

Allwyn AG

Société anonyme

Registered office: 17, Boulevard F.W. Raiffeisen
L-2411 Luxembourg
Grand Duchy of Luxembourg

R.C.S. Luxembourg: B306096

(the **Company**)

**DRAFT RESOLUTIONS TO BE RESOLVED UPON AT THE 14th EXTRAORDINARY
GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY TO BE HELD
ON 12 MAY 2026 AT 11H30 CEST**

On 9 April 2026, shareholders of **Allwyn AG**, a public limited liability company (*société anonyme*) existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 17, Boulevard F.W. Raiffeisen, L-2411 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register (*Registre de commerce et des sociétés, Luxembourg*) under number B306096 (the **Company**) were convened in accordance with Luxembourg law of 10 August 1915 on commercial companies, as amended (the **1915 Law**) and the Luxembourg law of 24 May 2011 on the exercise of certain rights of shareholders in general meetings of listed companies, as amended (the **2011 Law**) to the 14th extraordinary general meeting of the Company's to be held in the premises of Hotel Sofitel Luxembourg Europe, 6 rue du Fort Niedergruenewald, 2226 Kirchberg Luxembourg, Grand Duchy of Luxembourg and by electronic means via the link to be sent to the e-mail address stated by the shareholder (or its proxy holder) in the respective "Declaration Form of Remote Participation in the Meeting - Proxy Holder Authorization" as detailed in section C of this invitation, at 11h30 CEST (the **EGM**).

In this context, convening notices, containing the agenda of the EGM, were deposited with the Luxembourg Trade and Companies' Register (*Registre de commerce et des sociétés, Luxembourg*), published in the *Recueil Electronique des Sociétés et Associations* and in the WORT in accordance with article 3(1) of the 2011 Law and sent to the members of the Company's board of directors and the approved statutory auditor(s) (*réviseurs d'entreprises agréé(s)*) by in accordance with article 3(2) of the 2011 Law and were published on the OPAP SA – Allwyn's website on 9 April 2026, and the documents required under article 3(4) of the 2011 Law were made available on the OPAP SA – Allwyn's / Company's website from the date of publication of the convening notice.

The agenda of the EGM is reproduced below:

AGENDA

1. Approval of the conversion of the Greek branch of the Company named "Allwyn Foreign Branch" (in Greek: "Allwyn Υποκατάστημα Αλλοδαπής") (the **Branch**) into a public limited liability company governed by the laws of Greece, pursuant to a European cross-border partial division by separation for the purposes of the article 1034-1 (2) 3° of the Law of 10 August 1915 on commercial companies of the Grand Duchy of Luxembourg (*Loi du 10 août 1915 concernant les sociétés commerciales*)

(the **1915 Law**), in which the Company transfers part of its assets and liabilities to a new company in exchange for the issue to the Company of shares in the new company (the **Division**);

2. Approval of the draft terms of the Division plan prepared and submitted by the Board of Directors of the Company, according to article 1034-4 of the 1915 Law;
3. Acknowledgment of the detailed written report prepared and submitted by the Board of Directors of the Company for shareholders and employees explaining and justifying *inter alia* the legal and economic aspects of the Division, as well as explaining the implications of the Division for employees, according to article 1034-6 of the 1915 Law;
4. Acknowledgement of the report prepared by Grant Thornton Greece as the independent expert responsible for the valuation of the Branch for the purpose of the Division;
5. Acknowledgement of the report prepared by Grant Thornton Luxembourg for the purpose of the Division, according to article 1034-7 of the 1915 Law;
6. Acknowledgement of the employees' opinions submitted in accordance with article 1034-6 and comments submitted in accordance with article 1034-5 of the 1915 Law, if any;
7. Approval of the articles of association of the new company to be incorporated pursuant to the Division, in the form of a public limited liability company to be governed by Greek Law;
8. Approval of the transfer of the Company's registered office from Luxembourg, Grand Duchy of Luxembourg, to Lucerne, Switzerland, and to make the Company subject to the laws of Switzerland as a company limited by shares pursuant to art. 620 et seq. of the Swiss Code of Obligations, without being dissolved or wound up or going into liquidation, and without disruption of its legal personality, existence and its shareholders, in accordance with article 1061-1(1) of the 1915 Law (the **Switzerland Re-Domiciliation**) and with effect as of the registration of the Switzerland Re-Domiciliation in the Swiss commercial register (the **Switzerland Re-Domiciliation Effective Date**), and in connection with the Switzerland Re-Domiciliation, approval of:

- (a) the transfer of the corporate domicile from 17, Boulevard F.W. Raiffeisen, L-2411 Luxembourg, Grand Duchy of Luxembourg to Mühlenplatz 9, 6004 Lucerne, Switzerland;
 - (b) the issued share capital of the Company as it exists immediately before the taking of effect of the Switzerland Re-Domiciliation shall continue, and to determine that the share capital of the Company shall continue to be in euros in the same amount, the share capital consisting of registered shares with a par value of thirty cents (EUR 0.30) each, it being noted that all the assets and liabilities of the Company, without discontinuation, limitation or restrictions, will remain held by the Company without discontinuation;
 - (c) the corporate denomination of the Company will remain “Allwyn AG”; and
 - (d) granting of authorisations to any member of the Board of Directors or any of Naida Buljugic, Jonathan Dale Handyside, Jan Štěrba, and Kresimir Spajic, any two of them acting jointly, for the performance of all formalities required in connection with the Switzerland Re-Domiciliation according to the laws of Luxembourg and the laws of Switzerland.
9. Approval of the new articles of association of the Company pursuant to the Switzerland Re-Domiciliation including amendments in order to comply and be adapted to the laws of Switzerland, with effect as of the Switzerland Re-Domiciliation Effective Date;
10. With effect as of the Switzerland Re-Domiciliation Effective Date, confirmation of the re-election of the following members of the Board of Directors of the Company, each for a term of office ending at the closing of the next ordinary shareholders' meeting:
 1. Karel Komarek;
 2. Robert Chvátal;
 3. Katarina Kohlmayer;
 4. Pavel Saroch;
 5. Lord Sebastian Newbold Coe;
 6. Paul Schmid; and
 7. Cherrie Mae Chiomento–Ferreria.
11. With effect as of the Switzerland Re-Domiciliation Effective Date, re-election of Karel Komarek as the chair of the Board of Directors of the Company, for a term of office ending at the closing of the next ordinary shareholders' meeting;

12. With effect as of the Switzerland Re-Domiciliation Effective Date, confirmation of the election of the following members of the Nomination and Compensation Committee of the Company, each for a term of office ending at the closing of the next ordinary shareholders' meeting:
 1. Pavel Saroch;
 2. Lord Sebastian Newbold Coe; and
 3. Paul Schmid.
13. Election of hba Rechtsanwälte AG, Zurich, Switzerland, represented by Roger Müller, attorney-at-law, as the independent proxy for the period commencing on the Switzerland Re-Domiciliation Effective Date and ending at the closing of the next ordinary shareholders' meeting;
14. Election of PricewaterhouseCoopers AG, Lucerne, Switzerland, with effect as of the Switzerland Re-Domiciliation Effective Date for a tenure commencing on the Switzerland Re-Domiciliation Effective Date and ending at the closing of the next ordinary general meeting of the Company.

At this 14th extraordinary general meeting of the Company's shareholders (the **Shareholders**), Shareholders will be asked to vote on the items listed in the EGM's agenda set out above, for which the draft resolutions are set out below:

FIRST RESOLUTION

The Chairperson proposed to the Meeting to approve the conversion of the Greek branch of the Company named "Allwyn Foreign Branch" (in Greek: "Allwyn Υποκατάστημα Αλλοδαπής") (the **Branch**) into a public limited liability company governed by the laws of Greece, pursuant to a European cross-border partial division by separation for the purposes of the article 1034-1 (2) 3° of the Law of 10 August 1915 on commercial companies of the Grand Duchy of Luxembourg (*Loi du 10 août 1915 concernant les sociétés commerciales*) (the **1915 Law**), in which the Company transfers part of its assets and liabilities to a new company in exchange for the issue to the Company of shares in the new company (the **Division**).

The Chairperson opened the floor for discussion and invited shareholders of the Company to ask questions, request additional information, or seek further details on any of the matters submitted for consideration in relation with the relevant agenda item.

The Chairperson duly addressed the questions raised and provided such additional explanations as were deemed appropriate. After ensuring that no further questions were forthcoming, the Chairperson declared the discussion closed.

Considering the foregoing, the Meeting resolved to approve the Division

The resolution was approved as follows:

- _____ votes in favor,

- _____ votes against, and
- _____ abstentions.

SECOND RESOLUTION

The Chairperson presented to the Division Plan.

The Chairperson reminded the Meeting that all such documents had been made available to the shareholders of the Company within the statutory time limits and in accordance with applicable Luxembourg law and he then opened the floor for discussion and invited shareholders of the Company to ask questions, request additional information, or seek further details on any of the matters submitted for consideration in relation with the relevant agenda item.

The Chairperson duly addressed the questions raised and provided such additional explanations as were deemed appropriate. After ensuring that no further questions were forthcoming, the Chairperson declared the discussion closed.

Considering the foregoing, the Meeting resolved to approve the Division Plan.

The resolution was approved as follows:

- _____ votes in favor,
- _____ votes against, and
- _____ abstentions.

THIRD RESOLUTION

The Chairperson presented to the Meeting the Board Report.

The Chairperson reminded the Meeting that all such documents had been made available to the shareholders and employees of the Company within the statutory time limits and in accordance with applicable Luxembourg law and he then opened the floor for discussion and invited shareholders of the Company to ask questions, request additional information, or seek further details on any of the matters submitted for consideration in relation with the relevant agenda item..

The Chairperson duly addressed the questions raised and provided such additional explanations as were deemed appropriate. After ensuring that no further questions were forthcoming, the Chairperson declared the discussion closed.

FOURTH RESOLUTION

The Chairperson presented to the Meeting the GT Greece Report.

The Chairperson reminded the Meeting that all such documents had been made available to the shareholders of the Company within the statutory time limits and in accordance with applicable Luxembourg law and he then opened the floor for discussion and invited shareholders of the

Company to ask questions, request additional information, or seek further details on any of the matters submitted for consideration in relation with the relevant agenda item.

The Chairperson duly addressed the questions raised and provided such additional explanations as were deemed appropriate. After ensuring that no further questions were forthcoming, the Chairperson declared the discussion closed.

FIFTH RESOLUTION

The Chairperson presented to the Meeting the GT Luxembourg Report.

The Chairperson reminded the Meeting that all such documents had been made available to the shareholders of the Company within the statutory time limits and in accordance with applicable Luxembourg law and he then opened the floor for discussion and invited shareholders of the Company to ask questions, request additional information, or seek further details on any of the matters submitted for consideration in relation with the relevant agenda item.

The Chairperson duly addressed the questions raised and provided such additional explanations as were deemed appropriate. After ensuring that no further questions were forthcoming, the Chairperson declared the discussion closed.

SIXTH RESOLUTION¹

OPTION 1: The Chairperson presented to the Meeting the Employees' Opinions.

The Chairperson reminded the Meeting that all such documents had been made available to the shareholders of the Company within the statutory time limits and in accordance with applicable Luxembourg law and he then opened the floor for discussion and invited shareholders of the Company to ask questions, request additional information, or seek further details on any of the matters submitted for consideration in relation with the relevant agenda item.

The Chairperson duly addressed the questions raised and provided such additional explanations as were deemed appropriate. After ensuring that no further questions were forthcoming, the Chairperson declared the discussion closed.

OPTION 2: The Chairperson noted that there were no Employees' Opinions.

The Chairperson duly addressed the questions raised and provided such additional explanations as were deemed appropriate. After ensuring that no further questions were forthcoming, the Chairperson declared the discussion closed.

SEVENTH RESOLUTION

The Chairperson presented to Meeting the Newco Articles of Association.

The Chairperson reminded the Meeting that all such documents had been made available to the shareholders of the Company within the statutory time limits and in accordance with applicable Luxembourg law and he then opened the floor for discussion and invited shareholders of the

¹ This resolution depends on the availability or not of the Employee's Opinions on the EGM date.

Company to ask questions, request additional information, or seek further details on any of the matters submitted for consideration in relation with the relevant agenda item.

The Chairperson duly addressed the questions raised and provided such additional explanations as were deemed appropriate. After ensuring that no further questions were forthcoming, the Chairperson declared the discussion closed.

Considering the foregoing, the Meeting resolved to adopt the Newco Articles of Association, which shall be annexed and registered with the present deed, upon the redomiciliation of the Company to Switzerland.

The resolution was approved as follows:

- _____ votes in favor,
- _____ votes against, and
- _____ abstentions.

EIGHTH RESOLUTION

The Chairperson proposed to the Meeting to approve the transfer of the Company's registered office from Luxembourg, Grand Duchy of Luxembourg, to Lucerne, Switzerland, and to make the Company subject to the laws of Switzerland as a company limited by shares pursuant to art. 620 et seq. of the Swiss Code of Obligations, without being dissolved or wound up or going into liquidation, and without disruption of its legal personality, existence and its shareholders, in accordance with article 1061-1(1) of the 1915 Law (the **Switzerland Re-Domiciliation**) and with effect as of the registration of the Switzerland Re-Domiciliation in the Swiss commercial register (the **Switzerland Re-Domiciliation Effective Date**), and in connection with the Switzerland Re-Domiciliation, approval of:

- (a) the transfer of the corporate domicile from 17, Boulevard F.W. Raiffeisen, L-2411 Luxembourg, Grand Duchy of Luxembourg to Mühlenplatz 9, 6004 Lucerne, Switzerland;
- (b) the current issued share capital of the Company in the amount of [●] euros (EUR [●]), as it exists immediately before the taking of effect of the Switzerland Re-Domiciliation shall continue, and to determine that the share capital of the Company amounting to [●] euros (EUR [●]) shall continue to be in euros in the same amount, the share capital consisting of registered shares with a par value of thirty cents (EUR 0.30) each, it being noted that all the assets and liabilities of the Company, without discontinuation, limitation or restrictions, will remain held by the Company without discontinuation;
- (c) the corporate denomination of the Company will remain "Allwyn AG"; and
- (d) granting of authorisations to any member of the Board of Directors or any of Naida Buljagic, Jonathan Dale Handyside, Jan Štěrba, and Kresimir Spajic, any two of them acting jointly, for the performance of all formalities required in connection with the Switzerland Re-Domiciliation according to the laws of Luxembourg and the laws of Switzerland. (all together the **Re-Domiciliation Steps**)

The Chairperson opened the floor for discussion and invited shareholders of the Company to ask questions, request additional information, or seek further details on any of the matters submitted for consideration in relation with the relevant agenda item.

The Chairperson duly addressed the questions raised and provided such additional explanations as were deemed appropriate. After ensuring that no further questions were forthcoming, the Chairperson declared the discussion closed.

Considering the foregoing, the Meeting resolved to approve the Switzerland Re-Domiciliation and the Re-Domiciliation Steps.

The resolution was approved as follows:

- _____ votes in favor,
- _____ votes against, and
- _____ abstentions.

NINTH RESOLUTION

The Chairperson presented to the Meeting the Swiss Company AoA with effect as of the Switzerland Re-Domiciliation Effective Date in the form attached as Annex.

The Chairperson reminded the Meeting that all such documents had been made available to the shareholders of the Company within the statutory time limits and in accordance with applicable Luxembourg law and he then opened the floor for discussion and invited shareholders of the Company to ask questions, request additional information, or seek further details on any of the matters submitted for consideration in relation with the relevant agenda item.

The Chairperson duly addressed the questions raised and provided such additional explanations as were deemed appropriate. After ensuring that no further questions were forthcoming, the Chairperson declared the discussion closed.

Considering the foregoing, the Meeting resolved to approve the Swiss Company AoA with effect as of the Switzerland Re-Domiciliation Effective Date.

The resolution was approved as follows:

- _____ votes in favor,
- _____ votes against, and
- _____ abstentions.

TENTH RESOLUTION

The Chairperson proposed to the Meeting, with effect as of the Switzerland Re-Domiciliation Effective Date, to confirm the re-election of the following members of the Board of Directors of the Company, each for a term of office ending at the closing of the next ordinary shareholders' meeting:

1. Karel Komarek;
2. Robert Chvátal;
3. Katarina Kohlmayer;
4. Pavel Saroch;

5. Lord Sebastian Newbold Coe;
6. Paul Schmid; and
7. Cherrie Mae Chiomento–Ferreria.

The Chairperson opened the floor for discussion and invited shareholders of the Company to ask questions, request additional information, or seek further details on any of the matters submitted for consideration in relation with the relevant agenda item.

The Chairperson duly addressed the questions raised and provided such additional explanations as were deemed appropriate. After ensuring that no further questions were forthcoming, the Chairperson declared the discussion closed.

Considering the foregoing, the Meeting resolved to approve the re-election of Karel Komarek.

The resolution was approved as follows:

- _____ votes in favor,
- _____ votes against, and
- _____ abstentions.

Considering the foregoing, the Meeting resolved to approve the re-election of Robert Chvátal.

The resolution was approved as follows:

- _____ votes in favor,
- _____ votes against, and
- _____ abstentions.

Considering the foregoing, the Meeting resolved to approve the re-election of Katarina Kohlmayer.

The resolution was approved as follows:

- _____ votes in favor,
- _____ votes against, and
- _____ abstentions.

Considering the foregoing, the Meeting resolved to approve the re-election of Pavel Saroch.

The resolution was approved as follows:

- _____ votes in favor,
- _____ votes against, and
- _____ abstentions.

Considering the foregoing, the Meeting resolved to approve the re-election of Lord Sebastian Newbold Coe.

The resolution was approved as follows:

- _____ votes in favor,
- _____ votes against, and
- _____ abstentions.

Considering the foregoing, the Meeting resolved to approve the re-election of Paul Schmid.

The resolution was approved as follows:

- _____ votes in favor,
- _____ votes against, and
- _____ abstentions.

Considering the foregoing, the Meeting resolved to approve the re-election of Cherrie Mae Chiomento–Ferrera.

The resolution was approved as follows:

- _____ votes in favor,
- _____ votes against, and
- _____ abstentions.

ELEVENTH RESOLUTION

The Chairperson proposed to the Meeting to approve, with effect as of the Switzerland Re-Domiciliation Effective Date, the re-election of Karel Komarek as the chair of the Board of Directors of the Company, for a term of office ending at the closing of the next ordinary shareholders' meeting (the **Re-Election of the Chairperson**).

The Chairperson opened the floor for discussion and invited shareholders of the Company to ask questions, request additional information, or seek further details on any of the matters submitted for consideration in relation with the relevant agenda item.

The Chairperson duly addressed the questions raised and provided such additional explanations as were deemed appropriate. After ensuring that no further questions were forthcoming, the Chairperson declared the discussion closed.

Considering the foregoing, the Meeting resolved to approve the Re-Election of the Chairperson.

The resolution was approved as follows:

- _____ votes in favor,
- _____ votes against, and
- _____ abstentions.

TWELFTH RESOLUTION

The Chairperson proposed to the Meeting, with effect as of the Switzerland Re-Domiciliation Effective Date, to confirm the election of the following members of the Nomination and Compensation Committee of the Company, each for a term of office ending at the closing of the next ordinary shareholders' meeting:

1. Pavel Saroch;
2. Lord Sebastian Newbold Coe; and
3. Paul Schmid.

The Chairperson opened the floor for discussion and invited shareholders of the Company to ask questions, request additional information, or seek further details on any of the matters submitted for consideration in relation with the relevant agenda item.

The Chairperson duly addressed the questions raised and provided such additional explanations as were deemed appropriate. After ensuring that no further questions were forthcoming, the Chairperson declared the discussion closed.

Considering the foregoing, the Meeting resolved to approve the election of Pavel Saroch.

The resolution was approved as follows:

- _____ votes in favor,
- _____ votes against, and
- _____ abstentions.

Considering the foregoing, the Meeting resolved to approve the election of Lord Sebastian Newbold Coe.

The resolution was approved as follows:

- _____ votes in favor,
- _____ votes against, and
- _____ abstentions.

Considering the foregoing, the Meeting resolved to approve the election of Paul Schmid.

The resolution was approved as follows:

- _____ votes in favor,
- _____ votes against, and
- _____ abstentions.

THIRTEENTH RESOLUTION

The Chairperson proposed to the Meeting the election of hba Rechtsanwälte AG, Zurich, Switzerland, represented by Roger Müller, attorney-at-law, as the independent proxy for the period commencing

on the Switzerland Re-Domiciliation Effective Date and ending at the closing of the next ordinary shareholders' meeting (the **Election of the Independent Proxy**).

The Chairperson opened the floor for discussion and invited shareholders of the Company to ask questions, request additional information, or seek further details on any of the matters submitted for consideration in relation with the relevant agenda item.

The Chairperson duly addressed the questions raised and provided such additional explanations as were deemed appropriate. After ensuring that no further questions were forthcoming, the Chairperson declared the discussion closed.

Considering the foregoing, the Meeting resolved to approve the Election of the Independent Proxy.

The resolution was approved as follows:

- _____ votes in favor,
- _____ votes against, and
- _____ abstentions.

FOURTEENTH RESOLUTION

The Chairperson proposed to approve the election of PricewaterhouseCoopers AG, Lucerne, Switzerland, with effect as of the Switzerland Re-Domiciliation Effective Date for a tenure commencing on the Switzerland Re-Domiciliation Effective Date and ending at the closing of the next ordinary general meeting of the Company (the **Statutory Auditor Election**).

The Chairperson opened the floor for discussion and invited shareholders of the Company to ask questions, request additional information, or seek further details on any of the matters submitted for consideration in relation with the relevant agenda item.

The Chairperson duly addressed the questions raised and provided such additional explanations as were deemed appropriate. After ensuring that no further questions were forthcoming, the Chairperson declared the discussion closed.

Considering the foregoing, the Meeting resolved to approve the Statutory Auditor Election.

The resolution was approved as follows:

- _____ votes in favor,
- _____ votes against, and
- _____ abstentions.