



# **NOMINATION AND GOVERNANCE COMMITTEE CHARTER**

Effective as of January 29, 2021

# **BRAGG GAMING GROUP INC.**

## **NOMINATION AND GOVERNANCE COMMITTEE CHARTER**

### **1. PURPOSE**

The Nomination and Governance Committee (the “**Committee**”) is a standing committee of the Board of Directors (the “**Board**”) of Bragg Gaming Group Inc. (the “**Company**”). Its purpose is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures and to assist the Company in fulfilling its corporate governance responsibilities under applicable laws and regulations and to promote a culture of integrity throughout the Company as described in this charter (“**Charter**”).

### **2. MEMBERSHIP**

- (a) The Committee shall consist of at least three directors nominated by the Board, the majority of whom shall be “independent” in accordance with National Policy 58-201 - Corporate Governance Guidelines.
- (b) The members of the Committee shall be appointed by the Board. The members of the Committee shall be appointed for one-year terms or such other terms as the Board may determine and shall serve until a successor is duly appointed by the Board or until the member’s earlier death, resignation, disqualification or removal. The Board may remove any member from the Committee at any time with or without cause. The Board shall fill Committee member vacancies by appointing a member of the Board. If a vacancy on the Committee exists, the remaining members shall exercise all of the Committee’s powers so long as a quorum exists.
- (c) A quorum for decisions of the Committee shall be a majority of Committee members.
- (d) The Board shall appoint a chair of the Committee (the “**Chair**”) from the Committee members. Subject to Section 2(a), the Board shall determine the Chair’s term of office.

### **3. DUTIES AND RESPONSIBILITIES**

The Committee shall determine and establish sound corporate governance practices to ensure that the internal and commercial business of the Company is managed with financial and operational integrity, increasing value to shareholders. The Committee is responsible for establishing corporate governance practices which are in line with corporate governance rules and guidelines in effect from time to time by relevant authorities.

The Committee shall determine the qualifications, qualities, skills and other expertise required to be a director of the Company; and develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “**Director Criteria**”). In developing Director Criteria the Committee should consider:

- (a) the competencies and skills that the Board as a whole should possess;
- (b) the competencies and skills that each existing director possesses;
- (c) the personality and other qualities of each director and how these affect boardroom dynamics;  
and
- (d) the appropriate size of the Board for facilitating effective decision making.

The Committee shall identify and screen individuals qualified to become members of the Board, and make recommendations to the Board. In making its recommendations for nominees, the Committee should consider:

- (a) the competencies and skills that the Board as a whole should possess;
- (b) the competencies and skills of each existing director;
- (c) the competencies and skills of each new nominee;
- (d) whether the new nominee can devote sufficient time and resources to his or her duties as a director; and
- (e) the diversity of the board composition.

The Committee shall consider any director candidates recommended by the Company’s shareholders under the procedures set forth in the Canada Business Corporations Act, the Company’s by-laws, and described in the Company’s management information circular. The Committee is not required to identify or screen individuals nominated by a shareholder or third party with a legal or contractual right to nominate a director of the Company.

The Committee shall review any director resignation letter tendered and evaluate and recommend to the Board whether such resignation should be accepted.

The Committee shall report to the Board on the activities of the Committee, including any decisions and action taken by the Committee.

The Committee shall perform any other activities as are consistent with this Charter, the Company’s by-laws, applicable legislation, guidelines and practices as the Committee or the Board deems necessary or appropriate for the fulfilment of the Committee’s duties and responsibilities.

## 4. OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm.

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

The search consultant(s), outside counsel and any other advisors retained by, or providing advice to, the Committee (other than the Company's in-house counsel) shall be independent as determined in the discretion of the Committee after considering the following factors:

- (a) provision of other services to the Company by the person that employs the consultant, counsel or other advisor;
- (b) the amount of fees paid by the Company to the person that employs the consultant, counsel or other advisor, as a percentage of that person's total revenue;
- (c) policies and procedures of the person that employs the consultant, counsel or other advisor that are designed to prevent conflicts of interest;
- (d) any business or personal relationship between the consultant, counsel or other advisor and any member of the Committee;
- (e) ownership by the consultant, counsel or other advisor of the Company's shares; and
- (f) any business or personal relationship between the consultant, counsel or other advisor, or the person employing the advisor, and any executive officer of the Company.

The Committee shall evaluate whether any search firm retained or to be retained by it has any conflict of interest. The Committee must pre-approve any services to be provided to the Company, its affiliates or its directors or management by a search consultant that has been retained by the Committee.

## **5. STRUCTURE AND OPERATIONS**

- (a) The Committee shall meet at least annually and at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), resolutions in writing in lieu of a meeting, notice, waiver of notice and voting requirements as are applicable to the Board.
- (b) A meeting of the Committee may be convened by the Board or any member of the Committee who requests a meeting. Notice of every meeting shall be given to each member of the Committee.
- (c) The Committee may invite such directors, officers and employees of the Company to its meetings as it deems appropriate to assist the Committee with the fulfillment of its duties and responsibilities. However, the Committee shall meet regularly without such members present.
- (d) At each meeting, the Committee may appoint an individual to act as secretary for the meeting (the "Secretary"). The Secretary shall circulate the minutes of meetings of the Committee to members of the Committee.
- (e) The Committee shall approve and retain minutes of all Committee meetings. The powers of the Committee may be exercised by written resolution signed by all of the members of the Committee.
- (f) The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

## **6. DELEGATION OF AUTHORITY**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

## **7. PERFORMANCE EVALUATION**

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

## **8. NO RIGHTS CREATED**

This Charter is a broad policy statement and is intended to be part of the Committee's flexible governance framework. While the Charter should comply with all applicable laws, regulations and listing requirements and the Company's articles and by-laws, this Charter does not create any legally binding obligations on the Committee, the Board or the Company.