

# AUDIT COMMITTEE CHARTER OF ALLWYN AG

APPROVED ON: [•]  
EFFECTIVE FROM: [•]  
RESPONSIBLE DEPARTMENT: Legal

**Allwyn AG**  
[•]  
Registered in [•]

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## **1. GENERAL PROVISIONS**

### **1.1 PURPOSE**

The audit committee (the "**AC**") is established by the board of directors (the "**Board**") of Allwyn AG (the "**Company**") to assist the Board in fulfilling its oversight responsibilities.

The primary duties and responsibilities of the AC are to monitor and evaluate:

- a) the integrity of the Company's financial statements;
- b) the effectiveness of the Company's internal control over financial reporting;
- c) the independence and performance of the Company's external and internal auditors;
- d) the monitoring of the Company's risk management systems; and
- e) the Company's compliance with legal and regulatory requirements.

### **1.2 COMPOSITION**

The AC shall consist of at least three members. Each member of the AC shall have adequate knowledge of the Company's sector. At least the majority of the members of the AC shall be independent and at least one member of the AC shall have expertise in accounting and auditing.

The type and structure of the AC may be one of the following (i) a Board committee consisting of non-executive members of the Board, (ii) an independent committee consisting of non-executive members of the Board and non-Board members or (iii) an independent committee consisting of non-Board members. The type of AC and the number and the positions of its members is resolved on by the general meeting of the Company. When the AC is a Board committee (i.e. under (i) above) its members are appointed by the Board, whereas when the Audit Committee is an independent committee (i.e. under (ii) and (iii) above) its members are appointed by the general meeting. The chair of the AC (the "**Chairperson**") is appointed by the AC members. The Chairperson must be independent of the Company and must have the appropriate knowledge and experience to oversee the audit process and the accounting issues.

The term of office of the members of the AC is one year until the end of the following annual general meeting.

## **2. RESPONSIBILITIES AND DUTIES**

### **2.1 FINANCIAL REPORTING**

The AC shall:

- a) review and discuss with management and the external auditors the annual and quarterly financial statements, including disclosures made in management's discussion and analysis;
- b) monitor the process of preparing the financial statements and make recommendations to ensure the integrity of the accounting and financial reporting systems;

- c) ensure that the financial statements are accurate, complete, and prepared in accordance with applicable laws and accounting standards; and
- d) discuss significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements.

## 2.2 SUSTAINABILITY AND ESG REPORTING

The AC shall:

- a) review the Company's approach to sustainability and ESG reporting, ensuring alignment with recognized standards and applicable regulations;
- b) review and discuss with management and (to the extent required by applicable laws and regulations) external auditors any annual sustainability/ESG report prepared;
- c) monitor the process of preparing any sustainability/ESG report and make recommendations to ensure the integrity of the sustainability reporting systems; and
- d) discuss significant sustainability reporting issues and judgments made in connection with the preparation of the Company's sustainability/ESG report.

## 2.3 INTERNAL CONTROL

The AC shall:

- a) monitor and evaluate the effectiveness of the Company's internal control over financial reporting and sustainability reporting;
- b) review the scope of internal and external auditors' review of internal control, and obtain reports on significant findings and recommendations, along with management's responses; and
- c) monitor the effectiveness of the Company's internal risk management systems and, where applicable, its internal audit function.

## 2.4 EXTERNAL AND INTERNAL AUDIT

The AC shall:

- a) oversee the work of the external auditors;
- b) review and approve the internal audit plan, the annual audit plan and all significant fees for audit, audit-related, and non-audit services;
- c) monitor the statutory audit of the annual and, as the case may be, consolidated financial statements, in particular, its performance, taking into account any findings and conclusions by the national competent authorities pursuant to Article 26(6) of Regulation (EU) No 537/2014, as amended (the "**Statutory Audit Regulation**");
- d) evaluate the performance of and review and monitor the independence of the (approved) statutory auditors in accordance with Articles 19 to 25 of the Luxembourg law of 23 July 2016 concerning the audit profession and Article 6 of the Statutory Audit Regulation, in particular the appropriateness of the

provision of non-audit services to the Company in accordance with Article 5 of that regulation;

- e) inform the Board of the outcome of the statutory audit and explain how the statutory audit contributed to the integrity of financial reporting and what the role of the AC was in that process;
- f) be responsible for the procedure for the selection of the (approved) statutory auditors to be appointed in accordance with Article 16 of the Statutory Audit Regulation, except when Article 16(8) of that regulation is applied; and
- g) review and discuss with the external auditors any audit problems or difficulties and management's responses.

## 2.5 LEGAL AND REGULATORY COMPLIANCE

The AC shall:

- a) establish and oversee procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting and disclosure controls, or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- b) review and investigate any matters relating to the integrity of the members of the executive management of the Company, potential conflicts of interest and adherence to applicable Company policies; and
- c) periodically receive reports from and discuss with the Company's General Counsel any material government investigations, litigation, regulatory or legal matters, including whistleblowing alerts.

## 2.6 RISK MANAGEMENT

AC shall review and discuss the Company's significant business risk exposures (including those related to fraud, cybersecurity, data privacy and ESG) and the Company's program, policies and guidelines to monitor, assess and manage such exposures, including the Company's risk assessment and risk management policies. To this end, at least once per year, the AC shall review the report submitted by the Company's risk management department.

## 2.7 CORPORATE GOVERNANCE

The AC (together with the Company Secretary team) shall support the Board in matters of corporate governance, when requested.

# 3. INFORMATION AND REPORTING

## 3.1 The AC is authorized to:

- a) request information and explanations from the members of the Board, the head of the internal audit department, the Company's employees and the external and internal auditors for the purpose of performing their duties and preparing themselves for the AC's Meetings and decisions; and

- b) request any officer or employee of the Company or the Company's outside counsel or external auditors to attend a meeting of the AC or to meet with any members of, or consultants to, the AC. The Company must provide for appropriate funding, as determined by the AC, for payment of reasonable compensation to any of such advisers retained by the AC.
- 3.2 The AC shall report regularly to the Board regarding the execution of its duties and responsibilities. The AC shall also prepare any reports required by law or regulation to be included in the Company's annual report.

#### **4. PROCEDURES**

- 4.1 The AC shall meet as often as business requires and at least four times per year.
- 4.2 Meetings are called by the Chairperson or upon the request of a member of the AC setting forth the reasons for the request.
- 4.3 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.
- 4.4 The Chairperson determines a person that shall be the minutes-clerk (hereinafter referred to as the "**Minutes-Clerk**"), either for a particular Meeting of the AC or for a period of time. A Minutes-Clerk can be a member of the AC, the Secretary of the AC or, on an *ad hoc* basis, another suitable person, including a member of the Company Secretary team.
- 4.5 The Minutes-Clerk shall be responsible for the preparation of each meeting of the AC (the "**Meeting**"), including relevant materials, and for the participation of persons whose presence is necessary for the proper consideration and discussion of matters falling within the competence of the AC.
- 4.6 The invitation to the Meeting shall include the venue, date and time and the agenda of the Meeting. The invitation shall be delivered to the members of the AC by e-mail, usually at least three days before the Meeting.
- 4.7 Any excuses from the Meeting shall be addressed by the members of the AC to the Chairperson, who shall inform the members present of the contents of any such excuses before each Meeting.
- 4.8 If it is necessary to submit relevant materials for individual items on the agenda of the Meeting, the submitter shall be responsible for their submission. Any member of the AC, or the Board, or a person that shall present such materials to the AC, may submit materials for the agenda of the Meeting. All materials shall be submitted to the AC through either the Chairperson or the Secretary of the AC.
- 4.9 The agenda and the relevant materials relating to the items to be discussed shall be made available to the members of the AC, and the members of the AC shall be informed about the availability of the agenda of the Meeting and the materials by e-mail or through a dedicated and secure portal, such as Convene. The agenda of the Meeting and the materials shall normally be made available to the members of the AC at least two days before the Meeting, except where the Meeting concerns a matter that cannot be postponed and the Company's need to discuss the matter prevails over the interest of any AC member to become acquainted with the materials in advance, or where none of the members of the AC expresses his/her disagreement with the shortened deadline. Even in such cases, the Chairperson

shall make the necessary efforts to enable the members of the AC to become acquainted with the materials as soon as possible. Alternatively, it is possible to send the agenda and the relevant materials to the members of the AC via e-mail or through a dedicated and secure portal, such as Convene.

- 4.10 The Meeting shall be opened and chaired by the Chairperson or, in his/her absence, by the Minutes-Clerk (hereinafter referred to as the "**Meeting Chair**"). The Meeting Chair is entitled to appoint another person to lead the members of the AC through the agenda of the Meeting.
- 4.11 Unless the AC decides otherwise, the Meeting shall be governed by the agenda set out in the invitation to the Meeting. The agenda of the Meeting shall be approved by the AC at the beginning of its Meeting and may be changed by its decision during the Meeting.
- 4.12 The Meeting Chair shall chair the Meeting in accordance with the agenda, ensure the discussion of the matters referred to the AC and determine matters of procedure relating to the Meeting.
- 4.13 The AC shall take its decisions by resolution.
- 4.14 The AC shall have a quorum if a majority of all its members is present at the Meeting.
- 4.15 Each member of the AC shall have one vote. The Chairperson's vote shall be decisive in the event of a tie.
- 4.16 When voting, the Meeting Chair shall announce that a vote is to take place on a particular item on the agenda, read the draft resolution to be put to the vote and instruct the voters to vote.
- 4.17 Any member of the AC who has voted against any individual resolution of the AC, or has abstained from voting, shall be specified in the minutes of the Meeting. Unless otherwise approved, any members of the AC not specified in the list shall be deemed to have voted in favour of a particular resolution. The opinions of a minority of the members of the AC shall be recorded in the minutes of the Meeting, if these members so request.
- 4.18 The AC may instruct its individual members to discuss certain matters, obtain documentation or carry out analyses. All members of the AC shall subsequently be informed of the results either in writing (including electronic communication) or verbally at the Meeting.
- 4.19 Minutes shall be taken of the course of the Meeting and of the decisions taken. The Minutes shall contain, *inter alia*:
  - a) the names of the members of the AC and the invited guests who were present (attendance list);
  - b) a brief description of the discussion on the individual agenda items of the Meeting;
  - c) resolutions on individual agenda items of the Meeting and voting results;
  - d) opinions of the members of the AC, if they so request;
  - e) date of preparation.

- 4.20 The minutes shall be signed by the Meeting Chair and the Minutes-Clerk.

## **5. CIRCULAR RESOLUTIONS**

Resolutions may also be passed in form of circular resolutions on paper or in electronic form, unless an AC member demands that the matter be discussed at a meeting. Any member of the AC who wishes to object against taking a resolution by means of circular AC 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 resolution shall be passed if the majority of the members of the AC has approved such circular AC resolution. All circular resolutions shall be recorded in the minutes of the next meeting.

## **6. CONFIDENTIALITY**

Members of the AC must maintain the confidentiality of any confidential information received in the course of their duties.

## **7. FINAL PROVISIONS**

- 7.1 The organisational activities under this Charter shall be arranged by the Minutes-Clerk, unless this Charter stipulates, or a particular situation requires otherwise.
- 7.2 The AC may elect a secretary of the AC ("**Secretary**"), who shall perform organisational activities on behalf of the AC (especially hold the position of the Minutes-Clerk) according to the powers conferred on the Secretary by a decision of the AC or under this Charter. The Secretary has no voting rights.
- 7.3 This Charter was adopted on [●] 2026 and shall come into effect upon the effectiveness of the re-domiciliation of the Company to Luxembourg.