



**Category:** Notifications issued to company members

**Sub-category:** Invitation to the General Meeting

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## 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:

06.05.2022, 10:00 Uhr, at the Company's office premises, Feldlistrasse 2, 9000 St. Gallen, Switzerland

### Invitation/Agenda:

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.

### Additional legal info:

The continuing exceptional circumstances caused by the COVID-19 pandemic do not allow us to hold our Annual General Meeting 2022 with shareholders attending in person, per Ordinance 3 of the Swiss Federal Council on Measures to Combat the Coronavirus. As a result, the shareholders may instead exercise their rights by granting a power of attorney and providing voting instructions to the independent proxy as per the instructions in the attached PDF document.

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

Friday, May 6, 2022, 10:00 AM, Central European Summer Time

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

The continuing exceptional circumstances caused by the COVID-19 pandemic do not allow us to hold our Annual General Meeting 2022 with shareholders attending in person, per Ordinance 3 of the Swiss Federal Council on Measures to Combat the Coronavirus. As a result, the shareholders may instead exercise their rights by granting a power of attorney and providing voting instructions to the independent proxy. We take the safety of our shareholders, directors, officers, employees and service providers very seriously, and hope you understand the need for these measures. We will promptly publish the minutes of the meeting following the meeting on our website at <https://investors.sportradar.com/financials-filings/annual-reports> and will announce the results of the meeting by furnishing a Form 6-K to the U.S. Securities and Exchange Commission (the "SEC") (which will be available on the SEC's website at [sec.gov](https://www.sec.gov) and will also be available on our website at <https://investors.sportradar.com/financials-filings/sec-filings>). For further information and instruction on organization and logistics, please refer to section II (Organizational Matters) below.

**I. AGENDA ITEMS**

**1. Reporting on the year ended December 31, 2021**

**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, 2021 be approved.

*Background Information:*

The Management Report, Consolidated Financial Statements and Statutory Financial Statements for the year ended December 31, 2021 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, 2021 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, 2021. The Compensation Report for the year ended December 31, 2021 is available to the shareholders online at <https://investors.sportradar.com/financials-filings/annual-reports>.

## **2. Appropriation of Available Earnings**

### *Proposal of the Board of Directors:*

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

Available earnings	CHF -2,603,786,167.30
Allocated to legal reserves	CHF 0
Distributed to shareholders	CHF 0
Carried forward	CHF -2,603,786,167.30

### *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, 2021.

### *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. 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 2023:

- William Jeffery Yabuki
- Carsten Koerl
- Hafiz Lalani
- Deirdre Mary Bigley
- John Andrew Doran
- George Fleet
- Charles John Robel
- Marc Walder

#### *Background Information:*

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>.

#### **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 2023.

##### *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 elects 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, Marc Walder, Hafiz Lalani, and John Andrew Doran be re-elected as members of the Compensation Committee for a term of office until the conclusion of the Annual General Meeting in 2023.

##### *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 2023.

##### *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 financial year 2022 will be disclosed in the compensation report for the year ending December 31, 2022.

##### **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, 2023 to December 31, 2023).

*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, 2023 to December 31, 2023). 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, 2023 will be disclosed in the compensation report for the year ending December 31, 2023.

**6. Election of Independent Proxy**

*Proposal of the Board of Directors:*

The Board of Directors proposes that the law firm Fürer Partner Advocaten, Frauenfeld, Switzerland be re-elected as independent proxy for a term of office until the conclusion of the Annual General Meeting in 2023.

*Background Information:*

As required under Swiss law and according to art. 15 of the Company's articles of association, the general meeting of shareholders elects 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 2023.

*Background Information:*

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

**7.2. Election of Special Auditors**

*Proposal of the Board of Directors:*

The Board 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 2023.

*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, acquisitions 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 6, 2022, 10:00 AM Central European Summer Time

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

### Important Notice Regarding COVID-19

The continuing exceptional circumstances caused by the COVID-19 pandemic do not allow us to hold our Annual General Meeting 2022 with shareholders attending in person. The Annual General Meeting 2022 will be held in accordance with the Ordinance 3 of the Swiss Federal Council on Measures to Combat the Coronavirus (COVID-19) and without the personal attendance of shareholders. As a result, the shareholders may instead exercise their rights by granting a power of attorney and providing voting instructions to the independent proxy timely in advance of the Annual General Meeting 2022. We take the safety of our shareholders, directors, officers, employees and service providers very seriously, and hope you understand the need for these measures.

### Questions to the Chair or CEO

The Board of Directors recognizes that the Annual General Meeting provides an opportunity to engage directly with shareholders and to respond to any questions. As such, despite the current situation caused by the COVID-19 pandemic, the Company wishes to engage with shareholders to the extent possible while protecting the health and well-being of our shareholders, employees, and other participants. The Board of Directors encourages shareholders to submit in advance any questions they may have relating to the business of the Annual General Meeting by April 18, 2022 (date of receipt) by e-mail to [Investor.relations@sportradar.com](mailto:Investor.relations@sportradar.com). The Company endeavors to address timely submitted questions that are pertinent to the Company and the meeting matters, as time permits.

The Company will not address questions that are, among other things:

- irrelevant to the business of the Company or to the business of the Annual General Meeting;
- related to material non-public information of the Company;
- related to personal grievances;
- substantially repetitious of questions already made by another shareholder;
- in furtherance of the shareholder's personal or business interests; or
- out of order or not otherwise suitable for the conduct of the Annual General Meeting as determined by the Chairman in his reasonable judgment.

### 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, American Stock Transfer & Trust Company, LLC ("**AST**") and shareholders holding their shares through their broker or bank ("**street name holders**") on March 28, 2022 (the "**Record Date**") will be eligible to vote at the Annual General Meeting 2022.

Shares acquired after March 28, 2022 may not be voted at this year's Annual General Meeting. Shareholders who have sold and transferred their shares prior to May 6, 2022 are not entitled to vote those shares at the Annual General Meeting.

### Invitation and Voting Materials

Holders of record registered on March 28, 2022 will receive the Annual General Meeting invitation and a proxy card directly from AST. These materials will contain information on how holders of record may grant power of attorney and give voting instructions to the independent proxy in order to vote their shares.

Street name holders holding their shares through their broker, bank or other nominee on March 28, 2022 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 on the voting form received from their bank, broker or other nominee or otherwise contact such broker, bank or its designated agent for additional information on how to vote their shares.

### Voting (Instructions to Independent Proxy)

Voting rights can only be exercised through the independent proxy Fürer Partner Advocaten, Rheinstrasse 16, 8500 Frauenfeld, Switzerland, represented by Christa-Maria Harder Schuler. Shareholders may grant a power of attorney and give voting instructions to the independent proxy prior to the Annual General Meeting 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

The Company recommends that holders of record grant a power of attorney and give voting instructions to the independent proxy electronically through the AST portal with the individual shareholder login information provided by AST. 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 AST by mail, using the applicable proxy card. Holders of record should send their filled out and (wet-ink) signed proxy card to AST by using the enclosed business reply envelope or another envelope with the appropriate postage to the following address:

OPERATIONS CENTER  
AST  
6201 15<sup>TH</sup> AVE  
BROOKLYN NY 11219-9821  
USA

Electronic voting instructions and proxy cards sent by mail must be received by AST no later than **May 5, 2022 11:59 A.M. CET (05:59 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.

Availability of Annual Report and Related Materials

This invitation to the Annual General Meeting 2022 including the background information to the agenda items, 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, 2021) and the reports of the auditors are available online at <https://investors.sportradar.com/financials-filings/annual-reports>. Copies of these documents may be obtained without charge by contacting Sportradar Investor Relations via email at [Investor.relations@sportradar.com](mailto:Investor.relations@sportradar.com). Copies may also be physically inspected at the offices of Sportradar Group AG, Feldlistrasse 2, 9000 St. Gallen, Switzerland.

April 4, 2022

A handwritten signature in dark ink, appearing to read 'J. Yabuki', is positioned above the printed name and title.

Jeffery Yabuki  
Chairman of the Board of Directors



