

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 26th ORDINARY GENERAL
MEETING OF THE SHAREHOLDERS OF THE COMPANY TO BE HELD
ON 12 MAY 2026 AT 9H30 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 26th ordinary 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 9h30 CEST (the **OGM**).

In this context, convening notices, containing the agenda of the OGM, 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 OGM is reproduced below:

AGENDA

1. Approval of the Company's standalone and consolidated financial statements for the financial year starting 1 January 2025 and ending 31 December 2025 (the **2025 Annual Accounts**) and submission of the relevant Board of Directors' and Auditors' Reports;
2. Approval of the overall management of the Company and granting of discharge to the statutory auditors of the Company for the 2025 Annual Accounts;
3. Approval of the allocation of the profit on the 2025 Annual Accounts, as follows;

NET PROFITS OF THE FINANCIAL YEAR 2025 TO BE DISTRIBUTED	EUR 463,061,929.26
ALLOCATION TO LEGAL RESERVE	EUR 0
TOTAL EARNINGS TO BE DISTRIBUTED	EUR 463,061,929.26
DISTRIBUTED INTERIM DIVIDEND PER SHARE	EUR 0.50
TOTAL DISTRIBUTED INTERIM DIVIDEND	EUR 179,301,739.00
REMAINING EARNINGS TO BE ATTRIBUTED TO RETAINED EARNINGS	EUR 283,760,190.26
REMAINING DIVIDEND PER SHARE	EUR 0
TOTAL DIVIDEND PER SHARE (INTERIM DIVIDEND)	EUR 0.50

4. Submission for discussion and advisory voting of the Remuneration Report of the Board of Directors for the financial year ended on 31 December 2025;
5. Submission of the report of the independent members of the board of directors for the period starting on 1 January 2025 and ending on 31 December 2025 (non-voting item).
6. Submission of the annual activity report of the audit committee for the period starting on 1 January 2025 and ending on 31 December 2025 (non-voting item).
7. 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, in accordance with Article 12(2) of the articles of association:
 - Karel Komarek;
 - Robert Chvátal;
 - Katarina Kohlmayer;
 - Pavel Saroch;
 - Lord Sebastian Newbold Coe CH KBE, Senior Independent Member of the Board of Directors (lead independent director);
 - Paul Schmid, Independent Member of the Board of Directors; and
 - Cherrie Mae Chiomento–Ferreria, Independent Member of the Board of Directors.
8. 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, in accordance with Article 12(2) of the articles of association;
9. Re-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, in accordance with Articles 12(2) and 15(2) of the articles of association:
 - Pavel Saroch;

- Lord Sebastian Newbold Coe; and
 - Paul Schmid.
10. Approval of the ability of the board of directors to make provision for any distribution to be made by the Company to its shareholders to be payable in whole or in part, and at the election of each shareholder, in the form of new shares, such authority to remain valid until the closing of the next ordinary shareholders' meeting;
 11. Approval of the maximum compensation for the board of directors of CHF 1,840,000 for the period commencing on the date of this Meeting and ending at the closing of the next ordinary shareholders' meeting; and
 12. Approval of the maximum compensation for the executive management of CHF 31,560,000 for the current business year 2026.

At this 26th ordinary general meeting of the Company's shareholders (the **Shareholders**), Shareholders will be asked to vote on the items listed in the OGM's agenda set out above, for which the draft resolutions are set out below:

FIRST RESOLUTION

The Chairperson presented to the Meeting the Standalone Annual Accounts and the Consolidated Annual Accounts and the Management Report and the Annual Financial Report and the Independent Statutory Auditor 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.

Considering the foregoing, the Meeting resolved to approve the 2025 Annual Accounts and the submission of the relevant Board of Directors' and Auditors' Reports.

The resolution was approved as follows:

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

SECOND RESOLUTION

The Chairperson proposed to the Meeting to approve the overall management of the Company and granting of discharge to the statutory auditors of the Company for the 2025 Annual Accounts (the **Discharges**).

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 Discharges.

The resolution was approved as follows:

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

THIRD RESOLUTION

The Chairperson proposed to the Meeting to approve allocation of the profit on the 2025 Annual Accounts (the **Allocation of Profit**):

NET PROFITS OF THE FINANCIAL YEAR 2025 TO BE DISTRIBUTED	EUR 463,061,929.26
ALLOCATION TO LEGAL RESERVE	EUR 0
TOTAL EARNINGS TO BE DISTRIBUTED	EUR 463,061,929.26
DISTRIBUTED INTERIM DIVIDEND PER SHARE	EUR 0.50
TOTAL DISTRIBUTED INTERIM DIVIDEND	EUR 179,301,739.00
REMAINING EARNINGS TO BE ATTRIBUTED TO RETAINED EARNINGS	EUR 283,760,190.26
REMAINING DIVIDEND PER SHARE	EUR 0
TOTAL DIVIDEND PER SHARE (INTERIM DIVIDEND)	EUR 0.50

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 Allocation of Profit.

The resolution was approved as follows:

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

FOURTH RESOLUTION

The Chairperson presented to the Meeting the Remuneration Report providing the shareholders with the necessary explanations and clarifications.

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 submission for discussion and advisory voting of the Remuneration Report of the board of directors of the Company for the financial year ended on 31 December 2025.

The resolution was approved as follows:

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

FIFTH RESOLUTION

The Chairperson presented to the Meeting the Independent Members 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 RESOLUTION

The Chairperson specifically presented to the Meeting the Activity 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.

SEVENTH RESOLUTION

The Chairperson proposed to the Meeting to approve 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, in accordance with Article 12(2) of the articles of association:

1. Karel Komarek;
2. Robert Chvátal;
3. Katarina Kohlmayer;
4. Pavel Saroch;
5. Lord Sebastian Newbold Coe CH KBE, Senior Independent Member of the Board of Directors (lead independent director);
6. Paul Schmid, Independent Member of the Board of Directors; and
7. Cherrie Mae Chiomento–Ferreria, Independent Member of the Board of Directors.

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-Ferreria.

The resolution was approved as follows:

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

EIGHTH RESOLUTION

The Chairperson proposed to the Meeting to approve 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, in accordance with Article 12(2) of the articles of association (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.

NINTH RESOLUTION

The Chairperson proposed to the Meeting to approve the re-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, in accordance with Articles 12(2) and 15(2) of the articles of association (the **Re-Election of the Nomination and Compensation Committee**):

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 Re-Election of the Nomination and Compensation Committee.

The resolution was approved as follows:

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

TENTH RESOLUTION

The Chairperson proposed to approve the ability of the board of directors to make provision for any distribution to be made by the Company to its shareholders to be payable in whole or in part, and at the election of each shareholder, in the form of new shares, such authority to remain valid until the closing of the next ordinary shareholders' meeting (the **Board Provision for Scrip Distribution**).

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 Board Provision for Scrip Distribution.

The resolution was approved as follows:

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

ELEVENTH RESOLUTION

The Chairperson proposed to approve the maximum compensation for the board of directors of CHF 1,840,000 for the period commencing on the date of this Meeting and ending at the closing of the next ordinary shareholders' meeting (the **Board Compensation Amount**).

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 Board Compensation Amount.

The resolution was approved as follows:

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

TWELFTH RESOLUTION

The Chairperson proposed to approve the maximum compensation for the executive management of CHF 31,560,000 for the current business year 2026 (the **2026 Executive Compensation Amount**).

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 Executive Compensation Amount.

The resolution was approved as follows:

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