



**POSITION DESCRIPTION OF THE
EXECUTIVE CHAIRMAN**

Effective as of January 29, 2021

BRAGG GAMING GROUP INC.

POSITION DESCRIPTION OF THE CHAIR OF THE BOARD

1. MANDATE

The Executive Chairman is appointed by the Board of Directors (the “**Board**”) of Bragg Gaming Group Inc. (the “**Company**”). The primary functions of the Executive Chairman are to provide leadership and direction to the Board, to take all reasonable measures to ensure the Board fulfills its oversight responsibilities, facilitate the operations and deliberations of the Board and the satisfaction of the Board’s functions and responsibilities under its mandate, and assume responsibility for the strategic initiatives outlined below.

2. RESPONSIBILITIES

In addition to the responsibilities applicable to all other directors, and subject to the authority and responsibilities of the Lead Director and oversight of the Board, the Executive Chairman’s responsibilities shall include:

- (a) presiding as Chair at all meetings of the Board, and during Board meetings, encouraging full participation and discussion by individual directors, stimulating debate, facilitating consensus, and ensuring that clarity regarding decisions is reached and duly recorded;
- (b) presiding as Chair at all annual general and special meeting of the Company’s shareholders;
- (c) together with the Lead Director, providing leadership to the Board to foster the Board’s effectiveness, including:
 - (i) ensuring that responsibilities of the Board are well understood by both the Board and management, and that boundaries between the Board and management responsibilities are clearly understood and respected;
 - (ii) fostering ethical and responsible decision making by the Board and its individual members;
 - (iii) assisting the committees of the board of directors (the “**Committees**”) and chairs of Committees to bring important issues forward to the Board for consideration and resolution
 - (iv) supervising a process of an annual assessment of the effectiveness of the Board as a whole, Committees and contribution of individual directors;
- (d) together with the Lead Director, managing the board, including:
 - (i) planning and organizing the activities of the Board including the preparation for, and the conduct of, Board meetings, as well as the quality, quantity and timeliness of the information that goes to the Board;
 - (ii) ensuring that the Board meets its obligations, responsibilities and mandates;
 - (iii) verifying that, where functions are delegated to appropriate Committees, the functions are carried out and results are reported to the Board;

- (iv) ensuring minutes of the Board meetings are available in a timely manner;
- (v) working with the Lead Director, to ensure that appropriate structure of the Committees in place and to assist the Nomination Committee to approach potential candidates for directorship of the Company and in making recommendations for appointments to Committees;
- (e) ensure that the Board has a succession planning process in place to appoint the Company's Chief Executive Officer and other members of the management when necessary;
- (f) providing advice, counsel and mentorship to the fellow members of the Board;
- (g) working with the Lead Director and CEO to ensure that the Board is provided with the resources, including external advisers and consultants to the Board as considered appropriate, to permit it to carry out its responsibilities and discussing with the Lead Director and CEO any issues that are preventing the Board from being able to carry out its responsibilities;
- (h) together with the Lead Director, acting as principal liaison between the Board and management to ensure professional relationship and effective communication between the Board and management;
- (i) carrying out any other responsibilities at the request of the Board.

3. STRATEGIC INITIATIVES

In addition to the responsibilities set out in Section 2 above, and subject to the responsibilities of the CEO and oversight of the Board, the Executive Chairman shall assist the CEO by:

- (a) Working with the Board and the Company's CEO to develop the strategy for the Company's future growth, including providing general support with a focus on developing and implementing an expansion strategy into the United States.
- (b) Providing the Company with business and organizational strategy, financial and investment management and advisory services, as the Board may reasonably request from time to time.
- (c) Working with the CEO to identify opportunities for value-enhancing strategic initiatives including acquisitions, joint ventures, and strategically important relationships, as well as the disposition from time to time of non-core assets, and communicating regularly with the CEO regarding the pursuit of such strategic initiatives.
- (d) Developing and maintaining the Company's relationships with future strategic partners whose capital, influence and knowledge could add significantly to the Company's value and its share price.
- (e) Working with the CEO on critical issues related to relationships and strategic alliances.