



Schweizerische Eidgenossenschaft
Confédération suisse
Confederazione Svizzera
Confederaziun svizra

Schweizerisches Handelsamtsblatt SHAB
Feuille officielle suisse du commerce FOSC
Foglio ufficiale svizzero di commercio FUSC
Swiss Official Gazette of Commerce SOGC

Category: Notifications issued to company members

Sub-category: Invitation to the General Meeting

Publication date: SHAB 22.03.2024

Publicly viewable until: 22.11.2025

Publication number: UP04-0000005960

Commissioned by:

Sportradar Group AG
Feldlistrasse 2
9000 St. Gallen

Invitation to the ordinary general meeting Sportradar Group AG

Organisation concerned:

Sportradar Group AG
CHE-164.043.805
Feldlistrasse 2
9000 St. Gallen

General meeting details:

17.05.2024, 10:00 Uhr, Dufourstrasse 23, 8008 Zurich

Invitation/Agenda:

Invitation to the Annual General Meeting of Shareholders to be held on Friday, May 17, 2024.

For the complete text of the invitation, including the agenda and the proposals of the Board of Directors, please refer to the attached PDF document.

**Invitation to the Annual General Meeting of Shareholders of
Sportradar Group AG**

Friday, May 17, 2024, 10:00 AM, Central European Summer Time

at Dufourstrasse 23, 8008 Zurich, Switzerland
(physical meeting)

I. AGENDA ITEMS

1. Reporting on the year ended December 31, 2023

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

Proposal of the Board of Directors:

The Board of Directors proposes that the Management Report, Consolidated Financial Statements and Statutory Financial Statements for the year ended December 31, 2023 be approved.

Background Information:

As required under Swiss law and according to art. 6 ch. 3 and 4 of the Company's articles of association, the general meeting of shareholders approves the management report and the financial statements. The Management Report, Consolidated Financial Statements and Statutory Financial Statements for the year ended December 31, 2023 are available to the shareholders online at <https://investors.sportradar.com/financials-filings/annual-reports>.

1.2. Consultative Vote on the Compensation Report

Proposal of the Board of Directors:

The Board of Directors proposes that the Compensation Report for the year ended December 31, 2023 be endorsed (non-binding consultative vote).

Background Information:

As required under Swiss law, the Compensation Report contains the principles governing the compensation of the Board of Directors and the Executive Management and the amounts paid or awarded to members of such bodies for the year ended December 31, 2023. The amounts paid or awarded to the Executive Management for the year ended December 31, 2023 were within the total maximum amounts approved by the Annual General Meeting 2022. The Compensation Report for the year ended December 31, 2023 is available to the shareholders online at <https://investors.sportradar.com/financials-filings/annual-reports>.

1.3. Sustainability Report

Proposal of the Board of Directors:

The Board of Directors proposes that the Sustainability Report for the year ended December 31, 2023 be approved.

Background Information:

On January 1, 2022, a revision of the Swiss stock corporation law entered into force, introducing new reporting requirements on non-financial matters, applicable for the business year 2023. In accordance with these new requirements, the Sustainability Report contains a description of our Company's impact on the environment as well as societal concerns related to employees, human rights and corruption. As required under Swiss law, the general meeting of shareholders approves the Sustainability Report. The Sustainability Report for the year ended December 31, 2023 is available to the shareholders online at <https://investors.sportradar.com/esg>.

2. Appropriation of Available Earnings

Proposal of the Board of Directors:

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

| | |
|------------------------------|------------------------|
| Earnings carried forward | CHF (2,665,490,259.35) |
| Annual result | CHF (101,669,340.24) |
| Available earnings | CHF (2,767,159,599.59) |
| Allocation to legal reserves | CHF 0 |
| Distribution to shareholders | CHF 0 |
| To be carried forward | CHF (2,767,159,599.59) |

Background Information:

Under Swiss law, the appropriation of available earnings must be submitted for shareholder approval.

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

Proposal of the Board of Directors:

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, 2023.

Background Information:

By granting discharge, the consenting shareholders and the Company waive their right to assert a claim against the relevant member of the Board of Directors and of the Executive Management. This waiver extends only to facts disclosed at the time of the vote.

4. Board Elections

4.1. Election of Members of the Board of Directors

Proposal of the Board of Directors:

The Board of Directors proposes that each of the following persons be re-elected as directors for a term of office until the conclusion of the Annual General Meeting in 2025:

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

Background Information:

All current members of the Board of Directors will stand for re-election.

Biographies of the candidates up for re-election can be found online at <https://investors.sportradar.com/corporate-governance/board-of-directors>.

4.2. Election of the Chair of the Board of Directors

Proposal 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 2025.

Background Information:

As required under Swiss law and according to art. 6 ch. 2 of the Company's articles of association, the general meeting of shareholders must elect the chair of the Board of Directors. William Jeffery Yabuki's biography can be found online at <https://investors.sportradar.com/corporate-governance/board-of-directors>.

4.3. Election of the Members of the Compensation Committee

Proposal of the Board of Directors:

Subject to each of 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 2025.

Background Information:

As required under Swiss law and according to art. 6 ch. 2 and art. 21 of the Company's articles of association, the general meeting of shareholders must elect the members of the Compensation Committee. The elections will be conducted on an individual basis. Biographies of each candidate for re-election can be found online at <https://investors.sportradar.com/corporate-governance/board-of-directors>.

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

5.1. Approval of the Total Maximum Amount of Board Compensation

Proposal of the Board of Directors:

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 2025.

Background Information:

As required under Swiss law and 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. Details on the compensation can be found online at <https://investors.sportradar.com/financials-filings/annual-reports>. The compensation actually paid for and/or the awards actually made in the year ending December 31, 2024, will be disclosed in the compensation report for the year ending December 31, 2024.

5.2. Approval of the Total Maximum Amount of Executive Management Compensation

Proposal of the Board of Directors:

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, 2025 to December 31, 2025).

Background Information:

As required under Swiss law and 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 Executive Management for the next financial year of the Company (i.e., January 1, 2025 to December 31, 2025). Details on the compensation can be found online at <https://investors.sportradar.com/financials-filings/annual-reports>. The compensation actually paid for and the awards actually made in the year ending December 31, 2025 will be disclosed in the compensation report for the year ending December 31, 2025.

6. Election of Independent Proxy

Proposal of the Board of Directors:

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 2025.

Background Information:

As required under Swiss law and according to art. 15 of the Company's articles of association, the general meeting of shareholders must elect the independent proxy.

7. Election of Auditors

7.1. Election of Statutory Auditors

Proposal of the Board of Directors:

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 2025.

Background Information:

As required under Swiss law and according to art. 22 of the Company's articles of association, the general meeting of shareholders must elect the statutory auditors.

7.2. Election of Special Auditors

Proposal of the Board of Directors:

The Board proposes that BDO AG (CHE-386.245.531), 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 2025.

Background Information:

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, including certain types of capital increases (involving contributions in kind or offsetting as well as capital increases from conditional capital and capital reductions). Because the statutory auditor must be independent pursuant to the requirements under U.S. federal securities laws, KPMG AG cannot act as our special auditor with respect to the mentioned transactions. Hence, another audit firm must be appointed as special auditor.

II. ORGANIZATIONAL MATTERS

Time: Friday, May 17, 2024, 10:00 AM Central European Summer Time

Location: Dufourstrasse 23, 8008 Zurich, Switzerland

Eligibility to Vote

Shareholders with voting rights registered in the share register ("**holders of record**") maintained on the Company's behalf by our transfer agent, Equiniti Trust Company, LLC (formerly known as American Stock Transfer & Trust Company, LLC) and shareholders holding their shares through their broker or bank ("**street name holders**") on March 22, 2024 (the "**Record Date**") will be eligible to vote at the Annual General Meeting 2024.

Shares acquired after March 22, 2024 may not be voted at this year's Annual General Meeting. Shareholders who have sold and/or transferred their shares prior to May 17, 2024 are not entitled to vote those shares at the Annual General Meeting.

Invitation and Voting Materials

Holders of record registered on March 22, 2024 will receive the Annual General Meeting invitation and a proxy card directly from our transfer agent. These materials will contain access information for the transfer agent portal, by which holders of record may grant a power of attorney and give voting instructions to the independent proxy in order to vote their shares, as well as information on granting instructions to the independent proxy by mail.

Street name holders holding their shares through their broker, bank or other nominee on March 22, 2024 will receive materials, including information on how to vote their shares, from their respective broker, bank or other nominee. Street name holders will be able to

give voting instructions by following the directions from their broker, bank or other nominee and should follow the instructions received and contact such broker, bank or its designated agent for additional information on how to vote their shares.

Personal Attendance and Voting Instructions to Independent Proxy

Attendance at the Annual General Meeting is generally limited to our shareholders and their authorized representatives. Shareholders and their authorized representatives who wish to attend the Annual General Meeting in person are asked to order an admission card by May 13, 2024 by emailing investor.relations@sportradar.com.

Enclosed with the invitation sent to shareholders is the application and proxy form, which can be used to grant a power of attorney to the independent proxy, FÜRER Partner Advocaten, Rheinstrasse 16, 8500 Frauenfeld, Switzerland.

Holders of record who wish to attend the Annual General Meeting in person are asked to bring the application and proxy form as well as a government-issued identification such as a driver's license or passport. Holders of record may also appoint another person to represent him or her at the Annual General Meeting through a written, signed proxy giving such person the right to vote the shares. Such person must bring that proxy, his or her government issued identification, and the application and proxy form to the Annual General Meeting.

Street name holders who wish to vote in person at the Annual General Meeting must obtain a written, signed proxy from their broker, bank or other nominee that authorizes them to vote the shares. In addition, street name holders must bring to the Annual General Meeting a government-issued identification. Street name holders who have not obtained a proxy from their broker, bank or other nominee are not entitled to vote in person at, or participate in, the Annual General Meeting.

Shareholders who wish to vote their shares through the independent proxy are kindly asked to complete the enclosed form in accordance with the below guidelines. The independent proxy will be physically present at the Annual General Meeting in order to vote on behalf of the shareholders from whom the independent proxy has received valid authorization and instructions.

Voting Instructions by Holders of Record

Holders of record may grant a power of attorney and give voting instructions to the independent proxy electronically through the transfer agent portal with the individual shareholder login information provided by our transfer agent. To do so, holders of record should follow the instructions given on the applicable proxy card.

Holders of record may also grant a power of attorney and give voting instructions to the independent proxy through our transfer agent by mail, using the applicable proxy card. Holders of record should send their filled out and (wet-ink) signed proxy card to the transfer agent by using the enclosed business reply envelope or another envelope with the appropriate postage to the following address:

Equiniti Trust Company LLC (EQ)
55 Challenger Rd
Suite 201 2nd floor
Ridgefield Park, NJ 07660

Electronic voting instructions and proxy cards sent by mail must be received by the transfer agent no later than **May 11, 2024 at 11:59 A.M. CEST (4:59 A.M. EST)** in order to be valid.

Voting Instructions by Street Name Holders

Street name holders who would like to grant a power of attorney and give voting instructions to the independent proxy to vote should follow the instructions of their broker or bank or its designated agent and should use the voting methods designated by their broker or bank.

Street name holders should observe the deadlines to submit voting instructions and authorizations that are set in the instructions of their broker or bank or its designated agent.

Board Recommendation

The Board recommends that shareholders vote in favor of each of the director nominees and in favor of the other proposals described above.

Availability of Annual Report and Related Materials

This invitation to the Annual General Meeting 2024, the Sportradar Group AG - Annual Report (which includes the Management Report (Form 20-F), the Consolidated Financial Statements, the Statutory Financial Statements, and the Compensation Report for the year ended December 31, 2023), the Sustainability Report for the year ended December 31, 2023 and the reports of the auditors are available online at <https://investors.sportradar.com/financials-filings/annual-reports>.

March 22, 2024



Jeffery Yabuki
Chairman of the Board of Directors