

DECLARATION OF COMPLIANCE ON CORPORATE GOVERNANCE

Declaration by the Management Board and Supervisory Board of mybet Holding SE in accordance with 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 Compliance 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 2016 and the update in February 2017, with the following exceptions:

1. D&O insurance cover

The German Corporate Governance Code (GCGC) 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 4.1.3 Para. 3 a secure opportunity to give hints about violations of law in the company shall be provided to employees in an appropriate way. At mybet such a whistleblowing system is currently not available yet. The technical department is working on an implementation. We are expecting to be able to comply with the recommendation at a certain time during the financial year 2018.

Pursuant to Article 4.1.5 of the GCGC, the Management Board is to consider diversity when filling senior positions and in particular strive for appropriate representation of women.

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. In June 2017 a target of 25 percent was set for the proportion of women within the management level below the Management Board. This target is to be held until 30 June 2022.

3. Composition and remuneration of the Management Board and Supervisory Board
Pursuant to Article 4.2.1 of the Code, the Management Board is to comprise several persons and have a Chair or Chief Executive Officer. Since 31 August 2016 Markus Peuler is sole member of the Management Board of the group. According to the assessment of the Supervisory Board, the company remains well equipped for the tasks that lie ahead with the sole Management Board member and a strong second management tier.

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 stock options 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.

4. Succession planning, diversity and age limit
Pursuant to Article 5.1.1 of the Code, the Supervisory Board is to consider diversity in the composition of the Management Board, and in particular ensure that women are

appropriately represented. When appointing the Management Board, the Supervisory Board bases its decisions solely on the expertise of the candidates. The Management Board currently comprises one person.

Equally with regard to the composition of the Supervisory Board, proposed members are selected solely on the basis of expertise and competence. For future proposals for election the Supervisory Board intends to continue to base its decisions primarily on specialist and personal competence, in a departure from the provisions of Article 5.4.1 of the Code.

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 remuneration of the Supervisory Board; committees
Pursuant to Article 5.3.3, the Supervisory Board is to form a Nominating Committee. No Nominating Committee is currently formed as the point of view of the Supervisory Board is, that matters of succession shall be discussed within the Supervisory Board plenum.

The Supervisory Board has not previously specified any firm targets for its composition pursuant to the recommendation in Article 5.4.1. But the Supervisory Board will of course take into account the existing requirements regarding the capabilities of a candidate in its election proposal.

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.

Due to current events, the above-mentioned declaration of December 2017 is updated by the Management Board and Supervisory Board as follows with regard to Code Nos. 6.2 and 7.1.2:

6. Transparency, accounting and audit of the financial statements

In accordance with the recommendation in No. 6.2, the publishing dates for material recurring publications (e. g. annual reports) are to be released with adequate advance notice. In addition, in line with the recommendation in No. 7.1.2, the consolidated financial statements and the consolidated management report are to be publicly accessible within 90 days of the end of the financial year. The date for publication of the annual and consolidated financial statements and the 2017 annual report had to be postponed early in March 2018 at short notice due to the talks with the potential investor until April 2018. For this reason, it was not possible to publish the updated financial calendar with adequate advance notice. Moreover, the consolidated financial statements and the management report can be made publicly accessible only later than within 90 days of the end of the financial year.

Berlin, March 2018

mybet Holding SE

The Management Board

The Supervisory Board