

**Kambi Group plc**  
**Annual report and financial statements**  
**for the year ended 31 December 2022**

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# **Kambi Group plc**

## **General information**

### **Registration**

Kambi Group plc is registered in Malta as a public limited liability company under the Companies Act (Cap. 386) with registration number C 49768.

### **Directors**

Lars Patrick Herman Clase  
Cecilia de Leeuw  
Johanna Marlene Forsell  
Bengt Anders Stefan Strom  
Lars Erik Stugemo

### **Registered office**

Avenue 77, A4,  
Triq Negoju, Zone 3,  
Central Business District,  
Birkirkara, CBD3010

### **Auditors**

Mazars Malta  
The Watercourse, Level 2,  
Mdina road, Zone 2,  
Central business district,  
Birkirkara, CBD2010

# **Kambi Group plc**

## **Directors' report for the year ended 31 December 2022**

The directors present their report and the audited financial statements of Kambi Group plc for the year ended 31 December 2022.

### **Principal Activities**

Kambi Group plc main purpose is that of a holding investment in the undertakings of its subsidiaries and incurring certain group costs. The subsidiaries include the B2B supplier of fully managed sports betting services, on an in-house developed software platform, providing premium turnkey sports betting services to B2C gaming operators.

### **Results and dividends**

The results for the period are shown in the statement of profit or loss and other comprehensive income on page 5. Kambi Group plc received dividend and interest income of €40,418,932 from group entities in 2022 (2021: €32,370,638).

### **Principal risks and uncertainties**

Kambi group plc is exposed to certain financial risks. Financial risks are managed on a group-wide basis by Kambi Group plc. An overview of risk factors and financial risk management is contained in the consolidated annual report of Kambi Group plc.

### **Financial key performance indicators**

The principal performance indicators for the Company are holding investments and control over the cost of administrative services that it provides for other group companies. The income generated within the Company is investment income related to dividends and interest from within the group.

The Investment Income generated amounted to €40,568,919 (2021: €32,500,040) and operating costs of €1,631,535 (2021: €1,534,834) giving an operating profit of €38,937,384 (2021: €30,965,206). Along with a tax expense of €1,183,883 (2021: €121,853), this resulted in profit for the year increasing to €37,753,503 (2021: €30,843,353)

### **Financial risk management and exposures**

Kambi Group plc is exposed to certain financial risks. Financial risks are managed on a group-wide basis by Kambi Group plc. An overview of risk factors and financial risk management is contained in the consolidated annual report of Kambi Group plc.

# Kambi Group plc

## Directors' report (continued) for the year ended 31 December 2022

### Future Developments

Future developments of the company are determined on a group-wide basis, which can be found in the annual report of Kambi Group plc.

### Director

The director of the company who served during the year was:

Lars Patrick Herman Clase  
Cecilia de Leeuw  
Johanna Marlene Forsell  
Bengt Anders Stefan Strom  
Lars Erik Stugemo

In accordance with the company's Articles of Association, the director is to remain in office.

### Auditors

The auditors, Mazars Malta, have expressed their willingness to continue in office and a resolution proposing their reappointed and authorising the directors to fix their remuneration will be put before the members at the next annual general meeting.

Approved by the board of directors and signed on its behalf on 06 March 2023 by:



**Marlene Forsell**  
Director



**Patrick Clase**  
Director

# **Kambi Group plc**

## **Statement of directors' responsibilities**

The directors are required by the Companies Act (Cap 381) to prepare financial statements, which give a true and fair view of the state of affairs of the Company at the end of each financial period and of the profit or loss for that period. In preparing the financial statements, the directors are required to:

- adopt the going concern basis unless it is inappropriate to presume that the Company will continue in the business;
- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- account for income and charges relating to the accounting period on the accruals basis;
- value separately the components of asset and liability items; and
- report comparative figures corresponding to those of the preceding accounting period

The directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act,(Cap 381). The directors are also responsible for ensuring that an appropriate system of internal control is in operation to provide them with reasonable assurance that the assets of the Company are being properly safeguarded and that fraud and other irregularities will be prevented or detected.

# Kambi Group plc

## Statement of profit or loss and other comprehensive income for the year ended 31 December 2022

	Notes	2022 EUR	2021 EUR
Administrative expenses	6	(1,354,965)	(1,260,124)
Investment income	5	40,418,932	32,370,638
Finance costs	6	(276,570)	(274,710)
Unrealised exchange difference		149,987	129,402
Operating profit		38,937,384	30,965,206
<b>Profit before tax</b>		<b>38,937,384</b>	<b>30,965,206</b>
Income tax expense	7	(1,183,883)	(121,853)
<b>Profit for the year</b>		<b>37,753,501</b>	<b>30,843,353</b>
Other comprehensive income for the year, net of tax		-	-
<b>Total comprehensive income for the year</b>		<b>37,753,501</b>	<b>30,843,353</b>

The notes on pages 9 to 26 are an integral part of these financial statements.

# Kambi Group plc

## Statement of financial position as at 31 December 2022

	Notes	2022 EUR	2021 EUR
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investments in subsidiaries	9	117,229,703	59,417,456
Right of use asset	10	-	54,712
Amounts receivable from related party	11	7,500,000	7,500,000
		<b>124,729,703</b>	66,972,168
<b>Current assets</b>			
Trade and other receivables	11	29,019,536	25,731,165
Tax recoverable		4,614,279	32,865
Cash and cash equivalents	17	12,360,052	15,568,844
		<b>45,993,867</b>	41,332,874
<b>Total assets</b>		<b>170,723,570</b>	<b>108,305,042</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Capital and reserves</b>			
Share capital	15	93,835	93,194
Share premium	15	62,042,046	59,463,601
Other equity & reserves	16	205,443	205,443
Treasury shares	15	(12,000,000)	(12,000,000)
Retained earnings		82,797,688	45,044,187
		<b>133,139,012</b>	<b>92,806,425</b>
<b>Non-current liabilities</b>			
Other financial liabilities	14	7,446,500	7,394,930
Contingent consideration	13	12,234,000	3,851,879
		<b>19,680,500</b>	11,246,809
<b>Current liabilities</b>			
Trade and other payables	12	4,636,893	284,372
Current tax payable		-	-
Contingent consideration	13	13,267,165	3,967,436
		<b>17,904,058</b>	4,251,808
<b>Total equity and liabilities</b>		<b>170,723,570</b>	<b>108,305,042</b>

The notes on pages 9 to 26 are an integral part of these financial statements.  
These financial statements were approved by the board, authorised for issue on 6 March 2023 and signed by:

  
Marlene Forsell  
Director

  
Patrick Clase  
Director



# Kambi Group plc

## Statement of changes in equity for the year ended 31 December 2022

	Share capital EUR	Retained earnings EUR	Other reserves EUR	Share premium EUR	Treasury Shares EUR	Total EUR
<b>Balance at 1 January 2021</b>	<b>92,864</b>	<b>14,200,834</b>	<b>205,443</b>	<b>58,236,994</b>	<b>-</b>	<b>72,736,135</b>
<i>Changes in equity for 2021</i>						
Issue of share capital	330	-	-	1,226,607	-	1,226,937
Total of comprehensive income for the year	-	30,843,353	-	-	-	30,843,353
Shares repurchased	-	-	-	-	(12,000,000)	(12,000,000)
Transfer to exchange reserve	-	-	-	-	-	-
<b>Balance at 31 December 2021</b>	<b>93,194</b>	<b>45,044,187</b>	<b>205,443</b>	<b>59,463,601</b>	<b>(12,000,000)</b>	<b>92,806,425</b>
<i>Changes in equity for 2022</i>						
Issue of share capital	641	-	-	2,578,445	-	2,579,086
Total of comprehensive income for the year	-	37,753,501	-	-	-	37,753,501
Transfer to exchange reserve	-	-	-	-	-	-
<b>Balance at 31 December 2022</b>	<b>93,835</b>	<b>82,797,688</b>	<b>205,443</b>	<b>62,042,046</b>	<b>(12,000,000)</b>	<b>133,139,012</b>

The notes on pages 9 to 26 are an integral part of these financial statements.

# Kambi Group plc

## Statement of cash flows for the year ended 31 December 2022

	Notes	2022 EUR	2021 EUR
<b>Cash flows from operating activities</b>			
(Loss)/profit before taxation		38,937,384	30,965,206
Investment income		(40,418,932)	(32,370,638)
Depreciation of right of use asset		54,712	109,416
Finance costs		276,570	274,710
Movement in working capital:			
Movement in trade and other receivables		(170,361)	(8,696)
Movement in trade and other payables		3,047,062	43,207
Cash outflows from operations		1,726,435	(986,795)
Interest income received		228,155	225,000
Dividend income received		28,010,399	32,145,638
Finance cost		(276,570)	(274,710)
Tax received		2,071,625	698,254
<i>Net cash generated from/(used in) operating activities</i>		<b>31,760,044</b>	31,807,387
<b>Cash flows from financing activities</b>			
Issue of share capital		2,579,086	1,226,937
Movement in related party balances		(1,846,228)	(2,377,335)
Shares repurchased		-	(12,000,000)
<i>Net cash (used in)/generated from financing activities</i>		<b>732,858</b>	(13,150,398)
<b>Cash flows from investing activities</b>			
Payment for leased property		(28,868)	(246,659)
Acquisition of subsidiary		(35,304,072)	(15,828,416)
<i>Net cash used in investing activities</i>		<b>(35,332,940)</b>	(16,075,075)
<b>Net movement in cash and cash equivalents</b>		<b>(2,840,038)</b>	2,581,914
<b>Cash and cash equivalents at the beginning of the year</b>		<b>15,568,844</b>	12,986,930
<b>Effect of foreign exchange rate changes</b>		<b>(368,754)</b>	-
<b>Cash and cash equivalents at the end of the year</b>	16	<b>12,360,052</b>	15,568,844

The notes on pages 9 to 26 are an integral part of these financial statements.

# Kambi Group plc

## Notes to the financial statements for the year ended 31 December 2022

### 1 Principal accounting policies

These financial statements have been prepared on the historical cost basis and in accordance with International Financial Reporting standards, as adopted by the EU. The significant accounting policies adopted are set out below.

The financial statements have been prepared on a going concern basis.

### 2 Significant accounting policies

#### *Financial instruments*

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially recognised at their fair value plus directly attributable transaction costs for all financial assets or financial liabilities not classified at fair value through profit or loss.

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when the company has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Financial assets are derecognised when the contractual rights to the cash flows from the financial assets expire or when the entity transfers the financial asset and the transfer qualifies for derecognition.

Financial liabilities are derecognised when they are extinguished. This occurs when the obligation specified in the contract is discharged, cancelled or expires.

An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

#### (i) Investments in subsidiaries

A subsidiary is an entity that is controlled by the company. The company controls an investee when the company is exposed, or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Investments in subsidiaries, are accounted for on the basis of the direct equity interest and are stated at cost less any accumulated impairment losses.

# Kambi Group plc

## Notes to the financial statements for the year ended 31 December 2022

### 2 Significant accounting policies (continued)

#### (ii) Trade receivables

Trade receivables are classified with current assets and are stated at their nominal value unless the effect of discounting is material, in which case trade receivables are measured at amortised cost using the effective interest method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired.

Receivables are tested for impairment annually and when there is objective evidence that the company will not be able to collect all amounts due in accordance with the original terms, an allowance is recognised in profit or loss. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments are considered indicators that the receivable is impaired. The amount of the allowance is the difference between the carrying amount of the receivable and the present value of estimated future cash flows discounted at the original effective interest rate.

The company recognises loss allowances for expected credit losses (ECLs) on financial assets measured at amortised cost. The company measures loss allowances at an amount equal to lifetime ECLs. Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the company is exposed to credit risk. ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the company expects to receive). Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

#### (iii) Trade payables

Trade payables are classified with current liabilities and are stated at their nominal value unless the effect of discounting is material, in which case trade payables are measured at amortised cost using the effective interest method.

#### (iv) Contingent consideration

Any contingent consideration payable arising on business combinations is recognised at fair value at the acquisition date with subsequent changes recognised in profit or loss. Contingent consideration is remeasured at each reporting date.

#### (v) Shares issued by the company

Ordinary shares issued by the company are classified as equity instruments.

# Kambi Group plc

## Notes to the financial statements for the year ended 31 December 2022

### 2 Significant accounting policies (continued)

#### (vii) Shares repurchased by the Group

When shares recognised as equity are repurchased, the amount of the consideration paid, which includes directly attributable costs, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the treasury share reserve. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity and the resulting surplus or deficit on the transaction is presented within share premium.

#### *Revenue recognition*

Revenue is measured based on the consideration specified in a contract with a customer arises from the provision of services (performance obligations) and is measured at the fair value of the consideration received or receivable for services provided in the normal course of business, net of value added tax, rebates and discounts, where applicable.

#### (i) Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount.

#### (i) Dividend income

Dividend income is recognised when the shareholder's right to receive payment is established.

#### *Taxation*

Current and deferred tax is charged or credited to profit or loss, except when it relates to items recognised in other comprehensive income or directly to equity, in which case the current and deferred tax is also dealt with in other comprehensive income or in equity as appropriate.

The charge for current tax is based on the taxable result for the year. The taxable result for the year differs from the result as reported in profit or loss because it excludes items which are non-assessable or disallowed and it further excludes items that are taxable or deductible in other years. It is calculated using tax rates that have been enacted or substantively enacted by the financial position date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets, are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

# Kambi Group plc

## Notes to the financial statements for the year ended 31 December 2022

### 2 Significant accounting policies (continued)

#### *Taxation (continued)*

Deferred tax is calculated at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets and liabilities are offset when the company has a legally enforceable right to settle its current tax assets and liabilities on a net basis.

#### *Leases*

At the inception of a contract, the company assess whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the company uses the definition of a lease in IFRS 16.

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred, less any incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of the right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the company's incremental borrowing rate. Generally, the company uses its incremental borrowing rate as the discount rate. Lease payments included in the measurement of the lease liability include fixed payments, variable lease payments that depend on an index or a rate and lease payments in an optional renewal period that the company is reasonably certain to exercise an extension option.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if the company changes its assessment of whether it will exercise an extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets within Plant and equipment and lease liabilities within current and non-current liabilities in the Statement of consolidated financial position.

# Kambi Group plc

## Notes to the financial statements for the year ended 31 December 2022

### 2 Significant accounting policies (continued)

The Group has elected not to recognise right-of-use assets and lease liabilities for short term leases less than 12 months or leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

In the Statement of Cash Flows, the Group classifies cash payments for the principal portion of the lease liability within financing activities and the cash payments for the interest portion of the lease liability within operating activities.

#### *Currency translation*

The financial statements of the company are presented in its functional currency, the Euro, being the currency of the primary economic environment in which the company operates. Transactions denominated in currencies other than the functional currency are translated at the exchange rates ruling on the date of transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are re-translated to the functional currency at the exchange rate ruling at year-end. Exchange differences arising on the settlement and on the re-translation of monetary items are dealt with in profit or loss. Non-monetary assets and liabilities denominated in currencies other than the functional currency not retranslated. Exchange differences arising on the translation of non-monetary items carried at fair value are included in profit or loss for the period, except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in equity.

#### *Related parties*

Related parties are defined as related if one party empowers another party to exercise the control or significant influence over the other party in making financial and operating decisions.

Related parties to the company are defined as shareholders, employees, members of the management board, their close relatives and companies that directly or indirectly through one or more intermediaries, control or are controlled by, or are under common control with the company except if it is impossible for one of the parties to exercise the control or significant influence over the other party in making financial and operating decisions.

#### *Cash and cash equivalents*

Cash and cash equivalents comprise cash on hand, and demand deposits.

# Kambi Group plc

## Notes to the financial statements for the year ended 31 December 2022

### 3 Judgments in applying accounting policies and key sources of estimation uncertainty

The amounts recognised in the financial statements are sensitive to the accounting policies, assumptions and estimates that underlie the preparation of financial statements. The judgments made by management in applying the Group's accounting policies that have the most significant effect on the amounts recognised in the financial statements, together with information about the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are disclosed herein.

#### *Convertible bond*

The recognition of the liability component of the convertible bond requires an assessment of a discount rate which is assessed using the interest rate of an equivalent risk instrument that was not convertible. Management has estimated this rate based on current economic conditions and historical experience with similar instruments that the Group has previously had in place.

#### *Impairment of financial assets*

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in note 19.

#### *Leases*

When assessing whether a contract is, or contains, a lease, management assesses whether the contract involves use, or right to direct use, of an identified asset or the rights to obtain substantially all of the economic benefits from the use of the asset. Management makes this assessment taking into consideration the substance of the terms of the lease and historical experience with similar contractual arrangements. The only right-of-use assets and lease liabilities that the company recognises are in relation to office premises.

The recognition of the liability component of each lease requires an assessment of a discount rate which is assessed using the lessee's incremental borrowing rate. Management has estimated this rate based on current economic conditions and historical experience.

#### *Contingent consideration*

When the Company acquires a business, the total consideration may consist of an amount paid on completion plus further amounts payable on agreed post-completion dates. These further amounts are contingent on the acquired business meeting agreed performance targets. At the date of acquisition and at subsequent reporting periods, the Company reviews the profit and cash forecasts for the acquired business and estimates the amount of contingent consideration that is likely to be due. Management's best estimate of and judgement are used to determine the latest available performance against the targets.



# Kambi Group plc

## Notes to the financial statements for the year ended 31 December 2022

### 4 Changes in accounting policies and disclosures

The accounting policies adopted are consistent with those of the previous financial period except as noted below. The adoption of the following standards effective from 1 January 2021 did not have a material impact on the Group's consolidated financial statements:

- Amendments to IFRS 3 Business Combinations; IAS 16 Property, Plant and Equipment; IAS 37 Provisions, Contingent Liabilities and Contingent Assets; and Annual Improvements 2018-2020 (All issued 14 May 2020)
- COVID-19-Related Rent Concessions (Amendment to IFRS 16)
- Annual improvements to IFRS Standards 2018-2020

#### **Standards, interpretations and amendments to published standards as adopted by the EU that are not yet effective for periods beginning on 1 January 2022**

Up to the date of the financial position, certain new relevant standards, amendments and interpretations to existing standards have been published but are not yet effective for the current reporting period and which the Group has not yet adopted. The following standards are not expected to have a material impact on the Group's financial position and performance:

- Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting policies (issued on 12 February 2021) (effective on 1 January 2023)
- Amendments to IAS 8 Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates (issued on 12 February 2021) (effective on 1 January 2023)
- IFRS 17 Insurance Contracts (issued on 18 May 2017); including Amendments to IFRS 17 (issued on 25 June 2020) (effective on 1 January 2023) and
- Amendments to IFRS 17 Insurance contracts: Initial Application of IFRS 17 and IFRS 9 – Comparative Information (issued on 9 December 2021)(effective date 1 January 2023)
- Amendments to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction (issued on 7 May 2021) (effective on 1 January 2023)

#### **Standards, interpretations and amendments issued by the International Accounting Standards Board (IASB) but not yet adopted by the European Union**

Management are assessing the impact that the adoption of the following Financial Reporting Standards will have in the financial statements of the Company in the period of initial application:

- Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current (issued on 23 January 2020), Classification of Liabilities as Current or Non-current - Deferral of Effective Date (issued on 15 July 2020) and Non-Current Liabilities with Covenants (issued on 31 October 2020)
- Amendments to IFRS 16 Leases: Lease liability in a sale and leaseback (issued on 22 September 2022)

# Kambi Group plc

## Notes to the financial statements for the year ended 31 December 2022

### 5 Investment income

	2022 EUR	2021 EUR
Divided income	40,190,777	32,145,638
Interest received	228,155	225,000
	<b>40,418,932</b>	<b>32,370,638</b>

### 6 Administrative expenses and finance costs

	2022 EUR	2021 EUR
The profit before tax is stated after charging;		
Audit fee	39,383	43,218
Bank charges	36,650	36,713
Depreciation on leased asset	54,712	109,416
Directors' fees	342,984	339,489
Social Security costs	57,516	61,917
Finance costs	276,570	274,710
Investment relations	101,934	93,624
Professional fees	294,654	755,525
Water and electricity	12,519	13,418
Other administrative expenses	414,613	(193,196)
	<b>1,631,535</b>	<b>1,534,834</b>

### 7 Income tax expense

	2022 EUR	2021 EUR
On taxable profit subject to income tax: -		
Current tax expense (at 35%)	(7,764,272)	(852,971)
Current tax expense (at 15%)	-	-
Deferred tax charge/(credit)	-	-
Malta tax refundable on intra-group dividend income	6,654,144	731,118
Unrelieved foreign tax	(73,755)	-
Tax expense for the year	<b>(1,183,883)</b>	<b>(121,853)</b>

# Kambi Group plc

## Notes to the financial statements for the year ended 31 December 2022

### 7 Income tax expense (continued)

Tax applying the statutory domestic income tax rate and the tax charge for the year are reconciled as follows:

	2022	2021
	EUR	EUR
Profit before tax	38,937,384	30,965,206
Tax at the applicable rate of 35%	(13,628,084)	(10,837,822)
<i>Tax effect of:</i>		
Income tax at 15%	-	-
Non-allowable expenses/income not subject to tax	(421,742)	(413,151)
Dividend income exempt from Malta tax	6,303,604	10,398,002
Malta tax refundable on intra-group dividend income	6,654,144	731,118
Unrelieved foreign tax paid on intra-group dividend income	(73,755)	-
Finance Costs	(18,050)	-
Tax charge for the year	(1,183,883)	(121,853)

### 8 Key management personnel compensation

	2022	2021
	EUR	EUR
Directors' fees	342,984	339,489
The average number of persons employed during the year, including directors, was made up as follows:	2022	2021
	Number	Number
Administration	5	5

# Kambi Group plc

## Notes to the financial statements for the year ended 31 December 2022

### 9 Investments in subsidiaries

	<b>Shares in group undertakings EUR</b>
<b>Cost</b>	
At 01 January 2021	35,769,725
Additions	23,647,731
	<hr/>
At 01 January 2022	59,417,456
Additions	57,812,247
	<hr/>
<b>At 31 December 2022</b>	<b>117,229,703</b>
	<hr/>
At 31 December 2021	59,417,456
	<hr/>

# Kambi Group plc

## Notes to the financial statements for the year ended 31 December 2022

### 9 Investments in subsidiaries (continued)

The principal financial assets held as at 31 December 2022 are shown below:

Company	Country of Incorporation	Principal activities	Percentage of shares held
Kambi Malta Limited	Malta	B2B gaming service provider	100%
Kambi Services Limited	United Kingdom	Administration services and business support	100%
Kambi Sweden AB	Sweden	IT development, maintenance and operational support	100%
Kambi Philippines Inc.	Philippines	Business support and back office operations	100%
Kambi Sportsbook plc (formerly Kambi Spain plc)	Malta	B2B gaming service provider	100%
Global Technology & Sports Limited	Malta	Development, acquisition, holding, licensing and exploitation of intellectual property	100%
Kambi Sports Solution (Alderney) Limited	Alderney	B2B gaming service provider , business support and back office operations	100%
Sports Information Services Limited	Malta	B2B gaming service provider	100%
Sports Analytics Services srl	Romania	Business support and back office operations	100%
Kambi Australia Pty Ltd	Australia	Business support and back office operations	100%
Kambi USA Inc	USA	Business support and back office operations	100%
Kambi SIS USA Inc	USA	Business support and back office operations	100%
Kambi Sports Espana	Spain	B2B gaming service provider, business support and back office operations	100%
Kambi Argentina SAS	Argentina	B2B gaming service provider, business	100%
Abios Gaming AB	Sweden	B2B provider of esports products and services	100%
Shape Games A/S	Denmark	Front-end platform provider	100%
Shape Games SL	Spain	Business support and back office operations	100%
SIA Shape Games Riga	Latvia	Business support and back office operations	100%
Cyan Limited	Isle of Man	Business support and back office operations	100%

On 7 September 2022, the Group acquired 100% of the shares and voting rights in Shape Games A/S ('Shape Games') and its subsidiaries, a Danish based front-end development specialist provider.

# Kambi Group plc

## Notes to the financial statements for the year ended 31 December 2022

### 10 Right of use asset

	2022 EUR	2021 EUR
<b>Cost</b>		
At 1 January	<b>164,128</b>	359,059
Disposal	-	(194,931)
Additions	-	-
<b>At 31 December</b>	<b>164,128</b>	164,128
<b>Depreciation</b>		
At 1 January	<b>109,416</b>	194,931
Disposal	-	(194,931)
Charge for the year	<b>54,712</b>	109,416
<b>At 31 December</b>	<b>164,128</b>	109,416
<b>Carrying amount</b>		
<b>At 31 December</b>	-	54,712

# Kambi Group plc

## Notes to the financial statements for the year ended 31 December 2021

### 11 Trade and other receivables

	2022 EUR	2021 EUR
Amounts receivable from subsidiaries	36,316,718	33,198,708
Other debtors	61,980	21,980
Prepayments and accrued income	140,838	10,477
	<b>36,519,536</b>	33,231,165
Less: Amount expected to be settled within 12 months	<b>(29,019,536)</b>	(25,731,165)
Amount expected to be settled after 12 months	<b>7,500,000</b>	7,500,000

The amounts receivable from subsidiaries are unsecured, interest free and expected to be realised in the normal course of the business.

### 12 Current liabilities

	2022 EUR	2021 EUR
Accrued interest	137,250	137,250
Accrued expenses	3,169,954	122,892
Lease liability	57,908	24,230
Amounts owed to other related parties	1,271,781	-
	<b>4,636,893</b>	284,372

### 13 Contingent Consideration

	2022 EUR	2021 EUR
Abios		
- Current	7,271,165	3,967,436
- Non-current	-	3,851,879
Total Abios	<b>7,271,165</b>	7,819,315
Shape Games		
- Current	5,996,000	-
- Non-current	12,234,000	-
Total Shape Games	<b>18,230,000</b>	-
Current Contingent Consideration	<b>13,267,165</b>	3,967,436
Non-current Contingent Consideration	<b>12,234,000</b>	3,851,879

# Kambi Group plc

## Notes to the financial statements for the year ended 31 December 2021

### 13 Contingent Consideration (continued)

Abios Contingent Consideration has been revalued using updated foreign exchange rates as the contingent consideration is due in SEK.

On 7 September 2022, the Group acquired 100% of the shares and voting rights in Shape Games AS ('Shape Games'), a Danish based front-end development specialist provider.

The consideration transferred comprised of €39,582,000 equivalent cash consideration (€36,363,000 per the Cashflow as Acquisition of subsidiary, net of cash acquired as actual cash consideration transferred net of cash acquired due to timing of payments due under the purchase agreement) and €18,230,000 being the fair value of contingent consideration at the acquisition date, which is presented as €5,996,000 within current liabilities and €12,234,000 within non-current liabilities at the reporting date. There was no change in the fair value of contingent consideration between the acquisition and reporting date.

### 14 Other financial liabilities

	2022 EUR	2021 EUR
Convertible bond	7,446,500	7,394,930
Less amount due for settlement within 12 months	-	-
Amount due for settlement after 12 months	7,446,500	7,394,930

#### *Convertible bond*

A convertible bond of €7,500,000 was issued by Kambi Group plc to a wholly owned subsidiary of Kindred Group plc on 23 May 2014, repayable on 1 January 2019. During 2018, the convertible bond terms were renegotiated with a new repayment date of 1 January 2024. The amount shown above has been discounted over 1.59 years (2021: 2.59 years) using an interest rate of 3.7 % (2021 3.7%) which is the interest rate of an equivalent risk instrument that was not convertible. The rate used is based on the EURIBOR 5 year swap rate + 3.5% which is based on similar instruments that the Group has previously had in place. The difference between the actual amount of the bond and the value above is classified within other reserves. At the date of renegotiation, the amount previously recognised within other reserves was recycled to retained earnings. The actual rate of interest on the convertible bond is 3%. In the event of conversion, the number of shares to be issued would be determined by Kambi's average share price in the period preceding conversion. At the end of 31 December 2022, the number of shares that could be issued on conversion would have been 464,553 shares (2021: 328,006 shares).



# Kambi Group plc

## Notes to the financial statements for the year ended 31 December 2022

### 15 Share capital and Share Premium

	2022 EUR	2021 EUR
<b>Authorised share capital</b>		
750,000,000 Ordinary 'B' shares of €0.003 each	<b>2,250,000</b>	<b>2,250,000</b>
250,000,000 Ordinary 'B' shares of € 0.003 each	<b>750,000</b>	<b>750,000</b>
<b>Issued and fully paid up</b>		
31,278,297 (31,064,797) Ordinary 'B' shares of €0.003 each	<b>93,835</b>	93,194
<b>Share premium</b>		
Share premium reserve	<b>62,042,046</b>	59,463,601

Ordinary "A" shares and Ordinary "B" shares carry rights to dividends. One Ordinary "B" share entitles the holder to one vote at shareholders' meetings of the Company. Each Ordinary "A" share that might be issued upon conversion of the convertible bond would entitle the holder to a higher number of votes than Ordinary "B" shares, calculated according to a formula set out in the terms and conditions of the bond and in the Company's articles of association.

At the 30 June 2022 Extraordinary General Meeting ('EGM'), shareholders granted the Group the authority to repurchase up to 3,106,450 Ordinary 'B' shares. The authority expires on the date of the 2023 Annual General Meeting ('AGM').

From 27 October to 10 November 2021, the Group completed its inaugural share buyback programme. The Group repurchased a total of 523,500 shares at a volume-weighted average price of 227.77 SEK per share. There was no reduction in paid up capital. At 31 December 2022, the Group held 523,500 (2021: 523,500) of the Group's shares.

Treasury shares are not entitled to dividend or voting rights whilst held by the Group.

# Kambi Group plc

## Notes to the financial statements for the year ended 31 December 2022

### 16 Other reserves

The other reserve of the company comprises all foreign currency differences arising from the translation of foreign cash, payables and receivables and the equity impact of the convertible loan renegotiation. This reserve is non-distributable.

### 17 Cash and cash equivalents

Analysis of the balance of cash and cash equivalents as shown in the statement of cash flows:

	2022	2021
	EUR	EUR
Cash at bank and in hand	12,360,052	15,568,844

### 18 Leases

At 31 December 2022, the Group the following maturity analysis of cashflows on an undiscounted basis:

	2022	2021
	EUR	EUR
<b>Lease liabilities</b>		
Within one year	57,908	24,230
Between one and five years	-	-
	<b>57,908</b>	<b>24,230</b>

### 19 Financial instruments

#### *Fair values of financial assets and financial liabilities*

At 31 December 2022 and 31 December 2021 the carrying amounts of financial assets and financial liabilities classified with current assets and current liabilities respectively approximated their fair values due to the short term maturities of these assets and liabilities. The fair values of non-current financial assets and non-current financial liabilities are not materially different from their carrying amounts.

### 20 Financial risk management

The exposures to risk and the way risks arise, together with the company's objectives, policies and processes for managing and measuring these risks are disclosed in more detail below. The objectives, policies and processes for managing financial risks and the methods used to measure such risks are subject to continual improvement and development.

#### *Credit risk*

Financial assets which potentially subject the company to concentrations of credit risk consist principally of receivables and cash at bank. The company's receivables include loan receivables from subsidiaries. The company monitors intra-group credit exposures at individual entity level on a regular basis and ensures timely performance of these assets in the context of overall liquidity management. The company assesses the quality of these related parties taking into account financial position, performance and other factors.

# Kambi Group plc

## Notes to the financial statements for the year ended 31 December 2022

### 20 Financial risk management (continued)

#### *Credit risk (continued)*

The company takes cognisance of the related party relationship with these entities and management does not expect any significant losses from non performance or default. The long term loans receivable from subsidiary are catergorised as Stage 1 for IFRS 9 purposes in view of the factors highlighted above. The expected credit loss allowances on such loans and receivables are based on the 12 month probability of default, capturing 12 month expected losses and hence are considered insignificant.

For the amounts due from subsidiaries expected to be realised within one year, expected credit losses are based on the assumption that repayment of the balance is demanded at the reporting date. Accordingly the expected credit loss allowance attributable to such balances is insignificant.

Cash at bank is placed with reliable financial institutions. At 31 December 2022 cash at bank is placed with reliable financial institutions as follows:

<b>Bank</b>	<b>Rating agency</b>	<b>Rating</b>
Bank of Valletta plc	Fitch	BBB

#### *Liquidity risk*

The company monitors and manages its risk to a shortage of funds by maintaining sufficient cash and by monitoring the availability of raising funds to meet commitments associated with financial instruments and by maintaining adequate banking facilities.

#### *Capital risk management*

The company's objectives when managing capital are:

- to safeguard its ability to continue as a going concern; and
- to maximise the return to stakeholders through the optimisation of the debt and equity balance.

The primary objective of the company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The capital structure of the company consists of debt, which does not include borrowings or includes, cash and cash equivalents and items presented within equity in the statement of financial position. The company's directors manage the company's capital structure and makes adjustments to it, in light of changes in economic conditions. The capital structure is reviewed on an ongoing basis. Based on recommendations of the directors, the company balances its overall capital structure through the payments of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

# Kambi Group plc

## Notes to the financial statements for the year ended 31 December 2022

### 21 Related parties

	2022		%	2021		%
	Related party activity EUR	Total activity EUR		Related party activity EUR	Total activity EUR	
Investment <i>Related party transactions with:</i>						
Subsidiary	<b>225,000</b>	<b>225,000</b>	<b>100</b>	225,000	225,000	100
Administrative expenses: <i>Related party transactions with:</i>						
Key management personnel of the company	<b>342,984</b>	<b>1,354,965</b>	<b>25</b>	339,489	1,260,124	27

“Other related parties” consist of related parties other than the parent, entities with joint control or significant influence over the company, subsidiaries, associates, joint ventures in which the company is a venturer and key management personnel of the company or its parent.

Significant amounts receivable at year-end together with their terms and conditions are disclosed in the note 11 to the accounts.

### 22 Statutory information

Kambi Group plc is a limited liability company and is incorporated in Malta. Kambi Group plc, with its registered offices at Avenue 77, A4, Triq Negoju, Zone 3, Central Business District, Birkirkara, CBD3010, Malta, which is quoted on First North in NASDAQ, Stockholm. Kambi Group plc prepares consolidated financial statements which can be found on [www.kambi.com](http://www.kambi.com)

## **Independent auditor's report**

To the members of Kambi Group plc

### **Report on the Audit of the Financial Statements**

#### **Opinion**

We have audited the financial statements of Kambi Group plc (the Company), set out on pages 5 to 26, which comprise the statement of financial position as at 31 December 2022, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, (or give a true and fair view of) the financial position of the Company as at 31 December 2022, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU (EU IFRSs) and have been prepared in accordance with the requirements of the Companies Act (Cap. 386).

#### **Basis for Opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in accordance with the Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act (Cap. 281) in Malta, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matters relate solely to the subsidiaries of the group and are included in the group audit report.

#### **Other Information**

The directors are responsible for the other information. The other information comprises the directors' report. Our opinion on the financial statements does not cover this information, including the directors' report.

## **Independent auditor's report**

To the members of Kambi Group plc (continued)

### **Other Information (continued)**

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

With respect to the Directors' Report, we also considered whether the Directors' Report includes the disclosures required by Article 177 of the Maltese Companies Act (Cap. 386). Based on the work we have performed, in our opinion:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with the Maltese Companies Act (Cap.386).

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the directors' report. We have nothing to report in this regard.

### **Responsibilities of the Directors**

The directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with EU IFRS's, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists.



## **Independent auditor's report**

To the members of Kambi Group plc (continued)

### **Auditor's Responsibilities for the Audit of the Financial Statements (continued)**

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

**Independent auditor's report**

To the members of Kambi Group plc (continued)

**Report on Other Legal and Regulatory Requirements**

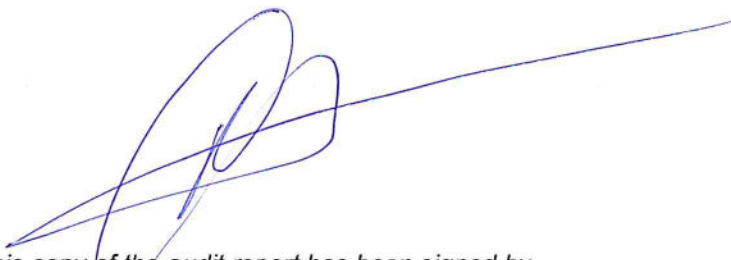
Under the Maltese Companies Act (Cap. 386) we are required to report to you if, in our opinion:

- We have not received all the information and explanations we require for our audit.
- Adequate accounting records have not been kept, or that returns adequate for our audit have not been received from branches not visited by us.
- The financial statements are not in agreement with the accounting records and returns.

We have nothing to report to you in respect of these responsibilities.

**Appointment**

We were appointed by the shareholders as auditors of Kambi Group plc in 2014, as for the year ended 31 December 2013. Our appointment has been reviewed annually by shareholder resolution representing a total period of uninterrupted engagement of nine years.



*This copy of the audit report has been signed by  
Paul Giglio (Partner) for and on behalf of*

**Mazars Malta**

Certified Public Accountants  
Birkirkara,  
Malta  
6 March 2023



**The schedules on the pages that follow do not form part of the  
financial statements**

## Income statement for the year ended 31 December 2022

		<b>2022</b>	2021
	Notes	<b>EUR</b>	EUR
Administrative expenses	6	<b>(1,354,965)</b>	(1,260,124)
Investment income	5	<b>40,418,932</b>	32,370,638
Finance costs		<b>(276,570)</b>	(274,710)
Unrealised exchange difference		<b>149,987</b>	129,402
		<hr/>	
Operating profit		<b>38,937,384</b>	30,965,206
		<hr/>	
<b>Profit before tax</b>		<b>38,937,384</b>	30,965,206

**Administrative expenses  
for the year ended 31 December 2022**

	<b>2022</b>	2021
	<b>EUR</b>	EUR
<b>Administrative expenses</b>		
Audit fee	<b>39,383</b>	43,218
Bank charges	<b>36,650</b>	36,713
Depreciation on leased asset	<b>54,712</b>	109,416
Directors' fees	<b>342,984</b>	339,489
Social Security costs	<b>57,516</b>	61,917
Investment relations	<b>101,934</b>	93,624
Professional fees	<b>294,654</b>	755,525
Water and electricity	<b>12,519</b>	13,418
Other administrative expenses	<b>414,613</b>	(193,196)
	<b>1,354,965</b>	1,260,124