



Kindred Group plc

NOTICE IS HEREBY GIVEN that THE ANNUAL GENERAL MEETING (“AGM”) of Kindred Group plc (“the Company”) will be held on **Tuesday 14 May 2019** at 10.00 CEST at Kindred People’s office, Regeringsgatan 29, Stockholm, for the following purposes:

Notice to holders of Swedish Depository Receipts (“SDR’s”)

Holders of SDR’s who wish to attend and/or vote at the AGM must:

- (i) be registered in the register kept by Euroclear Sweden AB **by 17.00 CEST Friday 3 May 2019;**
- (ii) notify Skandinaviska Enskilda Banken AB (publ) (SEB) of their intention to attend the AGM **no later than 12.00 CEST on Thursday 9 May 2019 and**
- (iii) send an original signed proxy form to the Company **no later than 17.00 BST on Thursday 9 May 2019** (unless the holder will attend the AGM in person).

Requirement (i): Holders of SDR’s 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 SDR’s in their own name in the register kept by Euroclear Sweden AB **by 17.00 CEST on Friday 3 May 2019**. 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 Friday 3 May 2019.

Requirement (ii): Holders of SDR’s must, to be able to exercise their voting rights at the AGM (by proxy or in person), give notice to SEB of their intention to attend **no later than 12.00 CEST on Thursday 9 May 2019**. This must be done by completing the enrolment form provided on www.kindredgroup.com/AGM. The form must be completed in full and delivered electronically.

Requirement (iii): Holders of SDR’s who will not attend the AGM in person must send their original signed proxy forms by post or courier so as to arrive at Kindred Group plc, c/o Kindred (London) Ltd, Kindred House, 17 Hartfield Road, London SW19 3SE, United Kingdom, no later than 17.00 BST on **Thursday 9 May 2019**. Proxy forms are available on www.kindredgroupplc.com/AGM.

The convening notice in full and the agenda of the shareholders meeting can be found on the Company’s website www.kindredgroup.com/AGM

Please note that conversions to and from SDR’s and ordinary shares will not be permitted between 3 May and 14 May 2019.

Proposed Agenda

It is proposed that the AGM conducts the following business:

Resolution:

- 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
- 7 The CEO’s presentation

Ordinary Business

- 8 Declaration of Dividend in cash

Resolution (a)

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| 9 | To receive and consider 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 2018, together with the Report of the Auditors | <i>Resolution (b)</i> |
| 10 | To approve the remuneration report set out on pages 49-50 of the Company's Annual Report and Financial Statements for the year ended 31 December 2018 | <i>Resolution (c)</i> |
| 11 | To determine the number of Board members | <i>Resolution (d)</i> |
| 12 | To determine the Board members' fees | <i>Resolution (e)</i> |
| 13 | To re-elect Helene Barnekow as a director of the Company | <i>Resolution (f)</i> |
| 14 | To re-elect Peter Boggs as a director of the Company | <i>Resolution (g)</i> |
| 15 | To re-elect Gunnel Duveblad as a director of the Company | <i>Resolution (h)</i> |
| 16 | To re-elect Stefan Lundborg as director of the Company | <i>Resolution (i)</i> |
| 17 | To re-elect Anders Ström as director of the Company | <i>Resolution (j)</i> |
| 18 | To elect Erik Forsberg as new director of the Company | <i>Resolution (k)</i> |
| 19 | To elect Carl-Magnus Månsson as new director of the Company | <i>Resolution (l)</i> |
| 20 | To appoint the Chairman of the Board | <i>Resolution (m)</i> |
| 21 | Resolution on guidelines for how the Nomination Committee shall be appointed | <i>Resolution (n)</i> |
| 22 | To reappoint PricewaterhouseCoopers as auditors of the Company and to authorise the directors to determine their remuneration | <i>Resolution (o)</i> |
| 23 | To resolve on guidelines for remuneration and other terms of employment for senior management | <i>Resolution (p)</i> |
| | As Special Business, to consider the following resolutions which will be proposed as Extraordinary Resolutions | |
| 24 | The meeting will be requested to consider and if thought fit approve, by extraordinary resolution, the following amendments to the Memorandum and Articles of Association of the Company and thus the following changes are proposed:
(a) The deletion of the second paragraph of Article 5 of the memorandum of association of the Company which reads as follows: "The Company shall have the right to issue warrants to bearer in respect of its fully paid shares stating that the bearer of the warrant is entitled to the shares therein specified and may provide, by coupons or otherwise for the payment of future dividends or shares included in the warrant."
(b) The last sentence of Article 80.1 of the articles of association of the Company which reads as follows is deleted: "No meeting of the Directors shall be held in the United Kingdom". Article 80.1 would subsequently read as follows: "Subject to the provisions of these Articles the Directors may meet together for the dispatch of business, adjourn and otherwise regulate their proceedings as they think fit. At any time any Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. Any Director may waive notice of any meeting and any such waiver may be retroactive."
(c) The last two sentences of Article 80.2 of the articles of association of the Company which read as follows are deleted: "Such a meeting shall be deemed to take place where the largest group of Directors participating is | <i>Resolution (q)</i> |

assembled or, if there is no such group, where the chairman of the meeting then is. Provided that a Director shall not be entitled to participate in a meeting of the Directors by means of conference telephone or other communication equipment where such Director is physically present in the United Kingdom". Article 80.2 would subsequently read as follows: "The Directors shall be deemed to meet together if, being in separate locations, they are nonetheless linked by conference telephone or other communication equipment that allows those participating to hear and speak to each other, and a quorum in that event shall be three Directors so linked (provided that any meeting shall only be quorate if a majority of the Directors present are non-executive)."

(d) The last sentence of Article 90 of the articles of association of the Company which reads as follows is deleted: "No committee or sub-committee of the Directors shall meet in the United Kingdom." Article 90 would subsequently read as follows: "The Directors may delegate any of their powers or discretions (including without prejudice to the generality of the foregoing all powers and discretions whose exercise involves or may involve the payment of remuneration to or the conferring of any other benefit on all or any of the Directors) to committees. Any such committee shall, unless the Directors otherwise resolve, have power to sub-delegate to sub-committees any of the powers or discretions delegated to it. Any such committee or sub-committee shall consist of one or more Directors and (if thought fit) one or more other named person or persons to be coopted as hereinafter provided. Insofar as any such power or discretion is delegated to a committee or subcommittee, any reference in these Articles to the exercise by the Directors of the power or discretion so delegated shall be read and construed as if it were a reference to the exercise thereof by such committee or sub-committee. Any committee or sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee or sub-committee of persons other than Directors and may provide for members who are not Directors to have voting rights as members of the committee or sub-committee."

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The meeting will be requested to consider and if thought fit, approve, by extraordinary resolution, the following further resolution: it being noted that

(i) at a Board of Directors' meeting held on 6 March 2019, the directors resolved to obtain authority to buy back GBP 0.000625 Ordinary Shares/SDR's in the Company (the purpose of buyback being to achieve added value for the Company's shareholders); and

(ii) pursuant to article 106(1) (b) of the Companies Act (Cap.386 of the Laws of Malta) 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/SDR's to be acquired, the duration of the period for which the authorisation is given and the maximum and minimum consideration,

given this it is proposed that the Company, through the Board, be generally authorised to make purchases of ordinary shares/SDR's of GBP 0.000625

Resolution (r)

each in its capital, subject to the following:

- (a) the maximum number of shares/SDR's that may be so acquired is 23,012,620;
- (b) the minimum price that may be paid for the shares/SDR's is 1 SEK per share/SDR's exclusive of tax;
- (c) the maximum price that may be paid for the shares/SDR's is 200 SEK per share/SDR's exclusive of tax;
- (d) the purchases may take place on multiple occasions and will be based on market terms, and
- (e) the authority conferred by this resolution shall expire on the date of the 2020 Annual General Meeting but not so as to prejudice the completion of a purchase contracted before that date on actual market price and terms and prevailing regulations.

- 26 The meeting will be requested to consider and if thought fit, approve, by extraordinary resolution, the following further resolution: *Resolution (s)*
- That the directors be and are hereby duly authorised and empowered in accordance with articles 85(2) and 88(7) in the Companies Act, 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 23 million ordinary shares in the Company of a nominal value of GBP 0.000625 each (corresponding to a dilution of about 10 per cent) for payment in kind in connection with an acquisition without first offering the said shares to existing shareholders.
- Such acquisition will be only in line with the Group's other strategy, and acquisition cost and the valuation of the acquisition will be clearly reported.
- 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.
- The board has no intention to use the two authorisations in such manner that more than an aggregate of 10 percent of the total number of outstanding shares will be bought back or used to make an acquisition from the date of the authorisation until 2020 Annual General Meeting
- 27 Closing of the meeting

Information about proposals related to Agenda items

Agenda item 2

The Nomination Committee proposes that Gunnar Johansson be elected Chairman of the Meeting.

Agenda item 8

The Board of Directors proposes a dividend of GBP 0.496, which is approximately SEK 5.92 at the exchange rate 11.940 GBP/SEK at 12 February 2019 per ordinary share, to be paid to holders of ordinary shares and SDRs. In order to facilitate a more efficient cash management, the dividend is proposed to be paid in two equal instalments. If approved at the AGM, the record date for the first instalment will be 16 May 2019 and distributed by Euroclear Sweden AB on 21 May 2019 with an ex-dividend date of 15 May 2019, and for the second instalment the record date will be 18 November 2019 and distributed by Euroclear Sweden AB on 21 November 2019 with an ex-dividend date of 15 November 2019. For accounting purposes, the rate of exchange to be used shall be the SEK-GBP rate prevalent on 16 May 2019 and 18 November 2019 respectively.

Agenda item 9

The 2018 Annual Report was finalised and signed on 8 March 2019 and reflects events up to that date.

Agenda item 10

The Board of Directors proposes that the AGM approves the remuneration report on pages 49-50 of the Company's Annual Report and Financial Statements for the year ended 31 December 2018.

Agenda item 11

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

Agenda item 12

The Nomination Committee proposes that a total fee of maximum GBP 764,000 (2018: GBP 730,000) be paid to Directors elected at the AGM, who are not employees of the Company. It is proposed that the Board of Directors will apportion the fee within the Board so that the Chairman will receive a fee of GBP 260,000 (unchanged), and a fee of GBP 57,000 (unchanged) be paid to each other Director, and an additional GBP 22,000 (unchanged) be paid for Audit Committee work, GBP 12,000 (unchanged) for Remuneration Committee work and an additional GBP 8,000 (unchanged) be paid to the Chairman of the Audit Committee, and the Chairman of the Remuneration Committee.

The total fee is subject to that the Audit Committee and the Remuneration Committee will be comprised of three members.

As the US market presented new opportunities for Kindred Group in 2018, who has now taken its first steps into this market, the Nomination Committee proposes that the Board installs a new "US Committee" to monitor and follow the developments in detail. The Nomination Committee proposes that the US Committee comprises three members and that the fee should be the same as for the Remuneration Committee, GBP 12,000 to each member and an additional GBP 8,000 be paid to the Chairman of the Committee.

This means that a total fee of maximum GBP 764,000 is proposed.

Agenda item 13-17

CVs for Directors are to be found on page 34-35 in the Kindred Group plc Annual Report for 2018 and on the Company's website.

Agenda item 18

Erik Forsberg, born 1971, is Independent advisor and Director of Stillfront Group.

Previous assignments have been: CFO of Intrum 2011-2018, CFO of Cision 2008-2011, Business Area CFO and Group Treasurer at EF Education Group 2001-2008.

Erik Forsberg's background and expertise is as a CFO in public and private companies, in particular in the fields of financial reporting, mergers and acquisitions as well as financing. He holds a MSc Business and Administration from Stockholm School of Economics.

Agenda item 19

Carl-Magnus Månsson, born 1966, is President and CEO of Acando since 2009. Acando is an IT and Management consulting firm listed on Nasdaq OMX Stockholm midcap. Previously Carl-Magnus held a number of global roles within Ericsson. Since 2016 Carl-Magnus is a Member of the Board at Asiakastieto Group Plc., a provider of digital business and consumer information services in the Nordic countries listed on Nasdaq OMX Helsinki midcap. Carl-Magnus Månsson has studied Applied Physics and Electronics at Linköping University.

Agenda item 20

The Nomination Committee proposes that Anders Ström is appointed the Chairman of the Board.

Agenda item 21

The Nomination Committee proposes that the Annual General Meeting resolves that, until the general meeting of the shareholders decides otherwise, the Nomination Committee shall consist of not less than four and not more than five members, of which one shall be the Chairman of the Board of Directors. The members of the Nomination Committee shall represent all shareholders and be appointed by the four largest shareholders at the end of August 2019 having expressed their willingness to participate in the Nomination Committee. Should one of these shareholders appoint the Chairman of the Board of Directors as its member, the Nomination Committee shall consist of four members. The other three members shall be appointed by each of the other three of the four largest shareholders expressing their willingness to participate in the Nomination Committee within one week from that they are asked. The appointment of a member of the Nomination Committee shall state which shareholder has appointed that member. Should one of the four largest shareholders waive its right to appoint a member of the Nomination Committee, the opportunity to appoint a member shall be offered to the largest shareholder who not already have a

member in the Nomination Committee. The opportunity to appoint a member of the Nomination Committee shall thereafter be passed on in order of the largest shareholding. The members of the Nomination Committee shall appoint the committee chair among themselves. The names of the members of the Nomination Committee shall be announced not later than the date of the publication of the Company's interim report for the third quarter of 2019.

Should the ownership in the Company change, after the announcement of the Nomination Committee but before the end of the fourth quarter of 2019, to such extent that the members of the Nomination Committee no longer reflect the shareholding as stipulated above, and the Nomination Committee so considers appropriate, then the member of the Nomination Committee representing the shareholder with the lesser number of shares in the Company shall resign from the committee and the shareholder who has become the larger shareholder in the Company shall, in the order corresponding to its shareholding in the Company, be offered to appoint a new member of the Nomination Committee. Minor changes in the shareholding of the Company shall not be taken into account. Shareholders who have appointed a member in 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 it appropriate, a new member shall be appointed by the shareholder who appointed the resigning member or that other shareholder who at that point of time has the larger shareholding in the Company.

All changes of the Nomination Committee will be announced.
No remuneration will be paid to the members of the Nomination Committee.

Agenda item 22

The Nomination Committee proposes that PricewaterhouseCoopers are re-appointed as auditors for the Company for 2019 and that the auditor fees be paid against approved account.

Agenda item 23

The Board of Directors proposes that the AGM resolves upon guidelines for remuneration to management.

The policy of the Board is to attract, retain and motivate the best managers by rewarding them with competitive salary and benefit packages linked to achieving the Company's financial objectives.

Senior Managers receive base salaries based on position, responsibilities, performance and skills. The base salary is a fixed amount, payable monthly, which is usually reviewed annually in January.

Benefits are based on the requirements of the country where the manager is employed.

The performance-related salary is designed to support key business strategies and financial objectives and create a strong, performance-orientated environment. The performance targets are reviewed annually and are based on both quantitative and qualitative goals. The pay-out is conditional upon the Company achieving set financial targets. Thereafter, individual targets are mainly linked to financial objectives such as Gross winnings revenue and EBITDA. There is also a part which is based on delivery of specific projects and business critical processes. The 2018 performance related salary included objectives relating to Sustainability and Customer Experience. Achievement of targets is assessed on an annual basis. The amount of potential variable pay compared to basic salary varies depending on position and situation. All variable elements have a limit, which means that they cannot exceed a predetermined amount. Under the standard annual cycle of bonuses for the CEO and executive management, formal approval and payment of bonuses is typically completed after the publication of the results for the fourth quarter.

Equity awards are made through the Performance Share Plan which was introduced in 2013. They are granted under the terms of the Kindred Performance Share Plan (PSP), and are linked to the performance of the Group to further align senior management's interests with those of the shareholders. The PSP share awards outstanding at 31 December 2018 may generally only vest if the holder is employed by the Kindred Group at the date of vesting. Exceptions are made in special circumstances.

The PSP performance measures are non-market based conditions providing participants with a high degree of alignment to Company performance. PSP awards will depend on Kindred achieving financial performance targets over three financial years establishing a clearer link between how Kindred performs and the value that the PSP can deliver. These targets are Gross Contribution (Gross Winnings Revenue

Less Cost of Sales less Marketing Costs), Free Cash Flow per Share and EBITDA and will be measured on an aggregate basis over three years.

Agenda item 24

The rationale for the deletion to Article 5 of the memorandum of association of the Company is due to amendments made to the Companies Act, Chapter 386 of the laws of Malta so as to, among other things, abolish the possibility of Maltese companies issuing share warrants to bearer with respect to any fully paid up shares if so authorised by their memorandum or articles of association. As amended, no Maltese company may now issue a share warrant to bearer notwithstanding anything contained in its memorandum and articles of association.

The rationale for the deletions to Article 80.1, 80.2 and 90 of the articles of association of the Company is so as to allow for greater flexibility in the location of board meetings.

The full Memorandum and Articles of Association with the proposed amendments can be found on the Company's website www.kindredgroupplc.com/AGM.

Agenda item 25

The Board of Directors proposes that the acquisition of shares/SDR's shall take place on Nasdaq Stockholm or via an offer to acquire the shares/SDR's to all shareholders. Repurchases may take place on multiple occasions and will be based on actual market price and terms, prevailing regulations and the capital situation at any given time. Notification of any purchase will be made to Nasdaq Stockholm and details will appear in the Company's annual report and accounts.

The objective of the buyback is to achieve added value for the Company's shareholders and to give the Board increased flexibility with the Company's capital structure.

Following repurchase the intention of the Board would be to either cancel, use as consideration for an acquisition or issue to employees under a Share Option programme or Share Performance Scheme.

Once repurchased under Companies Act (Cap.386 of the Laws of Malta) further shareholder approval will be required before those shares could be cancelled only.

If used as consideration for an acquisition, the intention would be that the actual Shares/SDRS would be offered to any potential transferor.

Agenda item 26

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 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 that will be used in determining the price at which shares will be issued, should be the same as the market value of the shares/SDR's listed on Nasdaq Stockholm.

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Shareholders/SDR holders representing approximately 27.8 per cent of the voting rights of all shares in the Company have stated that they intend to vote in favour of the proposals of the Nomination Committee.

The Annual Report in English together with other documents regarding the AGM are available on the Company's website www.kindredgroup.com.

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

By order of the Board
Kindred Group plc
Malta, April 2019

NOTE

1. A member 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 member.