

**Kindred Group plc**

**NOTICE IS HEREBY GIVEN that THE ANNUAL GENERAL MEETING (“AGM”) of Kindred Group plc (C 39017) (the “Company”) will be held on Friday 26 April 2024 at 10:00 CEST at Kindred’s office, Regeringsgatan 25, Stockholm, Sweden.**

Notice to holders of Swedish Depository Receipts (“SDRs”)

Holders of SDRs who wish to exercise their voting right at the AGM must:

(i) be registered in the register kept by Euroclear Sweden AB **by Tuesday 16 April 2024** (the “**Record Date**”); and

(ii) **no later than Friday 19 April 2024 23:59 CET** either register their intention to attend the AGM, or exercise their voting rights, by following the link <https://anmalan.vpc.se/euroclearproxy>, and clicking through to Kindred Group, and logging in with BankID. BankID can also be used when voting on behalf of someone else.

Alternatively, voting rights can be exercised by sending a signed proxy form, which form can be found on <https://anmalan.vpc.se/euroclearproxy> or [www.kindredgroup.com/AGM](http://www.kindredgroup.com/AGM), and send this by post or courier to Kindred Group, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm to be received no later than **Friday 19 April 2024**.

Requirement (i): Holders of SDRs whose holding is registered in the name of a nominee must, to be able to exercise their voting rights at the AGM (by proxy or in person), temporarily register their SDRs in their own name in the register kept by Euroclear Sweden AB **by the Record Date**. Such holders must well before that day contact their custodian bank or brokerage to request that their holding be temporarily registered in their own name with Euroclear Sweden AB before the Record Date.

Requirement (ii): When submitting votes via regular mail or courier the proxy needs to be accompanied by supporting documentation showing the undersigned person(s) authority to vote on behalf of the SDR holder. The proxy and any power of attorney need to be submitted in original. Votes submitted in this manner must be received by Euroclear no later than **Friday 19 April 2024**.

The convening notice in full and the agenda of the shareholders meeting together with other AGM papers can be found on the Company’s website [www.kindredgroup.com/AGM](http://www.kindredgroup.com/AGM).

In the event you need assistance with, or have questions regarding, the voting procedure you can contact Euroclear via e-mail at [generalmeetingservice@euroclear.com](mailto:generalmeetingservice@euroclear.com) or via telephone on +46 8 402 91 33. Please note that SDR holders cannot exercise their voting rights via these channels, they are for support purposes only.

## Proposed Agenda

It is proposed that the AGM conducts the following business:

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. Election of one or two person(s) to approve the minutes
6. Determination that the Meeting has been duly convened

## Ordinary Business

- |     |  |                       |
|-----|--|-----------------------|
| 7.  | To receive, consider and approve the Report of the Directors and the Consolidated Financial Statements (Annual Report) prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2023, together with the Report of the Auditors.  | <i>Resolution (a)</i> |
| 8.  | To approve the remuneration report set out in pages 81–87 of the Company's Annual Report and Financial Statements for the year ended 31 December 2023.   | <i>Resolution (b)</i> |
| 9.  | To determine the number of Board members   | <i>Resolution (c)</i> |
| 10. | To determine the Board members' fees   | <i>Resolution (d)</i> |
| 11. | To re-elect Evert Carlsson as a director of the Company  | <i>Resolution (e)</i> |
| 12. | To re-elect James H. Gemmel as a director of the Company   | <i>Resolution (f)</i> |
| 13. | To re-elect Heidi Skogster as a director of the Company  | <i>Resolution (g)</i> |
| 14. | To re-elect Cédric Boireau as a director fo the Company  | <i>Resolution (h)</i> |
| 15. | To re-elect Jonas Jansson as a director of the Company   | <i>Resolution (i)</i> |
| 16. | To re-elect Andy McCue as a director of the Company  | <i>Resolution (j)</i> |
| 17. | To re-elect Martin Randel as a director of the Company   | <i>Resoluon (k)</i>   |
| 18. | To re-elect Kenneth Shea as a director of the Company  | <i>Resolution (l)</i> |
| 19. | To appoint the Chairman of the Board   | <i>Resolution (m)</i> |
| 20. | To re-appoint PricewaterhouseCoopers as auditors of the Company for the financial year ended 31 December 2024 and to authorise and empower the Board of Directors to determine their remuneration, and upon the lapse of their term of office, appoint KPMG as auditors of the Company for the financial year ended 31 December 2025 and to authorise and empower the Board of Directors to determine their remuneration | <i>Resolution (n)</i> |
| 21. | To approve the guidelines for how the Nomination Committee shall be appointed  | <i>Resolution (o)</i> |
| 22. | Closing of the meeting   |                       |

Kindred Group plc, Level 6, The Centre, Tigne Point, Sliema, TPO 0001, Malta  
 Registered office: c/o Camilleri Preziosi, Level 2, Valletta Buildings, South Street, Valletta, Malta. Company No: C 39017. Registered in Malta.

[www.kindredgroup.com](http://www.kindredgroup.com)

## Information about proposals relating to Agenda items

### Agenda item 2

The Nomination Committee proposes that attorney Johan Thiman (White & Case), or anyone he appoints in his stead, is elected Chairman of the AGM.

### Agenda item 7

The 2023 Annual Report was finalised and signed on 13 March 2024 and reflects events up to that date.

### Agenda item 8

The Board of Directors proposes that the AGM approves the remuneration report on pages 81–87 of the Company's Annual Report and Financial Statements for the year ended 31 December 2023.

### Agenda item 9

The Nomination Committee proposes that the Board of Directors should consist of eight Directors.

### Agenda item 10

The Nomination Committee proposes that a total fee of maximum GBP 806,00 (2023: GBP 861,500) be paid to Directors re-elected at the AGM, who are not employees of the Company. The total fee is subject to that all the committees of the Board – the Remuneration Committee and the Audit Committee – should consist of three or four members each and should be chaired by one of its members.

It is proposed that a fee of GBP 200,000 (2023: GBP 200,000) be paid to the Chairman of the Board. Furthermore, it is proposed that a fee of GBP 66,000 (2023: GBP 66,000) be paid to each other Director, and an additional total of GBP 78,000 (2023: GBP 78,000) be paid for Audit Committee work and an additional total of GBP 45,000 (2023: GBP 45,000) for Remuneration Committee work. An additional GBP 10,500 (2023: GBP 10,500) should be paid to each Chairman of the two Committees.

### Agenda items 11–18

CVs for the current Directors are to be found on pages 60–62 in the Kindred Group plc Annual Report for 2023 and on the Company's website.

### Agenda item 19

The Nomination Committee proposes that Evert Carlsson is re-appointed as the Chairman of the Board.

### Agenda item 20

The Nomination Committee proposed that PricewaterhouseCoopers are re-appointed as auditors of the Company for the financial year ended 31 December 2024 and that the Board of Directors is authorised and empowered to fix their remuneration, and upon the lapse of their term of office, KPMG are appointed as auditors of the Company for the financial year ended 31 December 2025 and that the Board of Directors is authorised and empowered to fix their remuneration.

The term of office of PricewaterhouseCoopers, as statutory auditors of the Company, shall expire following the audit of the Company's financial statements for the financial year ended 31 December 2024. In terms of Article 1 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public interest entities and repealing Commission Directive 2005/909/EC (the "**Regulation**"), neither the initial engagement of a

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particular statutory auditor or audit firm, nor this in combination with any renewed engagements therewith, shall exceed a maximum duration of 10 years.

Given that PricewaterhouseCoopers have been appointed as auditors of the Company for the past 10 years since its securities have been admitted to listing and trading on Nasdaq Stockholm, in advance of such expiration, the Company commenced the process to fill such vacancy and appoint an auditor of the Company in accordance with the provisions of the Regulation.

In line with the provisions of Article 16 of the Regulation and Article 151A of the Companies Act (Chapter 386 of the laws of Malta), following the conclusion of a competitive tender process, the Audit Committee recommended to the Directors the appointment of KPMG as the auditors of the Company, commencing with effect from the financial year ended 31 December 2025. Such recommendation was made by the Audit Committee after having taken into consideration a number of important factors, including but not limited to price / commercials; knowledge and understanding of the Company's business model and presence in Malta.

On the basis of the competitive tender process and the recommendation submitted to the Directors by the Audit Committee, the Directors have proceeded by recommending to the shareholders of the Company to re-appoint PricewaterhouseCoopers as statutory auditors of the Company at the forthcoming AGM for the financial year ended 31 December 2024, and, upon the lapse of their term of office, the appointment of KPMG as statutory auditors of the Company for the financial year ended 31 December 2025. In order to ensure an orderly handover of the statutory audit process, it is being contemplated that KPMG will shadow the audit conducted by PricewaterhouseCoopers for the financial year ended 31 December 2024. The Directors are also proposing that once PricewaterhouseCoopers and KPMG respectively are appointed as auditors of the Company, the Directors are authorised to determine their respective remuneration.

## **Agenda item 21**

### Guidelines for the Nomination Committee appointment

The Nomination Committee proposes that the AGM resolves that the Nomination Committee shall continue to consist of not less than four but no more than five members.

Taking into account the offer from FDJ and its acceptance period, the Nomination Committee proposes that the AGM decides that the Nomination Committee should continue to function in its incumbent composition until the end of the acceptance period of FDJ's offer, November 2024, and that only then and if so necessary shall a new Nomination Committee be appointed.

Should that be the case, the members of the Nomination Committee shall represent all shareholders and be appointed by the largest shareholders at the end of November 2024 having expressed their willingness to participate in the Nomination Committee. Should any of these shareholders appoint the Chairman of the Board of Directors to the Nomination Committee, the Nomination Committee shall consist of five members. Otherwise, the Chairman of the Board shall be adjunct to the Nomination Committee. The other members shall be appointed by each of the subsequent largest shareholders expressing their willingness to participate in the Nomination Committee, within one week after they have been so asked. At the appointment of a member to the Nomination Committee, it shall be stated which shareholder that has appointed the member in question. Should a shareholder waive its right to appoint a member to the Nomination Committee, the opportunity to appoint a member shall be passed to the following largest shareholder which has already not appointed a member to the Nomination Committee. The members of the Nomination Committee shall appoint the Chair among themselves.

The Chairman of the Board shall not chair the Nomination Committee. The names of the members of the Nomination Committee shall be announced before the end of 2024.

Shareholders who have appointed a member to the Nomination Committee have the right to dismiss that member and appoint a new member.



Should a member of the Nomination Committee leave his/her assignment prematurely and if the Nomination Committee deems appropriate, a new member shall be appointed by the shareholder who appointed the resigning member or, if the company shareholding structure has changed, by the shareholder who at that point in time has the largest shareholding in the Company.

No remuneration shall be paid to the members of the Nomination Committee. However, the Nomination Committee shall have the right to engage outside expertise and consultancy services related to its assignments and to ensure their reimbursement by the Company.

The Company's Annual Report in English for the financial year ended 31 December 2023 together with other documents relating to the AGM are available on the Company's website [www.kindredgroup.com](http://www.kindredgroup.com).

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For information on how personal data is processed please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

By order of the Board  
Kindred Group plc  
Malta, March 2024

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