



**DRAFTKINGS INC.
COMPENSATION COMMITTEE CHARTER**





1. Purpose

The Compensation Committee (the “*Committee*”) is appointed by the Board of Directors of DraftKings Inc. (the “*Corporation*”) to discharge certain of the Board of Directors’ responsibilities relating to compensation of the Corporation’s executive officers

2. Committee Membership

The Committee will be composed of two or more directors, each of whom, following the time at which the Corporation is no longer a “controlled company” as defined under The Nasdaq Stock Market (“*NASDAQ*”) rules, shall qualify as “independent” under NASDAQ independence rules and shall also be “non-employee directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934. The Committee members will be appointed by the Board of Directors and may be removed by the Board of Directors in its discretion. The members of the Committee shall elect a Chairperson to preside at all meetings of the Committee. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of directors who meet the above-listed criteria.

3. Meetings

The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities and in accordance with NASDAQ listing standards.

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 Corporation’s chief executive officer may not be present during voting or deliberations on his or her compensation.

4. Committee Authority and Responsibilities

The Committee will make regular reports to the Board of Directors and will propose any necessary action to the Board of Directors. The Committee will review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board of Directors for approval.

The Committee, to the extent the Board of Directors deems necessary or appropriate, will:

- Make and approve all option grants and other issuances of the Corporation’s equity securities to the Corporation’s chief executive officer and other executive officers;
- Approve all other option grants and issuances of the Corporation’s equity securities, and recommend that the full Board of Directors make and approve such grants and issuances;

- Establish corporate and individual goals and objectives relevant to compensation of the Corporation's chief executive officer and other executive officers, and evaluate each such officer's performance in light of those goals and objectives and certify achievement of such goals and objectives;
- Determine the compensation of the Corporation's chief executive officer;
- Determine the compensation of the Chairman;
- Recommend the compensation of the Corporation's executive officers (other than the chief executive officer) to the Board of Directors for determination;
- Administer the Corporation's cash and equity incentive plans;
- Prepare an annual Compensation Committee Report for inclusion in the Corporation's annual proxy statement in accordance with applicable Securities and Exchange Commission rules and regulations;
- Review and evaluate, at least annually, this charter and the adequacy of this charter;
- Perform any other duties or responsibilities expressly delegated to the Committee by the Board of Directors from time to time; and
- Unless expressly provided otherwise in the Corporation's Executive Compensation Clawback Policy (the "**Clawback Policy**"), make all determinations under the Clawback Policy, including determinations with respect to: (i) the means to effectuate the recovery of erroneously awarded Incentive-Based Compensation (as defined in the Clawback Policy), (ii) the recoverable amount of erroneously awarded Incentive-Based Compensation based on stock price or total shareholder return where the amount of erroneously awarded Incentive-Based Compensation is not subject to mathematical recalculation directly from the information in the applicable Restatement (as defined in the Clawback Policy), (iii) whether any recovery of erroneously awarded Incentive-Based Compensation would be impracticable, (iv) the amendment or termination of the Clawback Policy, and (v) exceptions to the Clawback Policy.

5. Resources and Authority of the Committee

The Committee shall have the resources, funding and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of any compensation consultants, outside legal counsel or other advisors to the Committee (each, an "**Advisor**"), as it deems appropriate, without seeking approval of the Board of Directors or management. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor it retains. To the extent required by NASDAQ rules, the Committee may select or receive advice from an Advisor only after taking into consideration the following factors:

- The provision of other services to the Corporation by the person that employs the Advisor;
- The amount of fees received from the Corporation by the person that employs the Advisor as a percentage of that person's total revenue;
- The policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
- Any business or personal relationship of the Advisor with a member of the Committee;
- Any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of the Corporation; and
- Any stock of the Corporation owned by the Advisor.

Although the Committee is required to consider these factors, it is free to select or receive advice from an Advisor that is not independent.