

14 October 2024 09:00:00 CEST  
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 Monday 18 November 2024 at 11.00 CET at Kambi, Hålsingegatan 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 Monday 28 October 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 Monday 28 October 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 Monday 28 October 2024 and can do so 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 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 Monday 28 October 2024 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.
- Proxy forms are available on the Company website [www.kambi.com](http://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](mailto: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 (Ordinary Resolution)**

7. WHEREAS by virtue of the extraordinary resolutions passed at the Company's extraordinary general meetings held on 23 June 2021, 30 June 2022 and 19 June 2023 (the "**Extraordinary Resolutions**"), the Company was authorised to acquire a certain portion of its own ordinary 'B' shares having a nominal value of €0.003 per share, subject to the limits and conditions set out in the Extraordinary Resolutions (the "**Buy-Back Authorisations**");

WHEREAS the Company has, to date, acquired an aggregate of 1,621,662 of its own ordinary 'B' shares through multiple transactions undertaken pursuant to the Buy-Back Authorisations, in terms of article 106 of the Companies Act (Chapter 386 of the Laws of Malta), of which 1,374,678 ordinary 'B' shares remain in treasury; and

WHEREAS the Board of Directors is proposing that the Company cancels, on or after the 26 November 2024, all the ordinary 'B' shares that the Company currently holds in itself, namely 1,374,678 ordinary 'B' shares having a nominal value of €0.003 each in order to improve the Company's capital position.

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

*(i) To cancel, on or after the 26 November 2024, all the ordinary 'B' shares that the Company currently holds in itself, namely 1,374,678 ordinary 'B' shares having a nominal value of €0.003 each, pursuant to article 106(6) of the Companies Act, Chapter 386 of the Laws of Malta (the "**Cancellation**");*

*(ii) To inform the central securities depository operated by Malta Stock Exchange p.l.c. (the "**MSE CSD**"), which currently keeps and maintains the Company's register of members, of the Cancellation and to instruct the MSE CSD to update the Company's register of members accordingly;*

*(iii) To authorise the Board of Directors to give full effect to all matters duly resolved upon herein, and for this purpose, to take any and all appropriate action to sign, date, execute and deliver and/or cancel, all such acts, deeds, instructions and instruments forms, notices, registers, or any other form of document whatsoever (including to make such additions, variations or deletions thereto), as may be necessary, desirable 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, whether inside and/or outside Malta. ("**Resolution A**")*

### **Special Business (Extraordinary Resolution)**

8. 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 B**")

## 9. 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 the cancellation of 1,374,678 ordinary 'B' shares having a nominal value of €0.003 each (the "**Cancellation**"), which the Company acquired in itself pursuant to article 106 of the Companies Act and which shall be cancelled in terms of article 106(6) of the Companies Act. As a result of the Cancellation, the Company's issued share capital will be reduced by €4,124.03 with the final issued share capital of the Company amounting to €89,710.86 (i.e. 29,903,619 ordinary 'B' shares).

### **Information about proposal related to Agenda item 8 (Resolution B)**

The primary objective of Resolution B 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 (as applicable) under Resolution A above.

### Majority requirement (Resolution B)

In terms of article 48A(ii) of the Company's current articles of association and article 135(1)(b) of the Companies Act (Chapter 386 of the Laws of Malta) (the "**Companies Act**"), Resolution B requires the consent of shareholders holding in the aggregate (a) not less than 75% per cent in nominal value of the shares represented and entitled to vote at the Meeting and (b) at least 75% in nominal value of all the shares entitled to vote at the Meeting.

If, at the Meeting, only threshold (a) is obtained (but not also threshold (b)), a second general meeting will be called to take a fresh vote on Resolution B. At the second meeting, the resolution will pass if approved by shareholders holding not less than 75% in nominal value of the shares represented and entitled to vote at that second meeting (in terms of the proviso to article 135(1)(b) of the Companies Act and the proviso to article 48B.2(b) of the Company's current articles of association).

### 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 1,374,678 ordinary B shares are held by the Company itself (the "**Treasury Shares**"). In terms of article 109 of the Companies Act, 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](http://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](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

By order of the Board  
Kambi Group plc  
Malta, October 2024

### For further information, please contact:

---

Mia Nordlander  
SVP Investor Relations & Sustainability  
[Mia.Nordlander@kambi.com](mailto:Mia.Nordlander@kambi.com)  
Mobile: +44 (0) 7850 910 933  
Office: +44 203 318 6279

Chris Stutzman  
Investor Relations Analyst  
[Chris.Stutzman@kambi.com](mailto:Chris.Stutzman@kambi.com)  
Office: +1 302 603 5137

## About Kambi

---

Kambi Group is the industry's trusted provider of a range of sports betting services to licensed B2C gaming operators. Kambi Group operates four product-led divisions: leading sportsbook and odds feed provider Kambi Sportsbook, 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 2024](#)