

CORPORATE GOVERNANCE REPORT

including Corporate Governance Declaration pursuant to Sec. 289f German Commercial Code (HGB)

The actions of mybet Holding SE's governing and supervisory bodies are determined by the principles of responsible, sound corporate governance. In this declaration, the Management Board – also acting on behalf of the Supervisory Board – provides its report on corporate governance in the company pursuant to Article 3.10 of the German Corporate Governance Code (GCGC) as well as Section 289f German Commercial Code (HGB).

REPORTING AND DECLARATION OF COMPLIANCE ON CORPORATE GOVERNANCE

mybet Holding SE addresses the issue of corporate governance intensively and responsibly. Nevertheless, in view of the relatively small size and structure of the mybet Group, not all recommendations of the GCGC can be usefully implemented. The Management Board and Supervisory Board of mybet Holding SE published the most recent Declaration of Compliance pursuant to Sec. 161 German Stock Corporation Act in December 2017 on the website of mybet Holding SE at www.mybet-se.com. All previous Declarations of Compliance can equally be accessed on the internet.

Wording of Declaration of Compliance as of December 2017 including the update of March 2018:

Declaration by the Management Board and Supervisory Board of mybet Holding SE pursuant to Sec. 161 German Stock Corporation Act (AktG)

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 at least 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 willful 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

– End of Declaration according to Sec. 161 German Stock Corporation Act (AktG) –

COOPERATION BETWEEN MANAGEMENT BOARD AND SUPERVISORY BOARD

One fundamental principle of German stock corporation law is the dual governance system, under which the corporate bodies Management Board and Supervisory Board are each allocated distinct areas of responsibility. The Management Board and Supervisory Board of mybet Holding SE work together closely and in a partnership of trust on the steering and supervision of the company.

Management Board

mybet Holding SE is run by one member of the Management Board. Since 1 September 2016 Markus Peuler, the former CFO, manages the company as sole member of the Management Board with the aim of sustainably creating value added under their own responsibility and in the interest of the company.

The Management Board regularly reports to the Supervisory Board on the progress of business and the situation of the company, including risk management, as well as on compliance. The Management Board's rules of internal procedure specify that business transactions of exceptional significance, such as the approval of plans, major acquisitions or capital measures, are subject to the approval of the Supervisory Board.

The current version of the rules of internal procedure for the Management Board is made available to the public on the website of mybet Holding SE in the section Company > Corporate Governance.

Supervisory Board

The Supervisory Board advises and monitors the Management Board's governance of the company. It is consulted on the strategy and plans, as well as on matters of fundamental significance for the company. The Supervisory Board Chairman coordinates the work of the Supervisory Board, chairs its meetings and represents the body externally.

The Supervisory Board of mybet Holding SE currently comprises five members. Dr Volker Heeg (Chairman), Clemens Jakopitsch (Deputy Chairman), Patrick Möller, Maurice Reimer and Michael Otto. Markus Knoss has been member of the Supervisory Board until December 2017 as a sixth member.

Markus Knoss (Member of the Supervisory Board until December 2017), as a qualified banker and economist, possesses the expertise in the areas of financial reporting and auditing of financial statements that is required pursuant to the German Accounting Law Modernisation Act (BilMoG).

After earning the German equivalent of an MBA and having worked for many years as an investor relations specialist, Patrick Möller (the new Chairman of the Audit Committee since December 2017) has the necessary expertise required by the German Accounting Law Modernisation Act (*Bilanzrechtsmodernisierungsgesetz – BilMoG*) in the fields of accounting and auditing of financial statements.

The same applies to Dr Heeg as a tax consultant and owing to his many years' tenure with an auditing firm.

Within the Supervisory Board two committees had been in existence during the financial year 2017:

Audit Committee: Markus Knoss (Chairman, Member of the Supervisory Board until December 2017), Patrick Möller (Chairman since December 2017), Michael Otto, Dr Volker Heeg (since December 2017)

Personnel Committee: Clemens Jakopitsch (Chairman), Michael Otto, Maurice Reimer

As stated in the Declaration according to §161 German Stock Corporation Act (AktG) from the perspective of the Supervisory Board matters of succession shall be discussed within the Supervisory Board plenum. Therefore, the Supervisory Board renounced to constitute a Nomination Committee for the time being.

The Supervisory Board is kept informed by the Management Board in a timely and comprehensive manner, both in writing and orally. Reports are presented at the regular meetings on the plans, business performance and situation of the group, including risk management and observation of compliance guidelines. An extraordinary Supervisory Board meeting is convened to discuss any major events. The Supervisory Board has adopted rules of internal procedure for its own work.

mybet Holding SE has taken out financial loss liability insurance cover (D&O insurance) for all Management Board and Supervisory Board members.

The Management Board and Supervisory Board are committed to the corporate interests of mybet Holding SE.

During the financial year 2017, no member of the Management Board held more than three non-executive directorships of listed companies that did not belong to the group.

CORPORATE GOVERNANCE PRACTICES

The following corporate governance practices are disclosed to the public on the website of mybet Holding SE at www.mybet-se.com in the section Company > Corporate Governance.

Shareholders and Annual General Meeting

The shareholders exercise their rights at the company's Annual General Meeting. For the passing of resolutions, every share corresponds to one voting right. The General Meeting elects the Supervisory Board and votes on the discharge of the Management Board and Supervisory Board. The General Meeting moreover elects the auditor proposed by the Supervisory Board. It decides on the appropriation of net earnings, on capital measures, on intercompany agreements requiring its approval, on the remuneration of the Supervisory Board and on amendments to the articles of incorporation. The ordinary Annual General Meeting of mybet Holding SE takes place each year; in exceptional circumstances stock corporation law provides for the convening of an Extraordinary General Meeting.

Every shareholder who registers in time is entitled to participate in the General Meeting. Shareholders who are unable to attend in person have the option of arranging for a bank, a shareholders' association, the proxy bound by instruction appointed by mybet Holding SE or another authorised agent of their choice to exercise their right to vote.

The invitation to the General Meeting and the reports and information required for the resolutions are published in accordance with the requirements under stock corporation law and made available on the website of mybet Holding SE.

Transparency

mybet Holding SE publishes information on the economic situation of the group, as well as all material new developments concerning the business of the mybet Group, in a regular and timely manner. The Annual Report and the Half-Year Report are published within the specified periods required by law. Information on topical events is made available to both capital market participants and the general public in the form of press releases and, if necessary, ad hoc announcements. Information is disseminated using suitable electronic media such as an electronic news distribution service, e-mail as well as the company's website and is generally disclosed simultaneously in German and English.

Each year, mybet Holding SE publishes a financial calendar containing all dates of relevance for the capital market, especially for the Annual General Meeting, Analysts' conferences and the publication dates of financial reports and quarterly statements. Normally, the calendar is published on the internet at the beginning of each financial year.

Additional information about the company, the business activities and the products as well as on mybet securities is moreover available on the group website www.mybet-se.com in German and English.

Directors' Dealings

The changes during 2017 and the positions held in securities of mybet by directors on either corporate body at 31.12.2017 are as follows:

Name	Function	Security type	31.12.2016	Additions	Disposals	31.12.2017
Markus Peuler	Management Board	Shares	40,000	0	0	40,000
		Convertible Bond 2015/2020	58	0	0	58
		Convertible Bond 2017/2020	100	100	0	100
Dr Volker Heeg	Supervisory Board	Shares	25,000	0	0	25,000
		Convertible Bond 2017/2020	250	250	0	250
Clemens Jakopitsch	Supervisory Board	Shares	756,892	0	0	756,892
		Convertible Bond 2017/2020	1,000	1,000	0	1,000
Markus Knoss	Supervisory Board	Shares	12,200	0	0	12,200*
Patrick Möller	Supervisory Board	Shares	15,000	0	0	15,000
Michael Otto	Supervisory Board	Shares	10,000	0	0	10,000
		Convertible Bond 2017/2020	94	94	0	94
Maurice Reimer	Supervisory Board	Shares	10,000	10,000	0	10,000
		Convertible Bond 2015/2020	19	0	19	0
		Convertible Bond 2017/2020	100	100	0	100

*At the time of leaving the corporate body

Financial reporting and auditing of financial statements

The mybet Group prepares its financial statements in accordance with the International Financial Reporting Standards (IFRS). The separate financial statements of mybet Holding SE are prepared in accordance with the German Commercial Code (HGB). The audited Consolidated Financial Statements and separate financial statements of mybet Holding SE as well as a normally unaudited reports on the first half-year as well as two normally unaudited statements on the first and third quarters of each year are published. The Annual General Meeting is responsible for the election of the auditor.

Risk management

A responsible approach to business risks is one of the principles of sound corporate governance. In accordance with the requirements under stock corporation law, the risk management system of mybet Holding SE focuses on enabling the Management Board to identify at an early stage any risks that could potentially pose a threat to the company as a going concern, and initiate timely countermeasures. Potential risks are analysed centrally on the basis of monthly generated key figures and reports from the individual

sections of the company. The odds and bookmaking margins in the Sports Betting area constitute such key data. Alongside the use of predefined risk categories, the reporting corporate units bear a high degree of individual responsibility for recording risks in order to cover as broad a spectrum of risks as possible. The risk consolidated group mirrors the group of consolidated companies.

The systems are continually refined, adapted to reflect changing general parameters and examined by the independent auditors. The Management Board informs the Supervisory Board regularly of existing risks and their development. The Audit Committee deals in particular with overseeing the financial reporting process, including reports, the effectiveness of the internal system of control, risk management, compliance and the auditing of the financial statements.

Details of risk management in the mybet Group are presented in the opportunities and risks report, which is being published regularly in the Annual report of the company and is being updated in the interim statements on a regular basis. The report on the internal control and risk management system for financial reporting purposes as required under the German Accounting Law Modernisation Act (BilMoG) is contained in the management report of the company's Annual Report.

Compliance and Code of Conduct

Compliance with codes of practice, laws and guidelines is a core component of mybet's entrepreneurial actions. As well as observing the law and the articles of incorporation, it above all complies with internal rules and with commitments undertaken voluntarily. mybet regards treating employees, business partners, shareholders and the public with integrity as an entrepreneurial given.

As an enterprise with investments in companies operating in the gaming industry, mybet is profoundly aware that customers participating in games of skill and chance are also at risk of developing problem behaviour. By implementing preventive and educational measures, also in partnership with addiction research institutes, the mybet Group systematically strive to protect their customers and encourage them to play responsibly. This important task is taken very seriously.

For example mybet communicates on the betting and casino platform online and in its stationary betting shops via information material to players, who detect problematic gaming behaviour in either themselves or in third parties, about the symptoms and dangers of problem gambling and gambling addiction. In addition, mybet refers in this materials, amongst others, to the toll-free anonymous counselling hotline of the Federal Office for Health Education 0800 1372700. In addition, on the internet and at the physical sales outlets, customers will find information on a nationwide register of help services enabling players with gaming problems to obtain consultation and treatment, specifically putting the person affected in contact with the appropriate bodies near their individual place of residence. mybet offers every player the opportunity to exclude themselves from using mybet products for a specified period. For both internet products and the placing of bets at betting offices, players can apply to mybet to be listed on an industry-wide blocking system from the moment the licence is granted.

In order to detect problematic gaming behaviour as early as possible and hold it in check, mybet has developed a system of identifying persons at risk of gaming addiction. Using an ongoing monitoring process, every player is placed in a risk category. We have

identified measures (such as dialogue with the customer or blocking of accounts) for each risk category to counteract the occurrence of problematic gaming behaviour.

mybet employees who regularly come into contact with customers are given in-depth training on social aspects. They are instructed in the following knowledge and skills:

- Sensitisation to the dangers of gaming addiction in connection with gaming products
- Education about the probability of winning and losing
- General information on problematic and pathological gaming behaviour
- Early detection of problematic and pathological gaming behaviour
- The fundamental options for advice on and treatment of gaming problems
- Options and scope for sales staff to intervene in the case of customers with unusual gaming behaviour and to provide or arrange help
- Information and measures involved in the industry-wide blocking system and the self-exclusion options offered by mybet
- Blanket ban on gaming by minors and banned players

mybet is aware of its responsibility for ensuring that young people under 18 years of age may not participate in gaming. In order to comply with the law on the protection of minors, mybet has introduced extensive measures and processes to ensure that minors cannot use the gaming products offered by mybet.

The companies of the mybet Group satisfy the money laundering requirements to which they are subject as an organiser of (online) gaming. The guidelines on the prevention of money laundering and the financing of terrorism set out in detail the internal safeguards put in place by mybet as well as its general and specific duties of care. The implementation and effectiveness of the measures and processes described there are continually monitored by mybet. The internal safeguards are adapted and optimised as necessary as part of an ongoing risk analysis process.

REMUNERATION REPORT

We present the basic features of the remuneration system for the Management Board and Supervisory Board in the remuneration report, which is part of the Management Report of the 2016 Annual Report of the mybet Group.

STIPULATIONS ACCORDING TO SECTION 76 (4) AND SECTION 111 (5) OF THE GERMAN COMPANIES ACT

Pursuant to Section 76 (4) of the German Companies Act (German acronym: AktG), the management board of companies with a stock exchange listing or subject to co-determination rights fixes the women's quota in the two managerial levels below the management board.

On 24 September 2015, the Management Board stipulated a target of 25 per cent for the women's quota at the managerial level below the Management Board by 30 June 2017. This target was reached and maintained, respectively.

The company mybet Holding SE currently has 17 employees and continues to have only one managerial level below the Management Board; at that level, the women's quota today amounts to 25 per cent.

Taking account of the small group of employees and the relatively low women's quota in the games of chance and IT industries, the Management Board has adopted a resolution to fix a target of 25 per cent for the women's quota at the managerial level below the Management Board. This target is to be maintained until 30 June 2022.

Pursuant to Section 111 (5) of the German Companies Act, the supervisory board of companies with a stock exchange listing or subject to co-determination rights [of employee representatives] fixes the women's quota on the supervisory board and on the management board.

The company mybet Holding SE has only one Management Board member. At the time of the fixing the target percentage, this position is filled by a male person, and for this reason no woman is a member of the Management Board.

Mr Peuler's service agreement is scheduled to run until 31 December 2021. There are no plans under way at present to enlarge the Management Board, and this is not merited in economic terms either.

According to its Articles of Association, mybet Holding SE has a Supervisory Board consisting of 6 persons, of whom none is a woman either at the time of fixing the target percentage. The Supervisory Board has been elected until the close of the Annual General Meeting, which adopts resolutions concerning the financial year 2018 and 2019, respectively.

With regard to new personnel decisions, resolutions adopted on proposals concerning the membership of the Supervisory Board as well as the appointment of Management Board members are solely based on expertise and competence factors. The Supervisory Board intends to continue relying primarily on functional and personal competences when taking any decisions regarding future nominations for elections.

On account of the size of the Company and the relatively low proportion of women in the games of chance and IT industries, in June 2017 the Supervisory Board adopted a unanimous resolution for a target percentage for a women's quota on the Management Board and Supervisory Board of mybet Holding SE of 0%.

DIVERSITY CONCEPT

The company mybet Holding SE is a group with subsidiaries in various countries. Accordingly, our employees and our customers are highly diverse. The topic of diversity therefore is a key subject for mybet Holding SE. Tolerance and openness in our dealings with one another are very important to us. Our objective is to give all employees and customers the same level of appreciation – irrespective of gender, race, nationality, ethnic origin, religious persuasion or philosophy, disability, age, sexual orientation and identity.

We have already implemented a number of diversity measures: for instance, equal status of men and women plays a relevant role in mybet's recruiting process, and we only publish neutral job advertisements.

As regards the objective at management level, please refer to the STIPULATIONS
PURSUANT TO SECTION 76 (4) AND SECTION 111 (5) OF THE GERMAN COMPANIES ACT
(AKTIENGESETZ)

Berlin, March 2018

mybet Holding SE

The Management Board
The Supervisory Board