

# REMUNERATION POLICY OF ALLWYN AG

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

## CONTENT

1. OVERVIEW	3
2. APPROVAL PROCESS	3
3. REVIEW PROCESS	3
4. REMUNERATION REPORT	3
5. NON-EXECUTIVE BOARD MEMBER REMUNERATION	4
6. EXECUTIVE BOARD MEMBER REMUNERATION	4
7. EXCEPTIONAL REMUNERATION	5
8. TERMINATION	5

## Allwyn AG

### Remuneration Policy

#### 1. OVERVIEW

This Remuneration Policy (this "**Policy**") applies to the remuneration of all members of the board of directors (the "**Board**") of Allwyn AG (the "**Company**").

#### 2. APPROVAL PROCESS

##### a. Remuneration Policy

The Nomination and Compensation Committee ("**NCC**") submits the remuneration policy for approval by the Board. Executive members of the Board ("**Executive Board Members**") must abstain from the Board's vote on the remuneration policy.

Once agreed by the Board, the final policy is submitted as a voting item to the general meeting of the shareholders of the Company (the "**General Meeting**").

Members of the Board ("**Board Members**") who, at the time of the General Meeting, are also shareholders (in the Board Member's individual capacity) shall not participate in the vote on the remuneration policy and shall not be taken into account for the achievement of quorum and majority. The approved remuneration policy, along with the date and results of the vote, shall be available on the website of the Company, as long as it is applicable.

If the majority of valid votes is not cast in favour of the proposal at the General Meeting, the Company will submit a new proposal at the following General Meeting. The pre-existing remuneration policy of the Company will remain in place until a new policy is approved.

##### b. Remuneration

The approval process of the remuneration of the Board Members is determined by the Company's Articles of Association.

#### 3. REVIEW PROCESS

The NCC reviews the Company's remuneration policy regularly, taking into consideration shareholder feedback, including decisions of the General Meeting regarding Board remuneration and also shall take account of remuneration developments across the industry and similar companies.

In the event of material changes, but at least every four years, the remuneration policy will be submitted to the General Meeting for approval.

#### 4. REMUNERATION REPORT

The Board shall draft and publish an annual remuneration report (a "**Remuneration Report**") providing a comprehensive overview of the total remuneration received by the members of the Board in the previous financial year.

The Company's auditors review the Remuneration Report to determine whether it contains the information required by applicable law.

The Remuneration Report is submitted annually to the General Meeting as a

separate item of the agenda. The vote of the shareholders on the Remuneration Report is advisory. The Board explains in the next Remuneration Report how the result of the vote by the General Meeting has been taken into account.

The Remuneration Report is available on the Company's corporate website, for a period of ten years following the General Meeting.

## **5. NON-EXECUTIVE BOARD MEMBER REMUNERATION**

Each Board Member may receive a fixed annual fee. Subject to section 7, non-executive board members do not receive any variable compensation, employee benefits, including participation in any pension plan or share option plan, or loans.

## **6. EXECUTIVE BOARD MEMBER REMUNERATION**

Remuneration of Executive Board Members consists of an annual base salary as well as variable pay, including an annual bonus and a long-term incentive scheme. Executive Board Members are also entitled to receive employee benefits, including participation in any pension plan, subject to the approval of the Board.

The NCC reviews the performance of Executive Board Members annually and proposes executive pay outcomes to the Board. Executive Board Members do not take part in the final Board decision on pay outcomes.

### **a. Fixed Salary**

Fixed remuneration reflects the level of responsibility, experience and expertise of the Executive Board Member. The fixed salary is regularly reviewed and set having regard to industry peers and market practice. Relevant peers and names of any supporting consultants are disclosed in the Remuneration Report.

### **b. Annual Bonus**

The performance criteria for the annual bonus are set by the NCC at the beginning of the performance period taking into account the Company's overall performance in the previous year and key profitability and operating metrics, as well as any other key performance indicators determined by the NCC. The target and maximum amount of the annual bonus is set as a percentage of base salary of the Executive Board Member.

At the end of a financial year, the NCC assesses executive performance against these pre-set targets to determine individual quantitative and qualitative achievement and makes respective proposals to the Board. Performance criteria, targets and individual performance for the previous financial year are described in the Remuneration Report.

Assessment of attainment of the performance achieved under the annual bonus plan, both financial and non-financial, is subject to approval by the Board following the recommendation of the NCC. Upon meeting the performance targets, an Executive Board Member's annual bonus is awarded in cash with or without further deferral.

### **c. Long-Term Incentive Scheme**

The Long-Term Incentive Scheme (the "**LTIS**") program is based on quantitative criteria, including the Company's financial and non-financial performance, over a multi-year period. Targets for metrics are set by the NCC. At the end of the

performance period, the NCC assesses the performance based on the criteria. Awards are made after the performance period and settled in cash or shares. Awards made under the LTIS program are subject to the rules of the LTIS program as amended from time to time.

d. **Variable remuneration – Share option plan**

The variable remuneration of Executive Board Members described in (b) and (c) above may be granted, in part or in full, in shares of the Company through stock options or stock award plans (or any combination of the two) according to the terms and conditions established by the Board.

**7. EXCEPTIONAL REMUNERATION**

Board Members may be required to take on specific *ad hoc* tasks outside their normal duties, assigned by the Board. In each such case, the Board shall determine a fixed fee for the work carried out related to those tasks.

All exceptional remuneration shall be approved by the Board in accordance with applicable law, following recommendation by the NCC, and will be disclosed in the Remuneration Report that will be submitted to the General Meeting.

**8. TERMINATION**

This Policy shall terminate automatically upon the effectiveness of the re-domiciliation of the Company to Switzerland. The Board shall adopt a remuneration policy reflecting the Swiss legal and governance framework in due course.