

Declaration of conformity of the Management Board and Supervisory Board of bet-at-home.com AG with the German Corporate Governance Code in accordance with Section 161 AktG

Section 161 of the German Companies Act [AktG] obliges the Management Board and the Supervisory Board of listed companies to declare annually, that the recommendations of the "Government Commission on the German Corporate Governance Code" ("**Code**") published by the Federal Ministry of Justice in the official section of the Federal Gazette, have been and will be complied with, or which recommendations have not been or are not being applied and why not. The declaration according to Section 161 AktG, the so-called "**declaration of conformity**", must be made permanently accessible to the shareholders.

The Management Board and Supervisory Board of bet-at-home.com AG hereby declare, that bet-at-home.com AG has complied with the recommendations of the **Code as amended on December 16, 2019**, with the following exceptions since the issuance of the last Declaration of Conformity and will continue to comply in the future.

Formation of committees of the Supervisory Board

According to the articles of association, the company's Supervisory Board is composed of three members. With this size, the formation of committees does not appear necessary or sensible, since the conceivable tasks of committees can be performed just as effectively and competently by the entire Supervisory Board (D.2).

Structure of the remuneration of the Management Board

The contracts of the Management Board for the current mandate period were concluded in December 2018 and February 2019 and thus before the current version of the code came into force.

The current contracts provide that the variable remuneration amounts are mainly based on the share price of bet-at-home.com AG. However, payments are not made after four years, but can be made annually after a total of three consecutive years (G.10 sentence 2).

Against the background mentioned, the Management Board contracts currently do not provide for any discretionary elements in the context of variable remuneration within the meaning of recommendation G.11 sentence 1 and also no claw-back-clause within the meaning of G.11 sentence 2, as such discretionary elements are likely to be rejected by investors.

Structure of the remuneration of the Supervisory Board

Compensation of the members of the Supervisory Board includes the position of chairman but not that of deputy chairman. Nor does there appear to be a need to differentiate between a deputy chairman and ordinary members, as the participation of all members is required for resolutions in the Supervisory Board of three people, so that cases where the chairman is represented by the deputy rarely occur in practice. (G.17).