



# CORPORATE GOVERNANCE STATEMENT

In the following section, the Management Board and Supervisory Board report on the corporate governance and management of ZEAL in accordance with sections 289f and 315d of the German Commercial Code (HGB).

Good corporate governance is a central aspect of our corporate policy which extends to every area of the Group: a management and control system based on responsible and sustainable value growth. In addition to organisational and business policy principles, we believe that the internal and external mechanisms for controlling and monitoring the Group are integral components, as are the efficient cooperation between Management Board and Supervisory Board, the transparent communication of Group activities and the respect of shareholder interests. With the aid of good corporate governance, we aim to promote the trust of national and international investors, financial markets, our business associates, employees and the general public in the management and monitoring of ZEAL.

The Corporate Governance Statement is an integral part of the Group Management Report. Pursuant to section 317 (2) sentence 6 HGB, the auditor's review of the disclosures pursuant to sections 289f (2) and (5), as well as 315d HGB, is restricted to whether the disclosures have been made.

# DECLARATION OF CONFORMITY WITH THE GERMAN CORPORATE GOVERNANCE CODE PURSUANT TO SECTION 161 OF THE GERMAN STOCK CORPORATION ACT (AKTG)

The Management Board and Supervisory Board of ZEAL Network SE declare that since submitting the last declaration pursuant to section 161 AktG in March 2024 the recommendations of the Government Commission for the German Corporate Governance Code ('Regierungskommission Deutscher Corporate Governance Kodex') in the version dated 28 April 2022 ('Code') and published in the official section of the Federal Gazette ('amtlicher Teil des Bundesanzeigers') on 27 June 2022 were complied with and will be complied with in the future, with the exceptions set out and justified below:

*A.3 (internal control system and the risk management system to also cover sustainability-related objectives)*

Contrary to recommendation A.3, the internal control system and risk management system are not yet aligned in all aspects with the sustainability-related objectives. ZEAL intends to comply with the recommendation and even go beyond the statutory obligations in future.

*B.1 and C.1 (determination and publication of the status of the implementation of concrete objectives for the composition of the Supervisory Board; consideration of diversity for the composition of the Supervisory Board and the Management Board)*

With regard to its own composition as well as the composition of the Management Board, the Supervisory Board supports, among other things, the aspects of internationality, participation of women and independence. However, the Supervisory Board will refrain for the time being from formally defining objectives for the composition of the Supervisory Board and Management Board that go beyond the requirements of stock corporation law in order not to restrict its selection criteria by setting concrete objectives and quotas.

› G.4 (vertical remuneration comparison)

The Supervisory Board duly deals with the appropriateness of the remuneration of the Management Board. In doing so, it also takes into account the Company's internal remuneration structure. However, the Supervisory Board is convinced that the determination of comparison groups and the consideration of the development over time will not lead to an improvement in the quality of decision-making, so that the Supervisory Board refrains from implementing these formal recommendations.

Hamburg, 21 March 2025

The Supervisory Board

The Management Board

# REMUNERATION AND REMUNERATION REPORT

The currently applicable remuneration system for members of the Management Board pursuant to section 87a (1) and (2) sentence 1 AktG, as approved by the Annual General Meeting on 1 June 2021, and the resolution on remuneration of members of the Supervisory Board pursuant to section 113 (3) AktG, as adopted by the Annual General Meeting on 25 September 2019, are available online at [www.zealnetwork.de/about-us/corporate-governance/remuneration-of-boards](http://www.zealnetwork.de/about-us/corporate-governance/remuneration-of-boards). The Remuneration Report and the Auditor's Report pursuant to section 162 AktG are also available online at the same address.

# CORPORATE CONSTITUTION AND GOVERNANCE STRUCTURE

As a German Societas Europaea (SE), ZEAL is subject to German corporate law and has a two-tier management system which consists of a Management Board (management organ) and a Supervisory Board (supervisory organ).

The Supervisory Board appoints, monitors and advises the Management Board. The two bodies work closely together: the Management Board informs the Supervisory Board regularly, comprehensively and in due time about all issues relevant to strategy, planning, business development, risk position, risk management and compliance. The Supervisory Board is immediately informed about ZEAL's strategic alignment and ongoing development, as well as any deviations in the course of business from the defined plans and targets.

## MANAGEMENT BOARD'S MODE OF OPERATION

### ROLE

The Management Board is responsible for running the day-to-day operations of the Group, setting the short-term and long-term strategic objectives and ensuring that these objectives are implemented. The Management Board's key objective is to create sustainable value for the Company's shareholders and other stakeholders. The Management Board manages ZEAL in accordance with the statutory provisions, the Company's Articles of Association, the Management Board's Rules of Procedure and the stipulations of the respective service agreements with the aim of achieving a sustainable added value.

### COMPOSITION AND MODE OF OPERATION

In the fiscal year 2024, the Management Board comprised the following members:

- › Dr Helmut Becker (Chief Executive Officer)
- › Sebastian Bielski (Chief Financial Officer)
- › Paul Dingwitz (Chief Technology Officer)

The members of the Management Board are appointed and dismissed by the Supervisory Board. The Supervisory Board is responsible for setting out the scope of the roles and responsibilities of each Management Board member together with decisions that must be adopted by all members of the Management Board. The Supervisory Board has set an age limit of 63 years for members of the Management Board.

Helmut Becker chairs the Management Board and is responsible for Corporate Strategy, Strategic Product Development, B2C Sales, Marketing, Brand Management, Products, External Communications, Legal Affairs and Compliance, and Organisation.

Paul Dingwitz is responsible for Technology, Data Systems, Cybersecurity, IT Risk Management, Customer Service and Human Resources.

Sebastian Bielski is responsible for Finance, Accounts, Taxes, Controlling, Risk Management, Investor Relations, Treasury, Bank Relations, Auditing and the management of business activities in Spain.

The Management Board members are jointly responsible for the overall management of the business. Notwithstanding this overall responsibility, the individual Management Board members manage the business areas assigned to them on their own responsibility within the framework of the Management Board resolutions. The allocation of business areas among the members of the Management Board results from the schedule of responsibilities. The Management Board is deemed quorate if at least a majority of its members, but no fewer than two members, participate in the adoption of resolutions. Resolutions are adopted with a simple majority. Should the Management Board consist of more than two members, the Chair shall have the casting vote in the event of a tie.

In 2020, the Management Board set a target of 30% each for the percentage of women at the two management levels below the Management Board by 28 February 2025. As at this date, the percentage of women at the first management level was 29% and at the second management level was 33%.

In March 2025, the Management Board set new targets for the proportion of women at the two management levels below the Management Board. The Management Board set a target of 29% for the first management level and 33% for the second management level, both to be achieved by 31 December 2029. At the time the targets were set – and based on a forecast of the number of members of the respective management levels – this corresponded to a total of two women out of seven members for the first management level below the Management Board and a total of one woman out of three members for the second management level below the Management Board.

#### **SUCCESSION PLANNING AND DIVERSITY CONCEPT FOR THE MANAGEMENT BOARD**

Together with the Management Board, the Supervisory Board ensures that there is long-term succession planning. The Supervisory Board believes that the basic suitability criteria for the selection of candidates for a position on the Management Board are in particular personality, integrity, compelling leadership qualities, professional qualifications for the area of responsibility to be assumed, past performance, knowledge of the Company and the ability to adapt business models and processes.

With regard to the composition of the Management Board, the Supervisory Board strives to achieve an appropriate level of diversity in terms of age, gender, educational or professional background and internationality. As a company operating in the online gaming business, the selection of candidates is limited for ZEAL compared to other companies for industry-specific reasons.

In 2020, the Supervisory Board set a target of 0% for the proportion of women on the Management Board by 28 February 2025. On this date, the proportion of women on the Management Board was 0%. When setting a new target for the proportion of women on the Management Board, the Supervisory Board took into account the fact that it had appointed a female member to the Management Board as successor to a male member with effect from 1 April 2025. Consequently, the three-member Management Board will consist of two men and one woman as of that date, and the proportion of women will therefore be one third. Also in view of this circumstance, the proportion of women on the Management Board should be one member in future. Based on a Management Board with three members, as is currently the case, this corresponds to a proportion of 33% and, in the event of the appointment of an additional member, a proportion of 25%. Accordingly, in March 2025, the Supervisory Board set a new target of one woman for the proportion of women on the Management Board by 31 December 2029.

# SUPERVISORY BOARD'S MODE OF OPERATION AS WELL AS COMPOSITION AND MODE OF OPERATION OF ITS COMMITTEES

## ROLE

The Supervisory Board is responsible for advising on and overseeing the work of the Management Board together with the approval of measures that are of fundamental importance to the Company (as set out in the Company's Articles of Association).

## COMPOSITION AND MODE OF OPERATION

The Supervisory Board currently comprises six members. Its members are appointed and dismissed at the Company's General Meeting by the shareholders.

The members of the Supervisory Board are listed below together with their positions on other domestic supervisory boards and SE administrative boards to be formed pursuant to statutory law, as well as other comparable controlling bodies:

Peter Steiner (Chairman)

- › Clariant AG (Member of the Administrative Board, Chairman of the Audit Committee)<sup>1</sup>
- › Wienerberger AG (Chairman of the Supervisory Board)<sup>2</sup>

Oliver Jaster (Deputy Chairman)

- › Günther Holding SE (Chairman of the Administrative Board)<sup>1</sup>
- › Günther SE (Chairman of the Administrative Board)<sup>2</sup>
- › MAX Automation SE (Member of the Administrative Board)<sup>1</sup>
- › all4cloud Management GmbH (Chairman of the Advisory Board)<sup>2</sup>
- › all4cloud GmbH & Co. KG (Chairman of the Advisory Board)<sup>2</sup>
- › Günther Direct Services GmbH (Chairman of the Advisory Board)<sup>2</sup>

Kenneth Chan

Thorsten Hehl

- › Günther Direct Services GmbH (Member of the Advisory Board)<sup>2</sup>
- › Lotto24 AG (Member of the Supervisory Board until 31 December 2024, Group mandate)

<sup>1</sup> Positions on other domestic supervisory boards and SE administrative boards formed pursuant to statutory law.

<sup>2</sup> Positions on comparable domestic and foreign controlling bodies.

Jens Schumann

- › LemonSwan GmbH (Member of the Advisory Board)<sup>2</sup>
- › Lotto24 AG (Member and Chairman of the Supervisory Board until 31 December 2024, Group mandate)

Carola Gräfin von Schmettow

The Supervisory Board has adopted a skills profile for the Board as a whole. This requires its members as a whole to be familiar with the online lottery sector and to have the skills which are necessary with regard to the activities of ZEAL. In particular, these include the following knowledge and experience:

- › Special knowledge and experience in the lottery business (market and competition).
- › Extensive knowledge in the field of finance/accounting and controlling.
- › Special knowledge in the field of IT in the e-commerce environment.
- › Experience in managing and monitoring a group of companies, including corporate governance requirements.
- › Knowledge of the relevant sustainability issues, especially with regard to environmental, social and governance aspects (ESG).

The Supervisory Board is of the opinion that its current composition complies with the aforementioned skills profile. The following table presents how the individual Supervisory Board members fulfil the required skills profile, as well as providing details on their credentials as financial experts as defined by section 100 (5) AktG:

	Steiner	Jaster	Chan	Hehl	Schumann	von Schmettow
Lottery business	✓	✓	✓	✓	✓	
Finance/accounting and controlling	✓	✓	✓	✓		✓
Information technology in an e-commerce environment					✓	
Management and supervision of a group	✓	✓		✓	✓	✓
Sustainability	✓			✓		✓
Financial expert acc. to section 100 (5) AktG	✓	✓		✓		✓
Expert in accounting	✓	✓		✓		✓
Expert in auditing	✓					✓



Furthermore, the Supervisory Board is of the opinion that defined targets for the composition of the Supervisory Board are unsuitable for forming an efficient and suitably qualified Supervisory Board.

When proposing candidates for election to the Supervisory Board, it endeavours to select candidates with the best suitability and personal experience, thereby complementing the composition of the Supervisory Board as a whole. In doing so, the Supervisory Board strives to achieve a balance of skills, experience, independence as well as knowledge of relevance to the Company. There are no further specifications in the sense of a diversity concept. The Supervisory Board has concluded that it comprises an adequate number of independent members. All members of the Supervisory Board are regarded as independent. The Supervisory Board has determined that, as a rule, its members shall not serve longer than until the end of the Annual General Meeting which follows their 74<sup>th</sup> birthday.

In 2020, the Supervisory Board had set a target of 0% for the proportion of women on the Supervisory Board by 28 February 2025. As at this date, the Supervisory Board comprised five men and one woman; consequently, the proportion of women was just under 17% and thus above the target set. In March 2025, the Supervisory Board set a new target of 17% for the proportion of women on the Supervisory Board by 31 December 2029. At the time of the decision, this corresponded to one woman out of a total of six members of the Supervisory Board.

The Chairman of the Supervisory Board is responsible for organising and coordinating the work of the Supervisory Board, chairing its meetings and attending to the affairs of the Supervisory Board externally. He is also responsible for maintaining regular contact with the Management Board and informing the Supervisory Board of important events in relation to the management of the Group and, if required, convening extraordinary meetings of the Supervisory Board.

The Supervisory Board has set up a Chairman's Committee, an Audit Committee and an Investment Committee. The Chairman's Committee and the Audit Committee each comprise three members of the Supervisory Board. The Investment Committee comprises four members of the Supervisory Board. The respective committee chairperson reports regularly to the Supervisory Board on the work of the committee. If a committee has no chairperson, the entire committee reports. The Supervisory Board periodically reviews the adequacy of the committee structure with a view to setting up additional committees or dissolving no longer required committees if the need arises.

#### **CHAIRMAN'S COMMITTEE**

The Chairman's Committee is responsible for the preparation of Supervisory Board meetings, coordination of committee meetings and ongoing exchanges with the Management Board on behalf of the Chairman of the Supervisory Board. It also performs the functions of a nomination and remuneration committee. The Chairman's Committee meets as required.

#### **AUDIT COMMITTEE**

The Audit Committee is responsible for overseeing the external audit and monitoring the effectiveness of the Company's framework of internal control. The Company's Chief Financial Officer regularly attends by the Audit Committee's meetings.

## INVESTMENT COMMITTEE

The Investment Committee is responsible for reviewing ZEAL's external investments and internal start-ups and approving related investments in certain cases.

Peter Steiner	Chair of the Chairman's Committee, Chair of the Investment Committee, Member of the Audit Committee
Oliver Jaster	Member of the Chairman's Committee
Kenneth Chan	Member of the Investment Committee
Thorsten Hehl	Chair of the Audit Committee, Member of the Investment Committee
Jens Schumann	Member of the Chairman's Committee, Member of the Investment Committee
Carola von Schmettow	Member of the Audit Committee

The Supervisory Board regularly evaluates its work and adopts improvement measures in the course of its regular self-evaluation. In February 2025, the Supervisory Board as a whole conducted its most recent comprehensive self-evaluation process based on a questionnaire.

## GENERAL MEETING

In addition to the Management Board and Supervisory Board, the General Meeting acts as the third corporate body. Our shareholders exercise their rights at the General Meeting and are involved in fundamental decisions concerning ZEAL. The Management Board, Supervisory Board and General Meeting are jointly committed to acting in the best interests of the shareholders and to the benefit of the Company. ZEAL's Annual General Meeting is held within the first six months of the fiscal year.

In accordance with the Articles, the General Meeting is presided over by the Chairman of the Supervisory Board. The General Meeting resolves on all matters that are reserved for it by law (including the election of Supervisory Board members, amendments to the Articles, the appropriation of net profit and capital measures). ZEAL's aim is to make it easy for our shareholders to participate in the General Meeting: we publish all necessary documents on the Internet in advance and nominate a proxy for shareholders who is obliged to follow their voting instructions.

## TRANSPARENCY

ZEAL attaches great importance to providing information uniformly, comprehensively and promptly. The business situation and results of ZEAL are disclosed via regular reporting in the form of the Annual Report, half-yearly financial report and quarterly statements. We provide full and swift information on specific events by means of press releases and publication of inside information in accordance with statutory regulations. All publications, press releases and announcements are available on our website (zealnetwork.de) in the Investor Relations section. Moreover, we are available for discussions at analyst, investor and telephone conferences as well as international roadshows. ZEAL also keeps insider lists as required and informs the persons concerned about their statutory duties and penalties.

According to article 19 of the Market Abuse Regulation, members of the Management Board and Supervisory Board, as well as related parties, are obliged to notify the Company and the Federal Financial Supervisory Authority ('Bundesanstalt für Finanzdienstleistungsaufsicht') of transactions relating to ZEAL shares, insofar as the value of the transactions of the respective member reaches or exceeds €20 thousand during one calendar year. These notifications are published on our website at zealnetwork.de without undue delay.

In accordance with the recommendations of the German Corporate Governance Code, each member of the Management Board and the Supervisory Board is required to declare any conflicts of interest that may arise or have arisen. There were no conflicts of interest reported by members of the Management Board in the fiscal year 2023. Any conflicts of interest reported to the Supervisory Board by its members in the fiscal year 2023, as well as how they were handled, are reported in the Supervisory Board Report.

## AUDIT

EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Hamburg, have been the auditors of the Company's Annual and Consolidated Financial Statements since the fiscal year 2019. This firm was reappointed as auditors for the fiscal year 2024 by the Annual General Meeting on 28 May 2024. Jasmina Bünger has signed the audit since the fiscal year 2024 and Alexander C. Opaschowski (the audit partner responsible) since the fiscal year 2023.

# CORPORATE GOVERNANCE PRACTICES

## INTERNAL CONTROL SYSTEM

ZEAL has an extensive internal control and risk management system (ICS) that corresponds to the guidelines of the Institute of Public Auditors in Germany ('Institut der Wirtschaftsprüfer in Deutschland e.V.'), Dusseldorf, Germany. The ICS is designed to avoid the risk of material misstatements due to employee intent or error, as well as accounting misstatements, to detect substantially incorrect valuations and to ensure compliance with the relevant regulations. Irrespective of its specific structure, however, an ICS cannot provide absolute assurance that these objectives will be achieved. The scope and structure of the ICS are at the discretion of the Management Board. We monitor the ICS mainly by controls integrated into processes. These internal controls comprise both preventive as well as detective activities. The following controls are embedded in the process: IT-based and manual data matching, the segregation of functions, the dual checking principle and monitoring controls. In addition, the auditor of the Consolidated Financial Statements assesses the effectiveness of the risk early warning and monitoring system in accordance with section 317 (4) HGB. In accordance with section 107 (3) sentence 2 AktG, the Supervisory Board regularly commissions the external auditors to conduct additional audit activities. Further information on the ICS is provided in the Risk and Opportunity Report.

## RISK AND COMPLIANCE MANAGEMENT

The risk and compliance management system is designed as an integrated system. To this end, we carefully monitor our market and competitive environment while analysing the identified risks and compliance fields in the course of regular risk management and compliance workshops. The insights this provides are used to swiftly introduce measures which will ensure the long-term and sustainable success of the Group and prevent infringements of compliance regulations.

ZEAL's compliance management system consists of a large number of in-house measures and processes. It serves our objective of acting in accordance with ethical principles and abiding by all applicable laws, internal regulations and voluntary commitments. In addition to the general compliance fields, we pay particular attention to complying with the special compliance fields of gambling regulation, data privacy, IT security, competition, corruption, occupational health and safety, working conditions, and general non-discrimination.

We constantly review the effectiveness of our compliance management system and adapt it to developments, changed risks and new legal requirements. This ensures that its effectiveness and efficiency is continuously improved. We systematically and regularly minimise compliance risks across all business areas. The results of this analysis serve as the basis for our risk management.

In order to identify risks at an early stage, it is important that any fraud, as well as misconduct or wrongdoing, by workers or officers of the organisation is reported and properly dealt with. A transparent, open and diverse organisational culture is vital in ensuring that individuals are willing to openly address misconduct or risks. ZEAL encourages a transparent, open and diverse corporate culture in which people feel they can 'Think Brave' and raise concerns. The organisation therefore encourages all individuals to raise any concerns that they may have about the conduct of others in the business or the way in which the business is run. ZEAL has set up a whistleblowing system which employees or external whistleblowers can use to report compliance violations to ZEAL. The report can also be made anonymously. The whistleblowing system can be reached via [zeal.whistleblownetwork.net](http://zeal.whistleblownetwork.net).