



WHISTLE-BLOWER POLICY

1. Introduction

PointsBet Holdings Limited (**PointsBet**) is committed to the highest standards of conduct and ethical behaviour in all of our business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

PointsBet encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving PointsBet's businesses, and will ensure that those persons who make a report shall do so without fear of intimidation, disadvantage or reprisal.

This Policy is also underpinned by the PointsBet values of:

- Courage
- Integrity
- Commitment
- Passion

2. What does this Policy do?

You may have concerns about conduct within PointsBet which appears to you to be illegal, unethical or otherwise improper, but you may feel apprehensive about raising your concerns because of the fear of possible adverse repercussions to you. This might be the case, for example, if your concerns relate to conduct of your immediate manager.

The aim of this Policy is to make you feel confident about raising concerns internally, by offering a reporting and investigative mechanism that is objective, confidential, independent and protects you from reprisal or disadvantage.

Under this Policy:

- you are encouraged to report your concerns, whether openly or, if preferred, anonymously;
- if you report your concerns, you will be afforded confidentiality unless you indicate (or the law requires) otherwise;
- concerns reported by you will be properly investigated with a view to establishing the truth and correcting any wrongdoing where possible;
- you will be advised of the outcome of the investigation and any action taken as much as practicable; and
- you will not be victimised or adversely affected because of your action in reporting your concerns provided of course, that there is a basis for your concerns, and that you have acted in good faith and without malicious intent.

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3. Who does this Policy apply to?

In this Policy, PointsBet refers to PointsBet Holdings Limited and each of its subsidiaries and associate companies.

This Policy applies to anyone who is (or has been):

- an employee of PointsBet (whether permanent, part-time, fixed-term or temporary), contractors, consultants, secondees and directors;
- a supplier of goods or services (whether paid or unpaid) to PointsBet, including an individual who is or has been employed by such a supplier; or
- a relative, spouse or dependant of any of the above.

4. Policy on Whistle-blowing

All PointsBet employees have a responsibility to help detect, prevent and report instances of suspicious activity or wrong doing. You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage with your immediate manager or a Whistle-blower Protection Officer (see section 8 below), and serious matters will then be escalated through to senior management.

PointsBet is committed to ensuring that all employees have a safe, reliable and confidential way of reporting any Reportable Matters. You should report a Reportable Matter under this Policy if you:

- have previously reported a Reportable Matter and you are not satisfied with the response to your report; or
- feel unable to raise the Reportable Matter with your manager, either because your manager is the subject of your report or because you have another reason to believe that your manager is unlikely to deal with the report properly.

5. Relevant Legislation

The relevant legislation in respect of this Policy is sections 1317AA to 1317AJ of the Corporations Act 2001 (Cth) and sections 14ZZT to 14ZZZE of the Taxation Administration Act 1953 (Cth) (the **Whistle-blowing Legislation**). The protections under the Whistle-blowing Legislation only apply to certain types of disclosures, referred to in this Policy as **Qualifying Disclosures**.

This Policy contains a summary of parts of the Whistleblowing Legislation, and for further detail, you should refer to the text of this legislation. This Policy is not intended to override any rights or obligations you or PointsBet may have under the Whistle-blowing Legislation.

6. What is a “Reportable Matter”?

You may make a report under this Policy if you believe that a PointsBet director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with PointsBet has engaged in misconduct (e.g. fraud, negligence, breach of trust and breach of trust),

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or an improper state of affairs or circumstances, in relation to PointsBet (**Reportable Matter**). Without limiting what may be a Reportable Matter, examples of possible Reportable Matters include conduct with PointsBet or any of its officers or employees which:

- is dishonest, fraudulent or corrupt activity, including bribery or other activity in breach of the PointsBet Anti-Bribery and Corruption Policy;
- is illegal activity (such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- is unethical or in breach of PointsBet’s policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching the PointsBet Code of Conduct or other policies or procedures);
- is potentially damaging to PointsBet, a PointsBet employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of PointsBet property or resources;
- amounts to an abuse of authority;
- may cause financial loss to PointsBet or damage its reputation or be otherwise detrimental to PointsBet’s interests;
- involves harassment, discrimination, victimisation or bullying; or
- involves any other kind of serious impropriety.

While a Reportable Matter may involve conduct which is unlawful, this is not essential. Dishonest or unethical behaviour and practices, conduct that may cause harm, or conduct prohibited by PointsBet’s policies can be a Reportable Matter.

You can still qualify for protection even if your disclosure turns out to be incorrect provided that you had “reasonable grounds to suspect” the disclosure was correct.

Disclosures that are not about a Reportable Matter do not qualify for protection under the Whistle-blowing Legislation (though, depending on the nature of the disclosure, may be protected under other legislation).

7. Exclusion from protection

Matters that relate solely to personal work-related grievances do not qualify for protection under this Policy.

Personal work-related grievances are those that relate to the reporter’s current or former employment and have, or tend to have, implications for the reporter personally, but do not:

- have any other significant implications for PointsBet; and
- relate to any conduct, or alleged conduct, involving a Reportable Matter.

Examples of grievances that may be personal work-related grievances include interpersonal conflicts between the reporter and another employee/officer and decisions (that do not involve

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conduct which would otherwise be a Reportable Matter of the kind summarised in section 6 above):

- about the employment, transfer or promotion of the reporter;
- about the terms and conditions of employment of the reporter; or
- to suspend or terminate the employment of the discloser, or otherwise to discipline the reporter.

If you have a personal work-related grievance we encourage you to speak to the People & Culture Manager.

8. How to make a Qualifying Disclosure

Disclosure to an eligible recipient

A disclosure of a Reportable Matter under this Policy will be a Qualifying Disclosure if it is made directly to the Whistle-blower Protection Officers named below, who can be contacted as follows:

- People & Culture Manager:
 - Name: Aneesha Rao
 - Email: aneesha.rao@pointsbet.com
 - Post: C/- Level 2, 165 Cremorne Street, Cremorne VIC 3121
- Group General Counsel & Company Secretary:
 - Name: Andrew Hensher
 - Email: andrew.hensher@pointsbet.com
 - Post: C/- Level 2, 165 Cremorne Street, Cremorne VIC 3121
- Head of Finance:
 - Name: Alistair Lui
 - Email: alistair.lui@pointsbet.com
 - Post: C/- Level 2, 165 Cremorne Street, Cremorne VIC 3121

Remaining anonymous

Qualifying Disclosures can be made anonymously if preferred by submitting reports directly to a Whistle-blower Protection Officer via the contact details set out above.

If a reporter chooses to make a Qualifying Disclosure anonymously, this may affect the ability to fully investigate the matter and to communicate with you about your report. Accordingly, PointsBet encourages you to provide contact details to assist in any investigation into the matter.

While PointsBet will not investigate the identity of a reporter who wishes to remain anonymous, it is that reporter's obligation to manage their anonymity in making a Qualifying Disclosure anonymously, including by expressly stating that their disclosure is being made on an anonymous basis. Neither PointsBet, its officers or employees, nor the Whistle-blower Protection Officer shall

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be liable if the reporter's identity is, or becomes, readily ascertainable as a result of the reporter's failure to manage their anonymity.

If you wish to remain anonymous you should maintain ongoing two-way communication with the recipient who you made the Qualifying Disclosure to so that they can ask follow-up questions and provide updates on investigations.

While a Qualifying Disclosure can be made verbally, to enable the efficient investigation of the matter, PointsBet encourages a Qualifying Disclosure to be made in writing and with as much detail as possible along with any supporting evidence (emails, texts, documents etc).

Disclosure to regulators

A disclosure of a Reportable Matter (or a potential Reportable Matter) may be protected under the Whistle-blowing Legislation if it is made to a regulator (such as ASIC or APRA or any other Commonwealth body prescribed by regulations), or to PointsBet's auditor or a member of the audit team or any other person in accordance with any relevant law, regulation or other requirement.

Disclosure to an independent legal adviser

A disclosure of a Reportable Matter (or a potential Reportable Matter) may also be protected under the Whistle-blowing Legislation if it is made to an independent legal adviser for the purpose of obtaining legal advice regarding the Whistle-blowing Legislation. This is so even in the event that the legal adviser ultimately concludes that a disclosure does not relate to a Reportable Matter.

Public interest disclosures and emergency disclosures

The Whistle-blowing Legislation provides for limited circumstances where disclosure may be protected in respect of the disclosure of a Reportable Matter to a journalist or parliamentarian. If you do this, your report won't be handled in accordance with the Policy, but you may still receive protections under Commonwealth laws.

If you are considering making a disclosure to a journalist or parliamentarian, it is important that you understand the criteria for protection of this disclosure. Please firstly consult with PointsBet's Whistle-blower Protection Officer or an independent legal adviser to ensure that you understand whether a proposed public interest or emergency disclosure would qualify for protection before making the disclosure.

9. Action required when your Report is made

The person who you make a report to under this Policy must ensure that the matter is properly investigated.

If this person is not a Whistle-blower Protection Officer, he or she must advise a Whistle-blower Protection Officer as soon as practicable, who is then responsible for ensuring that the matter is properly investigated as described.

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However, where it is not appropriate for the investigation to be conducted by the Whistle-blower Protection Officer, the recipient must take steps to identify and engage an appropriate external party (such as an independent legal adviser) to conduct the investigation.

For the avoidance of doubt, the recipient of a Qualifying Disclosure must not disclose to the person the identity of the reported or information which would allow their identity to be ascertained except where this is allowed by the Whistle-blower Legislation.

10. Investigation Process

Investigation processes will vary depending on the precise nature of the conduct being investigated.

The purpose of the investigation is to determine whether or not your concerns are substantiated, with a view to PointsBet then rectifying any wrongdoing uncovered to the extent that this is practicable in all the circumstances.

The investigation will be thorough, objective, fair and independent of you, anyone who is the subject of the Reportable Matter, and any business unit concerned. The investigation will also have proper regard to the principles set out in the Australian Standard on Whistle-blower Protection Programs.

PointsBet will ensure the fair treatment of any person named in or the subject of a Qualifying Disclosure including by, as much as is practical and appropriate in the circumstances, keeping their name confidential to the investigation and requiring all other matters discussed as part of the investigation remain confidential.

Any person who becomes subject to an allegation in respect of a Qualifying Disclosure will be provided an opportunity to understand and respond to the allegations as part of any investigation.

Generally, no adverse action will be taken against a person named in relation to a Qualifying Disclosure unless warranted at the end of the investigation (save for where action is warranted in advance of the conclusion of the investigation).

A person named in relation to a Qualifying Disclosure will, as appropriate, be kept informed of the progress and outcomes of the investigation (subject to any privacy and confidentiality obligations and as required by law) including any proposed remedial actions.

11. Communicating with you about your Report

The Whistle-blower Protection Officer will keep you informed of the outcome of the investigation arising from your report, subject to considerations of the privacy of anyone who is the subject of the Reportable Matter and normal confidentiality requirements.

Where practicable, you will be provided with initial feedback within a week of making your report, and any further feedback on a fortnightly basis as the matter progresses.

12. Your Protection

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The Whistle-blower Protection Officer will ensure that all files relating to your report are kept secure, and that information received from you is held in confidence and is only disclosed to a person not connected with the investigation if:

- you have been consulted and have consented to the disclosure; or
- it is required or permissible by law.

A reporter who makes a Qualifying Disclosure (regardless of whether the disclosure is an internal disclosure or a disclosure made to one of the external parties referred to in section 8 above) receives various protections under the Whistle-blowing Legislation which are described below.

Protection of identity

Your identity will be protected and kept confidential. Save for where permitted by the Whistle-blowing Legislation, it is unlawful to disclose a reporter's identity or information which would allow a reporter's identity to be ascertained to be disclosed (and contravention of this provision may lead to severe penalties).

The main exceptions to the above rule are where the disclosure of information concerning the reporter's identity is:

- to ASIC, APRA or a member of the AFP;
- to a legal adviser for the purposes of obtaining legal advice or legal representation concerning the Whistle-blowing Legislation;
- with the reporter's consent; or
- by ASIC, APRA or the AFP to a Commonwealth, State or Territory body for the purpose of assisting the authority in the performance of its functions or duties.

It is possible that someone might deduce your identity without there having been a breach of confidentiality, if the nature of your report points to one particular individual having made it, or otherwise as a consequence of the nature of the investigatory process.

Protection from detrimental conduct

It is unlawful for a person to be subjected to detrimental conduct or threats of detrimental conduct where the conduct/threat is motivated by the belief or suspicion that the person or another person made a Qualifying Disclosure (and contravention of this provision may lead to severe penalties).

In this context, detrimental conduct includes the dismissal of an employee, injury of an employee in his or her employment, alteration of an employee's position or duties to his or her disadvantage, discrimination between an employee and other employees of PointsBet, harassment or intimidation of a person, harm or injury to a person, including psychological harm, damage to a person's property, damage to a person's reputation, damage to a person's business or financial position or any other damage to a person.

Significant civil and criminal penalties apply for both PointsBet and individuals, including fines and imprisonment. There may be civil remedies, including compensation, for anyone suffering such detrimental conduct.

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PointsBet recognises that “whistle-blowing” can be a very stressful and difficult thing to do. Provided that you are acting in good faith and that you have not yourself engaged in serious misconduct or illegal conduct, to the maximum extent possible you will not be subject to disciplinary sanctions by PointsBet in relation to any matters that you report.

Other legal protections

If a reporter makes a Qualifying Disclosure:

- the reporter is protected by the Whistle-blowing Legislation from any civil, criminal or administrative liability (including any disciplinary action) for making the Qualifying Disclosure; and
- the reporter is protected by the Whistle-blowing Legislation from any contractual or other remedy being enforced, and no contractual or other right may be exercised against the reporter on the basis of the Qualifying Disclosure.

In limited circumstances (i.e. disclosures to regulators and public interest and emergency disclosures), the Whistle-blowing Legislation provides that a Qualifying Disclosure will not be admissible in evidence in criminal proceedings against the reporter or in proceedings for the imposition of a penalty against the reporter, other than proceedings in respect of falsity of the information.

PointsBet will safeguard your interests and afford you protections, having regard to this Policy, the Australian Standard on Whistle-blower Protection Programs, and any other applicable policies and laws.

In particular, PointsBet will take whatever action is possible and consistent with this Policy to make sure that you are not personally disadvantaged for making your report, whether by dismissal, demotion, any form of harassment, discrimination or any form of current or future bias.

If you claim to have been the subject of any such action as a consequence of making your report, and the matter cannot be resolved with you by management, the matter will be referred to the Chair of the Audit, Risk and Compliance Committee.

Any person found in breach of the provisions in this Policy will be subject to disciplinary procedures, up to and including the termination of employment or engagement with PointsBet.

13. False Reporting

A false report of a Reportable Matter could have significant effects on PointsBet’s reputation and the reputations of other staff members and could also cause considerable waste of resources.

Any deliberately false reporting of a Reportable Matter, whether under this Policy or otherwise, will be treated as a serious disciplinary matter.

14. Records

The People & Culture Manager will maintain a record of all whistle-blowing incidents and actions taken under this Policy, so that the Policy can be periodically reviewed.



15. Questions

Any questions about this Policy should be directed to the Group General Counsel & Company Secretary or the People & Culture Manager.

Specific questions about whistle-blower protection issues can be directed to a Whistle-blower Protection Officer.

16. Availability, reviews and updates

All officers and employees of PointsBet will be provided with access to this Policy including via a copy posted on the PointsBet website.

The PointsBet Board will be informed of any material incidents reported under this Policy as appropriate.

This Policy will be reviewed annually by the Company Secretary to ensure that it remains effective and relevant to PointsBet and that it continues to comply with relevant laws.

Approved by the Board on 22 April 2021