

## Minutes of the Annual General Meeting of Shareholders of

### Sportradar Group AG

held on

Tuesday, May 16, 2023, 10:00 AM, Central European Summer Time

at the Company's office premises, Feldlistrasse 2, 9000 St. Gallen, Switzerland

---

#### I. **CONSTITUTION OF THE MEETING, ORGANISATIONAL MATTERS, AND STATEMENTS**

##### 1. **Constitution of the Meeting**

Mr. Jeffery W. Yabuki, chairman of the Board of Directors, opens the Annual General Meeting and takes the chair (the "**Chair**"). He appoints Lynn McCreary, Chief Legal Officer and Chief Administrative Officer, as secretary and minutes' keeper (the "**Secretary**") and Jason Barr, Group Corporate Counsel, as scrutineer. The Chair further welcomes Carsten Koerl, member of the Board of Directors and Chief Executive Officer, to the meeting.

The statutory auditors KPMG AG, St. Gallen, are represented by Oliver Eggenberger. Dr. Christa-Maria Harder Schuler represents the law firm Furer Partner Advocaten KIG, the elected independent proxy. Furthermore, the notary public Philipp Schneider attends the meeting to draw up a public deed on certain resolutions to be taken by the Annual General Meeting.

The Chair designates and appoints the Secretary to speak to certain matters and administer today's Annual General Meeting.

##### 2. **Statements**

The Secretary states on behalf of the Chair that the shareholders have been timely invited to today's Annual General Meeting with a notice dated March 17, 2023 as published in the Swiss Official Gazette of Commerce on March 24, 2023 and that the annual report for the year ended December 31, 2022, including the management report (Form 20-F), the consolidated and statutory financial statements, the compensation report and the auditors' reports each for the year ended December 31, 2022 have been available on the website of Sportradar since March 24, 2023. Additionally, the documents have also been available for inspection at the office premises of the Company and were sent to the shareholders upon request.

The Company's share capital registered with the commercial register prior the closure of the share register on March 17, 2023 amounted to CHF 29,693,858.71 divided into 206,571,517 registered shares with a nominal value of CHF 0.10 each and 903,670,701 registered shares with a nominal value of CHF 0.01 each (voting shares). In addition, in

2022, the share capital was increased by CHF 27,712.70 by issuing 277'127 shares with a nominal value of CHF 0.10 each (Class A Ordinary Shares) out of conditional share capital.

Accordingly, the total issued share capital as per March 17, 2023 amounts to CHF 29,721,571.41 divided into 206,848,644 registered Class A Ordinary Shares with a nominal value of CHF 0.10 each and 903,670,701 registered voting shares with a nominal value of CHF 0.01 each. Share capital or shares created from conditional share capital following the record date on March 17, 2023 are not included in the above figures.

Out of the share capital issued as per March 17, 2023, the following shares are represented at today's Annual General Meeting:

a) By shareholders:

a total of 0 registered Class A Ordinary Shares with a nominal value of CHF 0.10 each and 0 registered Class B Voting Shares with a nominal value of CHF 0.01 each.

b) By the independent proxy FÜRER Partner Advocaten KIG:

a total of 140'683'545 registered Class A Ordinary Shares with a nominal value of CHF 0.10 each and 903,670,701 registered Class B Voting Shares with a nominal value of CHF 0.01 each.

In total 140,683,545 registered shares with a nominal value of CHF 0.10 each and 903,670,701 registered shares with a nominal value of CHF 0.01 each are represented or a total of 1,044,354,246 registered shares and share capital amounting to CHF 23,105,061.51. Accordingly 77.74% of the Company's total share capital and 94.04% of the Company's total voting rights are represented at today's Annual General Meeting.

Article 704 of the Swiss Code of Obligations and article 14 of the Articles stipulate important resolutions, for which a qualified majority of least two-thirds of the voting rights represented and an absolute majority of the nominal value of shares represented are required. This qualified majority applies to the agenda items regarding the proposed changes of the Articles of Association. The qualified majority requires 696,236,164 votes representing share capital of at least CHF 11,552,530.77.

The otherwise relevant simple majority according to article 13 of the Company's Articles will be calculated based on the votes cast. Abstentions, empty votes and invalid votes will not be taken into account for the calculation of the required majority for agenda items requiring the simple majority. For the election of the statutory auditor under agenda item 7.1, the simple majority will be calculated based on the nominal value of the voted shares. For all other agenda items that are not subject to the qualified majority, the simple majority will be calculated based on the number of shares voted as per the "one share one vote"-principle.

Based on the foregoing statements of the Secretary, the Chair declares the Annual General Meeting as duly convened and quorate for the proposed agenda.

The Chair asks Dr. Christa-Maria Harder Schuler on behalf of the independent proxy FÜRER Partner Advocaten KIG to explain what information the independent proxy has provided to the Company about the instructions it has received from shareholders.

Dr. Christa-Maria Harder Schuler explains that the Company has asked FÜRER Partner Advocaten KIG for general information on the instructions received from shareholders prior to the Annual General Meeting and that FÜRER Partner Advocaten KIG, in accordance with the new Swiss law (i.e. Art. 689c paragraph 5 of the Code of Obligations), did inform the Board of Directors three working days prior to the Annual General Meeting how many votes in favor, how many votes against and how many abstentions FÜRER Partner Advocaten KIG will represent at the Annual general Meeting.

The Secretary explains the rules of conduct for the meeting and the voting procedure and continues with the Annual General Meeting's agenda items.

## **II. AGENDA ITEMS**

### **1. Reporting on the year ended December 31, 2022**

#### **1.1. Management Report, Consolidated Financial Statements and Statutory Financial Statements**

The Secretary asks the auditors' representative, whether he would like to make a statement to be recorded in the minutes, which they forgo.

The Board of Directors proposes that the Management Report, Consolidated Financial Statements and Statutory Financial Statements for the year ended December 31, 2022 be approved.

The voting results are as follows:

For-votes:	1,044,343,217
Against-votes:	6,885

The Annual General Meeting has therewith approved the proposal made by the Board of Directors.

#### **1.2. Consultative vote on the Compensation Report**

The Board of Directors proposes that the Compensation Report for the year ended December 31, 2022 be endorsed (non-binding consultative vote).

The voting results are as follows:

For-votes:	1,043,813,138
Against-votes:	532,947

The Annual General Meeting has therewith endorsed, in a non-binding consultative vote, the proposal made by the Board of Directors.

## 2. Appropriation of Available Earnings

The Board of Directors proposes the following appropriation of available earnings:

Earnings carried forward	CHF (2,603,786,167.30)
Annual result	CHF (61,704,092.05)
Available earnings	CHF (2,665,490,259.35)
Allocated to legal reserves	CHF 0
Distributed to shareholders	CHF 0
Carried forward	CHF (2,665,490,259.35)

The voting results are as follows:

For-votes:	1,044,336,057
Against-votes:	9,215

The Annual General Meeting has therewith approved the proposal made by the Board of Directors.

## 3. Discharge of the Board of Directors and of the Executive Management

The Board of Directors proposes that all members of the Board of Directors and of the Executive Management be granted discharge from personal liability for their actions in the year ended December 31, 2022.

Votes of members of the governing bodies are not taken into account for this agenda item.

The vote on the discharge from liability for all members of governing bodies will take place in a single ballot.

The voting results are as follows:

For-votes:	136,190,769
Against-votes:	499,760

The Annual General Meeting has therewith approved the proposal made by the Board of Directors.

## 4. Board Elections

### 4.1. Election of Members of the Board of Directors

The current members of the Board of Directors all stand for re-election, with the exception of Charles John Robel who is retiring. As announced in the Invitation to the Annual

General Meeting, the Board proposes the election of the new candidate Ms. Rajani Ramanathan. In addition, as announced by publication in the Swiss Official Gazette of Commerce on April 21, 2023 and on the Company's website, the Board proposes that William Kurtz be elected as new director.

The Board of Directors proposes that each of the following persons be re-elected or elected as directors for a term of office until the conclusion of the Annual General Meeting in 2024:

- Deirdre Mary Bigley
- John Andrew Doran
- George Fleet
- Carsten Koerl
- Hafiz Lalani
- Rajani Ramanathan
- Marc Walder
- William Jeffery Yabuki
- William Kurtz (new).

All elections will be carried out individually.

The ballots produce the following results:

For Deirdre Mary Bigley

For-votes:	1,044,336,333
Against-votes:	12,833

For John Andrew Doran

For-votes:	1,043,857,296
Against-votes:	491,412

For George Fleet

For-votes:	1,043,857,944
Against-votes:	491,072

For Carsten Koerl

For-votes:	1,044,332,979
Against-votes:	15,460

For Hafiz Lalani

For-votes: 1,043,858,801

Against-votes: 489,807

For Rajani Ramanathan

For-votes: 1,043,859,260

Against-votes: 489,125

For Marc Walder

For-votes: 1,043,857,556

Against-votes: 491,453

For William Jeffery Yabuki

For-votes: 1,044,333,744

Against-votes: 14,773

For William Kurtz

For-votes: 1,043,737,425

Against-votes: 596,631

The Annual General Meeting has therewith approved the proposals made by the Board of Directors and congratulates all members for their re-election or election, respectively.

#### **4.2. Election of the Chair of the Board of Directors**

The Board of Directors proposes that William Jeffery Yabuki be re-elected as Chairman of the Board of Directors for a term of office until the conclusion of the Annual General Meeting in 2024.

The voting results are as follows:

For-votes: 1,044,331,719

Against-votes: 14,006

The Annual General Meeting has therewith approved the proposal made by the Board of Directors.

#### **4.3. Election of the members of the Compensation Committee**

The current members of the Compensation Committee all stand for re-election.

Following their re-election as members of the Board of Directors, the Board of Directors proposes that Deirdre Mary Bigley, John Andrew Doran, Hafiz Lalani, and Marc Walder be re-elected as members of the Compensation Committee for a term of office until the conclusion of the Annual General Meeting in 2024.

All elections will be carried out individually.

The ballots produce the following results:

For Deirdre Mary Bigley

For-votes:	1,044,332,940
Against-votes:	14,643

For John Andrew Doran

For-votes:	1,043,854,778
Against-votes:	492,025

For Hafiz Lalani

For-votes:	1,043,840,411
Against-votes:	506,393

For Marc Walder

For-votes:	1,043,855,202
Against-votes:	491,597

The Annual General Meeting has therewith approved the proposals made by the Board of Directors and congratulates all members for their re-election.

## **5. Approval of the Maximum Compensation of the Board of Directors and Executive Management**

According to art. 7 of the Company's articles of association, the general meeting of shareholders must approve the aggregate maximum amount of the compensation of the Board of Directors for the term of office until the next ordinary general meeting of shareholders as well as the aggregate maximum amount of the compensation of the Executive Management for the next financial year. The following maximum compensation amounts, which are proposed to be approved by the Annual General Meeting, are deemed to include all social security and pension contributions, where applicable.

### **5.1. Approval of the Total Maximum Amount of Board Compensation**

The Board of Directors proposes the approval of the aggregate maximum amount of compensation of USD 3,000,000.00 (including employer social security and pension

contributions) to be paid or awarded to the members of the Board of Directors for the term of office until the Annual General Meeting in 2024.

The voting results are as follows:

For-votes:	1,044,279,419
Against-votes:	66,006

The Annual General Meeting has therewith approved the proposal made by the Board of Directors.

## **5.2. Approval of the total maximum amount of Executive Management Compensation**

The Board of Directors proposes the approval of the aggregate maximum amount of compensation for Executive Management of USD 40,000,000.00 (including employer social security and pension contributions) for the next financial year of the Company (i.e., January 1, 2024 to December 31, 2024).

The voting results are as follows:

For-votes:	1,043,716,671
Against-votes:	550,026

The Annual General Meeting has therewith approved the proposal made by the Board of Directors.

## **6. Election of Independent Proxy**

The Board of Directors proposes that the law firm Fürer Partner Advocaten KIG, Frauenfeld, Switzerland be re-elected as independent proxy for a term of office until the conclusion of the Annual General Meeting in 2024.

The voting results are as follows:

For-votes:	1,044,342,059
Against-votes:	8,125

The Annual General Meeting has therewith approved the proposal made by the Board of Directors.

## **7. Election of Auditors**

### **7.1. Election of Statutory Auditors**

The Board of Directors proposes that KPMG AG (CHE-255.496.640), St. Gallen, Switzerland, be re-elected as statutory auditors for a term of office until the conclusion of the Annual General Meeting in 2024.



The voting results are as follows, calculated based on the nominal value of the voted shares:

For-votes:	CHF 23,103,901.51
Against-votes:	CHF 833.10

The Annual General Meeting has therewith approved the proposal made by the Board of Directors.

## **7.2. Election of Special Auditors**

Under Swiss law, special reports by an audit firm supervised by the Swiss Federal Audit Oversight Authority are required in connection with certain corporate transactions.

The Board of Directors proposes that BDO AG, St. Gallen, Switzerland, be elected as special auditors for audit services related to capital increases, capital reductions and related corporate actions for a term of office until the conclusion of the Annual General Meeting in 2024.

The voting results are as follows:

For-votes:	1,044,342,319
Against-votes:	7,251

The Annual General Meeting has therewith approved the proposal made by the Board of Directors.

## **8. Amendments of the Articles of Association**

The revised Swiss stock corporation law entered into force on 1 January 2023 (the "**New Law**"). Based on the New Law, various amendments to the Articles of Association are proposed. The specific wording of each proposed amendment, was stipulated in the appendix to the invitation (the "**Appendix**").

### **8.1. Amendments of the Company's current conditional share capital**

The New Law requires that the articles of association also reference the form of how option and conversion rights are being exercised and waived. The proposed changes reflect the requirements under the New Law.

The Board of Directors proposes to amend the provision on the current conditional share capital according to article 3b and to accordingly amend article 3b of the current articles of association as per the Appendix.

The voting results are as follows:

For-votes:	1,044,328,301	CHF 23,102,467.01
Against-votes:	17,227	CHF 1,722.70
Abstentions:	8,715	CHF 871.5

The Annual General Meeting has therewith approved the proposal made by the Board of Directors, thereby reaching the qualified majority of article 704 para. 1 of the Swiss Code of Obligations.

## **8.2. Replacement of the Current Authorized Share Capital by Capital Band**

Authorized capital is being abandoned under the New Law and replaced by the capital band, which allows the Board of Directors to increase and reduce the Company's nominal share capital within a bandwidth set by the shareholders' meeting.

The Board of Directors proposes to replace the current authorized capital by a capital band and to accordingly amend article 3c of the current articles of association as per the Appendix.

The voting results are as follows:

For-votes:	1,043,846,142	CHF 23'054'251.11
Against-votes:	498,986	CHF 49,898.60
Abstentions:	9,115	CHF 911.50

The Annual General Meeting has therewith approved the proposal made by the Board of Directors, thereby reaching the qualified majority of article 704 para. 1 of the Swiss Code of Obligations.

## **8.3. Amendments of the provisions on compensation in connection with compensation policy**

The New Law incorporates the former Ordinance against Excessive Compensation in Listed Companies with certain changes compared to previous law. The changes to the articles of association under this agenda item are proposed in connection therewith.

The Board of Directors proposes to amend articles 8 and 25 of the current articles of association as per the Appendix.

The voting results are as follows:

For-votes:	1,044,315,607
Against-votes:	29,066

The Annual General Meeting has therewith approved the proposal made by the Board of Directors.

#### **8.4. Amendments in connection with shareholders' rights and the preparation and conduct of the Annual General Meeting**

Shareholders' rights are strengthened under the New Law, in particular in connection with shareholders' meetings. Furthermore, the administration and governance of companies are modernized. The changes to the articles of association under this agenda item are proposed in connection therewith.

The Board of Directors proposes to amend articles 6, 9, 10, 11, 14 and 22 of the current articles of association as per the Appendix.

The voting results are as follows:

For-votes:	1,043,847,763	CHF 23'054'413.21
Against-votes:	496,616	CHF 49,661.60
Abstentions:	9,865	CHF 986.50

The Annual General Meeting has therewith approved the proposal made by the Board of Directors, thereby reaching the qualified majority of article 704 para. 1 of the Swiss Code of Obligations.

#### **8.5. Amendments in connection with the board of directors and editorial changes**

The New Law assigns new duties to the Board to a limited extent and abolishes the obligation to elect a secretary to the board of directors. The changes to the articles of association under this agenda item are proposed in connection therewith.

The Board of Directors proposes to amend articles 12, 13, 16, 18, and 19 of the current articles of association as per the Appendix.

The voting results are as follows:

For-votes:	1,044,324,823
Against-votes:	19,938

The Annual General Meeting has therewith approved the proposal made by the Board of Directors.

### **III. CLOSING OF THE MEETING**

With all agenda items being voted upon and no shareholder requesting the floor to address anything further, the Chair confirms that each proposal of the Board of Directors under each agenda item has been approved with the relevant majority required by law and closes the Annual General Meeting for the year ended December 31, 2022 at 10.30 CEST.

## Signatures


The Chair



\_\_\_\_\_

Jeffery W. Yabuki

The minutes Keeper



\_\_\_\_\_

Lynn McCreary

### Exhibits to the original minutes:

- Copy of the invitation to the Annual General Meeting incl. Appendix
- Voting profile (instructions) independent proxy