
Kambi Group plc's Nomination Committee's Motivated Opinion for the Annual General Meeting 2019

About the Nomination Committee

At the AGM on 31 May 2018, it was decided that the Nomination Committee for the AGM 2019 shall consist of not less than four and not more than five members, of which one shall be the Chairman of the Board of Directors.

Kambi's Nomination Committee consists of the following four members, of which one is the Chairman of the Board of Directors:

- Anders Ström¹ – Nomination Committee Chairman (Verolda Investment Ltd)
- Per Johansson (Bodenholm Capital)
- Mathias Svensson (Keel Capital)
- Lars Stugemo (Chairman of the Kambi Board)

The members of the Committee represent 37.05% of total votes in the Company as per the Nomination Committee's last meeting on 28 March 2019. Anders Ström is the Company's largest shareholder and currently holds 7,403,564 shares, equal to 24.46% of all shares, in the Company. The majority of the members of the Nomination Committee are independent, representing 12.59% of total votes.

The work of the Nomination Committee

The Nomination Committee held five minuted meetings for the 2019 Annual General Meeting of Shareholders ("AGM"). In addition, the Nomination Committee has met and interviewed potential candidates for the Board.

The sole task of the Nomination Committee is to submit proposals to the AGM on electoral and remuneration issues and, where applicable, procedural issues for the appointment of the following year's nomination committee. The responsibilities for the Nomination Committee are to review the structure, size and composition of the Board.

The size and composition of the Board of Directors, and the background and diversity of skill and gender representation, were discussed. The Nomination Committee is of the view that the Board should represent a breadth and versatility of skills, including experience from the entertainment, sports betting, technology and B2B industries, the financial markets, international experience and hold a balanced gender representation.

¹ The Nomination Committee is not in full conformity with the Swedish Corporate Governance Code as the Board member Anders Ström acts as the Chair of the Nomination Committee.

The Nomination Committee additionally interviewed and evaluated each Member of the Board of Directors regarding their availability for, and commitment to, the Board assignment.

The Nomination Committee proposals regarding the Chairman of the AGM

The Nomination Committee proposes that Lars Stugemo is elected Chairman of the AGM.

The Nomination Committee proposals regarding the Board of Directors

The Nomination Committee proposes:

Five Board Members to be elected by the 2019 AGM.

Re-election as Members of the Board of Directors:

- Patrick Clase – Board Member (dependent)
- Marlene Forsell – Board Member (independent)
- Anders Ström – Board Member (dependent)
- Lars Stugemo – Chairman of the Board (independent)

The Board member Cecilia Wachtmeister has notified the Nomination Committee that she will not stand for re-election since she will start an operational role at Kambi Group plc.

Proposal for new election of Member

- Cecilia de Leeuw – Board Member (independent)

Cecilia de Leeuw is currently Vice President Sales and Head of Telecom Services at Tieto Sweden AB. Before joining Tieto in 2018, she was with Ericsson AB where she held various senior leadership positions since 1995, most recently as VP Sales in Canada for Ericsson North America. Cecilia has vast experience of complex system sales and global product management, including postings in Asia and North America.

Cecilia has an MSc degree in Industrial Engineering and Management from Institute of Technology in Linköping, Sweden.

Cecilia holds no current or previous position within, or relationship with, the Group or any of its affiliates. Therefore, Cecilia is deemed to be independent from the Group.

Board fees and remuneration for Board Committee work

The Nomination Committee proposes that the aggregate amount per annum of the ordinary remuneration of Directors shall not exceed €300,000. The ordinary remuneration of a Director shall be €50,000 and of the Chairman of the Board shall be €100,000. The annual extra remuneration payable to each member of the Audit Committee and the Remuneration Committee shall be €6,500.

The total amount for ordinary remuneration and extra remuneration of Directors shall not exceed €339,000.

Composition of the Board

The Nomination Committee is of the opinion that the proposed composition of five Members of the Board of Directors suitably reflects diversity and breadth of knowledge, and aggregates qualifications and experiences within strategically important areas for Kambi. The components of the Board match the Company's operational situation, its growth and competitive environment. Out of the five members, two are women and represent 40% of the Board of Directors. It is the opinion of the Nomination Committee that the Board has worked cohesively and well together during the year and have been sufficiently involved with Kambi's activities and key decisions made by the Company throughout the year.

The Nomination Committee states that the majority (60%) of the Board are independent of the Company, Executive Management and the largest shareholders, in line with the Swedish Corporate Governance Code.

The Nomination Committee proposals regarding the auditors

The Nomination Committee, based on 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.

Principles for appointment of a new Nomination Committee

The Nomination Committee is guided by the Maltese Companies Act (Cap 386) of the Republic of Malta and the Swedish Code on Corporate Governance.

The members of the Nomination Committee represent all shareholders and are appointed by the three or four largest shareholders as at 30 August each year, having expressed their willingness to participate in the Committee. The Chairman calls for a statutory meeting in September.

Other information

Detailed information about Members of the Board of Directors is available on Kambi Group plc's website www.kambi.com.

The Company's shareholders have been informed via the website www.kambi.com that suggestions to the Nomination Committee can be sent to nomination.committee@kambi.com.

Malta, April 2019

Nomination Committee of Kambi Group plc