

12 April 2024 09:00:00 CEST  
PRESS RELEASE

## Notice of Kambi Group Plc Annual General Meeting 2024

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” and/or “Kambi”) will be held on Tuesday 21 May 2024 at 14.00 CEST at Avenue 77 Complex, A4, Triq in-Negozju, Zone 3, Central Business District, Birkirkara, CBD 3010, Malta, to consider the following Agenda. The registration of shareholders starts at 13.30 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 Thursday 2 May 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 Thursday 2 May 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 Thursday 2 May 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 Thursday 2 May 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
7. Presentation of the Annual Report and the Financial Statements of the Company for the year ended 31 December 2023 and the Reports of the Directors and Reports of the Auditors thereon
8. The CEO's presentation

## Ordinary Business (Ordinary Resolutions)

9. To receive and approve the Annual Report and the Financial Statements of the Company for the year ended 31 December 2023 and the Reports of the Directors and Reports of the Auditors thereon (**Resolution a**)
10. To approve the remuneration report set out on page 53 of the Company's Annual Report and Financial Statements for the year ended 31 December 2023 (**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 Anders Ström as a Director of the Company (**Resolution e**)
14. To re-elect Patrick Clase as a Director of the Company (**Resolution f**)
15. To re-elect Marlene Forsell as a Director of the Company (**Resolution g**)
16. To appoint Kristian Nylén as a Director of the Company (**Resolution h**)
17. To appoint Benjie Cherniak as a Director of the Company (**Resolution i**)
18. To appoint the Chair 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 Anita Grech, and to authorise the Directors to determine the Auditors' remuneration (**Resolution l**)

## Special Business (Extraordinary Resolutions)

21. 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 3,127,830 Ordinary 'B' shares in the Company of a nominal value of €0.003 each (corresponding to a dilution of 10% of total shares as at the date of the notice to the 2024 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 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 m)**

22. WHEREAS (i) at a meeting of the Board of Directors of the Company held on 11 April 2024, 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 3,127,830 which is equivalent to 10% of total shares as at the date of the notice to the 2024 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 be i) issued and allotted under Resolution m and, ii) bought back under this Resolution n, shall not exceed 3,127,830; and

(e) the authority conferred by this resolution shall expire on the date of the 2025 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 n)**

23. Closing of the Annual General Meeting

## Information about proposals related to Agenda items

### Agenda item 2

The Nomination Committee proposes that Anders Ström be elected Chair of the Meeting.

### Agenda item 10

The Board of Directors proposes that the AGM approves the remuneration report on page 53 of the Company's Annual Report and Financial Statements for the year ended 31 December 2023.

### 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 €380,000 (previously €380,000).

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 €55,125 (previously €55,125) and of the Chair of the Board shall be €110,250 (previously €110,250). The annual extra remuneration payable to each member of the Audit Committee and the Remuneration Committee shall be €7,350 (previously €7,350). The annual extra remuneration payable to the Chair of the Audit Committee shall be 25% (previously 0%) in excess of the extra remuneration payable to each member of the Audit Committee for a total of €9,188. Additionally, the directors have determined that an extra remuneration of €2,100 (previously €2,100) is payable to each director per licence application handled in the US, and a fee, at the rate of €2,205 (previously €2,205) per day spent in the US in conjunction with handling of the applications, is paid to any director as required.

### Agenda items 13-17

CVs for the current Directors are to be found on pages 47-48 in the Kambi Group plc Annual Report for 2023 and on the Company's website. Brief CVs for the proposed new Directors are set out below:

Kristian Nylén is a Swedish citizen, born in 1970.

Kristian Nylén is a co-founder of Kambi and its current CEO. Nylén joined Unibet in 2000 and soon assumed responsibility for Unibet's sportsbook operation. Nylén became the CEO of Kambi upon its formation in 2010, leading the company to become the industry's number one sportsbook supplier.

Nylén holds a BSc in Business Administration, Studies in Mathematics and Statistics from the University of Karlstad.

Benjie Cherniak is a Canadian citizen, born in 1968.

Benjie Cherniak is an independent investor and advisor in the iGaming space. Previously, Cherniak was a Managing Director at Scientific Games (today "Light & Wonder"), following the company's acquisition of Don Best Sports. Cherniak was the Principal and Managing Director of Don Best Sports between 2007 and 2018.

Cherniak holds a BA in Psychology from McGill University.

#### Agenda item 18

The Nomination Committee proposes that Anders Ström is appointed as the Chair 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 Chair 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 a 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 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 (Chapter 386 of the Laws of Malta, 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 22

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 the shares, use them as consideration for an acquisition or transfer them to employees under company incentive plans.

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

## 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).

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-bolagsstamnor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstamnor-engelska.pdf).

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

### For further information, please contact:

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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

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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 40-plus customers include ATG, Bally's Corporation, Corredor Empresarial, Kindred Group, LeoVegas, LiveScore, Rush Street Interactive and Svenska Spel. Kambi 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

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

[Kambi Group Plc AGM Proxy Form 2024](#)