

Kambi Group plc's Nomination Committee's Motivated Opinion for the Annual General Meeting 2017

Background

In accordance with a Board Resolution dated 19 August 2014, Kambi appointed a Nomination Committee¹.

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

- Anders Ström – Nomination Committee Chairman (Verolda Investment Ltd)
- Evert Carlsson (Swedbank Robur Fonder)
- Johan Ståhl (Lannebo Fonder)
- Mathias Svensson (Keel Capital)
- Lars Stugemo (Chairman of the Kambi Board)

The members of the Committee represent 42.8% of total votes in the Company.

The Nomination Committee held three minuted meetings for the 2017 AGM. Size and composition of the Board of Directors, background and diversity of skill and gender representation, were discussed. The Nomination Committee is of the view that the Board shall represent a breadth and versatility of skills, including experience from the gambling- and technology industry, B2B, the financial markets, international experience and hold a balanced gender representation.

The Nomination Committee additionally interviewed and evaluated each Member of the Board of Directors regarding the 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 2017 AGM, which is an addition by one Member compared to what was proposed to the 2016 AGM.

Re-election as Members of the Board of Directors:

- Susan Ball – Board Member
- Patrick Clase – Board Member
- Anders Ström – Board Member
- Lars Stugemo – Chairman of the Board
- Election of Cecilia Wachtmeister as new Member of the Board of Directors.

Bio of new member Cecilia Wachtmeister (Swedish, born 1966):

Cecilia Wachtmeister is currently Vice President and Head of Global Sales Industry & Society at Ericsson AB. Prior to this, Cecilia was based in Germany, as Head of Customer Unit, servicing Deutsche Telekom. She joined Ericsson in 1991 and has since then held various positions in the company. Among these, three year assignment as VP Sales in Mexico, and more than five years on building the joint venture between Ericsson and Sony. At Sony Ericsson, she was Global Account Manager for Orange and Hutchison, based in London. Cecilia has an MSc degree in Industrial Engineering and Management from Linköping Institute of Technology in Sweden. Cecilia holds no shares in Kambi.

The Nomination Committee proposals regarding the auditors

The Nomination Committee proposes to re-appoint Mazars as auditors of the Company, and to authorise the Directors to determine the election and remuneration of the auditors.

Motivated Opinion

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 €282,500.

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 €40,000 and of the Chairman of the Board shall be €90,000. The annual extra remuneration payable to each member of the Audit Committee and the Remuneration Committee shall be €6,500.

The levels of said remuneration have been effective since 2016, and the Directors propose the level of remuneration to each director remains unchanged in 2017.

The Nomination Committee is of the opinion that the newly proposed composition of five Members of the Board of Directors, including the addition of one new member, more suitably reflects diversity and breadth of knowledge, and aggregates qualifications and experiences within strategically important areas for Kambi. Cecilia Wachtmeister is proposed as a new member to strengthen the Board with her strong international sales experience of products and services, working with long sales cycles. The proposed 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.

The Nomination Committee states two members (currently 50%) of the Board are independent of the Company, Executive Management, and the largest shareholders. Anders Ström and Patrick Clase are dependent of the Company⁴. This will however change with an additional Board member, where the majority (60%) of the Board are independent of the Company.

Principles for appointment of a new Nomination Committee

³The Nomination Committee is guided by the *Maltese Companies Act (Chapter 386)* of the Republic of Malta and the *Swedish Code on Corporate Governance*, to lead the process for Board appointments and the auditors, including fees and to make recommendations to the AGM thereon.

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.

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 Board can be sent to nomination.committee@kambi.com. No such suggestions have been received.

Malta, April 2017

Nomination Committee of Kambi Group plc

^{1,3}The Nomination Committee is not in full conformity with the guidelines of the Swedish Code when it comes to election of the members of the Committee. As per Article 90 in the Company Articles, the Directors have discretion to elect Committees.

²The Nomination Committee is not in full conformity with the Swedish Code guidelines as the Board member Anders Ström acts as the Chair of the Nomination Committee. Anders Ström is the Company's largest shareholder and is currently holding 5,861,710 shares, equal to 19.62% of all shares, in the Company through his closely related company Veralda Investment Ltd.

⁴According to the Swedish Code, the majority of the members of the Board are to be independent of the Company. Board Members Anders Ström and Patrick Clase represent 50% of current Board composition. Anders Ström is the Company's largest shareholder and currently holds 5,861,710 shares, equal to 19.62% of all shares, in the Company through his closely related company Veralda Investment Ltd. Patrick Clase is employed by Veralda Investment Ltd.