



**POSITION DESCRIPTION OF THE  
LEAD DIRECTOR**

**Effective as of January 29, 2021**

**BRAGG GAMING GROUP INC.**

**POSITION DESCRIPTION OF THE LEAD DIRECTOR**

**1. MANDATE**

The mandate of the Lead Director (the “**Lead Director**”) of the Board of Directors (the “**Board**”) of Bragg Gaming Group Inc. (the “**Company**”) is to assist the Chair of the Board (the “**Chair**”) in providing independent leadership for the Board, namely in discharging its duties, responsibilities and obligations independently of management. A Lead Director of the Company shall be “independent” within the meaning of National Policy 58-201 – *Corporate Governance Guidelines*, as may be amended from time to time. A Lead Director is required to be appointed in the event that the Chair is not independent.

**2. RESPONSIBILITIES**

In addition to the responsibilities applicable to all directors of the Company, the responsibilities of the Lead Director of the Board include the following:

- (a) providing leadership to ensure that the Board functions independently of management of the Company and other non-independent directors;
- (b) together with the Chair, providing leadership to foster the effectiveness of the Board;
- (c) in the absence of the Chair, chairing Board meetings, including, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded;
- (d) providing leadership for the Board’s independent directors, including:
  - (i) chairing each Board meeting at which only outside directors or independent directors are present;
  - (ii) calling, where necessary, the holding of special meetings of the Board, outside directors or independent directors, with appropriate notice, and establishing agenda for such meetings in consultation with the other outside or independent directors, as applicable;
  - (iii) consulting and meeting with any or all of the independent directors, at the discretion of either party and with or without the attendance of the Chair, and representing such directors, where necessary, in discussions with management of the Company on corporate governance issues and other matters;
- (e) together with the Chair, managing the board, including:
  - (i) recommending to the Chair items for consideration on the agenda for each meeting of the Board;
  - (ii) providing updates to the Chair on the quality, quantity and timeliness of information provided by management to the independent directors;

- (iii) working with the Chair, to ensure that appropriate structure of the Committees in place and to assist the Governance and Nomination Committee to approach potential candidates for directorship of the Company and in making recommendations for appointments to Committees;
- (f) working with the Chair and Chief Executive Officer 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 bringing to the attention of the Chair and Chief Executive Officer any issues that are preventing the Board from being able to carry out its responsibilities;
- (g) together with Chair, acting as principal liaison between the Board and management to ensure professional relationship and effective communication between the Board and management;
- (h) conducting peer reviews through a process involving meeting with each director individually. These peer reviews will be conducted to coincide with the formal survey of board effectiveness;
- (i) ensuring non-executive directors discuss among themselves, without the presence of management, the Company's affairs; and
- (j) carrying out any other responsibilities at the request of the Chair and the Board.