

27 October 2023

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

**PointsBet Holdings Limited
2023 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, 28 November 2023.

The Annual Report for the 12 months to 30 June 2023 was previously released to the ASX on 31 August 2023.

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

Yours faithfully



Andrew Hensher
Group General Counsel
and Company Secretary



POINTS BET HOLDINGS LIMITED

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

28 November 2023 at 10.00am (Melbourne time)

Le Ciel 6/13 Cremorne Street, Cremorne, VIC 3121

ANNUAL GENERAL MEETING

Dear Shareholder,

ANNUAL GENERAL MEETING

On behalf of the Board, I am pleased to invite you to attend the Hybrid 2023 Annual General Meeting (**Meeting**) of PointsBet Holdings Limited (**Company** or **PointsBet**), which has been scheduled as follows:

Date: Tuesday, 28 November 2023
Time: 10.00am (Melbourne time) with registration open from 9.00am
Location: Le Ciel - 6/13 Cremorne Street, Cremorne, VIC 3121 Australia
Webcast: <https://meetnow.global/MJYPRJ5>

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

I 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.

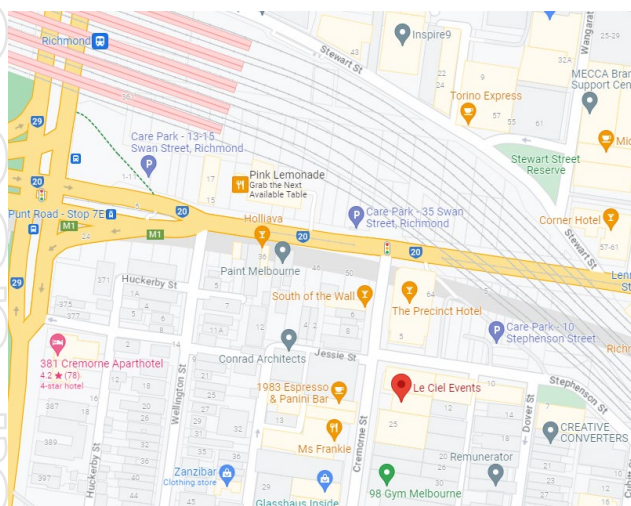
Yours sincerely



Brett Paton
Chairman

NOTICE OF ANNUAL GENERAL MEETING

MAP



Notice is given that the Extraordinary 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, 28 November 2023

Time: 10.00am (Melbourne time)

Location: Le Ciel 6/13 Cremorne Street, Cremorne, VIC
3121 Australia

Webcast: <https://meetnow.global/MJYPRJ5>

The Meeting will be webcast live. To view the webcast, enter <https://meetnow.global/MJYPRJ5> into your browser on your computer or mobile device and join the meeting as a guest.

The Explanatory Statement to this Notice of Meeting provides further details.

NOTICE OF ANNUAL GENERAL MEETING

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 2023.

Resolution 1: Election of Director – Mr William Grounds

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

"That Mr William Grounds, in accordance with clause 7.1(h) of the Constitution and for all other purposes, be appointed as a Director on the terms and conditions set out in the Explanatory Statement."

Note: Information about Mr Grounds appears in the Explanatory Statement to this Notice of Meeting.

Resolution 2: Re-election of Director – Mrs Becky Harris

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

"That Mrs Becky Harris 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 Mrs Harris appears in the Explanatory Statement to this Notice of Meeting.

Resolution 3: Re-election of Director – Mr Manjit Gombra-Singh

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

"That Mr Manjit Gombra-Singh 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 himself for re-election, be re-elected as a Director of the Company."

Note: Information about Mr Gombra-Singh appears in the Explanatory Statement to this Notice of Meeting.

Resolution 4: Renewal of Key Employee Equity Plan

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

"That, for the purposes of ASX Listing Rule 7.2 (exception 13), and for all other purposes, the Shareholders of the Company approve the renewal for a further 3 years of the Key Employee Equity Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting exclusion for Resolution 4: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who is eligible to participate in the Key Employee Equity Plan or an associate of those persons.

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

- (a) 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;
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Resolution 5: Remuneration Report

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

"That the Remuneration Report for the Company (included in the Directors' Report) for the year ended 30 June 2023 be adopted."

Voting exclusion for Resolution 5: The Company will disregard any votes cast by or on behalf of a member of KMP (details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2023) or an or an associate of those persons.

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

- (d) 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;
- (e) 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

NOTICE OF ANNUAL GENERAL MEETING

- (f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (iii) 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
 - (iv) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

By order of the Board.



Andrew Hensher
Group General Counsel
& Company Secretary
27 October 2023

NOTICE OF ANNUAL GENERAL MEETING

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, 26 November 2023. 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, 26 November 2023.

Voting approval requirement

The Resolutions will be passed as ordinary resolutions if more than 50% of the votes cast by Shareholders present and eligible to vote at the Meeting (whether in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) are in favour of them.

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 2001* (Cth) (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, 26 November 2023 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.

NOTICE OF ANNUAL GENERAL MEETING

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 entitled to vote and is present in person or by proxy, representative or attorney will have one vote for each share held by that Shareholder.

Notice to persons outside Australia

This document has been prepared in accordance with Australian laws and disclosure requirements. These laws and disclosure requirements may be different to those in other countries.

Currency and Currency Conversion

All financial amounts contained in this document are expressed in Australian dollars and cents (which are marked as "A\$" or referred to as "cents") or United States dollars (which are marked as "US\$") unless otherwise stated.

Rounding

Certain percentages and amounts included in this document have been rounded for ease of presentation.

EXPLANATORY STATEMENT

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 2023 (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: Election of Director – Mr William Grounds

In accordance with Rule 7.1(h) of the Constitution, Shareholders may by resolution at a general meeting appoint an eligible person to be a Director, either as an addition to the existing Directors or to fill a casual vacancy.

The purpose of Resolution 1 is to seek Shareholder approval pursuant to Rule 7.1(h) of the Constitution of Mr William Grounds as a Director.

Brief biographical details of Mr Grounds are set out below:

Occupation: Company Director

Academic and professional qualifications: Diploma in Financial Services AFMA

Mr Grounds, who resides in Las Vegas, Nevada and is a dual Australian and United States citizen, is a seasoned senior executive and board member with a successful track record of managing businesses across geographies and in diverse industry sectors, including highly regulated environments.

He is the former President and Chief Operating Officer of Infinity World Development Corp., an affiliate of Dubai World where he was responsible for managing the Group's US\$10 billion investment in CityCenter Resort & Casino in Las Vegas with joint venture partner MGM Resorts International (NYSE:MGM).

Mr Grounds also served as a Non-Executive Director of MGM Resorts International between 2013 and 2021, during which time PASPA was repealed and the BetMGM joint venture was formed.

He is currently a director of Consumer Portfolio Services (NASDAQ:CPSS) and is also a former director of MGM Resorts International (NYSE:MGM) and Remark Holdings (NASDAQ:MARK), as well as Fontainebleau Miami JV LLC, CityCenter Holdings LLC and Infinity World Development Corp.

The Board considers Mr Grounds to be an independent director.

Resolution 1 is an ordinary resolution.

The Board of Directors (with Mr Grounds abstaining) supports the election of Mr Grounds as a Director of the Company and recommends that shareholders vote in favour of Resolution 1.

Resolution 2: Re-election of Director – Mrs Becky Harris

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, Mrs Becky Harris will retire by rotation at this Meeting and, being eligible, is submitting herself for re-election at the Meeting.

Brief biographical details of Mrs Harris are set out below:

Occupation: Distinguished Fellow, Gaming & Leadership.

Academic and professional qualifications: BA (Political Science), Brigham Young University, MA (Political Science and Government), UNLV, J.D. (Law), Brigham Young University, LLM (Gaming Law), UNLV, William S. Boyd School of Law.

EXPLANATORY STATEMENT

Mrs Harris is a Distinguished Fellow in Gaming and Leadership at the University of Nevada, Las Vegas (UNLV) International Gaming Institute (IGI). In this capacity, Mrs Harris works with regulators, operators, academics, and other stakeholders on a host of gaming and leadership related issues and projects.

Mrs Harris is the former Chairwoman of the Nevada Gaming Control Board (NGCB) and a former Nevada State Senator. Representing Nevada's Ninth District, Mrs Harris served for two legislative sessions and two special sessions.

She served as Chair of the Senate Education Committee, as well as a member of the Senate Judiciary, Finance, Education, and Commerce, Labor & Energy Committees.

Mrs Harris is also a former member of the National Council of Legislators from Gaming States (NCGLS), an association of lawmakers from across the United States, and formerly chaired the Responsible Gaming Committee and served as Treasurer.

The Board considers Mrs Harris to be an independent director.

Resolution 2 is an ordinary resolution.

The Board of Directors (with Mrs Harris abstaining) supports the re-election of Mrs Harris as a Director of the Company and recommends that shareholders vote in favour of Resolution 2.

Resolution 3: Re-election of Director – Mr Manjit Gombra-Singh

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, Mr Manjit Gombra-Singh will retire by rotation at this Meeting and, being eligible, is submitting himself for re-election at the Meeting.

Brief biographical details of Mr Gombra-Singh are set out below:

Occupation: Director

Academic and professional qualifications: Master of Technology (Computer Science), University of Hyderabad.

Mr Gombra-Singh was previously the Company's President, Technology and Product (July 2019 to May 2022) and was appointed an Executive Director on 17 November 2020, transitioning to a Non-Executive Director on 30 June 2022.

He is the former Chief Technology Officer and Executive Vice President of leading global gaming technologies provider Aristocrat Leisure Limited (ASX:ALL), and an industry veteran with a track record in delivering leading product and technology strategy for mobile, social and traditional casino gaming products.

Mr Gombra-Singh has a broad background in technology, with experience in gaming, cybersecurity, mobile and cloud technologies and global engineering management.

Mr Gombra-Singh is a published author and speaker on modern technology trends and has previously held senior leadership roles at International Gaming Technology, Juniper Networks and Sun Microsystems.

In recent years, Mr Gombra-Singh founded DruvStar, a cybersecurity company, and has helped several gaming and modern technology businesses as an advisor.

The Board considers that Mr Gombra-Singh is a non-independent Director by virtue of his prior Executive role with the Company. However, the Board considers that Mr Gombra-Singh's extensive technology experience and background in the gaming and wagering industry will continue to deliver great benefit to the Company and its Shareholders.

Resolution 3 is an ordinary resolution.

The Board of Directors (with Mr Gombra-Singh abstaining) supports the re-election of Mr Gombra-Singh as a Director of the Company and recommends that shareholders vote in favour of Resolution 3.

Resolution 4: Renewal of Key Employee Equity Plan

This Resolution seeks Shareholder approval for the Company to renew the employee incentive scheme entitled the "Key Employee Equity Plan" (KEEP) which was approved at the 2020 annual general meeting.

The objective of KEEP is to attract, motivate and retain key employees and it is considered by the Company that the renewal of KEEP and the future issue of Incentive Securities under KEEP will provide selected employees with the opportunity to participate in the future growth of the Company.

EXPLANATORY STATEMENT

Shareholder approval for the renewal of KEEP is sought for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13), so that Incentive Securities issued under KEEP will be excluded from the calculation of the maximum number of Equity Securities that can be issued by the Company in any 12 month period (currently 15% of Shares previously on issue), for a period of three years from the date of approval.

If this Resolution is approved by Shareholders, it will have the effect of enabling the securities issued by the Company under KEEP to be automatically excluded from the formula to calculate the number of Equity Securities which the Company may issue within any 12 month period under Listing Rule 7.1 (i.e. the 15% placement capacity) during the next three-year period.

The Company advises that approval for KEEP was obtained from Shareholders under ASX Listing Rule 7.2 (exception 13) at the 2020 annual general meeting.

A summary of the key terms and conditions of KEEP is set out in Schedule 2. In addition, a copy of KEEP is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of KEEP can be sent to Shareholders upon request to the Company Secretary. KEEP is also available on the Company's website, <https://investors.pointsbet.com.au/>.

Shareholders are invited to contact the Company if they have any queries or concerns.

Resolution 4 is an ordinary resolution.

Information required by Listing Rule 7.2

Pursuant to and in accordance with Listing Rule 7.2, exception 13(b), the following information is provided:

- (a) the material terms of KEEP are summarised in Schedule 2;
- (b) 9,767,473 Equity Securities have been issued under KEEP in reliance of Listing Rule 7.2, exception 13(b) since approval was received at the 2020 annual general meeting;
- (c) the maximum number of Equity Securities proposed to be issued under KEEP within the three-year period following Shareholder approval is 15,770,334, being 5% of the total number of Shares on issue as at the date of the Notice. This maximum is not intended to be a prediction of the actual number of Incentive Securities to be issued under the Plan, but simply a ceiling for the purposes of Listing Rule 7.2, exception 13(b). Once that number is reached, any additional

issues of Incentive Securities under KEEP would not have the benefit of Listing Rule 7.2, exception 13 without a fresh Shareholder approval; and

- (d) a voting exclusion statement is included in the Notice for Resolution 4.

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

Resolution 5: 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.

The Remuneration Report for the year ended 30 June 2023 is set out in the Directors' Report which forms part of the Annual Report. It is also available on the Company's website, <https://investors.pointsbet.com.au/>.

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 FY2022/23 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 recommends that shareholders vote in favour of Resolution 5.

EXPLANATORY STATEMENT

SCHEDULE 1

GLOSSARY

ASX Listing Rules or **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, of 20 Bridge Street, Sydney, NSW 2000.

Board means the current board of Directors of the Company.

Chair means the person chairing the Meeting.

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 current director of the Company.

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

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

Incentive Securities means Performance Rights and Shares upon exercise or conversion of those Performance Rights to be issued under KEEP to eligible employees.

Meeting means the shareholder meeting to consider the Resolution.

Notice of Meeting means this notice of annual general meeting dated 28 November 2023, including the Explanatory Statement.

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

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

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.

EXPLANATORY STATEMENT

SCHEDULE 2

KEEP SUMMARY

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 3
PROXY FORM

For personal use only

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 (03) 9415 5000 (outside Australia)



Online:

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, 26 November 2023.**

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 and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at 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: 133269

For Intermediary Online subscribers (custodians) go to 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.

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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 Le Ciel 6/13 Cremorne Street, Cremorne, VIC 3121 and as a virtual meeting on Tuesday, 28 November 2023 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 Resolution 5 (except where I/we have indicated a different voting intention in step 2) even though Resolution 5 is 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 Resolution 5 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	Election of Director – Mr William Grounds	☐	☐	☐
Resolution 2	Re-election of Director – Mrs Becky Harris	☐	☐	☐
Resolution 3	Re-election of Director – Mr Manjit Gombra-Singh	☐	☐	☐
Resolution 4	Renewal of Key Employee Equity Plan	☐	☐	☐
Resolution 5	Remuneration Report	☐	☐	☐

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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

