



## 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 article 135 (1)(b) of the Companies Act (Cap.386 of the Laws of Malta) will be held on **Thursday 10 June 2021 at 10.00 CEST** at Kindred’s office, Regeringsgatan 25, Stockholm, Sweden.

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 17.00 CEST Monday 31 May 2021**;
- (ii) notify Skandinaviska Enskilda Banken AB (publ) (SEB) of their intention to attend the EGM **no later than 12.00 CEST on Friday 4 June 2021**; and
- (iii) send an original signed proxy form to the Company to arrive at the following address: Kindred, Regeringsgatan 25, 111 53 Stockholm, Sweden **no later than 17.00 CEST on Friday 4 June 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 EGM (by proxy or in person), temporarily register their SDRs in their own name in the register kept by Euroclear Sweden AB **by 17.00 CEST on Monday 31 May 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 Monday 31 May 2021.

Requirement (ii): Holders of SDRs must, to be able to exercise their voting rights at the EGM (by proxy), give notice to SEB of their intention to attend the EGM **no later than 12.00 CEST on Friday 4 June 2021**. This must be done by completing the enrolment form provided on [www.kindredgroup.com/EGM](http://www.kindredgroup.com/EGM). The form must be completed in full and delivered electronically.

Requirement (iii): As the EGM 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 Friday 4 June 2021**. Proxy forms are available on [www.kindredgroup.com/EGM](http://www.kindredgroup.com/EGM).

**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 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).**

The convening notice in full and the agenda of the shareholders meeting can be found on the Company’s website [www.kindredgroup.com/EGM](http://www.kindredgroup.com/EGM)

Please note that conversions to and from SDRs and ordinary shares will not be permitted between 27 May and 10 June 2021.

The voting record date is 31 May 2021.

## 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

[www.kindredgroup.com](http://www.kindredgroup.com)



6 Determination that the Meeting has been duly convened

7 The meeting will be requested to reconsider and if thought fit, approve the following extraordinary resolutions:

**Resolution 1**

It being noted that:

(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/SDRs 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/SDRs is 1 SEK per share/SDRs exclusive of tax;

(c) the maximum price that may be paid for the shares/SDRs is 300 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.

8 The meeting will be requested to consider and if thought fit, approve, by extraordinary resolution, the following resolutions:

**Resolution 2**

To authorise the Company:

(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 14,382.8875, 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, Chapter 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.

**Information about proposals related to Agenda item 7**Acquisition of Own Shares

The Board of Directors have already submitted this proposal for the consideration of the Annual General Meeting of the Company which was held on 12 May 2021 (the "AGM").

At the AGM, 33.27 per cent in nominal value of the total shares/SDRs in issue were represented at the meeting and 99.66 per cent of those represented (33.03 percent of the total shares/SDRs in issue) voted in favour of granting such authorisation. In accordance with Article 135 of the Companies Act (Cap. 386 of the laws of Malta) the adoption of the resolution also required that at least 51 per cent of the nominal value of the total shares/SDRs in issue be represented at the meeting.

As this requirement was not met, the Board has convened an extraordinary general meeting to take a fresh vote on this proposal in accordance with the rules set out in Article 135(1)(b) of the Companies Act (Cap.386 of the Laws of Malta).

At this EGM the resolution may be passed by shareholder / holder of SDRs having the right to attend and vote at the meeting holding in the aggregate not less than 75 per cent in nominal value of the shares/SDRs represented and entitled to vote at the meeting. However, if more than half in nominal value of all the shares/SDRs having the right to vote at the meeting is represented at that meeting, a simple majority in nominal value of such shares/SDRs so represented shall suffice.

The Board of Directors proposes that the acquisition of shares/SDRs shall take place on Nasdaq Stockholm or via an offer to acquire the shares/SDRs 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.

**Information about proposals related to Agenda item 8**Share cancellation

Repurchased shares pursuant to the share buyback program need to be cancelled in accordance with the relative rules imposed by the EU Market Abuse Regulation No 596/2014 ("MAR") and the EU Commission's delegated Regulation No 2016/1052 (the "Safe Harbour Regulation"). As a result, shares acquired pursuant to the share buy-back program will be used to reduce Kindred's share capital by cancellation of shares/ SDRs.

The Companies Act (Cap. 386 of the laws of Malta) stipulates that an extraordinary resolution of the shareholders of the Company is required in order to approve the reduction in the issued share capital of the Company.

Such resolution needs to be filed with the Registrar of Companies in Malta, who will publish details of such reduction. Creditors of the Company will then have a period of three months in which they can

contest the reduction in capital. Upon the lapse of the three-month period, assuming that no contestations are received, the reduction in share capital can become effective. In order to reflect the changes in the issued share capital, a revised memorandum of association of the Company indicating the reduced number of shares then in issue in the capital of the Company will need to be submitted to the Registrar of Companies.

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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, 14 May 2021

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.