

Rules of procedure for the Supervisory Board of bet-at-home.com AG, Düsseldorf

The Supervisory Board of bet-at-home.com AG adopted the following rules of procedure with a circular resolution from 20 November 2020 in accordance with Article 11 (2) of the Articles of Association:

1. General issues / membership

- 1.1. The duties and responsibilities of the Supervisory Board are set out in the legal provisions, the articles of association and these rules of procedure; inter alia, the Supervisory Board is responsible for appointing the members of the Management Board. When appointing and determining the term of appointment of members of the Management Board, the Supervisory Board shall ensure that the Management Board does not include any persons who have exceeded the statutory retirement age (completion of the 67th year of life) (age limit).
- 1.2. The Supervisory Board shall specify in the rules of procedure for the Management Board or by separate resolution transactions that require its approval.
- 1.3. The Supervisory Board is to be constituted in such a way that its members as a whole have the knowledge, skills and professional experience required to perform their duties properly and that the statutory gender quota is fulfilled. The Supervisory Board defines specific goals for its composition and develops a competence profile for the entire board. In this respect, it pays due attention to diversity, taking into account the legal provisions.
- 1.4. In general, a candidate shall not be elected to the Supervisory Board if he or she has reached the statutory retirement age at the time of election (age limit).
- 1.5. Each member of the Supervisory Board shall ensure that he/she has sufficient time to perform his/her duties.
- 1.6. The members of the Supervisory Board are responsible for the training and further qualification measures required for their duties.

2. Chairman of the Supervisory Board

- 2.1. After the general meeting at which the members of the Supervisory Board have been elected, a meeting of the Supervisory Board is held without notice. At this meeting, the Supervisory Board elects the Chairman and Deputy Chairman from its members. Their term of duty depends on the duration of their Supervisory Board mandate. If the Chairman or the Deputy Chairman resigns from office during their term of duty, the Supervisory Board must immediately elect a new Chairman or Deputy Chairman.

- 2.2. The Chairman organizes the activities of the Supervisory Board and represents the Supervisory Board externally. In particular, the Chairman of the Supervisory Board shall prepare the Supervisory Board meetings, ensure that they are properly convoked, forward information to the other members of the Supervisory Board, chair the meetings and, in the case of resolutions adopted by circulation, ensure that they are properly conducted. In fulfilling these duties, the Chairman of the Supervisory Board may also make use of staff members who have a specific duty of confidentiality or of the cooperation of the Management Board or employees of the Company. In particular, he may appoint a secretary to record the minutes.
- 2.3. The Chairman of the Supervisory Board is authorised to make statements on behalf of the Supervisory Board. The Chairman also conducts the correspondence in matters concerning the Supervisory Board.
- 2.4. Within an appropriate scope the Chairman of the Supervisory Board can hold meetings with investors regarding topics relating to the Supervisory Board. The other members must be informed in advance and subsequently about the details of such meetings.
- 2.5. Between meetings, the Chairman of the Supervisory Board maintains regular contact with the Management Board and discusses with it issues relating to the strategy, business development, risk situation, risk management and compliance of the Company.
- 2.6. If the Chairman is unable to perform his duties, the Deputy Chairman shall exercise his duties and rights, unless otherwise provided for in these Rules of Procedure.

3. Convocation of meetings

- 3.1. The supervisory board shall be convoked by the Chairman in writing, by telephone, by fax or by other common forms of communication (e.g. by e-mail).
- 3.2. The notice period for convocation is at least eight days, not counting the day of convocation and the day of the meeting. In the case of written invitations, the date of posting shall be relevant for compliance with the deadline, in the case of invitations sent by fax or e-mail, the date of sending. This period may be shortened in urgent cases. There shall be at least three days between the date of the invitation and the date of the meeting, even in urgent cases.
- 3.3. The notice shall state the place and time of the meeting and the agenda. The notice of meeting shall be supplemented by other documents on the specific items on the agenda which are necessary for the information of the members. Separate delivery of such documents is permissible, but a two-day period must be observed at least between delivery and the Supervisory Board meeting (the day of delivery and the day of the meeting are not counted).
- 3.4. Compliance with the provisions regarding form and deadline for the convocation can be waived by unanimous resolution of the Supervisory Board.

4. Agenda and meeting / resolutions

- 4.1. The agenda is drawn up by the Chairman of the Supervisory Board, taking into account the proposals of Supervisory Board members and the proposals of the Management Board. It must list all items to be debated and adopted at the meeting. A resolution may be passed on items not included in the agenda if no member of the Supervisory Board objects.
- 4.2. Resolutions of the Supervisory Board are generally passed in meetings, which should normally take place once per calendar quarter. In addition, resolutions may also be passed in writing by circulation, provided no member of the Supervisory Board objects (Article 11 (3) Sentence 2 of the Articles of Association).
- 4.3. Unless otherwise prescribed by law or the Articles of Association, resolutions are passed by a simple majority of the votes cast.
- 4.4. The members of the Management Board generally attend the meetings of the Supervisory Board, unless the Chairman of the Supervisory Board decides otherwise on a case by case basis. The Supervisory Board shall meet regularly without the Management Board as well.

5. Minutes of meeting

- 5.1. Minutes shall be taken of each meeting, which shall include in particular the persons attending, the place, the agenda and the decisions adopted, and shall be signed by the Chairman of the meeting.
- 5.2. At the request of a member of the Supervisory Board, such member's opinion deviating from the resolution that was adopted, including the reasons, must be noted in the minutes.
- 5.3. Copies of the minutes shall be sent to each member of the Supervisory Board in writing, by fax or by e-mail within fourteen days after the meeting and shall be submitted for approval at the next meeting of the Supervisory Board. Objections or requests for amendments to the minutes may be submitted in writing to the Chairman within a period of another fourteen days after the minutes have been received.

6. Committees

The Supervisory Board takes decisions as a full collegiate body, at least as long as it consists of three members; committees are not formed.

7. Annual and consolidated financial statements

- 7.1. The Supervisory Board, represented by the Chairman of the Supervisory Board, engages the auditor after the auditor has been elected by the annual general meeting.

- 7.2. The Supervisory Board must review the annual and consolidated financial statements, the combined management report or management reports for the company and the group, and the proposal for the distribution of the balance sheet profit. The auditor participates in the deliberations of the Supervisory Board regarding the relevant documents and reports on the key results of his audit. Each member of the Supervisory Board is entitled to have access to the auditing report and other reports of the auditors.
- 7.3. The Supervisory Board adopts the annual financial statements and approves the consolidated financial statements. It decides on the proposal of the Management Board for the distribution of the balance sheet profit and the report of the Supervisory Board to the annual general meeting.
- 7.4. The Supervisory Board regularly evaluates the quality of the auditing of the financial statements.

8. Rules on conflicts of interest

- 8.1. Supervisory Board members should not hold a board position or perform advisory services for key competitors of the Company and should not have a personal relationship with a key competitor.
- 8.2. The members of the Supervisory Board are obliged to act in the interests of the Company. They may not pursue personal interests when making decisions or take advantage of business opportunities for themselves that are to be allocated to the Company.
- 8.3. If Supervisory Board members are subject to any conflicts of interest, they must disclose them immediately to the Chairman of the Supervisory Board. If the Chairman is involved in a conflict of interest, he must immediately disclose this to his Deputy Chairman. Any significant and not only temporary conflicts of interest in the person of a member of the Supervisory Board shall be resolved by termination of the mandate.

9. Confidentiality

- 9.1. The members of the Supervisory Board are obliged to keep confidential all matters and secrets of the Company, unless this conflicts with a legal obligation. The confidentiality obligation continues to apply even after resignation from office as a member of the Supervisory Board.
- 9.2. The minutes and meeting documents in particular must be kept confidential. Upon termination of the mandate, all confidential documents shall be returned to the Company.
- 9.3. The members of the Supervisory Board shall ensure that any employees involved in supporting them comply with the confidentiality obligation in the same way.

10. Miscellaneous

- 10.1. These Rules of Procedure shall come into force on the day of their adoption and shall remain in force until the Supervisory Board decides otherwise.
- 10.2. The Supervisory Board regularly reviews its efficiency.
- 10.3. The Supervisory Board reports annually together with the Management Board (in the Corporate Governance Statement) on the Corporate Governance of the Company.
- 10.4. These Rules of Procedure shall be published on the Company's website.

Grünwald, 20 November 2020

RA Martin Arendts, M.B.L.-HSG
- Chairman of the Supervisory Board -