

# **COMPENSATION REPORT 2023**

**BET-AT-HOME.COM AG**

**March 2024**

**Disclaimer:**

Translation. German version prevails.

**TABLE OF CONTENTS**

- 1. Introduction ..... 1
- 2. Compensation system for members of the Management Board ..... 1
  - 2.1. Principles of the compensation system for members of the Management Board ..... 1
  - 2.2. Procedures for determining, reviewing and implementing the compensation system ..... 2
    - 2.2.1. Horizontal comparison ..... 2
    - 2.2.2. Vertical comparison ..... 3
  - 2.3. Compensation components in detail ..... 3
    - 2.3.1. Fixed Compensation components ..... 3
    - 2.3.2. Variable Compensation 1 ("VC1") ..... 4
    - 2.3.3. Variable Compensation 2 ("VC2") ..... 6
  - 2.4. Target total compensation ..... 7
  - 2.5. Maximum remuneration ..... 7
  - 2.6. Commitments to members of the Board of Management in the event of resignation ..... 7
  - 2.7. Rights of the Company to reclaim variable compensation components ..... 8
  - 2.8. Contract terms, termination options ..... 9
  - 2.9. Compensation system in the event of special and exceptional circumstances ..... 9
- 3. Compensation System for members of the Supervisory Board ..... 9
- 4. Remuneration at a glance ..... 10
  - 4.1. Compensation of the Management Board ..... 10
    - 4.1.1. Compensation of the Management Board in the financial year 2023 ..... 10
    - 4.1.2. Compensation of the Management Board over the last five financial years ..... 12
    - 4.1.3. Average compensation of employees over the last five years ..... 13
  - 4.2. Remuneration of the Supervisory Board ..... 14
    - 4.2.1. Compensation of the Supervisory Board in the financial year 2023 ..... 14
    - 4.2.2. Compensation of the Supervisory Board over the last five financial years ..... 14
  - 4.3. Comparative presentation of revenue development ..... 15
- 5. Auditor's Report ..... 16

## **1. INTRODUCTION**

The current compensation system for the Supervisory Board of bet-at-home.com AG was approved by shareholders at the Annual General Meeting on 18 May 2021. The current compensation system for the Management Board of bet-at-home.com AG was approved by shareholders at the Annual General meeting on 26 May 2023, which replaced the compensation system for the Management Board of bet-at-home.com AG approved by shareholders on 17 May 2022.

The current compensation systems, as well as this report on the compensation of the Management Board and the Supervisory Board members of bet-at-home.com AG, have been prepared in accordance with the Act Implementing the Second Shareholder Rights Directive (ARUG II) as well as the German Stock Corporation Act (AktG) and the Corporate Governance Code as amended on 16 December 2019 and on 28 April 2022. The aim of this report is to provide a comprehensive overview of the remuneration granted to the members of the Management Board and the Supervisory Board in the financial year 2023. In this context, the compensation structures are aligned with sustainable and long-term development of the Company and are intended to contribute to the realisation of its business strategy and long-term development goals.

## **2. COMPENSATION SYSTEM FOR MEMBERS OF THE MANAGEMENT BOARD**

### **2.1. PRINCIPLES OF THE COMPENSATION SYSTEM FOR MEMBERS OF THE MANAGEMENT BOARD**

The compensation system for the Management Board aims to remunerate Management Board members appropriately in line with their duties and responsibilities and to directly consider the performance of each Management Board member as well as the success of the Company. The structure of the compensation system for the Management Board of bet-at-home.com AG is aimed at achieving a sustainable increase in enterprise value and success-oriented corporate management. In principle, the Supervisory Board complies with the following guidelines when determining compensation levels and the compensation system:

The compensation system as a whole makes a significant contribution to promoting the business strategy. To this end, the variable compensation components in particular are also to be linked to the achievement of strategic targets. The focus here is on profitable growth, in particular measured against the target figures of (i) the Group's gross betting and gaming revenue and (ii) consolidated profit adjusted for income taxes, net financial income, depreciation and amortization (EBITDA), whereby, in agreement with the Supervisory Board, EBITDA before special items\* was used in the financial year 2023. In order to ensure that the interests of shareholders are also considered, the variable compensation components are supplemented by a multi-year component, which is determined on the basis of performance of the share price. The creation and preservation of value for shareholders thus also leads to positive salary development. The performance of the Management Board members is appropriately considered by setting adequate and ambitious performance criteria within the variable compensation components ("pay for performance").

---

\* For the definition of the non-IFRS performance indicator "EBITDA before special items", please refer to the section "Other financial information - EBITDA before special items as an alternative performance indicator" in the press release dated 6 March 2024 and to the published Annual Report 2023.

In addition, non-financial performance criteria such as integrity, employee satisfaction and diversity as well as sustainability/environmental social governance (ESG) aspects are included in the assessment of compensation.

The compensation system and the performance criteria of its variable components thus incentivize long-term and sustainable development of the bet-at-home.com AG Group.

## **2.2. PROCEDURES FOR DETERMINING, REVIEWING AND IMPLEMENTING THE COMPENSATION SYSTEM**

The compensation of the Management Board is determined by the Supervisory Board as a whole. The establishment of a separate Personnel Committee has been dispensed with, as the Supervisory Board of the Company consists of three members and there is therefore no need for such a committee. If necessary, independent external advisors are consulted. In accordance with the Rules of Procedure for the Supervisory Board, the members of the Supervisory Board are obliged to report any conflicts of interest without delay. The Supervisory Board designs the system for the compensation of Management Board members considering applicable laws and regulations, in particular the requirements of the AktG as amended, any regulatory requirements and the recommendations of the German Corporate Governance Code. In doing so, it shall ensure clarity and comprehensibility.

The Management Board compensation system thus adopted by the Supervisory Board will be submitted to the annual shareholders' meeting for a resolution on its approval.

The Supervisory Board determines the specific target total compensation on the basis of the compensation system.

The Supervisory Board regularly reviews the compensation system for the Management Board and the appropriateness of the compensation. In accordance with the requirements of Section 120a (1) AktG, the Supervisory Board will submit the compensation system for the members of the Management Board to the annual shareholders' meeting for approval in the event of significant changes, but at least every four years.

The present system of compensation for members of the Management Board shall apply to future Management Board service contracts. Existing service agreements with members of the Management Board may be amended in accordance with this compensation system. In accordance with the statutory provision (Section 87a (2) AktG), the Supervisory Board may temporarily deviate from the components of the compensation system described below in exceptional circumstances if this is necessary in the interests of the long-term welfare of the Company.

### **2.2.1. HORIZONTAL COMPARISON**

When designing the compensation system, a suitable peer group was sought to assess the market standard of the overall compensation. In the opinion of the Supervisory Board, no suitable peer group (listed online betting and gaming providers) has been identified that provides reliable information for a horizontal comparison. However, generally accessible compensation studies were considered, which only provide a comparative starting point in terms of company size and other unspecified aspects.

## 2.2.2. VERTICAL COMPARISON

The compensation and employment conditions of employees were considered as part of the vertical comparison. In line with previous practice, the Supervisory Board considers the relationship of compensation to senior executives in the Group, to the extended management group, and to the workforce as a whole. This consideration was also carried out over the course of the last three years.

## 2.3. COMPENSATION COMPONENTS IN DETAIL

### 2.3.1. FIXED COMPENSATION COMPONENTS

The fixed compensation components granted to the members of the Management Board under the compensation system comprise basic compensation and fringe benefits. The members of the Management Board do not receive a pension commitment.

#### Fixed Compensation

The members of the Management Board shall receive a fixed basic compensation. Provision may be made for this to be payable monthly or in up to fourteen (14) monthly salaries.

#### Fringe benefits

Fringe benefits are granted on the basis of service contracts with the individual members of the Management Board and may include, for example: private use of company cars, special payments such as payment of tuition, housing, rent and relocation expenses, reimbursement of fees for the preparation of income tax documents, reimbursement of fees, subsidies for pension insurance (with the exception of the pension commitments presented here), subsidies for accident, life and health insurance or other insurance. Fringe benefits may be provided on a one-time or recurring basis. The members of the Management Board are granted appropriate leave of absence.

#### Pension commitments

The members of the Management Board do not receive any pension commitments.

**In the financial year 2023, the member of the Management Board was granted the following fixed compensation components:**

Allocations granted (in EUR)	Marco Falchetto CEO			
	2022	2023	2023 (Min)	2023 (Max)
Fixed remuneration	325,367.19	439,999.90	439,999.90	439,999.90
Consulting services	0.00	0.00	0.00	0.00
<b>Total</b>	<b>325,367.19</b>	<b>439,999.90</b>	<b>439,999.90</b>	<b>439,999.90</b>

### **2.3.2. VARIABLE COMPENSATION 1 ("VC1")**

Under the compensation system, the members of the Management Board are entitled to Variable Compensation 1, which can lead to an annual bonus payment. Variable Compensation 1 rewards the members of the Management Board for the success of the Group based on certain financial indicators and non-financial performance targets.

#### **Target amounts**

With regard to Variable Compensation 1, target amounts are agreed with the Management Board members in their service agreements, which are granted to them if they achieve 100% of their targets ("VC1 target amount"). The Variable Compensation 1 is calculated based on the VC1 target amount within a target achievement corridor of 50% to 200%. Regarding the target achievement corridor, the target value at 100% target achievement as well as the upper and lower limits must be specified. However, this does not require an arithmetic calculation based on a target at 100% target achievement. The exact payment is determined by multiplying the degree of target achievement by the VC1 target amount of the individual Management Board member. If the target is exceeded, there is an increase up to a maximum of 200% of the target amount (cap). If the target is achieved by up to 50%, Variable Compensation 1 is reduced on a straight-line basis; if the target is achieved by less than 50%, Variable Compensation 1 is not paid at all. The Supervisory Board is authorized to deviate from the target achievement corridor in favour of the Company when concluding service agreements with the members of the Management Board.

#### **Performance targets**

The performance targets to be determined for Variable Compensation 1 shall include financial performance criteria and may also - to the extent legally permissible - include performance-related operational indicators (such as the number of registered customers and customer activity) (together "Financial Performance Targets").

In addition, up to 10% of the VC1 target amount shall be attributable to non-financial performance targets.

#### Financial performance targets

As Financial Performance Targets, reference can be made in particular to the gross betting and gaming revenue and to EBITDA, EBITDA before special items\* since the 2023 financial year, and to key operating figures (such as the number of registered customers and customer activity).

Performance targets, both financial and non-financial, are set accordingly for each fiscal year.

#### Non-financial performance targets

Non-financial performance targets are to be included in the target agreement alongside criteria such as integrity, employee satisfaction and diversity, as well as sustainability/environmental social governance (ESG) aspects, which are to account for up to 10% of the overall target achievement.

For the non-financial, strategic targets, the agreement with the Management Board members is to define the conditions under which the respective target is fully met (100% target achievement of the individual criterion) and which

---

\* For the definition of the non-IFRS performance indicator "EBITDA before special items", please refer to the section "Other financial information - EBITDA before special items as an alternative performance indicator" in the press release dated 6 March 2024 and to the published Annual Report 2023.

parameters are used to assess the degree of target achievement. In the case of non-financial strategic project targets, particular consideration is given to aspects such as quality, budget compliance and adherence to deadlines.

### Change of performance targets

A subsequent change of the performance targets is excluded.

### Calculation of target achievement / Payment due date

The total target achievement of the short-term Variable Compensation 1 is derived from the agreed average of the individual performance criteria and the degree of target achievement in each case. The Variable Compensation 1 to be granted on this basis for a financial year shall become due in the month following the approval of the annual financial statements and the consolidated financial statements for such year by the Supervisory Board of the Company.

### Abolition of Variable Compensation 1

If the Company terminates the employment relationship for good cause within the meaning of Section 626 of the German Civil Code (Bürgerliches Gesetzbuch - BGB), the Variable Compensation 1 shall cease to apply for the financial year in which the termination takes effect. For other cases of premature termination, the Management Board receives the VC1 payment pro rata temporis.

**In financial year 2022, the Management Board member was granted the following STI (short-term incentive) remuneration:**

Allocations granted (in EUR)	Marco Falchetto CEO		
	2022	2022 (Min)	2022 (Max)
Short-term variable compensation (STI)	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**In financial year 2023, the Management Board member was granted the following VV1:**

Allocations granted (in EUR)	Marco Falchetto CEO		
	2023	2023 (Min)	2023 (Max)
Variable Compensation (VC1)	125,000.00	0.00	500,000.00
<b>Total</b>	<b>125,000.00</b>	<b>0.00</b>	<b>500,000.00</b>

The VC1 accrued in 2023 is based on an estimated calculation, due to complexity of the variable component of EBITDA before special items\*, which was approved by the Supervisory Board and introduced in financial year 2023 in line with the definition of the main shareholder of bet-at-home.com AG. Upon adoption of the consolidated financial statements in the following year 2024, VC1 will be remeasured and recognised in financial year 2024.

\* For the definition of the non-IFRS performance indicator "EBITDA before special items", please refer to the section "Other financial information - EBITDA before special items as an alternative performance indicator" in the press release dated 6 March 2024 and to the published Annual Report 2023.

### 2.3.3. VARIABLE COMPENSATION 2 ("VC2")

A Variable Compensation 2 can be agreed with the members of the Management Board. This can result in a bonus payment after a review period of at least three and a maximum of five years ("Review Period"). In the event of a change of control and significant structural measures, an early expiry of the Review Period and an early settlement and payment of Variable Compensation 2 may be agreed.

The accrual and amount of Variable Compensation 2 depend on the development of the market capitalization of bet-at-home.com AG in the Review Period as follows:

At the beginning of the Review Period, a share price of the Company is determined ("Basis Price"). Based on the Basis Price, the market capitalization of the Company is calculated by multiplying it by the number of outstanding shares ("Market Capitalization 1").

At the end of the Review Period, the Market Capitalization is calculated again ("Market Capitalization 2"). The basis for calculating Market Capitalization 2 is the average share price in the six months prior to the end of the Review Period ("Relevant Share Price"). The Supervisory Board can agree with the members of the Management Board that the Relevant Share Price is to be adjusted if the Relevant Share Price deviates from the fair value of the shares by more than 20% according to recognized valuation methods (based on EBITDA multiples).

The "Increased Market Capitalization" in the Review Period is equal to Market Capitalization 2 minus Market Capitalization 1.

Variable Compensation 2 is calculated based on a percentage of the Increased Market Capitalization agreed with the member of the Management Board, which shall not exceed 5.00%. Minimum targets for the Increased Market Capitalization and a percentage scale can be agreed.

Variable Compensation 2 for a Review Period is due in the month following approval of the annual financial statements and consolidated financial statements by the Supervisory Board of the Company for the fiscal year ending on or after the end of the Review Period.

**No "long-term variable compensation" or " Variable Compensation 2" was granted to the member of the Management Board in the financial year 2023.** However, the entitlements are arithmetically allocated proportional to the performance period up to the financial year 2027. The accrual and amount of Variable Compensation 2 (VC2) depend on the development of the market capitalization of bet-at-home.com AG in the Review Period.

Allocations granted (in EUR)	Marco Falchetto CEO		
	2022	2022 (Min)	2022 (Max)
Long-term variable compensation (LTI)	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

Allocations granted (in EUR)	Marco Falchetto CEO		
	2023	2023 (Min)	2023 (Max)
Variable Compensation (VC2)	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>



## **2.4. TARGET TOTAL COMPENSATION**

In accordance with the compensation system, the Supervisory Board determines the amount of the target total compensation for each Management Board member.

In doing so, it shall consider not only an appropriate relationship to the duties and performance of the Management Board member, but also the economic situation and the success and future prospects of the Company. The Supervisory Board shall ensure that the target total compensation does not exceed the customary compensation without special justification.

The target total compensation for the Management Board member is derived from the basic compensation and Variable Compensation 1 in the event of 100% target achievement.

In addition, there is Variable Compensation 2, which is not a component to be measured on the basis of a target achievement level based on a target agreement. The reason for this is that Variable Compensation 2 depends on the increase in market capitalisation and is therefore dependent on performance of the share price.

In determining the target total compensation for the Management Board, the Supervisory Board will therefore use among other things the consensus estimates of analysts as a basis with regard to Variable Compensation 2 and determine the target compensation from Variable Compensation 2.

## **2.5. MAXIMUM REMUNERATION**

The maximum amount of fixed basic compensation plus fringe benefits for the Management Board member is EUR 500,000 p.a.

The maximum amount of Variable Compensation 1 is EUR 300,000 p.a. for the Management Board member based on 100% target achievement.

The payment from Variable Compensation 2 is limited to 10 times the basic compensation paid out for the Review Period added by Variable Compensation 1 paid out for the Review Period.

## **2.6. COMMITMENTS TO MEMBERS OF THE MANAGEMENT BOARD IN THE EVENT OF RESIGNATION**

The Supervisory Board may determine exit regulations for each compensation component and for each case in which the employment relationship of a member of the Management Board or the appointment as a member of the Management Board ends. This includes cases such as retirement or full or partial reduction in earning capacity, death, ordinary termination of the service contract or termination of the service contract for good cause, dismissal from office for good cause, transfer of a service contract to the major shareholder of the Company or to a company affiliated with the major shareholder of the Company. For each of these cases, the Supervisory Board may determine in advance what requirements apply in order for individual or all compensation components to be paid either in full or in part, early or delayed, to the members of the Management Board or - in the event of death - to the heirs of the

Management Board member concerned, or to lapse. In any case, a payment of variable compensation components can only be made in accordance with the targets and comparison parameters as well as the due dates specified in the respective plan terms and conditions referred to in the service agreements or agreed in the service agreements with the respective members of the Management Board.

The Supervisory Board concludes service agreements with members of the Management Board that provide for a severance payment cap.

Severance payments in the event of premature termination of Management Board membership without good cause may not exceed a total of two years' compensation, but may not exceed the total compensation entitlement for the remaining term of the contract ("severance payment cap").

In the event of temporary incapacity to work due to illness or accident or for other reasons not attributable to gross negligence or intent on the part of the Management Board member, the Supervisory Board may determine that the fixed compensation shall continue to be paid for a period of up to six months, but not beyond the end of the Management Board member's contract.

Commitments for benefits in the event of premature termination of the employment contract by the Management Board member as a result of a change of control may not be agreed.

If there is good cause for terminating the service agreement, no severance payments will be made.

The Supervisory Board may agree with members of the Management Board that, in the event that their employment contract is not extended or ends for any other reason before the end of the regular term, they will receive a transitional allowance amounting to 50% of their last gross annual salary (including variable compensation component). The transitional allowance may not be paid if the contract is extended. The entitlement to payment of the transitional allowance shall lapse if the Management Board member has refused a reappointment and extension of the Management Board contract offered to him on terms that are the same or more favorable to him, or if the non-extension or termination is based on an important reason for which the Management Board member is responsible, or on an ordinary notice of termination given by the Management Board member.

The Supervisory Board may agree a post-contractual non-competition clause with members of the Management Board for a period of up to two (2) years. If such a post-contractual non-competition clause takes effect, the members of the Management Board may receive compensation amounting to up to 100% of their respective basic compensation per year of the respective period of validity of the post-contractual non-competition clause. Payments under a post-contractual non-competition clause are to be offset against any severance payments.

## **2.7. RIGHTS OF THE COMPANY TO RECLAIM VARIABLE COMPENSATION COMPONENTS**

The Supervisory Board may determine that variable compensation components not yet paid out are to be retained in full or in part and not paid out ("Claw Back") in the event of serious misconduct by the member of the Management Board. The Supervisory Board decides on the claw-back at its reasonable discretion. The Supervisory Board shall agree with the Management Board member in detail under what conditions serious misconduct by the member of the Management Board is to be assumed in this sense.

With regard to annual bonuses, a Claw Back is permissible in any case for the financial year in which the misconduct has occurred. With regard to multi-year variable compensation components, a Claw Back is permissible if and to the extent that the serious misconduct occurred within the calculation period or waiting period.

A Claw Back is also permissible if and to the extent that variable compensation was paid based on annual financial statements or consolidated financial statements to the extent that a subsequent correction has determined that the basis on which the variable compensation was calculated was too high. Claw Back of amounts already paid out can also be agreed. Amounts withheld under the Claw Back or repaid by the member of the Management Board are offset against any claim for damages by the Company arising from the misconduct of the member of the Management Board.

## **2.8. CONTRACT TERMS, TERMINATION OPTIONS**

The term of the employment contracts is linked to the duration of the appointment and complies with the requirements of stock corporation law; agreements on early resignation from office and ordinary termination of the service agreement by a member of the Management Board may be concluded. Ordinary members of the Management Board are generally appointed for a maximum of three years.

Both the Company and the Management Board member have the right to extraordinary termination for good cause in accordance with Section 626 of the German Civil Code (BGB).

## **2.9. COMPENSATION SYSTEM IN THE EVENT OF SPECIAL AND EXCEPTIONAL CIRCUMSTANCES**

In special and exceptional circumstances (e.g. in the event of a severe financial or economic crisis), the Supervisory Board has the right to temporarily deviate from the compensation system in accordance with Section 87a (2) sentence 2 AktG and to amend the regulations relating to the compensation structure and individual compensation components as well as the regulations on the respective procedure, provided this is necessary in the interests of the long-term welfare of the Company. A deviation from the compensation system is only possible by a corresponding resolution of the Supervisory Board and after careful examination of the necessity. The components of the compensation system from which deviation is possible under the above circumstances are the procedure, the compensation structure, the individual compensation components and their performance criteria. Furthermore, in this case the Supervisory Board may temporarily grant additional compensation components or replace individual compensation components with other compensation components to the extent necessary to restore the appropriateness of Management Board compensation in a specific situation.

## **3. COMPENSATION SYSTEM FOR MEMBERS OF THE SUPERVISORY BOARD**

The system of compensation of the Supervisory Board members is based on the statutory requirements and considers the recommendations of the German Corporate Governance Code.

The compensation of the members of the Supervisory Board shall be balanced overall and commensurate with the responsibilities and duties of the Supervisory Board members and the situation of the Company, also considering the compensation arrangements of other listed companies. At the same time, it should assume of a mandate as

member or chairman of the Supervisory Board appear sufficiently attractive to be able to attract and retain outstanding mandate holders. This is a prerequisite for providing the best possible supervision and advice to the Management Board, which in turn makes a major contribution to a successful business strategy and the long-term success of the Company.

The Supervisory Board is not operationally active. Rather, through its monitoring activities, the Supervisory Board contributes to the long-term development of the Company. The granting of purely fixed compensation has proven its worth in this respect. The Management Board and the Supervisory Board are of the opinion that purely fixed compensation for the members of the Supervisory Board is best suited to ensuring that the Supervisory Board fulfils its monitoring function independently. This is also in line with the recommendations of the German Corporate Governance Code. In accordance with the recommendation of the German Corporate Governance Code, the Chairman's greater time commitment shall be appropriately considered through corresponding additional compensation. The Chairman of the Supervisory Board shall therefore receive twice the basic compensation of an ordinary member of the Supervisory Board. The compensation of the Supervisory Board therefore contains no variable compensation components and no share-based components.

The annual fixed compensation is paid one month after the end of each fiscal year. Accordingly, there are no deferral periods for the payment of compensation components. The compensation is linked to the term of office of the Supervisory Board member. If a Supervisory Board member resigns during the year, he or she receives the compensation pro rata temporis. There are no promises of redundancy payments, retirement pensions or early retirement arrangements. The compensation and employment conditions of the employees are of no significance for the compensation system of the Supervisory Board.

The compensation system for the Supervisory Board is decided by the Annual General Meeting on the basis of proposals by the Management Board and the Supervisory Board. At regular intervals, at the latest every four years, the Management Board and the Supervisory Board conduct a review to determine whether the amount and composition of the Supervisory Board compensation are still in line with market conditions and appropriate. The rules for dealing with conflicts of interest set out in the Rules of Procedure for the Management Board and the Supervisory Board are observed in the procedures for setting up, implementing and reviewing the compensation system. Care is taken to ensure that external compensation experts, where consulted, are independent; confirmation of their independence is required in this regard.

## **4. REMUNERATION AT A GLANCE**

### **4.1. COMPENSATION OF THE MANAGEMENT BOARD**

#### **4.1.1. COMPENSATION OF THE MANAGEMENT BOARD IN THE FINANCIAL YEAR 2023**

The only member of the parent company's Management Board was remunerated by Group companies in the financial year 2023 with a fixed compensation amounting to EUR 439.9 thousand. Variable remuneration of EUR 125 thousand was granted in the financial year 2023.

In the financial year 2023, the Company bore the costs of contributions incurred under the Austrian Corporate Employee and Self-Employed Pension Act (BMSVG) in the amount of EUR 10.1 thousand (previous year: EUR 6 thousand). No accident insurance was taken out in favour of the member of the Management Board in the financial year 2023 (previous year: EUR 0 thousand).

There were no deviations from the compensation system for the Management Board. Variable compensation components were not clawed back. Beyond this, no additional payments were made to members of the Management Board by third parties and no additional payments were made due to premature termination of employment.

According to the actual Management Board compensation system, one variable compensation amount, which is dependent on the market capitalisation of bet-at-home.com AG ("Variable Compensation 2"), can be granted. The existing contractual agreements provide for an observation period as defined in the Compensation System 2023 up until 31 December 2027, after which Variable Compensation 2 may be paid out. There are no compensation components for the Management Board in the form of granted or promised shares or stock options.

Allocations granted (in EUR)	Marco Falchetto CEO		
	2022	2022 (Min)	2022 (Max)
Fixed remuneration	325,367.19	325,367.19	325,367.19
Consulting services	0.00	0.00	0.00
<b>Total</b>	<b>325,367.19</b>	<b>325,367.19</b>	<b>325,367.19</b>
STI	262,000.00	0.00	262,000.00
LTI	0.00	0.00	0.00
<b>Total</b>	<b>587,367.19</b>	<b>325,367.19</b>	<b>587,367.19</b>
Utility expenses	0.00	0.00	0.00
<b>Total compensation</b>	<b>587,367.19</b>	<b>325,367.19</b>	<b>587,367.19</b>

Fixed remuneration absolute	325,367.19
<i>Fixed remuneration %</i>	<i>55%</i>
Variable compensation absolute	262,000.00
<i>Variable compensation in %</i>	<i>45%</i>
<b>Total compensation</b>	<b>587,367.19</b>

Allocations granted (in EUR)	Marco Falchetto CEO		
	2023	2023 (Min)	2023 (Max)
Fixed remuneration	439,999.90	439,999.90	439,999.90
Consulting services	0.00	0.00	0.00
<b>Total</b>	<b>439,999.90</b>	<b>439,999.90</b>	<b>439,999.90</b>
Variable Compensation (VC1)	125,000.00	0.00	500,000.00
Variable Compensation (VC2)	0.00	0.00	0.00
<b>Total</b>	<b>564,999.90</b>	<b>439,999.90</b>	<b>964,999.90</b>

Utility expenses	0.00	0.00	0.00
<b>Total compensation</b>	<b>564,999.90</b>	<b>439,999.90</b>	<b>964.999,90</b>

Fixed remuneration absolute	439,999.90
<i>Fixed remuneration %</i>	<i>78%</i>
Variable compensation absolute	125,000.00
<i>Variable compensation in %</i>	<i>12%</i>
<b>Total compensation</b>	<b>564,999.90</b>

#### 4.1.2. COMPENSATION OF THE MANAGEMENT BOARD OVER THE LAST FIVE FINANCIAL YEARS

In February 2022, Marco Falchetto was appointed a member of the Management Board of bet-at-home.com AG and the new CEO of the Company by the Supervisory Board of bet-at-home.com AG. The former members of the Management Board and CEOs of bet-at-home.com AG Franz Ömer and Michael Quatember left the Management Board upon the regular expiration of their appointments at their own requests.

Allocations granted (in EUR)	Marco Falchetto CEO Appointed: 02/2022		
	2022	2022 (Min)	2022 (Max)
Fixed remuneration	325,367.19	325,367.19	325,367.19
Consulting services	0.00	0.00	0.00
<b>Total</b>	<b>325,367.19</b>	<b>325,367.19</b>	<b>325,367.19</b>
STI	262,000.00	0.00	262,000.00
LTI	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Utility expenses	0.00	0.00	0.00
<b>Total compensation</b>	<b>587,367.19</b>	<b>325,367.19</b>	<b>587,367.19</b>

Allocations granted (in EUR)	Marco Falchetto CEO Appointed: 02/2022		
	2023	2023 (Min)	2023 (Max)
Fixed remuneration	439,999.90	439,999.90	439,999.90
Consulting services	0.00	0.00	0.00
<b>Total</b>	<b>439,999.90</b>	<b>439,999.90</b>	<b>439,999.90</b>
Variable Compensation (VC1)	125,000.00	0.00	500,000.00
Variable Compensation (VC2)	0.00	0.00	0.00
<b>Total</b>	<b>564,999.90</b>	<b>439,999.90</b>	<b>964.999,90</b>
Utility expenses	0.00	0.00	0.00
<b>Total compensation</b>	<b>564,999.90</b>	<b>439,999.90</b>	<b>964.999,90</b>

Difference from previous year absolute	-22,367.29
Difference compared to previous year in %	-3.81%

Allocations granted (in EUR)	Franz Ömer				
	CEO Until: 02/2022				
	2018	2019	2020	2021	2022
Fixed remuneration	470,000.00	581,486.43	600,000.00	600,000.00	145,547.95
Consulting services	280,000.00	400,000.00	400,000.00	400,000.00	0.00
<b>Total</b>	<b>750,000.00</b>	<b>981,486.43</b>	<b>1,000,000.00</b>	<b>1,000,000.00</b>	<b>145,547.95</b>
One-year variable compensation	417,907.73	471,500.24	384,001.74	0.00	0.00
Long-term management bonus	79,796.86	73,748.42	83,205.92	0.00	0.00
Share-based payment	0.00	204,876.53	0.00	0.00	0.00
Multi-year variable compensation	79,796.86	278,624.95	83,205.92	0.00	0.00
<b>Total</b>	<b>497,704.59</b>	<b>750,125.19</b>	<b>467,207.66</b>	<b>0.00</b>	<b>0.00</b>
Utility expenses	0.00	0.00	0.00	0.00	0.00
<b>Total compensation</b>	<b>1,247,704.59</b>	<b>1,731,611.62</b>	<b>1,467,207.66</b>	<b>1,000,000.00</b>	<b>145,547.95</b>

Difference from previous year absolute	-29,696.24	483,907.03	-264,403.96	-467,207.66	-854,452.05
Difference compared to previous year in %	-2.3 %	38.8 %	-15.3 %	-31.8 %	-85.4%

Allocations granted (in EUR)	Michael Quatember				
	CEO Until: 02/2022				
	2018	2019	2020	2021	2022
Fixed remuneration	325,000.00	420,000.00	420,000.00	420,000.00	97,669.77
Consulting services	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>325,000.00</b>	<b>420,000.00</b>	<b>420,000.00</b>	<b>420,000.00</b>	<b>97,669.77</b>
One-year variable compensation	417,907.73	471,500.24	384,001.74	0.00	0.00
Long-term management bonus	79,796.86	73,748.42	83,205.92	0.00	0.00
Share-based payment	64,413.39	204,876.53	0.00	0.00	0.00
Multi-year variable compensation	144,210.25	278,624.95	83,205.92	0.00	0.00
<b>Total</b>	<b>562,117.98</b>	<b>750,125.19</b>	<b>467,207.66</b>	<b>0.00</b>	<b>0.00</b>
Utility expenses	0.00	0.00	0.00	0.00	0.00
<b>Total compensation</b>	<b>887,117.98</b>	<b>1,170,125.19</b>	<b>887,207.66</b>	<b>420,000.00</b>	<b>97,669.77</b>

Difference from previous year absolute	-776,423.29	283,007.21	-282,917.53	-467,207.33	-322,330.23
Difference compared to previous year in %	-46.7 %	31.9 %	-24.2 %	-52.7 %	-76.8%

#### 4.1.3. AVERAGE COMPENSATION OF EMPLOYEES OVER THE LAST FIVE YEARS

The average remuneration of employees in the bet-at-home.com AG Group comprises all employees (excluding the Management Board of bet-at-home.com AG).

in EUR	FY 2019	FY 2020	FY 2021	FY 2022	FY 2023
Average compensation	45,392.38	48,742.78	49,637.59	56,677.25	59,985.42

## 4.2. REMUNERATION OF THE SUPERVISORY BOARD

### 4.2.1. COMPENSATION OF THE SUPERVISORY BOARD IN THE FINANCIAL YEAR 2023

The Supervisory Board of bet-at-home.com AG comprised the following members in the financial year 2023:

- Martin Arendts, MBL-HSG, Attorney at Law, Grünwald (Chairman)
- Véronique Giraudon, Management Board, Paris/France (Vice Chairwoman)
- François Riahi, Management Board, Paris/France

The Chairman of the Supervisory Board received fixed remuneration of EUR 40 thousand in the financial year 2023 (previous year: EUR 40 thousand). In addition, necessary expenses were reimbursed. Ms. Giraudon and Mr. Riahi waived their compensation in the financial year 2023.

Beyond this, there are no compensation components for the Supervisory Board in the form of granted or promised shares or stock options.

### 4.2.2. COMPENSATION OF THE SUPERVISORY BOARD OVER THE LAST FIVE FINANCIAL YEARS

Fixed remuneration in EUR	FY 2019	FY 2020	FY 2021	FY 2022	FY 2023
Martin Arendts	40,000.00	40,000.00	40,000.00	40,000.00	40,000.00
Véronique Giraudon (since July 7, 2020)	n/a	0.00	0.00	0.00	0.00
Isabelle Andres (until July 7, 2020)	20,000.00	10,000.00	n/a	n/a	n/a
François Riahi (since May 18, 2021)	n/a	n/a	0.00	0.00	0.00
Nicolas Béraud (until May 18, 2021)	n/a	0.00	0.00	n/a	n/a
Jean-Laurent Nabet (until July 7, 2020)	0.00	0.00	n/a	n/a	n/a
<b>TOTAL</b>	<b>60,000.00</b>	<b>50,000.00</b>	<b>40,000.00</b>	<b>40,000.00</b>	<b>40,000.00</b>



### 4.3. COMPARATIVE PRESENTATION OF REVENUE DEVELOPMENT

Within the bet-at-home.com AG Group, the results of operations have developed as follows over the past five years:

Earnings development in EUR	FY 2019	FY 2020	FY 2021	FY 2022	FY 2023
Gross betting and gaming revenue	143,289,359.55	54,622,771.80	59,346,519.85	53,531,691.22	46,176,149.16
Difference from previous year absolute	-61,524.05	-88,666,587.75	4,723,748.05	-5,814,828.63	-7,355,542.06
Difference compared to previous year in %.	0.0 %	-61.9 %	8.6 %	-9.8%	-13.7%

The decline in gross betting and gaming revenue in the financial year 2023 resulted from the introduction of cross-product and cross-provider monthly betting limits in Germany effective from mid-2022, which negatively impacted the revenue, remaining limitations on the licensed offering in comparison to the previous year, as well as losses from the migration of the “.com” and “.de” platforms to EveryMatrix.

In this context, explicit reference is made to the explanations in the notes to the consolidated financial statements as at 31 December 2023.

## 5. AUDITOR'S REPORT

"Independent Auditor's Report on the Audit of the Compensation Report Pursuant to Section 162 (3) of the German Stock Corporation Act (AktG)

To bet-at-home.com AG, Düsseldorf

### *Audit opinion*

We have formally audited the compensation report of bet-at-home.com AG, Düsseldorf, for the financial year from January 1, 2023 to December 31, 2023, to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the compensation report. In accordance with Section 162 (3) AktG, we have not audited the content of the compensation report.

In our opinion, the accompanying compensation report complies, in all material respects, with the disclosures pursuant to Section 162 (1) and (2) AktG. Our audit opinion does not cover the content of the compensation report.

### *Basis for the audit opinion*

We conducted our audit of the compensation report in accordance with Section 162 (3) AktG and IDW Auditing Standard: The Audit of the Compensation Report in Accordance with Section 162 (3) AktG (IDW PS 870 (09.2023)). Our responsibility under that provision and standard is further described in the Auditor's Responsibility section of our report. As an auditing practice, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements for Quality Assurance in the Practice of Public Accountants (IDW QMS 1 (09.2023)). We have complied with the professional duties pursuant to the German Auditors' Code and the professional statutes for auditors/sworn accountants, including the requirements for independence.

### *Responsibility of the Management Board and the Supervisory Board*

The Management Board and the Supervisory Board are responsible for the preparation of the compensation report, including the related disclosures, which complies with the requirements of Section 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of a compensation report that is free from material misstatements, whether due to fraudulent acts (i.e. accounting fraud or fraudulent misrepresentation) or error.

### *Responsibility of the auditor*

Our objective is to obtain reasonable assurance about whether the disclosures pursuant to section 162 (1) and (2) AktG have been made in all material respects in the compensation report and to express an opinion thereon in an audit report.

We planned and performed our audit to obtain evidence about the formal completeness of the compensation report by comparing the disclosures made in the compensation report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we did not verify the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the compensation report.

*Dealing with any misleading representations*

In connection with our audit, we have a responsibility to read the compensation report in the light of knowledge obtained in the audit of the financial statements, and to remain alert for indications as to whether the compensation report contains misleading representations as to the accuracy of the content of the disclosures, the completeness of the content of the individual disclosures, or the fair presentation of the compensation report.

If, based on the work we have performed, we conclude that such a misleading representation exists, we are required to report that fact. We have nothing to report in this context.

Duisburg, March 05, 2024

PKF Fasselt  
Partnerschaft mbB  
Wirtschaftsprüfungsgesellschaft  
Steuerberatungsgesellschaft  
Rechtsanwälte

A. Schienstock  
Wirtschaftsprüfer

Hegmanns  
Wirtschaftsprüfer