

**Declaration by the Management Board and Supervisory Board  
of mybet Holding SE pursuant to Section 161 of the German Stock Corporation Act**

In accordance with Section 161 of the German Stock Corporation Act, the Management Board and Supervisory Board of a listed stock corporation are required to submit a Declaration of Conformity each year on the recommendations of the "German Corporate Governance Code" published by the Federal Ministry of Justice in the official section of the Official Gazette of the Federal Republic.

The Management Board and Supervisory Board of mybet Holding SE declare that the recommendations of the "Government Commission on the German Corporate Governance Code" have been complied with since the last declaration in December 2014 and the update in April 2015, with the following exceptions:

1. D&O insurance cover

The German Corporate Governance Code envisages in Article 3.8 Para. 3 that where D&O insurance cover is also taken out for the Supervisory Board, an excess of at least 10 percent of the loss up to an amount one and a half times the fixed annual remuneration should be agreed for the Supervisory Board.

The D&O insurance cover does not include any excess for the Supervisory Board.

The policy concluded provides no insurance cover for wilful dereliction of their duties by the insured parties; insurance cover is granted exclusively for negligent dereliction of duties. An excess would therefore only be applicable in the case of negligent acts. The members of the company's Supervisory Board are selected with care; they demonstrate a sense of responsibility and possess entrepreneurial experience. The agreement of an excess would not serve to heighten their sense of responsibility, care or motivation. It should moreover be taken into account that the fixed remuneration for the Supervisory Board is of such a moderate level that the agreement of an excess of 10 percent would not additionally increase the care exercised by the Supervisory Board members. The company therefore believes that the agreement of an excess for the Supervisory Board would not be appropriate.

Section 93 (2) Sentence 3 of the German Stock Corporation Act is complied with.

2. Duties and responsibilities of the Management Board

Pursuant to Article 4.1.5 of the Code, the Management Board is to consider diversity when filling senior positions and in particular strive for appropriate representation of women. There is currently no human resources guideline from the Management Board stating the above goals. Decisions on appointments to senior positions are based solely on the expertise of the candidates. At present a number of senior positions within the company are filled by women, and diversity is considered in new appointments.

### 3. Remuneration of the Management Board and Supervisory Board

According to Article 4.2.2 Para. 1 Sentence 2 of the Code, a committee that deals with the Management Board contracts is to submit its proposals to the Supervisory Board plenary meeting. Although the company has once again formed a Personnel Committee following the partial reconstituting of the latter body by the Annual General Meeting, for the sake of personnel continuity the contracts of the employment of the Management Board were prepared and dealt with by the Supervisory Board plenary meeting in 2015 following its partial reconstituting.

Article 4.2.2 Para. 2 Sentence 3 of the Code obliges the Supervisory Board to consider the ratio between the remuneration of the Management Board and that of senior management and the workforce as a whole, including in respect of its development over time. In determining the remuneration of the Management Board the Supervisory Board has attached very high importance to appropriate remuneration rules that are appropriate for the economic and financial situation of the company. No explicit ratio for the remuneration of management employees of the company has been laid down.

The monetary remuneration components are to comprise fixed and variable components (Article 4.2.3 Para. 2 Sentence 2 of GCGC). Pursuant to Article 4.2.3 Para. 2, variable remuneration components shall fundamentally have an assessment basis of more than one year and take account of both positive and negative developments.

For the employment contracts with the Management Board, the Supervisory Board has placed the emphasis of incentivisation on long-term variable remuneration in the form of phantom stocks with phased issuance and multi-year vesting periods; however there is also a variable remuneration component with a one-year assessment basis taking EBIT and other individually agreed targets as the points of reference. The contracts of employment with the Management Board members envisage caps on the variable remuneration.

Despite the above minor departures from the Code, the Supervisory Board believes the Management Board's remuneration to be appropriate.

Pursuant to Article 5.4.6 of the Code, the Supervisory Board remuneration should also reflect membership of the committees. Work on the committees is not currently reflected separately. In addition to a fixed payment, the Supervisory Board receives a performance-related payment that reflects the EBIT achieved by the company and is therefore only an indirect reflection of sustained corporate development. The company believes that the current remuneration structure for the Supervisory Board remains appropriate.

### 4. Succession planning and age limit

Pursuant to Article 5.1.2 Para. 1 Sentence 3 of the Code, the Supervisory Board shall, in conjunction with the Management Board, ensure that long-term plans are made for successor members to the latter body. There is currently no long-term succession planning for the Management Board and Supervisory Board.

Article 5.1.2 Para. 2 Sentence 3 of the Code recommends that an age limit be specified for Management Board members, and Article 5.4.1 Para. 2 Sentence 1 that an age limit be specified for Supervisory Board members. No age limits apply for the members of the Management Board and Supervisory Board of mybet Holding SE, nor are such limits considered advisable.

#### 5. Composition and maximum term of office of the Supervisory Board

The Supervisory Board has not previously set any firm targets regarding its composition, nor any limits regarding the maximum term of office of Supervisory Board members in accordance with the recommendation in Article 5.4.1. The Supervisory Board bases its personnel proposals solely on the expertise of the candidates. Limits specifying a maximum term of office for members of the Supervisory Board are not considered to be advisable.

#### 6. Transparency, financial reporting and auditing of financial statements

The dates of the key regular publications (including Annual Report) are, in accordance with the recommendation in Article 6.3, to be published sufficiently in advance in a “Financial Calendar”. Furthermore, in accordance with the recommendation in Article 7.1.2 the Consolidated Financial Statements are to be made publicly available within 90 days of the end of the financial year. As previously indicated in April 2015 in the update to the Declaration of Conformity of December 2014, the publication date of the end of March for the annual financial statements and Consolidated Financial Statements and also for the Annual Report had to be postponed at short notice to April 2015. The updated Financial Calendar could therefore not be published sufficiently in advance. In addition, the Consolidated Financial Statements could only be made publicly available later than 90 days after the end of the financial year. In the assessment of the Management Board and Supervisory Board, this is a one-off delay. In future, the above recommendations are once again to be met unreservedly.

mybet Holding SE

Hamburg, December 2015

The Management Board

The Supervisory Board