

ANNOUNCEMENT

regarding the European cross-border division by separation of the public limited liability company (*société anonyme*) “Allwyn AG” and the transfer of the sector that includes all assets and liabilities attributed to its branch in Greece, “Allwyn Foreign Branch”, to a new public limited liability company (*société anonyme*), which will be a 100% subsidiary of Allwyn AG, pursuant to the provisions of Title X, Chapter III, Section 4 (European cross-border divisions) 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*), as amended, as well as the provisions of Articles 103α – 103ιθ of Greek Law 4601/2019 (to the extent applicable) and Articles 47 – 51, 53 and 56 of Greek Law 5162/2024.

Following (1) the announcement dated 24 March 2026 by the public limited liability company (*société anonyme*) under the name “Allwyn AG” (hereinafter the “**Dividing Company**” or the “**Company**”) to the investing public regarding the establishment of a branch of the Company in Greece under the name “Allwyn Foreign Branch” (hereinafter the “**Branch**”) and its registration in the General Commercial Registry (GEMI) under registration number 192541101001, as well as (2) the announcement dated 30 March 2026 by the Company to the investing public regarding the approval of the Division by the Board of Directors and the availability of the Division documents, the Company announces, in accordance with Article 4.1.1(12) of the Regulation of the Athens Exchange and paragraph 12.1.2 of Decision No. 25 of the Athens Exchange Steering Committee, the following:

1. Information regarding the Division

1.1. Description of the Division

1.1.1. On 30 March 2026, the Board of Directors of the Dividing Company approved, inter alia: (a) the European cross-border division by separation (hereinafter the “**Division**”) of Allwyn AG and the transfer of the sector comprising all assets and liabilities of the Company in Greece, which are attributed to the Branch (hereinafter the “**Sector**”) to a new public limited liability company (*société anonyme*) to be incorporated under the provisions of Greek law and under the name “Allwyn Hellas Holding Societe Anonyme”, which will be a 100% subsidiary of the Dividing Company (hereinafter the “**New Company**”), pursuant to the provisions of Title X, Chapter III, Section 4 of the Law of 10 August 1915, as amended (hereinafter the “**Law of 1915**”), as well as the provisions of Articles 103α – 103ιθ of Greek Law 4601/2019 (hereinafter the “**Greek Law 4601/2019**”) (to the extent applicable) and Articles 47 – 51, 53 and 56 of Greek Law 5162/2024 (hereinafter the “**Greek Law 5162/2024**”), (b) the draft terms of the European cross-border division (hereinafter the “**Division Plan**”) drafted by the Board of Directors in accordance with Article 1034-4 of the Law of 1915, together with the Transformation Balance Sheet of the Sector dated 16 March 2026 (hereinafter the “**Transformation Balance Sheet**” and the “**Transformation Balance Sheet Date**”), (c) the articles of association of the New Company (hereinafter the “**Articles of Association of the New Company**”), which are attached to the Division Plan, (d) the detailed written report of the Board of Directors to the shareholders and

employees explaining and justifying, inter alia, the legal and economic aspects of the Division, as well as its impact on employees, pursuant to Article 1034-6 of the Law of 1915 (hereinafter the “**BoD Report**”), and (e) the notice informing shareholders, creditors and employees of their right to submit comments on the proposed Division at least five working days before the date of the general meeting of shareholders convened to decide, inter alia, on the Division (hereinafter the “**Notice**”, and together with the Division Plan, the Articles of Association of the New Company and the BoD Report, the “**Division Documents**”).

- 1.1.2. The BoD Report, together with the Division Plan, was published on the Company’s website on 30 March 2026.
- 1.1.3. The Division Plan and the BoD Notice are expected to be published on the Luxembourg electronic platform for companies and associations (*Recueil électronique des sociétés et associations – RESA*) on or before 10 April 2026. The Division process is subject to approval by the general meeting of the Company’s shareholders, as required by law, as well as the receipt of all necessary consents by the competent authorities.
- 1.1.4. The Division shall be effected on the date of publication in RESA of the completion of the Division in accordance with Title I, Chapter Vbis of the amended law of 19 December 2002 concerning the Trade and Companies Register and the accounting and annual accounts of companies (*Loi du 19 décembre 2002 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels des entreprises et modifiant certaines autres dispositions légales*) (the “**Division Completion Date**”).
- 1.1.5. According to the Division Plan, the Sector is transferred to the New Company together with all rights attached thereto, including any real or personal securities and the New Company will be subrogated, without any novation, in all real and personal rights of the Company with respect to the assets and liabilities constituting the Sector and the New Company shall continue to be bound by and perform all contracts entered into by the Company in relation to the Sector.
- 1.1.6. Following the Division, the New Company shall (i) be the sole owner of the assets and liabilities of the Sector and of all economic proceeds linked thereto and (ii) shall continue the real estate activity carried out prior to the Division in accordance with the corporate purpose of the New Company set forth in its articles of incorporation which entitles it to carry out the activities related to the Sector.
- 1.1.7. The assets and liabilities included in the Sector and reflected in the Transformation Balance Sheet shall be transferred to the general estate of the New Company.
- 1.1.1. All transactions of the Company in connection with the Sector, after the Transformation Balance Sheet Date and until the Division Completion Date, shall be treated for accounting purposes as being those of the Sector, and they shall be taxed as transactions in connection with the Sector in accordance with applicable tax provisions. The financial results (profits after tax or losses) for this period shall be transferred to the New Company or burden the New Company.

1.2. Purpose of the Division

The Division is carried out in the context of implementing the intended business combination of the Dividing Company with the Allwyn group of companies, which was approved (i) by the Board of Directors of the Company by virtue of its relevant decisions dated 12 October 2025 and 30 October 2025 and (ii) by the 13th extraordinary general meeting of the shareholders of the Company, which took place on 7 January 2026. In particular, the Division aims to increase organisational and operational efficiency of the Allwyn group as regards its activities in Greece, since the establishment of the New Company will allow activities in Greece to be carried out with dedicated leadership, clearer accountability, and a more focused allocation of resources.

1.3. Financial information

- 1.3.1. According to the independent expert's report (the "**Independent Expert Report**"), which was prepared by the statutory auditor Romulus Hangnoun of the company "Grant Thornton Audit & Assurance", with registered office at 13, rue Bitbourg L-1273, Luxembourg, in accordance with Article 1034-7 of the Law of 1915, the assets and liabilities forming the Sector are transferred to the New Company at their book values, as are recorded in the Transformation Balance Sheet .
- 1.3.2. In consideration for the transfer by the Dividing Company of the Sector to the New Company to be incorporated, the New Company shall issue to the Dividing Company four hundred sixty million eight hundred seventy-six thousand seven hundred eighteen (460,876,718) shares having a nominal value of one (1) euro each, representing the entire share capital of the New Company, i.e. four hundred sixty million eight hundred seventy-six thousand seven hundred eighteen euros (€460,876,718), to the Company.
- 1.3.3. The shares of the New Company which will be issued in the context of the Division will be fully covered through the contribution of the Sector by the Dividing Company.
- 1.3.4. The Dividing Company will receive the entire (100%) of the shares which will be issued by the New Company, and no cash payment will be provided to it in the context of the Division.
- 1.3.5. Given that the New Company will become a wholly owned (100%) subsidiary of the Company, no share exchange ratio is applied.
- 1.3.6. No allocation of shares or other securities of the New Company to the shareholders of the Dividing Company will take place, and no cash payment will be provided.
- 1.3.7. In confirmation of the above, the Independent Expert Report reaches the following conclusion:

"Based on the procedures performed, nothing has come to our attention that causes us to believe that:

- *Draft terms of the Division ("Division Plan"), as required under Articles 1034-1 to 1034-20 of the amended Law of 10 August 1915 on commercial companies are inconsistent or incomplete;*
- *The absence of a share exchange ratio is inappropriate, given that the New Company will be wholly owned by the Company and no allocation of shares between different shareholders is required;*
- *The absence of a cash payment ("soulte") is inappropriate in the context of the Division*
- *The use of the book values as at 16 March 2026 for determining the assets and liabilities transferred is inappropriate for the purposes of the Division;*

- *Any events occurring between 16 March 2026 and the date of this report would require changes to the Division Plan or the allocation of assets and liabilities in a manner that would affect our conclusion.”*

1.4. Effects of the Division on the financial and asset structure of the Company and its Group – Prospects of the Company following the implementation of the Division

1.4.1. On the Division Completion Date, the following results shall occur by operation of law (*ipso jure*) and all at once, both between the Dividing Company and the New Company and vis-à-vis third parties:

- (1) The assets and liabilities of the Sector, including contracts, receivables, rights and obligations, are transferred to the New Company, while the remaining assets and liabilities which are not related to the Sector remain with the Company, in accordance with the allocation determined in the Division Plan.
- (2) The New Company is substituted as the universal successor in the assets and liabilities of the Sector, as these are reflected in the Transformation Balance Sheet and as they will have been formed until the Division Completion Date.
- (3) Within the context of such universal succession, the New Company is substituted automatically and without any further formality by operation of law in all rights, obligations and legal relationships of the Dividing Company relating to the Sector.
- (4) The shares of the New Company are allocated to the Dividing Company. The Dividing Company becomes the sole (100%) shareholder of the New Company through the Division.
- (5) All employees employed by the Dividing Company through the Branch will be transferred automatically to the New Company according to employment transfer rules and continuity principles under Greek Law, including Presidential Decree 178/2002. Therefore, as of the Division Completion Date, all rights and obligations of the Dividing Company arising from employment contracts or from employment relationships of the transferred Sector are transferred to the New Company.
- (6) Any pending lawsuits of the Company relating to the Sector shall be continued automatically by the New Company without any further formalities, and there shall be no forced interruption of such lawsuits due to the Division.
- (7) The Dividing Company is not dissolved nor placed into liquidation but continues to exist and will remain listed on the main market of the regulated market of the Athens Stock Exchange.
- (8) As a result of the Division and the transfer of the Sector to the New Company, the New Company will become the sole (100%) shareholder of the companies “Organismos Prognostikon Agonon Podosfairou Single Member Societe Anonyme” and “Allwyn Hellas Investment Single Member Societe Anonyme”, which, as of the Division Completion Date, will constitute wholly owned (100%) direct subsidiaries of the New Company. Furthermore, any companies which, as of that date, constitute direct subsidiaries of the above companies shall become indirect subsidiaries of the New Company. Other than the above changes, the Division will not affect the legal and financial position of the other companies of the group of the Dividing Company. At the level of consolidated results following the completion of the

Division, the New Company will be consolidated with the method of full consolidation in the financial statements of the Dividing Company.

- (9) The implementation of the Division is not expected to adversely affect the business activities of the Dividing Company. On the contrary, the Division is expected to contribute to the clearer functional separation of activities, to more effective corporate organization and to the optimization of the administrative and operational structure of the Group.
- (10) The completion of the Division shall not result in any change to the shareholding structure of the Dividing Company nor in the composition of the Board of Directors or, in general, in its management. The Dividing Company shall continue to be managed by the same corporate bodies, in accordance with its articles of association in force and the applicable legislative framework.

1.5. Indicative timetable for the completion of the Division

- 1.5.1. The Division is expected to be completed within the second quarter of 2026 and is subject to the condition of obtaining the corporate approvals required by law.
- 1.5.2. The Division shall be effected on the date of publication in RESA of the completion of the Division in accordance with Title I, Chapter Vbis of the amended law of 19 December 2002 concerning the Trade and Companies Register and the accounting and annual accounts of companies (*Loi du 19 décembre 2002 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels des entreprises et modifiant certaines autres dispositions légales*).

1.6. Availability of Division Documents

The following documents have been posted on the Company's website:

- (1) the BoD Report; and
- (2) the Division Plan, which includes the Articles of Association of the New Company.

The Company will inform the investing public about the progress of the Division procedures, as provided by law.

Allwyn AG