



**DRAFTKINGS INC.  
NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE CHARTER**





## 1. Purpose

The Nominating and Corporate Governance Committee (the “**Committee**”) of DraftKings Inc. (the “**Corporation**”) shall be responsible for (i) making recommendations to the Board of Directors of the Corporation (the “**Board of Directors**”) regarding candidates for directorships and the size and composition of the Board of Directors and (ii) overseeing the Corporation’s corporate governance policies and reporting and making recommendations to the Board of Directors concerning governance matters.

## 2. Committee Membership

The Committee shall be comprised of two or more directors, each of whom shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board of Directors. The Board of Directors shall appoint the members of the Committee, and may remove the members of the Committee in its discretion. The members of the Committee shall elect a Chairperson to preside at all meetings of the Committee.

## 3. Meetings

The Committee shall meet as necessary to fulfill its responsibilities. Minutes shall be kept of each meeting of the Committee. Committee members may participate in meetings by means of conference telephone or similar communications equipment by means of which all members participating in the meeting can hear each other, and participation in a meeting in accordance herewith shall constitute presence in person at such meeting.

## 4. Powers, Responsibilities and Duties

In carrying out the purpose set forth above, the Committee shall:

- (a) Identify and review independent director candidates and recommend independent director nominees for selection by the Board of Directors to fill the number of independent director positions established by resolution of the Board of Directors from time to time;
- (b) Consider director nominees in light of the entirety of their credentials, including but not limited to: (i) their reputation and character; (ii) their ability and willingness to devote sufficient time to Board of Directors duties; (iii) their educational background; (iv) their business and professional achievements, experience and industry background; (v) their independence from management under listing standards and governance guidelines of the Corporation and (vi) the needs of the Board of Directors and the Corporation;
- (c) Report to the Board of Directors on all material actions taken by the Committee;
- (d) Review the Committee’s Charter from time to time and recommend any proposed changes to the Board of Directors; and
- (e) Perform any other duties or responsibilities expressly delegated to the Committee by the Board of Directors from time to time.