

25 March 2021 12:00:00 CET
PRESS RELEASE

NOTICE OF KAMBI GROUP PLC ANNUAL GENERAL MEETING 2021

In terms of Articles 41 and 42 of the Articles of Association of the Company

NOTICE IS HEREBY GIVEN that that THE ANNUAL GENERAL MEETING (the “Meeting”) of Kambi Group plc, company number C 49768 (the “Company”) will be held on Tuesday 11 May 2021 at 11.00 CEST at Kambi, Wallingatan 2, 4tr, 111 60 Stockholm, to consider the following Agenda. The registration of shareholders starts at 10.30 CEST.

Right to attendance and voting

- To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be entered on the Company’s register of members maintained by Euroclear Sweden AB by Friday 23 April 2021.
- Shareholders whose shares are registered in the name of a nominee should note that they may be required by their respective nominee/s to temporarily re-register their shares in their own name in the register of members maintained by Euroclear Sweden AB in order to be entitled to attend and vote (in person or by proxy) at the Meeting. Any such re-registration would need to be effected by Friday 23 April 2021. Shareholders should therefore liaise with and instruct their nominees well in advance thereof.
- To be entitled to attend and vote in person at the Meeting, shareholders must notify Euroclear Sweden AB of their intention to attend the Meeting by Friday 23 April 2021 and can do so by (i) e-mail to kambi@euroclear.eu or (ii) mail to: Kambi Group plc, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden or (iii) by phone on +46 8 402 9092 during the office hours of Euroclear Sweden AB. Notification should include the shareholder’s name, address, email address, daytime telephone number, personal or corporate identification number, number of shares held in the Company, as well as details of any proxies (if applicable, in the case that the shareholder has appointed a third party representative to attend the Meeting in their stead). Information submitted in connection with the notification will be computerised and used exclusively for the Meeting. See below for additional information on the processing of personal data.

Shareholders’ right to appoint a proxy

- A shareholder who is entitled to attend and vote at the Meeting, is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not also be a shareholder. If the shareholder of the proxy is an individual, the proxy form must be signed

by the appointer (or his authorised attorney) or comply with Article 126 of the Articles. If the shareholder is a corporation, the proxy form must be signed on its behalf by an authorised attorney or a duly authorised officer of the corporation or comply with Article 126 of the Articles.

- Proxy forms must clearly indicate whether the proxy is to vote in their discretion or in accordance with the voting instructions sheet attached to the proxy form. Your proxy shall vote as you have directed in respect of the resolutions set out in this notice or on any other resolution that is properly put to the meeting. If the proxy form is returned to the Company without any indication as to how the proxy shall vote, generally or in respect of a particular resolution, the proxy shall exercise their discretion as to how to vote or whether to abstain from voting, generally or in respect of that particular resolution (as applicable).
- Where the shareholder is a corporation, a document evidencing the signatory right of the officer signing the proxy form, must be submitted with the proxy form. Where the proxy form is signed on behalf of the shareholder by an attorney (rather than by an authorised representative, in the case of a corporation), the original power of attorney or a copy thereof certified or notarised in a manner acceptable to the Board of Directors must be submitted to the Company, failing which the appointment of the proxy may be treated as invalid.
- The original signed proxy form and, if applicable, other supporting documents (required pursuant to the above instructions), must be received by Euroclear Sweden AB no later than Friday 23 April 2021 by (i) e-mail to kambi@euroclear.eu or (ii) mail to: Kambi Group plc, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden. Shareholders are therefore encouraged to submit their proxy forms (and other supporting documents, if any) as soon as possible.
- Proxy forms are available on the Company website www.kambi.com under the General Meetings section.
- Aggregated attendance notifications and proxy data processed by Euroclear Sweden AB must be transmitted to and received by the Company by email at mia.nordlander@kambi.com not less than 48 hours before the time appointed for the Meeting and in default shall not be treated as valid.

Agenda

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Drawing up and approval of the voting list
4. Approval of the Agenda
5. Determination that the Meeting has been duly convened
6. Election of two persons to approve the minutes

7. Presentation of the Consolidated Financial Statements (Annual Report), the Financial Statements of the Company for the year ended 31 December 2020 and the auditor's reports.

8. The CEO's presentation

Ordinary Business (Ordinary Resolutions)

9. To receive and approve the Consolidated Financial Statements (Annual Report) and the Financial Statements of the Company for the year ended 31 December 2020 and the Reports of the Directors and Reports of the Auditors thereon. **(Resolution a)**

10. To approve the remuneration report set out on page 57 of the Company's Annual Report and Financial Statements for the year ended 31 December 2020. **(Resolution b)**

11. To determine the number of Board members. **(Resolution c)**

12. To determine the Board members' fees. **(Resolution d)**

13. To re-elect Lars Stugemo as a Director of the Company. **(Resolution e)**

14. To re-elect Anders Ström as a Director of the Company. **(Resolution f)**

15. To re-elect Patrick Clase as a Director of the Company. **(Resolution g)**

16. To re-elect Marlene Forsell as a Director of the Company. **(Resolution h)**

17. To re-elect Cecilia de Leeuw as a Director of the Company. **(Resolution i)**

18. To appoint the Chairman of the Board. **(Resolution j)**

19. Resolution on guidelines for how the Nomination Committee shall be appointed. **(Resolution k)**

20. To re-appoint Mazars as Auditors of the Company, represented by Paul Giglio, and to authorise the Directors to determine the Auditors' remuneration. **(Resolution l)**

21. To vote on the remuneration policy and other terms of employment for Executive Management. **(Resolution m)**

Special Business (Extraordinary Resolutions)

22. THAT the Directors be and are hereby duly authorised and empowered in accordance with Articles 85(1) and 88(7) of the Companies Act and Article 3 of the Articles, on one or several occasions prior to the date of the next Annual General Meeting of the Company, to issue and allot up to a maximum of 3,097,570 Ordinary 'B' shares in the Company of a nominal value of €0.003 each (corresponding to a dilution of 10%) for payment in kind or through a direct set-off in connection with an acquisition, and to authorise and empower the Directors to restrict or withdraw the right of pre-emption associated to the issue of the said shares. This resolution is being taken in terms and for the purposes of the approvals necessary in terms of the Companies Act and the Articles of Association of the Company. **(Resolution n)**

23. WHEREAS (i) at a meeting of the Board of Directors of the Company held on 24 March 2021, the Directors resolved to obtain authority to buy back Ordinary 'B' shares in the Company having a nominal value of €0.003 each; and

(ii) pursuant to Article 5 of the Articles and Article 106(1) (b) of the Companies Act a company may acquire any of its own shares otherwise than by subscription, provided inter alia authorisation is given by an extraordinary resolution, which resolution will need to determine the terms and conditions of such acquisitions and in particular the maximum number of shares to be acquired, the duration of the period for which the authorisation is given and the maximum and minimum consideration.

NOW THEREFORE the members of the Company resolve that the Company be generally authorised to make purchases of Ordinary 'B' shares in the Company of a nominal value of €0.003 each in its capital, subject to the following:

(a) the maximum number of shares that may be so acquired is 3,097,570 which is equivalent to 10% of total shares;

(b) the minimum price that may be paid for the shares is SEK1 per share;

(c) the maximum price that may be paid for the shares is SEK1,000 per share;

(d) the maximum aggregate number of shares that can either be i) issued and allotted under Resolution n and, ii) bought back under this Resolution o, shall not exceed 3,097,570; and

(e) the authority conferred by this resolution shall expire on the date of the 2022 Annual General Meeting, but in any case shall not exceed the period of 18 months, but not so as to prejudice the completion of a purchase contracted before that date. (**Resolution o**)

24. Closing of the Annual General Meeting

Information about proposals related to Agenda items

Agenda item 2

The Nomination Committee proposes that Lars Stugemo be elected Chairman of the Meeting.

Agenda item 10

The Board of Directors proposes that the AGM approves the remuneration report on page 57 of the Company's Annual Report and Financial Statements for the year ended 31 December 2020.

Agenda item 11

The Nomination Committee proposes that the Board of Directors should consist of five Directors.

Agenda item 12

The Nomination Committee appointed by the Directors of the Company pursuant to Article 90 of the Articles, proposes that the aggregate amount per annum of the ordinary remuneration of Directors shall not exceed €360,000 (previously €339,000).

The Directors have determined in terms of Articles 68 and 69 of the Articles that the annual amount of the ordinary remuneration of a Director shall be €52,500 (previously €50,000) and of the Chairman of the Board shall be €105,000 (previously €100,000). The annual extra remuneration payable to each member of the Audit Committee and the Remuneration Committee shall be €7,000 (previously €6,500).

Additionally, the directors have determined that an extra remuneration of €1,100 (previously €1,000) is payable to each director per licence application handled in the US, and a fee, at the rate of €2,100 (previously €2,000) per day spent in the US in conjunction with handling of the applications, is paid to any director as required.

Agenda item 18

The Nomination Committee proposes that Lars Stugemo is appointed as the Chairman of the Board.

Agenda item 19

The Nomination Committee proposes that the Annual General Meeting resolves that, until the general meeting of the shareholders decides otherwise, the Nomination Committee shall consist of not less than four and not more than five members, of which one shall be the Chairman of the Board of Directors. The members of the Nomination Committee shall represent all shareholders and be appointed by the three or four largest shareholders as at 30 September each year, having expressed their willingness to participate in the Nomination Committee.

Agenda item 20

The Nomination Committee, based on recommendation from the Audit Committee, proposes to re-appoint Mazars as auditors of the Company and their remuneration should be based on a fixed fee and negotiated by the Directors.

Agenda item 21

The Board of Directors proposes that the Annual General Meeting resolves on the following guidelines for remuneration to Executive Management.

Kambi Group plc is listed on the First North Growth Market at Nasdaq Stockholm. In line with First North Growth Market rules, the Company is not required to apply the principles of the Swedish Corporate Governance Code (“the Code”). The Board however recognises the importance and value of good corporate governance practice and accordingly has selected those procedures and committees of the Code they consider relevant and appropriate to the Group, given its size and structure. Kambi’s Guidelines for remuneration to Executive Management have been updated to comply with the requirements of the European Union Shareholder Rights Directive II (“SRD II”).

Introduction

These Guidelines for remuneration to Executive Management apply to the executive team of Kambi Group plc, including the CEO. These guidelines do not cover remuneration resolved by the general meeting of shareholders, such as executive share option plans.

Objective

These Guidelines aim to ensure alignment with the current remuneration policy and practices applicable for Kambi's Executive Management based on the principles of competitiveness, fairness, transparency and performance. In particular to:

- attract and retain highly competent, performing and motivated people that have the ability, experience and skill to deliver on Kambi's strategy
- encourage behaviour consistent with Kambi's culture and core values
- ensure fairness in reward by delivering total remuneration that is appropriate but not excessive, and clearly explained
- have a total compensation mix of fixed pay, variable pay and benefits that is competitive where Kambi competes for talent, and
- encourage variable remuneration which aligns Executive Management with clear and relevant targets, reinforces their performance and enables flexible remuneration costs.

The Guidelines and the Company's strategy and sustainable long-term interest

A successful implementation of Kambi's strategy and sustainable long-term interests requires that the Company can attract, retain and motivate the right talent and can offer them competitive remuneration. These guidelines aim to allow the Company to offer the members of the Executive Management attractive and competitive total remuneration. Variable compensation covered by these Guidelines shall be awarded against specific pre-defined and measurable business targets derived from the long-term business plan approved by the Board of Directors. Targets may include financial targets, strategic targets, operational targets, employee engagement targets, customer satisfaction targets, sustainability and corporate responsibility targets or other lead indicator targets.

Governance of remuneration to Executive Management

The Board has established a Remuneration Committee to handle compensation policies and principles and matters concerning remuneration to Executive Management.

Overview of remuneration package covered by these guidelines

For Executive Management, the remuneration package may consist of fixed salary, short-term and long-term variable compensation, pension and other benefits. The list below sets out the key components of remuneration of Executive Management covered by these Guidelines. In addition, the AGM has resolved and may in the future decide to implement executive share option plans for managers and senior staff. For more information regarding share-based payments, please visit www.kambi.com/investors/share-information or Note 27 "Share based payments" in the Annual Report 2020.

Fixed salary

The fixed salary for the CEO and the other members of the Executive Management shall mirror the demands and responsibility that the position entails as well as individual performance.

Variable compensation

The variable remuneration is in proportion to the Executive Management's responsibilities and authority. It is also subject to an upper limit and based on fulfilment of targets aligned with the shareholders' long-term interests. Where appropriate, the variable element is based on

quantitative and qualitative targets. The variable element of remuneration for the CEO and other members of the Executive management depend on the attainment of personal and company performance targets. Annually updated information on this area is available in the Company's Annual Report in the "Kambi Remuneration policy and report" section.

Pension

Pension benefits should be defined contribution and may vary due to legislation or practice in the local market.

Deviation from guidelines

The Board, upon recommendation from the Committee, may in specific cases decide to temporarily deviate from these Guidelines in whole or in part at its full discretion.

Agenda item 22

The objectives of the authorisation are to increase the financial flexibility of the Company and to enable the Company to use its own financial instruments for payment in kind or through a directed set-off to a selling partner in connection with any business acquisitions the Company may undertake or to settle any deferred payments in connection with business acquisitions. The market value of the shares on each issue date will be used in determining the price at which shares will be issued. For the purposes of Article 88(7) of the Companies Act, through this resolution the members of the Company are also authorising the Board of Directors to restrict or withdraw the members' right of pre-emption that would normally entitle members to be offered the newly issued shares in the Company in proportion to their shareholding before such new shares are offered to third parties.

Agenda item 23

The Board of Directors proposes that the acquisition by the Company of its own shares shall take place on First North Growth Market at Nasdaq Stockholm or via an offer to acquire the shares to all members of the Company. Such acquisitions of own shares may take place on multiple occasions and will be based on market terms, prevailing regulations and the capital situation at any given time. Notification of any purchase will be made to First North Growth Market at Nasdaq Stockholm and details will appear in the Company's annual report and accounts. Any resolution to repurchase own shares will be publicly disclosed. The objective of the buyback and transfer right is to ensure added value for the Company's shareholders and to give the Board increased flexibility with the Company's capital structure.

Following such buybacks, the intention of the Board would be to either cancel, use as consideration for an acquisition or transfer to employees under a Share Option Plan. Once repurchased, further shareholder and Bondholder approval would be required before those shares could be cancelled.

If used as consideration for an acquisition the intention would be that they would be issued as shares and not sold first.

Note

Holder of the Convertible Bond

This notice is also sent to Moneytainment Media Ltd, a limited liability company incorporated in Malta with Registration No. C 41331, and of Registered Office at 157, Marina Sea Front, Pieta' PTA9043, Malta, as the holder of the Convertible Bond, having the right to attend the Annual General Meeting as an observer.

Other

The Company has 30,975,697 ordinary B shares outstanding as of the date of this notice (one vote per ordinary B share).

The Proxy form will be made available at the Company's website: www.kambi.com/investors/general-meetings. Such document will also be (a) sent to shareholders who so request and who inform the Company of their mailing address and (b) made available at the Meeting.

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's website www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

By order of the board,
Kambi Group plc
Malta, March 2021

For further information, please contact:

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About Kambi

Kambi is a provider of premium sports betting services to licensed B2C gaming operators. Our services encompass a broad offering from front-end user interface through to odds compiling, customer intelligence and risk management, built on an in-house developed software platform. Kambi's 30-plus customers include 888 Holdings, ATG, Churchill Downs Incorporated, DraftKings, Kindred Group, LeoVegas, Penn National Gaming and Rush Street Interactive. Kambi employs more than 850 staff across offices in Malta (headquarters), Australia, Philippines, Romania, Sweden, the UK and the United States.

Kambi utilises a best of breed security approach and is ISO 27001 and eCOGRA certified. Kambi Group plc is listed on Nasdaq First North Growth Market under the symbol "KAMBI".

The Company's Certified Advisor is Redeye AB.

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Tel: +46 (0) 8 121 576 90

Attachments

[Kambi Group Plc AGM Proxy Form 2021](#)

[NOTICE OF KAMBI GROUP PLC ANNUAL GENERAL MEETING 2021](#)