Information about proposals relating to Agenda items

GiG Software P.L.C.

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Information about proposals relating to Agenda items

The purpose behind each resolution (insofar as an explanation is deemed required in respect thereof) is set out under the relevant agenda item below.

Agenda item 3 – Resolution (a)

The Nomination Committee proposes that the Chairman of the Board be appointed as Chairman of the Extraordinary General Meeting.

Agenda item 4 – Resolution (b)

The Board of Directors proposes that a person that is physically participating in the meeting and who is independent from the Board of Directors certifies and signs the minutes.

Agenda item 6 – Resolution (c)

The Board of Directors proposes the increase in the authorised share capital of the Company from two hundred and twenty thousand Euro (EUR 220,000), divided into two hundred and twenty million (220,000,000) Ordinary 'A' Shares, to three hundred and twenty-five thousand Euro (EUR 325,000), divided into three hundred and twenty-five million (325,000,000) Ordinary 'A' Shares, each having a nominal value of EUR 0.001. The authorised share capital is the maximum number of shares the Company is legally permitted to issue. This allows the Company to act swiftly when strategic investment opportunities arise, to raise capital in an efficient and cost-effective manner and to grant options/warrants to key employees pursuant to a Long-Term Incentive Plan.

Agenda item 7 – Resolution (d)

For the purposes of article 88(7) of the Companies Act (Chapter 386 of the laws of Malta), through this resolution the shareholders of the Company are also authorising the Board of Directors to restrict or withdraw the right of pre-emption that would normally entitle existing shareholders to be offered newly issued shares in the Company in proportion to their shareholding before any new shares are offered to third parties. This allows the Company to act swiftly when strategic investment opportunities arise, to raise capital in an efficient and cost-effective manner and to grant options/warrants to key employees pursuant to a Long-Term Incentive Plan.

Agenda item 8 – Resolution (e)

The Board of Directors proposes the approval of certain amendments to the Company's memorandum and articles of association to reflect the increased authorised share capital and the Board Authorisation. An updated version of the Company's memorandum and articles of association reflecting the proposed changes is available on the Company's website at https://www.gig.com/corporate-governance/articles-of-association/.

By order of the Board
Claudio Caruana
Company Secretary
12 November 2026