

## **NOTICE OF KAMBI GROUP PLC EXTRAORDINARY GENERAL MEETING 2018**

### **In terms of Articles 41 and 42 of the Articles of Association of the Company**

**NOTICE IS HEREBY GIVEN that AN EXTRAORDINARY GENERAL MEETING (“EGM”) of Kambi Group plc or the “Company” (company number C49768, registered in Malta) will be held on Wednesday 21 November, 2018 at 13.00 CET at Kambi, Wallingatan 2, 4tr, 111 60 Stockholm, to consider the following Agenda.**

#### **Right to attendance and voting**

- To be entitled to attend and vote at the EGM (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 by Friday 9 November, 2018.
- In order to be entitled to participate in the proceedings at the EGM, shareholders who have their shares registered with a nominee account must ensure their shares are temporarily registered in their own name latest by Friday 9 November, 2018.
- Shareholders who wish to participate in the EGM are invited to notify Euroclear Sweden AB of their intention to attend the EGM by Friday 9 November, 2018.

Shareholders can notify their attendance by mail to: Kambi Group plc, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, tel. +46 8 402 9092. Notification should include the shareholder’s name, address, personal or corporate identity number, registered shareholding and information on proxies.

#### **Shareholders’ right to appoint a proxy**

- A holder of Ordinary ‘B’ shares entitled to attend and vote at the EGM, 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 appointer of the proxy is an individual, the proxy form must be signed by the appointer or his attorney or comply with Article 126 of the Articles of Association of the Company (the “Articles”). If the appointer is a corporation, the proxy form must be signed on its behalf by an attorney or a duly authorised officer of the corporation or comply with Article 126 of the Articles.
- If participation is by proxy, the proxy form and, in the case that the issuer of the proxy is a legal entity, a witnessed registration certificate or other documentation in original form proving the authorization of the company signatory, must be sent in advance to the Company or presented on entering the Extraordinary General Meeting.
- Where appointment of a proxy is signed on behalf of the appointer by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Board of Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
- The original signed proxy form must be received at the registered office of the Company not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting and in default shall not be treated as valid. It is therefore recommended that all proxy forms are sent as soon as possible and in any event by not later than Friday 9 November, 2018, by post or courier to Kambi Group plc, c/o Euroclear Sweden AB, Box 191, 101 23, Stockholm, Sweden, tel. +46 8 402 9092.

Proxy forms are available on the Company website [www.kambi.com](http://www.kambi.com) under the EGM section.

*This document is important and requires your immediate attention. If you are in any doubt about the action you should take, you should consult an appropriate independent financial adviser.*

## **Agenda**

1. Opening of the Meeting
2. Election of Chairman 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. The Nomination Committee presentation

## **Ordinary Business (Ordinary Resolutions)**

7. To re-propose the Board members' fees for 2018. **(Resolution a)**
8. To elect Marlene Forsell as a Director of the Company. **(Resolution b)**

### **Information about proposal related to Agenda item 7 (Resolution a)**

The Nomination Committee appointed by the Directors of the Company pursuant to Article 90 of the Articles, re-proposes that the aggregate amount per annum of the ordinary remuneration of Directors shall not exceed €282,500. This aggregate amount was approved at the 2018 AGM held on May 31<sup>st</sup>, 2018.

Conjointly, the Nomination Committee notes that as the Company is entering new markets, particularly in the US, the role and workload of the non-executive directors is significantly increased. The Committee is hence recommending that the annual remuneration of each director is increased by €10,000 per annum with effect from the date of this EGM, November 21<sup>st</sup>, 2018.

Consequently, 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 €50,000, and of the Chairman of the Board shall be €100,000 with effect from November 21<sup>st</sup>, 2018. The annual extra remuneration payable to each member of the Audit Committee and the Remuneration Committee remains at €6,500.

## **Note**

### **Holder of the Convertible Bond**

This notice is also sent to Moneytainment Media Ltd, a limited liability company incorporated in Malta with Registration No. C 41331, and of Registered Office at 157, Marina Sea Front, Pieta' PTA9043, Malta, as the holder of the Convertible Bond, having the right to attend the Extraordinary General Meeting as an observer.

By order of the board,

Maureen Ehlinger

Company Secretary

at Registered Office: Level 3, Quantum House, Abate Rigord Street, Ta' Xbiex XBX1120, Malta

Malta, October 2018

## **About Kambi**

Kambi is a provider of premium sports betting services to licensed B2C gaming operators. Kambi Group plc is listed on First North at Nasdaq Stockholm. 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 22 customers include 888, ATG, DraftKings, Kindred Group, LeoVegas, Napoleon Games and Rush Street Gaming. Kambi employs approximately 700 staff across offices in Malta (headquarters), Bucharest, London, Manila, Stockholm and Sydney.