



9 October 2024

The Manager, Listings  
Australian Securities Exchange  
ASX Market Announcements  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

**PointsBet Holdings Limited  
2024 AGM Notice of Meeting**

In accordance with Listing Rule 3.17, please find attached the Notice of Meeting for the Company's Annual General Meeting to be held on Tuesday, 12 November 2024.

The Annual Report for the 12 months to 30 June 2024 was previously released to the ASX on 22 August 2024.

A Notice and Access Form and the Annual Report will be dispatched to shareholders today in accordance with their elections.

Yours faithfully

A handwritten signature in blue ink that reads "A. Hensher".

Andrew Hensher  
Group General Counsel  
and Company Secretary



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# POINTS BET HOLDINGS LIMITED

## **NOTICE OF 2024 ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT**

**Tuesday, 12 November 2024 at 10.00am (Melbourne time) Level 19, 181 William Street, Melbourne Victoria 3000**

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# 2024 ANNUAL GENERAL MEETING

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Dear Shareholders,

## 2024 ANNUAL GENERAL MEETING

On behalf of the Board, I am pleased to invite you to attend the 2024 Annual General Meeting (**Meeting**) of PointsBet Holdings Limited (**Company** or **PointsBet**), which has been scheduled as follows:

**Date:** Tuesday, 12 November 2024

**Time:** 10.00am (Melbourne time) with registration open from 9.00am

**Location:** Level 19, 181 William Street, Melbourne Victoria 3000

**Webcast:** <https://meetnow.global/MQWHSNV>

Shareholders and proxyholders who attend online will be able to follow the proceedings, cast a live vote and ask questions online in real time.

We would like to thank you, our shareholders, for your support and vote of confidence in the business and its team. We look forward to delivering on the opportunities we see for the business moving forward and growing shareholder value.

Yours sincerely



**Brett Paton**  
Chairman

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# NOTICE OF 2024 ANNUAL GENERAL MEETING

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## NOTICE OF MEETING

Notice is given that the Annual General Meeting (**Meeting**) of the Shareholders of PointsBet Holdings Limited (**Company** or **PointsBet**) will be held at the time and location, and to conduct the business, specified below:

**Date:** Tuesday, 12 November 2024

**Time:** 10.00am (Melbourne time)

**Location:** Level 19, 181 William Street, Melbourne Victoria 3000

**Webcast:** <https://meetnow.global/MQWHSNV>

The Meeting will be webcast live. To view the webcast, enter <https://meetnow.global/MQWHSNV> into your browser on your computer or mobile device and join the meeting as a guest.

The Explanatory Statement which accompanies, and forms part of this Notice of Meeting provides further details of the matters to be considered at the Meeting.

Defined terms used in this Notice of Meeting have the meanings given to them in the Glossary accompanying this Notice of Meeting at **Schedule 3**.

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# NOTICE OF 2024 ANNUAL GENERAL MEETING

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## BUSINESS OF THE MEETING

### ORDINARY BUSINESS

#### Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2024.

**Note: No resolution is required on this item of business.**

#### Resolution 1: Re-election of Director – Ms Kosha Gada

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

*“That Ms Kosha Gada who, in accordance with clause 7.1(d) of the Constitution and ASX Listing Rule 14.4, retires from office by rotation and, being eligible, offers herself for re-election, be re-elected as a Director of the Company.”*

Note: Information about Ms Gada appears in the Explanatory Statement to this Notice of Meeting.

#### Resolution 2: Issue of STI Shares to Mr Sam Swanell

To consider, and if thought fit, pass the following resolution as an **ordinary resolution**:

*“That for the purposes of ASX Listing Rule 10.14, ASX Listing Rule 7.2 (exception 14) and for all other purposes, approval is given for the Company to issue 1,728,444 fully paid ordinary shares to Sam Swanell (and/or his nominee) under the Key Employee Equity Plan, replacing the value of Sam Swanell's earned FY24 Short Term Incentive (STI) cash payment, as set out in the Explanatory Statement.”*

#### Resolution 3: Issue of Performance Share Rights to Mr Sam Swanell

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

*“That for the purposes of ASX Listing Rule 10.14, ASX Listing Rule 7.2 (exception 14), sections 200B and 200E of the Corporations Act, and for all other purposes, approval is given for the Company to issue 1,647,411 Performance Share Rights to Sam Swanell (and/or his nominee) under the Key Employee Equity Plan on the terms and conditions set out in the Explanatory Statement.”*

**Voting exclusion for Resolutions 2 and 3:** The Company will disregard any votes cast in favour of Resolutions 2 and 3 by or on behalf of Mr Sam Swanell or a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan or any associates of such persons.

However, this does not apply to a vote cast in favour of Resolutions 2 or 3 by:

- by a person as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way;
- by the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, pursuant to section 200E(2A) of the Corporations Act, a vote on Resolution 3 must not be cast (in any capacity) by Mr Sam Swanell or any of his associates. However, a vote may be cast by such a person if:

- the person is appointed as proxy by writing that specifies the way the proxy is to vote on the resolution; and
- it is not cast on behalf of the person or an associate of that person.

#### Resolution 4: Remuneration Report

To consider, and if thought fit, pass the following resolution as an **ordinary resolution**:

*“That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the Company (included in the Directors' Report) for the year ended 30 June 2024 be adopted.”*

Note: In accordance with the Corporations Act, this resolution is advisory only and does not bind the Company or the Directors of the Company.

**Voting exclusion for Resolution 4:** The Company will disregard any votes cast by or on behalf of a member of the KMP (details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2024) or an or an associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way;

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# NOTICE OF 2024 ANNUAL GENERAL MEETING

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- the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

#### Voting prohibition statement for Resolutions 2, 3 and 4:

Pursuant to section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 2, 3 and 4 if:

- the proxy is either:
  - a member of the KMP; or
  - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- the person does so as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

#### SPECIAL BUSINESS

##### Resolution 5: 10% Additional Placement Capacity

To consider and, if thought fit, pass the following resolution as a **special resolution**:

*“That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Shares totaling up to 10% of the Shares on issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”*

**Voting exclusion for Resolution 5:** The Company will disregard votes cast on Resolution 5, if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under the ASX Listing Rule 7.1A, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way;
- the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

As at the date of this Notice of Meeting, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 5.

By order of the Board.



**Andrew Hensher**  
Group General Counsel  
& Company Secretary  
9 October 2024

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# NOTICE OF 2024 ANNUAL GENERAL MEETING

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## NOTES

These Notes and the following Explanatory Statement form part of the Notice of Meeting.

If you are unable to attend the Meeting but wish to appoint a proxy, please complete and return the enclosed proxy form so that it is received prior to 10.00am (Melbourne time) on Sunday, 10 November 2024. You can do this online or by returning it to our share registry, Computershare Investor Services Pty Limited. Details of how to complete and submit the proxy form are included on the proxy form.

A form is also enclosed for those who cannot attend the Meeting but would like to submit questions on any shareholder matters that may be relevant to the Meeting. The more frequently raised shareholder issues will be addressed by the Chairman during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

### Determination of entitlement to attend and vote

For the purposes of determining an entitlement to vote at the Meeting, shares will be taken to be held by the persons who are registered as shareholders at 7:00pm (Melbourne time) on Sunday, 10 November 2024.

### Proxies

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. If a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

An instrument appointing a proxy must be signed by the shareholder appointing the proxy or by the shareholder's attorney duly authorised in writing or, if the shareholder is a corporation, in accordance with the Corporations Act and the shareholder's constitution. A proxy need not be a shareholder of the Company and may be an individual or body corporate. A proxy has the same rights as a shareholder to speak at the Meeting, to vote (but only to the extent allowed by the appointment) and to join in a demand for a poll.

A proxy form which is signed under power of attorney or other authority must be accompanied by that power of attorney or authority or a copy of that power of attorney or authority certified as a true copy by statutory declaration, unless it has previously been provided to and been accepted by the share registry. Where more than one joint holder votes, the vote of the holder whose name appears first in the register of shareholders shall be accepted to the exclusion of the others.

Shareholders who have appointed a proxy may still attend the Meeting. However, the proxy's rights to speak and vote are suspended while the shareholder is present.

The Company encourages all shareholders who submit proxies to direct their proxy whether to vote for or against or to abstain from voting on each resolution. **The Chairman of the Meeting intends to vote all available undirected proxies in favour of all of the resolutions.**

An instrument appointing a proxy must be lodged as follows by no later than 10.00am (Melbourne time) on Sunday, 10 November 2024 in order to be effective:

- online, by following the instructions on the proxy form accompanying this Notice of Meeting;
- by mail, addressed to PointsBet Holdings Limited, C/- Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001, Australia;
- by fax to the share registry on 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia); or
- in person to the share registry, Computershare Investor Services Pty Limited, 452 Johnston Street, Abbotsford, Victoria, 3067, Australia.

### Corporate representatives

A body corporate which is a shareholder or which has been appointed as a proxy may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been provided to and been accepted by the share registry.

If such evidence is not received prior to the commencement of the Meeting, then the individual will not be permitted to act as the shareholder's representative or representative of the shareholder's proxy.

### Voting

Voting on resolutions set out in this Notice of Meeting will be conducted by poll. Upon a poll, every shareholder who is present in person or by proxy, representative or attorney will have one vote for each share held by that shareholder.



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# EXPLANATORY STATEMENT

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## EXPLANATORY STATEMENT

### ORDINARY BUSINESS

This Explanatory Statement is intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions in the accompanying Notice of Meeting.

The Directors recommend that shareholders read the Explanatory Statement in full before making any decision in relation to the following.

#### Financial Report, Directors' Report and Auditor's Report

This item of business calls for shareholders to formally receive the Financial Report for the year ended 30 June 2024 (which includes all the financial statements and notes), Directors' Report and the Auditor's Report. The Financial Report, Directors' Report and Auditor's Report are set out in the Company's Annual Report. Shareholders who elected to receive a printed copy of the Annual Report should have received the Annual Report with this Notice of Meeting. The Annual Report is available from the Company website, <https://investors.pointsbet.com.au/>.

While shareholders are not required to vote on the Financial Report, Directors' Report and Auditor's Report, there will be reasonable opportunity at the Meeting to raise questions on the reports and the management of the Company. The Auditor will be in attendance at the Meeting and can answer questions on the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

#### Resolution 1: Re-election of Director – Ms Kosha Gada

In accordance with ASX Listing Rule 14.4 and clause 7.1(d) of the Constitution, a Director (other than the Managing Director) must not hold office (without re-election) past the third AGM following the Director's appointment or 3 years following the entity's admission to ASX, whichever is longer.

Accordingly, Ms Kosha Gada will retire by rotation at this Meeting and, being eligible, is submitting herself for re-election at the Meeting.

Brief biographical details of Ms Gada are set out below:

**Occupation:** Executive and Company Director

**Academic and professional qualifications:** MBA, University of Chicago's Booth School of Business and B.S. in Computer Science magna cum laude, The Ohio State University.

Ms Gada is a seasoned executive with expertise at the nexus of media, technology and digital business models.

She is currently the Chief Executive Officer of Memories Group Limited, an unlisted public technology company on a mission to celebrate humanity's most important memories.

Kosha was previously Corporate Executive Director of Strategy at the Comcast Corporation where she served the CEO agenda in identifying the next "billion dollar" growth opportunities across Comcast Xfinity, NBCUniversal and Sky.

She was formerly a Principal (Junior Partner) at global management consulting firm Kearney, where she led the firm's Media & Entertainment practice in serving executive management of the world's leading media and technology companies on their most pressing strategic priorities.

She is a sought-after television contributor, published writer and keynote speaker on topics at the nexus of the digital economy, public policy, and the cultural shifts ignited by these dynamics.

The Board of Directors (with Ms Gada abstaining) supports the re-election of Ms Gada as a Director of the Company and recommend that shareholders vote in favour of Resolution 1.

#### Resolution 2: Issue of STI Shares to Mr Sam Swanell

Mr Sam Swanell was awarded a short-term incentive cash amount of \$771,750 for the FY24 financial year (the **Cash STI Award**).

Pursuant to the Company's Key Employee Equity Plan (the **Plan**), the Board provides the choice for Mr Swanell and other Executives to take their STI in fully paid ordinary shares in the Company, and Mr Swanell has elected to do so. This election was made after it was clear an STI had been earned.

The Board and Mr Swanell have agreed, subject to Shareholder approval, to issue Mr Swanell 1,728,444 fully paid ordinary shares in the Company (the **STI Shares**) rather than pay Mr Swanell the Cash STI Award.

The Company will apply a 12-month holding lock to the STI Shares awarded to Mr Swanell.

Where shareholders do not approve Resolution 2, Mr Swanell will receive the STI Cash Award instead.

The actual number of STI Shares proposed to be granted to Mr Swanell was determined by:

- calculating the number of the Company's shares based on a 5% discount to the volume-weighted average price (VWAP) for the 5 trading days up to and including 19 July 2024 (the date of Board approval for the equity issuance) which was A\$0.446 per share (the STI Share Value); and
- dividing the Cash STI Award by the STI Share Value and rounding to the nearest whole figure.



# EXPLANATORY STATEMENT

## ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire securities under an employee incentive scheme without approval of shareholders:

- (a) a director;
- (b) an associate of a director; or
- (c) a person whose relationship with the entity or a person referred to in (a) or (b) above is, in ASX's opinion, such that approval should be obtained.

Resolution 2 seeks Shareholder approval, pursuant to ASX Listing Rule 10.14, for the proposed issuance of the STI Shares to Mr Sam Swanell (and/or his nominee) as Mr Swanell is a Director.

## ASX Listing Rule 7.1

ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period, subject to specific exemptions.

ASX Listing Rule 7.2, exception 14, provides that ASX Listing Rule 7.1 does not apply to an issue of securities under ASX Listing Rule 10.14.

Pursuant to ASX Listing Rule 7.2, exception 14, the effect of passing Resolution 2 will be to allow the Company to issue 1,728,444 Shares to Mr Swanell without using up any of the Company's 15% placement capacity under ASX Listing Rule 7.1.

## Information required by ASX Listing Rule 10.15

Pursuant to ASX Listing Rule 10.15, the following information is provided in relation to Resolution 2:

- The STI Shares will be granted to Mr Sam Swanell, Managing Director and Chief Executive Officer of the Company (and/or his nominee).
- Mr Swanell falls within the category of ASX Listing Rule 10.14.1 as he is a Director of the Company.
- Mr Swanell (and/or his nominee) will be issued 1,728,444 fully paid ordinary share in the Company within three (3) months of the meeting.
- Mr Swanell's remuneration arrangements for FY2024 as Global CEO and Managing Director can be seen on page 9 of this Notice (noting his remuneration arrangements for FY2025 increased in line with the increased Super Guarantee, but otherwise remains unchanged from FY2024).
- As approved by shareholders at the 2022, 2021 and 2020 Annual General Meeting, 1,516,945, 26,596 and 8,897 performance share rights (PSRs), respectively,

were allocated at no cost to Mr Swanell during 2022, 2021 and 2020 under the Plan.

- The STI Shares are being issued at a value of \$0.446 each and offsetting the Company's obligation to pay Mr Swanell the STI Cash Award (as set out above).
- A summary of the material terms of the Plan is set out in **Schedule 1**.
- There is no loan in relation to the proposed issuance of STI Shares to Mr Swanell.
- Details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

A voting exclusion statement is included in the Notice.

The Board of Directors (with Mr Swanell abstaining) recommend that shareholders vote in favour of Resolution 2.

## Resolution 3: Issue of Performance Share Rights to Mr Sam Swanell

Utilising the existing Plan, under the long-term incentive (LTI) plan structure, the number of PSRs to be granted to an Executive will be determined by calculating the face value of PointsBet's Shares and dividing the Executive's LTI Opportunity by the face value and rounding to the nearest whole figure.

In determining the 'LTI Opportunity', the Board will take into account the nature of the position, the context of the current market, the function and purpose of the long-term component and other relevant information.

## Termination benefits approval

Section 200B of the Corporations Act requires shareholder approval by ordinary resolution, and in accordance with the provisions of section 200E of the Corporations Act, in order to access the exemption from the prohibition on a company giving a person a benefit in connection with that person's retirement from an office or employment in that company where that person is, or was in the three years prior to his or her retirement, in a managerial or executive office in that company.

Where Mr Sam Swanell ceases employment with the Company, the PSRs will immediately lapse. However, the Board retains a discretion to determine a different treatment for the PSRs on cessation of employment.

# EXPLANATORY STATEMENT

The Board has not determined whether it will exercise its discretion or, in what circumstances, it may exercise its discretion or what conditions it might require. But the Board considers that it should have the flexibility to exercise its discretion in the appropriate circumstances in the interests of the Company.

An exercise of the Board's discretion may result in the Company providing a benefit to Mr Sam Swanell in connection with his retirement from office. The value of that benefit cannot be determined in advance, as many of the factors that will or are likely to affect that value (such as the Company's share price) will not be known until the benefit is decided to be given (if at all). Shareholder approval is sought for the provision of such a benefit which may arise in the circumstances described above.

## Related party benefits

Chapter 2E of the Corporations Act requires that, for a public company to give a financial benefit to a related party of the public company, the public company must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the PSRs constitutes giving a financial benefit and Mr Sam Swanell is a related party of the Company as he is a Director.

The Directors (other than Mr Swanell in respect of Resolution 3) have determined that Shareholder approval under Chapter 2E of the Corporations Act is not required because the issue of PSRs is considered to be reasonable remuneration given the circumstances of the Company and the position held by Mr Sam Swanell. Accordingly, the proposed issue of PSRs to Mr Sam Swanell falls within the "reasonable remuneration" exception set out in section 211 of the Corporations Act such that Shareholder approval is not required.

## ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire securities under an employee incentive scheme without approval of shareholders:

- (a) a director;
- (b) an associate of a director; or
- (c) a person whose relationship with the entity or a person referred to in (a) or (b) above is, in ASX's opinion, such that approval should be obtained.

Resolution 3 seeks Shareholder approval, pursuant to ASX Listing Rule 10.14, for the proposed grant of PSRs to Mr Sam Swanell (and/or his nominee) as Mr Sam Swanell is a Director.

## ASX Listing Rule 7.1

ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period, subject to specific exemptions.

ASX Listing Rule 7.2, exception 14, provides that ASX Listing Rule 7.1 does not apply to an issue of securities under ASX Listing Rule 10.14.

Pursuant to ASX Listing Rule 7.2, exception 14, the grant of PSRs to Mr Sam Swanell pursuant to Resolution 3 will not reduce the Company's 15% placement capacity for the purposes of ASX Listing Rule 7.1.

The Board has agreed, subject to obtaining Shareholder approval, to issue a total of 1,647,411 PSRs to Mr Sam Swanell on the terms and conditions set out below.

## CEO remuneration

Mr Swanell's remuneration arrangements for FY2025 as Global CEO & Managing Director (**CEO**) increased in line with the increased Super Guarantee, but otherwise remains unchanged from FY2024 and are as follows:

	AUD
Fixed Remuneration (inc. Super)	\$ 774,283.40
Short Term Incentive (Target)	\$ 774,283.40
Long Term Incentive (Target)	\$ 774,283.40
<b>Total Target Remuneration</b>	<b>\$2,322,715.20</b>

The Board previously engaged an independent expert to advise on the CEO's remuneration arrangements and is satisfied that they are competitive relative to ASX market and industry peers and effectively incentivises Mr Swanell to deliver the Company's growth strategy and drive financial performance, in the interests of shareholders.

## Approvals sought

Shareholder approval is being sought for the grant of 1,647,411 PSRs to Mr Sam Swanell under the Plan. Approval is being sought for all purposes, including for ASX Listing Rule 10.14 and sections 200B and 200E of the Corporations Act. If Shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Swanell.

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# EXPLANATORY STATEMENT

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## Specific terms of the CEO's grant

The Board proposes that the CEO be granted 1,647,411 PSRs under the Plan for his FY25 award. The Board has determined Mr Sam Swanell's long term incentive opportunity for the FY25 award is \$774,283.40 (**LTI Opportunity**).

The actual number of PSRs to be granted to Mr Sam Swanell was determined by:

- calculating the 'face value' of the Company's shares based on the volume-weighted average price (**VWAP**) for the 5 trading days up to and including 30 June 2024 which was A\$0.47 per share (**Face Value**); and
- dividing the LTI Opportunity by the Face Value and rounding to the nearest whole figure.

## Key Terms of the grant

The key terms of PSRs granted under the Plan are set out below:

### Testing and vesting

- The vesting conditions will be tested at each vesting date. If the relevant vesting conditions are satisfied at the end of a vesting date, then the relevant PSRs will vest.
- Each PSR entitles Mr Swanell to one fully paid ordinary share in the Company on vesting. No amounts will be payable by Mr Swanell upon vesting of the PSRs.
- If the relevant vesting conditions are not satisfied at the end of a Vesting Period, then the relevant PSRs will lapse.
- Once the PSRs have vested, the Board will decide at that time whether to purchase the shares required on-market or to issue new shares.

### Ranking of shares

Upon vesting of the PSRs, shares received by participants will rank equally with ordinary shares currently on issue.

### Voting and dividend rights

- PSRs do not carry any voting rights and participants are not entitled to dividends until PSRs have vested and converted into ordinary shares.
- Shares allocated on vesting of the PSRs will carry full dividend and voting rights from the date of allocation.

### Trading restrictions

- A participant may not sell, transfer, mortgage or otherwise deal with or encumber any PSRs.

- Shares allocated on vesting of the PSRs will be subject to the Company's share trading policy.

A summary of the key terms and conditions of the Plan is set out in **Schedule 1**.

### Performance Period and Vesting conditions

Vesting conditions will apply to the PSRs as outlined in **Schedule 2**.

### Information required by ASX Listing Rule 10.15

Pursuant to ASX Listing Rule 10.15, the following information is provided in relation to Resolution 3:

- The PSRs will be granted to Mr Sam Swanell, Managing Director and Chief Executive Officer of the Company (and/or his nominee).
- Mr Swanell falls within the category of ASX Listing Rule 10.14.1 as he is a Director of the Company.
- Mr Swanell (and/or his nominee) will be granted 1,647,411 PSRs. The actual number of PSRs that vest and will convert into Shares is dependent on the achievement of the vesting conditions as described in the PSR terms and conditions.
- Mr Swanell's remuneration arrangements for FY2025 as Global CEO and Managing Director is set out above.
- As approved by shareholders at the 2022, 2021 and 2020 Annual General Meeting, 1,516,945 PSRs, 26,596 PSRs and 8,897 PSRs, respectively, were allocated at no cost to Mr Swanell during 2022, 2021 and 2020 under the Plan.
- A summary of the material terms of the PSRs are set out above.
- The Company uses PSRs because they create alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the PSRs vest.
- The PSRs have a face value of \$0.47 each, based on the 5-trading day VWAP of PointsBet Shares up to and including 30 June 2024.
- The PSRs that are awarded to Mr Swanell following shareholder approval will be issued no later than three years after the Meeting.
- The price payable on the issue of each PSR is nil.
- A summary of the material terms of the Plan is set out in **Schedule 1**.
- There is no loan in relation to the proposed award of PSRs to Mr Swanell.

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# EXPLANATORY STATEMENT

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- Details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

A voting exclusion statement is included in the Notice of Meeting.

The Board of Directors (with Mr Swanell abstaining) recommend that Shareholders vote in favour of Resolution 3.

## Resolution 4: Remuneration Report

Section 300A of the Corporations Act requires the disclosure, in a dedicated part of the Directors' Report under the heading 'Remuneration Report', of the remuneration paid to the KMP of a listed company.

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote at the annual general meeting.

The Remuneration Report for the year ended 30 June 2024 is set out in the Directors' Report which forms part of the Annual Report. It is also available on the Company's website, [www.pointsbet.com.au/investors](http://www.pointsbet.com.au/investors).

Shareholders of the Company are asked to adopt the Remuneration Report, which sets out, in detail, the Company's policy for determining the remuneration for its Directors and other KMP, including:

- senior executive remuneration philosophy and framework;
- an explanation of the Board's policies in relation to the objectives and structure of remuneration;
- remuneration outcomes in FY2023/24 and links to business strategy and Group performance;
- a detailed summary of vesting conditions, why they were chosen and how performance is measured against them; and
- the remuneration details for each Non-Executive Director and for each of the Executive KMP of the Company.

A reasonable opportunity for discussion of the Remuneration Report will be provided at the Meeting.

In accordance with the Corporations Act, this resolution is advisory only and does not bind the Company. However, the Board will take the outcome of the vote into consideration in future reviews of the remuneration policy for Directors and KMP.

Noting that each Director has a personal interest in his or her own remuneration from the Company as described in the Remuneration Report, the Board of Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

## SPECIAL BUSINESS

### Resolution 5: 10% Additional Placement Capacity

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of its issued capital.

ASX Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval by special resolution at its annual general meeting to increase this 15% limit by an additional 10% to 25% (**10% Placement Capacity**).

An **Eligible Entity** is one that, as at the date of the relevant annual general meeting:

- is not included in the S&P/ASX 300 Index; and
- has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

As at the date of the Notice of Meeting, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and had a market capitalisation at the close of business on 4 October 2024 of \$225.31 million, based on a share price of \$0.68.

If at the date of the Meeting (12 November 2024), the Company ceases to be an Eligible Entity (namely, the Company has a market cap in excess of \$300 million), the Company will withdraw this Resolution.

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities to issue Equity Securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has only one class of Equity Securities on issue, being fully paid ordinary shares.

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# EXPLANATORY STATEMENT

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The exact number of Equity Securities that the Company may issue under an approval under ASX Listing Rule 7.1A will be calculated according to the following formula:

## **(A x D) – E**

Where:

**A** is the number of Shares on issue at the commencement of the 12-month period before the date of issue or agreement (the **relevant period**):

- (a) plus the number of Shares issued in the relevant period under an exception in ASX Listing Rule 7.2 (other than exception 9, 16 or 17);
- (b) plus the number of Shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
  - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
- (c) plus the number of Shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
  - (i) the agreement was entered into before the commencement of the relevant period; or
  - (ii) the agreement or issue was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
- (d) plus the number of Shares issued in the relevant period with approval under ASX Listing Rule 7.1 or ASX Listing Rule 7.4; and
- (e) plus the number of partly paid ordinary shares that became fully paid in the relevant period;
- (f) less the number of Shares cancelled in the relevant period.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue of agreement has not been subsequently approved by holders of Shares under ASX Listing Rule 7.4.

## **Information Required by ASX Listing Rule 7.1A**

In accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 5:

## **Minimum Price**

Any Equity Securities issued under ASX Listing Rule 7.1A must be issued for cash consideration per security, which is not less than 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities (**Agreed Issue Date**); or
- (b) if the Equity Securities are not issued within 10 ASX trading days of the Agreed Issue Date, the date on which the Equity Securities are issued.

## **10% Placement Period**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of this Meeting and expiring on the first to occur of the following:

- (a) the date that is 12 months after the date of this Meeting;
- (b) the time and date of the Company's next Annual General Meeting;
- (c) the time and date of approval by shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking).

## **Risk of economic and voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity may dilute the voting interests and economic interests of Shareholders who do not receive Equity Securities under the issue.

Shareholders should note that there is a risk that:

- (a) the market price for the Shares may be significantly lower on the issue date of the Shares than on the date of the Annual General Meeting; and
- (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

As required by ASX Listing Rule 7.3A.4, Table A below seeks to demonstrate the potential dilution of existing Shareholders resulting from the issue of Shares under the 10% Placement Capacity calculated in accordance with the formula contained in ASX Listing Rule 7.1A.2.



# EXPLANATORY STATEMENT

Table A shows the potential number of Shares issued and funds raised on the basis of:

- the current number of Shares on issue for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2;
- two examples where variable "A" has increased, by 50% and 100%; and
- two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

**Table A: Voting Dilution**

No. of Shares on Issue (Variable A)	Dilution Variable	\$0.34 (50% decrease in current issue price)	\$0.68 (current issue price)	\$1.36 (100% increase in current issue price)
331,338,695 (current)	Additional 10% Shares issued	33,133,870	33,133,870	33,133,870
	Funds raised	\$11,265,515	\$22,531,032	\$45,062,063
497,008,042 50% increase*	Additional 10% Shares issued	49,700,804	49,700,804	49,700,804
	Funds raised	\$16,898,273	\$33,796,547	\$67,593,093
662,677,390 100% increase*	Additional 10% Shares issued	66,267,739	66,267,739	66,267,739
	Funds raised	\$22,531,031	\$45,062,062	\$90,124,125

\* The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that does not require Shareholder approval (such as under a pro-rata rights issue) or an issue of Shares with Shareholder approval under ASX Listing Rule 7.1.

**Table A Assumptions**

Table A has been prepared on the following assumptions:

- The current number of shares on issue is the Shares on issue as at 4 October 2024.
- The current issue price is the closing price of the Shares on the ASX on 4 October 2024.
- The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to by reason of placements under ASX Listing Rule 7.1A, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- Table A shows only the effect of issues of Shares under ASX Listing Rule 7.1A, and does not show the effect of any dilution pursuant to issues of Shares under ASX Listing Rule 7.1.
- No options are exercised or performance rights converted before the date of the issue of the Shares.

## **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for various purposes including to raise cash as consideration for marketing and client acquisition, market access, business development general working capital.

## **Allocation under the 10% Placement Capacity**

As at the date of this Notice of Meeting, the allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined.

However, the allottees of Equity Securities may consist of existing Shareholders and/ or new investors, but the allottees cannot include any Directors, related parties or associates of a related party of the Company without a further specific Shareholder approval.

The Company will determine the allottees at the time of the Issue under the 10% Placement Capacity, having regard to the following factors:

- the purpose of the issue;
- alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- prevailing market conditions; and
- advice from legal, corporate, financial and broking advisers (if applicable).

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# EXPLANATORY STATEMENT

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## ***Previous Approval under ASX Listing Rule 7.1A***

The Company has not previously obtained approval under ASX Listing Rule 7.1A.

## ***Special Resolution***

This Resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of the Resolution for it to be passed.

## ***Voting Exclusion***

A voting exclusion statement is included in the Notice of Meeting. As at the date of this Notice of Meeting, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

## ***Board recommendation***

The Board of Directors unanimously recommend that Shareholders vote in favour of Resolution 5.



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# EXPLANATORY STATEMENT

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## SCHEDULE 1

### TERMS OF KEY EMPLOYEE EQUITY PLAN

The key terms of the Plan are as follows:

#### Eligibility

Offers may be made at the Board's discretion to employees of the Company (including the Executive Directors) and any other person that the Board determines to be eligible to receive a grant under the Plan.

#### Types of securities

The Plan Rules provide flexibility for the Company to grant one or more of the following securities as incentives, subject to the terms of individual offers:

- performance rights, which are an entitlement to receive Shares upon satisfaction of applicable conditions;
- options, which are an entitlement to receive Shares upon satisfaction of applicable conditions and payment of the applicable exercise price; and
- restricted shares, which are Shares that are subject to dealing restrictions, vesting conditions or other restrictions or conditions.

#### Offers under the Plan

The Board may make offers at its discretion and any offer documents must contain the information required by the Plan Rules. The Board has the discretion to set the terms and conditions on which it will offer performance rights, options and restricted shares in individual offer documents.

Offers must be accepted by the employee and can be made on an opt-in or opt-out basis.

#### Plan limit

Where an offer is made in reliance on ASIC Class Order 14/1000, the total number of Shares issued (or in the case of performance rights and options, the total number of Shares which would be issued if those performance rights or options were exercised) must not exceed 5% of the total number of Shares on issue.

#### Issue price

Unless the Board determines otherwise, no payment is required for a grant of a performance right, option or restricted share under the Plan.

#### Vesting

Vesting of performance rights, options and restricted shares under the Plan is subject to any vesting or

performance conditions determined by the Board and specified in the offer document.

Options must be exercised by the employee and the employee is required to pay the exercise price before Shares are allocated.

Subject to the Plan Rules and the terms of the specific offer document, any performance rights, options or restricted shares will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.

#### Cessation of employment

Under the Plan Rules, the Board has a broad discretion in relation to the treatment of entitlements on cessation of employment. It is intended that individual offer documents will provide more specific information on how the entitlements will be treated if the participating employee ceases employment.

#### Clawback and preventing inappropriate benefits

The Plan Rules provide the Board with broad "clawback" powers if, for example, the participant has acted fraudulently or dishonestly or there is a material financial misstatement.

#### Change of control

The Board may determine that all or a specified number of a participant's performance rights, options or restricted shares will vest or cease to be subject to restrictions on a change of control event in accordance with the Plan Rules.

#### Reconstructions and corporate actions

The Plan Rules include specific provisions dealing with rights issues, bonus issues and corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the participant in respect of their incentives as a result of such corporate actions.

#### Restrictions on dealing

Prior to vesting, the Plan Rules provide that participants must not sell, transfer, encumber, hedge or otherwise deal with their incentives. After vesting, participants will be free to deal with their incentives, subject to the Securities Dealing Policy.

#### Other terms

The Plan contains customary and usual terms of dealing with administration, variation, suspension and termination of the Plan.

# EXPLANATORY STATEMENT

## SCHEDULE 2

### VESTING CONDITIONS

The Board has determined that the following vesting conditions should be applied to the FY25 grant to Mr Sam Swanell, as the CEO and Managing Director.

- **Condition 1** – Relative Shareholder Return (**RSR**) in relation to 50% of PSRs (maximum of 823,706 PSRs)
- **Condition 2** – Relevant Earning Per Share Growth (**REPS**) in relation to 15% of PSRs (maximum of 247,111 PSRs)
- **Condition 3** – Service Based in relation to 35% of PSRs (maximum of 576,594 PSRs)

#### Year 1 - 1 July 2025

One third of total Service Based PSRs (192,198 PSRs) are capable of vesting.

#### Year 2 - 1 July 2026

One third of total Service Based PSRs (192,198 PSRs) are capable of vesting.

#### Year 3 - 1 July 2027

One third of total Service Based PSRs (192,198 PSRs) are capable of vesting.

100% of RSR PSRs (823,706 PSRs) are capable of vesting based on Performance Condition 1.

100% of NEPS PSRs (576,594 PSRs) are capable of vesting based on Performance Condition 2.

#### Performance Condition 1 – Relative Shareholder Return (RSR)

RSR performance is assessed at the end of the three-year period which will commence at the start of the financial year during which the PSRs are granted. For PSRs to vest pursuant to the RSR vesting condition, PointsBet's compound shareholder return measured based on the movement in share price at the end of the performance period (with 60-day smoothing) must be equal to or greater than the median ranking of constituents of the Comparator Group.

The Comparator Group is the constituents of the ASX Small Cap Index. The percentage of PSRs that may vest is determined based on the following vesting schedule:

PBH Shareholder Return ranking relative to Peer Comparator Group	PSRs subject to Relative Shareholder Return vesting condition that vests (%)
Below the 70 <sup>th</sup> percentile (Threshold)	0%
At or above the Threshold	100%

The Board may adjust the RSR vesting conditions to ensure that an Executive is neither advantaged nor disadvantaged by matters outside of management's control that affect achievement of the vesting conditions.

The Board may also exercise its discretion to ensure that the Shareholder Return vesting conditions are adjusted to reflect sustainable growth outcomes aligned to the interests of shareholders.

#### Performance Condition 2 – Relevant Earnings Per Share Growth (REPS)

The REPS performance condition is measured by comparing the Company's normalised EPS (expressed as a cumulative dollar amount) for the year ending 30 June 2027 against the 'Threshold' (or minimum) and 'Target' EPS targets, as set by the Board at the beginning of the performance period (being the RESP for the year ending 30 June 2024).

REPS is defined as core earnings per share from continuing operations, adjusted to exclude the fair value impact of Executive Share Option Expense during the measurement period, and any impact of Executive (non-CEO) stretch impact on P&L and share count.

The EPS targets set by the Board for the performance period will be disclosed in the Remuneration Report published in respect of the year in which PSR vesting is tested.

As the REPS component is determined by the REPS performance for the year ending 30 June 2027, the extent of vesting of the REPS component of the long term incentive cannot be determined until the conclusion of the three-year performance period.

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# EXPLANATORY STATEMENT

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The link between the Company's REPS performance and the percentage of the PSRs which will vest pursuant to the REPS performance condition is represented in the following table:

<b>PBH Relative Earnings Per Share for the year ending 30 June 2027</b>	<b>PSRs subject to Relevant Earnings Per Share vesting condition that vests (%)</b>
Less than the Threshold set by the Board	0%
Equal or greater than the Threshold set by the Board	100%

The Board may adjust the Relevant RSR vesting conditions to ensure that an Executive is neither advantaged nor disadvantaged by matters outside of management's control that affect achievement of the vesting conditions.

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# EXPLANATORY STATEMENT

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## SCHEDULE 3

## GLOSSARY

**10% Placement Capacity** has the meaning given in Explanatory Statement for Resolution 5.

**Annual General Meeting** or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**Annual Report** means the Directors' Report, the Financial Report, and Auditor's Report, in respect of the year ended 30 June 2024.

**ASX Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires.

**Auditor's Report** means the Auditor's Report contained in the Financial Report.

**Board** means the board of Directors of the Company.

**Chairman** means the person appointed to chair the Meeting of the Company convened by the Notice of Meeting.

**Closely Related Party** has the same meaning given to that term in section 9 of the Corporations Act.

**Company** or **PointsBet** means PointsBet Holdings Limited ACN 621 179 351.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Director** means a director of the Company.

**Directors' Report** means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities included in the Annual Report.

**Equity Securities** has the meaning given to that term in the ASX Listing Rules.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**Financial Report** means the financial report for the year ended 30 June 2024, prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Key Management Personnel** or **KMP** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board, and includes key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

**LTI Opportunity** has the meaning given in Explanatory Statement for Resolution 3.

**Notice of Meeting** means this notice of annual general meeting dated 9 October 2024, including the Explanatory Statement.

**Performance Share Rights** or **PSRs** means the rights which are convertible into Shares subject to the satisfaction of certain performance conditions and the terms of conditions of their issue set out in the Plan Rules.

**Plan** means Company's Key Employee Equity Plan approved by Shareholders at the Company's 2020 Annual General Meeting.

**Proxy Form** means the Proxy Form attached to this Notice of Meeting.

**Resolution** means the resolution set out in this Notice of Meeting.

**Remuneration Report** means the remuneration report of the Company for the year ended 30 June 2024 contained in the Directors' Report.

**Share** means a fully paid ordinary share in the capital of the Company.

**Share Registry** means Computershare Investor Services Pty Limited.

**Shareholder** means a holder of a Share.

PBH

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (Melbourne time) on Sunday, 10 November 2024.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of PointsBet Holdings Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of PointsBet Holdings Limited to be held at Level 19, 181 William Street, Melbourne, VIC 3000 and as a virtual meeting on Tuesday, 12 November 2024 at 10:00am (Melbourne time) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 2, 3, 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 2, 3, 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 2, 3, 4 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Re-election of Director – Ms Kosha Gada	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of STI Shares to Mr Sam Swanell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Performance Share Rights to Mr Sam Swanell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	10% Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

Mobile Number  Email Address  By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

