

Kambi Group plc's Nomination Committee's Motivated opinion for the Annual General Meeting 2018

Background

In accordance with a Board Resolution dated 19 August 2014, Kambi appointed a Nomination Committee¹.

Kambi's Nomination Committee consists of the following five members, of which one is the Chairman of the Board of Directors:

- Anders Ström² – Nomination Committee Chairman (Veralda Investment Ltd)
- Evert Carlsson (Swedbank Robur Fonder)
- Per Johansson (Bodenholm Capital)
- Mathias Svensson (Keel Capital)
- Lars Stugemo (Chairman of the Kambi Board)

The members of the Committee represent 48.94% of total votes in the Company. Anders Ström is the Company's largest shareholder and currently holds 7,531,710 shares, equal to 25.09% of all shares, in the Company. The majority of the members of the Nomination Committee are independent, representing 26.78% of total votes.

The Nomination Committee held three minuted meetings for the 2018 Annual General Meeting of Shareholders ("AGM"). The size and composition of the Board of Directors, and the background and diversity of skill and gender representation, were discussed. The Nomination Committee is of the view that the Board should represent a breadth and versatility of skills, including experience from the gambling and technology industry, B2B, the financial markets, international experience and hold a balanced gender representation.

The Nomination Committee additionally interviewed and evaluated each Member of the Board of Directors regarding the availability of, and commitment to, the Board assignment.

The Nomination Committee proposals regarding the Board of Directors

The Nomination Committee proposes:

Five Board Members to be elected by the 2018 AGM.

Re-election as Members of the Board of Directors:

- Susan Ball – Board Member
- Patrick Clase – Board Member
- Anders Ström – Board Member
- Lars Stugemo – Chairman of the Board
- Cecilia Wachtmeister – Board Member.

¹As per Article 90 in the Company Articles, the Directors have discretion to elect Committees. The Nomination Committee is appointed by the three or four largest shareholders as at 30 September each year.

²The Nomination Committee is not in full conformity with the Swedish Corporate Governance Code as the Board member Anders Ström acts as the Chair of the Nomination Committee.

Motivated Opinion

The Nomination Committee appointed by the Directors of the Company pursuant to Article 90 of the Articles, proposes that the aggregate amount per annum of the ordinary remuneration of Directors shall not exceed €282,500.

The Directors have determined in terms of Articles 68 and 69 of the Articles that the annual amount of the ordinary remuneration of a Director shall be €40,000 and of the Chairman of the Board shall be €90,000. The annual extra remuneration payable to each member of the Audit Committee and the Remuneration Committee shall be €6,500.

The levels of said remuneration have been effective since 2016, and the Directors propose the level of remuneration to each director remains unchanged in 2018.

The Nomination Committee is of the opinion that the current composition of five Members of the Board of Directors suitably reflects diversity and breadth of knowledge, and aggregates qualifications and experiences within strategically important areas for Kambi. The components of the Board match the Company's operational situation, its growth and competitive environment. Out of the five members, two are women and represent 40% of the Board of Directors. It is the opinion of the Nomination Committee that the Board has worked cohesively and well together during the year and have been sufficiently involved with Kambi's activities and key decisions made by the Company throughout the year.

The Nomination Committee states that the majority (60%) of the Board are independent of the Company, Executive Management and the largest shareholders, in line with the Swedish Corporate Governance Code.

The Nomination Committee proposals regarding the auditors

The Nomination Committee proposes to re-appoint Mazars as auditors of the Company, and to authorise the Directors to determine the election and remuneration of the auditors.

Principles for appointment of a new Nomination Committee

The Nomination Committee is guided by the *Maltese Companies Act* (Cap 386) of the Republic of Malta and the *Swedish Code on Corporate Governance*, to lead the process for Board appointments and the auditors, including fees, making recommendations to the AGM thereon.

The members of the Nomination Committee represent all shareholders and are appointed by the three or four largest shareholders as at 30 September each year, having expressed their willingness to participate in the Committee.

Other information

Detailed information about Members of the Board of Directors is available on Kambi Group plc's website www.kambi.com.

The Company's shareholders have been informed via the website www.kambi.com, that suggestions to the Nomination Committee Board can be sent to nomination.committee@kambi.com.

Malta, May 2018

Nomination Committee of Kambi Group plc