

## KAMBI GROUP PLC

### Form of Proxy for use at Annual General Meeting

**Please Insert Shareholder Name and Address:**

Title / Name / Surname:

Address 1:

Address 2:

Address 3:

Country:

Postcode:

I/we (block capitals) ..... a shareholder of Kambi Group plc, hereby appoint (**check the appropriate box as necessary**):

☐ 1. The Chair of the Meeting

**OR**

☐ 2. Name: .....  
ID/Passport No:.....  
Address:.....

as my/our proxy to attend and vote for \_\_\_\_\_ shares\* in the Company on my/our behalf at the Annual General Meeting of the Company to be held at 13.00 CET at the Company's registered office address situated at Avenue 77 Complex, A4, Triq in-Negoju, Zone 3, Central Business District, Birkirkara, CBD 3010, on Monday 19 May 2025 and at any adjournment thereof.

My/Our Proxy is authorized to vote (**check the appropriate box as necessary**):

☐ as he/she wishes;

**OR**

☐ as indicated on the "Voting Instructions" overleaf (***in which case please refer to, complete and submit the separate 'Voting Instructions' sheet***)

Unless I/we indicate on this Form of Proxy my/our voting preferences overleaf, my/our Proxy is authorized to vote as he/she thinks fit.

\* Please insert number of shares covered by this proxy.

Shareholder Signature: \_\_\_\_\_

Personal identification number/passport number/company registration number of shareholder:

\_\_\_\_\_

Tel/Mob: \_\_\_\_\_

E-mail address: \_\_\_\_\_

## Voting Instructions

Please indicate with an X in the relevant boxes for each resolution below how you wish your votes to be cast. The 'vote withheld' option below is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'vote withheld' is not considered to be a vote and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution. If you fail to give proper instructions as to how the proxy shall vote on one or all of the resolutions below, your proxy shall exercise his/her discretion as to how to vote or whether to abstain from voting in respect of the relevant resolution/s.

|   | For | Against | Vote Withheld | At discretion |
|---|-----|---------|---------------|---------------|
| <i>To receive and approve the Annual Report and the Financial Statements of the Company (both individual and consolidated) for the year ended 31 December 2024 and the Reports of the Directors and Reports of the Auditors thereon (<b>Resolution A</b>)</i> |     |         |               |               |
| <i>To approve the remuneration report set out on page 50 of the Company's Annual Report and on the consolidated Financial Statements for the year ended 31 December 2024 (<b>Resolution B</b>)</i>  |     |         |               |               |
| <i>To determine the number of Board members as seven (<b>Resolution C</b>)</i>  |     |         |               |               |
| <i>To determine the Board members' fees (<b>Resolution D</b>)</i>   |     |         |               |               |
| <i>To re-elect Anders Ström as a Director of the Company (<b>Resolution E</b>)</i>  |     |         |               |               |
| <i>To re-elect Patrick Clase as a Director of the Company (<b>Resolution F</b>)</i>   |     |         |               |               |
| <i>To re-elect Marlene Forsell as a Director of the Company (<b>Resolution G</b>)</i>   |     |         |               |               |
| <i>To re-elect Kristian Nylén as a Director of the Company (<b>Resolution H</b>)</i>  |     |         |               |               |
| <i>To re-elect Benjamin Cherniak as a Director of the Company (<b>Resolution I</b>)</i>   |     |         |               |               |
| <i>To appoint Anna Nordell Westling as a Director of the Company (<b>Resolution J</b>)</i>  |     |         |               |               |
| <i>To appoint Ronnie Bodinger as a Director of the Company (<b>Resolution K</b>)</i>  |     |         |               |               |
| <i>To appoint Anders Ström as the Chairperson of the Board (<b>Resolution L</b>)</i>  |     |         |               |               |
| <i>To approve the guidelines for how the Nomination Committee shall be appointed (<b>Resolution M</b>)</i>  |     |         |               |               |

|   |  |  |  |  |
|---|--|--|--|--|
|   |  |  |  |  |
| <i>To re-appoint Mazars as Auditors of the Company, represented by Anita Grech, and to authorise the Directors to determine the Auditors' remuneration (<b>Resolution N</b>)</i>  |  |  |  |  |
| <i>In accordance with articles 85(1) and 88(7) of the Companies Act (Chapter 386 of the Laws of Malta, the "<b>Companies Act</b>"), and article 2 of the Articles of Association, to authorise and empower the Directors, 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 2,990,362 Ordinary shares in the Company of a nominal value of €0.003 each (corresponding to a dilution of approximately 10% of total shares as at the date of the notice to the 2025 Annual General Meeting) 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 with the issue of the said shares. This resolution is being taken in terms and for the purposes of the approvals required by the Companies Act and the Articles of Association. (<b>Resolution O</b>)</i>          |  |  |  |  |
| <i>In accordance with articles 85(4) and 88(7) of the Companies Act and article 9 of the Articles of Association, to authorise and empower the Directors with immediate effect and on one or several occasions during a period of 5 years from the date of this resolution, to issue options to be allotted with Ordinary shares in the Company having a nominal value of €0.003 each, up to the equivalent of 5% of the issued Ordinary Shares of the Company from time to time, solely for the purpose of issuing such shares to holders (if any) or future holders of options under the Kambi Group plc Share Option Plan 2025 as may from time to time be approved by the Directors for this purpose, without first offering the said options and the shares subject thereto to existing members of the Company. This resolution is being taken in terms and for the purposes of the approvals required by the Companies Act and the Articles of Association. (<b>Resolution P</b>)</i> |  |  |  |  |
| WHEREAS at a meeting of the Board of the Company held on 09 April 2025, the Directors resolved to obtain authority to buy back Ordinary shares in the Company having a nominal value of €0.003 each; and<br>WHEREAS pursuant to article 4 of the Articles of Association and article 106(1) (b) of the Companies Act, the Company may acquire any of its own shares otherwise than by subscription, provided inter alia that authorisation is given by an extraordinary resolution determining the terms and conditions of  |  |  |  |  |

such acquisitions, 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 Board proposes that the shareholders adopt the following extraordinary resolution:

*(i) To authorise the Company to make purchases of Ordinary 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 2,990,362, which is equivalent to approximately 10% of total shares as of the date of the notice to the 2025 Annual General Meeting;*

*(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 i) be issued and allotted under Resolution O and ii) bought back under this Resolution Q shall not exceed 2,990,362; and*

*(e) the authority conferred by this resolution shall expire on the date of the 2026 Annual General Meeting and in no case shall exceed the period of 18 months, but not so as to compromise the completion of a purchase contracted before such date.*

*(ii) To empower the Board of Directors to cancel, at any time, any such shares acquired pursuant to this resolution and all other shares previously acquired by the Company. (Resolution Q)*

WHEREAS the Board is proposing certain amendments to the current Memorandum and Articles of Association of the Company; and WHEREAS a marked-up version of the current Memorandum and Articles of Association of the Company, showing all the amendments being proposed by the Board, is available on the Company's website [www.kambi.com](http://www.kambi.com) under the General Meetings section.

NOW THEREFORE, the Board 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&As") be approved, and that the Current M&As be substituted in their entirety by the updated Memorandum and Articles of Association in the form, or in substantially the same form, as that made available on the Company's website pursuant to, and as at the date of, the notice*

to the 2025 Annual General Meeting (the “**Revised M&As**”); 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) issue a certified extract of this resolution;
- (b) file the Revised M&As and the aforementioned extract with the Malta Business Registry, and/or any other competent authority, as may be required in terms of law; and
- (c) 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 this resolution, and to register the abovementioned changes, as applicable, with the relevant authorities. (**Resolution R**)

Subject to the passing of Resolution R, and without prejudice to Resolution Q:

(i) To authorise the Company, for the purposes of article 38 of the Revised M&As, to purchase Ordinary shares of a nominal value of €0.003 each in the Company from any Disposal Shareholder/s, as such term is defined in the afore-mentioned article 38 and subject to the terms, conditions and procedures laid down in article 38, and this in addition to the shares that may be acquired by the Company in terms of Resolution Q, subject always to the requirements of the Companies Act; and

(ii) To empower the Board of Directors to take any action as may be required pursuant to article 38 of the Revised M&As, including, if the Board of Directors deems fit, to cancel the same as required or permitted in terms of applicable law. (**Resolution S**)

## Proxy Completion & Submission Instructions

1. 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 131 of the Company's Articles of Association (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 and comply with Article 131 of the Articles.
2. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
3. A shareholder may appoint a proxy of his own choice. If a Proxy other than the Chair is preferred, please check the relevant box above and insert the details of the Proxy so chosen.
4. Shareholders must clearly indicate whether the proxy is to vote in his/her discretion or in accordance with the voting instructions sheet above. If the proxy form is returned to the Company with the voting instructions completed, the proxy shall vote as the shareholder has directed in respect of the above resolutions or on any other resolution that is properly put to the meeting. If this 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 his/her discretion as to how to vote or whether to abstain from voting, generally or in respect of that particular resolution (as applicable).
5. Where the shareholder is a corporation, a document evidencing the signatory's authority to sign 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.
6. 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 25 April 2025 by (i) e-mail to [GeneralMeetingService@euroclear.com](mailto: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. Electronically signed documents will be accepted.