

# **Certified copy**

Financial Statements  
as at 31 December 2024  
Combined Management Report  
for the financial year 2024  
Independent Auditors Report

**bet-at-home.com AG, Düsseldorf**

**Disclaimer:**

Translation. German version prevails.

Classification: Public

Statement of financial position at 31 December 2024

**ASSETS**

	31.12.2024	31.12.2023
	EUR	EUR
<b>A. Non-current assets</b>		
<b>Financial assets</b>		
Interests in affiliated companies	<b>10,871,313.19</b>	<b>10,871,313.19</b>
<b>B. Current assets</b>		
<b>I. Receivables and other assets</b>		
1. Receivables from affiliated companies	8,093,154.26	2,722,520.81
2. Other assets	674,734.23	7,624,024.18
	<u>8,767,888.49</u>	<u>10,346,544.99</u>
<b>II. Cash at banks</b>	<u>1,921,960.65</u>	<u>1,258,684.24</u>
	<b>10,689,849.14</b>	<b>11,605,229.23</b>
<b>C. Prepaid expenses and deferred charges</b>	<b>13,750.44</b>	<b>39,292.13</b>
	<u><b>21,574,912.77</b></u>	<u><b>22,515,834.55</b></u>

**EQUITY & LIABILITIES**

	31.12.2024	31.12.2023
	EUR	EUR
<b>A. Equity</b>		
<b>I. Share capital</b>	7,018,000.00	7,018,000.00
<b>II. Capital reserves</b>	7,366,000.00	7,366,000.00
<b>III. Total comprehensive income</b>	<u>-2,777,536.24</u>	<u>-2,254,267.98</u>
	<b>11,606,463.76</b>	<b>12,129,732.02</b>
<b>B. Provisions</b>		
Other provisions	<b>162,520.00</b>	<b>163,799.56</b>
<b>C. Liabilities</b>		
1. Liabilities from goods and services thereof with a residual maturity of up to one year 5,065.18 EUR (FY 2023: 3,312.66 EUR)	5,065.18	3,312.66
2. Liabilities to affiliated companies thereof a remaining term of up to one year 9,591,194.46 (FY 2023: 7,567,083.33 EUR)	9,591,194.46	7,567,083.33
3. Other liabilities thereof taxes 57,762.34 EUR (FY 2023: 130,061.74 EUR) thereof relating to social security 4,320.21 EUR (FY 2023: 3,598.79 EUR) thereof with a residual maturity of up to one year 209,699.37 EUR (FY 2023: 2,651,906.98 EUR)	209,669.37	2,651,906.98
	<b>9,805,929.01</b>	<b>10,222,302.97</b>
	<u><b>21,574,912.77</b></u>	<u><b>22,515,834.55</b></u>

**Income Statement**  
**for the year ended 31 December 2024**

	01.01.-31.12.2024	01.01.-31.12.2023
	EUR	EUR
1. Revenues	828,672.69	764,384.13
2. Other operating income	33,910.34	143,261.29
3. Personnel expenses		
a) Wages and salaries	-786,078.80	-679,813.93
b) Social security contributions and expenses for pensions and other employee benefits	-51,793.05	-51,742.45
thereof for pensions 9.987,15 EUR (FY 2023: 10,139.32 EUR)	-837,871.85	-731,556.38
4. Amortisation/depreciation of current assets, insofar as this exceeds the usual depreciation in the corporation	-6,975,091.89	0.00
5. Other operating expenses	-733,246.25	-2,053,827.71
6. Operating result	-7,683,626.96	-1,877,738.67
7. Income from investments thereof from affiliated companies 7,500,000.00 EUR (FY 2023: 2,500,000.00 EUR)	7,500,000.00	2,500,000.00
8. Other interest and similar income	24,919.04	0.00
9. Interest and similar expenses thereof from affiliated companies 346,462.34 EUR (FY 2023: 152,395.83 EUR)	-364,560.34	-170,878.83
10. Income tax expense	0.00	101,883.78
11. Earnings after taxes = Net profit for the year	-523,268.26	553,266.28
12. Net loss/surplus for the year	-523,268.26	553,266.28
13. Loss/Profit carried forward from previous year	-2,254,267.98	-2,807,534.26
14. Accumulated loss/profit	-2,777,536.24	-2,254,267.98

# **bet-at-home.com AG, Düsseldorf**

## **Notes to the Financial Statement 2024**

### **I. Disclosures to the Financial Statement**

bet-at-home.com AG has its registered office in Düsseldorf and is entered in the Commercial Register B of the Düsseldorf Local Court under the registration number HRB 52673.

The annual financial statements have been prepared in accordance with Sections 242 et seq. and 264 et seq. of the German Commercial Code (HGB) and in accordance with the relevant provisions of the German Stock Corporation Act (AktG). Pursuant to Section 267 (3) sentence 2 of the German Commercial Code (HGB) in connection with Section 264d of the German Commercial Code (HGB), the Company is a large capital company, due to admission of its shares to an organized market (Frankfurt Stock Exchange).

### **II. Disclosures on accounting and valuation methods**

The accounting and valuation methods comply with legal requirements and are unchanged from the previous year.

Financial assets were recognised at the lower of cost or fair value.

Receivables and other assets are recognised at cost less any necessary write-downs. Bank balances are recognised at their nominal value.

Prepaid expenses relate to expenses of the fiscal year that represent expenses for a certain period after the balance sheet date.

In accordance with the option under Section 274 (1) HGB, deferred tax assets were not recognised.

The provisions were recognised on the basis of prudent business judgement and take into account all identifiable risks and contingent liabilities at the time the balance sheet was prepared. They are recognised at the settlement amount. No compounding or discounting was necessary.

Liabilities were recognized at the settlement amount.

### **III. Disclosures on the balance sheet and income statement**

The composition and development of fixed assets are shown in the statement of changes in fixed assets (appendix to the notes).

Financial assets exclusively comprise investment in bet-at-home.com Entertainment GmbH, Linz (Austria).

Receivables from affiliated companies mainly include receivables from dividend claims against bet-at-home.com Entertainment GmbH, Linz, in the amount of EUR 7,500,000.00.

Other assets mainly include acquired player claims against bet-at-home.com Entertainment Ltd. (in liquidation) in the amount of EUR 7,623,051.24. The acquired claims were written down by 91.5% in the 2024 financial year, as the insolvency administrator of bet-at-home.com Entertainment Ltd. (in liquidation) cannot recognise all player claims, including external consultants and other fees, due to the Gaming Act 56 (formerly known as Bill 55). During the court hearing on 10 April 2024 in Malta, the judge ruled in favour of the insolvency administrator. The carrying amount of the acquired claims as at 31 December 2024 is EUR 672,878.39 (previous year: EUR 7,623,051.24). All other receivables have a remaining term of less than one year.

The subscribed capital amounts to EUR 7,018,000.00 as of December 31, 2024 (previous year: EUR 7,018,000.00) and is divided into 7,018,000 bearer shares with a notional interest in the subscribed capital of EUR 1.00 per share. The capital reserve amounts to EUR 7,366,000.00 as of December 31, 2024 (previous year: EUR 7,366,000.00).

By resolution of the Annual General Meeting on July 16, 2024, the Management Board is authorised, with the approval of the Supervisory Board, to increase the Company's subscribed capital by up to EUR 3,509,000.00 by July 15, 2029 by issuing up to 3,509,000 no-par value bearer shares on one or more occasions in return for cash contributions and/or contributions in kind (Authorized Capital 2024). New shares shall be offered to shareholders for subscription. However, the Management Board is authorised, with the consent of the Supervisory Board, to exclude shareholders' subscription rights in certain cases.

Furthermore, the Management Board is authorised by resolution of the general meeting of shareholders on July 16, 2024, with the consent of the Supervisory Board, to acquire treasury shares until May 25, 2025 for an amount of up to 10% of the share capital of the Company existing when this authorisation is granted, or (if this value is lower) 10% of the share capital existing at the time of enforcement of this authorisation. In this context, the shares acquired following this authorisation, together with other shares of the Company, which the Company already acquired and still holds or which are attributable to the Company pursuant to Section 71a et seq. of the German Stock Corporation Act (AktG), should at no time exceed 10% of the share capital. The authorisation should not be used for the purpose of trading in treasury shares.

Other provisions include expenses for legal and tax advice and for the audit of the financial statements in the amount of EUR 162,520.00 (previous year: EUR 163,799.56).

Liabilities to affiliated companies include an intra-group loan, which bears interest at market rates and has a term of less than one year, in the amount of EUR 9,591,194.46 (previous year: EUR 7,567,083.33).

The decrease in other liabilities to EUR 209,669.37 (previous year: EUR 2,641,906.98) include in particular liabilities amounting to EUR 2,500,000.00 from reconciliation of legal disputes in connection with bet-at-home.com Entertainment Ltd. (in liquidation) in the second quarter of 2024. All liabilities have a term of less than one year.

Sales include income from the recharging of costs in the amount of EUR 828,672.69 (previous year: EUR 764,384.13).

Personnel expenses relate exclusively to the member of the Management Board.

The amortisation in the amount of EUR 6,975,091.89 (previous year: EUR 0.00) relates to the devaluation of acquired claims of players against bet-at-home.com Entertainment Ltd. (in liquidation).

Other operating expenses at the amount of EUR 733,246.25 (previous year: EUR 2,053,827.71) mainly include expenses for investor relations, audit expenses and the remuneration of the Supervisory Board.

In the financial year 2024, bet-at-home.com Entertainment GmbH, Linz, distributed

dividends in the amount of EUR 2,500,000.00 (previous year: EUR 2,500,000.00). In addition, a special dividend in the amount of EUR 5,000,000.00 was distributed in 2024 from the net retained profits of bet-at-home.com Entertainment GmbH, Linz.

Interest expenses in the amount of EUR 364,560.34 include expenses in connection with intragroup loans from affiliated companies in the amount of EUR 346,111.14 (previous year: EUR 152,395.83).

#### **IV. Other information**

There are no other financial obligations. The Company has no employees.

Betclic Everest Group SAS, Paris/France, has held a controlling interest in the parent company of the bet-at-home.com AG Group since 5 September 2009. Betclic Everest Group SAS (company registration no. 501 420 939) prepares consolidated financial statements for the smallest group of affiliated companies in which the consolidated financial statements of bet-at-home.com AG are included. FL Entertainment N.V., Netherlands, which is listed on the Amsterdam stock exchange, is in turn the ultimate parent company of Betclic Everest Group SAS, Paris/France, and prepares consolidated financial statements for the largest group of affiliated companies.

The member of the Management Board in the financial year 2024 was:

- Marco Falchetto, Master's degree, Member of the Management Board, Mödling, Austria. Mr. Falchetto has been the sole member of the Management Board of bet-at-home.com AG since March 1, 2022.

The remuneration to the Management Board in the financial year 2024 amounts to EUR 786.078,80 (previous year: EUR 679.813,93).

The Supervisory Board included the following members in the financial year 2024:

- Martin Arendts, attorney at law, Grünwald (Germany) (chairman);
- Véronique Giraudon, Management Board, Paris (France) (Vice Chairwoman);
- François Riahi, Management Board, Paris (France).

The Chairman of the Supervisory Board Martin Arendts is a member of the Supervisory Board of FIVV Finanzinformation & Vermögensverwaltung AG, Munich.

Deputy Chairwoman of the Supervisory Board Véronique Giraudon is CFO of the

BetClic Everest Group (France).

Supervisory Board member François Riahi is CEO of Banijay Group N.V. (formerly known as FL Entertainment N.V. (the Netherlands).

The Chairman of the Supervisory Board received a fixed remuneration in the amount of EUR 40,000.00 thousand in the financial year 2024 (previous year: EUR 40,000.00). In addition, necessary expenses were reimbursed. Ms. Giraudon and Mr. Riahi waived their compensation in the financial year 2024.

Investments held in the following companies in the financial year 2024:

<b>Company, head office</b>	<b>Share of capital</b>	<b>Equity in EUR as of 31/12/2024</b>	<b>Profit for the period in EUR 01/01-31/12/2024</b>
bet-at-home.com Entertainment GmbH, Linz (Austria)	direct 100 %	16,536,520.11	-1,300,239.82
Entertainment Beteiligungsholding GmbH, Linz (Austria)	indirect 100 %	-45,752,68	-8,586.30
bet-at-home.com Niederlande GmbH, Linz (Austria)	indirect 100 %	-523,525.49	-29,437.15
bet-at-home.com Holding Ltd., Mosta (Malta)	direct 2 % indirect 100 %	7,389,231.72	4,144,024.02
bet-at-home.com International Ltd., Mosta (Malta)	direct 2 % indirect 100 %	-986,761.32	-171,508.42
bet-at-home.com Internet Ltd., Mosta (Malta)	direct 2 % indirect 100 %	-986,761.32	-171,508.42
Jonsden Properties Ltd., Gibraltar	indirect 100 %	346,874.59	10,913.75

## **Notifications pursuant to Section 33 (1) sentence 1 WpHG in the financial year 2024**

The company did not receive any voting rights notifications in the 2024 financial year.

## **Allocation of earnings**

The loss for the 2024 financial year is transferred to the loss carryforward.



**V. Declaration pursuant to Section 161 of the German Stock Corporation Act (AktG) on the German Corporate Governance Code**

The Management Board and the Supervisory Board of bet-at-home.com AG have issued the declaration of conformity required for listed companies pursuant to Section 161 of the German Stock Corporation Act (AktG) and made it available to shareholders. The declaration of conformity is published on the Investor Relations website at [www.bet-at-home.ag](http://www.bet-at-home.ag) under the Corporate Governance section.

Düsseldorf, March 27, 2025

Marco Falchetto

Summary of fixed assets as at 31 December 2024

	At cost				Accumulated depreciation				Carrying amount	
	Balance at 01.01.2024	Additions	Disposals	Balance at 31.12.2024	Balance at 01.01.2024	Additions	Disposals	Balance at 31.12.2024	31.12.2024	31.12.2023
	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
<b>I. Property and equipment</b>										
Other equipment, operating and office equipment										
Furniture and fixtures, office equipment	2,374.57	0.00	2,374.57	0.00	2,374.57	0.00	2,374.57	0.00	0.00	0.00
<b>II. Financial assets</b>										
Holdings in affiliated companies	10,871,313.19	0.00	0.00	10,871,313.19	0.00	0.00	0.00	0.00	10,871,313.19	10,871,313.19
bah Entertainment GmbH	<b>10,873,687.76</b>	<b>0.00</b>	<b>0.00</b>	<b>10,873,687.76</b>	<b>2,374.57</b>	<b>0.00</b>	<b>0.00</b>	<b>2,374.57</b>	<b>10,871,313.19</b>	<b>10,871,313.19</b>

# Combined Management Report 2024

bet-at-home.com AG, Düsseldorf

## A. Fundamental information about the Group

### A.1 Business model

The bet-at-home.com AG Group (hereinafter also referred to as “BAH Group”) operates as an online sports betting and gaming company via its operational Maltese group companies. With more than 5.8 million registered customers, the Group is one of the leading providers in the German-speaking countries.

The wide-ranging offerings on bet-at-home websites include sports betting and online casino. In the financial year 2024, the sports betting offer comprised more than 1.3 million events, including e-sport events, on over 55 types of sport and e-sport, including around 1.2 million live events. The BaH Group has companies in Germany, Austria, Malta and Gibraltar.

The various online sports betting and online gambling licenses are held through the Maltese Group company. These licences authorise the company to organise and to offer online sports betting and online casinos in Germany as well as in other countries of the European Union.

### The bet-at-home.com AG Group structure



bet-at-home.com AG, Düsseldorf, as the parent company, is listed on the Regulated Market of the

Frankfurt Stock Exchange in the Prime Standard market segment. All operating activities are carried out exclusively by indirect associates.

bet-at-home.com AG holds 100% of bet-at-home.com Entertainment GmbH. This company, with its registered office in Linz/Austria, provides numerous services in the areas of IT, finance, customer management and law for other Group companies. The Group holds its international online sports betting licenses and online gaming licenses for casino, poker, games and virtual sports via bet-at-home.com Holding Ltd., which has its registered office in Mosta, Malta. Jonsden Properties Ltd., Gibraltar, purchases marketing services for the BaH Group.

## **A.2 Objectives and strategies**

The BaH Group pursues a sustainable growth strategy based on long-term market establishment, technological innovation and regulatory compliance. The aim is to further expand its market presence in existing regulated markets and at the same time strengthen long-term customer loyalty through an optimised customer experience.

### **Market presence**

The BaH Group focuses on consolidating and expanding its market position in the regulated core markets in Germany and Austria by offering a wide range of sports, including eSports, for betting and establishing strategic partnerships.

### **Customer acquisition and retention**

Acquiring new customers and increasing customer loyalty are at the centre of the strategy. Through targeted marketing investments and the implementation of the innovative customer loyalty programme based on real-time data processing, the BaH Group aims to increase the length of stay of its customers.

### **Technological innovation**

The use of artificial intelligence (AI) and big data analyses will drive forward the personalisation and optimisation of the offering. Investments are also being made in the further development of mobile applications in order to meet the increasing demands of customers.

### **Regulatory compliance**

Compliance with all relevant regulatory requirements in the markets is a central component of our corporate strategy.

## **Player protection**

The BaH Group is committed to a responsible approach to gambling by implementing comprehensive responsible gaming measures. These include transparent gaming information, personal gaming limits, self-exclusion options and AI-supported early warning systems for the detection of problematic gaming behaviour. Moreover, the BaH Group cooperates with various independent organisations to ensure a safe and sustainable betting environment.

## **A.3 Performance management system**

The BaH Group's performance management system is geared towards long-term profitable growth and continuous value creation. As the main decision-maker, the Management Board is responsible for international business and approves the planning derived from the Group strategy. The Group uses the key performance indicators described below to plan, manage and control business development, which enable business activities to be measured reliably and comprehensibly.

### ***Financial performance indicators***

With the focus on long-term profitable growth, gross gaming revenue (GGR) (see section B.3.1 of the combined management report), EBITDA before special items (see section B.3.1 of the combined management report) and liquidity (see section B.3.2 of the combined management report) are the most important key performance indicators for the BaH Group. In this sense, they are decisive for internal management and the assessment of business development and therefore also form the core of the forecast. These performance indicators are also part of the assessment basis for the annual variable remuneration (Variable compensation 1) of the Management Board.

### **Gross betting and gaming revenue**

Gross betting and gaming revenue (GGR) is the most important key figure for the online betting and online casino sector. It is calculated as betting and gaming stakes less payouts for customer winnings. Gross betting and gaming revenue depends primarily on the following factors:

- Market awareness and market share
- Sports betting offer and range of online casino games
- Customer loyalty programme
- Customer-friendly deposit method

**EBITDA before special items as an alternative performance measure**

The combined management report and the financial statements of the BaH Group are prepared in accordance with applicable accounting standards. In addition to disclosures and key figures required therein, the BaH Group publishes since the financial year 2023 “EBITDA before special items” as an alternative performance measure (APM), which is not subject to these regulations and for which there is no generally accepted reporting standard (non-IFRS measure). Although the data has been extracted or derived from the consolidated financial statements, neither this data nor the underlying assumptions have been audited or reviewed. This key figure should therefore only be regarded as supplementary information. The Management Board assumes that EBITDA before special items is a more suitable indicator for assessing operating activities, as it is not affected by amortisation, depreciation and impairment or special items. The BaH Group calculates this non-IFRS performance indicator with the aim to enable comparability of its performance over time and with companies from the industry. It is achieved by making certain adjustments to the consolidated balance sheet or consolidated income statement items prepared in accordance with the applicable accounting standards. Adjustments may result from different calculation and measurement methods, irregular business activities and special effects that may impact the informative value of this item. In the BaH Group, this relates to matters from customer claims from previous years, the valuation of bet-at-home.com Entertainment Ltd. (in liquidation), which has been in liquidation since 23 December 2021, and back VAT payments in Switzerland for the years 2014 to 2023. The EBITDA before special items thus calculated applies to all periods and is used both internally and externally to assess the Group's performance and efficiency of the BaH Group. When calculating this non-IFRS key indicator, EBITDA is increased by extraordinary expenses and reduced by extraordinary income.

When classifying expenses and income as non-recurring or exceptional, prudent judgement should be exercised to ensure that the classification appropriately reflects the nature of the item.

	2024	2023
	EUR'000	EUR'000
Gross betting and gaming revenue	52,300	46,176
EBITDA before special items	4,845	2,361

Both gross betting and gaming revenue and EBITDA before special items increased in the financial year, partly due to the European Championships in the summer of 2024 and partly due to marketing investments to increase brand awareness.

**Cash and cash equivalents**

The BaH Group's objective in managing liquidity is to ensure that sufficient cash and cash equivalents are always available to meet payment obligations as they fall due without incurring unacceptable losses or damaging the Group's reputation.

As the BaH Group has no long-term loans, the default risk is limited to working capital. The Group uses weekly liquidity planning to optimise cash flows. This makes it possible to monitor cash requirements and optimise cash inflows to the capital employed. The Group limits its default risk by ensuring that the bet is due immediately.

The Group endeavours to maintain cash and cash equivalents at a level that exceeds the expected cash outflows.

## **B. Report on economic position**

### **B.1 Macroeconomic and sector-specific environment**

After a year of stagnation, the eurozone economy recovered in 2024, while inflation declined. Despite the slight growth in employment and the recovery in real wages, which supported the disposable income of private households, private consumption remained subdued and there is a general reluctance to spend the additional income.

According to the European Commission's latest estimates from November 2024, GDP is expected to have increased by 0.9% in the EU and by 0.8% in the euro area in 2024. According to the European Commission's forecast, overall inflation in the eurozone will more than halve in 2024, from 5.4% in 2023 to 2.4%, before falling to 2.1% in 2025.

Based on previous experience in the BaH Group's key markets, it can be concluded that business development in the online sports betting and online gaming sector is largely independent of the overall economic development in the respective markets. In general, the BaH Group's business has proven to be resistant to crises in the past.

The higher penetration of mobile devices, increasing online affinity and mobile gaming as an established sales channel will continue to be the main drivers of the online gaming market. According to current estimates, H2 Gambling Capital expects online gross gaming revenues to increase by 6% in 2024. The commercial potential of individual online gaming markets will depend to a large extent on the structure of the respective national regulatory requirements in the future. This can be achieved through possible stricter structuring of the permitted betting programme, the approval of new online casino games and also possible increases in the tax rates for standard industry taxes (betting and gambling levies).

### **B.2 Course of business**

#### **(1) Major events in the financial year 2024**

By the end of the 2022 financial year, the BaH Group had already succeeded in achieving significantly

greater legal and planning certainty in its core market of Germany by obtaining a licence for virtual slot machines and extending the sports betting licence until the end of 2027 for all products offered.

Following a decline in customer activity since 2021, due to the introduction of concession requirements starting the financial year 2021, the customer base is now largely stable, although the introduction of cross-product and cross-provider monthly betting limits on 1 July 2022 and the reporting of increased betting limits in the nationwide LUGAS database since the second quarter of 2023 have had a negative impact on deposit behaviour of customers. Due to a comprehensive comparison of licensed providers by the supervisory authority with participation of the so-called Gambling Council (Glücksspielkollegium), a practicable, albeit notably limited, betting offer has since been secured, which has already been expanded in agreement with the authority and is being continuously improved. In the course of the 2024 financial year, a further 170 competitions were approved by the supervisory authority. However, the restrictions on licensed providers in the area of virtual machine games and the ban on banker games in conjunction with inadequate measures against unlicensed providers continue to have a negative impact on the BaH Group's business performance. The current criteria for the approval of an increased monthly deposit limit per customer in the 2024 financial year are continuously evaluated by the supervisory authority in dialogue with the German Sports Betting Association (DSWV).

### **Status of restructuring**

Following the outsourcing of key corporate functions to external service providers and the redesign of the platform and sports betting product, which was completed in 2023, the BaH Group increased its focus on customer management and marketing as well as further development of its competitive advantages in the 2024 financial year.

In 2024, the savings from operating activities achieved through fixed cost reduction measures were used to increase the advertising of the 'bet-at-home' brand, expand the market position in the sports betting segment in the core markets of Germany and Austria and acquire new customers and reactivate existing customers. Marketing investments were focused in particular on the first half of 2024, especially the start of the 2024 European Football Championship, which took place in Germany from mid-June to mid-July.

In the technological area, the BaH Group continued to implement its customer loyalty programme based on real-time data processing and data-driven automation in areas such as CRM, sports risk management and fraud prevention. The online casino and sports betting product and the customer platform were continuously optimised in close cooperation with the outsourcing partner EveryMatrix and adapted to customer needs and legal requirements of the German-speaking market.

### **Status of liquidation of bet-at-home.com Entertainment Ltd (in liquidation)**

On 23 December 2021, an application of winding up by the court of bet-at-home.com Entertainment Ltd. (in liquidation) was made. With the appointment of the insolvency administrator ('Official Receiver') on 13 May 2022, the parent company lost control and the company was deconsolidated from the Group.



In June 2023, the Maltese government passed the Gaming Act Article 56A (so-called 'Bill 55'), according to which foreign claims against Maltese gaming operators are not recognised by the local courts and may not be enforced. Various EU member states have filed a complaint against the Gaming Act Article 56A with the European Court of Justice (ECJ), which should now decide whether this is in line with EU law. It may take several years before the ECJ comes to a decision.

A new insolvency administrator ('Official Receiver') was appointed in mid-2023, who in October 2024 amended the list of creditors of bet-at-home.com Entertainment Ltd. (in liquidation) in accordance with Gaming Act Article 56A and eliminated all accrued customer claims. As a result, bet-at-home.com Entertainment Ltd. (in liquidation) is a solvent company that is expected to be liquidated in calendar year 2025. The BaH Group expects liquidation proceeds in this context.

### **Status of VAT on electronic services in Switzerland**

On 10 July 2024, bet-at-home.com Internet Ltd. received a first-instance ruling regarding the VAT obligation for the tax periods 2013 to 2017 in Switzerland. Accordingly, the claims from the 2013 tax period are considered time-barred. In terms of content, the court follows the opinion of the authorities and qualifies the sports betting as an electronic service. The court therefore recognises tax claims in the amount of EUR 1,735 thousand including interest; claims in the amount of above EUR 185 thousand would therefore be time-barred.

On 11 November 2024, the BaH Group was informed that the aforementioned decision, which relates to the years 2014 to 2017, had been confirmed by the court of last instance. In this context, the company had already made a provision at EUR 4,875 thousand as at 30 September 2024 and has since adjusted it so that, in the Company's opinion, the expected back tax payments (including interest) for the period 2014 to 2017 and from 2018 until 31 December 2024 are covered. In the fourth quarter of 2024, the payments for the years 2014 to 2018 totalling EUR 1,661 thousand (excluding interest) were already settled. The liability as at 31 December 2024 amounts to EUR 2,925 thousand (including interest). The payments for 2019 and 2020 totalling EUR 962 thousand were made in January 2025. The interest is stipulated separately by the Swiss Federal Tax Administration. In addition, the VAT payments for the 2024 financial year were settled on an ongoing basis.

### **Changes in legal and economic environment**

The legal framework for the organisation of sports betting and gaming in the BaH Group's core markets remained largely unchanged in the 2024 financial year.

There were also no significant changes in the area of regulatory provisions, including anti-money laundering (AML) and data protection. Within the scope of its legal discretion, the German supervisory authority has taken a number of restrictive positions regarding the interpretation of the State Treaty on Gambling, which could have a negative economic impact on the Group. This relates in particular to proof of customers' financial standing for increased deposits.

## Change in the market and competitive environment, change in market share

Regardless of the restrictive framework conditions, some competitors are making considerable marketing efforts to increase their market share in Germany. A study commissioned by the Company shows that the 'bet-at-home' brand is highly recognisable, as two thirds of the target group interested in sports are familiar with it. According to figures from the German Ministry of Finance, one can derive a market share of the Company at 1.9% in the sports betting sector for 2024 (2023: 2.4%).

According to the Austrian industry radar (Branchenradar), the market share of bet-at-home was at 4.5%. Competitors have significantly expanded their advertising activities, particularly in the area of sports sponsorship, and have the most advertising appearances. In terms of awareness of sports betting platforms, the bet-at-home brand is among the top 5 in Austria.

With a gross betting and gaming revenue at EUR 52,300 thousand (see section B.3.1 of the combined management report), the forecasted range of revenue between EUR 45,000 thousand and EUR 53,000 thousand was achieved. The forecast of EBITDA before special items (see section B.3.1 of the combined management report) from November 2024 between EUR 1,500 thousand and EUR 4,500 thousand for 2024 was slightly exceeded by posting an EBITDA before special items at EUR 4,845 thousand.

### B.3 Group situation

#### B.3.1 Earnings position

All information on the earnings situation relates to the 2024 financial year.

	2024	2023
	EUR '000	EUR '000
Gross betting and gaming revenue	52,300	46,176
Betting fees and gaming levies	-10,298	-10,058
VAT on electronic services	-407	-28
Net gaming revenue	41,595	36,090

Gross betting and gaming revenue in the 2024 financial year amounted to EUR 52,300 thousand, thus exceeding the previous year's level (previous year: EUR 46,176 thousand), which is attributable to the positive development of both sports betting and online casino segments. The increase in revenue was achieved due to extensive initiatives and marketing measures, as well as the European Football Championship held in June and July of 2024.

The betting fees or taxes, and gambling levies payable in various countries reduced earnings by EUR 10,298 thousand in 2024 (previous year: EUR 10,058 thousand). In addition, VAT regulations for providers of electronic services decreased earnings by EUR 407 thousand (previous year: EUR 28

thousand).

Taking these betting taxes and gambling levies into account, net gaming revenue of EUR 41,595 thousand was generated in the 2024 financial year (previous year: EUR 36,090 thousand).

In the financial year 2024, the Group's **earnings position** was as follows:

	01.01.- 31.12.2024	01.01.- 31.12.2023
	EUR '000	EUR '000
Gross betting and gaming revenue	52,300	46,176
Net betting and gaming revenue	41,595	36,090
Total operating income	43,169	39,104
EBT* (earnings before taxes)	-3,205	-1,431
EBIT** (earnings before interest and taxes)	-4,553	-835
EBITDA*** (earnings before interest, taxes, depreciation and amortisation)	-3,288	807
EBITDA before special items**** (earnings before interest, taxes, depreciation and amortisation before special items)	4,845	2,361

\* corresponds to profit before income tax as shown in consolidated income statement

\*\* EBT less finance income (costs) in the consolidated income statement

\*\*\* EBIT plus depreciation, amortisation and write-downs as shown in consolidated income statement

\*\*\*\* EBITDA before special items: for the definition refer to Section 3.5 "Other financial information – EBITDA before special items as an alternative performance measure" of the combined management report

Advertising expenses in the 2024 financial year are broken down as follows:

	2024	2023
	EUR '000	EUR '000
<u>Advertising and sponsorship expenses</u>		
Advertising costs and partner bonuses	10,757	11,231
Bonuses and vouchers	7,759	5,695
Sponsoring	59	103
	<u>18,575</u>	<u>17,029</u>

Advertising and marketing expenses amounted to EUR 18,575 thousand in the 2024 financial year (previous year: EUR 17,029 thousand). The increase in advertising and marketing expenses resulted from investments related to the 2024 European Football Championship, which took place in the core market of Germany from mid-June to mid-July.

Personnel expenses in the 2024 financial year remained stable at EUR 8,693 thousand (previous year: EUR 8,653 thousand).

EBITDA before special items amounted to EUR 4,845 thousand in 2024 (previous year: EUR 2,361 thousand).

Reconciliation	31.12.2024	31.12.2023
	EUR'000	EUR'000
EBITDA in Profit & Loss Statement	-3,288	807
Legal cases/ customer claims	825	2,692
Income from reversals of impairment losses	2,378	-1,138
Legal case VAT Switzerland 2014 to 2023	4,931	0
<b>EBITDA before special items</b>	<b>4,845</b>	<b>2,361</b>

Special items are recognised in the consolidated income statement under other operating expenses and income. The amount of EUR 825 thousand (previous year: EUR 2,692 thousand) relates in particular to expenses in connection with customer claims totalling EUR 578 thousand (previous year: EUR 1,271 thousand) as well as fees for legal cases totalling EUR 246 thousand (previous year: EUR 420 thousand). They also include expenses in the amount of EUR 2,378 thousand (previous year: income of EUR 1,138 thousand) from the measurement of receivables against bet-at-home.com Entertainment Ltd. (in liquidation) as at 31 December 2024. On 11 November 2024, BaH received a judgement of the court of last instance that sports betting qualifies as an electronic service and is therefore subject to VAT in Switzerland. A provision for the years 2014 to 2023, including interest, was recognised for this matter in the amount of EUR 4,931 thousand.

Other operating expenses in the 2024 financial year are as follows:

	2024	2023
	EUR'000	EUR'000
<b>Other operating expenses</b>		
Additional transaction costs	3,428	2,970
Software provider expenses	2,381	237
Information services and software maintenance	1,083	2,784
Legal, audit and advisory fees	1,129	1,310
Exchange rate differences and similar expenses	876	368
Costs for the preparation of financial statements, general meeting of shareholders and stock exchange costs	225	348
Supervisory Board compensation	40	40
Other costs	10,026	4,557
	<b>19,189</b>	<b>12,615</b>

The increase in software provider expenses was due to the outsourcing to EveryMatrix and the payment of the monthly fee based on the NGR (net betting and gaming revenue). It is offset by a reduction in expenses for information services and software maintenance, as no additional purchases from suppliers of sports betting events and odds incurred as a result of outsourcing. Due to the outsourcing of software, the costs for software maintenance declined.

The change in the item "Other costs" results mainly from the expenses in connection with Swiss VAT on sports betting for the years 2014 to 2023 in the amount of EUR 3,785 thousand incl. interest in the

amount of EUR 800 thousand. The background is a first-instance judgement on the VAT liability for electronic services, which was confirmed by the court of last instance in 2024. The difference in the amount of EUR 345 thousand compared to the item 'Legal case VAT Switzerland 2014 to 2023' in EBITDA before special items (Note V.) relates to foreign currency losses from this matter, due to the appreciation of the Swiss franc against the euro in recent years.

The financial result and the change in fair value for the financial year are as follows:

	2024	2023
	EUR'000	EUR'000
Finance income		
Interest and similar income	36	130
Income from the change in fair values	9,108	0
Finance costs		
Interest and similar expenses	0	0
Interest expenses from lease agreements	-97	-23
Expense from the change in fair values	-7,698	252
Other financial expenses	0	-702
	1,348	-343

bet-at-home.com Entertainment Ltd. (in liquidation), St. Julian's, Malta, offered online casino games in Europe based on its Maltese licenses. Due to the lack of a national license in Austria, local courts ruled that losses incurred by a player in the context of online casino games should be reimbursed by the gambling provider. As a result of this ruling, litigation funders bought up players' (customer) legal claims and threatened the company with class action lawsuits.

On December 23, 2021, an application for winding up by the court for bet-at-home.com Entertainment Ltd. (in liquidation) was filed. With the appointment of the insolvency administrator ("Official Receiver") on May 13, 2022, the parent company lost control within the meaning of IFRS 10 and the entity was deconsolidated. In accordance with IFRS 10.25 (b), the remaining interest in the company should be accounted for and revalued (fair value). In subsequent periods, the interest should be measured at fair value in accordance with IFRS 9.5.2.1 and IFRS 9.4.1.4. The basis for determining fair value is the expected liquidation proceeds from the dissolution of bet-at-home.com Entertainment Ltd. (in liquidation), St. Julian's, Malta.

In the 2022 fiscal year, bet-at-home.com AG reached agreements with several litigation funders and acquired the court-established repayment claims of customer (totalling EUR 21,000 thousand) against bet-at-home.com Entertainment Ltd. (in Liquidation) in Malta for a total of EUR 7,623 thousand. In accordance with IFRS 9.5.2.1 and IFRS 9.4.1.4, the acquired claims are to be measured in subsequent periods at fair value, which results from the expected returns from the repayment claims.

In June 2023, the Maltese government passed Article 56A of the Gaming Act (known as Bill 55), which stipulates that foreign judgments against Maltese gambling operators will not be recognized by Maltese courts and may not be enforced. Various EU member states have filed a lawsuit against Article 56A of the Gaming Act with the European Court of Justice (ECJ), which should now decide whether it complies with EU law. It may take several years for the ECJ to issue a decision.

As of December 31, 2024, the Group should determine the fair value of the acquired customer claims and the fair value of the remaining interest in bet-at-home.com Entertainment Ltd. (in Liquidation). Both values are complementary because high liquidation proceeds imply that the repayment claims have not been included in the insolvency estate, and vice versa.

In determining the fair values for the acquired customer claims and the interest in bet-at-home.com Entertainment Ltd. (in liquidation), St. Julian's, Malta, the Group first defined the possible liquidation scenarios and assigned probabilities to them. For each scenario, the Group estimated the expected returns, estimated their settlement times, and discounted them in a risk-appropriate manner. The following discretionary decisions were made:

1. The insolvency court may or may not recognize the customer claims during the liquidation. Since Article 56A of the Gaming Act is currently being consistently implemented by the Maltese courts, the company assumes a probability of 90% that the customer claims will not be recognized. The cash flows are derived from the liquidation proceeds.
2. The unlikely event that a court would recognize the customer claims contrary to Article 56A of the Gaming Act, for example, to wait for a decision from the ECJ, was assigned a probability of 10%. Further differentiation was made:
  - a. The ECJ declares, contrary to the opinion of experts, that Article 56A of the Gaming Act is EU-compliant: 15%. The cash flows are derived from the liquidation proceeds.
  - b. The ECJ declares Article 56A of the Gaming Act to be a violation of EU law: 85%. The cash flows are derived from the acquired customer claims in accordance with the insolvency ratio.
3. In the case of 1., a settlement period of one year was assumed. In the case of 2., a settlement period of four years was assumed.

A new insolvency administrator was appointed in mid-2023, who is expected to liquidate bet-at-home.com Entertainment Ltd. (in liquidation) in the calendar year 2025. Since the courts in Malta apply Article 56A of the Gaming Act, bet-at-home.com AG currently assumes that the customer claims are not included in the insolvency estate. This results in a fair value for the remaining interest in bet-at-home.com Entertainment Ltd. (in liquidation) in Malta at EUR 9,108 thousand (previous year: EUR 0 thousand). As a result, the fair value of the acquired customer claims has decreased to EUR 437 thousand (previous year: EUR 8,134 thousand) due to a lack of expected returns.

### B.3.2 Financial situation

All information on the financial situation relates to the 2024 financial year.

As at 31 December 2024, the **financial situation** was as follows:

	31.12.2024	31.12.2023
	EUR'000	EUR'000
Earnings before taxes	-3,205	-1,431
Cash flows from operating activities	792	104
+ Cash flows from investing activities	18	-343
+ Cash flows from financing activities	-329	-443
= Net cash from operating, investing and financing activities	481	-682
+ Cash and cash equivalents at the beginning of period	29,265	29,947
= Cash and cash equivalents at the end of period	29,746	29,265

The cash flow from investing activities mainly includes cash outflows for additions to assets.

The cash flow from financing activities reflects the repayment of liabilities from leasing agreements.

Cash and cash equivalents include deposits from customers amounting to EUR 4,441 thousand (December 31, 2023: EUR 4,281 thousand).

In the 2024 financial year, an amount at EUR 5,180 thousand (previous year: EUR 5,380 thousand) was reclassified from cash and cash equivalents to non-current receivables and assets, as these cash funds are subject to restrictions on disposal in the form of guarantees amounting to EUR 5,000 thousand for the sports betting license in Germany and EUR 180 thousand deposited with the FTA (Swiss Federal Tax Administration).

#### Capital Structure

Since its comprehensive restructuring in 2022, the Group has strived to generate sustainably positive cash flows to strengthen its capital base and ensure the Company's continued positive development. The level of capitalization should be sufficient to cover all contingencies arising from legal uncertainties and to enable unhindered operations.

The capital structure consists of net debt (essentially current liabilities less cash and cash equivalents) and the Group's equity. The latter consists of issued shares, capital reserves, and retained earnings.

Regulatory obligations do not impose any capital requirements on the Group. In this regard, it should be noted that the deposit of cash and guarantees for licenses is customary in the industry.

The Group does not pursue a specific net debt ratio, but rather strives to ensure the above-mentioned targets for the sustainable continuation of business operations.

Since the Group has no long-term loans, the default risk is limited to working capital. The Group uses weekly liquidity planning to optimize cash flows. This enables monitoring of cash requirements and optimization of cash flows to the capital employed.

The Group aims to maintain cash and cash equivalents at a level that exceeds the expected cash outflows from financial liabilities (excluding trade payables). Cash and cash equivalents are subject to restrictions on use in the amount of EUR 5,180 thousand, of which EUR 5,000 thousand is a guarantee for the licensing of sports betting in Germany and EUR 180 thousand is a deposit for the Swiss Federal Tax Administration (ESTV).

In summary, the BaH Group has no bank financing or other long-term financing and limits its liquidity risk to working capital financing.

	2024	2023
	EUR '000	EUR '000
Cash and cash equivalents	34,926	34,645
of which freely available	29,746	29,265
Current liabilities		
Trade payables	1,262	1,655
Liabilities to customers	4,441	4,281
Other liabilities	13,178	4,451
Tax liabilities	6,271	6,323
Working Capital	4,595	12,555

The Group was able to fulfil its financial obligations at all times.

### B.3.3 Net assets

As of 31 December 2024, **net assets** were as follows:

<b>Assets</b>	31.12.2023	31.12.2022
	EUR '000	EUR '000
Non-current assets	9,772	23,427
Current assets		
Interest in affiliated companies	9,108	0
Tax receivables	275	727
Other receivables and assets	3,778	3,360
Cash and cash equivalents	29,746	29,265
	52,680	56,779

In particular, the asset situation has seen shifts between long-term and short-term assets. Furthermore, overall assets have decreased by 7%.



The shift in assets results primarily from the fact that, contrary to previous years, the BaH Group now expects the liquidation of bet-at-home.com Entertainment Ltd. (in liquidation), St. Julian's, Malta, in the 2025 financial year, resulting in reclassifications and revaluations. In this context, receivables due from bet-at-home.com Entertainment Ltd. (in liquidation) in the amount of EUR 869 thousand were classified as current. In addition, the fair value of the remaining interest in bet-at-home.com Entertainment Ltd. (in liquidation) was measured for the first time as of December 31, 2024, in the amount of EUR 9,108 thousand. At the same time, the acquired customer claims were written down to EUR 437 thousand (previous year: EUR 8,134 thousand).

The reclassification of EUR 5,180 thousand from cash and cash equivalents to non-current receivables and assets had an offsetting effect, as these cash funds are subject to restrictions on disposal in the form of guarantees in the amount of EUR 5,000 thousand for the sports betting license in Germany and EUR 180 thousand deposited with the Swiss Federal Tax Administration (ESTV).

<b>Equity and liabilities</b>	31.12.2024	31.12.2023
	EUR'000	EUR'000
Group equity	22,992	27,444
Non-current liabilities (liabilities and provisions)	1,198	9,275
Current liabilities (liabilities and provisions)	28,490	20,060
	<b>52,680</b>	<b>56,779</b>

The equity ratio as of 31 December 2024 decreased to 43.6% (previous year: 48.3%). The consolidated balance sheet total decreased from EUR 56,779 thousand to EUR 52,680 thousand.

Non-current liabilities include liabilities from leases in the amount of EUR 1,082 thousand (previous year: EUR 1,409 thousand), as well as provisions for employee benefits in the amount of EUR 116 thousand (previous year: EUR 93 thousand).

Reclassifications were also made in liabilities, due to the BaH Group's changed assessment regarding the liquidation date of bet-at-home.com Entertainment Ltd. (in liquidation), St. Julian's, Malta. As a result, the liabilities to bet-at-home.com Entertainment Ltd. (in liquidation), St. Julian's, Malta, in the amount of EUR 7,773 thousand were reclassified from non-current liabilities to current liabilities (other liabilities).

Current liabilities include other provisions in the amount of EUR 3,007 thousand (previous year: EUR 3,027 thousand), trade payables in amount of EUR 1,262 thousand (previous year: EUR 1,655 thousand), tax liabilities in the amount of EUR 6,271 thousand (previous year: EUR 6,323 thousand), liabilities to customers amounting to EUR 4,441 thousand (previous year: EUR 4,281 thousand), lease obligations according to IFRS 16 amounting to EUR 331 thousand (previous year: EUR 322 thousand), and other liabilities amounting to EUR 13,178 thousand (previous year: EUR 4,451 thousand).

**B.4 Non-financial performance indicators**

The economic development of the BaH Group is reflected not only in financial figures, but also in non-financial performance indicators. These include the number and growth of registered users, as well as brand strength and customer satisfaction. Due to the increased outsourcing of key processes, the BaH Group believes these aspects are essential building blocks for a forward-looking positioning in the competitive environment.

**Number of users/ its growth**

As of December 31, 2024, the BaH Group had in total 5,810,178 registered users (previous year: 5,712,143). In the 2024 fiscal year, the BaH Group recorded 98,035 new registrations (previous year: 80,178). Please refer to B.3.1 "Results of Operations" in the combined management report.

**Brand Strength**

The strength of the "bet-at-home" brand is a key prerequisite for the long-term development of the BaH Group. With the goal of sustainably increasing brand strength, the Group expanded its marketing initiatives in 2024 and aligned them around the major sporting events of the year.

Trends in brand awareness and perception, as well as the long-term development of brand equity, are systematically recorded and analysed with the help of surveys in the core markets of Germany and Austria at least every two years. The analysis includes unaided and aided brand awareness as well as qualitative assessment of values. A brand awareness study is a result of online interviews conducted by an external institute with a representative panel of German and Austrian men between the ages of 18 and 69 with an interest in sports betting. The respondents corresponded in their composition, both in terms of stated and unstated characteristics, to the defined target groups. This correspondence, within the limits of statistical accuracy, is a necessary prerequisite for the generalizability of the results. Each measurement is compiled for the BaH Group and for selected competitors. The measurement can be broken down by age group, household size, net income group and geographical region.

Awareness	2024	2022
Germany	Rank 6	Rank 5
Austria	Rank 5	Rank 6

**Customer Satisfaction**

In addition to measuring brand strength, a NPS (Net Promoter Score) is regularly evaluated, which measures the extent to which customers would recommend the Group's offerings and the "bet-at-home"

brand, as well as continuously collecting direct customer feedback. For this purpose, surveys are sent twice a year to active German-speaking customers (Germany and Austria) with email opt-in, asking whether they would recommend the BaH Group's offerings based on a score distribution. The current NPS score is -8, although past experience has shown that a negative NPS score is associated with major changes (e.g., changes to the website, legal requirements, and products).

## **C. Report on risks and opportunities**

### **C.1 Forecast report**

Measured by EBITDA before special items, the bet-at-home.com AG Group plans to consistently continue its successful course from the previous year in the 2025 financial year. The focus remains on increasing customer satisfaction, optimizing efficient and scalable internal processes, continuously strengthening the "bet-at-home" brand in the core markets of Germany and Austria, and proactively addressing legal and regulatory changes.

#### **High customer satisfaction**

Customer satisfaction remains a key corporate goal. Further improvements in customer service, the introduction of new, user-friendly features on the platform, and attractive, personalized offers specifically tailored to customers' individual needs are planned. To achieve these goals, the Company is increasingly relying on data-driven real-time automation and the use of artificial intelligence. This is intended to further strengthen trust in the brand and sustainably enhance customer loyalty.

#### **Efficient and scalable processes**

The continuous analysis and optimization of internal processes remains a central component of the Company's strategy. The implementation of modern technologies and the automation of processes are intended to achieve further efficiency improvements, optimal use of resources, and long-term cost reduction.

#### **Strengthening the brand in core markets**

The "bet-at-home" brand will be further strengthened in the core markets of Germany and Austria. The Management Board expects that targeted marketing campaigns and strategic partnerships will increase brand awareness and contribute to acquiring new customers and reactivating existing ones.

## **Proactive risk management**

A proactive approach to regulatory and legal changes remains an essential component of the corporate strategy. Close cooperation with authorities and early adaptation to new legal requirements ensure a compliant and future-proof corporate structure. This enables the bet-at-home.com AG Group not only to minimize risks but also to leverage competitive advantages through a transparent and legally compliant market presence.

## **Regulatory developments and legal framework**

The Management Board will continue to monitor future regulatory and tax developments and is committed to applying for licenses for online sports betting and online gaming in countries selected on the basis of economic criteria that enable fair market access, as well as to expanding the existing offering. European countries are increasingly striving to exclude customers of unlicensed private gambling offerings from market participation by blocking websites and imposing regulatory requirements on payment service providers, especially since some legal regulations expressly provide for such measures. These measures increase the attractiveness of national licenses.

Further regulatory adjustments are to be expected in Germany, in particular expansions of the range of betting options eligible for approval and additional requirements for the system for increasing customer deposit limits. The specific design of these measures will significantly influence the channelling of the online gaming market to licensed providers and thus have a significant impact on the Group's earnings potential in the German core market.

In addition, legal uncertainty continues to exist in Germany due to inconsistent case law. However, a ground-breaking case could provide more clarity. In a current legal dispute between a competitor and a player, the Federal Court of Justice (BGH) decided on July 25, 2024, to refer the question to the European Court of Justice (ECJ) as to whether the freedom to provide services of a Maltese sports betting provider precludes reimbursement of losses from an unlicensed online sports betting service. The ECJ's decision is expected in the second half of 2025 and could have significant implications for the legal situation in Germany.

In Austria, the risk of customer claims has been reduced due to the discontinuation of the casino offering, statutory limitation periods, and already reached settlements. However, future claims against group companies or their executive bodies cannot be completely ruled out.

Furthermore, given the weak economy and the need for budget consolidation in Austria, an increase in taxes on sports betting revenues is to be expected. On March 7, 2025, the Austrian National Council approved an increase in the betting tax from the current 2% to 5%, effective April 1, 2025.

## **Market developments and economic conditions**

The dominance of sports betting in the product portfolio is expected to lead to increased seasonal fluctuations in the 2025 fiscal year, as no major, revenue-relevant, off-season sporting event will take place in the current year.

## **Financial forecast for financial year 2025**

Given the weak economy and the need for budget consolidation, Austria will, among other things, introduce an increase in taxes on sports betting revenues. On March 7, 2025, the Austrian lawmaker approved an increase in the betting fee from the current 2% to 5%, effective April 1, 2025. This short-term and significant adjustment to the betting fee will result in a significant burden on net betting and gaming revenue year-on-year. However, immediately passing on the increased costs to customers could impair competitiveness if competitors do not also implement this measure. Overall, the tax adjustment represents a challenge, and the Group will develop and implement its adjustment strategy taking into account the competitive conditions as well as long-term profitability and market positioning. Due to the numerous significant uncertainties that could impact business performance, the Management Board of the BaH Group currently plans for the 2025 fiscal year with an expanded range of:

- Gross betting and gaming revenue: EUR 46,000 thousand to EUR 54,000 thousand
- EBITDA before special items: EUR 0 thousand to EUR 4,000 thousand

The BaH Group will consistently pursue its strategic direction in order to position itself as a leading provider in its core markets in the long term and at the same time adapt flexibly to regulatory changes.

## **C.2 Risk report**

The risk report discloses material internal and external risks which may have an effect on the financial position, financial performance and cash flows of the BaH Group. Within the scope of the Group's risk management system, potential risks are identified on the basis of qualitative criteria, their probability of occurrence is determined and their potential effects are explained.

### **C.2.1 Risks**

#### **C.2.1.1 Regulatory and tax risks**

In some European countries, betting and gaming providers are exposed to legal challenges to terminate their offering and advertising of their services, particularly due to government monopoly regulations in the gambling sector. Certain national laws or draft laws continue to contain discriminatory regulations

with respect to foreign providers intended to seal off the market for domestic providers/monopolists. Due to market closures and the focus on the DACH markets, the risk in this regard has decreased.

#### Regulatory environment and risks from existing legal uncertainties

Provided that the BaH Group cannot rely on a national license, business activities within the European Union are offered on the basis of licenses for online gaming and online sports betting granted in Malta, which apply in all EU states, due to the European freedom to provide services and freedom of establishment, as long as the regulations in the respective country regarding online gambling and online sports betting remain in violation of the EU law.

At the same time, the regulatory developments in the EU member states are characterized by increasing efforts to establish licence systems for private providers of online gambling and online sports betting, which means that national licences within individual countries are becoming increasingly important for the Group.

In the core market of Germany, the Group managed to achieve a high level of legal and planning certainty at the end of the financial year 2022 by obtaining concessions for all products offered.

The relevant regulatory developments were as follows:

- In Germany: A significant economic risk in Germany arises from potential changes to regulatory requirements for implementing the State Treaty on Gambling, particularly with regard to player limits. Stricter regulations regarding deposit limits, stake restrictions, or gaming frequency controls could influence customer behaviour and lead to a decline in revenue. Furthermore, stricter advertising requirements could impair the Group's competitiveness. The responsible authorities evaluated possible changes in this area as early as 2024, but have not yet specified their specific form. This leads to increased uncertainty regarding future regulatory frameworks.

At the end of 2024, the authority announced that a key method (credit report) for determining customers' financial performance had proven unsuitable and that an alternative must be found. A less customer-friendly method or additional requirements could have a negative impact on the business results starting in the second quarter of 2025.

- In **Switzerland**, in June 2022, bet-at-home.com Internet Ltd. lost a legal dispute regarding the legality of IP blocking measures before the Swiss Supreme Court. The developments and market opportunities are being evaluated on an ongoing basis by the operational management together with its advisors. Constant blocking measures can lead to

impairments in the availability of the offering and thus to the loss of customers and thus in revenue.

- In **Malta**, a new regulation Gaming Act Article 56A (formerly known as Bill No. 55) of the Gambling Act came into force at the end of June 2023. Citing an exception in the EU Enforcement Regulation, foreign court rulings that contradict the Maltese Gambling Act are not be recognised, with reference to Maltese public policy. In April 2024, the competent Maltese court ruled that, based on the current legal situation, claims arising from player lawsuits in the liquidation proceedings of bet-at-home.com Entertainment Ltd. (in liquidation) are not to be recognized. At a hearing in October 2024, the official receiver presented a revised list of creditors in which the player claims were not taken into account. During the last hearing at the beginning of February 2025, the newly compiled "Statement of Affairs" – the list of debts and assets of the company in liquidation – based on this list of creditors was submitted to the court, which is to be finalized by the next hearing in May 2025. The Maltese official receiver remains committed to concluding the liquidation proceedings promptly in light of these developments. Both an action before the ECJ and a complaint before the EU Commission regarding the conformity of the Maltese provision with EU law are pending. A negative decision would increase the pressure on Malta to repeal or amend Article 56A of the Gaming Act.
- In Austria, online casino games are regulated under the gambling monopoly. A decision on a possible change or liberalization of the monopoly is expected in Q2 2025.

Due to diverging interests of the member states and national tax authorities, no significant standardization of relevant national regulations in the sports betting and gaming sector is to be anticipated in the foreseeable future. However, at the political level, the European Parliament, on the initiative of the EU Commission, passed in 2011 a legislative initiative with the aim of harmonizing national sports betting and gambling regulations. The member states are largely endeavouring to regulate the online sports betting and online gaming sectors and to establish a licensing system at the national level, even if it is not always in line with the provisions of European law. The European Court of Justice is increasingly shifting the review of legality of national licencing requirements to the level of national courts, which means that the provisions of European law are being increasingly neglected.

The risks of negative effects resulting from existing regulatory legal uncertainties are assessed as medium. If the risks were to materialize, the impact on the net assets, financial position and results of operations of the Group would be high. Particular consideration was given to the fact that the Group focuses on a historically smaller number of markets, which means that regulatory changes have potentially greater economic consequences.

## Tax risks

Those countries, in which the operational Maltese companies within the BaH Group operate, raise taxes on sports betting and gaming products based on varying measurement bases as well as VAT on electronic services. It cannot be ruled out that the taxes and levies in individual countries will increase to levels that would render the business of the operational Maltese company within the BaH Group wholly or largely unprofitable, either due to the tax rate or selection of measurement base.

In Austria, the increase in the betting fee from 2% to 5% of betting turnover was decided on March 7, 2025. The law will come into force on April 1, 2025.

In recent years, the regulatory environment for the taxation of multinational companies in general, as well as for BaH Group in particular, has become considerably more complex, particularly with regard to transfer prices, with companies having to drastically increase their efforts to meet tougher regulatory requirements. The fundamental agreement between states concerning the distribution of the overall tax base will, combined with the pending introduction of a global minimum tax, lead to further fundamental adjustments to the international taxation of multinational companies.

The BaH Group falls within the scope of the OECD Model Arrangements of Pillar Two. The provisions of EU Directive 2022/2523 have been implemented into national law in the relevant jurisdictions as follows:

- Germany: The Minimum Tax Act (MinStG) implementing the directive was published in the Federal Law Gazette on December 27, 2023, and entered into force on December 28, 2023.
- Malta: The regulations were implemented into national law on February 20, 2024. Malta took advantage of key provisions permitted by the directive to defer implementation of certain provisions. The provisions relating to the Income Inclusion Rule ("IIR"), the Undertaxed Profits Rule ("UTPR"), and the Qualified Domestic Top-up Tax ("QDTP") will therefore not be implemented into national law until December 31, 2029. Due to this deferral, the Group does not expect to have to pay a top-up tax in Malta until 2029.
- Austria: The Minimum Taxation Act (MinBestG) came into force on December 31, 2023.

According to the directive, the Group must pay a top-up tax equal to the difference between the GloBE effective tax rate and the minimum rate of 15%. With the exception of its subsidiaries in Malta, the Group is subject to an effective tax rate of more than 15% in the other jurisdictions in which it operates. Due to the postponed implementation of key components of the directive and the BaH Group's earnings situation in 2024, the Group assumes that no additional taxes will be payable for 2024. The Group is evaluating any potential impacts for subsequent years.



At the same time, the certainty that the applied transfer price rates will be accepted by the relevant tax authorities has decreased significantly, particularly as intra-company cross-border transactions are being increasingly investigated by the national tax authorities. The result of these developments are potential tax and interest back payments as well as potential double taxation. In 2020, bet-at-home.com Entertainment GmbH (Austria) entered into a tax ruling with the tax authorities in Austria, which is evaluated on an annual basis from 2023 onwards to ensure that it is up to date and will be once more evaluated in 2026.

The VAT risk in Switzerland materialized in the current fiscal year, as a final court ruling classified sports betting as an electronic service. This decision was fully accounted for in the current 2024 financial year. As a result, the risk for future reporting periods has been significantly reduced.

### **C.2.1.2 Risks from customer requests for reimbursement of gaming losses and licensing risks**

#### Customer requests for reimbursement of gaming losses

Despite various measures to protect customers, the Group remains exposed to legal disputes with customers who are seeking to reclaim their gambling losses in court.

At the end of 2024, 25 legal proceedings with a total value in dispute of around EUR 3,000 thousand were pending in Austria. Through attractive settlement solutions and proactive litigation, the Management Board together with its advisors have succeeded in largely limiting a future risk. In the context of the consolidated financial statements as of the end of the 2024 financial year, the BaH Group's legal advisors assessed the risk as being below 50%.

In Germany, customers are also attempting to reclaim their losses from sports betting and casino games from the Group companies in court. At the end of 2024, 53 legal proceedings with a total value in dispute of around EUR 3,200 thousand were pending in court. In accordance with the risk assessment by legal representatives, a provision was made in the balance sheet in the amount of EUR 1,126 thousand (previous year: EUR 1,715 thousand). The customers base their claims mainly on the lack of national gambling licences at the time of gambling losses. In addition to eligibility for a licence and official acquiescence, these claims are based in particular on customers' positive knowledge. Furthermore, such claims are generally time-barred after three years from the date of the plaintiff's knowledge, whereby a ten-year limitation period is also at the discretion of the courts. Especially since the Group has held licenses for both sports betting and casino games since the end of 2022, the risk is limited in time. In December 2024, a customer claim for reimbursement of gaming losses was filed in court for the first time, relating to periods from the granting of the German sports betting license. The plaintiff argues that proof of his economic capacity for deposits of EUR 1,000 or more has not been provided. Although compelling arguments exist to refute these claims, the outcome of such proceedings is uncertain. It can

be assumed that further similar claims will be asserted in the future.

In its ruling on July 25, 2024, the German Federal Court of Justice (BGH) referred the question to the European Court of Justice (ECJ) as to whether the freedom to provide services of a Maltese sports betting provider precludes the reimbursement of losses incurred by players in the context of an online sports betting service without a national license. A defendant competitor had already applied for a concession to organize sports betting in Germany for the relevant period, the award of which was stopped by a court due to a procedure contrary to EU law. In initial criminal proceedings relating to sports betting, the ECJ ruled that, under the principle of the primacy of EU law, a Member State may not impose criminal sanctions for conduct based on non-compliance with an administrative requirement if the Member State has refused or prevented compliance with that requirement in violation of EU law. The question now arises as to whether the concluded sports betting contracts may be considered void under civil law.

In December 2024, the Erfurt Regional Court (LG) supplemented the existing submissions from the Federal Court of Justice (BGH) and a Maltese court with further questions regarding the recoverability of sports betting and casino losses. These questions primarily concern whether a material violation of provisions of the State Treaty on Gambling or concession conditions that have been proven unlawful give rise to such claims.

Based on the ECJ ruling, a final decision is expected in the second half of 2025, especially since the court in Luxembourg typically decides within one year. The facts underlying this case are relevant to the BaH Group, and the outcome of the proceedings is therefore of great importance. The Management Board does not anticipate a massive increase in player claims in the meantime.

The general risk of customer claims in Germany can be classified as overall high. Should such a risk materialize, the impact on the financial position, financial performance and cash flows of the Group would be high.

#### Risk of the loss and/or Revocation of licenses

The Group companies base their offers on various licenses, which enable them a legally secure access to the markets of individual member states of the European Union.

In Germany, bet-at-home.com Internet Ltd. holds nationwide licenses for sports betting and virtual slot games. The Company continuously adapts its internal processes to the authorities' licensing requirements and is increasingly dependent on external technology partners.

The Maltese licenses issued by the Malta Gaming Authority (MGA) require a system audit, which examines the license holder's technical equipment, particularly IT security. In addition, compliance audits are conducted regularly, which have so far been completed without any significant issues.

The Group also holds a sports betting license from Ireland, which was renewed for two years in the third quarter of 2023.

The individual license provisions provide for fines and, in exceptional cases, revocation for repeated, serious violations. The risk of license revocation is classified as low. However, should such a risk materialize, the impact on the financial position, financial performance and cash flows is to be classified as high.

### **C.2.1.3 Risks from operating activities**

#### Odds management and bookmaker risk

Incorrectly estimated odds by a service provider or manual errors made by in-house bookmakers may result in higher customer pay-outs and consequently lead to a loss of revenue. With the strategic decision to increasingly rely on outsourcing, central odds management processes were transferred to an external partner. The implementation of comprehensive hedging systems by the outsourcing partner and continuous monitoring of quotas through market comparisons actively contribute to minimising the risk of incorrectly estimated odds.

The continuous development of the Group's own data platform by the internal IT team helps to strengthen the ability to monitor core processes and evaluate the performance of the external service provider.

The risks associated with inaccurate odds estimates and critical bookmaking processes are classified as from low to medium. Should such a risk materialize, the impact on the financial position, financial performance and cash flows of the Group is to be classified as of medium significance.

#### Technical risks

The products and services offered by the Group require a reliable functioning of a variety of technical systems. Serious disruptions of IT systems, in particular through adverse external influences such as hacker attacks, DDoS attacks, etc. could negatively impact on the Group's financial positions, financial performance and cash flows.

To minimise information security and IT risks, the BaH Group has personnel structures in the form of a Chief Information Security Officer (CISO), who in addition to implementing individual security measures ensures information security in day-to-day operations, investigates any security incidents, and is responsible for establishing an information security policy by means of awareness training.

The information security management system (ISMS) used by the BaH Group has been certified since the middle of 2021 according to the ISO/IEC 27001 international standard.

As part of the strategic realignment, which involves the increased outsourcing, the main transaction systems, in particular operation of the customer and payment platform as well as of the online sports betting product, are now performed by an external partner. The in-house created data platform and operated within the Group supports both operational processes and management decisions.

The resulting shift of risks to the outsourcing partner required an adjustment of the information security management system in the technological area. The external partner now takes comprehensive measures to minimize information security and IT risks and is certified according to both ISO 27001 and PCI-DSS.

The migration of own system components, which had been optimized and stabilized over years, to newly configured systems from the outsourcing partner, which was completed in 2023, was associated with an increased technical and procedural risk in the short term. This risk has gradually decreased compared to the previous year. The remaining challenges result from both technical components themselves and the increased complexity, which requires increased coordination between the specialist and compliance departments involved.

In the medium to long term, the risk will continue to decrease, particularly through stabilization measures already initiated and planned to ensure optimized collaboration and improved integration of the system components.

The Management Board assumes that comprehensive measures have been taken to minimize IT risks. Therefore, these are classified as lower compared to the previous year, but still as medium. Should such a risk materialize, the impact on the financial position, financial performance and cash flows of the Group is to be classified as high.

#### Deficient performance of external service providers

In order to conduct its operational business, the BaH Group relies on cooperation with external service providers with relevant expertise and technologies. This mainly affected software products for the casino, games and virtual sports segments, as well as data and voice communication, procurement, installation, development, maintenance and servicing of hardware and software, and payment processing. There is a risk that one or more external service providers will fail to provide their services, or will not do so in a stable or error-free manner, or that their integration will be incorrect. It is therefore possible that the BaH Group could find itself unable to meet its own functional and non-functional obligations with respect to end customers properly or to a desired standard. This could lead to restrictions for customers in terms of general system availability or the range of products or payment methods offered, and even to errors in the settlement of gaming winnings, which could have a negative impact on the Group's earnings situation.

In addition, regulatory changes are often announced by responsible authorities with a short time for

preparation, and these can often have far-reaching technical implications. By outsourcing key components, there is a risk that the external partner will not implement necessary adjustments in a specified timeframe, to a required extent or with a required quality.

This is accompanied by a risk that system failures or restrictions will not be detected and remedied promptly to the desired standard, as the employees of the BaH Group have no or only indirect access to the system monitoring of service partners and are therefore dependent on their quality assurance processes for detection and remediation.

To minimise external risks, various measures, such as regular system audits, internal reviews, training and ongoing monitoring by the Product Management and Controlling departments, were taken. The continuous investment in an internal data platform significantly improves the possibilities of system monitoring in order to recognise potential errors in both our own service provision and in the performance of external service providers at an early stage and rectify them promptly.

The risks of deficient performance of external service providers are assessed to be medium. Should such a risk materialize, the impact on the financial position, financial performance and cash flows of the Group is to be classified as high.

#### Prevention of money laundering and terrorist financing

The basis for the money laundering prevention concept is formed by the requirements of the EU money laundering directives and their national implementations.

The aim of money laundering prevention is to prevent the introduction of illegal assets into the financial and economic cycle.

In an overall assessment, all potential risks relevant to money laundering were analysed. Based on this risk analysis, the BaH Group has implemented a money laundering prevention system that is based on a risk-based approach.

All customers go through a know-your-customer process. This includes, among other things, the unambiguous determination and documentation of customers' identity as well as the origin of assets used during the business relationship or a transaction on an occasion-related basis. As part of continuous monitoring of business relationships, politically exposed persons are identified and comparisons are made with terror and sanctions lists.

The anti-money laundering officer is responsible for ongoing developments and improvements to the overall AML system. Employees are informed about new developments and changes in the area of money laundering and terrorist financing prevention as part of annual training sessions, so that each employee can identify any risky transactions or business relationships at an early stage. Employees are

required to report any suspicious circumstances to the anti-money laundering officer.

The anti-money laundering officer acts autonomously and without instructions and is responsible for submitting suspicious activity reports to the relevant competent authority. In order to perform his duties, she or he may call upon expert employees in her or his department.

The management is informed by the anti-money laundering officer at regular intervals about activities and measures to prevent money laundering and terrorist financing.

The risks in this context are classified as low. Should such a risk materialize, the impact on the financial position, financial performance and cash flows of the Group is to be classified as medium.

#### Risks from business relationships in connection with financial service providers

Financial service providers for industries with increased money laundering risk, such as the online gaming industry, are facing growing compliance requirements. The increasingly complex regulatory landscape is leading to stricter requirements in the areas of financial transparency, risk management, and money laundering prevention, thereby increasing due diligence obligations, particularly in KYC processes and new business relationships.

The associated rising costs and requirements mean that only a few financial service providers accept business customers from the online gaming industry. This leads to increased dependence on a small number of financial service providers and increases the loss of bank deposits in the event of these institutions failing.

The risks associated with the default of payment service providers are assessed low. Should such a risk materialize, the potential impact on the financial position, financial performance and cash flows of the Group is to be classified, however, as significant.

#### Personnel and employee risk

The further development of the BaH Group will continue in future to rely heavily on the performance of all employees and managers. With an increasing competition in the market for gambling and betting products, as well as a shortage of skilled workers in the context of ongoing digitalization, there is a growing risk that qualified employees may be poached or that it may not be possible to recruit a sufficient number of suitable new employees. Attractive framework conditions and sufficient prospects for committed employees, as well as ongoing training measures, are intended to successively reduce the personnel and employee risk.

The implementation of two personnel reduction programs in 2022 led to a significant decrease in the

number of employees. This leads to increased dependence on existing personnel. Recruiting qualified personnel remains challenging, due to the current macroeconomic situation, general scepticism of potential employees towards the online gaming industry, an overheated labour market, as well as increasingly negative public reporting. This increases the risk that any unforeseen personnel departures cannot be compensated for in a timely manner by internal resources or new external recruits. To minimize this risk, measures are being taken to ensure management continuity and orderly succession planning. In addition, numerous workflows were adjusted and standardized during the past financial year to further reduce dependence on individual positions.

The risks in this connection continue to be classified as medium to high. Should such a risk materialize, the impact on the financial position, financial performance and cash flows of the Group is classified as medium.

### **C.2.2 Risk management system**

The Group parent's Management Board is responsible for establishing risk management policies. Compliance with these policies is monitored by the managing directors or department heads of the subsidiaries. The basic components of risk management include the general principles of risk prevention, such as the segregation of duties and the dual control principle, for important processes as part of internal controls. Various partially automated procedures using software systems are also applied.

The outsourcing of central business areas in the financial year 2023 has led to significant changes in the nature, possibilities and scope of risk monitoring in these areas. Despite the transfer of executive responsibility for these outsourced workflows and technological components to the outsourcing partner, it remains essential for the Group to ensure adequate risk management. This is ensured through continuous investment in adapting, expanding and improving the corresponding risk management systems. In particular, numerous projects have been initiated to establish and expand the Group's own data platform in accordance with the latest technological standards. This includes measures for the real-time processing of a large number of data streams provided by the outsourcing partner, as well as their integration with data from the legacy systems and customer behaviour forecasts using machine learning. For risk management purposes, credit assessments and risk system checks in the form of credit card checks, payment verifications, and analyses of player behaviour are carried out on an ongoing basis. In addition, controlling activities in the areas of marketing, partner programme, payment systems, and intercompany clearing were further intensified. In order to reduce legal risks and assess a complex regulatory environment, the company engages reputable external legal advisers.

The Management Board also ensures that any negative developments are identified at an early stage by cross-departmental monitoring systems. For example, IT risks are monitored by voluntarily

commissioning external certification bodies (e.g., eCogra), operational risks are monitored by means of automated plausibility checks during the preparation of offers, and financial risks are monitored and reported by means of ongoing analysis of key performance indicators.

The BaH Group fulfils the requirement under Section 91 (2) of the German Stock Corporation Act (AktG) that it is able to identify at an early stage all significant developments and/or developments that could jeopardize the continued existence of the company by means of an early risk identification system by means of the Group-wide risk management system with uniform framework conditions and standards for the structuring of the early risk identification system.

### **C.3 Opportunities report**

The shift in demand to the internet and advancing digitalization increase growth opportunities for the Group. In the gambling sector, the trend away from stationary offerings toward online betting continues. According to the "Branchenradar" (Industry Radar), the share of online betting in total betting volume in Austria was 74.5% in 2020 and is expected to rise to 86% by the end of 2025.

In Germany, the acquisition of licenses for banking games such as roulette and blackjack at the state level could have a positive impact on the Group's business activities. A continuous expansion of the betting program is also expected. A possible increase in the stake limit from the current EUR 1 per virtual slot could lead to a strengthening of the licensed market. Overall, the increased efforts of the German regulatory authority to combat the black market represent significant growth potential.

In Austria, the expiration of the gambling monopoly in September 2027 and the first-time awarding of licenses for online casino games could lead to significant market growth in the medium term. In principle, the ongoing re-regulation of the online gambling sector opens up opportunities to enter new markets.

Due to the targeted outsourcing of key technological components and the continuous optimization of central business processes, the BaH Group has sustainably increased its efficiency and effectiveness. A high degree of automation ensures scalable business processes and will enable it to handle a significantly higher business volume in the future with a virtually unchanged workforce.

This strategic orientation allows for more flexible adaptation to market changes and strengthens the Group's competitiveness. Furthermore, resources are being used specifically for innovations and the further development of the product portfolio, thereby opening up new growth opportunities. The optimized cost structure also contributes to the company's long-term profitability and financial stability.



Furthermore, the Management Board continuously evaluates the market for opportunities for regional expansion and potential strategic partnerships to promote further growth and sustainable market positioning.

The targeted personnel development of highly qualified employees is the foundation for the Group's continued successful development. The intensive professional training is considered a key cornerstone of success.

#### **C.4 Group accounting-related internal control and risk management system**

The internal control and risk management system of the BaH Group comprises all principles, procedures and measures designed to ensure the effectiveness, efficiency and regularity of financial reporting and compliance with relevant legal requirements. Apart from additional internal control and risk management measures in relation to the outsourcing of core processes completed in 2023, there were no significant changes compared to the previous year.

The Management Board of BaH is responsible for the internal control and risk management system required for protecting against risks, as well as designs and monitors the scope and focus of the systems in place based on specific requirements within the Group. Process-integrated and process-independent monitoring measures form the elements of the internal monitoring system.

The measures of the internal control system focus on the correctness and reliability of the Group's accounting system, ensure that business transactions are recorded completely, promptly and in accordance with legal and statutory requirements. Furthermore, the Group's consolidation and accounting policies ensure that assets and liabilities are accurately stated, measured and reported in the consolidated financial statements. The policies also ensure that accounting documents provide reliable and traceable information.

#### **C.5 Risk reporting related to the use of financial instruments**

##### **Cash and cash equivalents and liquidity risk**

Liquidity risk reflects the risk of not being able to provide sufficient liquidity resources in order to meet financial obligations due at any time.

Freely available funds were invested in fixed-term deposits. The Group considers the use of these financial instruments to pose a very low risk.

The major uncertainty regarding the future liquidity situation arises from when and to what extent the BaH Group will still have to make payments to bet-at-home.com Entertainment Ltd. (in liquidation) and to the Maltese tax authorities as part of the winding-up process, or will have its own receivables settled in this context.

Furthermore, there is considerable uncertainty in the liquidation planning with regard to potential future payment obligations related to customer claims. Internationally inconsistent legislation and the referral of key issues to the European Court of Justice for clarification mean that different developments are possible depending on future case law.

In addition, there is a need to provide collateral to licensing authorities as part of regulatory requirements. If the BaH Group is unable to provide appropriate collateral through bank guarantees, existing liquid assets would have to be deposited as collateral. Regulatory requirements to protect customer deposits against payment defaults lead to liquidity constraints and overcollateralization, which reduces freely available liquidity and increases the risk of non-fulfilment of licensing conditions and loss of access to regulated markets.

Liquidity risk remains classified as medium. Should this risk materialize, the impact on the Group's assets, financial position, and earnings would be classified as high.

#### **Default on receivables (credit risk)**

Credit risk refers to the risk of late payment or payment default by contractual partners. With the exception of receivables from bet-at-home.com Entertainment Ltd. (in liquidation) (reported under other non-current receivables and assets), there is no considerable credit risk. On the assets side, the amounts reported (current receivables and other assets) also represent the maximum credit and default risk. There are no offsetting possibilities.

The risks relating to reduced cash flows from receivables from bet-at-home.com Entertainment Ltd (in liquidation) have decreased. The claims against the company were accounted for in the BaH Group based on the list of creditors prepared by the official receiver and confirmed by the court in October 2024. During the court hearing on April 10, 2024 in Malta, the judge followed the official receiver's opinion that all deferred customer claims, including external legal fees and other fees (EUR 25,000 thousand), would not be recognized in bet-at-home.com Entertainment Ltd. (in liquidation). This decision is supported by Article 56A of the Maltese Gaming Act, which was passed in Malta in July 2023 and stipulates that foreign claims based on the lack of a national license will not be recognized against operators licensed in Malta. This applies not only to receivables from ongoing business relationships up to May 13, 2022, but also to receivables due from bet-at-home.com Entertainment Ltd. (in liquidation) acquired during the liquidation phase. In the 2024 financial year, the acquired customer claims

amounting to EUR 8,134 thousand were therefore written down to EUR 437 thousand. During the last hearing at the beginning of February 2025, the newly prepared "Statement of Affairs" - the list of liabilities and assets of the company in liquidation - based on this list of creditors was submitted to the court and is to be finalized by the next hearing in May 2025. The Management Board, with the assistance of external experts, has addressed the existing uncertainties regarding the valuation of the receivables due from bet-at-home.com Entertainment Ltd. (in liquidation) by making certain assumptions and evaluating various scenarios in the sense of a best-possible estimate. The risk that the recoveries from the liquidation of bet-at-home.com Entertainment Ltd. (in liquidation) will be lower than estimated in its valuation has decreased compared to the previous year, but is still classified as low to medium. In the event of a risk materialization, the impact on the Group's assets, financial position, and results of operations continues to be classified as medium to high.

## D. Notes to the Financial Statements of bet-at-home.com AG

The combined management report of bet-at-home.com AG has been consolidated with the combined management report of the bet-at-home.com AG Group. bet-at-home.com AG is the management holding company of the bet-at-home.com AG Group and as such depends to a significant extent on the development of the bet-at-home.com Group in terms of business trend, position and expected development, including all related material opportunities and risks, which are disclosed in this combined management report.

### D.1 Earnings position of bet-at-home.com AG

	2024	2023	Change	
	EUR'000	EUR'000	EUR'000	%
Sales revenue	828.7	764.4	64.3	8.4
Other operating income	33.9	143.3	-109.4	-76.3
Ordinary operating income	862.6	907.6	-45.1	-5.0
Personnel expenses	-837.9	-731.6	-106.3	14.5
Other administrative expenses	-733.2	-2,053.8	1,320.6	-64.3
Write-off of current assets	-6,975.1	0.0	-6,975.1	0.0
	-8,546.2	-2,785.4	-5,760.8	206.8
<b>Operating income (expenses)</b>	<b>-7,683.6</b>	<b>-1,877.7</b>	<b>-5,805.9</b>	<b>309.2</b>
Income from investments	7,500.0	2,500.0	5,000.0	200.0
Interest received	24.9	0.0	24.9	0.0
Interest paid	-364.6	-170.9	-193.7	113.3
<b>Net finance income (costs)</b>	<b>7,160.4</b>	<b>2,329.1</b>	<b>4,831.2</b>	<b>207.4</b>
<b>Earnings before taxes</b>	<b>-523.3</b>	<b>451.4</b>	<b>-974.7</b>	<b>-215.9</b>
Income taxes	0.0	101.9	-101.9	-100.0
<b>Earnings after taxes</b>	<b>-523.3</b>	<b>553.3</b>	<b>-1,076.5</b>	<b>-194.6</b>

Sales revenue includes income from the transfer of management service charges to subsidiaries.

The write-down of current assets in the amount of EUR 6,975 thousand relates to acquired customer claims from the year 2022 and is directly related to the insolvent company bet-at-home.com

Entertainment Ltd. (in liquidation), St. Julian's, Malta. The official receiver of bet-at-home.com Entertainment Ltd. (in liquidation), St. Julian's, Malta, in accordance with Article 56A of the Gaming Act, has not recognized all customer claims for which the Company had made provisions and has removed them from the creditor list. The court followed the official receiver's opinion and recognized the creditor list in October 2024.

The amounts from investments consisted of a special dividend distribution of EUR 5,000 thousand from the 2023 financial year and a dividend commitment of EUR 2,500 thousand from the 2024 financial year of bet-at-home.com Entertainment GmbH.

Personnel expenses relate exclusively to the member of the Management Board of the Company.

## D.2 Net assets of bet-at-home.com AG

	31.12.2023		31.12.2022		Change	
	EUR'000	%	EUR'000	%	EUR'000	%
<u>Non-current assets</u>						
Financial investments	10,871.3	50.4	10,871.3	48.3	0.0	0.0
<u>Current assets</u>						
Other assets, including						
accruals and deferred income	688.5	3.2	7,663.3	34.0	-6,974.8	-91.0
Receivables from associated companies	8,093.2	37.5	2,722.5	12.1	5,370.6	197.3
Cash and cash equivalents	1,922.0	8.9	1,258.7	5.6	663.3	52.7
	10,703.6	49.6	11,644.5	51.7	-940.9	-8.1
	<b>21,574.9</b>	<b>100.0</b>	<b>22,515.8</b>	<b>100.0</b>	<b>-940.9</b>	<b>-4.2</b>

Financial assets exclusively comprise the interest in bet-at-home.com Entertainment GmbH.

Other assets decreased to EUR 688 thousand (previous year: EUR 7,663 thousand), due to the reduction to EUR 673 thousand (previous year: EUR 7,623 thousand) as a result of the write-off of acquired customer claims against bet-at-home.com Entertainment Ltd. (in liquidation) in the amount of EUR 6,950 thousand, as the official receiver implemented Article 56A of the Gaming Act and removed all customer claims, for which the Company had made provisions, from the list of creditors. The remaining amount of EUR 15 thousand (previous year: EUR 39 thousand) relates to deferred income.

Receivables from affiliated companies mainly include receivables from dividend entitlements with respect to bet-at-home.com Entertainment GmbH, Linz, in the amount of EUR 7,500 thousand.

### D.3 Financial situation of bet-at-home.com AG

	31.12.2024		31.12.2023		Change	
	EUR'000	%	EUR'000	%	EUR'000	%
Equity	11,606.5	53.8	12,129.7	56.2	-523.3	-4.3
Non-current liabilities and provisions						
Other non-current liabilities	9,591.2	44.5	7,567.1	35.1	2,024.1	
Current liabilities and provisions						
Suppliers	5.1	0.0	3.3	0.0	1.8	52.9
Provisions	162.5	0.8	163.8	0.8	-1.3	-0.8
Other current liabilities	209.7	1.0	2,651.9	12.3	-2,442.2	-92.1
	<b>21,574.9</b>	<b>100.0</b>	<b>22,515.8</b>	<b>100.0</b>	<b>-940.9</b>	<b>-4.2</b>

The item "Other non-current liabilities" comprises intragroup loan liabilities in the amount of EUR 9,591 thousand.

bet-at-home.com AG is financed both through the provision of personnel to the subsidiary bet-at-home.com Entertainment GmbH and from dividend entitlements from the operating companies in Malta bet-at-home.com Internet Ltd. and bet-at-home.com International Ltd., as well as from dividend distributions from bet-at-home.com Holding Ltd., Malta, and bet-at-home.com Entertainment GmbH, Austria, at the same time.

## E. Disclosures in accordance with Sections 289a and 315a HGB

### 1. Composition of issued capital

As at 31 December 2024, the issued capital of bet-at-home.com AG amounted to EUR 7,018,000 and is divided into 7,018,000 no-par value bearer shares (shares with no par value). Each share corresponds to EUR 1.00 of the issued capital.

### 2. Voting and share transfer restrictions

There are no internal restrictions relating to voting rights or the transfer of shares in the company.

### 3. Direct or indirect shareholdings with more than 10% of voting rights

As of 31 December 2024, the Company received the following notification of direct or indirect shareholdings with more than 10% of voting rights:

- Betcltic Everest Group S.A.S., France: 53.9 %, which are held directly (notified on 5 July 2022).

The shareholding of Betcltic Everest Group SAS is attributed to Mr Stéphane Courbit via the following

companies: Lov Group Invest SAS, Financière Lov SAS, BANIJAY GROUP N.V.

#### **4. Holders of shares with special controlling rights**

The Company has no shares that confer special controlling rights.

#### **5. Control of voting rights for employee shares when control rights are exercised indirectly**

There is no indirect control of voting rights within the meaning of Section 289a (1) No. 5 and Section 315a (1) No. 5 HGB by employees holding an interest in the capital.

#### **6. Statutory regulations and provisions of the Company's Articles of Association on the appointment and dismissal of members of the Management Board and amendments to the Company's Articles of Association**

a) In accordance with Section 7 (1) of the Articles of Association of bet-at-home.com AG, the Management Board consists of one or more persons. The number of members of the Management Board and any deputy members of the Management Board is determined by the Supervisory Board. Members of the Management Board are appointed and dismissed on the basis of Sections 84 and 85 AktG.

The Supervisory Board appoints the members of the Management Board for a maximum of five years. Reappointment or extension of the term of office, in each case for a maximum of five years, is permitted. This requires a new Supervisory Board resolution, which can be passed at the earliest one year before the expiry of the previous term of office. The Supervisory Board is quorate for the appointment of Management Board members if all three of its members participate in the resolution.

b) In accordance with Section 179 AktG, any amendment to the Articles of Association requires a resolution by the Annual General Meeting. The resolution of the Annual General Meeting requires a majority of at least three quarters of the share capital represented when the resolution is passed. The articles of association may stipulate a different capital majority, but only a larger capital majority for a change to the object of the company. They may stipulate further requirements. Resolutions of the Annual General Meeting are passed with a simple majority of the votes cast in accordance with Section 20 of the Articles of Association, unless a larger majority is required by law. If, in addition to a simple majority of votes cast, the law requires a majority of the share capital represented when the resolution is passed, a simple majority of the share capital represented is sufficient, if permitted by law; this applies in particular to resolutions pursuant to Section 103 AktG (dismissal of Supervisory Board members), Section 179 AktG (amendments to the Articles of Association), Section 182 AktG (increase in share capital against contributions), Section 207 AktG (capital increase from company funds) and Section 221

AktG (in particular the issue of convertible bonds, participating bonds).

Pursuant to Section 24 of bet-at-home.com AG's Articles of Association, the Supervisory Board is authorised to resolve amendments to the Articles of Association that only affect the wording. In addition, the Supervisory Board is authorised to amend the wording of Article 4 of the Articles of Association after the share capital has been increased in full or in part in accordance with the respective utilisation of the authorised capital and, if the authorised capital has not been utilised or not fully utilised by 15 July 2029, after the authorisation period has expired.

## **7. Rights of the Executive Board to issue or repurchase shares**

The general meeting of shareholders on 16 July 2024 resolved to authorise the Management Board of the parent company, with the Supervisory Board's consent, to increase the Company's share capital by 15 July 2029 by issuing up to 3,509,000 new non-par value bearer shares for cash or non-cash contributions, once or several times, up to an amount of EUR 3,509,000.00 (Authorized Capital 2024). The shareholders shall be offered to purchase new shares. However, the Management Board is authorised, upon approval by the Supervisory Board, to exclude the shareholders' subscription right in certain cases.

Furthermore, the Management Board is authorised by resolution of the general meeting of shareholders of 26 May 2023, with the consent of the Supervisory Board, to acquire treasury shares until 25 May 2025 for an amount of up to 10% of the share capital of the Company existing when this authorisation is granted, or (if this value is lower) 10% of the share capital existing at the time of enforcement of this authorisation. In this context, the shares acquired following this authorisation, together with other shares of the Company, which the Company already acquired and still holds or which are attributable to the Company pursuant to Section 71a et seq. of the German Stock Corporation Act (AktG), should at no time exceed 10% of the share capital. The authorisation should not be used for the purpose of trading in treasury shares.

## **8. Important Company agreements subject to a change-of-control clause in the event of a takeover offer**

The company has not concluded any material agreements that are subject to the condition of a change of control following a takeover bid. Nor have any compensation agreements been concluded with the members of the Management Board or employees in the event of a takeover bid.

**F. Explanation regarding the management of bet-at-home.com AG in accordance with Section 289f HGB and the Group in accordance with Section 315d HGB as well as the corporate governance report**

The current corporate governance statement, including the declaration of conformity in accordance with Section 161 of the German Stock Corporation Act (AktG), is available on bet-at-home.com AG's website at <https://www.bet-at-home.ag/de/corporate-governance/>. Further information on corporate governance - such as the rules of procedure for the Supervisory Board, the remuneration systems for the Management Board and the Supervisory Board, and the corporate governance statements for previous financial years - is also available on the bet-at-home.com AG's website.

**G. Closing statement on the report on relationships with affiliated companies (dependent company report), Section 312 (3) sentence 3 of the German Stock Corporation Act (AktG)**

We hereby declare that the Company received appropriate consideration for the legal transactions and other measures listed in the report on relationships with affiliated companies in accordance with the circumstances known to us at the time the legal transactions were carried out or the measures were taken or omitted and that the company was not disadvantaged by the fact that the measures were taken or omitted.

Düsseldorf, 27 March 2025

Marco Falchetto



## Translation, German version prevails

### INDEPENDENT AUDITOR'S REPORT

To bet-at-home.com AG, Düsseldorf

#### *Report on the Audit of the Annual Financial Statements and of the Combined Management Report*

#### *Audit Opinions*

We have audited the annual financial statements of bet-at-home.com AG, Düsseldorf, which comprise the statement of financial position as of December 31, 2024, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the financial year from January 1, 2024 to December 31, 2024, and notes of the financial statements, including significant information on accounting policies. In addition, we have audited the combined management report of bet-at-home.com AG, Düsseldorf for the financial year from January 1, 2024 to December 31, 2024. In accordance with the German legal requirements, we have not audited the items listed in the chapter "Other Information" of this report.

In our opinion, based on the knowledge obtained during the audit,

- the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities, and financial position of the company as at December 31, 2024, and of its financial performance for the financial year from January 1, 2024 to December 31, 2024 in compliance with German Legally Required Accounting Principles, and
- the accompanying combined management report as a whole provides an appropriate view of the company's position. In all material respects, this combined management report is consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the combined management report does not cover the content of the disclosures made in the Section "Other Information" of this auditor's report.

In accordance with § 322 para. 3 sentence 1 HGB (Handelsgesetzbuch: German Commercial Code), we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the combined management report.

### *Basis for the Audit Opinions*

We conducted our audit of the annual financial statements and of the combined management report in accordance with § 317 HGB and the EU Audit Regulation (No. 537/2014, referred to subsequently as “EU Audit Regulation”) and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the “Auditor’s Responsibilities for the Audit of the Annual Financial Statements and of the Combined Management Report” the section of our auditor’s report. We are independent of the Company entities in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) letter (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the annual financial statements and on the combined management report.

### *Change of auditor of the financial statements*

The annual financial statements and the combined management report of bet-at-home.com AG for the previous financial year ended 31 December 2023 were audited by a different auditor who issued unmodified audit opinions on these annual financial statements and the combined management report dated 5 March 2024.

### *Key Audit Matters in the Audit of the Annual Financial Statements*

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual financial statements for the financial year from January 1, 2024 to December 31, 2024. These matters were addressed in the context of our audit of the annual financial statements as a whole, and in forming our audit opinion thereon; however, we do not provide a separate audit opinion on these matters. In our opinion, the following matters were of most significance in our audit:

- Regulatory risks relating to the Company's business activities
- Valuation of acquired customer claims against bet-at-home.com Entertainment Ltd, Malta (in liquidation)

Our presentation of these key audit matters has been structured as follows:

1. Facts and problem definition
2. Audit procedures and findings
3. Reference to further information

We have summarised the key audit matters below:

### ***Regulatory risks relating to the Company's business activities***

#### 1. Facts and problem definition

bet-at-home.com AG is a European gambling provider of online sports betting and online gaming (slots). Its core markets are Germany and Austria. Gambling is subject to state supervision and control in Europe. The Group therefore applies for a national state license for each country/EU member state in which it operates.

For the market in Germany, the Group was granted a license for online sports betting and online gaming (slots) at the end of 2022 until the end of 2027. In Austria, there is a state monopoly for online casinos (online gaming). As the monopoly for online gaming (slots) in Austria was awarded to the Austrian lottery company (Casino Austria), the Group is not active in this area in Austria. In contrast, online sports betting is not covered by the state gambling monopoly (Gambling Act). Here, the Group operates on the basis of Maltese licenses.

For all other EU markets for which the Group does not hold a national license, the operating business is conducted via the subsidiaries in Malta on the basis of licenses granted in Malta (European freedom to provide services and freedom of establishment). State monopoly regulations in individual EU countries, which call into question the permissibility of online sports betting and online gaming by private providers, continue to contradict the established case law of the European Court of Justice, which is favourable to providers. In its ruling of 8 September 2010, the European Court of Justice denied the admissibility of discrimination against private providers of online sports betting and online gaming compared to state monopoly providers. However, it did consider the existing legal regulations to be permissible for an indefinite transitional period.

Irrespective of the established case law of the European Court of Justice, individual EU member states continue to attempt to prevent or impede gambling through regulatory measures. If such measures are successful in important sales markets (core markets), this

will have a lasting negative impact on the economic situation of bet-at-home.com AG. Ultimately, this could lead to damage to the business model.

Against this background and due to the underlying complexity of the legal assessment, this matter is a key audit matter in the context of our audit.

## 2. Audit procedures and findings

As part of our audit, we responded to this risk as follows:

- We continuously monitor legal developments and case law in this area. As part of the audit of the financial statements, we received written valuations from advisors specialized in this area of law regulations in addition to the conducted interviews. In addition to our own research and valuations, we held extensive discussions with the executive directors and the Chairman of the Supervisory Board of bet-at-home.com AG, who specializes in these matters as a lawyer, in order to obtain their assessment of the legal developments and risks.
- We have verified that bet-at-home.com AG's executive directors, through regular consultation with specialized advisors and regular internal reporting on these issues, are in a position to assess the regulatory risks in a qualified manner at all times, in order to be able to take any necessary measures in a timely manner.

On the basis of our audit procedures, we were able to satisfy ourselves that the estimates and assumptions made by the legal representatives to assess the regulatory risks are justified and adequately documented.

## 3. Reference to further information

Further information on the presentation of regulatory risks in the online sports betting and online gaming sector, as well as current developments are contained in the combined management report (Section C.2.1.1 'Regulatory and tax risks').

### ***Valuation of acquired customer claims against bet-at-home.com Entertainment Ltd, Malta (in liquidation)***

#### 1. Facts and problem definition

bet-at-home.com Entertainment Ltd. (in liquidation), St. Julian's, Malta, offered online casino games in Germany and Austria based on its Maltese licenses. Due to the lack of a national

license in Germany and Austria, local courts ruled that losses incurred by a player in the context of online casino games should be reimbursed by the gambling provider. In the course of this case law, several litigation funders have focussed on the enforcement of such claims and acquired them.

In response to extensive claims, on December 23, 2021, an application for winding-up by the court for bet-at-home.com Entertainment Ltd. (in liquidation), St. Julian's, Malta, was filed and on May 13, 2022, the insolvency administrator ("Official Receiver") was appointed.

In the 2022 fiscal year, the company reached agreements with several litigation funders and acquired the court-established repayment claims of customer (approx. EUR 21,000 thousand in total) against bet-at-home.com Entertainment Ltd. (in liquidation), St. Julian's, Malta, for a total of EUR 7,623 thousand and capitalised as other assets.

In June 2023, the Maltese government passed Article 56A of the Gaming Act (known as Bill 55), which stipulates that foreign judgments against Maltese gambling operators will not be recognized by Maltese courts and may not be enforced. Various EU member states have filed a lawsuit against Article 56A of the Gaming Act with the European Court of Justice (ECJ), which should now decide whether it complies with EU law. It may take several years for the ECJ to issue a decision.

Another insolvency administrator was appointed in mid-2024, who is expected to liquidate bet-at-home.com Entertainment Ltd. (in liquidation), St. Julian's, Malta, in the calendar year 2025. Since the courts in Malta apply Article 56A of the Gaming Act, bet-at-home.com AG currently assumes that the customer claims are not included in the insolvency estate. In this case, player claims would no longer be recoverable due to the lack of expected returns. The company has written down player claims to a value of EUR 672 thousand because it cannot be ruled out 100% that the liquidation will take several years and the ECJ has ruled in the meantime that Bill 55 violates EU law.

Due to significance of the amount of acquired customer claims, the complexity of valuation and uncertainties associated with the valuation resulting from judgements and estimates made by the executive directors, the valuation of the customer claims against bet-at-home.com Entertainment Ltd. (in liquidation), St. Julian's, Malta, is a key audit matter in the context of our audit. There is a risk for the financial statements that the market value of the acquired claims of the players is not measured at an appropriate amount - too high or too low.

## 2. Audit procedures and findings

As part of our audit of the financial statements, we responded to this risk as follows:

- First of all, we assessed the underlying valuation model for plausibility and appropriateness. In addition to available court decisions, we examined in particular the work results, opinions and probability-weighted valuation scenarios submitted by the expert working for bet-at-home.com AG on the basis of internal and external audit evidence.
- We also assessed the process established by the company to ensure the recording of judicial and extrajudicial proceedings, the assessment of the course and outcome of proceedings and the correct presentation in the balance sheet.
- Furthermore, in addition to evaluating external lawyers' confirmations on the progress of the insolvency proceedings, we held regular discussions with the internal legal department during the audit to obtain explanations of current developments and reasons that led to the assessments regarding ongoing proceedings. In each case, we used professional scepticism to assess explanations, information and evidence obtained.

On the basis of our audit procedures, we were able to satisfy ourselves that the estimates and assumptions made by the legal representatives to assess the lower fair value are justified and adequately documented.

## 3. Reference to further information

The company's disclosures and statements made in connection with the insolvency proceedings in Malta, including information on the underlying causes and the effects on these financial statements, are presented in section III 'Notes to the balance sheet and income statement' and in section C.2.1.4 'Financial risks' (subsection: 'Default on receivables ('credit risk')') and in section C.2.1.2 'Risks from customer reclaims of gaming losses and licence risks' in the combined management report.

### **Other Information**

The executive directors are responsible for the "Other Information" section. This section comprises the following elements, the content of which we have not audited:

- the confirmation regarding the annual financial statements and the combined management report pursuant to § 264 para. 2 sentence 3 HGB respectively § 289 para. 1 sentence 5 HGB,
- the statement on Corporate Governance pursuant to §§ 289f, 315d HGB and the Corporate Governance Report in accordance with principle 23 of the German Corporate Governance Code (2022), to which reference is made in Section F. of the combined management report, and
- the other parts of the annual report with the exception of the audited annual financial statements, the audited combined management report and our audit opinion.

Our audit opinions on the annual financial statements and the combined management report do not extend to the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion afterwards.

In connection with our audit, our responsibility is to read the other information referred to above and, in doing so, consider whether the other information:

- is materially inconsistent with the annual financial statements, with the audited disclosures in the combined management report or our knowledge obtained in the audit, or
- otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this context.

### **Responsibilities of the Executive Directors and the Supervisory Board for the Annual Financial Statements and the Combined Management Report**

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the company in compliance with German Legally Required Accounting Principles. Furthermore, the executive directors are responsible for such internal controls as they, in accordance with German Legally Required Accounting Principles, have determined to be necessary to enable the preparation of annual financial statements that are free from material misstatements,

whether due to fraud (i.e. fraudulent financial reporting and misappropriation of assets) or errors.

In preparing the annual financial statements, the executive directors are responsible for assessing the company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are also responsible for preparing the financial reporting based on the going concern basis of accounting, unless there are factual or legal circumstances to the contrary.

Furthermore, the executive directors are responsible for the preparation of the combined management report that, as a whole, provides an appropriate view of the Company's position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) that they have considered necessary to enable the preparation of a combined management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the combined management report.

The supervisory board is responsible for directing the company's financial reporting process for the preparation of the annual financial statements and of the combined management report.

### **Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Combined Management Report**

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatements, whether due to fraud or error, and whether the combined management report as a whole provides an appropriate view of the company's position and, in all material respects, is consistent with the annual financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the annual financial statements and on the combined management report.

Reasonable assurance is a high level of certainty but, is not a guarantee that an audit conducted is in accordance with § 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement.



Misstatements can arise from fraudulent acts or errors and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements and this combined management report.

We perform professional judgment and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatements of the annual financial statements and of the combined management report, due to fraudulent acts or errors, we design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than the one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures (systems) relevant to the audit of the combined management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of the company's internal controls and these precautions and measures.
- evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the combined management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to be able to continue as a going concern.
- evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and

financial performance of the company in compliance with German Legally Required Accounting Principles.

- evaluate the consistency of the combined management report with the annual financial statements, its conformity with law, and the view of the company's position it provides.
- perform audit procedures on the prospective information presented by the executive directors in the combined management report. On the basis of sufficient appropriate audit evidence, we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them about all relationships and other matters that may reasonably be thought to bear on our independence, and where relevant, the actions taken or protective measures taken to eliminate threats to independence.

From the matters communicated with those charged with governance, we determine those that were of most significance during the audit of the annual financial statements of the current period and are therefore defined as the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

## **Other Legal and Regulatory Requirements**

Report on the Audit of the Electronic Reproductions of the Annual Financial Statements and the Combined Management Report Prepared for the Purposes of Disclosure Pursuant to § 317 para. 3a HGB

## **Audit Opinion**

We have performed an audit in accordance with § 317 para. 3a HGB to obtaining reasonable assurance that the information contained in the file „JA (1).zip “, assembled for the purpose

of disclosure of the reproduction of the annual financial statements and the combined management report (hereinafter also referred to as "ESEF Documentation") complying with the requirements for the electronic reporting format ("ESEF format) pursuant to § 328 para. 1 HGB in all material respects. In accordance with the German legal requirements, this audit only covers the transfer of the information of the annual financial statements and the combined management report into the ESEF format and therefore does not include the information contained in these reproductions nor any other information contained in the above-mentioned file.

In our opinion, the reproductions of the annual financial statements and the combined management report contained in the file referred to above and prepared for the purpose of disclosure comply, in all material respects, with the requirements for the for the electronic reporting format pursuant to § 328 para. 1 HGB. Beyond this audit opinion and the audit opinions on the accompanying annual financial statements and the accompanying combined management report for the financial year from January 1, 2024 to December 31, 2024, contained in the aforementioned "Report on the Audit of the Annual Financial Statements and the Combined Management Report", we do not express an opinion on the information contained in these reproductions or on the other information contained in the above-mentioned file.

### **Basis for the Audit Opinion**

We have conducted our audit of the reproductions of the annual financial statements and the combined management report contained in the above-mentioned file in accordance with § 317 para. 3a HGB in compliance with the IDW audit standard: Report on the audit of the electronic reproductions of the financial statements and the management report prepared for the purposes of disclosure pursuant to § 317 para. 3a HGB (IDW PS 410 (06.2022)). Our responsibility resulting thereafter is further described in the section "Auditor's Responsibility for the Audit of the ESEF Documentation". Our audit firm has applied the requirements for the quality assurance system as specified by the IDW: Requirements for Quality Assurance for Audit Firms (IDW QMS 1(09.2022)).

### **Responsibility of the Executive Directors and the Supervisory Board for the ESEF Documentation**

The executive directors are responsible for preparing the ESEF documents, containing the electronic reproductions of the annual financial statements and the combined management report in accordance with § 328 para. 1 sentence 4 no. 1 HGB.

Furthermore, the executive directors are responsible for the internal controls they consider necessary to enable the preparation of the ESEF documents, that are free from material - intentional or unintentional - violations of the requirements of the electronic reporting format requirements of § 328 para. 1 HGB.

The supervisory board is responsible for overseeing of the process of preparation of the ESEF documents as part of the financial reporting process.

### **Auditor's Responsibility for the Audit of the ESEF Documentation**

Our objective is to obtain reasonable assurance as to whether the ESEF documents are free from material violations - intentional or unintentional - of the electronic reporting format requirements of § 328 para. 1 HGB. During the audit, we exercise professional judgement and maintain a critical attitude. In addition

- we identify and assess the risks of material violations - intended or unintended - of the requirements of § 328 para. 1 HGB, we plan and perform audit procedures in response to these risks and we obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinion.
- we gain an understanding of the internal controls relevant to the audit of the ESEF documents in order to plan audit procedures that are appropriate in the given circumstances, yet do not aim to express an audit opinion on the effectiveness of these controls.
- we assess the technical validity of the ESEF documents, i.e. whether the file containing the ESEF documents complies with the technical specifications in accordance with of the Delegated Regulation (EU) 2019/815 in the version applicable on the reporting date.
- we assess whether the ESEF documentation provides a consistent XHTML representation of the audited annual financial statements and the audited combined management report.

### **Further Information pursuant to Article 10 of the EU Audit Regulation**

We were elected as group auditor by the annual general meeting on July 16, 2024. We were actually engaged in the process by the supervisory board on August 7, 2024. We have been the group auditor of bet-at-home.com AG, Düsseldorf, since the financial year 2024.

We declare that the audit opinions expressed in this auditor's report are consistent with the additional report to the supervisory board pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

### **Other Matter – Use of the Auditor's Report**

Our auditor's report should always be read in conjunction with the audited annual financial statements and the audited combined management report as well as the audited ESEF documents.

The annual financial statements and combined management report converted to the ESEF format - including the versions to be published in the company register - are merely electronic reproductions of the audited annual financial statements and the audited combined management report and do not replace them. In particular, the ESEF opinion and our audit opinion contained therein can only be used in conjunction with the audited ESEF documents provided in electronic form.

### **German Public Auditor Responsible for the Engagement**

The German Public Auditor responsible for the engagement is Jörg Wiegand.

Hamburg, March 27, 2025

MÖHRLE HAPP LUTHER Valuation GmbH  
Wirtschaftsprüfungsgesellschaft

Dodenhoff  
Wirtschaftsprüfer  
(German Public Auditor)

Wiegand  
Wirtschaftsprüfer  
(German Public Auditor)