

The Nomination Committee's proposals and motivated statement for decisions at the Extraordinary Shareholders' Meeting of Rakotech Group Holding Plc to be held on 30 July 2025

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 20 May 2025.

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 of Directors be composed of six (6) members, increasing the number from five (5) of last year.

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.

Ulrik Bengtsson was appointed by the annual general meeting as member and chair of the Board of Directors, for the period until 30 July 2025. He will not stand for re-election as member of the Board.

In light of the foregoing, the Nomination Committee proposes the election of two new members: Kathryn Moore Baker and Magnus Alebo, each for a term of office ending at the conclusion of the next Annual General Meeting (together with the others Directors).

Furthermore, the Nomination Committee proposes that Kathryn Moore Baker be appointed Chair of the Board of Directors for the same term.

Motivated opinion

In fulfilling its duties, the Nomination Committee undertook a comprehensive evaluation process. This included interviews with current members of the Board, an assessment of the Board's composition and performance, and, in light of the Chair's retirement, a definition of the required competencies for new members. The Committee subsequently identified and conducted formal interviews with a range of qualified candidates before making its final recommendation. Throughout this work, factors such as qualification, competence, experience, and background were considered, as was the appropriate size of the Board. The process has been guided by section 4.1 of the Swedish Code of Corporate Governance.

Acknowledgement is given to the significant contributions of Ulrik Bengtsson during his tenure as Chair of the Board.

The Committee's primary objectives were to secure an experienced and highly qualified new Chair to lead the Board and to enhance the Board's operational and industry-specific expertise by expanding its size. The appointments of Ms. Kathryn Baker as Chair and Mr. Magnus Alebo as a Director meet these objectives.

Kathryn Baker is proposed as the new Chair and member of the Board based on her extensive experience, which is highly relevant to the Company's strategic ambitions. Her background includes 25 years on various boards, with 10 of those roles as Chair, demonstrating proven leadership and a deep understanding of corporate governance. Furthermore, 16 years in private equity and venture capital, combined with 8 years in management consulting, provide her with a robust toolkit for driving growth and shareholder value. Her expertise in investments, transactions, and guiding companies through transformational phases will be of immense benefit.

Kathryn Baker also possesses specific, high-level gaming experience. Her past board role at Gaming Innovation Group, a significant platform provider, has equipped her with insights that are invaluable to the Company's platform-first approach and the development of the Affiliation Cloud. Similarly, her role as chair of Catena Media plc, a provider of gaming affiliation services, demonstrates Kathryn Baker's deep understanding of our specific business model, its revenue drivers, competitive dynamics, and the pertinent regulatory landscape.

The election of Magnus Alebo is proposed to bring a current and deep operational perspective directly to the Board. Magnus Alebo has built an extensive and successful career as a senior executive in the iGaming industry, with notable experience as Managing Director of Hero Gaming, International Marketing Director at William Hill/Mr Green, and Head of Marketing for Betsson Group.

His background as a co-founder of the acquired Casumba Media business is particularly valuable, as it allows the Board to get first hand understanding and reporting of the Casumba Media recovery progress.

Through his current business development role within the Group, Magnus Alebo possesses firsthand entrepreneurial and operational experience directly aligned with the Company's core business model. His expertise in digital marketing, brand strategy, and scaling iGaming operations will be a significant asset to the Board's strategic deliberations.

The Nomination Committee believes the combined appointments of Kathryn Baker and Magnus Alebo will enhance the Board's strategic capabilities and oversight, effectively leveraging the strong competencies already present. With these appointments, the Board of Directors will have an appropriate composition in relation to the Company's operations, phase of development, and other relevant circumstances.

Notably, with Kathryn Baker's appointment, the representation of women on the Board will be three out of six members, corresponding to 50 percent.

An independence assessment of all proposed and continuing members has been conducted in accordance with the Swedish Code of Corporate Governance. Kathryn Baker and continuing members Clare Boynton, Erik Skarp, Marina Andersson, and Patrick Jonker are all considered independent of the Company, its executive management, and its major shareholders. Magnus Alebo, due to his operational role within the Company group, is not considered independent of the Company and its executive management, though he is independent from its major shareholders. The proposed Board of Directors therefore meets the independence requirements set out in the Swedish Code of Corporate Governance.

Further information regarding the Board of Directors is available on the Company's website, www.raketech.com.