

NOTICE OF KAMBI GROUP PLC EXTRAORDINARY GENERAL MEETING 2020

In terms of Articles 41 and 42 of the Articles of Association of the Company (the “Articles”)

NOTICE IS HEREBY GIVEN that that AN EXTRAORDINARY GENERAL MEETING (the “Meeting”) of Kambi Group plc, company number C 49768 (the “Company”) will be held on Friday 3 July 2020 at 11.00 CEST at Kambi, Wallingatan 2, 4tr, 111 60 Stockholm, to consider the following Agenda. The registration of shareholders starts at 10.30 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 11 June 2020.
- 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 11 June 2020. 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 11 June 2020 and can do so by (i) e-mail to kambi@euroclear.eu 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 of the proxy 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 11 June 2020 by (i) e-mail to kambi@euroclear.eu 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 under the General Meetings 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 adviser.

- 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 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 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

Special Business (Extraordinary Resolutions)

6. THAT the Directors be and are hereby duly authorised and empowered in accordance with Articles 85(4) and 88(7) of the Companies Act (Cap.386 of the Laws of Malta) and Article 9 of the Articles with immediate effect and for a period of 5 years from the date of this resolution to issue options to be allotted with Ordinary 'B' shares in the Company having a nominal value of €0.003 up to the equivalent of 5% of the issued Ordinary 'B' Shares of the Company from time to time, solely for the purpose of issuing such shares to holders (if any) or future holders of options under the Kambi Group plc Share Option Plan 2020 as may from time to time be approved by the Directors for this purpose, without first offering the said options and the shares subject thereto to existing members of the Company. This resolution is being taken in terms of and for the purposes of the approvals necessary in the Companies Act and the Articles of Association of the Company. **(Resolution a)**

7. 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 3,082,969 Ordinary 'B' shares in the Company of a nominal value of €0.003 each (corresponding to a dilution of 10%) 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 b)**

8. WHEREAS (i) at a meeting of the Board of Directors of the Company held on 13 April 2017, 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 3,082,969, which is equivalent to 10% of total shares;
- (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 SEK500 per share;
- (d) the maximum aggregate number of shares that can either be i) issued and allotted under Resolution b and, ii) bought back under this Resolution c, shall not exceed 3,082,969; and
- (e) the authority conferred by this resolution shall expire on the date of the 2021 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 c)**

Information about proposals related to Agenda items

All three extraordinary Resolutions, Resolutions a, b, and c, were presented in their entirety to the Annual General Meeting held on 13 May, 2020, and obtained one majority of two required in terms of article 135 of the Companies Act (Cap 386), and in terms of Articles 48B, 2(b) of the Articles. To this end, this Extraordinary General Meeting is being convened within 30 days of the Annual General Meeting, in accordance with the aforementioned provisions of the Companies Act and Articles, to take a fresh vote on the proposed resolutions.

Agenda item 6 (Resolution a)

The Board proposes the establishment of an executive share option plan (Share Option Plan 2020). This will provide continuing share incentives for managers and senior staff of the Company (both existing and yet-to-be recruited). The scheme should provide an ongoing retention/reward horizon for participants after June 2020.

The intention of the Share Option Plan 2020 is that the awards will be given to approximately 50 key members of staff, with the focus on providing a balanced overall remuneration package.

The options will have a 3-year vesting period. Up to 5% of issued share capital will be available for the new share option plan over a period of 5 years, with a maximum of 1.5% per calendar year.

Awards will be subject to performance conditions and will require that pre-determined levels of financial performance (based on key financial targets, including EBIT, as set by the Board) are achieved before the share options can be exercised. The options will only be exercisable if the financial targets set by the Board are achieved during the 3-year vesting period. Performance against the relevant EBIT targets will be disclosed in each Annual Report following the relevant vesting period.

It is proposed that the options are issued with an exercise price range between 10% - 25% above the average share price in the 10 working days prior to the issue of the options. This range will be determined by the Board prior to each grant at its discretion based upon relevant factors.

For the purposes of Article 88(7) of 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 options in proportion to their shareholding in the Company before such options can be offered to third parties.

Agenda item 7 (Resolution b)

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, 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 8 (Resolution c)

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, use as consideration for an acquisition or transfer to employees under a Share Option Plan. Once repurchased, further shareholder and Bondholder approval would be required before those shares could be cancelled.

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

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 adviser.

Note

Holder of 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 a convertible bond issued by the Company, having the right to attend the Meeting as an observer in accordance with the terms and conditions of the bond.

Other

The Company has 30,829,697 ordinary B shares outstanding 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. Such document will also be (a) sent to shareholders who so request and who inform the Company of their mailing address and (b) made available at the Meeting.

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-bolagsstammor-engelska.pdf.

The Board of Directors
Kambi Group plc
Malta, 3 June 2020

For further information, please contact:

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About Kambi

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 20-plus customers include 888 Holdings, ATG, DraftKings, Kindred Group, LeoVegas, Penn National Gaming and Rush Street Interactive. Kambi employs more than 850 staff across offices in Malta (headquarters), Australia, Romania, the UK, Philippines, Sweden, Australia 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.
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