

26th Ordinary General Meeting and 14th Extraordinary General Meeting



Must be filled in and submitted to the Company by 10 May 2026 at 9:30 am CEST

DOCUMENT FOR APPOINTING A REPRESENTATIVE TO PARTICIPATE AT THE SHAREHOLDERS 26th ORDINARY GENERAL MEETING AND 14TH EXTRAORDINARY GENERAL MEETING OF ALLWYN AG

To: **ALLWYN AG**

Company Secretary

Mühlenplatz 9, 6004 Lucerne, Switzerland

Tel: +41412660943

E-mail: **ir@allwyn.com**

The undersigned shareholder / legal representative of the legal person that is Allwyn AG's shareholder:

NAME

SURNAME

NAME OF LEGAL PERSON

ADDRESS / HEADQUARTERS

ID NUMBER / Reg. Number

TELEPHONE NUMBER

NUMBER OF SHARES / or total number
of shares owned for which I have the right to vote on
the corresponding Record Date

INVESTOR ACCOUNT (DSS ACCOUNT)

SECURITIES ACCOUNT

26th Ordinary General Meeting and 14th Extraordinary General Meeting

I have taken note of:

- a) the Invitation to the 26th Ordinary General Meeting of Allwyn AG, that will take place on Tuesday, the 12th of May 2026, at 9:30 am CEST, at Sofitel Luxembourg Europe, 6 rue du Fort Niedergruenewald, 2226 Kirchberg Luxembourg, Grand Duchy of Luxembourg and by electronic means, and I hereby notify to you my intention to participate in the Ordinary General Meeting of Allwyn AG and to exercise my voting rights arising from the abovementioned shares or from the total number of shares owned, for which I will have the right to vote, on the corresponding Record Date, by law, through my representative; and
- b) the Invitation to the 14th Extraordinary General Meeting of Allwyn AG, that will take place on Tuesday, the 12th of May 2026, at 11:30 am CEST, at Sofitel Luxembourg Europe, 6 rue du Fort Niedergruenewald, 2226 Kirchberg Luxembourg, Grand Duchy of Luxembourg and by electronic means, and I hereby notify to you my intention to participate in the Extraordinary General Meeting of Allwyn AG and to exercise my voting rights arising from the abovementioned shares or from the total number of shares owned, for which I will have the right to vote, on the corresponding Record Date, by law, through my representative.

Therefore, I authorise:

Allwyn's representative: **Pascal Genoud**, Company Secretary

or

to be filled in if you wish to appoint other proxy of your likeness:

(name of representative)

(surname)

resident of.....street.....street.....number.....

with ID/Passport Number.....

issued on..... By.....

by giving the order, the power and the right to represent me in each of the abovementioned 26th Ordinary General Meeting and 14th Extraordinary General Meeting of Allwyn AG, so as to participate in the relevant discussion of the items on the daily agenda, to vote on such items on the daily agenda in accordance with the instructions set forth in the attached voting forms, to exercise all my legal rights at the Ordinary General Meeting and the Extraordinary General Meeting of Allwyn AG and, in general, to act in whatever necessary for my legal participation in the abovementioned Ordinary General Meeting and Extraordinary General Meeting.

26th Ordinary General Meeting and 14th Extraordinary General Meeting

I hereby approve every action of the above person that will take place within the scope of the present authorisation, as legal, valid and binding.

In case I decide to attend the abovementioned 26th Ordinary General Meeting and 14th Extraordinary General Meeting of Allwyn AG remotely, using audiovisual and electronic means, or in person to participate in the discussion of the items on the daily agenda, vote on such items on the daily agenda and exercise all my legal rights at the 26th Ordinary General Meeting and 14th Extraordinary General Meeting of Allwyn AG, this authorisation shall be deemed invalid provided however that I have notified the Company in writing of such revocation of the present authorisation and have completed and submitted to the Company the "Declaration Form Of Remote Participation – Proxy Holder Authorisation" and the "Voting Form", as applicable, at least forty-eight (48) hours prior to the corresponding date of the 26th Ordinary General Meeting and 14th Extraordinary General Meeting.

The present authorisation is valid / is not valid at any other general meeting to be held after a recess or postponement of the abovementioned 26th Ordinary General Meeting and 14th Extraordinary General Meeting.

26th Ordinary General Meeting and 14th Extraordinary General Meeting

26th Ordinary General Meeting

VOTING

(Please mark the corresponding column with an "X")

ITEM 1	FOR	AGAINST	ABSTAIN
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.			
ITEM 2	FOR	AGAINST	ABSTAIN
Approval of the overall management of the Company and granting of discharge to the statutory auditors of the Company for the 2025 Annual Accounts.			
ITEM 3	FOR	AGAINST	ABSTAIN
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			

26th Ordinary General Meeting and 14th Extraordinary General Meeting

ITEM 4	FOR	AGAINST	ABSTAIN
Submission for discussion and advisory voting of the Remuneration Report of the Board of Directors for the financial year ended on 31 December 2025.			
ITEM 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		
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		
ITEM 7	FOR	AGAINST	ABSTAIN
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:			
7.1 Karel Komarek			
7.2 Robert Chvátal			
7.3 Katarina Kohlmayer			
7.4 Pavel Saroch			
7.5 Lord Sebastian Newbold Coe CH KBE, Senior Independent Member of the Board of Directors (lead independent director)			
7.6 Paul Schmid, Independent Member of the Board of Directors			
7.7 Cherrie Mae Chiomento-Ferreria, Independent Member of the Board of Directors			
ITEM 8	FOR	AGAINST	ABSTAIN
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.			

26th Ordinary General Meeting and 14th Extraordinary General Meeting

ITEM 9	FOR	AGAINST	ABSTAIN
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:			
9.1 Pavel Saroch			
9.2 Lord Sebastian Newbold Coe			
9.3 Paul Schmid			
ITEM 10	FOR	AGAINST	ABSTAIN
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.			
ITEM 11	FOR	AGAINST	ABSTAIN
Approval of the maximum compensation for the board of directors of the amount 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.			
ITEM 12	FOR	AGAINST	ABSTAIN
Approval of the maximum compensation for the executive management of the amount of CHF 31,560,000 for the current business year 2026.			

26th Ordinary General Meeting and 14th Extraordinary General Meeting

14th EXTRAOrdinary General Meeting

VOTING

(Please mark the corresponding column with an "X")

ITEM 1	FOR	AGAINST	ABSTAIN
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 (<i>Loi du 10 août 1915 concernant les sociétés commerciales</i>) (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).			
ITEM 2	FOR	AGAINST	ABSTAIN
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.			
ITEM 3	FOR	AGAINST	ABSTAIN
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.			
ITEM 4	FOR	AGAINST	ABSTAIN
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.			
ITEM 5	FOR	AGAINST	ABSTAIN
Acknowledgement of the report prepared by Grant Thornton Luxembourg for the purpose of the Division, according to article 1034-7 of the 1915 Law.			

26th Ordinary General Meeting and 14th Extraordinary General Meeting

ITEM 6	FOR	AGAINST	ABSTAIN
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.			
ITEM 7	FOR	AGAINST	ABSTAIN
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.			
ITEM 8	FOR	AGAINST	ABSTAIN
<p>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:</p> <p>(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;</p> <p>(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;</p> <p>(c) the corporate denomination of the Company will remain "Allwyn AG"; and</p> <p>(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.</p>			

26th Ordinary General Meeting and 14th Extraordinary General Meeting

ITEM 9	FOR	AGAINST	ABSTAIN
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.			
ITEM 10	FOR	AGAINST	ABSTAIN
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 (itemised ballot):			
10.1. Karel Komarek			
10.2. Robert Chvátal			
10.3. Katarina Kohlmayer			
10.4. Pavel Saroch			
10.5. Lord Sebastian Newbold Coe			
10.6. Paul Schmid			
10.7. Cherrie Mae Chiomento-Ferreria			
ITEM 11	FOR	AGAINST	ABSTAIN
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.			

26th Ordinary General Meeting and 14th Extraordinary General Meeting

ITEM 12	FOR	AGAINST	ABSTAIN
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 (itemised ballot):			
12.1 Pavel Saroch			
12.2 Lord Sebastian Newbold Coe			
13.3 Paul Schmid			
ITEM 13	FOR	AGAINST	ABSTAIN
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.			
ITEM 14	FOR	AGAINST	ABSTAIN
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.			

[Signature page follows]

26th Ordinary General Meeting and 14th Extraordinary General Meeting

Place: / / 2026

This declaration may be signed electronically through the service www.DocuSign.com in accordance with articles 1322-1 and 1322-2 of the Luxembourg civil code.

The Undersigned Shareholder / The Legal Representative of Legal Person

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Signature & Name

.....

Seal of the Legal Person (if applicable)

Please either send by post at: Mühlenplatz 9, 6004 Lucerne, Switzerland (to the attention of Company Secretary), or send via e-mail at **ir@allwyn.com** by 10 May 2026 at 9:30 am CEST.