

G2D INVESTMENTS, LTD.

(the "Company")

NOTICE OF MEMBERS' WRITTEN RESOLUTIONS

NOTICE IS HEREBY GIVEN that the holders of Class B Shares of the Company propose to sign a resolution in writing on or before 23 November 2023, pursuant to bye-law 4.2 (b)(ii) of the Company's Bye-laws, to consider the execution of a Private Instrument of Revolving Credit Facility between the Company and its indirect controlling shareholder GP Investments, Ltd. ("GP") with the following conditions: (i) a revolving credit facility in the amount of up to US\$10,000,000.00; (ii) an interest rate of 2% per annum over the full credit facility amount plus an interest rate of 10% per annum over the effective borrowed amount; (iii) an initial term of twenty-four (24) months; (iv) the Company will have the option, at any time and at its sole discretion, regardless of GP's prior authorization, to pay in advance, all or any portion of the outstanding amount without any fee; (v) if the Company pays all or any portion of the outstanding amount due in regards of the loan agreement entered by and among the Company and Banco BTG Pactual S.A. – Cayman Branch ("Banco BTG") – *i.e.* any prepayment not comprised in the regular payment schedule detailed in such loan agreement with Banco BTG, GP may, regardless of any judicial or extrajudicial notice, deem the outstanding payable amount to be proportionally due and payable in advance.

Dated: 8 November 2023

BY ORDER of the Board of Directors

Conyers Corporate Services (Bermuda) Limited
Secretary

Notes:

4. *A Form of written resolution is enclosed for use by holders of BDRs held through Banco Bradesco S.A. in connection with the business set out above.*
5. *G2D Investments, Ltd. is an exempted company limited by shares incorporated under the laws of Bermuda. As per the date of this notice, the Company has an authorized share capital of \$66,213,873.486, of which 188,547,486 Class A common shares of par value US\$0.001 each and 66,025,326 Class B common shares of par value US\$1.00 each are issued and outstanding. In connection with the above proposal, each common share represents one voting right, pursuant to bye-law 2.1 of the Company's Bye-laws.*
6. *All of the holders of Class B common shares of the Company intend to sign a written resolution in favour of the above proposal on or before 23 November 2023. Pursuant to bye-law 33.3 of the Company's Bye-laws, a written resolution is passed when it is signed by (or in the case of a Member that is a corporation, on behalf of) the Members who at the date that the notice is given represent such majority of votes as would be required if the resolution was voted on at a meeting of Members at which all Members entitled to attend and vote thereat were present and voting.*

November 08, 2023

**TO THE HOLDERS OF BRAZILIAN DEPOSITARY RECEIPTS
REPRESENTING CLASS A SHARES:**

Re: Written Resolution of G2D Investments, Ltd. (“Company”)

Dear Sirs:

Please note that the holders of Class B Shares of the Company propose to sign a resolution in writing on or before 23 November 2023 (the “Resolution”), with the purpose to approve the matter listed below subject to the votes of holders of Class A shares and Class B shares of the Company (“Shareholders”), voting as a single class, which includes those Class A shares represented by Brazilian Depositary Receipts (“BDRs”), and therefore presents hereby the matter which will require votes from the Shareholders as per the Voting Instructions Form.

Private Instrument of Revolving Credit Facility between the Company and GP Investments, Ltd.

It is proposed to approve the execution of a Private Instrument of Revolving Credit Facility between the Company and its indirect controlling shareholder GP Investments, Ltd. (“GP”) with the following conditions: (i) a revolving credit facility in the amount of up to US\$10,000,000.00; (ii) an interest rate of 2% per annum over the full credit facility amount plus an interest rate of 10% per annum over the effective borrowed amount; (iii) an initial term of twenty-four (24) months; (iv) the Company will have the option, at any time and at its sole discretion, regardless of GP’s prior authorization, to pay in advance, all or any portion of the outstanding amount without any fee; (v) if the Company pays all or any portion of the outstanding amount due in regards of the loan agreement entered by and among the Company and Banco BTG Pactual S.A. – Cayman Branch (“Banco BTG”) – *i.e.* any prepayment not comprised in the regular payment schedule detailed in such loan agreement with Banco BTG, GP may, regardless of any judicial or extrajudicial notice, deem the outstanding payable amount to be proportionally due and payable in advance.

The Company is engaged in supporting and encouraging the participation of all holders of Class A shares (including Class A shares represented by BDRs). For this reason, please also find enclosed the Voting Instructions Form.

In your capacity as a holder of BDRs, you will be entitled to exercise the voting rights attached to the Class A shares of the Company evidenced by your Brazilian Depositary Receipts (“BDRs”). For this purpose, you must return the attached Voting Instructions Form together with the mandatory documents to Banco Bradesco S.A. exclusively by courier or e-mail as follows:

To: Banco Bradesco S.A.

Att: Departamento de Ações e Custódia – Operações Internacionais - Controle Operacional DRs e Offshore

Address: Núcleo Administrativo Cidade de Deus, S/N, Prédio Amarelo, 2º Andar, Vila Yara, Osasco, SP – CEP: 06029-900

E-mails: dac.dr@bradesco.com.br and dac.escrituracao@bradesco.com.br

Only Voting Instructions Forms that are duly completed and signed by the BDR holder or its legal representative, with a copy of the statement from B3 confirming the BDRs balance on November 8, 2023, received by Banco Bradesco S.A. on or before 4 pm BRT on November 21, 2023, will be accepted. Any Voting Instructions Forms received after such date or at variance with the above requirements will be disregarded.

The Voting Instructions Form will be available on the website of the Company (www.g2d-investments.com).

Yours faithfully,

Fersen Lambranh
Chairman of the Board

VOTING INSTRUCTIONS

G2D Investments, Ltd. (the "Company")

Members' Written Resolutions dated 23 November 2023

I am/We are the record and beneficial owner(s) of _____ (please indicate amount) Class A Shares of the Company, evidenced by Brazilian Depository Receipts ("BDRs"), listed at B3 – Brasil, Bolsa e Balcão S.A. ("B3") with the ticker G2DI33 (base date: November 8, 2023).

I/We hereby acknowledge that only record and beneficial owners of BDRs listed at B3, duly registered at the close of business on November 8, 2023, are entitled to give instructions to Banco Bradesco S.A. to sign on their behalf at said Members' Written Resolution of the Company.

Therefore, the instructions below apply to all BDRs holders registered in my/our name at the close of business on November 8, 2023.

Proposal:

- 2) Approve the execution of a Private Instrument of Revolving Credit Facility between the Company and its indirect controlling shareholder GP Investments, Ltd. ("GP") with the following conditions: (i) a revolving credit facility in the amount of up to US\$10,000,000.00; (ii) an interest rate of 2% per annum over the full credit facility amount plus an interest rate of 10% per annum over the effective borrowed amount; (iii) an initial term of twenty-four (24) months; (iv) the Company will have the option, at any time and at its sole discretion, regardless of GP's prior authorization, to pay in advance, all or any portion of the outstanding amount without any fee; (v) if the Company pays all or any portion of the outstanding amount due in regards of the loan agreement entered by and among the Company and Banco BTG Pactual S.A. – Cayman Branch ("Banco BTG") – *i.e.* any prepayment not comprised in the regular payment schedule detailed in such loan agreement with Banco BTG, GP may, regardless of any judicial or extrajudicial notice, deem the outstanding payable amount to be proportionally due and payable in advance.

Vote in favour Vote against Abstention

In the absence of instructions (or if the above instructions are unclear), a vote will not be cast on your behalf.

Place: _____ Signature of record owner: _____
Date: _____ Name of record owner: _____
Address of record owner: _____

*Only Voting Instructions Forms duly completed and signed by the BDR holder or its legal representative, with a copy of the statement from B3 confirming the BDRs balance on November 8, 2023, received by Banco Bradesco S.A. on or before 4 pm BRT November 21, 2023, will be accepted.