
Kambi Group plc's Nomination Committee's Motivated Opinion for the Annual General Meeting 2020

About the Nomination Committee

At the AGM on 16 May 2019, it was decided that the Nomination Committee for the AGM 2020 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)
- Lars Stugemo (Chairman of the Kambi Board)
- Mathias Svensson (Keel Capital)
- Jonas Eixmann (The Second Swedish National Pension Fund)

The members of the Committee represent 35.90% of total votes in the Company as per the Nomination Committee's last meeting on 17 March 2020. Anders Ström is the Company's largest shareholder and currently holds 6,103,564 shares, equal to 20.00% of all shares, in the Company. Fifty percent of the members of the Nomination Committee are independent, representing 15.91% of total votes.

The work of the Nomination Committee

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.

The Nomination Committee held 2 minuted meetings for the 2020 Annual General Meeting of Shareholders ("AGM"). The Nomination Committee has reviewed current Directors of the Board. To this end, the Nomination Committee interviewed and evaluated each Member of

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 Board of Directors regarding their availability for, and commitment to, the Board assignment.

The Nomination Committee proposals regarding the Board of Directors

The Nomination Committee proposes:

Five Board Members to be elected by the 2020 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)
- Cecilia de Leeuw – Board Member (independent)

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 €339,000. 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.

Additionally, the directors have determined that an extra remuneration of €1,000 is payable to each director/application handled in the US, and a fee, at the rate of €2,000/day spent in the US in conjunction with on-ground handling of the applications, is paid to any director as required.

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 September 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 2020

Nomination Committee of Kambi Group plc