

KAMBI GROUP PLC

Form of Proxy for use at Extraordinary 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 Extraordinary General Meeting of the Company to be held at 11.00 CET at the Kambi premises, Hälsingegatan 38, 113 43 Stockholm on Monday 18 November 2024 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
<p>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");</p> <p>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</p> <p>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.</p> <p>NOW THEREFORE, the Board of Directors proposes that the shareholders adopt the following ordinary resolution:</p> <p><i>(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");</i></p> <p><i>(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;</i></p> <p><i>(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</i></p>				

<p><i>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”)</i></p>				
<p>8. WHEREAS the Board of Directors is proposing certain amendments to the current memorandum and articles of association of the Company; and</p> <p>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.</p> <p>NOW THEREFORE, the Board of Directors proposes that the shareholders adopt the following extraordinary resolution:</p> <p><i>(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</i></p> <p><i>(ii) To authorise the Board of directors to give full effect to all matters duly resolved upon herein, and for this purpose, to:</i></p> <p><i>(a) make any amendments to the Revised M&A as directed by the Malta Business Registry (“MBR”);</i></p> <p><i>(b) sign the Revised M&A on behalf of the Company;</i></p> <p><i>(c) issue a certified extract of these resolutions;</i></p> <p><i>(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</i></p> <p><i>(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”)</i></p>				

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 126 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 or comply with Article 126 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 their discretion or in accordance with the voting instructions sheet above. Your proxy shall vote as you have directed in respect of the above resolutions or on any other resolution that is properly put to the meeting. If this form is returned 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).
5. 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 approved acceptable to by 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 Monday 28 October 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. Electronically signed documents will be accepted.