

BEFORE THE NEVADA GAMING COMMISSION
AND THE NEVADA GAMING CONTROL BOARD

In the Matter of

KAMBI GROUP PLC

(Registration)

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board (“Board”) on January 15, 2025, at Las Vegas, Nevada, and before the Nevada Gaming Commission (“Commission”) on January 30, 2025, at Boulder City, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE NEVADA GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:

a. The applications of Kambi Group plc for (i) registration as a publicly traded corporation, and (ii) for licensure as sole shareholder of Sports Information Services Limited, and (iii) for licensure as sole shareholder of Kambi USA Inc., and

b. The applications of Bengt Anders Stefan Strom and Patrick Lars Herman Clase for a finding of suitability as beneficial owners and controlling beneficial owners of Kambi Group plc, and

- c. The applications of Sirmiq GmbH for (i) registration as a holding company, and (ii) a finding of suitability as a trustee of Herivesi Trust, and
- d. The applications of Herivesi Trust for (i) registration as a holding company, and (ii) a finding of suitability as a shareholder of Veralda (FL) AG, and
- e. The applications of Veralda (FL) AG for (i) registration as intermediary company, and (ii) a finding of suitability as sole shareholder of Veralda Investment Limited, and
- f. The applications of Veralda Investment Limited for (i) registration as an intermediary company, and (ii) a finding of suitability as a shareholder of Kambi Group plc, and
- g. The applications of Sports Information Services Limited, dba Kambi, for (i) licensure as a manufacturer and as a distributor, and (ii) for licensure as an information service, and
- h. The application of Kambi USA Inc. for (i) licensure as a key employee of Sports Information Services Limited.

2. THAT Kambi Group plc is registered as a publicly traded corporation, and is licensed as sole shareholder of Sports Information Services Limited, and as sole shareholder of Kambi USA Inc.

3. THAT Bengt Anders Stefan Strom and Patrick Lars Herman Clase are each found suitable as beneficial owner and controlling beneficial_owner of Kambi Group plc.

4. THAT Sirmiq GmbH is registered as a holding company, and is found suitable as trustee of Herivesi Trust.

5. THAT Herivesi Trust is registered as a holding company, and is found suitable as a shareholder of Veralda (FL) AG.

6. THAT Veralda (FL) AG is registered as an intermediary company, and is found suitable as sole shareholder of Veralda Investment Limited.

7. THAT Veralda Investment Limited is registered as an intermediary company, and is found suitable as a shareholder of Kambi Group plc.

8. THAT Sports Information Services Limited dba Kambi is licensed as a manufacturer, distributor, and as an information service.

9. THAT Kambi USA Inc. is licensed as a key employee of Sports Information Services Limited.

10. THAT in addition to the requirements imposed by NRS 463.639(2), Kambi Group plc shall, pursuant to NRS 463.639(2), provide the Board, within 10 days of receipt, a true copy of all statements regarding ownership of Kambi Group plc securities filed pursuant to the Swedish Securities Market Act of 2007 ("Securities Act"), as amended, and the Nasdaq First North Growth Market Rulebook for Issuers of Shares ("NFNGM Rulebook"), as amended.

11. THAT in addition to the requirements of NGC Regulation 16.330, and pursuant to NGC Regulation 16.330(6), Kambi Group plc shall provide to the Board the following:

a. A copy of all material documents filed by Kambi Group plc with the Swedish Financial Supervisory Authority, the Nasdaq Stockholm AB as approved operator of Nasdaq First North Growth Market, and any other foreign governmental agency which regulates the sale of its securities. These material documents include, but are not limited to, filings which are similar in nature and purpose to those filed by a domestic publicly traded corporation with the Securities and Exchange Commission ("SEC"), such as registration statements, proxy statements, information statements, annual and quarterly reports to stockholders, statements reflecting beneficial ownership, or any report involving insider trading, self-dealing, related third party transactions, fraud, market manipulations, short-swing profits, or margin accounts, which such documents may be filed pursuant to the Securities Act, as amended, the NFNGM Rulebook, as amended, the Nasdaq First North Growth Market, or other applicable statutes, regulations, or listing rules;

b. A copy of all press releases issued by Kambi Group plc or a licensed subsidiary thereof which are filed with the Swedish Financial Supervisory Authority, the Nasdaq First North Growth Market, and any other foreign governmental agency which regulates the sale

of its securities, e-mailed to the Investigations Division - Corporate Securities Section in Carson City, Nevada, at or before the time of release;

c. Within ten (10) business days of receipt, a true copy of all material documents received by Kambi Group plc from any national or regional securities exchange. In addition, Kambi Group plc shall immediately advise the Board of any inquiries or investigations undertaken by any national or regional securities exchange or any other such agency which regulates the sales of Kambi Group plc's securities;

d. Within five (5) calendar days of receipt of a request (oral or written) by the Board and/or the Investigations Division – Corporate Securities Section, any additional information which may be required to effectively and adequately investigate, monitor, and regulate the business and gaming activities of Kambi Group plc, and its subsidiaries and any affiliated entities;

e. Within five (5) calendar days of the event, a report of any event that would be reportable by a domestic publicly traded corporation to the SEC on a Form 8-K; and

f. Within five (5) calendar days of notification of such an action, a report of any action filed by any governmental authority against Kambi Group plc, its subsidiaries or affiliates.

12. THAT if Kambi Group plc conducts an offering of securities that is a "public offering" pursuant to Article 89 (Part V, Title I, Chapter III) of the Malta Companies Act, as amended, and if the securities or the proceeds from the sale thereof are intended to be used for any of the purposes set forth in NGC Regulation 16.110(2), then Kambi Group plc shall comply with the provisions of NGC Regulations 16.100, 16.110, 16.115, 16.125, 16.130, and 16.140, which are hereby deemed applicable to Kambi Group plc as if it were a domestic publicly traded corporation.

13. THAT before any proxy or information statement subject to Article 89 (Part V, Title I, Chapter III) of the Malta Companies Act, as amended, is sent to the holders of the voting securities of Kambi Group plc, which includes a discussion of the nature and scope of, and procedures under, the Nevada Gaming Control Act (the "Act") and the Commission Regulations (the "Regulations"), such proxy statement or information statement must be approved by the Board. A proxy statement or information statement is deemed to have been approved if it has been filed with the Board for at least 10 days and the Board has not issued a stop order during such period.

14. THAT Kambi Group plc shall not issue securities in the form of Bearer Bonds that are convertible into voting securities if as a result of the exercise of all conversions of such bonds, the holders thereof would own greater than 10% of the then outstanding voting securities of Kambi Group plc, without the prior approval of the Commission upon the recommendation of the Board.

15. THAT, pursuant to NRS 463.643(5), Kambi Group plc shall, at least annually, notify its security holders that any person who, individually or in association with others, has acquired, directly or indirectly, beneficial ownership of more than 5% of any class of Kambi Group plc voting securities, shall notify the Board in writing, within 10 days of knowledge of such acquisition. If Kambi Group plc becomes aware that any person, individually or in association with others, has acquired, directly or indirectly, beneficial ownership of more than 5% of any class of its voting securities, Kambi Group plc shall notify the Board in writing, within 10 days of knowledge of such acquisition.

16. THAT, pursuant to NRS 463.643(5), any person who, individually or in association with others, has acquired, directly or indirectly, beneficial ownership of more than 10% of any class of voting securities of Kambi Group plc, must apply to the Commission for a finding of suitability within 30 days after the Board's Chair or Chair's designee mails written notice.

17. THAT Kambi Group plc shall, within 6 months of the effective date of this Order of Registration, and at least annually thereafter, notify its security holders of the nature and scope of, and procedures under, the Act and Regulations, in a written form approved by the Board's Chair or Chair's designee.

18. THAT Kambi Group plc shall take the necessary actions to ensure the ability of the Board and the Commission to enforce the provisions of NGC Regulation 16.440(2).

19. THAT Kambi Group plc shall establish and maintain a gaming compliance program for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by Kambi Group plc and its subsidiaries with the Act, as amended, the Regulations, as amended, and the laws and regulations of any other jurisdictions in which Kambi Group plc and its subsidiaries may conduct gaming operations. The gaming compliance program, and any amendments thereto, shall be administratively reviewed and approved by the Board's Chair or the Chair's designee, and the members of the gaming compliance committee, one such member who shall be independent and knowledgeable of the Act and Regulations, shall be administratively acknowledged by the Board's Chair or the Chair's designee. Kambi Group plc shall amend the gaming compliance program, or any element thereof, and perform such duties as may be requested or assigned by the Board's Chair or Chair's designee, relating to a review of activities relevant to the continuing qualifications of Kambi Group plc, under the provisions of the Act and Regulations.

20. THAT Kambi Group plc or an affiliated company, shall fund and maintain with the Board a revolving fund in the amount of \$75,000.00 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration and any amendments thereto. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred

by the Board and its staff in the surveillance, monitoring, and investigative review of all activities of Kambi Group plc and its affiliated companies.

21. THAT, pursuant to NRS 463.625, Kambi Group plc is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635, 463.637, 463.639(1)(a) and (2), and NRS 463.641 through 463.645, inclusive, and all other provisions of the Act that apply to publicly traded corporations registered with the Commission.

22. THAT Kambi Group plc is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16, and all other Regulations that apply to publicly traded corporations registered with the Commission.

23. THAT the Commission hereby expressly finds that: (i) pursuant to NRS 463.627(2), the business activities of Kambi Group plc are regulated in a manner which will prevent those activities from posing any threat to the control of gaming in the State of Nevada, and (ii) Kambi Group plc is regulated in a manner which protects the investors and the State of Nevada and that the Swedish regulatory system complies with the factors set forth in NRS 463.633.

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24. THAT the Commission hereby expressly finds that the exemptions and conditions herein are consistent with the State policy set forth in NRS 463.0129 and 463.489.

ENTERED at Boulder City, Nevada, this 30th day of January 2025.

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3 **CERTIFICATE OF MAILING**

4 I hereby certify that I am employed by the Nevada Gaming Control Board as an
5 Administrative Assistant to the Executive Secretary of the Nevada Gaming Commission and
6 the Nevada Gaming Control Board, and that on the date shown below I deposited for mailing
7 at Carson City, Nevada, a true copy of the attached **ORDER OF REGISTRATION** addressed
8 to:

9 KAMBI GROUP PLC (PTC)
10 C/O GREGORY GIORDANO ESQ
11 2300 W SAHARA AVE STE 1200
12 LAS VEGAS NV 89102

13 I further certify that I forwarded a copy to the Investigations Division and the Records &
14 Research Services department.

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16 DATED: February 5th, 2025.

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20 Dawn Michel, Administrative Assistant
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