

## DECLARATION OF CONFORMITY BY THE EXECUTIVE BOARD AND SUPERVISORY BOARD OF LOTTO24 AG AS PER SECTION 161 OF THE GERMAN STOCK CORPORATION ACT (AKTG)

### I. Future-related section

Lotto24 AG complies with the 5 May 2015 version of the conduct recommendations made by the »Governmental Commission of the German Corporate Governance Code« for corporate management and monitoring as published by the German Ministry of Justice in the official part of the electronic Federal Gazette on 12 June 2015 and will continue to comply with them with the following exceptions:

1. **Section 3.8 (D&O insurance deductible)** The D&O insurance taken out for the Supervisory Board of Lotto24 AG does not include a deductible. The Executive Board and Supervisory Board take the view that a D&O insurance deductible does not constitute an adequate means of achieving the Code's objectives. As a rule, deductibles of this kind are insured by the executive bodies themselves, so that the actual purpose of the deductible is nullified and therefore ultimately all that matters is the level of compensation paid to the members of executive bodies.
2. **Section 4.2.2 (2) Sentence 3 (Vertical compensation comparison)** The Supervisory Board fulfils its duty to consider the appropriateness of compensation for members of the Executive Board. It also takes into account the Company's internal compensation structure. However, the Supervisory Board believes determining specific peer groups and considering development over time does not enhance the quality of their decisions and as such the Supervisory Board refrains from implementing these formal recommendations.
3. **Section 5.2 (2), 5.3.1, 5.3.2, 5.3.3, 5.4.6 Sentence 3 (Chairing committees, forming committees, setting up an audit committee and a nomination committee, as well as their composition, consideration of membership in committees when setting remuneration)** In view of the fact that the Supervisory Board of Lotto24 AG consists of just three persons, in accordance with the Company's articles, the Supervisory Board has not formed any committees, and in particular no audit committee or nomination committee.
4. **Section 5.4.1 (2) and (3) (Specification, consideration and publication of objectives for the composition of the Supervisory Board)** With regard to its own composition and that of the Executive Board, the Supervisory Board supports such aspects as internationality, female representation and independence. In view of the fact that the Supervisory Board of Lotto24 AG consists of only three members, and in view of the particular challenges facing the Supervisory Board in the current regulatory environment of Lotto24 AG, however, the Supervisory Board has refrained from formally stating objectives for its composition, beyond the mandatory requirements under stock corporation law, for the time being so as not to restrict its selection criteria with specific targets and quotas.

### II. Past-related section

Since issuing its last declaration of conformity in February 2015, the Company has complied with the recommendations of the German Corporate Governance Code in the version dated 24 June 2014 and, since its publication in the Federal Gazette, in the version dated 5 May 2015, with the exception of the recommendations stated and justified above in Part I.

Hamburg, February 2016

For the Supervisory Board of Lotto24 AG

The Executive Board of Lotto24 AG



Prof. Berchtold



von Strombeck



von Zitzewitz