



**DRAFTKINGS INC.
COMPLIANCE COMMITTEE CHARTER**





1. Purpose

The Compliance Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of DraftKings Inc. (the “**Corporation**”) to assist the Board with respect to: (i) compliance with the laws and regulations applicable to the Corporation’s business, including gaming laws and regulations and (ii) the Corporation’s implementation of compliance programs, policies and procedures that are designed to respond to various compliance, legal and regulatory risks facing the Corporation. The Committee will coordinate with the Audit Committee in monitoring compliance by the Corporation with legal and regulatory requirements. Nothing in this Charter shall relieve the Audit Committee of its obligations under applicable law or the rules of The NASDAQ Stock Market.

The Committee’s responsibilities are limited to oversight of the Corporation’s non-financial compliance matters, including the Corporation’s overall compliance programs, policies and procedures, significant legal or regulatory compliance exposures and material reports to or inquiries from government or regulatory agencies.

2. Composition of the Committee

The Committee shall be comprised of two or more directors. Each member shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board. The Board 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.

The Committee may request that any directors, officers or employees of the Corporation, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.



4. Committee Authority and Responsibilities

The Committee, to the extent the Board deems necessary or appropriate, shall have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

1. **Laws and Regulations Review.** Identify, review and analyze non-financial laws and regulations applicable to the Corporation and its business, and identify, review and analyze risk factors with regard to such laws and regulations that may impact the Corporation or its business. The Committee shall also have the primary responsibility of reviewing, evaluating and recommending actions, policies or procedures to the Board that will help the Corporation remain in compliance with such laws and regulations. The Committee shall also have the primary responsibility of reviewing and evaluating the Corporation's current and prospective compliance efforts.
2. **Compliance Programs and Monitoring.** Monitor the Corporation's efforts to implement compliance programs, policies and procedures that comply with local, state and federal laws, regulations and guidelines, respond to various compliance and regulatory risks facing the Corporation and support lawful and ethical business conduct by the Corporation's employees.
3. **Risk Area Review.** Review significant non-financial compliance risk areas, as identified by management, and the steps management has taken to monitor, control and report such compliance risk areas.
4. **Program Assessment.** Discuss with management on a periodic basis the adequacy and effectiveness of the Corporation's policies and procedures to assess, monitor, and manage non-financial compliance business risk, and legal, ethical and regulatory compliance programs (the "**Programs**").
5. **Programs Assessment.** Monitor compliance with the Programs, authorize waivers of the Programs in accordance with the terms thereof, investigate any alleged breach or violation of the Programs, enforce the provisions of the Programs and review the Programs periodically and recommend changes, if any, to the Board for approval.
6. **Noncompliance Investigation.** Oversee the investigation of, and request the investigation of, any significant instances of noncompliance with laws or the Corporation's compliance programs, policies or procedures, or potential compliance violations that are reported to the Committee.
7. **Procedure Review.** Review the Corporation's procedures for the receipt, retention and treatment of complaints received by the Corporation regarding non-financial



compliance matters and for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable non-financial compliance matters.

8. **Reporting to the Board.** The Committee, through the Chairperson, shall report at least annually to the Board, on the Committee's activities, findings and recommendations, including the results of any evaluations.
9. **Charter Review.** Review the Committee's Charter from time to time and recommend any proposed changes to the Board.
10. **Additional Duties.** Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

5. Resources and Authority of the Committee

The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors (each, an "**Advisor**") that the Committee believes to be necessary or appropriate without the approval of management or the Board. The Committee may also utilize the services of the Corporation's regular legal counsel or other advisors to the Corporation. The Committee shall have authority to approve fees, costs and other terms of engagement of such outside Advisors.

The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisors retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee.