

NOMINATION AND COMPENSATION COMMITTEE CHARTER OF ALLWYN AG

APPROVED ON: [•]
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Allwyn AG
Nomination and Compensation Committee Charter (the "Charter")

1. PRINCIPLES

The nomination and compensation committee (the "**NCC**") is a standing committee of the board of directors (the "**Board**") of Allwyn AG (the "**Company**" and, together with its controlled subsidiaries, the "**Group**") based on the articles of association of the Company (the "**Articles of Association**"). The NCC combines the functions of a nomination committee and a compensation committee.

2. POWERS AND DUTIES

2.1 General

The NCC supports the Board in fulfilling its powers and duties and discharging its responsibilities under applicable law, the Articles of Association and, to the extent applicable, the organizational regulations of the Company in the areas of compensation and personnel policy.

The NCC has the following powers and duties (principles):

1. Preparation and planning of nominations and staffing decisions at the senior management level;
2. Assisting the Board in the preparation and periodic review of the Group's remuneration policy (the "**Remuneration Policy**") and principles and the performance criteria related to compensation and periodic review of their implementation as well as submission of proposals and recommendations regarding the Remuneration Policy to the Board;
3. Preparation of all relevant decisions of the Board in relation to the nomination and compensation of the members of the Board, the CEO and the other members of the executive management of the Company (the CEO and such other members of the executive management of the Company, the "**Executive Management**") as well as submission of proposals and recommendations to the Board.

The Board may delegate further powers and duties to the NCC with respect to nomination and compensation and related matters.

The overall responsibility for the duties and powers assigned to the NCC shall remain with the Board.

The NCC shall regularly report to the Board on its activities and submit the necessary proposals.

2.2 Powers and Duties in Detail

2.2.1 Compensation and Personnel Policy

The NCC shall support the Board and review and make proposals as to the goals and principles of the compensation and personnel policy of the Group. The compensation and personnel policy aims to find, encourage and retain employees for the Group and, by doing so, to ensure the competitiveness and long-term success of the Group.

The NCC shall receive information on the implementation of these goals and principles from the Executive Management. This information shall include concepts concerning leadership, salaries and incentives, training and internal communication.

2.2.2 Performance Assessment, Training and Succession Planning

The NCC shall review the assessment of the members of the Executive Management proposed by the CEO, and the corresponding measures. The NCC shall carry out this evaluation for the CEO, and the CEO shall carry out this evaluation for the other members of the Executive Management.

The NCC shall receive information on the personnel development and the corresponding measures at the second level of management (*i.e.*, CxO-1).

The NCC shall report to the Board on succession planning, including planning and training for unforeseen and emergency situations, and management development for members of the Executive Management (including the CEO) and other key members of the management as the NCC shall determine.

2.2.3 Contracts with Members of the Board and of the Executive Management

The NCC shall make proposals as to the contracts with the members of the Executive Management (including the CEO) and any contracts with the members of the Board to the Board for approval.

2.2.4 Compensation

2.2.4.1 General

In accordance with the Articles of Association, the NCC shall evaluate and prepare the compensation guidelines and the applicable performance criteria in the area of compensation and make corresponding proposals and recommendations regarding remuneration policy to the Board and shall assist the Board in the establishment, implementation, monitoring and revision of the Remuneration Policy.

The NCC shall review the effect, attractiveness and competitiveness of the Remuneration Policy at least every two years.

The NCC shall assist in preparing and/or review the remuneration report to be prepared by the Executive Management, describing the existing Remuneration Policy. The NCC shall ensure that the Company's disclosure relating to remuneration meet the Board's disclosure objectives and all relevant legal requirements.

2.2.4.2 Compensation of the Board and the Executive Management

The NCC has the following powers and duties in connection with the compensation of the Board and the Executive Management (including the CEO):

1. Propose, in line with the maximum aggregate compensation for the Board, as approved by the respective general meeting of the shareholders of the Company (the "**General Meeting**"), the individual compensation of the members of the Board to the Board for approval. The proposal of the com-

pensation of the Board members shall consider their responsibilities and functions. In making its proposal, the NCC shall also give appropriate consideration to the levels of Board member compensation at similar companies.

2. Propose, in line with the maximum aggregate compensation amount for the Executive Management (including the CEO), as approved by the respective General Meeting, the individual compensation of the members of the Executive Management, as proposed by the CEO, and submit corresponding proposals to the Board. The individual compensation of the CEO shall be proposed directly by the NCC to the Board.
3. Propose to the Board on an annual basis the maximum aggregate compensation amount for each of the Board and the Executive Management (including the CEO) to be proposed by the Board to the General Meeting for approval.
4. Propose to the Board, if necessary, the use of the additional amount (*Zusatzbetrag*) for the compensation of new members of the Executive Management (including the CEO) in accordance with the Articles of Association.
5. Recommend to the Board the performance metrics applicable to the CEO, evaluate the CEO's performance based on such performance metrics during the relevant period and propose the compensation of the CEO based on such evaluation. The performance metrics applicable to the other members of the Executive Management shall be set by the CEO. The NCC shall review and recommend to the Board, taking into account the recommendations of the CEO, the individual compensation of the other members of the Executive Management, based on the evaluation of the other Executive Management members' performance undertaken by the CEO.

2.2.5 Nomination of Members and Chair of the Board and the Committees and of the Members of the Executive Management

In connection with the nomination of the members and the chair of the Board, the committees and the Executive Management (including the CEO), the NCC has the following powers and duties:

1. Determine the criteria for the selection of candidates (members and chair of the Board, members and chair of the NCC (the "**NCC Chair**") and chair of the Audit Committee) for election to the Board, election as chair of the Board or election to the NCC by the General Meeting, prepare the selection in accordance with these criteria and submit corresponding proposals to the Board.
2. For its proposals, the NCC shall take into account the experience, independence, compatibility with other directors, culture, other commitments of each proposed director, and such other factors as the NCC deems relevant.
3. Evaluate candidates for the position of CEO, who is to be appointed by the Board, and submit corresponding proposals to the Board.
4. Review on an annual basis the independence of the members of the Board and the committees and report its assessment to the Board, which shall determine the independence of its members.

2.2.6 Insurance and Pension Plans

The NCC shall evaluate appropriate insurance for the members of the Board and the Executive Management (including the CEO) (e.g., D&O insurance) at least every two years and propose the necessary adjustments to the Board.

The NCC shall review the pension plans in place for the employees of the Group.

2.2.7 Annual Evaluation

The NCC shall assist the Board in carrying out an annual review and evaluation of the performance of the Board and its committees.

The NCC shall also evaluate and discuss its performance relative to its purpose, duties and responsibilities, as described by this Charter, on an annual basis.

2.2.8 Mandates Outside the Group

The NCC shall review the acceptance of mandates outside of the Group by members of the Board (in case of a potential conflict of interest only) or of the Executive Management (including the CEO) and submit corresponding proposals to the Board.

3. ORGANIZATION

3.1 Composition

The NCC shall be composed of at least three members of the Board, of whom at least two members and the majority of members shall be independent.

The members of the NCC are elected annually and individually by the annual General Meeting pursuant to applicable law and the Articles of Association. The NCC Chair shall be appointed by the Board and shall be an independent member.

The term of office of the members of the NCC and the NCC Chair ends at the end of the following annual General Meeting. In case of vacancies on the NCC, the Board may appoint the members of the NCC from among its members for the remaining term of office until the end of the next General Meeting.

The NCC may appoint a secretary, who does not need to be a member of the Board.

3.2 Procedures

The NCC shall meet as often as business requires and at least two times per year.

Meetings are called by the NCC Chair or upon the request of a member of the NCC setting forth the reasons for the request.

The meetings may be held in person, via telephone, videoconference or other electronic media allowing identification of the participants and effective participation in the meeting, whose deliberations are transmitted on a continuous basis.

The NCC Chair or in his absence the most senior member of the NCC chairs the meeting.

A meeting shall be called with at least 48-hours' written notice (normally by e-mail) to all NCC members. Any such notice shall contain, *inter alia*, an agenda identifying in reasonable detail all of the matters to be discussed at the meeting and shall be accompanied by copies of any relevant papers to be discussed at the meeting. The secretary, in conjunction with the NCC Chair, shall draw up the agenda for each meeting. Any such notice may be sent by the secretary on behalf of the NCC Chair. In urgent matters, in particular if a business item does not allow a notice period, a meeting may be called with a shorter notice period.

The NCC shall regularly invite the CEO and may invite other members of the Executive Management or other employees of the Company (subject to prior notification of the member of the Executive Management to whom such individual reports), to its meetings as it may deem desirable or appropriate. However, the CEO or other members of the Executive Management may not be present when the NCC reviews the compensation or other aspects of the employment of the respective person. The chair of the Board or the NCC Chair may not be present when the NCC reviews the compensation of the respective person.

The NCC may pass resolutions if a majority of its members are present. Resolutions are passed by a majority of the votes cast. In the event of a tied vote, the chair of the meeting of the NCC does not have the casting vote and the matter shall be submitted to the Board.

Resolutions of the NCC may also be taken by means of circular resolutions on paper or in electronic form, provided that no member of the NCC requests deliberations in a meeting. Any member of the NCC who wishes to object against taking a resolution by means of circular NCC resolution shall request (by e-mail) deliberations in a meeting as soon as possible and no later than three days after becoming aware of the proposed resolution. A circular board resolution shall be passed if the majority of all the members of the NCC has approved such circular NCC resolution. All circular resolutions shall be recorded in the minutes of the next meeting.

Minutes must be taken of the discussions and resolutions. The minutes must be signed by the chair of the meeting of the NCC and the secretary and must be circulated to all members of the NCC and the Board and to the secretary of the Board, and where appropriate to the CEO. The minutes must be approved by the NCC at its next meeting.

4. REPORTING

The NCC shall report to the Board on a regular basis its activities and on matters that are within its responsibilities. The report shall include recommendations to the Board concerning such activities and matters as the NCC may deem appropriate. The report to the Board may take the form of an oral report by the NCC Chair or by any other member designated by the NCC.

5. AUTHORITY

The NCC may, in its sole discretion, retain or obtain the advice of any search firm to be used to identify director candidates, compensation consultant, independent legal counsel or other adviser. The NCC shall be directly responsible for the appointment, compensation and oversight of the work of any of such advisers retained by the NCC. The Company must provide for appropriate funding, as determined by the NCC, for payment of reasonable compensation to any of such

advisers retained by the NCC. The NCC may select a search firm, compensation consultant, legal counsel or other adviser to the NCC, other than in-house counsel, only after taking into consideration all factors relevant to that person's independence from management. Such an assessment shall be made at least annually. The NCC will not be required to implement or act consistently with the advice or recommendation of its compensation consultant, legal counsel or other advisor, and the authority granted in this Charter will not affect the ability or obligation of the NCC to exercise its own judgement in fulfilment of its duties.

6. MISCELLANEOUS

This Charter is not intended to change or augment the obligations of the Company or its directors or management or to create new standards for determining whether directors or management have fulfilled their duties, including fiduciary duties, under applicable law.

The NCC shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

This Charter was adopted on [●] 2026 and shall come into effect upon the effectiveness of the re-domiciliation of the Company to Luxembourg.