

Invitation

General Meeting

2026



Invitation

To the shareholders of the societe anonyme

Under the business name

“Allwyn AG”

R.C.S. Luxembourg registration number: B306096

To the 26th Ordinary General Meeting

And the 14th Extraordinary General Meeting

On 12 May 2026

The board of directors of Allwyn AG (the **Board of Directors**), a public limited liability company (société anonyme) governed by the laws of the Grand Duchy of Luxembourg, with registered address at 17 Boulevard F.W. Raiffeisen, L-2411 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Business register (Registre de Commerce et des Sociétés, Luxembourg) under number B306096 (the **Company**), invites the shareholders of the Company to participate to (i) the 26th ordinary general meeting of shareholders (the **OGM**) at 9:30 CEST and (ii) the 14th extraordinary general meeting of shareholders (the **EGM**, and together with the OGM, the **Meetings** and each a **Meeting**) which will be held on 12 May 2026, at 11:30 CEST, both at 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, in order to discuss and resolve on the following items of the respective agendas:

I. Agenda of the OGM

Item 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.

Item 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.

Item 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

Item 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.

Item 5 (non-voting item)

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 (non-voting item)

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

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.

Item 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.

Item 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:

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

Item 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.

Item 11

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

Approval of the maximum compensation for the executive management of the amount of CHF 31,560,000 for the current business year 2026.

II. AGENDA OF THE EGM

Item 1

Approval of the conversion of the Greek branch of the Company named “Allwyn Foreign Branch” (in Greek: “**Αλλυwyn 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**).

Item 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.

Item 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.

Item 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.

Item 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.

Item 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.

Item 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.

Item 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

Item 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.

Item 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.

Item 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.

Item 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.

Item 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.

Item 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.

III. Participation at the meetings

The Company informs the shareholders that, pursuant to article 6 of the Law of 24 May 2011 on the exercise of certain shareholders' rights at general meetings of listed companies (the **2011 Law**) and article 8 of the Articles and resolutions of the Board of Directors dated 30 March 2026, remote participation in each Meeting will be possible through audiovisual and electronic means (teleconference), as well as remote voting during each Meeting, according to the provisions of this invitation. Shareholders who will participate in the respective Meeting and the voting through audiovisual and electronic means (teleconference) will be taken into consideration for the formation of quorum and majority, exactly as those present in the venue of the respective Meeting.

It is noted that entrance to the venue of each Meeting shall be allowed only to shareholders and their proxies and to persons whose presence in the respective Meeting is mandatory.

Furthermore, for the proper preparation and with a view to tending to shareholders' queries, the Company requests that the shareholders submit any questions in writing before each Meeting, according to the provisions of this invitation.

A. Right to participate and vote at the meetings

Any person of record in the Dematerialized Securities System administered by the "Hellenic Central Securities Depository SA" (**ATHEXCSD**), on the fourteenth (14th) day before the date of the Meetings, namely on 28 April 2026, at midnight (Luxembourg time) (record date) is entitled to participate and vote at the Meetings.

For the Company, entitled to participate in the Meetings and to exercise the right to vote are those registered as shareholders on the record date in the Dematerialized Securities System (DSS) of the company "HELLENIC CENTRAL SECURITIES DEPOSITORY (ATHEXCSD)" or identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation as well as the Rulebook of the Hellenic Central Securities Depository.

Shareholders may participate in the Meetings, based on the confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212, provided by the intermediary, unless the respective Meeting refuses such participation for a material cause, which justifies its refusal, in compliance with the relevant provisions.

The exercise of participation and/or voting rights does not require deposit or blocking of shares nor the adherence to another similar procedure, which restricts the possibility to sale or transfer such shares during the period between the record date and the Meetings.

B. Participation process and vote by proxy

Shareholders may participate and vote in person or by proxy. Each Shareholder may appoint one (1) proxy. A proxy acting on behalf of several Shareholders may cast votes differently for each Shareholder.

The Company has indicated specific persons, which shareholders may authorize to represent them and vote on their behalf in each Meeting in accordance with their instructions. Shareholders wishing to make use of the relevant possibility, are kindly requested to contact Investors Relations Department via e-mail at ir@allwyn.com. The appointment or/and the revocation or/and the replacement of a proxy takes place in writing or via electronic means by submitting the relevant proxy form to the Company at least forty eight (48) hours prior to the date of the Meetings (i.e. for the OGM, by 10 May 2026 at 9:30 CEST the latest; for the EGM, by 10 May 2026 at 11:30 CEST the latest), either at Mühlenplatz 9, 6004 Lucerne, Switzerland (to the attention of Company Secretary) or via e-mail at ir@allwyn.com. The proxy form is available on the Company's website <https://www.allwyn.com/investors>. In the case of non-compliance with the above deadline, Shareholders may participate in the Meetings unless the respective Meeting refuses their participation for significant cause justifying its refusal.

The proxy votes in accordance with the instructions of the Shareholder, as long as they exist, and must file the voting instructions for at least one (1) year from the date of the Meetings in which he/she/it used his/her/is proxy. Non-compliance by the proxy with the instructions received does not affect the validity of the decisions of the respective Meeting, even if the proxy's vote was decisive in achieving the majority.

The Shareholder's proxy is required to disclose to the Company, prior to the commencement of each Meeting, any specific fact, which may be useful to Shareholders in assessing the risk that the proxy may serve interests other than the interests of the Shareholder. Conflict of interests may arise in particular if the proxy is: (a) a shareholder that exercises control over the Company, or other legal person or entity controlled by that Shareholder, (b) a member of the Board of Directors or the management of the Company in general, or of a shareholder that exercises control over the Company, or of another legal person or entity controlled by a shareholder exercising control over the Company, (c) employee or auditor of the Company or of a controlling shareholder of the Company or of another legal person or entity that is controlled by a controlling shareholder, and (d) a spouse or a first-degree relative with any one of the natural persons that are mentioned in cases (a) to (c).

C. Remote participation (in person or by proxy) in each meeting in real time by teleconference or/and exercise of voting right

Without prejudice to the aforementioned provisions regarding appointment or revocation or replacement of proxy holders, any shareholder wishing to participate in each Meeting remotely (without physical presence), must fill in the "Declaration Form of Remote Participation in the Meeting – Proxy Holder Authorization", which is available on the Company's website: <https://www.allwyn.com/investors> and submit such declaration form to Mühlenplatz 9, 6004 Lucerne, Switzerland (to the attention of Company Secretary) or send it via e-mail at, at least forty eight (48) hours prior to the scheduled Meetings, i.e. for the OGM, by 10 May 2026 at 9:30 CEST the latest; for the EGM, by 10 May 2026 at 11:30 CEST the latest.

Following verification of the shareholder's capacity, the shareholder (or its appointed proxy holder) shall be promptly furnished with instructions regarding attendance or/and voting during each Meeting.

Each shareholder (or its proxy holder) may attend each Meeting (and participate in the voting) remotely using audio-visual and electronic means, from each Meeting's commencement and until its closing, by entering the link 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". Each shareholder (or its proxy holder) may also address each Meeting by submitting questions either in writing at least forty-eight (48) hours prior to the Meetings (i.e. for the OGM, by 10 May 2026 at 9:30 CEST the latest; for the EGM, by 10 May 2026 at 11:30 CEST the latest) to Mühlenplatz 9, 6004 Lucerne, Switzerland (to the attention of Company Secretary) or by sending such questions via e-mail at ir@allwyn.com or during the meeting through audio-visual and electronic means.

Shareholders that will participate at the respective Meeting by teleconference in real-time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the respective Meeting. Therefore, shareholders will have the ability to:

- a) follow the proceedings of the respective Meeting with electronic or audiovisual means,
- b) take the floor and address each Meeting using the Live Feedback service during each Meeting,
- c) vote in real time during each Meeting on the matters of the respective agenda,
- d) receive information on the recording of their vote.

D. Shareholders' minority rights

In relation to the Meetings, the shareholders have the following rights under Article 4 of the 2011 Law.

One or more shareholders who together hold at least 5 (five) per cent of the Company's share capital has/have the right to:

- I. request that the Board of Directors includes additional agenda items in each Meeting. The application must be accompanied by a justification or a draft decision for approval by the respective Meeting.
- II. submit draft decisions on items included in the initial or any revised respective Agenda.

The requests mentioned above shall be made in writing and shall be addressed to the Company by post to Mühlenplatz 9, 6004 Lucerne, Switzerland (to the attention of Company Secretary) or electronically to ir@allwyn.com. They shall be accompanied by a justification or the respective draft resolution to be adopted at each Meeting. They shall indicate a postal or email address to which the Company may send the acknowledgement of receipt of the request.

The requests mentioned above must reach the Company's Board of Directors no later than the twenty-second (22nd) day before the date of the Meetings, i.e. by 20 April 2026 at 9:30 CEST. The Company shall acknowledge receipt of the requests mentioned above within forty-eight (48) hours of receipt.

In all of the cases referred to above, the shareholders submitting requests must prove their shareholder capacity and the number of shares that they own during the exercise of the relevant right. Proof of Shareholder status is evidenced as described above under paragraph A.

E. Available documents and information

The information referred to in paragraph 4 of Article 3 of the 2011 Law are available in electronic format on the Company's website (<https://www.allwyn.com/investors>). The full, unabridged text of the documents and draft decisions referred to in paragraph 4(c) and (d) of Article 3 of the 2011 Law are available in electronic format on the Company's website (<https://www.allwyn.com/investors>) and in hard copy at the Company's registered office at 17 Boulevard F.W. Raiffeisen, L-2411 Luxembourg, Grand Duchy of Luxembourg.

Shareholders may obtain the information and documents above by consulting the Company's website (<https://www.allwyn.com/investors>) or by inspecting them at the Company's registered office.

9 April 2026

THE BOARD OF DIRECTORS OF ALLWYN AG

Allwyn AG

Investor relations
ir@allwyn.com

Public relations
pr@allwyn.com