



Extraordinary General Meeting

**RESOLUTIONS OF THE 14TH EXTRAORDINARY GENERAL MEETING
OF THE SHAREHOLDERS OF THE SOCIETE ANONYME
UNDER THE BUSINESS NAME
“ALLWYN AG” (“Company”)
R.C.S. NUMBER B306096
OF MAY 12, 2026**

The Extraordinary General Meeting of Shareholders of the Company took place on Tuesday, May 12, 2026 at 11:30, at Sofitel Luxembourg Europe, 6, rue du Fort Niedergruenewald, L-2226 Kirchberg Luxembourg, Grand Duchy of Luxembourg.

Shareholders of the Company representing 642,456,350 shares, out of a total of 804,287,662¹ shares, i.e. 83.35% of the Company's share capital, were present or represented and voted at the Meeting.

The Extraordinary General Meeting of Shareholders resolved as follows:

Item 1st: 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**) .

➤ **Approved by majority (99.97%)**

Item 2nd: 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.

➤ **Approved by majority (99.95%)**

Item 3rd: 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

¹ It shall be noted that 33,488,592 own shares of the Company are not calculated both for the purposes of quorum and the voting process, pursuant to paragraph 1 of article 430-18 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*), as amended.



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the implications of the Division for employees, according to article 1034-6 of the 1915 Law.

- **Approved by majority (99.95%)**

Item 4th: 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 .

- **Approved by majority (99.95%)**

Item 5th: Acknowledgement of the report prepared by Grant Thornton Luxembourg for the purpose of the Division, according to article 1034-7 of the 1915 Law.

- **Approved by majority (99.95%)**

Item 6th: 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 .

- **No Employees' Opinions.**

Item 7th: 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.

- **Approved by majority (99.97%)**

Item 8th: 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



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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 Štěřba, 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.

➤ **Approved by majority (99.93%)**

Item 9th: 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.

➤ **Approved by majority (98.81%)**

Item 10th: 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.



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➤ **Approved by majority with the following specifications:**

- re-election of Karel Komarek was approved by majority (99.42 %);
- re-election of Robert Chvátal was approved by majority (99.51 %);
- re-election of Katarina Kohlmayer was approved by majority (98.68 %);
- re-election of Pavel Saroch was approved by majority (99.31 %);
- re-election of Lord Sebastian Newbold Coe was approved by majority (99.81 %);
- re-election of Paul Schmid was approved by majority (99.85 %); and
- re-election of Cherrie Mae Chiomento–Ferreria was approved by majority (99.93 %).

Item 11th: 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.

➤ **Approved by majority (99.51%)**

Item 12th: 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.

➤ **Approved by majority with the following specifications:**

- election of Pavel Saroch was approved by majority (99.38 %);
- election of Lord Sebastian Newbold Coe was approved by majority (99.80 %); and
- election of Paul Schmid was approved by majority (99.85 %).

Item 13th: Election of hba Rechtsanwälte AG, Zurich, Switzerland, represented by Roger Müller, attorney-at-law, as the independent proxy for the period commencing



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on the Switzerland Re-Domiciliation Effective Date and ending at the closing of the next ordinary shareholders' meeting.

➤ **Approved by majority (99.93%)**

Item 14th: 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.

➤ **Approved by majority (99.94%)**

The voting breakdown for each resolution is available on the Company's website: <https://www.allwyn.com/general-meeting-disclosure> in accordance with article 3(4) of the Luxembourg law of 24 May 2011 on the exercise of certain rights of shareholders in general meetings of listed companies, as amended.

ALLWYN AG

LUXEMBOURG, 14.05.2026