

**Organisation of Football Prognostics S.A.**  
112 Athinon Avenue, 104 42 Athens, Greece  
Greek General Commercial Register Number: 003823201000  
(the “**Company**”)

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**SPECIAL REPORT OF THE BOARD OF DIRECTORS  
TO THE GENERAL MEETING OF THE SHAREHOLDERS  
TO BE HELD ON OR ABOUT 7 January 2026**

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Dear shareholders,

We, the undersigned, being the non-conflicted members of the board of directors of the Company, hereby submit this report to the general meeting of shareholders of the Company to be held on or about 7 January 2026 (the “**General Meeting**”), pursuant to Article 420-26(5), third paragraph, of the Grand Duchy of Luxembourg law of 10 August 1915 on commercial companies, as amended.

The General Meeting is convened to resolve on, *inter alia*, the resolutions below:

- without being dissolved, wound up or placed into liquidation, the conversion of the legal form of the Company into a Luxembourg public limited liability company (*société anonyme*) pursuant to a cross-border conversion<sup>1</sup> (the “**Cross-Border Conversion**” and the “**Converted Company**”); and
- in connection with the Cross Border Conversion, adoption of new articles of association of the Company to, *inter alia*, comply with the provisions of the law of the Grand Duchy of Luxembourg (the “**Articles of Association of the Converted Company**”).

The Articles of Association of the Converted Company provide in Article 3b the authority to the board of directors of the Company, for a period of five years, to:

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<sup>1</sup> According to the provisions of articles 139α-139η of Greek Law 4601/2019, and in addition to the provisions of articles 104-117 of Greek Law 4601/2019, as in force, as well as the provisions of Title X, Chapter VI, Section 2 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*) and from a tax law perspective, in accordance with the provisions of Greek Law 5162/2024, Part D, articles 47-51, 54, 56, 58 and 59 as well and any relevant provision of the relevant Part, as in force.

- (i) increase the share capital of the Converted Company once or more by up to an aggregate amount of EUR 360,000,000, by the issuance of up to 600,000,000 Common Shares and/or up to 600,000,000 Preferred Shares, each having the same rights as the existing shares of the same relevant class;
- (ii) limit or withdraw, as the case may be, the Converted Company's shareholders' preferential subscription rights to the new shares and determine the persons authorized to subscribe for the new shares in accordance with Article 3b; and
- (iii) record each share capital increase by way of a notarial deed of constat and amend the register of shares of the Converted Company accordingly.<sup>2</sup>

Pursuant to Article 420-26 (5), third paragraph, of the law of 10 August 1915 on commercial companies of the Grand Duchy of Luxembourg, as amended, detailed reasons for the limitation or withdrawal of the preferential subscription right in the context of the authorised share capital must be set out in a report prepared by the board of directors.

The Cross-Border Conversion forms part of a broader transaction between the Company and its main shareholder Allwyn International AG ("**Allwyn**"), involving a series of corporate acts and transformations that will result in the business combination of the Company and Allwyn (the "**Transaction**").

The business combination will be effected through the contribution by Allwyn into the Company, after the Cross Border Conversion of: (a) (i) the entire issued share capital of each Allwyn subsidiary, excluding the Company (other than such number of the Company shares as equals the incremental number of additional (Converted) Company shares held by Allwyn and its group as at the date of the contribution as compared to the number of shares held by them on 1 October 2025), including Allwyn Czech Republic Holding a.s., Allwyn Asia Holding a.s., Allwyn Services Czech Republic a.s., Allwyn Austria Holding 1 GmbH, Allwyn UK Holding B Ltd., Allwyn Entertainment Financing (UK) plc, Allwyn Services UK Ltd., Allwyn UK Holding Ltd., Allwyn Greece & Cyprus Holding 2 Ltd., Sazka Delta Management Ltd., Allwyn Italy Holding AG, Allwyn Slovensko a.s., Next Lotto GmbH and Allwyn Management Services AG, (ii) any assets, liabilities or derivatives relating to financing (whether intra-group or external), and (iii) any other assets or liabilities of Allwyn, in exchange for new shares to be issued by the Company; and (b) the number of the Company shares as equals the incremental number of additional (Converted) Company shares held by Allwyn and its group as at the date of the contribution as compared to the number of shares held by them on 1 October 2025, without consideration (the "**Allwyn Contribution**"). The board of directors of the Company, (i) by its decision of 12.10.2025, approved and granted

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<sup>2</sup> Article 3b of the Articles of Association of the Converted Company.

special permission pursuant to articles 99-101 of Greek Law 4548/2018 for the execution of an implementation agreement of the Transaction, which was executed on 29.10.2025 (the “**Transaction Implementation Agreement**”); and (ii) by its decision of 16.12.2025 approved the amendment of the Implementation Agreement (the “**Amended Transaction Implementation Agreement**”) to the effect that no Preferred Shares of the Converted Company will be issued in connection with the Transaction. The Amended Implementation Agreement will be entered into by the Company following lapse of the statutory deadline under Greek Law 4548/2018 for minority shareholders to convoke a General Meeting of the Company concerning the approval of the Amended Transaction Implementation Agreement.

Such new Common Shares of the Converted Company will be issued pursuant to a share capital increase of the Converted Company to be resolved by the board of directors through the authorised share capital, in accordance with the authority set out in the Articles of Association of the Converted Company, namely Article 3b and the applicable laws of the Grand Duchy of Luxembourg. No Preferred Shares will be issued for the purposes of the Allwyn Contribution and the Transaction in general.

Accordingly, the reason to limit or cancel, as the case may be, the preferential subscription rights in the context of the authorised share capital of Article 3b is to enable the Allwyn Contribution, namely the share capital increase of the Converted Company through a contribution in kind of the aforementioned assets and liabilities of Allwyn.

In this context, the board of directors proposes that the General Meeting of the Company, to be held on or about 7 January 2026, authorise the board of directors of the Converted Company to limit or cancel the preferential subscription rights of the existing shareholders within the context of the authorised share capital and for the purposes of implementation of the Allwyn Contribution, as far as the issuance of new Common Shares of the Converted Company is concerned. The board of directors of the Converted Company will ensure that any decision to limit or withdraw preferential subscription rights for the new Common Shares of the Converted Company is justified by, and proportionate to, the corporate objectives pursued (i.e. the Allwyn Contribution).

It is understood that any such power conferred on the board of directors of the Converted Company would be exercised only in the interests of the Converted Company.

In consideration of the Allwyn Contribution, Allwyn will receive, subject to certain agreed adjustments and completion of independent expert review in accordance with

applicable laws, 445,684,184 Common Shares of the Converted Company at an implied value of EUR 20.12 per share.

THE NON-CONFLICTED MEMBERS OF THE BOARD OF DIRECTORS OF ORGANISATION  
OF FOOTBALL PROGNOSTICS S.A.

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Jan Karas  
Chairman and Chief Executive Officer (CEO)  
16 December 2025

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Pavel Mucha  
Chief Financial Officer (CFO)  
Executive Member  
16 December 2025

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Cherrie Mae Chiomento - Ferreria  
Vice-Chair B  
Independent Non-Executive Member  
16 December 2025

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Nicole Conrad-Forker  
Independent Non-Executive Member  
16 December 2025

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Theodoros Panagos  
Independent Non-Executive Member  
16 December 2025

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Georgios Mandakas  
Independent Non-Executive Member  
16 December 2025