

## Kindred Group Press Release

Malta, 9 April 2021

## Kindred Group plc – AGM Notice

NOTICE IS HEREBY GIVEN that THE ANNUAL GENERAL MEETING (“AGM”) of Kindred Group plc (“the Company”) will be held on Wednesday 12 May 2021 9.00AM CEST at Kindred’s offices located at Regeringsgatan 25 in Stockholm, for the following purposes:

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

Holders of SDRs 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 30 April 2021;
- (ii) notify Skandinaviska Enskilda Banken AB (publ) (SEB) of their intention to attend the AGM no later than 12.00 CEST on Friday 7 May 2021 and
- (iii) send an original signed proxy form to the Company no later than 17.00 CEST on Friday 7 May 2021.

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), temporarily register their SDRs in their own name in the register kept by Euroclear Sweden AB by 17.00 CEST on Friday 30 April 2021. 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 30 April 2021.

Requirement (ii): Holders of SDRs must, to be able to exercise their voting rights at the AGM (by proxy), give notice to SEB of their intention to attend no later than 12.00 CEST on Friday 7 May 2021. This must be done by completing the enrolment form provided on [www.kindredgroup.com/AGM](http://www.kindredgroup.com/AGM). The form must be completed in full and delivered electronically.

Requirement (iii): As the AGM will be held without people being physically present holders of SDRs who wish to exercise their voting rights must send their original signed proxy forms by post or courier so as to arrive at Kindred Group plc, c/o Kindred People, Regeringsgatan 25, 111 53, Stockholm, Sweden, no later than **17.00 CEST on Friday 7 May 2021**. Proxy forms are available on [www.kindredgroupplc.com/AGM](http://www.kindredgroupplc.com/AGM).

Due to the risk of the spread of Covid-19 and in light of the instructions and advice from the authorities regarding the avoidance of physical gatherings, all SDR holders are encouraged to use the option of proxy form as described above. The AGM 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).

Holders of SDRs who wish to put a question to the AGM shall send their question so as to arrive at Kindred Group plc, c/o Kindred People, Regeringsgatan 25, 111 53, Stockholm, Sweden, no later than **9.00 CEST on Monday 10 May 2021**. Answers to the questions will be published on [www.kindredgroup.com/AGM](http://www.kindredgroup.com/AGM).

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). Please note that conversions to and from SDR’s and ordinary shares will not be permitted between 30 April and 17 May 2021.

Kindred Group plc, Level 6, The Centre, Tigne Point, Sliema, TPO 0001, Malta

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Registered office: c/o Camilleri Preziosi, Level 2, Valletta Buildings, South Street, Valletta, Malta. Company No: C 39017. Registered in Malta.



## 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

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| 8 Declaration of Dividend in cash  | Resolution (a) |
| 9 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 2020, together with the Report of the Auditors | Resolution (b) |
| 10 To approve the remuneration report set out on pages 49-52 of the Company's Annual Report and Financial Statements for the year ended 31 December 2020   | Resolution (c) |
| 11 To determine the number of Board members  | Resolution (d) |
| 12 To determine the Board members' fees  | Resolution (e) |
| 13 To re-elect Peter Boggs as a director of the Company  | Resolution (f) |
| 14 To re-elect Gunnel Duveblad as a director of the Company  | Resolution (g) |
| 15 To re-elect Erik Forsberg as director of the Company  | Resolution (h) |
| 16 To re-elect Carl-Magnus Månsson as director of the Company  | Resolution (i) |
| 17 To elect Evert Carlsson as new director of the Company  | Resolution (j) |
| 18 To elect Fredrik Peyron as new director of the Company  | Resolution (k) |
| 19 To elect Heidi Skogster as new director of the Company  | Resolution (l) |
| 20 To appoint the Chairman of the Board  | Resolution (m) |
| 21 To reappoint PricewaterhouseCoopers as auditors of the Company and to authorise the directors to determine their remuneration   | Resolution (n) |
| 22 Resolution on guidelines for how the Nomination Committee shall be appointed  | Resolution (o) |

### As Special Business, to consider the following resolutions which will be proposed as Ordinary Resolutions

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| 23 To vote on revisions to the remuneration policy | Resolution (p) |
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### 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 further resolution: it being noted that Resolution (q)

(i) at a Board of Directors' meeting held on 9 March 2021, 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 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 actual market price and terms, and

(e) the authority conferred by this resolution shall expire on the date of the 2022 Annual General Meeting but not so as to prejudice the completion of a purchase contracted before that date.

- 25 The meeting will be requested to consider and if thought fit, approve, by extraordinary resolution, the following further resolutions: Resolution (r)

(i) that the issued share capital of the Company be reduced by means of a cancellation of any shares/SDRs acquired pursuant to the Company's share buy-back program up to a maximum amount of GBP 14,382.89, representing a maximum of 23,012,620 shares/SDRs;

(ii) that the board of directors of the Company be authorised to carry out all acts necessary for the purposes of giving effect to such cancellation of shares/SDRs, at such intervals as it deems appropriate;

(iii) that in accordance with Article 83(1) of the Companies Act, (Cap. 386 of the Laws of Malta), the Company shall be authorised to give effect to the reduction of issued share capital and consequent cancellation of shares/SDRs only following the lapse of three months from the date of the

publication of the statement referred to in Article 401(1)(e) of the said Act;

(iv) that upon the lapse of the period referred to in paragraph (iii) above, the board of directors of the Company be authorised to submit one or more revised and updated Memorandum of Association of the Company so as to inter alia reflect the change in issued share capital following such reduction/s.

26 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 0.330, which is approximately SEK 3.89 at the exchange rate 11.80 GBP/SEK at 8 April 2021 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 17 May 2021 and distributed by Euroclear Sweden AB on 20 May 2021 with an ex-dividend date of 13 May 2021, and for the second instalment the record date will be 15 November 2021 and distributed by Euroclear Sweden AB on 18 November 2021 with an ex-dividend date of 12 November 2021. For accounting purposes, the rate of exchange to be used shall be the SEK-GBP rate prevalent on 17 May 2021 and 15 November 2021 respectively.

### Agenda item 9

The 2020 Annual Report was finalised and signed on 12 March 2021 and reflects events up to that date.

### Agenda item 10

The Board of Directors proposes that the AGM approves the remuneration report on pages 49-52 of the Company's Annual Report and Financial Statements for the year ended 31 December 2020.

### 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 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

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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.

#### **Agenda item 13-16**

CVs for Directors are to be found on page 32-33 in the Kindred Group plc Annual Report for 2020 and on the Company's website.

#### **Agenda item 17**

Evert Carlsson, is a Swedish citizen born in 1956, 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.

#### **Agenda item 18**

Fredrik Peyron, is a Swedish citizen born 1967, 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.

#### **Agenda item 19**

Heidi Skogster, is a Finnish citizen born in 1978, 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.

#### **Agenda item 20**

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

#### **For more information:**

Patrick Kortman, Head of Corporate Development & Investor Relations  
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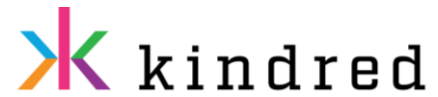
#### **About Kindred Group**

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Kindred Group is one of the world's leading online gambling operators with business across Europe, US and Australia, offering 30 million customers across 9 brands a great form of entertainment in a safe, fair and sustainable environment. The company, which employs about 1,600 people, is listed on Nasdaq Stockholm Large Cap and is a member of the European Gaming and Betting Association (EGBA) and founding member of IBIA (International Betting Integrity Association). Kindred Group is audited and certified by eCOGRA for compliance with the 2014 EU Recommendation on Consumer Protection and Responsible Gambling (2014/478/EU). Read more on [www.kindredgroup.com](http://www.kindredgroup.com).

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