

**GAMBLING.COM GROUP LIMITED**  
**CORPORATE GOVERNANCE GUIDELINES**

The following corporate governance guidelines have been approved and adopted by the Board of Directors (the “**Board**”) of Gambling.com Group Limited (the “**Company**”), and along with the charters and key practices of the committees of the Board, in order to provide the framework for the governance of the Company.

**I. Mission and Responsibilities of the Board**

The mission of the Board is to oversee the performance of the Chief Executive Officer (the “**CEO**”) and other members of executive management, and to assure that the best interests of shareholders are being served. To satisfy this responsibility, the Board is expected to:

- (i) review, and where appropriate, approve and evaluate the financial and business strategies, major corporate actions and internal controls of the Company;
- (ii) regularly monitor the effectiveness of management policies and decisions, including the execution of the Company’s strategies;
- (iii) select, evaluate and compensate the CEO and other members of executive management and review management succession planning;
- (iv) assess major risks facing the Company and review options for their mitigation; and
- (v) seek to ensure that the Company’s business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations.

In addition to fulfilling its primary mission, the Board should maintain a sense of responsibility to the Company’s business partners, employees and the communities in which the Company operates its business.

**II. Director Qualifications and Selection; Board Structure**

*1. Independence and Other Qualifications*

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, whether directors satisfy the independence requirements of applicable rules and regulations. No director will qualify as independent unless the Board affirmatively determines that such director is independent.

The Nominating and Corporate Governance Committee is also accountable for annually reviewing with the Board the requisite skills and characteristics required for new directors, as well as the composition of the Board as a whole. This review will focus, among other things, on the following areas of Board composition: (i) diversity, age, background, skills and experience; (ii) personal qualities and characteristics, accomplishments and reputation in the business community; (iii) knowledge and contacts in the communities in which the Company conducts business; (iv) ability and willingness to devote time to serve on the Board and its committees; (v) knowledge and expertise in various activities deemed relevant by the Board; and (vi) fit of the individual’s skills, experience and personality with those of other directors in maintain an effective and responsive Board.

2. Board Size

The size of the Board is established in accordance with the Company's amended and restated articles, as amended from time to time. Subject to the Companies (Jersey) Law, 1991 (the "**Companies Law**"), the number of directors shall be as the Board may determine from time to time, but shall not, unless otherwise determined by an ordinary resolution of the Company, be less than three in number.

3. Annual Review by Board Nominating and Corporate Governance Committee of Nomination of New Directors

The Nominating and Corporate Governance Committee will review with the Board, on an annual basis, the appropriate skills and characteristics required of directors in the context of the current make-up of the Board and any perceived needs. The Nominating and Corporate Governance Committee will screen, select and consider director candidates in accordance with its charter. The Board itself will be ultimately responsible for selecting its own members and nominating them for election by shareholders.

The Board may appoint new directors to fill vacancies (whether such vacancy is due to a director no longer serving or due to the number of directors serving being less than the maximum required in the Company's amended and restated articles). The term of a director appointed by the Board to fill any vacancy will be for the remaining term of office of the director(s) whose office(s) have been vacated.

4. Election and Re-election of Directors

The Directors shall be divided into three classes of directors, designated as "Class I", "Class II" and "Class III", respectively (each a "**Class**"). The Board is authorized to assign members of the Board already in office to such classes at the time the classification becomes effective. The Board is also authorized to assign any persons who take office as directors after the date hereof to any such Class; provided, however, that the Classes are as close to equal size as possible.

At the annual general meeting of the Company's shareholders to be held in 2022, each director in Class I shall retire from office but shall be eligible for re-appointment by ordinary resolution of the Company at such annual general meeting and, in each case, where such director is so re-appointed, they shall be entitled to serve until the third annual general meeting of the Company falling after the first annual general meeting, at which stage the director shall retire from office but shall be eligible for further re-appointment.

At the annual general meeting of the the Company's shareholders to be held in 2023, each director in Class II shall retire from office but shall be eligible for re-appointment by ordinary resolution of the Company at such annual general meeting and, in each case, where such director is so re-appointed, they shall be entitled to serve until the third annual general meeting of the Company falling after the second annual general meeting, at which stage the director shall retire from office but shall be eligible for further re-appointment.

At the annual general meeting of the the Company's shareholders to be held in 2024, each director in Class III shall retire from office but shall be eligible for re-appointment by ordinary resolution of the Company at such annual general meeting and, in each case, where such director is so re-appointed, they shall be entitled to serve until the third annual general meeting of the Company falling after the third annual general meeting, at which stage the director shall retire from office but shall be eligible for further re-appointment.

At each succeeding annual general meeting of the Company following the 2024 annual general meeting of the Company, directors shall be elected to serve for a term of three years to succeed the directors of the class whose terms expire at such annual general meeting.

5. Invitation to Join the Board

The invitation to join the Board should be extended on behalf of the Board, by the Chairman of the Board and the Chair of the Nominating and Corporate Governance Committee.

**III. Duties of Directors**

1. Director Time Commitment

Directors must be willing to devote sufficient time and effort to learning the business of the Company and the Board, and must ensure that other existing and planned future commitments do not materially interfere with his or her service as a director. Directors are expected to attend Board meetings and meetings of committees on which they serve, and to meet as frequently as necessary to properly discharge their responsibilities. Directors are also strongly encouraged to attend the Company's annual meeting of shareholders.

2. Service on Other Boards / Committees

Acknowledging the negative impact of competing time commitments when directors serve on multiple boards, directors are encouraged to limit the number of other boards (excluding non-profit boards) on which they serve, taking into account the potential impact on attendance, participation and effectiveness with respect to the Company's Board.

Directors should advise the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another company board.

3. Conflicts of Interest

Directors are required to disclose to the Board (and any applicable committee) any financial interest or personal interest that they have in any contract or transaction that is being considered by the Board or Audit Committee for approval. After such disclosure and responding to any questions the Board may have, the interested director should abstain from voting on the matter and, in most cases or if otherwise required by the Companies Law, should leave the meeting while the remaining directors discuss and vote on such matter. Disclosed conflicts of interest must be documented in the minutes of the meeting.

If a director has any significant conflict of interest with the Company that cannot be resolved, such director must promptly resign.

4. Change in Primary Employment

Directors are required to notify the Nominating and Corporate Governance Committee of his or her retirement, any change in employer and any other significant change in professional roles and responsibilities. The Nominating and Corporate Governance Committee must evaluate the continued appropriateness of Board composition under the new circumstances and make a recommendation to the Board as to any action to be taken. In order to meet the Company's regulatory obligations and applicable filing deadlines, directors must provide the notification described above in advance and as soon as practicable.

5. Company Loans and Corporate Opportunities

Directors must make business opportunities related to the Company's business available to the Company before pursuing the opportunity for the director's own or another's account. The Company will not make any personal loans or extensions of credit to directors or executive officers, other than consumer loans or credit card services on terms offered to the general public.

6. Director Orientation and Continuing Education

In furtherance of its policy of having major decisions made by the Board as a whole, the Company has an orientation and continuing education program for the Board that includes meetings with management. Each new director orientation should be conducted following the meeting at which a new director is elected. The orientation may include presentations by senior management to familiarize each new director with the Company's strategic plans; its significant financial, accounting and risk management issues; its compliance programs; its Code of Business Conduct and Ethics; its executive officers; and its internal and independent auditors.

The directors should also attend ongoing corporate governance and other educational programs related to their service on the Board.

**IV. Director Compensation**

In accordance with its charter, the Compensation Committee will review, periodically evaluate and make recommendations to the Board regarding the compensation and benefits, direct and indirect, for the Company's non-employee directors, taking into account the Compensation Policy.

**V. Board Meetings and Communications**

1. Agendas

The Chairman of the Board should preside over and set the agenda for all meetings of the shareholders and of the full Board. The Chairman of the Board should also perform such other duties and may exercise such other powers as may from time to time be assigned by the Company's amended and restated articles of association or by the Board.

2. Attendance at Board Meetings

The Board should have no less than four regularly scheduled meetings each year. In addition, special meetings are called as necessary or appropriate. It is the responsibility of the directors to regularly attend meetings of the Board and committees on which such director sits, with the understanding that on occasion a director may be unable to attend a meeting. A director who is unable to attend a meeting is expected to notify the Chairman of the Board or the Chair of the appropriate committee in advance of such meeting.

3. Board Material Distribution

Board materials related to agenda items should, to the extent practicable, be distributed to the Board sufficiently in advance of Board meetings to allow the directors to prepare for discussion of the items at the meeting.

4. Access to Management and Independent Advisors

Directors have access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the CFO or directly by the director in appropriate circumstances. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent deemed appropriate by the director, inform the CEO that such communications are taking place.

The Board has the power to direct the hiring of independent legal, financial or other advisors as they may deem necessary, without obtaining the approval of any officer of the Company in advance.

5. Executive Sessions of Non-Management Directors

To ensure that non-management directors serve as an effective check on management and to encourage open discussion among such non-management directors, the Company's non-management directors will meet in executive sessions without management directors or management present on a periodic basis but no less than twice a year.

**VI. Evaluation and Succession**

1. Annual Performance Evaluation

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will establish a process for the evaluation of the performance of the Board and each of its committees, which should include a solicitation of comments from all directors and a report annually to the Board on the results of this evaluation. This will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the contribution of the Board or the relevant committee to the Company, and specifically focus on areas in which the Board or management believes that the Board or the committee could improve.

2. CEO Evaluation

The Compensation Committee will conduct an annual review of the CEO's performance, as set forth in its charter. The Board will review the Compensation Committee's report in order to ensure that the CEO is providing the best leadership for the Company in the long- and short-term.

The evaluation should be based on objective criteria including performance of the business, accomplishment of long-term strategic objectives, the handling of extraordinary events and development of management. The criteria should ensure that the CEO's interests are aligned with the long-term interests of the Company's shareholders. The evaluation will be used by the Compensation Committee in the course of its deliberations when considering the compensation of the CEO.

3. Management Succession

The Nominating and Corporate Governance Committee should provide an annual report to the Board on succession planning which should include, without limitation, policies and principles for CEO selection and performance review as well as policies regarding succession in the event of an emergency or the retirement of the CEO. The CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

**VII. Board Committees**

1. Establishment of Committees

The Board will have the following three standing committees: Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. All of the members of these committees will satisfy the requirements of the Securities and Exchange Commission, Nasdaq and the Companies Law.

Subject to limitations in the Company's amended and restated articles of association and the Companies Law, the Board may from time to time establish additional committees as necessary or appropriate, delegating to such committees all or part of the Board's powers. In general, committees of the Board are utilized to focus on issues that may require more in-depth scrutiny. All significant findings of a committee are presented to the full Board for discussion and review.

2. Committee Charters and Responsibilities

The Board will adopt charters setting forth the purposes, goals and responsibilities of each of its standing committees and any other committees the Board deems appropriate, as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board.

3. Committee Meetings and Agendas

The Chair of each committee, in consultation with the committee members should determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chair of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. At the beginning of the year each committee should establish a schedule of agenda subjects to be discussed during the year. The schedule for each committee should be furnished to all directors.

**VIII. Code of Business Conduct and Ethics**

All directors, officers and employees must comply with the Company's Code of Business Conduct and Ethics which provides that the Company will conduct business according to high moral and ethical principles and in compliance with applicable law. In the unlikely event of a waiver, any such waiver of this code for directors or officers must be approved by the Audit Committee and such waiver must be promptly disclosed to shareholders by distributing a press release or providing website disclosure.

**IX. Administration of Corporate Governance Guidelines**

These guidelines must be reviewed annually by the Nominating and Corporate Governance Committee. If necessary, these guidelines will be revised and updated by the Board, based upon the recommendations of the Nominating and Corporate Governance Committee.

\*\*\*

Adopted: June 22, 2021