

# NOMINATING COMMITTEE CHARTER



(as of April 13, 2020)

There shall be a committee of the Board of Directors (the "Board") of GAN Limited (the "Company") to be known as the Nominating and Corporate Governance Committee (the "Committee"), with the following purpose, composition, authority and duties:

## PURPOSE

The purpose of the Committee is to:

1. Consider and report periodically to the Board on matters relating to the identification, selection and qualification of Board members and candidates nominated to the Board.
2. Advise and make recommendations to the Board of Directors with respect to corporate governance matters.
3. Perform the other duties and responsibilities set forth in this charter.

## MEMBERSHIP

The Committee shall consist of at least three Board members. The members of the Committee shall be appointed by the Board. The Chair of the Committee shall be designated by the Board. Members of the Committee shall serve until their successors are duly elected and qualified, or their earlier resignation or removal. The Board may replace any member of the Committee.

Each member shall be "independent" in accordance with applicable law, including the rules and regulations of the Securities and Exchange Commission and the rules of the Nasdaq Stock Market.

## MEETINGS OF THE COMMITTEE

The Committee shall meet as often as it deems appropriate to perform its duties and responsibility under this charter. Any member of the Committee may call meetings of the Committee. The Chair of the Committee, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee's agenda. A majority of the members of the Committee shall constitute a quorum and the act of a majority of the members present at a meeting where a quorum is present shall be the act of the Committee. The Committee shall otherwise be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee shall take written minutes of its meetings and activities which will be filed with the meeting minutes of the Board.

## AUTHORITY AND RESOURCES

The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a Committee meeting. The Committee has the right at any time to obtain advice, reports or opinions from internal and external counsel and expert advisors and has the authority to hire and terminate independent legal, financial and other advisors as it may deem necessary.

or appropriate, at the Company's expense, without consulting with, or obtaining approval from, any officer of the Company in advance.

## **DUTIES AND RESPONSIBILITIES**

The Committee shall:

### **Director Nominations**

1. Develop recommendations to the Board of Directors as to the skills and qualifications required of directors and other criteria to be considered in selecting potential candidates for Board membership.
2. Evaluate candidates to be nominated to serve on the Board of Directors and recommend the slate of nominees for election at the annual meeting of shareholders and to fill vacancies or new positions on the Board of Directors, as necessary or advisable.
3. Establish procedures for consideration of, and consider any nominations of, director candidates validly made by the shareholders in accordance with applicable laws, rules or regulations and for recommendation to the Board of Directors.

### **Corporate Governance**

4. Make recommendations to the Board concerning the size, structure and composition of the Board and its committees.
5. Oversee the annual Board performance evaluation process, including conducting surveys of director observations, suggestions and preferences.
6. Monitor compliance with the Company's Corporate Governance Guidelines and Business Conduct Policy.
7. Evaluate and recommend termination of membership of individual directors in accordance with the Company's bye-laws, for cause or for other appropriate reasons.
8. Review the Company's succession plans for the CEO and other executive officers and update or revise such plans as appropriate.
9. Review and make recommendations to the Board with respect to proposals properly presented by shareholders for inclusion in the Company's annual proxy statement. The Committee may, as appropriate in light of the proposal's subject matter, refer any proposal to any other committee of the Board for purposes of review and recommendations.

### **Other**

10. Review the Committee's charter, structure, processes, and membership requirements and submit any recommended changes to the Board.
11. Review the Corporate Governance Guidelines and other corporate governance policies and submit any recommended changes to the Board.

12. Report to the Board concerning the Committee's activities with such recommendations as the Committee deems appropriate.

13. Perform such other functions as assigned by law, the Company's charter or bye-laws, or the Board.