

*This announcement is not an offer, whether directly or indirectly, in Australia, Hong Kong, Japan, New Zealand or South Africa or in any other jurisdiction where such offer pursuant to legislation and regulations in such relevant jurisdiction would be prohibited by applicable law. Shareholders not resident in Sweden who wish to accept the Offer (as defined below) must make inquiries concerning applicable legislation and possible tax consequences. Shareholders should refer to the offer restrictions included in the section titled "Important information" at the end of this announcement and in the Offer Document (as defined below). Shareholders in the United States should also refer to the section titled "Important notice to shareholders in the United States of America" at the end of this announcement.*

**Press release**

**3 October 2024**

**LA FRANÇAISE DES JEUX COMPLETES THE OFFER TO THE  
SHAREHOLDERS OF KINDRED AND BECOMES THE OWNER OF 91.77  
PERCENT OF THE SHARES; EXTENDS THE ACCEPTANCE PERIOD**

*On 22 January 2024, La Française des Jeux SA ("**FDJ**"), announced a recommended public offer to the holders of Swedish Depository Receipts (the "**SDRs**") in Kindred Group plc (together with its subsidiaries "**Kindred**" or the "**Company**") to tender all their SDRs in Kindred at a price of SEK 130 in cash per SDR (the "**Offer**"). For the sake of simplicity and because each SDR represents a share in Kindred, the SDRs will also be referred to as "**Shares**" and the holders as "**shareholders**". An offer document relating to the Offer was published on 19 February 2024 (the "**Offer Document**") and supplemented on 25 April 2024 and on 25 July 2024.*

At the end of the acceptance period on 2 October 2024, the Offer had been accepted by shareholders with a total of 195,659,291 Shares, corresponding to approximately 90.66 percent of the outstanding Shares.<sup>1</sup> Since the time of announcement of the Offer, FDJ has acquired 2,400,000 Shares, corresponding to approximately 1.11 percent of the outstanding Shares, from Veralda at a price not exceeding the price in the Offer. As a result, FDJ controls in total 198,059,291 Shares, corresponding to approximately 91.77 percent of the outstanding Shares.<sup>1</sup>

FDJ has decided to complete the Offer. All conditions are satisfied or have been waived. Settlement for Shares tendered in the Offer during the initial acceptance period will begin around 11 October 2024.

FDJ does not hold any other financial instruments that give financial exposure to Kindred's Shares and has not acquired any such Shares or financial instruments outside the Offer, except for what is stated above.

To allow for those shareholders who have not yet accepted the Offer to tender their Shares to FDJ, the acceptance period is extended until 18 October 2024 at 17:00 (CEST). Settlement for Shares tendered in the Offer during the extended acceptance period is expected to begin around 29 October 2024.

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<sup>1</sup> Based on 215,823,068 outstanding Shares in Kindred, which excludes 14,303,068 treasury Shares held by Kindred. Each Share carries one vote.

Since the Offer is now unconditional, shareholders who have already accepted or will accept the Offer during the extended acceptance period, have no right to withdraw their acceptances.

FDJ intends to initiate compulsory acquisition proceedings in accordance with the Articles of Association of Kindred to acquire all Shares not tendered in the Offer and to promote a delisting of the Shares in Kindred from Nasdaq Stockholm.

In accordance with what has previously been announced, FDJ will procure that holders of warrants in Kindred, which are not included in the Offer, receive reasonable treatment. By reason thereof, FDJ offered to acquire the warrants in Kindred for a price of SEK 15.93 per warrant.

### **Advisors**

FDJ has retained Goldman Sachs Bank Europe SE, Succursale de Paris, and Valens Partners SAS as financial advisors and Freshfields Bruckhaus Deringer LLP, Advokatfirman Vinge KB and Mayer Brown Selas as legal advisors in connection with the Offer.

### **Further information**

For further information on the Offer, please visit:

<https://www.groupefdj.com/en/fdj-launches-a-tender-offer-for-kindred-to-create-a-european-gaming-champion/>

*The information was submitted for publication on 3 October 2024, 7.45 p.m. CEST.*

*For enquiries, please contact:*

#### **Investor Relations**

Marc Willaume  
Telephone: +33 (0)1 41 04 19 74  
Email: [invest@lfdj.com](mailto:invest@lfdj.com)

#### **Media Relations**

Sabine Wacquez  
Telephone: +33 (0)1 41 10 33 82  
Email: [servicedepresse@lfdj.com](mailto:servicedepresse@lfdj.com)

### **Important information**

*This press release has been published in Swedish and English. In the event of any discrepancy in content between the two language versions, the Swedish version shall prevail.*

*This announcement is not an offer, whether directly or indirectly, in Australia, Hong Kong, Japan, New Zealand or South Africa or in any other jurisdictions where such offer pursuant to legislation and regulations in such relevant jurisdictions would be prohibited by applicable law (the “Restricted Jurisdictions”).*

*The release, publication or distribution of this press release in or into jurisdictions other than Sweden may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than Sweden should inform themselves about, and observe*

*any applicable requirements. In particular, the ability of persons who are not resident in Sweden to accept the Offer may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person.*

*This announcement has been prepared for the purpose of complying with Swedish law, Nasdaq Stockholm's Takeover rules (the "Takeover Rules") and the Swedish Securities Council's rulings regarding interpretation and application of the Takeover Rules and the information disclosed may not be the same as that which would have been disclosed if this press release had been prepared in accordance with the laws of jurisdictions other than Sweden.*

*Unless otherwise determined by FDJ or required by Swedish law, the Takeover Rules and the Swedish Securities Council's rulings regarding interpretation and application of the Takeover Rules, and permitted by applicable law and regulation, the Offer will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction or any other jurisdiction where to do so would violate the laws in that jurisdiction and no person may accept the Offer by any use, means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facilities. Accordingly, copies of this press release and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction.*

*The availability of the Offer to shareholders of Kindred who are not resident in and citizens of Sweden may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in or citizens of Sweden should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions.*

*The Offer, the information and documents contained in this press release are not being made and have not been approved by an authorized person for the purposes of section 21 of the UK Financial Services and Markets Act 2000 (the "FSMA"). Accordingly, the information and documents contained in this press release are not being distributed to, and must not be passed on to, the general public in the United Kingdom, unless an exemption applies. The communication of the information and documents contained in this press release is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is a communication by or on behalf of a body corporate which relates to a transaction to acquire day to day control of the affairs of a body*

*corporate; or to acquire 50 percent or more of the voting shares in a body corporate, within article 62 of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005.*

*Statements in this press release relating to future status or circumstances, including statements regarding future performance, growth and other trend projections and their underlying assumptions, statements regarding plans, objectives, intentions and expectations with respect to future financial results, events, operations, services, product development and potential and other effects of the Offer, are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as “anticipates”, “intends”, “expects”, “believes”, “estimates”, “plans”, “will be” or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. Actual results and developments may differ materially from those expressed in, or implied or projected by these forward-looking statements due to many factors, many of which are outside the control of FDJ. Forward-looking statements appear in a number of places throughout this announcement and the information incorporated by reference into this announcement and may include statements regarding the intentions, beliefs or current expectations of FDJ or Kindred concerning, amongst other things: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies, the expansion and growth of FDJ’s or Kindred’s business operations and potential synergies resulting from the Offer; and (iii) the effects of government regulation and industry changes on the business of FDJ or Kindred. Any forward-looking statements made herein speak only as of the date on which they are announced. Except as required by the Takeover Rules or applicable law or regulations, FDJ expressly disclaims any obligation or undertaking to publicly announce updates or revisions to any forward-looking statements contained in this announcement to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. The reader should, however, consult any additional disclosures that FDJ or Kindred have made or may make.*

#### **Important notice to shareholders in the United States of America**

*This announcement has not been submitted to or reviewed by the SEC or any U.S. state securities commission and neither the SEC nor any such U.S. state securities commission has approved or disapproved or determined whether this announcement is truthful or complete. Any representation to the contrary is a criminal offence in the U.S.*

*The Offer is being made for the Shares in the Company, whose SDRs are listed on Nasdaq Stockholm, and is subject to the Takeover Rules, the Swedish Securities Council’s (Sw. Aktiemarknadsnämnden) rulings and statements on the interpretation and application of the Takeover Rules applicable to the Offer and the Swedish Takeover Act (Sw. lag (2006:451) om offentliga uppköpserbudanden på aktiemarknaden) and Swedish disclosure and procedural requirements, which are different from those of the U.S. It is important for U.S. Shareholders to be aware that this announcement is subject to disclosure and takeover laws and regulations in Sweden that are different from those in*

*the U.S. In addition, U.S. Shareholders should be aware that this announcement has been prepared in accordance with Swedish format and style, which differs from the U.S. format and style. In particular the financial information of the Company included or incorporated by reference herein has been prepared in accordance with generally accepted accounting principles in Sweden and International Financial Reporting Standards, as applicable, and thus may not be comparable to financial information of U.S. companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. The Offer is being made in the U.S. in reliance on, and in compliance with, Section 14(e) of, and Regulation 14E under, the U.S. Exchange Act and the “Tier II” exemption provided by Rule 14d-1(d) under the U.S. Exchange Act and otherwise in accordance with the requirements of Swedish law. Accordingly, the Offer is subject to disclosure and other procedural requirements, including with respect to withdrawal rights, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and laws. U.S. Shareholders are urged to read this announcement, which is available via [www.groupefdj.com/en/fdj-launches-a-tender-offer-for-kindred-to-create-a-european-gaming-champion/](http://www.groupefdj.com/en/fdj-launches-a-tender-offer-for-kindred-to-create-a-european-gaming-champion/). U.S. Shareholders may also call the following number: +33 (0)1 41 04 19 74 or email [invest@lfdj.com](mailto:invest@lfdj.com) to request a copy of the Offer document.*

*To the extent permissible under applicable Swedish and U.S. securities laws, rules and regulations and pursuant to exemptive relief granted by the SEC from Rule 14e-5 under the U.S. Exchange Act, the offeror and its subsidiaries and affiliates or their respective nominees or brokers (acting as agents for the offeror) may from time to time after the date of this offer announcement, and other than pursuant to the Offer, directly or indirectly, purchase or arrange to purchase Shares or any securities that are convertible into, exchangeable for or exercisable for Shares from Shareholders who are willing to sell their Shares outside the Offer, including purchases in the open market at prevailing prices or in private transactions at negotiated prices. Any such purchases will be made outside the U.S. and will be made in accordance with applicable law, including that they will not be made at prices higher than the Offer Price or on terms more favourable than those offered pursuant to the Offer unless the Offer Price is increased accordingly. Any information about such purchases or arrangements to purchase will be publicly disclosed in the U.S. at the website [www.groupefdj.com/en/fdj-launches-a-tender-offer-for-kindred-to-create-a-european-gaming-champion/](http://www.groupefdj.com/en/fdj-launches-a-tender-offer-for-kindred-to-create-a-european-gaming-champion/) to the extent that such information is made public in accordance with the applicable laws and regulations of Sweden. In addition, the financial advisors to the Company and, to the extent permissible under applicable Sweden and U.S. securities laws, rules and regulations and pursuant to exemptive relief granted by the SEC from Rule 14e-5 under the U.S. Exchange Act, the financial advisors to the FDJ may also engage in ordinary course trading activities in securities of the Company, which may include purchases or arrangements to purchase such securities.*

*It may be difficult for U.S. Shareholders to enforce their rights and any claim arising out of U.S. securities laws, since the offeror and the Company are located in a non-U.S. jurisdiction, and some or all of their officers and directors may be residents of a non-U.S. jurisdiction. U.S. Shareholders may not be able to sue a non-U.S. company or its officers or directors in a U.S. or nonU.S. court for violations of U.S. securities laws. Further, it may be difficult to compel a nonU.S. company and its affiliates to subject themselves to a*

***U.S. court's judgment. The receipt of cash pursuant to the Offer by a U.S. Shareholder may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local laws, as well as foreign and other tax laws. Each U.S. Shareholder of Shares is urged to consult his or her independent professional advisor immediately regarding the U.S. tax consequences of an acceptance of the Offer. Neither the SEC nor any securities commission of any State of the U.S. has (a) approved or disapproved of the Offer; (b) passed upon the merits or fairness of the Offer; or (c) passed upon the adequacy or accuracy of the disclosure in this offer announcement. Any representation to the contrary is a criminal offence in the U.S.***

***Goldman Sachs Bank Europe SE, Succursale de Paris ("Goldman Sachs"), which is authorised and regulated by the European Central Bank and the Federal Financial Supervisory Authority (Die Bundesanstalt für Finanzdienstleistungsaufsicht) and Deutsche Bundesbank in Germany, and Valens Partners SAS ("Valens Partners") are acting exclusively for FDJ and no-one else in connection with the matters referred to in this offer announcement and will not be responsible to anyone other than FDJ for providing the protections afforded to clients of Goldman Sachs and Valens Partners or for providing advice in connection with the matters referred to in this offer announcement.***