

**GDEV INC.**  
**NOMINATION AND COMPENSATION COMMITTEE CHARTER**

**A. PURPOSE**

The purpose of the Nomination and Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of GDEV Inc. (the “*Company*”) is to, among other things:

- oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers;
- recommend to the Board the persons to be nominated for election as directors at any meeting of shareholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board;
- recommend to the Board the directors to be appointed to each committee of the Board;
- develop and recommend to the Board corporate governance guidelines; and
- oversee the evaluation of the Board and its committees.

The provisions herein are subject to any applicable exemptions and transition periods under the stock exchange where the Company’s securities are listed and the rules and regulations of the U.S. Securities and Exchange Commission (the “*SEC*”).

**B. STRUCTURE AND MEMBERSHIP**

1. Number. The Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Qualifications. The Committee members must satisfy the independence requirements of the Nasdaq Stock Market LLC, subject to any available exception.
3. Chairperson. Unless the Board elects a Chairperson of the Committee, the Committee shall elect a Chairperson by majority vote.
4. Compensation. The compensation of the Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Committee shall be appointed by the Board. The Board may remove members of the Committee from such Committee, with or without cause.
6. Rules and Procedures. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with this Charter or any provisions of the Company’s articles of association that are applicable to the Committee.

**C. AUTHORITY AND RESPONSIBILITIES**

1. General  
The Committee shall discharge its responsibilities and shall assess the information provided to it by the Company’s management and others, in accordance with its business judgment.
2. Compensation Matters

- (a) Executive Officer Compensation. The Committee shall review and approve, or recommend for approval by the Board, the compensation of the Company's Chief Executive Officer (the "**CEO**") and the Company's other executive officers, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits, and other forms of executive officer compensation. The Committee shall meet without the presence of executive officers when approving or deliberating on CEO compensation but may, in its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other executive officer compensation.
- (b) Plan Recommendations and Approvals. The Committee shall periodically review and approve new compensation and employee benefit plans that are not subject to shareholder approval or approval by the Board, review and approve changes to existing compensation and employee benefit plans to the extent shareholder or Board approval of such changes is not required, make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans subject to shareholder or Board approval, and discharge any responsibilities imposed on the Committee by any of these plans.
- (c) Administration of Equity-Based Plans. The Committee shall exercise all rights, authority and functions of the Board under all of the Company's share option, share incentive, employee share purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof and to grant options and make share and other equity-based awards thereunder, except to the extent the terms of any such plan require administration by the full Board. To the extent permitted by and consistent with applicable law and the provisions of a given equity-based plan, the Committee may delegate to one or more executive officers of the Company the power to grant options or other share or other equity-based awards pursuant to such equity-based plan. The Committee shall approve, or recommend for approval by the Board, any inducement awards to be granted in reliance on the exemption from shareholder approval contained in Nasdaq Rule 5635(c)(4).
- (d) Role of the CEO. The Chief Executive Officer may make, and the Committee may consider, recommendations to the Committee regarding the Company's compensation and employee benefit plans and practices, including its executive compensation plans, its incentive-compensation and equity-based plans with respect to executive officers other than the Chief Executive Officer.
- (e) Director Compensation. The Committee shall periodically review and make recommendations to the Board with respect to director compensation.
- (f) Clawback Policy. The Committee will administer and oversee the Company's compliance with the compensation recovery policy required by applicable SEC and Nasdaq rules.
- (g) Nomination and Compensation Committee Report. To the extent required, the Committee shall prepare the annual Nomination and Compensation Committee Report pursuant to applicable rules and regulations of the SEC.
- (h) Compensation Consultants, Counsel and Other Advisors. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of such compensation consultants, legal counsel and other advisors, as the Committee deems necessary or appropriate to carry out its responsibilities. In connection with retaining or obtaining the

advice of such consultants, counsel and advisors, other than in-house legal counsel, the Committee shall take into consideration the factors affecting independence required by applicable laws, SEC rules and Nasdaq rules. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultants, counsel and advisors that it retains. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such consultants, counsel and advisors as established by the Committee.

(i) Risk Assessment. The Committee shall review compensation arrangements for the Company's employees to evaluate whether incentive and other forms of pay encourage unnecessary or excessive risk taking, and periodically review and discuss the relationship between risk management policies and practices, corporate strategy and the Company's compensation arrangement.

3. Board and Committee Membership.

(a) Selection of Director Nominees. Subject to the right of any third party to nominate directors to serve on the Company's Board and/or its committees, the Committee shall be responsible for (a) identifying individuals qualified to become Board members, consistent with criteria approved by the Board and (b) recommending to the Board the nominees for election as directors at any meeting of shareholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by shareholders. The Committee shall review and evaluate information available to it regarding such candidates proposed by shareholders and shall apply the same criteria, and shall follow substantially the same process, in considering them as it does in considering other candidates. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by shareholders.

(b) Criteria for Selecting Directors. The criteria to be used by the Committee in recommending directors, and by the Board in nominating directors, are as set forth in the Company's corporate governance guidelines.

(c) Search Firms. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director nominees, including sole authority to approve such search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

(d) Board Committees. The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board. The Committee shall periodically review the composition of each Board committee and make recommendations to the Board for changes or rotation of committee members, the creation of additional Board committees or the dissolution of Board committees.

(e) Request Director Resignations Pursuant to Corporate Governance Guidelines. The Committee shall review any notification by a director of their resignation provided pursuant to the Company's corporate governance guidelines and recommend whether or not the Board should accept such resignation.

4. Corporate Governance.

(a) Corporate Governance Guidelines. The Committee shall develop and recommend to the Board corporate governance guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such

corporate governance guidelines and recommend any proposed changes to the Board for approval.

(b) Board Leadership Structure. The Committee shall periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company and recommend any changes to the Board.

5. Evaluation of the Board.

(a) Evaluation of the Board. The Committee shall be responsible for overseeing a periodic evaluation of the Board and its committees to determine whether the Board and its committees are functioning effectively.

6. Additional Duties.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's organizational documents and other governance policies and applicable Nasdaq rules.

**D. PROCEDURES AND ADMINISTRATION**

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee shall maintain minutes of its meetings and records related to those meetings as it shall deem appropriate. Each member of the Committee will have one vote. A majority of the members of the Committee will constitute a quorum. The Committee may act by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present or by the unanimous written consent of all of the Committee members.

2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances, including a subcommittee consisting of a single member.

3. Reports to the Board. The Committee shall report regularly to the Board regarding the activities of the Committee.

4. Charter. The Committee shall, at least annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

6. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

7. Self-Evaluation. The Committee shall periodically evaluate its own performance.

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Effective Date: October 2, 2023.