



**Report of Independent Non- Executive Members of the Board of Directors of the company “BALLY’S INTRALOT S.A.”for the fiscal year 01/01/25-31/12/25 (in accordance with article 9 par. 5 of L. 4706/2020)**

**To the Annual General Meeting of Shareholders**

This Report was jointly prepared by the Independent Non- Executive Members of the Board of Directors of the company with the corporate name “**BALLY’S INTRALOT S.A.**” and the distinctive title “**BALLY’S INTRALOT**” (hereinafter the “Company”) in accordance with the provisions of article 9 par. 5 of L 4706/2020 and relevant HCMC guidelines (Ref. No. 1591/05.07.21 & 428/21.2.22) and is submitted to the Company’s Annual General Meeting of shareholders on May 28, 2026.

In accordance with the provisions of article 7 of L.4706/2020, Non Executive Members, including Independent Non Executive Members shall in particular have the following obligations:

- a) To monitor and examine the Company’s strategy and the implementation thereof, as well as the achievement of the Company’s objectives
- b) To ensure effective oversight of Executive Members, including the monitoring and control of their performance; and
- c) To examine and express views on proposals submitted by Executive Members, on the basis of the information available.

The Company’s Board of Directors, elected by the Annual General Meeting of Shareholders on May 30, 2024, originally consisted of twelve members and was constituted as a body on the same day (30.05.2024). During its term, the following changes occurred: On December 5, 2024, Mr. Konstantinos Antonopoulos resigned as a Non-Executive Member without being replaced, thus reducing the Board to eleven members. On November 7, 2025, Mr. Konstantinos Farris resigned as an Executive Member; Mr. Robeson-Mandela Reeves was elected in his place as an Executive Member and, following the Board's reconstitution on the same day, was appointed Chief Executive Officer (CEO). Furthermore, on March 16, 2026, the Board of Directors was reconstituted with its current composition and, as of the date of this Report, continues to consist of eleven (11) members. Of these, two (2) are Executive Members and nine (9) are Non-Executive Members, four (4) of whom are Independent, meeting the independence requirements of Article 9, paragraphs 1 and 2, of Law 4706/2020. The term of the Board members is six years (expiring on May 30, 2030), subject to extension until the deadline for convening the next Annual General Meeting and until the relevant decision of the Company is reached.

In accordance with the provisions of Law 5178/2025, on September 26, 2025, the Company published the Special Annual Report under Article 3C of Law 4706/2020 regarding Gender Balance on the Board of Directors. This report was duly submitted to the Hellenic Capital Market Commission, the Department of Documentation, Research, and Digital Support (Observatory) of the General Secretariat for Equality and Human Rights of the Ministry of Social Cohesion and Family, as well as to the Greek Ombudsman. The Report was also posted on the Company’s website, as stipulated by the same article. According to the Special Report, the Company complies with the provisions of Article 3, paragraph 1(b) of Law 4706/2020 and the respective provisions of the Suitability Policy regarding adequate gender representation, as the Board of Directors consists of eight (8) men and three (3) women, representing a 27.27% proportion of the underrepresented gender.

It is noted that, following the provisions of Law 5178/2025 (Article 5) and the new requirements of Article 3A of Law 4706/2020 on gender balance, the Board of Directors will review, within the legally prescribed timeframe, any necessary adjustments to its composition to ensure compliance with the current framework and the safeguarding of collective suitability.

Members of the Company’s Board of Directors are individually and collectively suitable, meeting the suitability and reliability criteria prescribed by approved Suitability Policy of the Company. Its line-up adequately represents the genders, a diversity of knowledge, qualifications and experience and



contributes to effective corporate management and the administration of corporate affairs for the benefit of the Company and its shareholders.

The Board of Directors operates effectively to achieve the company's objects and exercises its powers in accordance with the provisions of the law on societies anonymes, the Articles of Association, the Company's Operation Regulation and the Hellenic Corporate Governance Code.

The Board's priorities during 2025, were to implement the Company's business strategy, which, specifically during this fiscal year, included as its primary – but not sole – objective the acquisition of Bally's Corp's International Business division, a transaction completed in early October 2025 that transformed the Group, to ensure the completeness and reliability of data and information and non-financial information in preparing reliable financial statements, to recognize and manage material risks associated with the business activity and the Company's operations as well as the preparation of a Sustainability Report in accordance with the new sustainability data requirements included in the EU Directive (Corporate Sustainability Reporting Directive), as incorporated by Law 5164/2024. Also, updated the Suitability Policy for the members of the Board of Directors, ensuring its alignment with the new Law 5178/2025 and Circular No. 60/29.04.2025 of the Hellenic Capital Market Commission.

The Board of Directors, supported by the Remuneration and Nomination Committee, completed during the first quarter of 2026 the self-assessment of the Company's Board of Directors and its Committees (Audit Committee, Remuneration and Nomination Committee) for the period from 01.01.2025 to 31.12.2025, in accordance with the provisions of Law 4706/2020 on Corporate Governance, Circular No. 60/18.09.2020 issued by the Hellenic Capital Market Commission, and the Hellenic Corporate Governance Code 2021, with no material weaknesses identified. Specifically, the evaluation for the period 01.01.2025 – 31.12.2025 did not highlight any particular issues requiring corrective actions, as the members reached a consensus regarding the effective functioning of both the Board of Directors and its Committees, as well as the effective fulfillment of the duties of the Chairman and the Chief Executive Officer.

Furthermore, in March 2026, the assessment of the adequacy and effectiveness of the Company's Corporate Governance System was successfully completed with a reference date of 31.12.2025 based on the requirements arising from par. 1 of article 4 of Law 4706/2020, by the independent consulting firm "Grant Thornton Certified Public Accountants and Business Consultants S.A." This assessment did not reveal any material weaknesses in the Company's Corporate Governance System.

The evaluation of the Corporate Governance System covered the following areas: a) an adequate and effective Internal Control System, including risk management and regulatory compliance systems, b) adequate and effective procedures for the prevention, detection, and suppression of conflicts of interest, c) adequate and effective communication mechanisms with shareholders to facilitate the exercise of their rights and active shareholder engagement, d) a remuneration policy that contributes to the Company's business strategy, long-term interests, and sustainability.

Additionally, in March 2026, 'Grant Thornton Société Anonyme Chartered Accountants and Management Consultants' (distinctive title 'Grant Thornton S.A.') successfully completed the assessment of the adequacy and effectiveness of the Internal Control System ('ICS') of the Company Bally's Intralot S.A. and its significant subsidiaries, with a reference date of 31/12/2025, in accordance with the provisions of Article 14, paragraph 3(j) and paragraph 4 of Law 4706/2020 and Decision 1/891/30.09.2020 of the Board of Directors of the Hellenic Capital Market Commission, as currently in force (the 'Regulatory Framework').

The evaluation of the Internal Control System covered the following components: the Control Environment, Risk Management, Control Activities and Procedures, Information and Communication Systems, as well as the Monitoring of the Company's Internal Control System and its significant subsidiaries.

The Grant Thornton S.A.'s Report concluded that based on the work performed and the evidence obtained regarding the evaluation of the adequacy and effectiveness of the Company's ICS, no weaknesses were identified that could be considered as material weaknesses in the Company's ICS, in accordance with the Regulatory Framework.

The Board of Directors proceeds to resolutions in accordance with the law and the Articles of Association of the Company. All Independent Non-Executive Members of the Board of Directors, during 2025, attended BoD meetings and/or agreed on decision taking for the preparation of the financial statements and for matters approved by the General Meeting with a qualified quorum and majority. Moreover, the Board of



Directors examines in each case whether there is a conflict of interest or the issue on which it takes a decision falls within the provisions of articles 99-101 of L.4548/2018 on related party transactions.

Furthermore:

- Executive members of the Board of Directors have knowledge and experience in supervising Company operations and activities and stand out for their integrity, objectivity and professionalism. During the year they effectively managed and administered company affairs dedicated to the approved corporate objectives, generating significant financial results for the benefit of the Company, its employees and shareholders.
- Non – executive members of the Board are able to communicate seamlessly with Company management executives and receive regular updates from heads of department.
- Independent Non – Executive Members of the Board of Directors, in the context of their participation in the Board of Directors and Committees, actively participate in shaping decisions, operate with a sense of responsibility, of independence in shaping opinions and of transparency, ensuring the implementation of good corporate governance practices and effective supervision on management decisions, thereby safeguarding the interests of all internal and external stakeholders. During the year, no decisions were taken by the Board of Directors with which the Independent Members disagree.
- During 2025, the Non Executive Members met once time without the presence of the Executives and was discussed the performance of the Executive members during the year.
- The Company has set up an Audit Committee which, in accordance with the decision of the Company's Annual General Meeting of Shareholders on 30.05.2024 is a Board of Directors Committee comprised of a total of three (3) Independent Non- Executive Members.
- The Company has set up a Remuneration and Nomination Committee which consists of three (3) Independent Non-Executive Members. The Committee's key mission is for the Board of Directors to assist in formulating proposals to the Board of Directors about the Remuneration Policy, to examine the information in the final draft of the Remuneration Report in accordance with article 112 of L. 4548/2018, and the procedure for identifying and selecting suitable potential Board members to ensure its problem-free continued operation as a collective management and representation body for the Company and its Committees in accordance with the current Suitability Policy implemented by the Company.
- In the labour sector, the Company encourages and ensures a generally safe and healthy working environment without discrimination, harassment or retaliation and ensues labour relations that promote mutual trust, constructive cooperation, two-way communication and recognition, eliminating all forms of forces of mandatory work and discrimination at work.

Lastly, as Independent Non – Executive Members of the Company's Board of Directors, we confirm that we agree with the content of the Company's Board of Directors, Management Report and the Corporate Governance Statement which forms an integral part of the Board of Directors' Report and was approved by the Board of Directors on 20.04.2026. The Board of Directors Report has been included in the Annual Financial Report for the year ended on 31.12.2025.

Peania, 07.05.2026

The Independent Non – Executive Members of **BALLY'S INTRALOT**