



Kindred Group plc

NOTICE IS HEREBY GIVEN that THE EXTRAORDINARY GENERAL MEETING (“EGM”) of Kindred Group plc (C 39017) (the “Company”) convened in terms of the Companies Act (Cap.386 of the Laws of Malta) will be held on Monday 14 November 2022 at 10.00 CEST at Kindred’s office, Regeringsgatan 25, Stockholm, Sweden (the EGM is to be held without people being physically present).

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

Holders of SDRs who wish to attend and/or vote at the EGM must:

(i) be registered in the register kept by Euroclear Sweden AB **by Friday 4 November 2022 (the “Record Date”)**; and

(ii) **no later than Wednesday 9 November 2022 at 23.59 CEST** cast their votes following this link: <https://anmalan.vpc.se/euroclearproxy>, navigating to Kindred Group and logging in using BankID. BankID can be used also when voting on behalf of someone, provided the person authorized to vote has access to BankID.

Alternatively, votes can be cast by printing and filling out the proxy found at: <https://anmalan.vpc.se/euroclearproxy> or www.kindredgroup.com/EGM and sending it by regular mail or courier to: Kindred Group, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden. Votes submitted this way must be received by Euroclear no later than **Wednesday 9 November 2022**.

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 EGM (by proxy), temporarily register their SDRs in their own name in the register kept by Euroclear Sweden AB no later than **by the Record Date**. Well before that day such holders must 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 this way must be received by Euroclear no later than **Wednesday 9 November 2022**.

Requirement (iii): As the EGM will be held without people being physically present holders of SDRs who wish to exercise their voting rights must vote electronically, alternatively by regular mail or courier as set out above.

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 or via telephone on +46 8 402 91 33. Please note that an SDR holder cannot exercise their voting rights via these channels, they are for support purposes only.

The complete notice and agenda for the EGM can be found at the Company’s website www.kindredgroup.com/EGM.

The EGM is being held in accordance with the relevant provisions set out in the Maltese Companies Act (Public Companies – Annual General Meeting) Regulations, 2020 (L.N. 288 of 2020).

Please note that conversions to and from SDRs and ordinary shares will not be permitted between 2 November and 14 November 2022.

Proposed Agenda

It is proposed that the EGM 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

The meeting will be requested to consider and if thought fit, the following by ordinary resolutions:

- 7 To amend the number of Board members to eight members (instead of seven members) (*Resolution (a)*)
- 8 To appoint James H. Gemmel as a director and legal and judicial representative of the Company with effect from the date of the EGM (*Resolution (b)*)
- 9 That conditional on the adoption of Resolution (a) the maximum remuneration payable to Board members be increased from a total fee of GBP 757,000 approved at the AGM held on 13 May 2022 to a maximum total fee of GBP 820,000 (to be adjusted with respect to the additional eighth Director on a pro rata basis as explained below) to cater for the appointment of the additional Board member (*Resolution (c)*);
- 10 Closing of the meeting

Information about proposals related to Agenda items 7 - 9

Agenda item 7

The Nomination Committee proposes that the Board of Directors should, until the next AGM consist of eight Directors instead of seven Directors as previously approved that the AGM held on 13 May 2022.

Agenda item 8

The Nomination Committee proposes the appointment of James H. Gemmel as an additional director to serve until the next AGM.

Mr Gemmel is US citizen, born in 1985.

Mr. Gemmel is a Partner at Corvex Management, a multibillion-dollar investment management firm that focuses on fundamental, valued-based investments. Mr. Gemmel has spent 15 years in professional investment management performing deep fundamental research and making concentrated investments in companies across a range of sectors. Mr. Gemmel has significant experience working collaboratively with management teams and boards of directors to create shareholder value, including several of the largest US corporations: Exelon Corporation, Occidental Petroleum, and The Williams Companies. Before joining Corvex, Mr. Gemmel worked as an Investment Analyst at Federated Hermes Inc. and as an Investment Analyst for the Prudent Bear Fund of David W. Tice & Associates. He has a BS in Economics from Southern Methodist University, Dallas, Texas. He has experience investing in and working with companies in many sectors, including gaming.

Agenda item 9

Remuneration due to Board members

At the AGM held on 13 May 2022, following the recommendation of the Nomination Committee, it was approved that the maximum total fee payable to Directors who are not employees of the Company shall be GBP 757,000 (2021: GBP 701,000).

It was approved that a fee of GBP 63,000 (2021: GBP 60,000) be paid to each Director (other than the Chairman).



Conditional on the adoption of Resolution (a) (Agenda item 7), the Nomination Committee proposes that the additional Board member shall be paid a fee at the same level as the other Directors of the Company (GBP 63,000) pro rated to be calculated from the date of appointment of such Board member (being the date of the EGM). Accordingly, the total maximum fee payable to Directors who are not employees of the Company be increased from GBP 757,000 to a maximum amount of GBP 820,000 (as this may be adjusted on a pro rata basis) to cater for the appointment of such additional Board member.

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By order of the Board
Kindred Group plc
Company number: C 39017
Malta, October 2022