



Motivated opinion Kindred Group plc

The Annual General Meeting (AGM) of Kindred Group plc 2021 will be held on Wednesday 12 May 2021 in Stockholm.

About the Nomination Committee

At the AGM on 12 May 2020, it was decided that the Nomination Committee for the AGM 2021 shall consist of not less than four but no more than five members. The members of the Nomination Committee shall represent all shareholders and be appointed by the four largest shareholders at the end of August 2020 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 representative, the Nomination Committee shall consist of four members. Otherwise, the Chairman of the Board shall be adjunct to the Nomination Committee.

The Nomination Committee for the 2021 AGM consists of **Cecilia Marlow**, Nordea Fonder (chairperson), **Thomas Gür**, Veralda, **Peter Lundkvist**, Tredje AP-fonden, **Erik Sprinchorn**, TIN Fonder, and **Anders Ström**, chairman of the Board of Directors (co-opt). The Committee members represents 11 per cent of votes and capital.

The work of the Nomination Committee

The sole task of the Nomination Committee is to submit proposals to the AGM on electoral and remuneration issues and, where applicable, procedural issues for the appointment of the following year's nomination committee. The responsibilities of the Nomination Committee are to **review the structure, size and composition of the Board**. The Nomination Committee is guided by the Swedish Corporate Governance Code to lead the process for Board appointments and to present recommendations to the AGM thereon.

The Nomination Committee has held five meetings in which minutes were taken in addition to interviews with incumbent and potential board members.

Information on how to get in touch with the Nomination Committee was given on Kindred Group plc's website and in the Q3 and Q4 Interim reports.

Assessment of the Board

The Nomination Committee has reviewed and discussed the size and the composition of the Board of Directors especially in terms of competence, and of industry and

international experience, of diversity and expertise. In its assessment, the Nomination Committee has conducted individual interviews with the Board members and with the CEO. The Nomination Committee has also used an independent consultant to evaluate the Board as input for the review.

Kindred Group is an **extremely data driven scientific organisation** and relevant experience is imperative. The view of the Nomination Committee is that the composition of the Board should reflect this. For the implementation of Kindred Group's strategy **in a highly complex and fast-moving international regulatory environment with high focus on sustainability and player safety**, different backgrounds and areas of expertise that mirror this, are required.

The Nomination Committee is also of the opinion that diversity is important, as relates to gender, industry experience and background in order to achieve a well-functioning composition of the Board of Directors.

[The Nomination Committee proposals](#)

In accordance with the Swedish Code of Corporate Governance the Nomination Committee has prepared the proposals regarding:

- Chairman of the AGM
- Composition of the Board
- Chairman of the Board
- Board fees, divided between the Chairman and members
- Remuneration for Board Committee work
- Auditors and Auditors Fees

[Chairman of the AGM](#)

The Nomination Committee proposes that Gunnar Johansson, partner at law firm DLA Piper, is elected Chairman of the AGM.

[Composition of the Board](#)

Anders Ström, Founder and Non-Executive Chairman of the Board of Kindred Group plc, on 2 December 2020, informed the Nomination Committee of Kindred that he would not stand for re-election at the Annual General Meeting 2021 of the Kindred Group.

Throughout the years, Anders Ström has been an important and inspiring asset to the Board of Kindred, and he has provided it with in depth knowledge of the industry and contributed with stability and competence in the Board.

On 4 December 2020, Kindred Group's non-executive Director Stefan Lundborg informed the company that he will resign from his role as non-executive Director at Kindred Group with immediate effect.

The Kindred Group has been very fortunate to have had both good continuity and a high quality of performance from the Board of Directors over a number of years.

Following the changes described above, the Nomination Committee proposes re-election of the following members of the Board of Directors:

Peter Boggs,
Gunnel Duveblad,
Erik Forsberg
Carl-Magnus Månsson.

As new members, the Nomination Committee proposes the AGM to elect
Evert Carlsson,
Fredrik Peyron
Heidi Skogster.

Evert Carlsson, is a Swedish citizen born in 1956, and a lecturer at the Gothenburg School of Economics and chairman of Dalslands Sparbank. He has been a board member of Swedbank Robur 2010-2021. Since 2010, Dr. Carlsson has been active in over twenty listed companies' nomination committees, including Kambi, Kindred and SKF. Dr. Carlsson has experience from several investment banks and has worked as a consultant and co-founder of the digital advisor - LifePlan. Dr. Carlsson has a PhD in Economics from the Gothenburg School of Economics.

Dr. Carlsson has several years of experience from being the Chairman of the Nomination Committee of Kindred up until 2020 and thus has a good knowledge of the Group' business, its Board members and management. He also has a solid knowledge of corporate governance. Through his background from Swedbank Robur and from the investment banking sector Dr. Carlsson has a broad network in the institutional finance sector.

Fredrik Peyron, is a Swedish citizen born 1967, and has since 2016 been Senior Vice President Regulatory Affairs & Group Communications at Swedish Match AB which is listed on Nasdaq Stockholm. He has extensive experience of regulatory issues and government contacts in both the EU and the US. Fredrik Peyron has previously been General Counsel and Secretary of the Board at Autoliv Inc. and at Swedish Match AB. He has also been Corporate Counsel at Akzo Nobel AB and Assistant Counsel at Mannheimer Swartling Advokatbyrå. He has a Master of Laws from Lund University.

Fredrik Peyron has broad experience of working in regulated markets and the importance of public affairs. He will also bring expertise in M&A and finance.

Heidi Skogster, is a Finnish citizen born in 1978, and is the co-founder of a company specialised in performance-based marketing and also works as an advisor in the gaming sector. She has more than 15 years of working experience in the online

gambling industry and held several leading roles in listed European gambling companies (Betsson Group and EE Intressenter/Cherry Group) which included several years of stationing on Malta. Heidi Skogster studied marketing at the Swedish School of Economics in Helsinki.

Heidi Skogster brings with her technical and structural knowledge on how the gambling industry works which is a valuable addition to the Board.

The Nomination Committee is of the opinion that the personalities of the proposed three new candidates will contribute with thoughtfulness, openness and a strong will to build a good Board climate - but also challenge and inspire the management.

All the proposed members have the experience and expertise to contribute to driving Kindred Group's strategy and ensuring that the Group will continue to perform well in its key markets. The proposed composition of the Board of Directors reflects a good and relevant breadth of industry experience and business acumen with qualifications within strategically important areas for Kindred Group such as the global gambling and entertainment industry, sustainability and player safety, digitalisation and data intelligence, corporate governance and financial control.

This means that the proposed Board will comprise of seven members out of which two are women.

In line with the Nomination Committee's intention to over time establish a gender balance and also to manage an appropriate rotation of the Board, the Nomination Committee will continue to look for appropriate, preferably female, candidates with sector experience for the coming year's Committee work.

The proposal for the composition of Kindred Group's Board of Directors meets the requirements of the Swedish Code of Corporate Governance for Independent Members of the Board. In its work, the Nomination Committee has applied Rule 4.1 of the Swedish Code of Corporate Governance as a diversity policy. Details about all the persons proposed to be re-elected as Members of the Board of Kindred Group plc may be found on Kindred Group's website: www.kindredgroup.com

[Chairman of the Board](#)

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

[Board fees and remuneration for Board Committee work](#)

The Nomination Committee proposes that a total fee of maximum GBP 701,000 (2020: GBP 673,000) be paid to Directors elected at the AGM, who are not employees of the Company.

It is proposed that a fee of GBP 180,000, will be paid to the Chairman of the Board which is significantly lower than previous years when the Chairman received GBP 260,000. Anders Ström had a more extensive role as Chairman building up Kindred Group over the years and it is the Committee's assessment that with the new Board composition, Chairman's role will be more aligned with a usual Chairmanship.

Furthermore, it is proposed that a fee of GBP 60,000 (2020: 57,000) be paid to each other Director, and an additional GBP 23,000 (2020: 22,000) be paid for Audit Committee work and GBP 13,000 (2020: 12,000) for Remuneration Committee work. The three members of the US Committee should receive an additional GBP 13,000 (2020: 12,000).

An additional GBP 9,000 (2020: 8,000) be paid to the Chairman of the three Committees.

The Nomination Committee also proposes that the Board introduces a Deputy Chairman role who should receive an additional GBP 10,000.

This means that a total fee of maximum GBP 701,000 is proposed, and the total fee is subject to that the Remuneration Committee and the US Committee will be comprised of three members and the Audit Committee will be comprised of two members.

The Nomination Committee encourages that Board members acquire and hold Kindred shares/SDRs in order to increase the alignment with the shareholders.

[Guidelines for how the Nomination Committee shall be appointed](#)

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 but no more than five members.

The members of the Nomination Committee shall represent all shareholders and be appointed by the largest shareholders at the end of August 2021 having expressed their willingness to participate in the Nomination Committee. Should any of these shareholders appoint the Chairman of the Board of Directors as its member, 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 other 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 shareholder waive its right to appoint a member of the Nomination Committee, the opportunity to appoint a member shall thereafter be passed on in order of the largest shareholding who not already have a member in the Nomination Committee.

The members of the Nomination Committee shall appoint the committee 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 not later than the date of the publication of the Company's interim report for the third quarter of 2021. Should the ownership in the Company change, after the announcement of the Nomination Committee but before the end of the fourth quarter of 2021, 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.

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

[Auditors and Auditors Fees](#)

During 2016, the Audit Committee together with the financial management of Kindred Group made an extensive procurement regarding the appointment of the external auditors. Based on this process, PricewaterhouseCoopers were reappointed as auditors.

The Nomination Committee, based on recommendation from the Audit Committee, proposes to reappoint PricewaterhouseCoopers as auditors of the Company for 2021 and that the auditor fees be paid against approved account.

March 2021

Nomination Committee