, mixing up members with different competence and expertise. In particular:

- Ulrik Bengtsson and Erik Skarp 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.
- Clare Boynton has provided valuable input in light of her wide experience in financial matters (having acted as finance director in different entities in various industries).
- Marina Andersson has a significant knowledge of M&A matters, with her specific expertise in leading, driving, and executing group M&A strategy and working with corporate development.
- Patrick Jonker who has a profound gaming competence and expertise (especially from operator's perspective), having held leading roles in tier one operators such as William Hill.

The Nomination Committee believes that a further member should be added, especially taking into account the works to be carried out in the Committees. For this reason, it proposes that the Board be composed of six (6) members.

In light of the above, the Nomination Committee proposes to elect at the Annual General Meeting to be held on 16 May 2024 all current directors, plus Jonathan Charles Moss as the sixth member. In particular, the Nomination Committee considers that he has extensive knowledge and experience (acquired both through its long working relationship with a major operator, Bet 365 and through its consulting business) on various jurisdictions, covering numerous markets in Europe, North America, Australia, certain markets in Asia and most recently in Latin America and believes that his expertise may be very beneficial for the Board, in line with the Company's expansions goals.

The Nomination Committee believes that the Board of Directors, composed with the current members plus the proposed addition, 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.

Also, the Nomination Committee acknowledges that the number of women remains two, now corresponding to 33 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.

In accordance with the Audit Committee's recommendation, PricewaterhouseCoopers Malta shall be re-elected as the company's auditor.

Remunerations of the Chairman of the Board, Chairpersons of the various Committees, other Board members and members of the various Committees shall not be changed as they are considered to be competitive and in line with market practice.

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. All 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).