

bet365 Group Limited – Corporate Governance Statement

For the 52-week period ended 29 March 2020, under the Companies (Miscellaneous Reporting) Regulations 2018, the Company is required to provide a report on its Corporate Governance arrangements.

The Group has adopted the bet365 Corporate Governance Code and has not applied the Wates Corporate Governance Code or other recognised codes, as its own existing code, designed to a high standard, specifically for the Group, reflecting its own distinct culture and values was already embedded within the Group. The bet365 Corporate Governance Code, reflects the overall long term objectives of the Group, its core Code of Conduct and values and the unique challenges presented by the gambling and football industries.

At its core, bet365's governance code has the following key principles:

PURPOSE

The principal activities of the Group are, the provision of Internet and Mobile Sports betting along with Online Casino, Games, Bingo and Poker in a safe environment offering our customers industry leading odds across the widest range of markets together with the best product, whilst significantly contributing to wider society. The Group is the majority shareholder of Stoke City Football Club Limited and owns Stoke City (Property) Limited.

GROUP MISSION AND VISION

The Group's vision and mission is to be and continue to be the world's favourite online sports betting company, offering a global industry leading approach to safer gambling.

LONG TERM APPROACH TO DECISION MAKING

The Company aims to steer the business, through its Corporate Governance Code, in a direction consistent with its Mission and Vision. To achieve this, it takes a long term approach to its decision making to ensure that decisions put the Group's long term interests first.

CODE OF CONDUCT AND VALUE STATEMENT

The Group's Code of Conduct and Value statement are at the heart of its Corporate Governance Code. These core values govern all aspects of the Group's behaviours.

Core values include fairness; consistency; always valuing people (including employees, customers, and other stakeholders); recognition of individual contribution; the nurturing, development and training of staff looking at the individual in the round; a "family business" with multiple generations of different families employed globally in the business; and a partnership approach to all stakeholders.

These values are coupled with a Code of Conduct which ensures that the values permeate throughout the Group irrespective of geography and hierarchy, ensuring the Company whilst taking a longer term approach to its objectives has a strong governance framework embedded throughout both the Group and its interactions with all its stakeholders.

STAKEHOLDER ENGAGEMENT

Building trust working in partnership with suppliers, employees, customers, shareholders and other stakeholders ensures good stakeholder engagement throughout the business.

Stakeholder relationships have been key to the long standing success of the Group to date, and are key to the success of the Group going forward and will continue to be a key focus of the business.

POSITIVE IMPACT ON LOCAL COMMUNITY AND ENVIRONMENT

The Group aims to achieve all of the above, whilst at the same time investing in and supporting its local communities and environment. Investing in local employees and suppliers wherever possible sits central to its governance with all stakeholders sharing in the success of the business.

REMUNERATION

The Group ensures that remuneration for all employees is appropriate and fair, and is reflective of the individual's input and contribution to the business as well as the overall performance of the Group. The Group Board is also mindful of the gender pay gap and the relevant Group subsidiaries report on this annually.

OVERALL STRATEGY AND STEWARDSHIP

The Group Board provides the overall strategic oversight and stewardship of the Group as follows:

- Overall Strategic Objectives – to set overarching expectations across the operating segments of the business.
- Stewardship of Group Resources – oversight and stewardship of the Company as an investor and shareholder managing group resources.
- bet365 Reputation and Brand – to maintain the value of the bet365 reputation and brand.

A key overall strategic objective is to deliver the highest standards of customer safety and we refer to the Strategic Report for more details.

RISK MANAGEMENT AND CONTROL ENVIRONMENT

The above is achieved by the Company ensuring that there is a framework of group wide policies and controls for the Group subsidiaries to operate within.

The Group has a clear organisational hierarchy with each Board having clearly defined objectives and roles. Each Director then has a clearly defined role on each Board.

The Operational Subsidiaries set their relevant policies and procedures and manage their relevant risks accordingly in line with the overall Group strategy and Code of Conduct.

ORGANISATIONAL HIERARCHY AND CAPABILITY

Operational responsibility for running the business is at the Operational Subsidiary level and the Group Board ensures these subsidiary Boards have suitable experience, skills and training to manage the risks arising in those businesses, whilst being able to take advantage of any opportunities arising.

The Group Board also ensures that the subsidiary companies have the financial and human resources required to manage these risks and opportunities and for operational efficiency.

GROUP BOARD

The Group Board is made up of four Directors which consists of two Joint Chief Executive Officers (CEO's), together with a Chairman and a non-Coates family member who provides an objective voice to help ensure the Group Board remains balanced.

The Group Board meets once a quarter. Agenda's, board packs and management information are prepared and circulated ahead of each meeting to ensure the Directors have access to timely, accurate information upon which to base its decisions. The Group Board reviews the financial and business performance of both the Sports betting and Gaming business as well as Stoke City Football Club. In addition, it receives an update from the Group Property Director on the bet365 estate which is owned by the Company itself as well as properties held elsewhere in the Group.

In addition to upholding their own responsibilities, as part of the Group Board's stewardship role, it ensures the subsidiary Board members are aware and compliant with their own director's responsibilities throughout the world, as well as ensuring the members of the Boards which they appoint uphold the core group values, principles, policies and standards of interaction with their stakeholders such as approaches to safer gambling.