

# **bragg**

## **POSITION DESCRIPTION OF THE CHAIR OF THE BOARD OF DIRECTORS**

Effective as of May 9, 2025



## **BRAGG GAMING GROUP INC.**

### **POSITION DESCRIPTION OF THE CHAIR OF THE BOARD**

#### **1. MANDATE**

The Board of Directors (the “**Board**”) of Bragg Gaming Group Inc. (the “**Company**”) is responsible for supervising management of the business and affairs of the Company. The Chair of the Board (the “**Chair**”) is responsible for overseeing the operations of the Board, providing leadership and direction to the Board, taking all reasonable measures to ensure the Board fulfills its oversight responsibilities, facilitating the operations and deliberations of the Board and the satisfaction of the Board’s functions and responsibilities under its mandate, and assuming 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 Chair’s responsibilities shall include, without limitation to the foregoing:

- (a)** chairing meetings of the Board (other than *in camera* meetings or portions of such meetings, in respect of which the Chair is conflicted), including providing adequate time for discussion of issues, encouraging full participation and discussion by individual directors, stimulating debate, facilitating consensus, and ensuring that clarity regarding decisions is reached and accurately recorded;
- (b)** ensuring appropriate communications between the Board and shareholders and presiding as chair at all annual general and special meeting of the Company’s shareholders;
- (c)** together with the Lead Director, if any, 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 (the “**Committees**”) and chairs of Committees to bring important issues forward to the Board for consideration and resolution; and
  - (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, if any, 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)** in consultation with other members of the Board and the Company's Chief Executive Officer (the "**CEO**") and Corporate Secretary, prepare the agenda for each meeting of the Board;
  - (iii)** ensuring that the appropriate Committee structure is in place and assisting the Nomination and Governance Committee in making recommendations for appointments to such Committees and the Board;
  - (iv)** ensuring that the responsibilities of the Board are effectively carried out in compliance with the Board's mandate and that the functions of the Board delegated to Committees are effectively carried out and reported to the Board;
  - (v)** ensuring that timely and relevant information is provided to the Board as required for the proper performance of their duties;
  - (vi)** seeking to ensure that the Board is provided with the resources to permit it to carry out its responsibilities and bring to the attention of senior management any issues that are preventing the Board from being able to carry out its responsibilities; and
  - (vii)** ensuring minutes of the Board meetings are available in a timely manner;
- (e)** ensuring that the Board has a succession planning process in place to appoint the CEO 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, if any, and the 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, if any, and the CEO any issues that are preventing the Board from being able to carry out its responsibilities;
- (h)** together with the Lead Director, if any, acting as principal liaison between the Board and management to ensure professional relationship and effective communication between the Board and management;
- (i)** serving a public relations role in representing the Board and the Company to outside parties;
- (j)** together with the Nomination and Governance Committee, ensuring that an appropriate system is in place to evaluate the performance of the Board as a whole, the Committees and individual directors, with a view to ensuring that they are fulfilling their respective

responsibilities and duties, and making recommendations to the Nomination and Governance Committee for changes when appropriate;

- (k) in collaboration with the Nomination and Governance Committee, supporting the director recruitment process, as well as the orientation of new, and continued education of, incumbent directors; and
- (l) 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 Chair shall, without limitation to the foregoing, assist the CEO by:

- (a) working with the Board and the CEO to develop the strategy for the Company's future growth, including providing general support with a focus on developing and implementing its expansion strategy;
- (b) supporting the CEO in defining, setting and implementing the corporate culture of the Company;
- (c) 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;
- (d) 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;
- (e) 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; and
- (f) working with the CEO on critical issues related to relationships and strategic alliances.