

## **Motivated opinion Kindred Group plc – Nomination Committee for the 2024 AGM**

The Annual General Meeting (“AGM”) of Kindred Group plc 2024 will be held on Friday 26 April 2024 in Stockholm.

### **About the Nomination Committee**

At the AGM held on 20 April 2023, it was resolved that the Nomination Committee for the AGM 2024 should comprise no fewer than four and no more than five members.

The members of the Nomination Committee are to represent all shareholders and were appointed by the largest shareholders at the end of August 2023, following their agreement to participate. Furthermore, it was determined that should any of these shareholders nominate the Chairman of the Board of Directors as a member, the Nomination Committee shall be expanded to five members. Otherwise, the Chairman of the Board shall be co-opted onto the Nomination Committee.

The Nomination Committee for the 2024 AGM comprise of **Keith Meister**, Corvex Management LP (Chairman), **Cédric Boireau**, Premier Investissement SAS, **Michael Fitzsimmons**, Eminence Capital LP, and **Mattias Lindahl**, Veralda Investment Ltd. Kindred’s Chairman of the Board, **Evert Carlsson**, is co-opted to the Nomination Committee. The shareholders appointing the Nomination Committee members represent, as of the end of February 2024, approximately 24.6 per cent of the capital and 26.3 per cent of the votes.

### **The Work of the Nomination Committee**

The Nomination Committee’s charge is to submit proposals to the AGM on election and remuneration matters, and, where applicable, procedural matters for the appointment of the subsequent year’s Nomination Committee. Its duties include reviewing the structure, size, and composition of the Board. The Nomination Committee is guided by the Swedish Corporate Governance Code, to facilitate the Board appointment process and to make recommendations to the AGM accordingly.

The Nomination Committee has held eight meetings in which minutes were taken and has additionally met for coordination and has conducted interviews with all current Board members and the CEO of Kindred.

Information on contacting the Nomination Committee was published on Kindred Group plc’s website and in the Interim Report for Q3, 2023 and Year End Report of 2023.

### **Assessment of the Board**

The Nomination Committee has deliberated on the Board’s size and composition, particularly regarding business acumen, competence, industrial and international experience, diversity, and expertise. It has also taken into explicit consideration that La Française des Jeux (“FDJ”) has, on 22 January 2024, announced a recommended public cash offer to the shareholders of Kindred to tender their shares in Kindred to FDJ (the “Offer”), with an acceptance period for the Offer that commenced on 20 February 2024 and is expected to expire on or around 19 November 2024, and that the incumbent Board of Directors, in a statement announced pursuant to Rule II.19 of the Nasdaq Stockholm Takeover Rules, has unanimously recommended the shareholders of Kindred to accept the Offer.

Furthermore, the Nomination Committee strongly believes that Kindred Group is an exceptionally data-driven, scientific organisation, necessitating relevant experience in this field and a specific understanding of its implications for Kindred. It is the Nomination Committee's firm opinion that the Board's composition should reflect these attributes. For the execution of Kindred Group's strategy within a complex, rapidly evolving international regulatory landscape, with a pronounced focus on sustainability and player safety, diverse backgrounds and areas of expertise are essential.

Additionally, the Nomination Committee considers diversity—encompassing qualifications, industry experience, and background—crucial for a well-balanced Board composition.

### **Nomination Committee Proposals**

In line with the Swedish Code of Corporate Governance, the Nomination Committee has prepared recommendations concerning:

- The Chairman of the AGM
- The Board's composition
- The Chairman of the Board
- Board fees, allocated between the Chairman and other members
- Remuneration for Board Committee work
- Auditors and their fees

### **Chairman of the AGM**

The Nomination Committee proposes Johan Thiman (White & Case), or anyone he appoints in his stead, be elected Chairman of the AGM.

### **Composition of the Board**

The Nomination Committee is of the opinion that the Board elected by the AGM of 2023, with the adjustments then initiated, has come to reflect changes in the company's ownership and has incorporated knowledge and experience in concentrated investment strategies and industry-specific business acumen. It was then crucial that the Board obtained a composition that balanced continuity with new directors representing major shareholders, proven industry leaders, and business executives with expertise in capital markets, mergers and acquisitions (M&A), and entrepreneurship.

In the perspective of the Offer of the FDJ as the main financial topic facing Kindred in 2024 and the incumbent Board's unanimous recommendation to the shareholders of Kindred to accept the Offer, the Nomination Committee deems that the current composition of the Board is ideally positioned to ensure a continuity during the process in question and to collaborate with management and to safeguard shareholder interests. Moreover, the Nomination Committee has unanimously and explicitly agreed that re-electing the incumbent Board, with its endorsement of the deal, would best serve the interests of the shareholders.

The members of the incumbent Board have the experience and expertise to contribute to driving Kindred Group's strategy and ensuring that the Group will continue to perform well in its key markets. The proposed continued composition of the Board of Directors reflects a good and relevant breadth of

industry experience and business acumen with qualifications within strategically important areas for Kindred Group such as the global gambling and entertainment industry, capital markets, M&A, and entrepreneurial approach, sustainability and player safety, regulatory issues, digitalisation and data intelligence, corporate governance, and financial control.

The Nomination Committee recommends and proposes that the Board continue with eight members, with no deputy members, until the AGM 2025 or till the Offer is finalized in fall 2024. Thus, the Nomination Committee proposes the re-election of the current Board members for the period at hand, i. e.:

Cédric Boireau

Evert Carlsson

James H. Gemmel

Jonas Jansson

Andy McCue

Martin Randel

Kenneth Shea

Heidi Skogster

(As a member of the Nomination Committee, Mr. Boireau has not participated in the deliberations and the decision regarding his nomination.)

In line with its intention to over time establish a gender balance the Nomination Committee is aware of the current gender imbalance of the composition of the Board.

The proposal for the composition of Kindred Group's Board of Directors meets the requirements of the Swedish Code of Corporate Governance for Independent Members of the Board, according to Rules 4.4 and 4.5 of that Code (latest version applied from 1 January 2024). More detailed information on the implementation by the Nomination Committee of the criteria in Rules 4.4 and 4.5 of the Swedish Code of Corporate Governance for Independent Members of the Board, can be found in the Nomination Committee's document "*Classifications on the Independence of the Proposed Members of the Board to the AGM 2024*" issued together with this Motivated Opinion.

In its work, the Nomination Committee has applied Rule 4.1 of the Swedish Code of Corporate Governance as a diversity policy.

Detailed CVs about the Members of the Board thus proposed to be re-elected can be found on Kindred Group's website: [www.kindredgroup.com](http://www.kindredgroup.com)

### **Chairman of the Board**

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

### **Board fees and remuneration for Board Committee work**

The Nomination Committee proposes the same level of fees for the Members of the Board, the Chairman of the Board, and for participating in and leading the Committees of the Board, as in the preceding

period. In accordance with previous decisions by the management and the Board, the Nomination Committee furthermore takes for granted that the Board won't establish a US Committee. Accordingly, the Nomination Committee proposes that a total fee of maximum GBP 806,000 (2023: GBP 861,500) be paid to Directors elected at the AGM, who are not employees of the Company. The total fee is subject to that the two committees of the Board – the Remuneration Committee and the Audit Committee – can consist of, from three up to four members each and should be chaired by one of its members.

It is proposed that a fee of GBP 200,000 (2023: GBP 200,000) be paid to the Chairman of the Board.

Furthermore, it is proposed that a fee of GBP 66,000 (2023: GBP 66,000) be paid to each other Director, and an additional GBP 78,000 (2023: GBP 78,000) be paid in total for Audit Committee assignments and GBP 45,000 (2023: GBP 45,000) in total for Remuneration Committee assignments. An additional GBP 10,500 (2023: GBP 10,500) should be paid to each the Chairmans of these two Committees.

### **Guidelines for how the Nomination Committee shall be appointed**

The Nomination Committee proposes that the Annual General Meeting resolves that the Nomination Committee shall continue to consist of not less than four but no more than five members.

Taking in account the Offer and its acceptance period, the Nomination Committee proposes that the AGM decides that the Nomination Committee should continue to function in its incumbent composition until the end of the acceptance period of the Offer, November 2024, and that only then and if so necessary shall a new Nomination Committee be appointed.

Should that be the case, the members of the Nomination Committee shall represent all shareholders and be appointed by the largest shareholders at the end of November 2024 having expressed their willingness to participate in the Nomination Committee. Should any of these shareholders appoint the Chairman of the Board of Directors to the Nomination Committee, the Nomination Committee shall consist of five members. Otherwise, the Chairman of the Board shall be adjunct to the Nomination Committee. The other members shall be appointed by each of the subsequent largest shareholders expressing their willingness to participate in the Nomination Committee, within one week after they have been so asked. At the appointment of a member to the Nomination Committee, it shall be stated which shareholder that has appointed the member in question. Should a shareholder waive its right to appoint a member to the Nomination Committee, the opportunity to appoint a member shall be passed to the following largest shareholder which has already not appointed a member to the Nomination Committee.

The members of the Nomination Committee shall appoint the Chair among themselves. The Chairman of the Board shall not chair the Nomination Committee. The names of the members of the Nomination Committee shall be announced before the end of 2024.

Shareholders who have appointed a member to the Nomination Committee have the right to dismiss that member and appoint a new member.

Should a member of the Nomination Committee leave his/her assignment prematurely and if the Nomination Committee deems appropriate, a new member shall be appointed by the shareholder who appointed the resigning member or, if the company shareholding structure has changed in the relevant make, by the shareholder who at that point of time has the larger shareholding in the Company.

No remuneration shall be paid to the members of the Nomination Committee. However, the Nomination Committee shall have the right to engage outside expertise and consultancy services related to its assignments and to ensure their imbursement by Kindred Group.

### **Auditors and Auditors Fees**

During 2016, the Audit Committee together with the financial management of Kindred Group made an extensive procurement regarding the appointment of external auditors. Based on this process, PricewaterhouseCoopers were reappointed as auditors.

The Nomination Committee, based on recommendation from the Audit Committee, proposes to reappoint PricewaterhouseCoopers as auditors of the Company for 2024 and that the auditor fees be paid against approved account.

*March 2024*

*The Nomination Committee of the 2024 AGM of the Kindred Group plc*

*Keith Meister, Cédric Boireau, Michael Fitzsimmons, Mattias Lindahl*