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21 August 2025

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir / Madam

Target's Statement – Takeover Offer from betr Entertainment Limited

PointsBet Holdings Limited (ASX: PBH) (**PointsBet**) advises that it has lodged its target's statement (**Target's Statement**) with the Australian Securities and Investments Commission today in response to the off-market takeover offer by betr Entertainment Limited (**betr**) for all of the ordinary shares in PointsBet (**Unsolicited betr Scrip Offer**). The Unsolicited betr Scrip Offer is all scrip representing 4.219 betr shares for each PointsBet share.

The Target's Statement contains various details in relation to the Unsolicited betr Scrip Offer including the recommendation of the PointsBet Directors. The PointsBet Directors unanimously recommend that PointsBet shareholders **REJECT** the Unsolicited betr Scrip Offer.

In accordance with item 14 of section 633(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), a copy of the Target's Statement is attached to this announcement.

The Target's Statement has been sent to betr today and is in the process of being despatched to PointsBet shareholders.

In accordance with section 110D and item 12 of section 633(1) of the Corporations Act, the Target's Statement will be sent to PointsBet shareholders by the following means:

- PointsBet shareholders who have nominated an email address for the purposes of receiving electronic communications from PointsBet will receive an email with a communication providing a link to an electronic copy of the Target's Statement; and

- PointsBet shareholders who have not nominated an email address for the purposes of receiving electronic communications from PointsBet, and PointsBet shareholders who have validly elected to receive hard copies of shareholder communications, will receive a letter from PointsBet to their registered postal address, which will contain details of a link to an electronic copy of the Target's Statement.

PointsBet shareholders may also request a hard copy of the Target's Statement be sent to them by contacting the PointsBet Shareholder Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30 am and 5.30 pm (Melbourne time), Monday to Friday.

The PointsBet Board recommends that PointsBet shareholders
TAKE NO ACTION in relation to the Unsolicited Betr Scrip Offer

This announcement has been authorised for release by the PointsBet Board.

For further information please contact:

Alister Lui
Group Chief Financial Officer alister.lui@pointsbet.com

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Target's Statement

issued in response to the unsolicited, all-scrip, off-market takeover offer made by betr Entertainment Limited for all the ordinary shares in PointsBet Holdings Limited representing 4.219 betr Shares for each PointsBet Share.

Your PointsBet Directors recommend that you

REJECT

the Unsolicited betr Scrip Offer, by TAKING NO ACTION

This is an important document and requires your immediate attention. You should read it in its entirety before deciding whether or not to accept the Unsolicited betr Scrip Offer.

If you are in any doubt about how to deal with this document, you should contact your legal, financial, tax and/or other professional adviser immediately.

Legal Adviser	Financial Adviser
Baker McKenzie.	FLAGSTAFF

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Important notices

Nature of this document

This document is a Target's Statement issued by PointsBet Holdings Limited (ABN 68 621 179 351) (**PointsBet** or **Company**) under Part 6.5 Division 3 of the Corporations Act in response to the off-market takeover bid made by betr Entertainment Limited (ACN 647 124 641) (**betr**).

PointsBet Shareholder information

PointsBet has established a shareholder information line which PointsBet Shareholders may call if they have any queries in relation to the Unsolicited betr Scrip Offer. The telephone number for the shareholder information line is 1300 850 505 (for calls made from within Australia) or +61 3 9415 4000 (for calls made from outside Australia).

No account of personal circumstances

This Target's Statement does not take into account your individual objectives, financial situation or particular needs. It does not contain personal advice. You should seek independent financial and taxation advice before making a decision as to whether or not to accept the Unsolicited betr Scrip Offer.

Disclaimer as to forward-looking statements

Some of the statements appearing in this Target's Statement may be in the nature of forward-looking statements. You should be aware that such statements are only predictions and are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to the industry in which PointsBet operates as well as general economic conditions, prevailing exchange rates and interest rates and conditions in the financial markets. Actual events or results may differ materially from the events or results expressed or implied in any forward-looking statement. None of PointsBet, PointsBet's officers and employees, any persons named in this Target's Statement with their consent or any person involved in the preparation of this Target's Statement, makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward-looking statement, or any events or results expressed or implied in any forward-looking statement, except to the extent required by law. You are cautioned not to place undue reliance on any forward-looking statement. The forward-looking statements in this Target's Statement reflect views held only as at the date of this Target's Statement.

Disclaimer as to betr information

The information on betr and its business contained in this Target's Statement has been prepared by PointsBet using publicly available information (including information contained in the betr Replacement Bidder's Statement) and has not been independently verified by PointsBet. Accordingly, subject to the Corporations Act, PointsBet does not make any representation or warranty (express or implied) as to the accuracy or completeness of such information.

ASIC and ASX disclaimer

A copy of this Target's Statement was lodged with ASIC and given to ASX on 21 August 2025. None of ASIC, ASX or any of their respective officers takes any responsibility for the content of this Target's Statement.

Foreign jurisdictions

The release, publication or distribution of this Target's Statement in jurisdictions other than Australia may be restricted by law or regulation in such other jurisdictions and persons who come into possession of it should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable laws or regulations. This Target's Statement has been prepared in accordance with Australian law and the information contained in this Target's Statement may not be the same as that which would have been disclosed if this Target's Statement had been prepared in accordance with the laws and regulations outside Australia.

Effect of rounding

A number of figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Target's Statement are subject to the effect of rounding. Accordingly, actual numbers may differ from those set out in this Target's Statement.

Charts and diagrams

Any diagrams, charts, graphs and tables appearing in this Target's Statement are illustrative only and may not be drawn to scale. Unless stated otherwise, all data contained in diagrams, charts, graphs and tables is based on information available at the date of this Target's Statement.

Defined terms

A number of defined terms are used in this Target's Statement, which are explained in section 10 of this Target's Statement.

Privacy

PointsBet has collected your information from the PointsBet register of shareholders for the purpose of providing you with this Target's Statement. The type of information PointsBet has collected about you includes your name, contact details and information on your shareholding in PointsBet. Without this information, PointsBet would be hindered in its ability to issue this Target's Statement. The Corporations Act requires the name and address of shareholders to be held in a public register. Your information may be disclosed on a confidential basis to PointsBet's related bodies corporate and external service providers (such as the share registry of PointsBet and print and mail service providers) and may be required to be disclosed to regulators such as ASIC. PointsBet Shareholders should contact the Share Registry if they wish to access their personal information. PointsBet's privacy policy is available at https://pointsbet.com.au/privacy. The registered address of PointsBet is Level 2, 165 Cremorne Street, Cremorne, VIC 3121.

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Key Dates

Date of the Unsolicited betr Scrip Offer	18 August 2025
Date of this Target's Statement	21 August 2025
Close of the Offer Period (unless extended or withdrawn)*	7.00 pm (Melbourne time) on 22 September 2025

* The closing date for the Unsolicited betr Scrip Offer may be extended as permitted by the Corporations Act.

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Letter from the Chairman

Dear PointsBet Shareholder

On behalf of the PointsBet Board, please find attached the Target's Statement in relation to the unsolicited, conditional off-market all scrip (share) takeover offer by betr Entertainment Limited (ASX: BBT) (**betr**) of 4.219 fully paid ordinary shares in betr (**betr Shares**) for every 1 PointsBet Share previously announced by betr (**Unsolicited betr Scrip Offer**).

Under a separate transaction, betr is also proposing a complicated and uncertain selective buy-back of some of the betr Shares it may issue under the Unsolicited betr Scrip Offer (**Selective Buy-Back**).

You would have recently received a replacement bidder's statement from betr (**betr Replacement Bidder's Statement**) outlining the Unsolicited betr Scrip Offer. You would have also recently received a bidder's statement (and first supplementary bidder's statement) from MIXI Australia outlining the MIXI Takeover Offer and target's statement (and first supplementary target's statement) from PointsBet in response to the MIXI Takeover Offer.

Recommendation and intention of the Directors

Your Directors unanimously recommend that you **REJECT** the Unsolicited betr Scrip Offer.

Each of your Directors has instead accepted the Board-recommended, unconditional, all cash MIXI Takeover Offer. As at the Last Practicable Date, MIXI Australia has a relevant interest in 36.72% of PointsBet Shares.

Your PointsBet Board notes that the Pointsbet Share price has recently traded modestly above $1.25 per PointsBet Share so PointsBet Shareholders may first wish to consider if there could be an opportunity to achieve a price in excess of $1.25 per PointsBet Share by selling your PointsBet Shares on-market.

Reasons to REJECT the Unsolicited betr Scrip Offer

The PointsBet Board has determined that the Unsolicited betr Scrip Offer is materially inferior to the Board-recommended, unconditional, all cash MIXI Takeover Offer, under which PointsBet Shareholders can receive consideration of $1.25 per cash PointsBet Share.

The PointsBet Board has identified the following reasons to reject the Unsolicited betr Scrip Offer:

- PointsBet Shareholders that accept the Unsolicited betr Scrip Offer will receive betr Shares and in effect reduce their economic interest in PointsBet in exchange for an economic interest in the betr business. The Pointsbet Board believes that this would be an unwise choice for PointsBet Shareholders as it regards the betr business as being very inferior to that of PointsBet.
- betr's characterisation of the Unsolicited betr Scrip Offer value is flawed, placing emphasis on the purported value of its offer having regard to a betr capital raising undertaken over three months ago.
- The longer term value of betr's Unsolicited betr Scrip Offer is heavily reliant on significant synergies, which in PointsBet's view, have been materially overstated by betr and are highly unlikely to occur.
- betr has indicated an intention to undertake a Selective Buy-Back, but there can be no certainty that the Selective Buy-Back will occur. Importantly, betr has made clear in the betr Replacement Bidder's Statement that there is no certainty that the Selective Buy-Back will occur and that PointsBet Shareholders should not place any reliance on the Selective Buy-Back when deciding whether or not to accept the Unsolicited betr Scrip Offer.
- The low liquidity of betr's Shares on the ASX means PointsBet Shareholders who accept the Unsolicited betr Scrip Offer may be unable to sell betr Shares on the ASX at or around the prevailing market price.

- The Unsolicited betr Scrip Offer is conditional and there is no certainty as to when these conditions may be satisfied (if at all).
- Scrip for scrip rollover relief is unlikely to be available – this means there may be adverse tax consequences for PointsBet Shareholders that accept the Unsolicited betr Scrip Offer.
- If you accept the Unsolicited betr Scrip Offer, you will be unable to accept the MIXI Takeover Offer.

How to REJECT the Unsolicited betr Scrip Offer

To **REJECT** the Unsolicited betr Scrip Offer, you should **DO NOTHING** and **TAKE NO ACTION** in relation to the documents sent to you by betr.

Next steps

The reasons why your Board recommended that you should **REJECT** the Unsolicited betr Scrip Offer are set out in section 2 of this Target's Statement.

In addition, this Target's Statement sets out other matters that may be relevant to your decision whether to **REJECT** the Unsolicited betr Scrip Offer.

You should have regard to the further developments which may be announced to ASX by PointsBet over the course of the Unsolicited betr Scrip Offer. All PointsBet announcements are available on our website, https://investors.pointsbet.com.au/company-announcements.

For further details or if you have any queries, please call the PointsBet Shareholder information line on 1300 850 505 (for calls made from within Australia) or +61 3 9415 4000 (for calls made from outside Australia). The PointsBet Shareholder information line is available Monday to Friday between 8.30 am and 5.30 pm (Melbourne time).

Yours sincerely



Mr Brett Paton
Non-Executive Chairman
PointsBet Holdings Limited

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1 Recommendation and intention of the PointsBet Directors

Your PointsBet Directors unanimously recommend that you REJECT the Unsolicited betr Scrip Offer, by TAKING NO ACTION.

In assessing the Unsolicited betr Scrip Offer, your PointsBet Directors have had regard to a number of considerations, including the information set out in this Target's Statement and the betr Replacement Bidder's Statement.

Each PointsBet Director who held or controlled PointsBet Shares (representing approximately 8% of the PointsBet Shares on issue), has already accepted into the MIXI Takeover Offer. Refer to section 9.4 for more information on the respective PointsBet Shareholdings of your PointsBet Directors.

PointsBet Shareholders should be aware that if they accept the Unsolicited betr Scrip Offer they will be unable to withdraw their acceptance of the Unsolicited betr Scrip Offer unless a withdrawal right exists or arises under the terms of the undertaking given by betr in connection with the application made by PointsBet to the Takeovers Panel on 29 July 2025 in relation to the Unsolicited betr Scrip Offer (**betr Undertaking**) or the Corporations Act. For further information on your withdrawal rights please refer to section 7.6 of this Target's Statement.

How to REJECT the Unsolicited betr Scrip Offer

To reject the Unsolicited betr Scrip Offer, **DO NOTHING** and **TAKE NO ACTION**.

You should read this Target's Statement which contains your PointsBet Directors' recommendation in relation to the Unsolicited betr Scrip Offer and the reasons for this recommendation and contact your legal, financial, tax and/or other professional adviser immediately if in doubt about what to do.

For further details or if you have any queries, please call the PointsBet Shareholder information line on 1300 850 505 (for calls made from within Australia) or +61 3 9415 4000 (for calls made from outside Australia). The PointsBet Shareholder information line is available Monday to Friday between 8.30 am and 5.30 pm (Melbourne time).

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2 Reasons to REJECT the Unsolicited betr Scrip Offer

2.1 The PointsBet Board has determined that the Unsolicited betr Scrip Offer is materially inferior to the all-cash, unconditional MIXI Takeover Offer

The PointsBet Board has determined, with the assistance of external advisers, that the Unsolicited betr Scrip Offer is materially inferior to the all-cash, unconditional MIXI Takeover Offer.

2.2 PointsBet Shareholders that accept the Unsolicited betr Scrip Offer will receive betr Shares and be exposed to betr's business, which PointsBet considers to be unattractive

Given the all-scrip nature of the Unsolicited betr Scrip Offer, PointsBet Shareholders will be exposed to betr's business, which PointsBet considers to be unattractive for reasons including that:

- betr has a less valuable and volatile VIP-heavy customer base – a high concentration of betr's net win is dependent on a very limited number of betr VIP customers.

  There are meaningful risks associated with a VIP-heavy customer base, including:

  - the long-term sustainability of this revenue is open to question (particularly as betr pays fees to third parties to manage some of these relationships);
  - compliance and regulatory risks are much greater; and
  - margins are less predictable and can deviate significantly from expected margins (given VIPs tend to place large bets and there is natural volatility in individual events).

- Unattractive product mix, with a sub-scale sports business – betr's business is heavily skewed towards racing, with 85% of its net win derived from racing products:

  - sports is the growth category for the industry, delivering material year on year growth in active clients. In contrast, racing has been in secular decline for a number of years, with customers tending to be less recreational and older; and
  - product fees for thoroughbred racing are relatively high, which means gross profit margins are considerably lower than sports for like-for-like products (i.e. pre-race / pre-sports fixed price single bets) despite thoroughbred racing having higher like-for-like net win margins; and
  - relative to sports, there are fewer opportunities to innovate and develop high-margin, recreational products (e.g. same game multis) which are attractive to mass market customers.

- betr has high levels of customer churn despite their level of gratuity spend – PointsBet believes its mass market customers are more valuable, stickier, and do not require significant level of gratuities to retain and/or reactivate.

2.3 betr's characterisation of the Unsolicited betr Scrip Offer value is flawed and supported by unusual trading activity

(a) *The Unsolicited betr Scrip Offer is not worth the various values claimed by betr*

The PointsBet Board rejects betr's characterisation of the value of the Unsolicited betr Scrip Offer, which is that it is worth $0.32 x the offer ratio of 4.219.

betr believes that $0.32 is the most appropriate measure of value for betr's Shares, primarily on the basis that betr raised capital at this price (announced on 29 April 2025). betr has stated that this price is a more appropriate valuation reference point than more recent market prices of betr shares because "*the low levels of trading in betr Shares [means] the trading prices on ASX over any given period may not be an appropriate measure of the value of betr*".

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betr announced its first takeover bid for PointsBet on 20 June 2025. Since that time betr shares have generally traded below the $0.32 betr share price which betr has nominated as the most appropriate measure of value.



In PointsBet's view, given betr shares are trading below $0.32 and liquidity is low, it is likely that the betr share price will decrease if PointsBet Shareholders wish to sell the shares issued to them under the Unsolicited betr Scrip Offer share on-market.

(b) *Recent ASX trading activity in betr shares appears unusual*

In the betr Replacement Bidder's Statement, betr has stated that caution be taken in using a betr share price on any given day. More specifically, betr has stated:

> "*Due to the low levels of trading in betr Shares, the trading prices on ASX over any given period may not be an appropriate measure of the value of betr Shares and care should be taken when using short term trading prices to value betr Shares or the Offer Consideration*"

PointsBet notes that in the period since mid-July which is a time period captured in various volume weighted average price calculations (for betr shares) referred to in the betr Replacement Bidder's Statement, daily trading patterns in betr shares appear unusual.

Specifically through that period, the betr share price has continued to close meaningfully above its daily volume weighted average price (based on market trading). It is improbable for betr to have closed above its daily volume weighted average price so often[1].

PointsBet considers that this trading pattern is consistent with large bid orders being placed in the closing auction to influence the closing betr Share price.

[1] When compared to ASX listed companies of comparable market capitalisation within similar industries groups.



2.4 The longer term value of betr's Unsolicited betr Scrip Offer is heavily reliant on significant synergies, which in PointsBet's view are materially overstated and highly unlikely to occur

(a) *betr has claimed that synergies are significant, however PointsBet believes the potential synergies claimed by betr are materially overstated*

The value of the cost synergies identified by betr has been materially overstated, having regard to a number of factors, including:

- PointsBet's view of the brand and digital investment required to both retain customers and grow.
- The levels of product and technology investment required to sustain a 'number four' market position (especially in the higher growth 'sports' category, where PointsBet is currently much stronger than betr).

Revenue dis-synergies will also reduce the net synergies, as a result of the high levels of customer cross-over between PointsBet and betr and expected customer behaviour:

- 65% of the aggregate turnover of betr and PointsBet and 61% of the aggregate net win comes from customers who have an account on both betr and PointsBet.[2]
- The revenue from crossover customers declined significantly following the 2024 BlueBet/betr merger, with the net win of customers who had an account on both BlueBet and betr declining ~50% between Q3 FY24 (the last quarter pre-merger) and Q3 FY25 (the corresponding period post-merger) from approximately $22 million to $11 million; and
- The net win of customers who, prior to the BlueBet merger, had an account on only one of betr or BlueBet also declined.

There are significant integration and implementation challenges with the Unsolicited betr Scrip Offer, with betr assuming that PointsBet's Canadian business can be carved out without any resulting stranded costs.

[2] Over the eight-month period to April 2025

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(b) *Synergies will only be available if betr can acquire 100% of PointsBet, however MIXI Australia has a relevant interest in 36.72% of PointsBet at the Last Practicable Date and a competing, Board-recommended, unconditional all cash offer*

In the betr's Replacement Bidder's Statement, betr has conceded that if it cannot acquire 100% of PointsBet then "*the synergies that can be realised will be materially less*" than betr has claimed elsewhere in the betr Replacement Bidder's Statement.

As at the Last Practicable Date, MIXI Australia has disclosed pursuant to its unconditional, all cash takeover offer that is recommended by the PointsBet Board, that MIXI Australia has a relevant interest of 36.72% in PointsBet.

In PointsBet's view, it is highly unlikely that betr will be able to realise any material synergies because of MIXI Australia's current shareholding and MIXI Australia's unconditional bid.

(c) *In the absence of synergies, betr's Share price is likely to fall once the Unsolicited betr Scrip Offer closes*

In the absence of synergies, betr's Share price is likely to fall once the Unsolicited betr Scrip Offer closes. This is because:

- PointsBet's Share price is likely to decline in the absence of competing takeover bids;
- betr is offering a premium relative to the pre-transaction exchange ratio; and
- because of this premium, the entitlement of betr Shareholders to an interest in the merged entity has declined.

This dynamic is shown below (using a betr Share price of $0.32 for consistency with the betr Replacement Bidder's Statement – if a lower betr Share price is assumed, the merged entity's share price will be lower):

		betr's claim	**Unsolicited betr Scrip Offer using betr's claim**	
		Standalone	*Merged Entity*	*Change*
betr equity value (100% at $0.32 per Betr share) (includes cash and betr's 66 million PointsBet Shares)	A$m	328	328	
(-) betr's 66m PointsBet shares at $1.10 (included in betr equity value)	A$m		(73)	
betr's equity value on a like-for-like basis with PointsBet		328	256	
PointsBet equity value (at PointsBet's undisturbed price of $0.83 per PointsBet Share)	A$m		280	
Equity value	A$m	328	535	
Number of Betr shares on issue	#m	1,026	2,168	
Price per Betr share	A$p.s.	0.32	0.25	(23%)

2.5 betr has indicated an intention to undertake a Selective Buy-Back, but that is highly complicated and uncertain

(a) *betr has indicated it intends to pursue a Selective Buy-Back of betr shares acquired by PointsBet Shareholders who accept the Unsolicited betr Scrip Offer. betr has the discretion to simply not proceed with the Selective Buy-Back, and given the Selective Buy-Back can only occur once the Unsolicited betr Scrip Offer closes, there is no apparent incentive for betr to proceed with it*

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This is reinforced through various betr disclosures to the effect that it can vary the dates of the Selective Buy-Back at its discretion (for example, in section 13.5 of the betr Replacement Bidder's Statement).

Pointsbet Shareholders should also be aware that there is no guarantee that the Selective Buy-Back will proceed even if it is approved by betr Shareholders. As stated in the betr Replacement Bidder's Statement:

> *Given there is no guarantee that the Selective Buy-Back will proceed and the Selective Buy-Back is a separate transaction to the Offer, you should not place any reliance on the Selective Buy-Back when deciding whether or not to accept the Offer.*

The Pointsbet Board repeats the above statement made by betr in the betr Replacement Bidder's Statement and emphasises that PointsBet Shareholders should place no weight whatsoever on betr's intention to undertake the Selective Buy-Back.

(b) *Based on publicly available information, betr does not appear to have sufficient cash to undertake the Selective Buy-Back*

Excluding betr's client cash balance of $13.8 million, the available corporate cash as at 30 June 2025 was $91.3 million. It is also noted that betr has a $34.0 million drawdown of a $35.4 million Credit Facility with National Australia Bank (**NAB**), which betr has utilised to fund its 19.6% Relevant Interest in PointsBet.

The betr Replacement Bidder's Statement does not disclose whether NAB has provided its consent to enable betr to undertake the Selective Buy-Back, which consent would typically be required for a borrower to make changes to its capital such as through a share buy-back.

Accordingly, if betr was to proceed with the Selective Buy-Back without this consent it would likely constitute a breach of its NAB facility which could trigger a requirement to repay it.

Based on betr's disclosures in its 30 June 2025 Appendix 4C, if that occurred, betr would not have sufficient cash to both undertake the Selective Buy-Back and repay the NAB facility:

Cash	*A$m*	105.1
(-) Client cash	*A$m*	(13.8)
(-) Buyback	*A$m*	(80.0)
Net corporate cash	*A$m*	11.3
(-) Debt	*A$m*	(34.0)
Net cash / (debt)	*A$m*	(22.7)

Even if betr were to obtain the necessary debt financing and/or lender consents, a significant net debt position is risky for a company like betr which has consistently had a deficit in relation to its combined operating and investing cash flows.

Furthermore, having regard to MIXI Australia's 36.72% Relevant Interest in PointsBet Shares as at the Last Practicable Date and that MIXI Australia has indicated that it does not currently intend to accept the Unsolicited betr Scrip Offer, PointsBet Shareholders should be aware that betr may not be able to reach the threshold required for compulsory acquisition – a key milestone in determining whether betr can increase the Selective Buy-Back pool.

(c) *The Selective Buy-Back is likely to reduce betr's Share price (if it stays at current levels)*

betr has stated that it will conduct the Selective Buy-Back at $0.32 per betr Share (although it can reduce the price, as set out below).

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As at the Last Practicable Date, betr Shares closed at $0.31. This price is 3.1% below $0.32 per betr Share.

All else being equal, buying back shares above their market price, in the absence of synergies, is value-destructive and may cause betr's share price to decline:[3]

Share price	*A$p.s.*	**0.24**	**0.26**	**0.28**	**0.30**	**0.32**
betr shares on issue	*#m*	1,025.5	1,025.5	1,025.5	1,025.5	1,025.5
betr equity value	*A$m*	246.1	266.6	287.1	307.7	328.2
(-) Selective Share Buy-Back	*A$m*	(80.0)	(80.0)	(80.0)	(80.0)	(80.0)
betr post Selective Share Buy-Back equity value	*A$m*	166.1	186.6	207.1	227.7	248.2
betr shares bought back at 32c per Betr share	*#m*	250.0	250.0	250.0	250.0	250.0
Betr shares on issue	*#m*	775.5	775.5	775.5	775.5	775.5
betr share price	*A$p.s.*	**0.21**	**0.24**	**0.27**	**0.29**	**0.32**
Change	*%*	**(11%)**	**(7%)**	**(5%)**	**(2%)**	**0%**

betr has stated in the betr Replacement Bidder's Statement that "*if the market price of betr Shares falls below the buy-back price ($0.32), betr Shareholders may not consider it the optimal use of betr's available funding*".

In that circumstance, it is difficult to see how proceeding with the Selective Buy-Back could be consistent with the statutory and fiduciary duties of the betr directors.

(d) *The Selective Buy-Back is subject to betr shareholder approval and the timing of approval is uncertain*

PointsBet Shareholders are advised that the timing for the approval of the proposed Selective Buy-Back is inherently uncertain.

On 14 August 2025, betr gave the betr Undertaking that, among other things, required betr to withdraw and reissue its notice of extraordinary general meeting and explanatory memorandum in relation to the Selective Buy-Back (**betr Replacement Shareholder Notice of Meeting**). The betr Undertaking also required betr to dispatch its betr Replacement Shareholder Notice of Meeting together with an independent expert report that complies with ASIC Regulatory Guide 110.18 (**IER**).

As at the Last Practicable Date, betr has not dispatched the betr Replacement Shareholder Notice of Meeting. The date of the betr Shareholder meeting to approve the Selective Buy-Back (**Selective Buy-Back Meeting**) has not been determined. PointsBet anticipates that this meeting may not occur for some time, as betr will be required to:

- commission a regulatory compliant IER;
- obtain ASX approval for the betr Replacement Shareholder Notice of Meeting and IER; and
- meet the statutory shareholder meeting notice requirements under the Corporations Act.

[2] Shown using betr's pre-transaction share on issues for illustrative purposes.

(e) *Even if the Selective Buy-Back proceeds, not all PointsBet Shareholders could participate in it and there is the prospect of significant scale-back*

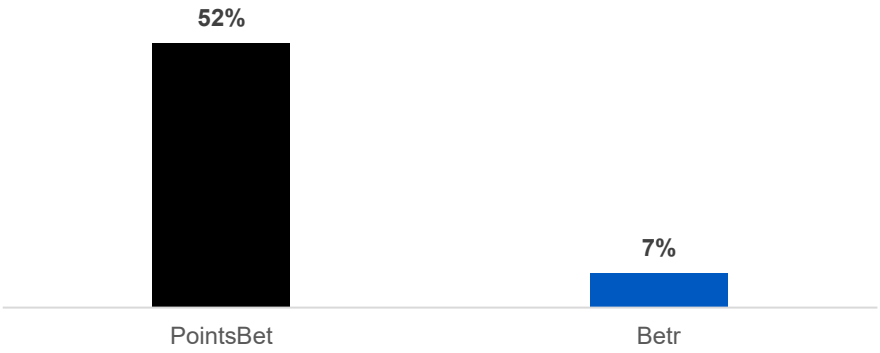
In relation to the *"up to a total of $80 million"* Selective Buy-Back, betr has disclosed that "*the maximum number of betr shares capable of being bought back at the current Selective Buy-Back price of $0.32 per betr Share*" is 250 million betr shares. At the offer ratio of 4.219x, this equates to approximately 59 million PointsBet shares.

If a greater number of shares elect to participate in the Selective Buy-Back, betr has disclosed that a scale-back mechanism would apply. This would mean PointsBet Shareholders who are subject to the scale-back remain exposed to betr's business and low levels of liquidity on the ASX.

2.6 The low liquidity of betr's shares on the ASX means PointsBet Shareholders may be unable to sell betr Shares on the ASX at or around the prevailing market price (which is expected to be lower than current market prices given the absence of synergies and the Selective Buyback)

betr has stated in the betr Replacement Bidder's Statement that its shares are illiquid and that: "*Due to the low levels of trading in betr Shares, the trading prices on ASX over any given period may not be an appropriate measure of the value of betr Shares and care should be taken when using short term trading prices to value betr Shares or the Offer Consideration.*"

betr's significantly lower liquidity compared to PointsBet is illustrated below, with over 50% of PointsBet's shares on issue trading in the 6 months preceding the announcement of the scheme of arrangement with MIXI Australia in February 2025, compared to 7% of betr's shares on issue over the same period:[4]



A consequence of betr's shares being illiquid is that the cash value realisable by PointsBet Shareholders (should they wish to sell any betr shares issued to them) is uncertain.

In contrast, the MIXI Takeover Offer provides cash certainty for PointsBet Shareholders.

2.7 The Unsolicited betr Scrip Offer is conditional and there is no certainty on when some of these conditions may be satisfied

The Unsolicited betr Scrip Offer is conditional and subject to betr shareholder approval for the purposes of ASX Listing Rule 7.1 (on the basis it is a reverse takeover), the outcome and timing of which remains uncertain.

In contrast, the MIXI Takeover Offer is unconditional and recommended by the PointsBet Board.

[4] Calculated as the market volume for the 6 months to 25 February 2025 divided by the betr shares on issue prior to the TopSport equity raise on 5 February 2025.

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2.8 Scrip for scrip rollover relief is unlikely to be available – this means there may be adverse tax consequences for PointsBet Shareholders that accept the Unsolicited betr Scrip Offer

Under Australian taxation law, betr must acquire at least 80% of all PointsBet Shares for scrip for scrip capital gains tax rollover relief to be available for eligible PointsBet Shareholders.

betr has no minimum acceptance condition for the Unsolicited betr Scrip Offer and, as at the Last Practicable Date, MIXI Australia has disclosed that it has a relevant interest of 36.72% in PointsBet. MIXI Australia has also indicated that it does not currently intend to accept the Unsolicited betr Scrip Offer.

Given MIXI Australia's current holding, betr can only acquire at least 80% of all PointsBet Shares if MIXI Australia accepts the Unsolicited betr Scrip Offer. As MIXI Australia presently has a competing all-cash, unconditional takeover offer that is recommended by the PointsBet Board, this is highly unlikely.

Accordingly, PointsBet Shareholders are unlikely to be eligible for scrip for scrip rollover relief and may, depending on the price paid for their PointsBet Shares, incur an adverse tax consequence as a result of accepting the Unsolicited betr Scrip Offer.

2.9 If you accept the Unsolicited betr Scrip Offer, you will be unable to accept the MIXI Takeover Offer

If you accept the Unsolicited betr Scrip Offer, you will be unable to accept the MIXI Takeover Offer, which has been unanimously recommended by the PointsBet Board.

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3 Reasons you may choose not to REJECT the Unsolicited betr Scrip Offer

The PointsBet Directors unanimously recommend that you REJECT the Unsolicited betr Scrip Offer.

Notwithstanding this unanimous recommendation, there are potential reasons why some PointsBet Shareholders may consider accepting the Unsolicited betr Scrip Offer, including the below. However, the PointsBet Directors unanimously consider the reasons to reject outweigh the potential reasons not to reject, which is why they unanimously recommend that you REJECT the Unsolicited betr Scrip Offer.

3.1 You may disagree with the PointsBet Board's unanimous recommendation

Despite the unanimous recommendation of the PointsBet Board to REJECT the Unsolicited betr Scrip Offer, you may hold a different view and believe that the Unsolicited betr Scrip Offer (4.291 betr Shares for every 1 PointsBet Share) represents superior value to the all-cash, unconditional MIXI Takeover Offer and/or that accepting the Offer is in your individual best interests.

3.2 Despite the views of the PointsBet Board you may nevertheless want to maintain exposure to the Australian sports wagering industry and participate in the future financial performance of the betr business

Given the all-scrip nature of the Unsolicited betr Scrip Offer, PointsBet Shareholders that do not REJECT the Unsolicited betr Offer will have continued exposure to the Australian sports wagering industry. However, PointsBet Shareholders will also be exposed to the future financial performance of the betr business which the PointsBet Board considers to be highly unattractive.

3.3 You may hold a different view on the quantum and likelihood of synergies occurring

betr claims the Unsolicited betr Scrip Offer will generate significant synergies if betr can acquire 100% of PointsBet. Notwithstanding that PointsBet believes betr has materially overstated its synergy estimate, betr can only acquire 100% of all PointsBet Shares if MIXI Australia accepts the Unsolicited betr Scrip Offer. As MIXI Australia presently has a competing all-cash, unconditional takeover offer that is recommended by the PointsBet Board, this is highly unlikely.

If betr cannot acquire 100% of PointsBet it has conceded that "the synergies that can be realised will be materially less" than betr has claimed elsewhere in its Bidder's Statement.

3.4 You may hold a different view about the Conditions

Notwithstanding that the Unsolicited betr Scrip Offer is conditional, you may hold the view that the Conditions will be satisfied within a reasonable timeframe and that betr will close the Unsolicited betr Scrip Offer in a timely manner.

3.5 The prospect, however slim, of capital gains tax rollover relief associated with the scrip for scrip exchange may be advantageous to certain shareholders

Scrip for scrip capital gains tax rollover relief may be available for eligible PointsBet Shareholders if betr acquire at least 80% of all PointsBet Shares. Given MIXI Australia's current holding, betr can only acquire at least 80% of all PointsBet Shares if MIXI Australia accepts the Unsolicited betr Scrip Offer. As MIXI Australia presently has a competing all-cash, unconditional takeover offer that is recommended by the PointsBet Board, this is highly unlikely.

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4 Frequently asked questions

This section answers some questions you may have about the Unsolicited betr Scrip Offer. It is not intended to address all relevant issues for PointsBet Shareholders. This section should be read together with all other parts of this Target's Statement.

Question		Answer
Overview of the Unsolicited betr Scrip Offer		
1.	**What is this Target's Statement?**	This Target's Statement has been prepared by PointsBet and provides PointsBet's response to the betr Replacement Bidder's Statement to help you decide whether to accept or reject the Unsolicited betr Scrip Offer, including the recommendation of your PointsBet Directors to REJECT the Unsolicited betr Scrip Offer.
2.	**What is the betr Replacement Bidder's Statement?**	The betr Replacement Bidder's Statement is the document setting out the terms of the Unsolicited betr Scrip Offer. betr lodged the betr Replacement Bidder's Statement with ASIC on 18 August 2025 and served it on PointsBet on the same date. The betr Bidder's Statement was sent to PointsBet Shareholders on 20 August 2025.
3.	**What is betr offering for my PointsBet Shares?**	betr is offering 4.219 betr Shares for every 1 PointsBet Share.
4.	**When did the Unsolicited betr Scrip Offer open?**	The Unsolicited betr Scrip Offer opened on 18 August 2025.
5.	**When does the Unsolicited betr Scrip Offer close?**	The Unsolicited betr Scrip Offer is scheduled to close at 7.00 pm (Melbourne time) on 22 September 2025 unless extended as required or permitted under the Corporations Act.
6.	**Can betr vary the Unsolicited betr Scrip Offer?**	Yes. betr can vary the Unsolicited betr Scrip Offer by waiving the Conditions (if permitted by law), increasing the betr Offer Consideration or extending the Offer Period at any time up until the end of the Offer Period, subject to compliance with the Corporations Act.
7.	**Can betr withdraw the Unsolicited betr Scrip Offer?**	No. betr may only withdraw the Unsolicited betr Scrip Offer with the written consent of ASIC and subject to the conditions (if any) specified in such consent. If this occurs betr will give notice of the withdrawal to ASX and to PointsBet and will comply with any other conditions imposed by ASIC.

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Question		Answer
8.	**Who is betr?**	betr is an Australian-based pure-play digital wagering and entertainment business. betr offers online betting services through its proprietary platform and mobile app, targeting recreational punters with a focus on major Australian sports and racing. betr is a company incorporated in Australia and is listed on the ASX (ASX: BBT). The market capitalisation of betr as at the Last Practicable Date was $317.91 million.[5] Further information about betr is set out in section 4 of the betr Replacement Bidder's Statement.
9.	**Does betr currently have an interest in any PointsBet Shares?**	As at the Last Practicable Date, betr hold voting power in PointsBet of approximately 19.6% of PointsBet Shares (being 66,013,329 PointsBet Shares).
PointsBet Director recommendations and intentions		
10.	**What are the PointsBet Directors recommending?**	Your PointsBet Directors unanimously recommend that you REJECT the Unsolicited betr Scrip Offer, by **TAKING NO ACTION**. The PointsBet Directors have set out their recommendation in further detail in the Letter from the Chairman and section 1 of this Target's Statement. The key reasons for the PointsBet Directors' unanimous recommendation are set out in section 2. PointsBet Shareholders should read this Target's Statement in full before deciding whether to accept or reject the Unsolicited betr Scrip Offer.
11.	**Why do the PointsBet Directors recommend you REJECT the Unsolicited betr Scrip Offer?**	The key reasons why the PointsBet Directors recommend you REJECT the Unsolicited betr Scrip Offer are set out in section 2 of this Target's Statement.
12.	**What happens if the betr Offer Consideration is improved?**	If betr improves the betr Offer Consideration, your PointsBet Directors will carefully consider the revised Unsolicited betr Scrip Offer and advise you accordingly.

[5] Source: Iress. Based on 1,025,517,716 betr Shares on issue and a last close price of $0.31 per betr Share as at the Last Practicable Date.

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Question		Answer
Your choices as a PointsBet Shareholder		
13.	**What choices do I have as a PointsBet Shareholder?**	As a PointsBet Shareholder, you have the following choices in respect of your shares in relation to the Unsolicited betr Scrip Offer: • do nothing and reject the Unsolicited betr Scrip Offer; • sell your shares on the ASX; or • accept the Unsolicited betr Scrip Offer.
14.	**How do I accept or reject the Unsolicited betr Scrip Offer?**	To reject the Unsolicited betr Scrip Offer, simply do nothing. Details of how to accept the Unsolicited betr Scrip Offer are set out in section 14.7 of the betr Replacement Bidder's Statement.
15.	**What are the consequences of accepting the Unsolicited betr Scrip Offer now?**	If you accept the Unsolicited betr Scrip Offer while it is still conditional, unless withdrawal rights are available (see the following question) you will be bound to sell your PointsBet Shares to betr under the terms of the Unsolicited betr Scrip Offer. You will not be able to sell your PointsBet Shares on ASX or otherwise deal with your PointsBet Shares while the Unsolicited betr Scrip Offer remains open. If the Conditions are not satisfied or waived and the Unsolicited betr Scrip Offer lapses, you will be free to deal with your PointsBet Shares, even if you accepted the Unsolicited betr Scrip Offer. You should be aware that after you accept the Unsolicited betr Scrip Offer, you will not be able to accept any competing proposal (unless any withdrawal rights are available). See section 7.5 of this Target's Statement for further details on the effects of accepting the Unsolicited betr Scrip Offer while it is conditional.
16.	**If I accept the Unsolicited betr Scrip Offer, can I withdraw my acceptance?**	You cannot withdraw or revoke your acceptance unless a withdrawal right exists or arises under the terms of the betr Undertaking (defined below) or the Corporations Act. You should be aware that, in connection with the application made by PointsBet to the Takeovers Panel on 29 July 2025 in relation to the Unsolicited betr Scrip Offer, betr provided an undertaking to the Takeovers Panel to, among other things, subject to obtaining ASIC relief, offer withdrawal rights for a period of two weeks (and not process any acceptances until the end of that period) to all PointsBet Shareholders who accepted the Unsolicited betr Scrip Offer prior to the date that is five business days following the release of the betr Replacement Shareholder Notice of Meeting on ASX (**betr Undertaking**).

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Question		Answer
		As at the date of this Target's Statement, betr has not yet released the betr Replacement Shareholder Notice of Meeting. Accordingly, if you accept the Unsolicited betr Scrip Offer prior to the date which is five business days after the date on which the betr Replacement Shareholder Notice of Meeting is released on ASX, you will be entitled to withdraw your acceptance of the Unsolicited betr Scrip Offer by completing a withdrawal notice which will be provided by betr shortly after the betr Replacement Shareholder Notice of Meeting is released on ASX. In those circumstances, you will be entitled to exercise your withdrawal rights for a period of two weeks after the date on which the betr Replacement Shareholder Notice of Meeting is released on ASX. betr has undertaken not to take any action to process any acceptances under the Unsolicited betr Scrip Offer until the end of that two week period. See section 7.6 of this Target's Statement for further details.
17.	**What happens if I accept the Unsolicited betr Scrip Offer and betr improves the betr Offer Consideration?**	If this happens, you will receive the benefit of the improved betr Offer Consideration even if you have already accepted the Unsolicited betr Scrip Offer.
18.	**What happens if I do nothing?**	You will remain a shareholder of PointsBet. If betr and its Associates acquire a Relevant Interest in at least 90% (by number) of the PointsBet Shares, betr states that it intends to compulsorily acquire your PointsBet Shares. For more information about compulsory acquisition, refer to section 7.11 of this Target's Statement. If betr and its Associates acquire a Relevant Interest in at least 50.1% but less than 90% of PointsBet Shares and all of the Conditions are satisfied or waived, you will become a minority shareholder of PointsBet. For more information about the risks of being a minority PointsBet Shareholder, refer to section 6.2(b) of this Target's Statement.
19.	**Can I accept the Unsolicited betr Scrip Offer for only some of my PointsBet Shares?**	No. The terms of the Unsolicited betr Scrip Offer state that you may only accept the Unsolicited betr Scrip Offer in respect of all of your PointsBet Shares.
20.	**When will I be paid if I accept the Unsolicited betr Scrip Offer?**	Subject to Sections 14.8(c), 14.10, 14.11, 14.12 and 14.13 of the betr Replacement Bidder's Statement and the Corporations Act, betr will provide the consideration due to you for your PointsBet Shares on or before the earlier of: • one month after the date of your acceptance or, if the Unsolicited betr Scrip Offer is subject to a defeating Condition

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Question		Answer
		when you accept the Unsolicited betr Scrip Offer, within one month after the Unsolicited betr Scrip Offer becomes unconditional; and • 21 days after the end of the Offer Period. See sections 14.8(c), 14.10, 14.11, 14.12 and 14.13 of the betr Replacement Bidder's Statement for further details regarding payment of the betr Offer Consideration.
Conditions		
21.	**Are there any Conditions to the Unsolicited betr Scrip Offer?**	Yes, the Conditions to the Unsolicited betr Scrip Offer are: • **betr Shareholder Approval**: o betr shareholders approve the issuance of betr Shares as betr Offer Consideration under ASX Listing Rule 7.1; and o that approval remains valid and has not expired under the ASX Listing Rules at the end of the Offer Period. • **AGCO Approval**: Certain Ontario regulatory approvals from the AGCO. • **Material Adverse Change**: No material adverse change occurring in respect of PointsBet as detailed in Section 14.13 of the betr Replacement Bidder's Statement. • **Prescribed Occurrences**: No occurrence listed in section 652C of the Corporations Act occurs. • **PointsBet Employee Incentives**: No PointsBet Options or PointsBet Performance Rights are vested in connection with the Offer. • **Restraints**: No restraining order, injunction or other order is in place that would prevent, restrain or prohibit the Unsolicited betr Scrip Offer made by a court of competent jurisdiction. • **Warranties**: Certain representations and warranties given by PointsBet under the MIXI Bid Implementation Deed are not breached and remain true and correct in all material respects. To receive your consideration, all of the Conditions must be satisfied or waived by betr. This is only a summary of the Conditions. The Conditions are set out in full in the **Attachment** to this Target's Statement and section 14.13 of the betr Replacement Bidder's Statement.

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Question		Answer
22.	**How will I know when the Unsolicited betr Scrip Offer is unconditional?**	betr will provide updates on any material developments relating to the status of the Conditions through announcements to the ASX. The date for giving the notice on the status of the Conditions is 12 September 2025. If the Offer Period is extended, this date will be taken to be postponed for the same period.
23.	**What if the Conditions are not satisfied or waived?**	If the Conditions are not all satisfied or waived (if permitted by law), the Unsolicited betr Scrip Offer will not proceed, and if you have accepted the Unsolicited betr Scrip Offer, betr will be entitled to rescind the contract that results from your acceptance of the Unsolicited betr Scrip Offer and your PointsBet Shares will be returned to you.
Other		
24.	**What is the MIXI Takeover Offer?**	MIXI Australia, a wholly-owned subsidiary of MIXI, has made an off-market takeover offer for all PointsBet Shares for $1.25 cash per PointsBet Share (**MIXI Takeover Offer**). The MIXI Takeover Offer is outlined in the MIXI Bidder's Statement which was announced to the ASX on 17 July 2025 and sent to PointsBet Shareholders shortly thereafter, and the MIXI Supplementary Bidder's Statement which was announced to the ASX on 15 August 2025 and sent to PointsBet Shareholders shortly thereafter. PointsBet released its target's statement and supplementary target's statement in response to the MIXI Takeover Offer on 24 July 2025 and 18 August 2025 respectively. Your PointsBet Directors unanimously recommend that you ACCEPT the MIXI Takeover Offer, in the absence of a superior proposal. Each PointsBet Director who holds or controls PointsBet Shares has now accepted the MIXI Takeover Offer.
25.	**What should I do in relation to the MIXI Takeover Offer?**	Your PointsBet Directors recommend that you should **ACCEPT the MIXI Takeover Offer** and take no action in relation to the Unsolicited betr Scrip Offer.
26.	**What are the tax implications of accepting the Unsolicited betr Scrip Offer?**	A general outline of the tax implications of accepting the Unsolicited betr Scrip Offer is set out in section 8 of this Target's Statement.
27.	**Who should I call if I have any questions?**	PointsBet Shareholders should call 1300 850 505 (for calls made from within Australia) or +61 9415 4000 (for calls made from outside Australia) if they have any queries. This shareholder information line is available Monday to Friday between 8.30 am and 5.30 pm (Melbourne time).

5 Overview of PointsBet

5.1 Overview

PointsBet Holdings Limited is an online corporate bookmaker, offering a wide range of betting products and services direct to clients in Australia and Ontario, Canada across four types of betting product:

- Fixed Odds Racing;
- Fixed Odds Sports;
- PointsBetting; and
- iGaming (online casino).

PointsBet was founded in 2015 with the aim of offering new ways for Australian bettors to place bets on Australian and United States sports. In February 2017, PointsBet was granted an Australian Sports Bookmaker Licence by the Northern Territory Racing Commission and entered the Australian market with a unique betting product called “PointsBetting”.

PointsBet has since developed into a full-service online corporate bookmaker, offering sports, racing, novelty betting and iGaming (online casino) products direct to clients in Australia and Ontario, Canada using its own cloud-based platform.

PointsBet was listed on the ASX in June 2019 as PointsBet Holdings Limited. PointsBet secured market access to operate as an online bookmaker in the US State of New Jersey in July 2018 (launching in January 2019) and subsequently commenced operations in a total of 14 US States.

In February 2022, PointsBet was officially approved by the Alcohol and Gaming Commission of Ontario as a licensed sportsbook in Ontario, Canada and commenced betting operations on 4 April, 2022 becoming the first licensed operator to take a legal bet in Ontario, Canada.

On 15 May 2023, PointsBet announced the sale of its United States sports wagering, advanced-deposit wagering and iGaming operations, Banach technology, and a copy of the software for, and a licence to use, PointsBet’s proprietary technology platform (**US Business**) to FBG. The sale completed over two tranches, with the final completion occurring on 4 April 2024. Following the sale, PointsBet retained its leading Australian business and operations and growing Canadian business and operations, together with ownership of PointsBet’s proprietary sports wagering, racing, and iGaming platform and a perpetual, royalty-free licence to exploit the Banach technology assets (OddsFactory).

5.2 Board of Directors

The Directors of PointsBet are:

- Brett Paton (Non-Executive Chairman);
- Sam Swanell (Managing Director & Group Chief Executive Officer);
- Peter McCluskey (Non-Executive Director);
- Tony Symons (Non-Executive Director);
- Becky Harris (Non-Executive Director);
- Kosha Gada (Non-Executive Director);
- Manjit Gombra-Singh (Non-Executive Director); and

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- William Grounds (Non-Executive Director).

5.3 PointsBet's management team comprises:

- Sam Swanell (Managing Director & Group Chief Executive Officer);
- Alister Lui (Group Chief Financial Officer);
- Daniel Lucas (Group Chief Technology Officer);
- Andrew Hensher (Group General Counsel & Company Secretary);
- Andrew Catterall (Chief Executive Officer - Australia); and
- Scott Vanderwel (Chief Executive Officer - Canada).

5.4 Financial information

(a) **FY25 earnings update**

PointsBet previously announced FY25 revenue guidance of $260 million – $270 million and FY25 EBITDA[6] guidance of $11 million – $14 million. On 27 June 2025, PointsBet announced that it expected both FY25 revenue and FY25 EBITDA to be at the bottom of the respective guidance ranges.

(b) **Historical financial information**

Comprehensive financial information about PointsBet can be found on the ASX website at www.asx.com.au. This includes copies of PointsBet's historical consolidated financial statements for FY24, FY23 and FY22, which can be found in:

- the 2024 PointsBet annual report (released to ASX on 22 August 2024);
- the 2023 PointsBet annual report (released to ASX on 31 August 2023); and
- the 2022 PointsBet annual report (released to ASX on 31 August 2022).

5.5 PointsBet dividends

PointsBet has not declared any dividends to PointsBet Shareholders.

5.6 Publicly available information about PointsBet

PointsBet is a disclosing entity (as that term is defined in the Corporations Act) and is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules. Copies of documents lodged with ASX by PointsBet may be obtained from the ASX website at www.asx.com.au.

[6] Normalised EBITDA excludes share based payments and any other one-off items.

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6 Risk factors

In considering the Unsolicited betr Scrip Offer, PointsBet Shareholders should be aware that there are a number of risk factors associated with continuing to hold PointsBet Shares, which are avoided if you accept the Unsolicited betr Scrip Offer. There are also a limited number of risks in connection with accepting the Unsolicited betr Scrip Offer.

In deciding whether to accept the Unsolicited betr Scrip Offer, PointsBet Shareholders should read this Target's Statement and the betr Bidder's Statement carefully and consider these risks. While some of these risks can be mitigated, some are outside the control of PointsBet and cannot be mitigated.

The risks set out in this section 6 do not take into account the individual investment objectives, financial situation, position or particular needs of PointsBet Shareholders.

In addition, these risks are general in nature only and do not cover every risk that may be associated with an investment in PointsBet now or in the future.

6.1 Risks associated with accepting the Unsolicited betr Scrip Offer

(a) **Possible future appreciation of PointsBet Shares**

By accepting the Unsolicited betr Scrip Offer, you may forego any ability to sell your PointsBet Shares in the future for more valuable consideration than the betr Offer Consideration, although the PointsBet Directors can give no assurances and make no forecast as to whether this will occur.

(b) **The Selective Buy-Back may not eventuate**

Even if you choose to accept the Unsolicited betr Scrip Offer, there is risk that the Selective Buy-Back will not proceed or that you will not be able to participate in it, fully or otherwise. Consequently, the PointsBet Board advises PointsBet Shareholders to not place any reliance on the Selective Buy-Back when deciding whether or not to accept the Unsolicited betr Scrip Offer.

(c) **A potential superior proposal may emerge**

By accepting the Unsolicited betr Scrip Offer, you will not be able to accept any superior proposal that may be made, unless you are entitled to revoke or withdraw your acceptance under limited circumstances.

(d) **Taxation consequences**

The taxation consequences associated with disposal of your PointsBet Shares under the Unsolicited betr Scrip Offer will depend on numerous factors and your particular circumstances. A general outline of certain Australian tax considerations associated with such a disposal is set out in section 8. You should also seek independent taxation advice regarding the taxation implications applicable to your particular circumstances.

(e) **Risks of holding betr Shares**

If you accept the Unsolicited betr Scrip Offer, and the Unsolicited betr Scrip Offer becomes unconditional, you will become a betr Shareholder and be exposed to the additional risks of holding betr Shares. These risks are explained in Section 11 of the betr Replacement Bidder's Statement.

In addition, as betr holds approximately 19.6% of PointsBet Shares on issue as at the Last Practicable Date and may continue to acquire further interest in PointsBet through

acceptances under the Unsolicited betr Scrip Offer, you will continue to be indirectly exposed to the risks associated with having an investment in PointsBet through betr's interest in PointsBet. As such, the risks set out in Section 6.2(c) below will continue to apply to you indirectly as a betr Shareholder.

6.2 Risks associated with rejecting the Unsolicited betr Scrip Offer

Rejecting the Unsolicited betr Scrip Offer may have the following risks, depending on the outcome of the Unsolicited betr Scrip Offer, in addition to those general risks applicable to an investment in PointsBet (as described in section 6.2(c) below):

(a) **Compulsory acquisition**

betr and its Associates may become entitled to exercise compulsory acquisition rights and compel you to sell your PointsBet Shares. This entitlement will generally materialise if the combined shareholding of betr and its Associates in PointsBet reaches 90% or more. In that scenario, betr has disclosed in section 9.4 of the betr Replacement Bidder's Statement that it intends to exercise its compulsory acquisition rights.

Having regard to MIXI Australia's 36.71% Relevant Interest in PointsBet Shares as at the Last Practicable Date and that MIXI Australia has indicated that it does not currently intend to accept the Unsolicited betr Scrip Offer, PointsBet Shareholders should be aware that betr may not be able to reach the threshold required for compulsory acquisition.

Further details on these rights and the possible implications on PointsBet Shareholders who do not accept the Unsolicited betr Scrip Offer are described in section 7.11 of this Target's Statement.

(b) **Implications if no compulsory acquisition**

(1) **If betr and its Associates acquire a Relevant Interest in more than 19.6% but less than 50% of PointsBet Shares**

If betr and its Associates acquire a Relevant Interest in more than 19.6% but less than 50% of PointsBet Shares (and all the other Conditions are satisfied or waived), betr will not control PointsBet. In these circumstances, betr has stated that it intends to leverage its non-controlling shareholding to effect the intentions it would pursue if it had a controlling shareholding, as set out in section 9.2 of the betr Replacement Bidder's Statement.

betr's ability to implement its intentions where it does not have control of PointsBet will be subject to, among other things:

- betr's ability to influence PointsBet's strategy through its shareholding and any board representation;
- the legal obligations of the PointsBet Directors to act in the best interests of PointsBet and all PointsBet Shareholders (including betr); and
- the requirements of the Corporations Act and the ASX Listing Rules relating to conflicts of interest and related party transactions.

(2) **If betr and its Associates acquire a Relevant Interest in more than 50%, but less than 90%, of PointsBet Shares**

If betr and its Associates acquire a Relevant Interest in more than 50%, but less than 90%, of PointsBet Shares (and all the other Conditions are satisfied or waived), betr will become a majority shareholder in PointsBet but will not be entitled to compulsorily

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acquire the remaining PointsBet Shares. In these circumstances, PointsBet Shareholders who do not accept the Unsolicited betr Scrip Offer will become minority shareholders in PointsBet.

betr's intentions if it becomes a majority shareholder in PointsBet but cannot proceed with compulsory acquisition are set out in section 9.3 of the betr Replacement Bidder's Statement.

Having regard to those intentions, there are a number of possible implications and risks of rejecting the Unsolicited betr Scrip Offer and remaining a minority PointsBet Shareholder, including:

- the number of PointsBet Shares traded on ASX could be significantly reduced, potentially decreasing the value (and reliability of value) of PointsBet Shares held by PointsBet Shareholders who do not accept the Unsolicited betr Scrip Offer;
- betr has disclosed that it may consider whether it is appropriate for PointsBet to remain listed on the ASX, having regard to factors such as liquidity, costs, interests of minority shareholders and compliance with Listing Rules (see section 7.13 for further information);
- betr has disclosed that it intends to divest PointsBet's Canadian operations to focus the PointsBet business on the Australian market (see section 9.3 of the betr Replacement Bidder's Statement for further information);
- betr has disclosed that it intends to undertake a comprehensive operational review of PointsBet's assets, operations, management, capital structure and business (see section 9.3 of the betr Replacement Bidder's Statement for further information);
- betr would be able to cast the majority of votes at a general meeting of PointsBet Shareholders. This would enable betr to, among other things, control the composition of the Board and senior management (betr's intentions regarding the composition of the Board are outlined in section 9.3 of the betr Replacement Bidder's Statement);
- If betr acquires 75% or more of PointsBet Shares, it would be able to pass special resolutions at a meeting of PointsBet Shareholders. This would enable betr to, among other things, change the PointsBet constitution; and
- betr (or another betr Group Member) may acquire further PointsBet Shares in a manner consistent with the Corporations Act, including by utilising the "3% creep" entitlement under section 611, item 9 of the Corporations Act. betr may also seek to propose an acquisition of the balance of all PointsBet Shares on issue by way of scheme of arrangement.

(c) **Risks associated with a continued investment in PointsBet**

There are risks which are specific to PointsBet and other risks which apply to similar investments generally, which may adversely affect the future operating and financial performance of PointsBet and the price or value of PointsBet Shares.

This section describes the material risks to which PointsBet Shareholders will continue to be exposed if they reject the Unsolicited betr Scrip Offer and retain their current investment in PointsBet Shares.

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The risks described therein are not the only risks that PointsBet faces. This section does not purport to be, nor should it be construed as representing, an exhaustive summary of the risks associated with a continued investment in PointsBet.

Other risks may not be known to PointsBet and some currently believed to be immaterial may subsequently turn out to be material. One or more or a combination of these risks could materially impact PointsBet's businesses, its operating and financial performance, the price or value of PointsBet Shares or the dividends (if any) paid in respect of PointsBet Shares.

(1) **General risks**

The price of PointsBet Shares is influenced by a number of general risk factors, including:

- changes in investor sentiment and the overall performance of the Australian and international stock markets;
- changes in general business, industry cycles and economic conditions including inflation, interest rates, exchange rates, commodity rates, employment levels and consumer demand;
- economic and political risk factors in Australia and overseas including economic growth, recession or depression, tariffs and restrictions on international trade or operations;
- regulatory risks and changes to government policy (including fiscal, monetary, tax, employment and environmental policies), legislation or regulation, both domestically and globally;
- changes in taxation laws (or their interpretation);
- risks that contracts and other arrangements will not be performed by the relevant counterparties, including if those counterparties become insolvent or are otherwise unable to perform their obligations; and
- natural disasters, extreme weather conditions, catastrophes, disease or pandemic and other macroeconomic occurrences, including but not limited to geopolitical events such as an outbreak of hostilities, acts of terrorism and declarations of war.

Some of these factors could affect the PointsBet Share price regardless of PointsBet's underlying operating performance.

(2) **PointsBet specific risks**

Risks that are specific to PointsBet include the following:

- **Impact of fluctuating interest rates and inflation to the business**

  A number of the largest global economies have experienced increased inflation and higher interest rates in recent years due to the effects of the novel coronavirus (COVID-19), the ongoing war in Ukraine and the conflict in the Middle East and disruption to supply-chains.

  There is a risk that higher interest rates may cause a reduction in consumer spending and have a negative impact on PointsBet's operations and/or financial results.

- **The wagering and broader gambling industry is highly regulated**

  The provision of wagering and iGaming services is subject to extensive laws, regulations, policies, standards and, where relevant, licence conditions (**Regulations**) in most jurisdictions. The Regulations vary from jurisdiction to

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jurisdiction but typically address the responsibility, financial standing and suitability of owners, directors and operators, marketing and promotional activity, the jurisdictions where an operator is permitted to undertake its business, the use of personal data, the protection of vulnerable populations and anti-money laundering laws. In most jurisdictions, compliance costs associated with Regulations are material.

Changes to Regulations - Many of the Regulations are subject to change at any time and regulatory authorities may change their interpretation of the Regulations at any time, which may prohibit, restrict or further regulate PointsBet's operations in the future. As a general rule, regulatory authorities have a duty of procedural fairness to notify and consult with entities prior to making any material changes to Regulations, in particular licence conditions. However, any changes to Regulations may result in additional costs or compliance burden. Some aspects of compliance may be outside the control of PointsBet.

Breach of Regulations - Failure by PointsBet to comply with relevant Regulations may lead to penalties, sanctions, the imposition of licence conditions or ultimately the revocation of relevant operating licences and may have an impact on licences in other jurisdictions. Further, any regulatory investigations or settlements could cause PointsBet to incur substantial costs (either by way of fines and penalties or as a result of successful customer claims) or require it to change its business practices in a manner materially adverse to its business.

Regulations differ across jurisdictions - Regulations vary from jurisdiction to jurisdiction, from open regimes to licence-based regimes to complete illegality. In addition, the regulation of online wagering is subject to the determination of where online sports betting takes place and which jurisdiction has authority over the activities and participants.

PointsBet is currently operating in multiple jurisdictions. Accordingly, PointsBet will be subject to a wide range of different and at times conflicting Regulations in each jurisdiction, together with potential uncertainty around the application of laws. This is expected to place an increased burden on PointsBet and its compliance, administration and technology functions.

If PointsBet is not successful in managing this increased burden, or if PointsBet's assessment of an area of legal uncertainty is found to be incorrect, PointsBet may breach a licence condition or other applicable Regulation, which could result in penalties, sanctions, the imposition of additional conditions or ultimately the revocation of relevant operating licences or regulatory approvals.

- **PointsBet is exposed to adverse changes in product fees, levies and taxes**

  PointsBet has commercial and regulatory payment obligations in the jurisdictions in which it operates. These obligations may be owed to a particular sporting body as "product fees" (for example, horse racing conducted in an Australian jurisdiction), payable under a commercial or statutory licence, or otherwise imposed by law as a tax, levy or fee. Any adverse changes to PointsBet's commercial and regulatory payment obligations, or the imposition of new levies, taxes or other duties or charges in

any of these jurisdictions could materially and adversely affect the operations, financial performance and prospects of PointsBet.

- **System disruptions and outages**

  The integrity, reliability and operational performance of PointsBet's IT systems and third-party communication networks are critical to its operations. These IT systems and communication networks may be damaged or interrupted by increases in usage, human error, systems outages and failures, cyber-attacks, natural hazards or disasters, or similarly disruptive events. PointsBet's current systems may be unable to support a significant increase in online traffic or increased customer numbers, especially during peak times or events.

  Like other wagering operators, PointsBet has experienced instances of service disruption. Any material or persistent failure or disruption of PointsBet's IT infrastructure or the telecommunications and/or other third-party infrastructure and services on which such infrastructure relies could lead to significant costs and disruptions that could reduce revenue, result in client loss, harm PointsBet's business reputation and have a material adverse effect on the operations, financial performance and prospects of PointsBet.

- **Cyber security risks**

  PointsBet's IT systems and networks, and those of its third-party service providers, may be vulnerable to cyber-attacks, unauthorised access, computer viruses and other security issues. These events could damage the integrity of PointsBet's reputation and business. Any failure by PointsBet to detect and prevent any intrusion or other security breaches, including sabotage, hackers, viruses and cyberattacks, could have a material adverse effect on the operations, financial performance and prospects of PointsBet.

- **PointsBet may require additional capital to fund its growth plans**

  PointsBet's ability to obtain additional capital, if and when required, will depend on its business plans, investor demand, the capital markets and other factors. If PointsBet is unable to obtain additional capital when required, or is unable to obtain additional capital on satisfactory terms, its ability to continue to support its business growth or to respond to business opportunities, challenges or unforeseen circumstances could be adversely affected.

- **Card payment risks**

  Some clients may have difficulty making deposits into their PointsBet account due to specific policies by card issuers and banks to not allow gambling transactions, or to restrict transactions from merchants such as PointsBet whose main business is conducted online. If clients have difficulty making deposits into their PointsBet account and are unable or unwilling to deposit funds using alternative methods, this could result in lower turnover for PointsBet.

- **PointsBet relies on third-party service providers for key business functions**

  PointsBet relies upon various third-party service providers to maintain continuous operation of its inhouse or proprietary platform, servers, hosting services, payment processing, and various other key aspects of its business including the pricing and availability of its products.

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There is a risk that these services and systems may be adversely affected by various factors such as damage, faulty or aging equipment, systems failures and outages, computer viruses, or misuse by staff or contractors. PointsBet may also have disputes with its service providers for a range of reasons, which could lead to service disruptions until the dispute is resolved or a new service provider is engaged. Any disruption to third-party services may result in a disruption to PointsBet's services and have a material impact on PointsBet's operations.

- **Risk of fraud**

  Wagering operators are exposed to schemes to defraud and there is a risk that PointsBet's products may be used for those purposes by its clients or employees. In these circumstances, PointsBet has a high degree of reliance on its employees.

  While PointsBet has systems in place to protect against fraudulent play and other collusion between clients and employees, these systems may not be effective in all cases. This may require PointsBet to make unanticipated additional investments in its systems and processes.

  If PointsBet suffers any fraudulent activities, PointsBet's business, performance, prospects, value, financial condition, and results of operations could be adversely affected.

- **Anti-money laundering**

  The wagering industry is exposed to schemes to launder money illegally and there is a risk that PointsBet's products may be used for those purposes by its clients or employees.

  In addition, PointsBet's activities are subject to anti-money laundering regulations and anti-corruption laws in Australia and Canada, which may increase the costs of compliance, limit or restrict PointsBet's ability to do business or subject PointsBet to civil or criminal actions or proceedings.

  For example, in Australia AUSTRAC can take enforcement action against reporting entities who don't comply with Australia's anti-money laundering and counter-terrorism financing (**AML/CTF**) legislation. These may include civil penalty orders, enforceable undertakings, infringement notices and remedial directions. Recently, AUSTRAC applied for civil penalty orders against Entain Group Pty Ltd (operator of Ladbrokes and Neds) for alleged serious and systemic non-compliance with Australia's AML/CTF laws. Previously, AUSTRAC ordered the appointment of external auditors to assess compliance of two corporate bookmakers, Sportsbet Pty Ltd (trading as SportsBet) and Hillside (Australia New Media) Pty Limited (trading as Bet365).

- **Risks relating to the misuse or loss of personal information**

  PointsBet processes personal customer data and therefore must comply with strict data protection and privacy laws in Australia and other jurisdictions. PointsBet is exposed to the risk that this data could be wrongfully accessed and/or used, whether by employees, customers or other third parties, or otherwise inadvertently lost or disclosed or processed in breach of applicable data protection regulations.

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If PointsBet or any of the third-party service providers on which it relies fails to transmit customer information and payment details online in a secure manner or if a misuse or loss of personal customer data were to occur, PointsBet and its officers could face fines or penalties. This could also give rise to reputational damage to PointsBet and its brand.

- **Inability to manage expected future growth**

  PointsBet has experienced and, while the wagering industry has contracted somewhat through the COVID-19 pandemic, expects to continue to experience rapid growth. This has, and may continue to place, significant demands on its management, operational and financial resources. As PointsBet grows, it may encounter capacity constraint issues and more resources may be required to manage growth initiatives. If PointsBet fails to successfully manage its anticipated growth and change, the quality of its products may suffer, which could negatively affect its brand and reputation and harm its ability to retain and attract customers.

- **Systems upgrades**

  As PointsBet grows and continues to develop its products and services, it may undertake major IT projects or upgrades. These upgrades may include, for example, development of an online casino platform build-out, the automation of deployment infrastructure, an overhaul of existing marketing technology architecture and toolset, as well as standard upgrades such as new product features, upgrades to operational tools and platform enhancements. During implementation of such upgrades, there is a risk that these upgrades will not integrate or operate successfully, resulting in errors or downtime of PointsBet's services. The upgrades may be incompatible with PointsBet's existing IT infrastructure, requiring a significant re-architecture or migration of older parts of its platform. Implementation of upgrades may also rely on the availability of key technical staff, who PointsBet may not be able to hire or retain in sufficient numbers to complete the desired upgrades.

- **Reliance on key personnel**

  PointsBet depends on the services of the management team as well as its technical, operational, marketing and management personnel. Competition for suitably qualified personnel, including computer programmers and developers, is intense, and PointsBet cannot provide assurance that it will be able to attract or retain highly qualified personnel in the future.

  If PointsBet is not able to retain its key employees and hire appropriate new employees, it may not be able to operate and grow its business as planned.

- **Exchange rate fluctuations may impact earnings**

  PointsBet's financial reports are prepared in Australian dollars, however, a proportion of PointsBet's revenues, costs and cash flows are generated in Canadian dollars. The proportion of overseas revenues, costs and cash flows generated by PointsBet is expected to grow and PointsBet will be exposed to additional currencies as it enters new markets. Any adverse exchange rate fluctuations or volatility in the currencies in which PointsBet generates its revenues and cash flows, and incurs its costs, would have an adverse effect on PointsBet's future performance and position.

- **Ongoing exposure to the sale of the US Business**

  On 15 May 2023, PointsBet announced the sale of its US Business to FBG.

  As a part of the sale of PointsBet's US Business, agreements were entered into between retained PointsBet entities and certain entities controlled by the US purchaser to allow for the efficient continuation of the Australian and US businesses after the sale of the US Business. Some of these agreements remain on foot, and contain continuing obligations for PointsBet entities, and restrictions on the use of particular services by PointsBet entities.

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7 Key features of the Unsolicited betr Scrip Offer

7.1 Summary of the Unsolicited betr Scrip Offer

betr Offer Consideration	betr is offering 4.219 betr Shares for each PointsBet Share.
Who is the Unsolicited betr Scrip Offer being made to	The Unsolicited betr Scrip Offer is being made to each person registered as the holder of PointsBet Shares in the PointsBet Share Register on the Record Date. The Unsolicited betr Scrip Offer will also extend to any PointsBet Shares issued after the Register Date and before the end of the Offer Period.
Offer Period	Unless the Unsolicited betr Scrip Offer is withdrawn or extended, it is open for acceptance from 18 August 2025 until 7.00 pm (Sydney time) on 22 September 2025. The circumstances in which betr may extend or withdraw the Unsolicited betr Scrip Offer are set out in sections 7.9 and 7.10 of this Target's Statement.
Timing for receipt of consideration if you accept the Unsolicited betr Scrip Offer	Subject to Sections 14.8(c), 14.10, 14.11, 14.12 and 14.13 of the betr Replacement Bidder's Statement and the Corporations Act, betr will provide the consideration due to you for your PointsBet Shares on or before the earlier of: • one month after the date of your acceptance or, if the Unsolicited betr Scrip Offer is subject to a defeating Condition when you accept the Unsolicited betr Scrip Offer, within one month after the Unsolicited betr Scrip Offer becomes unconditional; and • 21 days after the end of the Offer Period. See sections 14.8(c), 14.10, 14.11, 14.12 and 14.13 of the betr Replacement Bidder's Statement for further details regarding payment of the betr Offer Consideration.

7.2 Conditions of the Unsolicited betr Scrip Offer

The Unsolicited betr Scrip Offer is subject to a number of Conditions.

Those Conditions are set out in full in the **Attachment** to this Target's Statement and section 14.13 of the betr Replacement Bidder's Statement.

7.3 Consequences of Conditions not being satisfied

There is no certainty that the Conditions of the Unsolicited betr Scrip Offer will be satisfied.

If any Condition is unsatisfied (or has been triggered, as appropriate), betr will have an option as to whether to proceed with the Unsolicited betr Scrip Offer (by waiving the relevant Condition(s), other than any regulatory approvals required by law) or allow the Unsolicited betr Scrip Offer to lapse. betr

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would not have to make this decision until the date that it is required to provide its notice of status of Conditions, as discussed in section 7.4.

If, by the end of the Offer Period the Conditions have not been satisfied or waived, the Unsolicited betr Scrip Offer will lapse and all acceptances of the Unsolicited betr Scrip Offer will be void and have no effect.

7.4 Notice of status of Conditions

betr will provide updates on any material developments relating to the status of the Conditions through announcements to the ASX.

The date for giving the notice on the status of the Conditions is 12 September 2025.

If the Offer Period is extended before the date on which the notice of status of Conditions is to be given, the date that betr must give its notice of status of Conditions will be taken to be postponed for the same period.

7.5 Effect of accepting the Unsolicited betr Scrip Offer while it is conditional

Accepting the Unsolicited betr Scrip Offer while it is conditional may (subject to the limited revocation and withdrawal rights set out at section 7.6):

- prevent you from being able to accept any superior proposal that may be made (including the MIXI Takeover Offer);
- prevent you from selling or otherwise dealing with your PointsBet Shares on market during the Offer Period;
- result in you relinquishing control of your PointsBet Shares to betr and the rights attaching to them with no guarantee of receiving the betr Offer Consideration until the Unsolicited betr Scrip Offer becomes, or is declared, unconditional;
- require betr to return your PointsBet Shares if the Conditions are not satisfied or waived and the Unsolicited betr Scrip Offer lapses (see section 7.3); and
- result in you being liable to pay tax on the disposal of your PointsBet Shares.

If betr improves the betr Offer Consideration, you will receive the benefit of the improved betr Offer Consideration even if you have already accepted the Unsolicited betr Scrip Offer.

7.6 Revocation and withdrawal rights

If you accept the Unsolicited betr Scrip Offer, you will have a right to withdraw your acceptance only in limited circumstances.

Under the Corporations Act, you may withdraw your acceptance of the Unsolicited betr Scrip Offer if betr varies the Unsolicited betr Scrip Offer in a way that postpones, for more than one month, the time when betr needs to meet its obligations under the Unsolicited betr Scrip Offer (for example, by extending the Offer Period by more than one month) and the Unsolicited betr Scrip Offer is still subject to any Conditions at that time.

If this occurs, betr is required to send you a notice at the time explaining your rights in this regard.

In these circumstances, you will have a period of one month after the date of receiving notice to withdraw your acceptance. Your statutory withdrawal rights will terminate upon the expiry of that one month period, although if the Offer Period is then further extended, you may receive further statutory withdrawal rights.

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Additionally, in connection with the application made by PointsBet to the Takeovers Panel on 29 July 2025 in relation to the Unsolicited betr Scrip Offer, betr provided the betr Undertaking to the Takeovers Panel to, among other things, subject to obtaining ASIC relief, offer withdrawal rights for a period of two weeks (and not process any acceptances until the end of that period) to all PointsBet Shareholders who accepted the Unsolicited betr Scrip Offer prior to the date that is five business days following the release of the betr Replacement Shareholder Notice of Meeting on ASX.

As at the Last Practicable Date, betr has not yet released the betr Replacement Shareholder Notice of Meeting. Accordingly, if you accept the Unsolicited betr Scrip Offer prior to the date which is five business days after the date on which the betr Replacement Shareholder Notice of Meeting is released on ASX, you will be entitled to withdraw your acceptance of the Unsolicited betr Scrip Offer by completing a withdrawal notice which will be provided by betr shortly after the betr Replacement Shareholder Notice of Meeting is released on ASX. In those circumstances, you will be entitled to exercise your withdrawal rights for a period of two weeks after the date on which the betr Replacement Shareholder Notice of Meeting is released on ASX. betr has undertaken not to take any action to process any acceptances under the Unsolicited betr Scrip Offer until the end of that two week period.

7.7 If you sell your PointsBet Shares on market, you will not receive any improved betr Offer Consideration

If you sell your PointsBet Shares on market and betr subsequently improves the betr Offer Consideration, you will not be entitled to the benefit of that improvement to the betr Offer Consideration.

7.8 If you accept the Unsolicited betr Scrip Offer, you will receive any improved betr Offer Consideration

The abovementioned treatment differs from accepting the Unsolicited betr Scrip Offer as, in that case, accepting PointsBet Shareholders will be entitled to receive the improved betr Offer Consideration.

7.9 Variation of the Unsolicited betr Scrip Offer

betr may waive the Conditions, increase the betr Offer Consideration or extend the Offer Period at any time up until the end of the Offer Period.

In addition, there will be an automatic extension of the Offer Period if, within the last 7 days of the Offer Period, betr improves the betr Offer Consideration or betr's voting power in PointsBet increases to more than 50%. In such circumstances, the Offer Period is automatically extended so that it ends 14 days after the relevant event occurs.

If betr improves the betr Offer Consideration, any PointsBet Shareholder who has already accepted the Unsolicited betr Scrip Offer will automatically be entitled to receive the amount of the improvement on their PointsBet Shares.

7.10 Withdrawal of the Unsolicited betr Scrip Offer

betr may not withdraw the Unsolicited betr Scrip Offer if you have already accepted it. Before you accept the Unsolicited betr Scrip Offer, betr may only withdraw its Unsolicited betr Scrip Offer for PointsBet Shares with ASIC's written consent, subject to any conditions specified in such consent.

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7.11 Compulsory acquisition

(a) **Compulsory acquisition following the Unsolicited betr Scrip Offer**

betr states in section 9.4 of the betr Replacement Bidder's Statement that if, during or at the end of the Offer Period, betr:

- acquires a Relevant Interest in at least 90% (by number) of PointsBet Shares; and
- receives valid acceptances in respect of at least 75% (by number) of PointsBet Shares under the Unsolicited betr Scrip Offer,

betr intends to compulsorily acquire any PointsBet Shares it does not already own (which will be on the same terms as the Unsolicited betr Scrip Offer).

Having regard to MIXI Australia's 36.72% Relevant Interest in PointsBet Shares as at the Last Practicable Date and that MIXI Australia has indicated that it does not currently intend to accept the Unsolicited betr Scrip Offer, PointsBet Shareholders should be aware that betr may not be able to reach the threshold required for compulsory acquisition.

(b) **Future compulsory acquisition by betr**

Even if betr does not satisfy the compulsory acquisition threshold referred to in section 7.11(a), it is possible that betr and its Associates will, at some time after the end of the Offer Period, become the beneficial holder of 90% of PointsBet Shares. betr would then be able to compulsorily acquire PointsBet Shares not owned by it within six months of becoming the beneficial holder of 90% of PointsBet Shares. The price for compulsory acquisition under this procedure would have to be considered in a report of an independent expert at the relevant time.

Having regard to MIXI Australia's 36.72% Relevant Interest in PointsBet Shares as at the Last Practicable Date and that MIXI Australia has indicated that it does not currently intend to accept the Unsolicited betr Scrip Offer, PointsBet Shareholders should be aware that betr may not be able to reach the threshold required for compulsory acquisition.

7.12 No compulsory acquisition

If betr and its Associates acquires a Relevant Interest in at least 50.1%, but less than 90%, of PointsBet Shares (and all the other Conditions are satisfied or waived), betr will become a majority shareholder in PointsBet but will not be entitled to compulsorily acquire the remaining PointsBet Shares. In these circumstances, PointsBet Shareholders who do not accept the Unsolicited betr Scrip Offer will become minority shareholders in PointsBet.

See section 6.2(b) of this Target's Statement regarding the possible implications of becoming a minority shareholder in PointsBet.

7.13 Potential delisting of PointsBet

betr will be able to delist PointsBet from the ASX if it reaches the applicable compulsory acquisition threshold. In addition, betr has disclosed that if it acquires a Relevant Interest in more than 50%, but less than 90%, of PointsBet Shares, it may consider whether it is appropriate for PointsBet to remain listed on the ASX, having regard to factors such as liquidity, costs, interests of minority shareholders and compliance with Listing Rules. The ASX applies a number of guidelines to safeguard the interests of minority shareholders in the context of any proposed delisting.

Further details are set out in section 9.3 of the betr Replacement Bidder's Statement.

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8 Tax considerations for PointsBet Shareholders

8.1 Introduction

The comments provided below are necessarily general in nature and do not purport to be a complete analysis of the potential tax consequences of the Unsolicited betr Scrip Offer for PointsBet Shareholders.

The comments provided below are based on Australian tax laws, regulations and administrative practices in effect as at the date of this Target Statement. PointsBet Shareholders should be aware that any changes (with either prospective or retrospective effect) to the Australian tax laws, regulations or administrative practices may affect the taxation considerations outlined in this summary.

This summary is not intended to be an authoritative or complete statement of the law applicable to the particular circumstances of every PointsBet Shareholder and is not intended to be advice and should not be relied on as such. Each PointsBet Shareholder should seek independent professional advice in relation to their own particular circumstances and the comments below are not a substitute for obtaining advice from an appropriate professional advisor having regard to the PointsBet Shareholder's particular circumstances.

The categories of PointsBet Shareholders considered in this summary are limited to individuals, companies (other than insurance companies), trusts and complying superannuation entities that hold their PointsBet Shares on capital account for Australian tax purposes. The tax comments outlined in this summary are not applicable to all PointsBet Shareholders. In particular, this summary does not consider the tax consequences for entities who:

- hold their PointsBet Shares as a revenue asset (i.e. entities who acquired their PointsBet Shares for the purposes of resale at a profit) or as trading stock;
- are partnerships or individuals who are partners of such partnerships;
- are Australian tax residents and who hold their PointsBet Shares in the course of carrying on a business at or through a permanent establishment outside of Australia;
- acquired their PointsBet Shares under or in connection with an employee share plan and/or other employee incentive arrangements;
- obtained roll-over relief in connection with the acquisition of their PointsBet Shares or acquired them via inheritance or gift;
- are not Australian tax residents and who hold their PointsBet Shares in the course of carrying on a business at or through a permanent establishment in Australia;
- may be subject to special tax rules, such as financial institutions, insurance companies, tax exempt organisations, certain trusts (except where expressly stated), superannuation funds (except where expressly stated), dealers in securities and/or PointsBet Shareholders that may be entitled to early stage investor tax incentives in relation to their PointsBet Shares;
- are subject to the Taxation of Financial Arrangements provisions contained in Division 230 of the *Income Tax Assessment Act 1997* (Cth) (**ITAA 1997**) in relation to gains and losses on their PointsBet Shares;
- are subject to the Investment Manager Regime under Subdivision 842-I of the ITAA 1997 in respect of their PointsBet Shares;
- are 'temporary residents' as that term is defined in section 995-1(1) of the ITAA 1997;
- have changed their tax residence whilst holding PointsBet Shares; or

- are under a legal disability.

This summary does not take into account the tax laws of countries other than Australia. PointsBet Shareholders who are tax residents of a country other than Australia (whether or not they are also residents, or are temporary residents, of Australia for tax purposes) should take into account the tax consequences under the laws of their country of residence, as well as under Australian law, of the Unsolicited betr Scrip Offer.

The comments are based on the Australian tax law and our understanding of the practice of the tax authorities as at the time of issue of this document. The laws are complex and subject to change periodically as is the interpretation by the courts and the tax authorities. PointsBet has not sought to obtain a ruling from the Australian Taxation Office (**ATO**) and therefore there is a risk that the ATO may not agree with this summary or aspects of it.

8.2 Australian resident shareholders

This section applies to PointsBet Shareholders who are residents of Australia for Australian income tax purposes.

(a) **PointsBet Shareholders who accept the Unsolicited betr Scrip Offer**

Acceptance of the Unsolicited betr Scrip Offer will involve the disposal by PointsBet Shareholders of their PointsBet Shares to betr. Capital Gains Tax (**CGT**) event A1 should arise for PointsBet Shareholders who dispose of their PointsBet Shares pursuant to the Unsolicited betr Scrip Offer. The CGT event should happen at the time when the PointsBet Shareholder accepts the Unsolicited betr Scrip Offer.

(b) **Compulsory acquisition**

If a PointsBet Shareholder does not dispose of their PointsBet Shares under the Unsolicited betr Scrip Offer and their PointsBet Shares are subsequently compulsorily acquired, those PointsBet Shareholders should also be treated as having disposed of their PointsBet Shares, giving rise to CGT event A1 on the date of disposal.

(c) **Calculation of gross capital gain or capital loss**

The following tax consequences are expected to arise for PointsBet Shareholders who dispose their PointsBet Shares to betr:

(1) a capital gain will be realised to the extent the capital proceeds received by the PointsBet Shareholder from the disposal of their PointsBet Shares exceed the cost base of those shares; or

(2) a capital loss will be realised to the extent the capital proceeds received by the PointsBet Shareholder from the disposal of their PointsBet Shares are less than the reduced cost base of those shares.

Capital losses can only be offset against capital gains derived in the same income year or later income years. Specific loss recoupment rules apply to companies and trusts which must be satisfied if capital losses are to be used in future years.

PointsBet Shareholders should seek their own tax advice in relation to the operation of these rules.

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(d) **Capital proceeds received by PointsBet Shareholders**

The capital proceeds from the disposal of the PointsBet Shares should be an amount equal to the value of the betr Offer Consideration received by the PointsBet Shareholder, determined at the time of the CGT event.

(e) **Cost base and reduced cost base of a PointsBet Share**

The cost base of a PointsBet Share will generally include the cost of acquiring that PointsBet Share, plus certain incidental costs of acquisition and disposal, such as brokerage fees. The cost base of certain shares held by some PointsBet Shareholders may need to be adjusted for any capital reductions previously received by PointsBet Shareholders in respect of those shares.

The reduced cost base of a PointsBet Share is determined in a manner similar to the cost base, although some differences in the calculation of the reduced cost base do exist depending on the PointsBet Shareholder's individual circumstances. The cost base and reduced cost base of each PointsBet Share will depend on the individual circumstances of each PointsBet Shareholder.

(f) **CGT discount**

A CGT discount may apply to PointsBet Shareholders who are individuals, complying superannuation entities or trusts, who have held, or are taken to have held, their PointsBet Shares for at least 12 months (not including the date of acquisition or the date of disposal) at the time of the disposal of their PointsBet Shares to betr. The CGT discount is:

(1) 50% if the PointsBet Shareholder is an individual or a trustee of a trust (other than a complying superannuation entity); and

(2) 33 ⅓% if the PointsBet Shareholder is a trustee of a complying superannuation entity.

The CGT discount is not available to PointsBet Shareholders that are companies or PointsBet Shareholders who have held their PointsBet Shares for less than 12 months.

If a PointsBet Shareholder makes a discounted capital gain, any current year and/or carried forward capital losses may be applied to reduce the gross capital gain before the relevant CGT discount is applied (subject to the satisfaction of the relevant loss recoupment rules). The resulting amount after applying the CGT discount is then included in the PointsBet Shareholder's net capital gain for the income year and included in assessable income (pending application of any scrip-for-scrip CGT rollover relief, as outlined below).

The CGT discount rules relating to trusts are complex. We recommend trustees seek their own independent advice on how the CGT discount applies to them and the trust's beneficiaries

8.3 Scrip-for-scrip CGT rollover relief

If the Unsolicited betr Scrip Offer results in betr becoming the holder of 80% or more of the PointsBet Shares, eligible PointsBet Shareholders who accept the Unsolicited betr Scrip Offer or whose PointsBet Shares are compulsorily acquired may be eligible to choose scrip-for-scrip CGT rollover relief under Subdivision 124-M of the ITAA 1997 in respect of the disposal of their PointsBet Shares.

If scrip-for-scrip CGT rollover relief is available and chosen, PointsBet Shareholders would defer any capital gains arising on the disposal of their PointsBet Shares.

Where a PointsBet Shareholder has chosen scrip-for-scrip CGT rollover relief, the cost base of the replacement betr Shares received is deemed to be equal to the cost base or reduced cost base of

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their original PointsBet Shares that were exchanged for the betr Shares. PointsBet Shareholders will be deemed to have acquired the betr Shares on the date their PointsBet Shares were originally acquired for CGT purposes.

If scrip-for-scrip CGT rollover relief is not available or chosen, the PointsBet Shareholder should include in their net capital gain calculation for the income year in which the CGT event for the disposal of their PointsBet Shares occurs, the entire capital gain or loss realised by them on the disposal of their PointsBet Shares.

Scrip-for-scrip rollover relief is not applicable where the disposal results in a capital loss for a PointsBet Shareholder as a result of disposing their PointsBet Shares.

PointsBet Shareholders who choose for scrip-for-scrip CGT rollover relief to apply to the disposal of their PointsBet Shares should ensure their income tax return for the relevant income year is prepared in a manner consistent with their choice.

Where the Unsolicited betr Scrip Offer does not result in betr becoming the holder of 80% or more of the PointsBet Shares, no PointsBet Shareholders who dispose of their PointsBet Shares under the Unsolicited betr Scrip Offer should be eligible for scrip-for-scrip CGT rollover relief.

The benefit of choosing scrip-for-scrip CGT rollover relief (if applicable) is dependent on each PointsBet Shareholder's own circumstances. PointsBet Shareholders should seek independent professional tax advice having regard to their particular circumstances.

8.4 Foreign tax resident shareholders

This section applies to PointsBet Shareholders who are not residents of Australia for Australian income tax purposes (i.e. foreign tax residents).

Foreign tax resident PointsBet Shareholders who hold their PointsBet Shares on capital account should not be subject to the CGT rules in Australia on the disposal of their PointsBet Shares if they and their associates hold, or are entitled to acquire, less than 10% of all PointsBet Shares (i.e. they do not hold, nor are entitled to acquire, a 'non-portfolio interest' in PointsBet Holdings Limited) or less than 50% of the value of the PointsBet Shares is derived from "Australian real property" (referred to as the 'principal asset' test).

Foreign PointsBet Shareholders should seek independent professional advice in relation to their own particular circumstances, including in respect of taxation in the jurisdiction where they are resident.

Foreign Resident CGT Withholding Rules

Under Australia's foreign resident capital gains withholding regime, betr may have an obligation to withhold an amount equal to 15% of the consideration paid to relevant PointsBet Shareholders (**FRCGW Amount**) and remit that amount to the ATO. This withholding requirement can apply to transactions involving the acquisition of certain indirect interests in Australian real property from relevant non-residents.

Broadly, a non-resident PointsBet Shareholder's interest in PointsBet would constitute an 'indirect Australian real property interest' if their PointsBet Shares are both a 'non-portfolio interest' and the 'principal asset' test was passed.

betr, in co-operation with PointsBet, may seek to clarify the status of particular PointsBet Shareholders and require these PointsBet Shareholders to provide betr with:

(1) a Declaration that they are an Australian tax resident or that their PointsBet Shares are not an "indirect Australian real property interest" (**Declaration Form**); or

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(2) a notice of variation granted by the ATO varying the amount or rate of tax to be withheld (**Variation Notice**).

PointsBet Shareholders who are asked to complete a Declaration Form must return their signed Declaration Form, declaring that they are and will be an Australian tax resident at the time of the Unsolicited betr Scrip Offer or that the PointsBet Shares they hold are not 'indirect Australian real property interests' by the date specified in the correspondence included with the Declaration Form. PointsBet Shareholders who are asked to complete a Declaration Form may choose to instead return a Variation Notice to betr.

Unless a signed Declaration Form or Variation Notice is provided to betr for these PointsBet Shareholders, betr may withhold the FRCGW Amount from the consideration payable to the PointsBet Shareholder and remit this amount to the Commissioner of Taxation. It is noted that the FRCGW Amount is not a final tax and may be credited against the actual tax liability of a foreign tax resident PointsBet Shareholder. Any consideration payable to the PointsBet Shareholder will not be increased to reflect the deduction and the amount payable to the PointsBet Shareholder will be taken to be in full and final satisfaction of the amounts owing to the PointsBet Shareholders.

It is noted that PointsBet has determined that currently it is not expected that more than 50% of the market value of PointsBet's assets is attributable to direct or indirect interests in "taxable Australian real property" and as such, the PointsBet Shares should not be considered to be "indirect Australian real property interests" for Australian tax purposes.

8.5 Goods and Services Tax (GST)

No GST should be payable by PointsBet Shareholders on the disposal of their PointsBet Shares under the Unsolicited betr Scrip Offer.

PointsBet Shareholders who are registered for GST may be entitled to reduced input tax credits for GST incurred on costs associated with the disposal of their PointsBet Shares.

8.6 Stamp Duty

No stamp duty should be payable in any Australian State or Territory by the PointsBet Shareholders on the disposal of their PointsBet Shares.

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9 Additional information

9.1 Information about betr

betr is an Australian-based pure-play digital wagering and entertainment business. betr offers online betting services through its proprietary platform and mobile app, targeting recreational punters with a focus on major Australian sports and racing.

betr is a company incorporated in Australia and is listed on the ASX (ASX: BBT). The market capitalisation of betr as at the Last Practicable Date was $317.91 million.[7]

Further information about betr is set out in section 4 of the betr Replacement Bidder's Statement.

9.2 betr's intentions

betr's intentions in relation to the continuation of or changes to the PointsBet business, changes to the Board and the future employment of present employees of PointsBet are set out in section 9 of the betr Replacement Bidder's Statement.

9.3 Interests of PointsBet Directors in betr

No PointsBet Director has a Relevant Interest in any shares in betr.

9.4 PointsBet Directors' interests and dealings in PointsBet Shares

As at the Last Practicable Date, the PointsBet Directors had the following Relevant Interests in PointsBet Shares:

PointsBet Director	Shares	Options	Performance Share Rights
Brett Paton	Nil	Nil	Nil
Sam Swanell	Nil	Nil	1,455,213
Peter McCluskey	Nil	Nil	Nil
Tony Symons	Nil	Nil	Nil
Becky Harris	Nil	Nil	Nil
Kosha Gada	Nil	Nil	Nil
Manjit Gombra-Singh	Nil	100,000	Nil
William Grounds	Nil	Nil	Nil
Total	**Nil**	**100,000**	**1,455,213**

As at the Last Practicable Date, each PointsBet Director has accepted the MIXI Takeover Offer in respect of all of the PointsBet Shares they hold or control.

Please see section 9.8 for further information on the Performance Share Rights and the Options.

[7] Source: Iress. Based on 1,025,517,716 betr Shares on issue and a last close price of $0.31 per betr Share as at the Last Practicable Date.

9.5 Issued capital

As at the Last Practicable Date, PointsBet's issued capital consisted of 336,836,032 PointsBet Shares, 850,000 Options and 10,968,686 Performance Share Rights.

9.6 Substantial holders

As at the Last Practicable Date, based on the substantial holder notices lodged with the ASX in relation to PointsBet[8], the substantial shareholders of PointsBet are:

Substantial holder	Number of PointsBet Shares	Voting power
MIXI Australia and MIXI[9]	123,687,064	36.72%
betr	66,013,329	19.6%
Trium Capital LLP and its Associates[10]	21,857,524	6.48%
Harvest Lane Asset Management Pty Ltd	18,490,152	5.49%

9.7 PointsBet material contracts

PointsBet is party to a number of material contracts with suppliers and sporting bodies on standard terms and conditions, including change of control provisions.

These change of control provisions may be triggered on the occurrence of betr Group acquiring a Relevant Interest in more than 50% of PointsBet Shares in the context of the Unsolicited betr Scrip Offer, which could give rise to termination rights in favour of the counterparty.

As far as the Board is aware at the Last Practicable Date, there has been no indication that a counterparty may seek to rely on such a provision due to the Unsolicited betr Scrip Offer.

9.8 Performance Share Rights and Options

Under the Unsolicited betr Scrip Offer, betr is not making a separate offer to the holders of any Performance Shares Rights or Options.

However, the Unsolicited betr Scrip Offer extends to all PointsBet Shares that are issued or otherwise come into existence before the end of the Offer Period as a result of the vesting and exercise of any Performance Share Rights or Options on issue at the Record Date.

[8] The actual number of PointsBet Shares held or voting power may differ from that shown in the table as there is no obligation to publicly disclose changes if the change in voting power is less than 1%.
[9] This holding is pursuant to pre-bid acceptance agreements described in section 9.5 of the MIXI Target's Statement and section 8.2 of the MIXI Bidder's Statement.
[10] Trium Khartes Master Fund Limited (**TKMFL**), Chi-Rho Multi-Strategy Master Fund Ltd (**Chi-Rho**), AIS Acadia Master Fund Ltd (**AIS**), Maple Leaf Patriot Core LLC (**MLPC**), Eagle Harbor Multi-Strategy Master Fund Limited (**Eagle Harbor**), Trium Capital Segregated Portfolio, a segregated portfolio of PC Map SPC, a Cayman Islands segregated portfolio company (**Trium Capital Segregated Portfolio**).

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9.9 Consents

The following persons have given, and not withdrawn before the lodgement of this Target's Statement with ASIC, their written consent to be named in this Target's Statement in the form and context in which it appears:

- Baker McKenzie, to being named as PointsBet's legal adviser;
- Flagstaff Partners Pty Limited, to being named as PointsBet's financial adviser;
- PricewaterhouseCoopers, to being named as PointsBet's tax adviser; and
- Computershare Investor Services Pty Limited, to being named as PointsBet's share registrar.

None of these persons have caused or authorised the issue of this Target's Statement, and does not make or purport to make any statement in this Target's Statement or any statement on which a statement in this Target's Statement is based (other than a statement included in this Target's Statement with the consent of that party) and takes no responsibility for any part of this Target's Statement other than any reference to its name and the statements (if any) included in the Target's Statement with the consent of that party.

As permitted by *ASIC Corporations (Takeover Bids) Instrument 2023/683*, this Target's Statement contains statements which are made, or based on statements made, in documents lodged with ASIC or given to the ASX, or announced on the Company Announcements Platform of the ASX. Pursuant to the Class Order, consent is not required for the inclusion of such statements in this Target's Statement. Any PointsBet Shareholder who would like to receive a copy of any of those documents may obtain a copy (free of charge) during the Offer Period by contacting the PointsBet shareholder information line on 1300 850 505 (for calls made from within Australia) or +61 3 9415 4000 (for calls made from outside Australia) between 8.30 am and 5.30 pm (Melbourne time), Monday to Friday.

9.10 No other material information

This Target's Statement is required to include all the information that PointsBet Shareholders and their professional advisers would reasonably require to make an informed assessment whether to accept the Unsolicited betr Scrip Offer, but:

- only to the extent to which it is reasonable for investors and their professional advisers to expect to find this information in this Target's Statement; and
- only if the information is known to any PointsBet Director.

Accordingly, this Target's Statement only includes information known to the PointsBet Directors.

The PointsBet Directors are of the opinion that the information that PointsBet Shareholders and their professional advisers would reasonably require to make an informed assessment whether to accept the Unsolicited betr Scrip Offer is the information contained in:

- the betr Replacement Bidder's Statement (to the extent that the information is not inconsistent or superseded by information in this Target's Statement);
- PointsBet's releases to the ASX, and in the documents lodged by PointsBet with ASIC before the Last Practicable Date; and
- this Target's Statement.

The PointsBet Directors have assumed, for the purposes of preparing this Target's Statement, that the information in the betr Replacement Bidder's Statement is accurate (unless they have expressly indicated otherwise in this Target's Statement). However, they do not take any responsibility for the contents of the betr Replacement Bidder's Statement and are not to be taken as endorsing, in any way, any or all statements contained in it.

In deciding what information should be included in this Target's Statement, regard has been had to:

- the nature of the PointsBet Shares;
- the matters that PointsBet Shareholders may reasonably be expected to know;
- the fact that certain matters may reasonably be expected to be known to PointsBet Shareholders' professional advisers; and
- the time available to PointsBet to prepare this Target's Statement.

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10 Glossary and interpretation

10.1 Glossary

The meanings of the terms used in this Target's Statement are set out below.

Term	Meaning
$**, **A$ or **AUD**	Australian dollar.
ACN	Australian company number.
AGCO	the Alcohol and Gaming Commission of Ontario.
Announcement Date	means the date of the announcement of the Unsolicited betr Scrip Offer by betr, being 20 June 2025.
ASIC	Australian Securities and Investments Commission.
Associate	has the meaning given in sections 12 and 15 of the Corporations Act.
ASX	ASX Limited ABN 98 008 624 691 and, where the context requires, the financial market that it operates.
ASX Settlement Rules	the operating rules of the settlement facility provided by ASX Settlement Pty Limited (ABN 49 008 504 532), such rules being known as the 'ASX Settlement Operating Rules' as at the date of this Target's Statement.
ATO	Australian Taxation Office.
AUSTRAC	the Australian Transaction Reports and Analysis Centre.
betr	betr Entertainment Limited (ACN 647 124 641), formerly known as BlueBet Holdings Limited.
betr Group	betr and each of its Related Bodies Corporate, and a reference to a **betr Group Member** or a **member of the betr Group** is to betr or any of its Related Bodies Corporate.
betr Offer Consideration	4.219 betr Shares for each PointsBet Share.
betr Replacement Bidder's Statement	the replacement bidder's statement in relation to the Unsolicited betr Scrip Offer, prepared by betr and dated 18 August 2025, under Part 6.5 Division 2 of the Corporations Act and includes any supplementary or further replacement bidder's statement.

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Term	Meaning
betr Replacement Shareholder Notice of Meeting	The replacement notice of meeting, explanatory statement and independent expert's report(s) convening the general meeting of betr Shareholders to consider, among other things, an ordinary resolution under ASX Listing Rule 7.1 to approve the issue of betr Shares to PointsBet Shareholders as consideration under the Unsolicited betr Scrip Offer and a special resolution under section 257D of the Corporations Act approving the Selective Buy-Back, which will replace the notice of meeting and explanatory memorandum dated 24 July 2025 (as supplemented on 8 August 2025) issued by betr in its entirety.
betr Share	a fully paid ordinary share in betr.
betr Shareholder	a registered holder of betr Shares.
betr Undertaking	means the undertaking given by betr dated 14 August 2025 in connection with the Takeovers Panel application brought by PointsBet, which is available at: https://takeovers.gov.au/media-releases/tp25-072.
BlueBet	means BlueBet Holdings Limited (now betr Entertainment Limited).
Board	the board of directors of PointsBet.
CGT	capital gains tax.
Conditions	Each condition of the Unsolicited betr Scrip Offer set out in the **Attachment** to this Target's Statement.
Corporations Act	*Corporations Act 2001* (Cth).
Data Room	means the virtual data room made available to betr until 16 June 2025 for the purposes of providing information to betr for the purposes of the Unsolicited betr Scrip Offer.
Declaration Form	means a declaration form prepared by a PointsBet Shareholder and provided to betr declaring that they are an Australian tax resident or that their PointsBet Shares are not an "indirect Australian real property interest".
Due Diligence Materials	means (a) all information and documents which PointsBet can establish to betr's reasonable satisfaction were disclosed by or on behalf of PointsBet to betr or its representatives in the Data Room and (b) the written responses to the questions raised by betr or its representatives during the due diligence process as provided by or on behalf of PointsBet, in each case before 8:00am (Sydney time) on 13 June 2025 (being the Business Day prior to due diligence access being withdrawn by PointsBet).

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Term	Meaning
EBITDA	earnings before interest, tax, depreciation and amortisation.
FBG	FBG Enterprises Opco, LLC doing business as Fanatics Betting and Gaming.
FRCGW	foreign resident capital gains withholding.
FRCGW Amount	means the amount that may be withheld by betr and paid to the ATO under the FRCGW regime, equal to 15% of the consideration paid to relevant PointsBet Shareholders.
FY	financial year.
FY22	the financial year ended 30 June 2022.
FY23	the financial year ended 30 June 2023.
FY24	the financial year ended 30 June 2024.
FY25	the financial year ended 30 June 2025.
Gambling Laws	means all applicable statutes, regulations, ordinances, by-laws, ministerial directions, binding codes of conduct or other legislative instruments or anything similar to the above relating to or in connection with: (a) digital wagering, digital gaming, digital casinos and other similar gambling related activities; (b) the activities or undertakings of operating a business as referred to in paragraph (a) above; or (c) the carrying on of a business of the type conducted by the PointsBet Group, in each of the respective jurisdictions in which the PointsBet Group operates (including, for the avoidance of doubt, jurisdictions in Australia and Ontario, Canada).
Gambling Licence	means any licence, registration, permit, authorisation or approval issued by a Regulatory Body that is required by the PointsBet Group under the Gambling Laws to conduct gambling operations or otherwise operate its business in each of the respective jurisdictions in which the PointsBet Group operates (including, for the avoidance of doubt, jurisdictions in Australia and Canada).

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Term	Meaning
Government Agency	means, whether foreign or Australian: • a government, whether federal, state, provincial, territorial or local or a department, office or minister of a government acting in that capacity; or • a commission, delegate, instrumentality, agency, board, or other government, semi-government, judicial, administrative, monetary or fiscal body, department, tribunal, entity or authority, whether statutory or not, and includes any self-regulatory organisation established under statute or any stock exchange (including ASIC, AUSTRAC, the Takeovers Panel, the NTRWC, the AGCO and IGO).
GST	goods and services tax or similar value added tax levied or imposed in Australia under the GST Law or otherwise on a supply.
GST Law	has the same meaning as in the *A New Tax System (Goods and Services Tax) Act 1999* (Cth).
IER	independent expert report.
IGO	iGaming Ontario.
ITAA	*Income Tax Assessment Act 1997* (Cth).
Last Practicable Date	the last practicable trading date on ASX prior to the finalisation of this Target's Statement, being 20 August 2025.
Listing Rules	the official listing rules of the ASX.
MIXI	MIXI, Inc.
MIXI Australia	MIXI Australia Pty Ltd (ACN 681 434 640).
MIXI Bidder's Statement	the bidder's statement of MIXI Australia in relation to the MIXI Takeover Offer dated 17 July 2025.
MIXI Supplementary Bidder's Statement	the supplementary bidder's statement of MIXI Australia in relation to the MIXI Takeover Offer dated 15 August 2025.
MIXI Bid Implementation Deed	means the bid implementation deed between PointsBet, MIXI Australia and MIXI dated 16 June 2025.
MIXI Takeover Offer	The off-market takeover offer by MIXI Australia for all the PointsBet Shares for $1.25 cash per PointsBet Share as described in the MIXI Bidder's Statement, as supplemented by the MIXI Supplementary Bidder's Statement.
MIXI Target's Statement	the target's statement of PointsBet in response to the MIXI Takeover Offer dated 24 July 2025.

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Term	Meaning
NTRWC	the Northern Territory Racing and Wagering Commission.
Offer Period	the period during which the Unsolicited betr Scrip Offer will remain open for acceptance in accordance with the betr Replacement Bidder's Statement.
Option	means an unquoted option to subscribe for a PointsBet Share.
Performance Share Right	an unquoted performance share right to subscribe for a PointsBet Share issued under the PointsBet KEEP.
PointsBet or **Company**	PointsBet Holdings Limited (ACN 621 179 351).
PointsBet Directors or **Directors**	the directors of PointsBet and **PointsBet Director** or **Director** means any one of them.
PointsBet ESOP	PointsBet Employee Share Option Plan.
PointsBet Group	PointsBet and each of its Related Bodies Corporate, and a reference to a **PointsBet Group Member** or a **member of the PointsBet Group** is to PointsBet or any of its Related Bodies Corporate.
PointsBet KEEP or **KEEP**	the PointsBet Key Employee Equity Plan (**KEEP**), the terms of which are set out in the PointsBet Holdings Limited Key Employee Equity Plan approved by PointsBet Shareholders at its annual general meeting held on 28 November 2023.
PointsBet Share	a fully paid ordinary share in PointsBet.
PointsBet Share Register	the register of members of PointsBet maintained in accordance with the Corporations Act.
PointsBet Shareholder	a registered holder of PointsBet Shares.
Projected Normalised EBITDA	has the meaning given to that term in the MIXI Bid Implementation Deed, provided that the reference to "Due Diligence Materials" shall use the definition of "Due Diligence Materials" as defined in the betr Replacement Bidder's Statement.
Record Date	7.00pm (Sydney time) on 18 July 2025, being the date set by betr under section 633(2) of the Corporations Act.
Regulatory Body	means any federal, state, provincial, territorial or local statutory, administrative, representative or semi-governmental, non-governmental or industry body, agency, entity or authority performing a regulatory or quasi-regulatory function in relation to the PointsBet business or part thereof and includes any Government Agency performing such function.

Term	Meaning
Related Bodies Corporate	has the meaning given to that term in the Corporations Act.
Relevant Interest	has the meaning given to that term in sections 608 and 609 of the Corporations Act.
Selective Buy-Back	Has the meaning given to that term in the betr Replacement Bidder's Statement.
Selective Buy-Back Meeting	Has the meaning given in section 2.5(d).
Takeovers Panel	the Australian Takeovers Panel.
Target's Statement	this document (including the Attachment), being the statement of PointsBet under Part 6.5 Division 3 of the Corporations Act.
Unsolicited betr Scrip Offer	the unsolicited, off-market, all scrip takeover offer made by betr for all PointsBet Shares, representing 4.219 betr Shares for every 1 PointsBet Share, as described in the betr Replacement Bidder's Statement.
US Business	Has the meaning given in section 5.1.
Variation Notice	means a notice of variation granted by the ATO varying the amount or rate of tax to be withheld.

10.2 Interpretation

In this Target's Statement:

(a) Other words and phrases have the same meaning (if any) given to them in the Corporations Act.

(b) Words of any gender include all genders.

(c) Words importing the singular include the plural and vice versa.

(d) An expression importing a person includes any company, partnership, joint venture, association, corporation or other body corporate and vice versa.

(e) A reference to a section, clause, attachment and schedule is a reference to a section of, clause of and an attachment and schedule to this Target's Statement as relevant, unless stated otherwise.

(f) A reference to any legislation includes all delegated legislation made under it and amendments, consolidations, replacements or re-enactments of any of them.

(g) Headings and bold type are for convenience only and do not affect the interpretation of this Target's Statement.

(h) A reference to time is a reference to Melbourne time, unless otherwise stated.

(i) A reference to dollars, $, A$, AUD, cents, ¢ and currency is a reference to the lawful currency of the Commonwealth of Australia.

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11 Authorisation

This Target's Statement has been approved by a resolution passed by the PointsBet Directors.

Signed for and on behalf of PointsBet:

21 August 2025



Brett Paton
Non-Executive Chairman
PointsBet Holdings Limited

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Corporate Directory

Registered and Principal Administrative Address

PointsBet Holdings Limited
Level 2
165 Cremorne Street
Cremorne VIC 3121

Website Address

https://investors.pointsbet.com.au/

Australian Securities Exchange (ASX) Listing

ASX code: PBH

Legal Adviser

Baker McKenzie
Tower One – International Towers Sydney
100 Barangaroo Ave
Sydney NSW 2000

Tax Adviser

PricewaterhouseCoopers
One International Towers Sydney
Watermans Quay
Barangaroo NSW 2000

Share Registry

Computershare Investor Services Pty Limited
Yarra Falls
452 Johnston Street
Abbotsford Victoria 3067

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Attachment - Conditions

Subject to Section 14.14 of the betr Replacement Bidder's Statement, the completion of the Unsolicited betr Scrip Offer and any contract that results from an acceptance of the Unsolicited betr Scrip Offer are subject to the fulfilment of the Conditions set out below. Each of the Conditions below are defeating conditions.

1. betr Shareholder Approval Condition

Before the end of the Offer Period:

(i) betr Shareholders pass a resolution in a general meeting approving the issuance of the betr Offer Consideration (comprising betr Shares) under the Unsolicited betr Scrip Offer, for the purposes of Listing Rule 7.1; and

(ii) that approval remains valid and has not expired under the Listing Rules at the end of the Offer Period.

2. AGCO Approval Condition

Before the end of the Offer Period, the AGCO has provided a written comfort letter to betr approving the acquisition by betr of an indirect interest in PointsBet Canada Holding Inc, PointsBet Canada Operations 1 Inc and PB Canada Support Inc. as a result of the Unsolicited betr Scrip Offer, or has otherwise provided written confirmation to betr that it has no objection to such acquisition.

3. Material Adverse Change Condition

Before the end of the Offer Period:

(i) no event, matter, change or circumstance occurs, is discovered or announced (including any action or change taken by a Government Agency or Regulatory Body) which, whether individually or when aggregated with all such events, matters, changes or circumstances or things of a like kind that have occurred or are reasonable likely to occur, has had or would be considered likely to have (after taking into account any matter which offsets the impact of the event, change or circumstance and in each case other than those events, changes or circumstances) the effect of:

(A) reducing on a recurring basis the Projected Normalised EBITDA of the PointsBet Group for the financial year ending 30 June 2025 of A$11,000,000 (as disclosed to the ASX in PointsBet's Appendix 4C on 31 January 2025) to below A$8,000,000; or

(B) reducing the net cash balance of the PointsBet Group in the ordinary course as at 5:00pm (Sydney time) on 30 June 2025 below A$10,000,000; or

(ii) any of the following occurs before the date on which betr has acquired, or otherwise has, a Relevant Interest in at least 50.1% (by number) of PointsBet Shares on issue calculated on a fully diluted basis, assuming the exercise of Options or Performance Share Rights into (and the issue of) PointsBet Shares pursuant to the terms of the Options or Performance Share Rights:

(A) the imposition of any terms, conditions or restrictions by any Government Agency or Regulatory Body to any Gambling Licence held by any PointsBet Group Member that could by its nature reasonably be expected to have a material adverse monetary impact of $20 million or more on the PointsBet Group or the business conducted by the PointsBet Group;

(B) an investigation, disciplinary or enforcement action, penalty or fine pursuant to any Gambling Laws that has, or could by its nature reasonably be expected to have, a

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material adverse monetary impact of $20 million or more on the PointsBet Group or the business conducted by the PointsBet Group;

(C) any recovery action or assessment issued, announced or undertaken by a revenue or taxation authority or Regulatory Body against a member of the PointsBet Group Member could have a material adverse monetary impact of $20 million or more on the PointsBet Group; or

(D) the cancellation or suspension (of a continuous period of at least 3 months) by any Government Agency or Regulatory Body of any Gambling Licence held by PointsBet Group Member,

other than those events, changes or circumstances:

(iii) contemplated or required to be done by PointsBet under the MIXI Bid Implementation Deed (or reasonably necessary to the foregoing);

(iv) fairly disclosed in an announcement made by PointsBet to ASX, or a publicly available document lodged by PointsBet with ASIC, in the 24 months prior to 25 February 2025;

(v) relating to the costs, fees and expenses incurred by PointsBet associated with the Unsolicited betr Scrip Offer, including all fees payable to all external advisers of PointsBet (to the extent such amounts are fairly disclosed in the Due Diligence Materials);

(vi) where PointsBet has first notified betr in writing in relation to the relevant event and betr has approved (in its sole discretion) the proposed event in writing;

(vii) done or not done at the written request of betr;

(viii) arising from general changes in economic, industry or business conditions that impact on PointsBet and its competitors in a similar manner (including changes to betting and gaming regulations, licence conditions, taxes (including point of consumption taxes) and fees applying to industry participants);

(ix) arising from any act of terrorism, outbreak or escalation of war (whether or not declared), major hostilities, civil unrest, act of god, lightning, storm, flood, fire, earthquake or explosion, cyclone, tidal wave, other natural disaster or adverse weather conditions, or outbreak or escalation of any disease epidemic or pandemic (including the outbreak, escalation or any impact of, or recovery from, the COVID-19 pandemic); or

(x) except in connection with or in response to an event set out in paragraph (ii) above, fairly disclosed in writing by PointsBet in the Due Diligence Materials.

4. Prescribed Occurrences Condition

Between the Announcement Date and the date that is three Business Days after the end of the Offer Period (each inclusive), none of the following prescribed occurrences (being the events listed in section 652C of the Corporations Act) happens:

(i) PointsBet converts all or any of its shares into a larger or smaller number of shares under section 254H of the Corporations Act;

(ii) a PointsBet Group Member resolves to reduce its share capital in any way;

(iii) PointsBet Group Member enters into a buy-back agreement or resolves to approve the terms of such an agreement under sections 257C(1) or 257D(1) of the Corporations Act;

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(iv) a PointsBet Group Member issues shares or grants an option over its shares or agrees to make such an issue or grant such an option, excluding the 5,110,760 PointsBet Shares issued on 1 July 2025;

(v) a PointsBet Group Member issues, or agrees to issue, convertible notes;

(vi) a PointsBet Group Member disposes or agrees to dispose of the whole, or a substantial part, of its business or property;

(vii) a PointsBet Group Member grants, or agrees to grant, a security interest in the whole, or a substantial part of its business or property;

(viii) a PointsBet Group Member resolves to be wound up;

(ix) a liquidator or provisional liquidator of a PointsBet Group Member is appointed;

(x) a court makes an order for the winding up of a PointsBet Group Member;

(xi) an administrator of a PointsBet Group Member is appointed under sections 436A, 436B or 436C of the Corporations Act;

(xii) a PointsBet Group Member executes a deed of company arrangement;

(xiii) a restructuring practitioner for a PointsBet Group Member is appointed under section 453B of the Corporations Act;

(xiv) a PointsBet Group Member makes a restructuring plan under Division 3 of Part 5.3B of the Corporations Act; or

(xv) a receiver or a receiver and manager in relation to the whole, or a substantial part, of the property of a PointsBet Group Member is appointed.

5. PointsBet Employee Incentives Condition

Before the end of the Offer Period, no Options or Performance Share Rights are vested as a result of the Unsolicited betr Scrip Offer.

6. Restraint Condition

Before the end of the Offer Period, no restraining order, injunction or other order that would prevent, restrain or prohibit the Unsolicited betr Scrip Offer made by a court of competent jurisdiction is in effect, unless such order or injunction has been disposed of to the satisfaction of betr acting reasonably and in good faith.

7. Accuracy of Warranties Condition

For the purposes of:

- the warranty in clause 11.1(j) of the MIXI Bid Implementation Deed, the reference to “Due Diligence Materials” shall use the definition of “Due Diligence Materials” as defined in the betr Replacement Bidder’s Statement and the reference to the “SID Date” is a reference to 13 June 2025 (being the Business Day prior to due diligence access being withdrawn by PointsBet); and

- assessing a breach of such representation or warranty provided by PointsBet under clause 11.1 of the MIXI Bid Implementation Deed, the qualifications in clause 11.7 of the MIXI Bid Implementation Deed shall be taken to apply provided that the reference to “Due Diligence Materials” in clause 11.7(b)(iii) of the MIXI Bid Implementation Deed uses the definition of “Due Diligence Materials” as defined in the betr Replacement Bidder’s Statement.

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