

## **NOTICE OF KAMBI GROUP PLC ANNUAL GENERAL MEETING 2015**

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

**NOTICE IS HEREBY GIVEN that THE ANNUAL GENERAL MEETING (“AGM”) of Kambi Group plc or the “Company” (company number C 49768, registered in Malta) will be held on Tuesday 19 May, 2015 at 17.00 CET at the Phoenician Suite, The Westin Dragonara Resort, Dragonara Road, St. Julian’s STJ3143, Malta, to consider the following Agenda.**

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

- To be entitled to attend and vote at the AGM (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 Tuesday 12 May, 2015.
- In order to be entitled to participate in the proceedings at the AGM, shareholders who have their shares registered with a nominee account must ensure their shares are temporarily registered in their own name latest by Tuesday 12 May, 2015.
- Shareholders who wish to participate in the AGM are invited to notify Euroclear Sweden AB of their intention to attend the AGM by Tuesday 12 May, 2015.

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 90 51. 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 AGM, 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 Annual 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 Tuesday 12 May, 2015 by post or courier to Kambi Group plc, c/o Euroclear Sweden AB, Box 191, 101 23, Stockholm, Sweden, tel. +46 8 402 90 51.

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

The Annual Report is available via a pdf in English on the Company’s website [www.kambigroupplc.com](http://www.kambigroupplc.com).

## **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. Presentation by the Nomination Committee
7. The CEO's presentation

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

8. To receive and approve the Consolidated Financial Statements (Annual Report) of the Company for the year ended 31 December, 2014 and the Report of the Directors and Report of the Auditors thereon. **(Resolution a)**
9. To approve the Report on Directors' remuneration as set out in the Annual Report for the year ended 31 December 2014. **(Resolution b)**
10. To determine the Board members' fees for 2015. **(Resolution c)**
11. To re-elect Lars Stugemo as a Director of the Company. **(Resolution d)**
12. To re-elect Anders Ström as a Director of the Company. **(Resolution e)**
13. To re-elect Susan Ball as a Director of the Company. **(Resolution f)**
14. To re-elect Patrick Clase as a Director of the Company. **(Resolution g)**
15. To re-appoint Mazars as auditors of the Company, and to authorise the Directors to determine their remuneration. **(Resolution h)**

## **Special Business (Extraordinary Resolutions)**

16. That the Directors be and are hereby duly authorised and empowered in accordance with Articles 85(1), 85(4) and 88(7) of the Companies Act (Cap.386 of the Laws of Malta) and Articles 3.1 and 9 of the Articles with immediate effect and for a period of 5 years from the date of this resolution to issue to managers and senior staff of the Company 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 2015, as may from time to time be approved by the Directors for this purpose, and to authorise and empower the Directors to restrict or withdraw the right of pre-emption associated to the issue of the said options and the exercise thereof. 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 i)**
17. 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 2,974,119 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 j)**

18. Whereas (i) at a meeting of the Board of Directors of the Company held on 1 April 2015, the Directors resolved to obtain authority to buy back Ordinary 'B' shares in the Company having a nominal value of €0.003 each (for the purpose of pursuing added value for the members of Company); 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 2,974,119, 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 SEK200 per share; and
- (d) the authority conferred by this resolution shall expire on the date of the 2016 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 k)**

#### **Information about proposals related to Agenda items**

##### **Agenda item 10 (Resolution c)**

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 £170,000.

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 £30,000 and of the Chairman of the Board shall be £60,000. The annual extra remuneration payable to each member of the Audit Committee and the Remuneration Committee shall be £5,000.

The levels of said remuneration have been effective since 2014 and the Directors do not propose that same be changed in 2015.

##### **Agenda item 16 (Resolution i)**

The Board proposes the establishment of an executive share option plan (Share Option Plan 2015). This will provide continuing share incentives for managers and senior staff of the Company (both existing and yet-to-be recruited) after the maturities of share plans issued prior to the Company's admission to trading on First North at Nasdaq Stockholm. The scheme should provide an ongoing retention/reward horizon for participants after December 2016.

The intention of the Share Option Plan 2015 is that the awards will be given to approximately 40 staff, with the initial focus on employees who are not part of the existing option scheme plus new recruits and employees who have been promoted since the previous option scheme, as part of a balanced overall package.

The options will have a 3 year vesting period, followed by a minimum of 2 year holding period post exercise of the options. Other than a sale to cover related income tax, no sales of shares from the exercised options can be made during the 2 year holding 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 various key financial targets, including EPS, 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.

It is proposed that the options are issued with an exercise price 10% above the average share price in the 10 working days prior to the issue of the options.

*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.*

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 17 (Resolution j)**

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 18 (Resolution k)**

The Board of Directors proposes that the acquisition by the Company of its own shares shall take place on First North 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 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 buy-backs 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.

#### **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 Annual 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, April 2015

#### **About Kambi**

Kambi Group plc is a B2B provider of premium sports betting services to licensed B2C gaming operators. The Company currently provide its services to 11 operators. Kambi's 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 employs 380 staff across offices in Malta (headquarters), London, Manila and Stockholm. Kambi Group plc is listed on First North at NASDAQ Stockholm under the symbol "KAMBI". The Certified Advisor is Redeye AB.