

18 November 2024 12:00:00 CET
PRESS RELEASE

Notice of Kambi Group Plc Extraordinary General Meeting 2024

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

NOTICE IS HEREBY GIVEN that that AN EXTRAORDINARY GENERAL MEETING (the “Meeting”) of Kambi Group plc, company number C 49768 (the “Company”) will be held on Friday 20 December 2024 at 11.00 CET at Kambi, Hälsingegatan 38, 113 43 Stockholm, Sweden, to consider the following Agenda. The registration of shareholders starts at 10.30 CET.

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 29 November 2024.
- 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 29 November 2024. 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 29 November 2024 and can do so by (i) e-mail to Generalmeetingservice@euroclear.com 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 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 29 November 2024 by (i) e-mail to Generalmeetingservice@euroclear.com 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 Chair 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

Special Business (Extraordinary Resolution)

7. WHEREAS the Board of Directors is proposing certain amendments to the current memorandum and articles of association of the Company; and

WHEREAS a marked-up version of the memorandum and articles of association, showing all the amendments being proposed by the Board of Directors, is available on the Company's website ([Corporate governance - Kambi](#)) and will also be sent to shareholders who so request and who inform the Company of their mailing address.

NOW THEREFORE, the Board of Directors proposes that the shareholders adopt the following extraordinary resolution:

*(i) That all amendments proposed to be made to the Company's current memorandum and articles of association (the "**Current M&A**") be approved and that the Current M&A be substituted in their entirety by the updated memorandum and articles of association in the form, or in substantially the same form, as that as made available on the Company's website, and circulated to the shareholders together with the notice of the Extraordinary General Meeting (the "**Revised M&A**"); and*

(ii) To authorise the Board of Directors to give full effect to all matters duly resolved upon herein, and for this purpose, to:

- a. make any amendments to the Revised M&A as directed by the Malta Business Registry ("**MBR**")*;
- b. sign the Revised M&A on behalf of the Company;*
- c. issue a certified extract of these resolutions;*
- d. file the Revised M&A and the aforementioned extract with the MBR, and/or any other competent authority, as may be required in terms of law; and*
- e. generally, to take any and all appropriate action as may be necessary and execute any and all such documents that may be required, desirable and/or conducive to give full effect to these resolutions and the transactions contemplated by these resolutions, and to register the abovementioned changes, as applicable, with the relevant regulatory authorities. ("**Resolution A**")*

8. Closing of the Extraordinary General Meeting

Information about proposal related to Agenda item 7 (Resolution A)

The primary objective of Resolution A is to authorise a number of amendments to the Company's current memorandum and articles of association, including to: (i) remove any references to the "Bondholder" and all other provisions associated with the previously existing convertible bond, which was fully repaid in 2023; (ii) remove the Ordinary A Share class from the authorised share capital of the Company; (iii) rename the Ordinary B Share class to 'Ordinary Shares'; (iv) remove the prohibition for Board meetings to be held in the United Kingdom; (v) remove the restriction regarding the location of general meetings; (vi) allow persons other than directors to chair general meetings; (vii) add standard "squeeze-out" rights and (viii) make any other amendments as may reflect current applicable law and best practices and/or to reflect any changes which have occurred since the Company's memorandum and articles of association were last registered with the Malta Business Registry, including updating the issued share capital clause so as to reflect the cancellation of shares (as applicable) previously approved under Resolution A of the Extraordinary General Meeting of the Company held on 18 November 2024.

Other

The Company has 31,278,297 ordinary B shares in issue as of the date of this notice (one vote per ordinary B share) of which 1,458,678 ordinary B shares are held by the Company itself (the “**Treasury Shares**”). In terms of article 109 of the Companies Act (Chapter 386 of the Laws of Malta), the Treasury Shares carry no voting rights for as long as they are held by the Company.

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

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 November 2024

For further information, please contact:

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About Kambi

Kambi Group is the home of premium sports betting services for licensed B2C gaming operators. Kambi’s portfolio of market-leading products include Turnkey Sportsbook, Odds Feed+, Managed Trading, Bet Builder, Esports, Front End and Sportsbook Platform. Kambi Group also operates esports data and odds supplier Abios, front end technology experts Shape Games and cutting-edge AI trading division Tzeract. Kambi Group’s partners include ATG, Bally’s Corporation, Corredor Empresarial, Kindred Group, LeoVegas, LiveScore, Rush Street Interactive and Svenska Spel. Kambi Group employs more than 1,000 staff across offices in Malta (headquarters), Australia, Denmark, 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.

Attachments

[Notice of Kambi Group Plc Extraordinary General Meeting 2024](#)

[Kambi Group Plc EGM Proxy Form December 2024](#)