

SPORTRADAR GROUP AG

Organizational Regulations of the Board of Directors
(*Organisationsreglement*)

1. SCOPE OF REGULATIONS

1.1. Basis

These organizational regulations ("**Regulations**") are adopted by the board of directors (the "**Board**", each member of the Board, a "**Board Member**") of Sportradar Group AG (the "**Company**") pursuant to article 17 para. 2 of the Company's articles of association (the "**Articles**").

1.2. Scope

These Regulations and their annexes provide for the rules on the functions and competences of the following corporate bodies and persons:

- the Board;
- the chairman or chairwoman (the "**Chairman/Chairwoman**") and secretary (the "**Secretary**") of the Board;
- the standing committees of the Board (the "**Board Committees**");
- the chief executive officer ("**CEO**") and the Company's executive management ("**Executive Management**", each member of the Executive Management, including the CEO, an "**Executive**"); and
- the internal audit function ("**Internal Audit**"),

and constitute at the same time the Company's fundamental organizational rules in the sense of article 716b of the Swiss Code of Obligations ("**CO**").

1.3. Company Structure

The Company is a holding company which directly or indirectly owns a global group of companies that provide sports data and content to a variety of customers, including media companies, betting companies and global sports federations (such group of companies, the "**Group**"). To ensure proper functioning of the business of the Group in the interests of the Company and its shareholders and to comply with various requirements imposed by relevant laws and regulatory authorities, the Board shall supervise and, where necessary and appropriate, provide overall strategic direction for the business of the Group.

2. ORGANIZATION IN GENERAL

2.1. Duty of Care and Loyalty

Each Board Member or Executive is under the duty to carry out his/her responsibilities with due care and to safeguard and further the interests of the Group, the Company and its shareholders, including the creation of long-term value.

2.2. Conflicts of Interest

Each Board Member or Executive shall be mindful of any actual or potential conflict of interest when arranging his/her personal and business affairs. The fact that a Board Member has been nominated by a major shareholder (each a "**Principal Shareholder**") for election by the shareholders' meeting (the "**General Meeting**"), does in itself not constitute a conflict of interest pursuant to Swiss law.

Each Board Member or Executive must promptly disclose any change in circumstances, including a material change of his/her personal, business or professional affiliations or responsibilities that might give rise to an actual or potential conflict of interest.

Disclosure must be made by:

- (a) the Chairman/Chairwoman to the chairperson of the Nominating and Corporate Governance Committee; and by
- (b) a Board Member or the CEO to the Chairman/Chairwoman; and by
- (c) a non-CEO Executive to the CEO.

The Chairman/Chairwoman, the CEO and the chairperson of the Nominating and Corporate Governance Committee, respectively, must review the disclosures and inform the Board and the Executive Management, respectively, with a corresponding proposal for appropriate mitigating measures, if any.

The Board and the Executive Management, respectively, shall, following consultation – if deemed necessary with outside counsel – determine appropriate measures to address any actual or potential conflict of interest, which may include requiring a Board Member to recuse himself or herself from a Board meeting.

In case of a resolution on an item requiring a Qualified Majority (as defined below), and for which one or several Board Members nominated by a Principal Shareholder is/are conflicted, an affirmative vote of the conflicted Board Member(s) is required (by way of two separate resolutions, one adopted by the non-conflicted Board Members and one adopted with the participation of the conflicted Board Member(s)).

2.3. Confidentiality

Each Board Member and Executive must keep at all times strictly confidential all information – except information already in the public domain – relating to the Company and/or the Group, which the member has learned during the exercise of his/her duties. This obligation and duty continues even after the expiration of the term of office or the employment relationship.

Upon request by the Company, documents of the Company and/or the Group must be returned or destroyed by the Board Member and Executive, respectively, at the latest on expiry of the term of office or employment relationship. If required, e.g. in case of legal proceedings, the Board Member and Executive, respectively, can access relevant documents at the office of the Secretary.

3. MEETINGS OF THE BOARD, THE BOARD COMMITTEES AND THE EXECUTIVE MANAGEMENT

3.1. No Representation

A Board Member or Executive who is not able to participate in a Board, Board Committee or an Executive Management meeting may not be represented by another Board Member or Executive or any other person.

3.2. Quorum and Majority Requirements

Unless stated otherwise in these Regulations, the presence in person, by telephone, by video conference or other technical means of instant communication of a majority of the members is required for any meeting.

If the Chairman/Chairwoman does not participate, the meeting shall be chaired by the deputy chairman/chairwoman or, in his/her absence, by any member appointed by the other members as ad hoc chair.

Subject to Articles 3.3, 3.4 and 8, resolutions require the affirmative majority of the votes cast. If an item is, however, not on the agenda of a Board meeting, resolutions are passed by an affirmative vote of a majority of all Board Members.

In the event of a tie of votes on any issue, (i) in a Board Committee, the full Board decides the issue, and (ii) in the Executive Management, the CEO shall have the casting vote.

3.3. Qualified Majority Requirements

A unanimous vote of the Board Members (a "**Qualified Majority**") is required for amendments to these Regulations.

3.4. Independence of the Board

Except as otherwise permitted by the applicable rules of The Nasdaq Stock Market LLC ("**Nasdaq**"), the Board will be comprised of a majority of directors who qualify as independent directors (the "**Independent Directors**") as required under Nasdaq rules.

3.5. Written Resolutions

A proposal for a written resolution must be communicated to all members, giving a deadline of at least five (5) business days for responding, and – if no member requests a meeting within the deadline for responding in relation to the subject matter of the proposed resolution – is only deemed to have passed:

- (a) if the proposed resolution is approved by an affirmative vote of a majority of all Board Members; and
- (b) if the proposed resolution is approved with the Qualified Majority if it must be filed as evidence with the commercial register.

A written resolution must be recorded under a separate heading in the minutes of the following meeting.

3.6. **Secretary / Minutes**

The Board and the Board Committees each appoint a secretary, who need not be a member of the respective bodies. The secretaries of the Board and the Board Committees keep the meeting minutes, which contain all resolutions adopted at the meeting and the key decision-making factors.

4. **THE BOARD**

4.1. **Duties of the Board**

The Board is the ultimate executive body of the Company.

It shall resolve business matters which are reserved to the authority of the Board by law, the Articles, or these Regulations.

In particular, the Board has the following duties:

- (a) The ultimate direction of the business, including, without limitation, the taking of resolutions and the giving of overall guidance or, if necessary or deemed appropriate, of instructions regarding the following matters that shall solely be reserved to the Board (where appropriate, the duties of the Board may be further defined and specified in internal regulations):
 - (i) (A) acquisition of any company, business or assets (including real estate) (the "**M&A Activity**") in a financial year with a value of (i) above EUR 150'000'000 or (ii), if lower, more than 3% of the Company's total market capitalization as of the date of the signing of the acquisition and (B) any M&A Activity resulting in the Group spending more than EUR 250'000'000 for M&A Activities not previously approved by the Board in any consecutive period of 24 months;
 - (ii) the disposal or divestiture of Company's assets outside the ordinary course of business;
 - (iii) the incurrence of individual credit lines or indebtedness (subject to Board approved delegation of authority);
 - (iv) the issuance of public bonds, debentures and similar public instruments;
 - (v) the non-compensatory issuance of shares of the Company or any instruments convertible or exchangeable into the shares of the Company;
 - (vi) proposing dividends for approval at the General Meeting;
 - (vii) to dismiss and/or replace the CEO for Good Cause provided that "**Good Cause**" shall mean any dismissal and/or replacement of the CEO for good cause pursuant to article 340c para. 2 CO;

- (viii) executive compensation matters involving executive officers named in the registration statement as filed with the SEC;
 - (ix) (A) renewal of existing sport rights contracts if (i) the sport rights contract shall be renewed at conditions that are substantially less favorable to the Group than those of the existing contract (provided that an increase in expenses shall not be relevant if lit (ii) does not apply) or (ii) the aggregate expenses in relation to the renewed contract are increased by either (x) 12% or more of the aggregated expenses under the existing contract or (y) USD 300,000,000.00 or more and (B) conclusion of new sports rights contracts with rightsholders which, including their affiliates, are not suppliers of the Group as of the date of this Agreement (the "**New Partners**") with aggregate expenses of USD 100'000'000 or more;
 - (x) Company share repurchases;
 - (xi) the annual and long-term shareholder guidance;
 - (xii) the initiation and settlement of judicial and administrative proceedings and disputes exceeding USD 50'000'000 in dispute value;
 - (xiii) secondary listing or delisting from a national securities exchange;
 - (xiv) related party transactions;
 - (xv) material change in accounting policies or principles;
 - (xvi) employee participation schemes;
 - (xvii) any amendment of the Conversion Agreement; and
 - (xviii) amendment of sunset provisions in and exercise of the call option under the Conversion Agreement.
- (b) The Board shall furthermore resolve the following matters:
- (i) approval of the annual Group operating budget and the annual capital budget;
 - (ii) the appointment and dismissal of the CEO of the Company for other reasons than for Good Cause;
 - (iii) renewal of existing sports rights contracts and conclusion of sport rights contracts with New Partners, in each case with aggregate expenses of USD 25'000'000 or more; and
 - (iv) annual capital commitments over USD 25'000'000 (not included in the annual group operating budget or the annual capital budget).
- (c) As required by law the following matters shall be reserved to the Board as they are non-delegable:

- (i) the overall management of the Company and the issuing of all necessary directives;
 - (ii) determination of the Company's organization;
 - (iii) the organization of the accounting, financial control and financial planning systems as required for management of the Company;
 - (iv) the appointment and dismissal of persons entrusted with managing and representing the Company;
 - (v) overall supervision of the persons entrusted with managing the Company, in particular with regard to compliance with the law, the Articles, operational regulations and directives;
 - (vi) compilation of the annual report, preparation for the General Meeting, the compensation report and implementation of its resolutions; and
 - (vii) notification of the court in the event that the Company is over-indebted.
- (d) The nomination or appointment, removal, determination of duties and responsibilities, and succession plans of the following persons (subject to the powers of the General Meeting):
- (i) Board Committee members and chairpersons;
 - (ii) CEO;
 - (iii) Independent proxy; and
 - (iv) Such other persons as the Board may determine, from time to time, as having significant impact on the business of the Group.
- (e) The adoption of (i) resolutions concerning an increase of the share capital to the extent that such power is vested in the Board (article 651 paragraph 4 CO), as well as (ii) resolutions concerning confirmation of capital increases and related amendments to the Articles. The adoption of confirmatory resolutions pursuant to (ii) are exempted from the presence requirement out-lined in article 3.2.
- (f) The determination of (i) the compensation strategy and the principles, structure and design of compensation plans for the Board and the Executive Management, (ii) the long-term incentive/equity plans, (iii) the compensation amount for the Board Members and for the Executive Management to be presented to the shareholders for approval, (iv) of the terms of employment of the CEO and other members of the Executive Management, (v) the determination of the compensation of the Executive Management as well as their good or bad leaver status under applicable bonus and equity plans in case of termination of employment and (vi) the Group and divisional financial, strategic and operational targets and the evaluation of target achievement.

4.2. Delegation of Management

- (a) Save to the extent expressly stated otherwise in these Regulations, the Articles or mandatory law, the responsibility and authority necessary or appropriate to carry out the day-to-day and operational activities of the Company and the Group as a whole is hereby delegated to fullest extent permitted by applicable law to the CEO.
- (b) The CEO may, in turn, further delegate certain responsibilities and authorities to other Executives and committees and may empower them to further delegate their responsibilities and authorities, provided that any such delegation is clearly defined and includes a statement of reporting responsibility.
- (c) The CEO shall be free to act in accordance with the annual operating budget, annual capital budget and any amendments/modifications thereof approved by the Board.

4.3. Meetings / Agenda

- (a) The Board meets at the invitation of the Chairman/Chairwoman as often as may be required.
- (b) The CEO is entitled to attend every meeting of the Board and to participate in its debates and deliberations. The CEO is not entitled to vote, unless he is a Board Member.
- (c) Invitations for Board meetings contain the meeting agenda and are sent out at least five business days in advance, except for urgent matters. The items on the agenda of the Board meetings are to be determined by the Chairman/Chairwoman after consultation with the CEO. Any Board Member may request a Board meeting for a specific purpose or the inclusion of a certain item on the agenda.

4.4. Right to Request Information

Board Members have full and unrestricted access to the management and employees of the Group in the execution of their duties.

4.5. Independent Advisors

The Board has the authority to retain independent advisors for any matters within the scope of its responsibilities.

4.6. Evaluation of Board Performance

The Board conducts a periodic evaluation of the performance of the Board, of the Board Committees and of the Chairman/Chairwoman.

4.7. Board Committees

The Board may establish ad hoc Board Committees and has the following permanent Board Committees:

- Audit Committee;
- Nominating and Corporate Governance Committee; and
- Compensation Committee (its members to be elected annually by the General Meeting).

The composition of the Audit Committee and the Nominating and Corporate Governance Committee and duties of all permanent Board Committees are set forth in the Appendices.

4.8. Chairman/Chairwoman

In addition to other duties described in these Regulations and the Articles, the Chairman/Chairwoman has the following duties:

- (a) Provides leadership to the Board in its governance role, plans and directs activities of the Board upon consultations, reports and motions of the CEO;
- (b) Coordinates, together with the chairpersons of the Board Committees, the work of the Board Committees;
- (c) Establishes and keeps a close working relationship with the CEO, provides advice and support while respecting the fact that the day-to-day management responsibility is delegated to the Executive Management led by the CEO;
- (d) Promotes effective relationships and communication between the Board, the CEO and the Executive Management;
- (e) Takes the lead in crisis situations;
- (f) Together with the CEO, ensures effective communication with shareholders, other stakeholders and the general public; and
- (g) Works closely with the CEO in evaluating Executives and in establishing succession plans for key management positions.

5. EXECUTIVE MANAGEMENT

5.1. CEO

In addition to other duties that may be assigned by the Board, the CEO, supported by the Executive Management, has the following duties:

- (a) Leads the development of the strategy of the Group's business;
- (b) Directs, reviews and approves the business plans developed by Executive Management;
- (c) Overall responsibility for the management and performance of the business;
- (d) Leads the Executive Management;

- (e) Builds and maintains an effective Executive Management and proposes adequate succession planning to the Board;
- (f) Represents the Company, in coordination with the Chairman/Chairwoman, with major customers, financial analysts, investors and the media; and
- (g) Issues executive regulations to these Regulations, if necessary.

5.2. Executive Management

The Executive Management is led by the CEO. The CEO shall be free to elect the members of the Executive Management directly reporting to the CEO.

5.3. Duties of the Executive Management

The Executive Management is responsible for the management of the business. In particular, and without limitation, the Executive Management has the following duties:

- (a) Contributes to the development of the strategy of the business together with and under the leadership of the CEO;
- (b) Develops and implements the business plans, policies and processes to achieve the strategic objectives and financial targets of the Group;
- (c) Regularly assesses the achievement of the targets for the business;
- (d) Submits proposals to the Board or to one of the Board Committees for approval for items requiring such approval based on these Regulations or further internal regulations;
- (e) Implements the decisions taken by the Board or the Board Committees;
- (f) Prepares and submits quarterly and annual reports for the attention of the Board or the Board Committees, and keeps the Board or the Board Committees informed of all matters of fundamental significance to the business and/or that are relevant to allow the Board or the Board Committees to fully perform their duties;
- (g) Develops and implements modifications to the organization of the business to ensure efficient operation of the business and achievement of optimized consolidated results;
- (h) Ensures appropriate external stakeholder management, including an effective internal and external communication strategy;
- (i) Ensures that management capacity, financial and other resources are provided and used efficiently;
- (j) Reports immediately to the Board any matter requiring prompt Board attention; and

- (k) Deals with such other matters as are delegated by the Board or a Board Committee to the Executive Management.

6. INTERNAL AUDIT

The Group's Internal Audit shall:

- (a) Carry out operational and system audits, assist the organizational units in the accomplishment of objectives by providing an independent approach to the evaluation, improvement, and effectiveness of their risk management and internal control framework. All organizational units of the Group are subject to audit;
- (b) Prepare reports regarding the audits it has performed, and report to the Audit Committee and to the CEO material irregularities, whether actual or suspected, without delay; and
- (c) Perform such other functions and audits as assigned to it by the Board, the Audit Committee or the CEO from time to time.

7. MISCELLANEOUS

7.1. Signing Authority

The Board shall determine and grant the signing authority for the Board, the members of the Executive Management and for other persons to sign on behalf of the Company.

7.2. Reporting of Board Memberships

All members of the Board are required to report the directorships and consulting agreements as well as any changes in directorships or consultantships and when there is a change in their principal employment to the Company's chief legal officer, who will report this to the Nominating and Corporate Governance Committee.

7.3. Expense Reimbursement

The Board Members shall be reimbursed for their reasonable expenses, including travel cost.

8. EFFECTIVENESS AND AMENDMENTS

- (a) These Regulations come into effect on the day the Company goes public and replace any former regulations of the Board, the Board Committees and the Executive Management.
- (b) The Board and the CEO are entitled to issue executive regulations to these Regulations.
- (c) These Regulations may only be amended or replaced by the Board by way of a Qualified Majority.

Appendices:

- Charter Audit Committee
- Charter Compensation Committee
- Charter Nominating and Corporate Governance Committee