

POINTSBET

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6 September 2021

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

PointsBet Holdings Limited
2021 AGM Notice of Meeting

In accordance with Listing Rule 3.17, please find attached the Notice of Meeting and Proxy Form for the Company's Annual General Meeting to be held on Tuesday, 5 October 2021.

The Annual Report for the 12 months to 30 June 2021 was previously released to the ASX on 31 August 2021.

These documents have been dispatched to shareholders today in accordance with their elections.

Yours faithfully



Andrew Hensher
Group General Counsel
and Company Secretary



POINTS BET HOLDINGS LIMITED

NOTICE OF VIRTUAL 2021 ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Tuesday, 5 October 2021 at 11.00am (Melbourne time)

2021 ANNUAL GENERAL MEETING

Dear Shareholder

2021 ANNUAL GENERAL MEETING

On behalf of the Board, I am pleased to invite you to attend the 2021 Annual General Meeting (**Meeting**) of PointsBet Holdings Limited (**Company** or **PointsBet**), which has been scheduled as follows:

Date: Tuesday, 5 October 2021
Time: 11.00am (Melbourne time) with registration open from 10.00am
Attend Via: <https://web.lumiagm.com>

Each Director eligible to vote intends to vote all the Shares he or she holds or controls in favour of all Resolutions proposed.

The Board considers that the health, safety and welfare of the Company's staff, its Shareholders and other stakeholders to be paramount. Accordingly, the number of physical attendees at the Meeting will be limited to the maximum number of attendees permitted based on the relevant Government regulations and guidelines in force at the time of the Meeting.

Accordingly, the Meeting will be hosted online as a live webcast at the following URL: <https://web.lumiagm.com/340053289> (**Meeting ID: 340053289**).

Under Rule 6.3(d) of the Company's constitution, Shareholders attending the online Meeting will be able to hear and view the Meeting on their own device, vote on the Resolutions and ask questions and will be treated as if they were present at the physical location of the Meeting.

In case you are not able to attend the Meeting to vote in person, the Board encourages you to lodge your votes online at www.investorvote.com.au. You will require the control number (found on the Notice and Access Form), your HIN/SRN and postcode/domicile code to access online voting.

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

Yours sincerely



Brett Paton
Chairman

NOTICE OF 2021 ANNUAL GENERAL MEETING

VIRTUAL PARTICIPATION

In accordance with the Corporation Act (as modified by the Treasury Laws Amendment (2021 Measures No. 1) Bill 2021), to facilitate Shareholder participation, the Board has determined that Shareholders will have the opportunity to participate in the Meeting via a live webcast.

The Meeting will be hosted online as a live webcast at the following URL: <https://web.lumiagm.com> (Meeting ID: 340053289).

If you choose to participate in this way, you will be able to view the Meeting live, lodge a direct vote in real time and ask questions online.

Shareholders participating in the Meeting will be able to cast direct votes between the commencement of the Meeting at 11.00am (Melbourne time) on Tuesday, 5 October 2021, and the closure of voting as announced by the Chairman during the Meeting.

Shareholders who participate in the Meeting using the online platform will be entitled to the same rights if they attended the Meeting in person, including:

- to be counted as being present at the Meeting for any purpose, including for the purpose of determining whether there is a quorum;
- to ask questions or make comments; and
- to vote on Resolutions they are entitled to vote on.

NOTICE OF 2021 ANNUAL GENERAL MEETING

BUSINESS OF THE MEETING

ORDINARY BUSINESS

Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2021.

Resolution 1: Election of Director – Ms Kosha Gada

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

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

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

Resolution 2: Ratification of Prior Issue of Placement Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and issue of 21,506,682 Shares on the terms and conditions set out in the Explanatory Statement".

Voting exclusion: The Company will disregard any votes cast in favour of Resolution 2:

- by a person who participated in the issue; and
 - by an associate of such a person,
- unless the vote it is cast as a proxy for a person who is permitted to vote on Resolution 2:
- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
 - as proxy for a person entitled to vote on the resolution by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy as the Chairman decides; or
 - by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

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

"That for the purposes ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 26,596 Performance Share Rights to Sam Swanell (and/or his nominee) under the Key Employee Equity Plan on the terms and conditions set out in the Explanatory Statement"

Voting exclusion: The Company will disregard any votes cast on Resolution 3:

- that are cast in favour of the resolution by or on behalf of Mr Swanell and any of his associates (regardless of the capacity in which the vote is cast); and
 - that are cast as a proxy by a member of the Company's Key Management Personnel (KMP) at the date of the Meeting or their closely related parties,
- unless the vote is cast on Resolution 3:
- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
 - as proxy for a person entitled to vote on the resolution by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy as the Chairman decides; or
 - by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

NOTICE OF 2021 ANNUAL GENERAL MEETING

Resolution 4: Issue of Performance Share Rights to Mr Manjit Gombra-Singh

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

“That for the purposes ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 28,868 Performance Share Rights to Manjit Gombra-Singh (and/or his nominee) under the Key Employee Equity Plan on the terms and conditions set out in the Explanatory Statement”

Voting exclusion: The Company will disregard any votes cast on Resolution 4:

- that are cast in favour of the resolution by or on behalf of Mr Gombra-Singh and any of his associates (regardless of the capacity in which the vote is cast); and
- that are cast as a proxy by a member of the Company's Key Management Personnel (KMP) at the date of the Meeting or their closely related parties,

unless the vote is cast on Resolution 4:

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

Resolution 5: Approval of the Global Acquisition and Matching Equity Plan (GAME Plan)

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

“That the Game Plan, as described in the Explanatory Statement to this Notice of Meeting, be approved for the purposes of Californian Securities Law and all other purposes.”

Voting exclusion: The Company will disregard any votes cast on Resolution 5 as a proxy by a member of the Company's KMP at the date of the Meeting or their closely related parties, unless the vote is cast as a proxy for a person permitted to vote on Resolution 5:

- in accordance with a direction as to how to vote on the proxy form; or
- by the person chairing the Meeting pursuant to an express authorisation to exercise the proxy even though it is connected with the remuneration of KMP. Note:

Further information about the GAME Plan appears in the Explanatory Statement to this Notice of Meeting.

Resolution 6: Increase in Non-Executive Directors' fee cap

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

“That, pursuant to clause 7.3 of the Constitution and ASX Listing Rule 10.17, the maximum amount of Non-Executive Directors' fees for their services as Non-Executive Directors be increased from the present limit of \$750,000 per annum in aggregate to a limit of \$1,500,000 per annum in aggregate.”

Voting exclusion: The Company will disregard any votes on this resolution:

- cast in favour of this resolution by or on behalf of a Director of the Company and any of their associates; and
- cast as a proxy by a member of the Company's KMP at the date of the Meeting or their closely related parties,

unless the vote is cast as a proxy for a person permitted to vote on Resolution 6 who has either:

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

NOTICE OF 2021 ANNUAL GENERAL MEETING

- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7: Remuneration Report

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

“That the Remuneration Report for the Company (included in the Directors’ Report) for the year ended 30 June 2021 be adopted.”

Resolution 8: Amendment to constitution

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

“That for the purposes of section 136(2) of the Corporations Act 2001 (Cth), the Company’s constitution be amended on the terms and conditions set out in the Explanatory Memorandum.”

Voting prohibition for Resolutions 3 to 7

(inclusive): A vote on Resolutions 3 to 7 (inclusive) must not be cast:

- by or on behalf of a member of KMP (in the case of Resolution 7, details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2021) or their closely related parties (regardless of the capacity in which the vote is cast);
- as a proxy by a member of the Company’s KMP at the date of the meeting or their closely related parties,

unless the vote is cast as a proxy for a person permitted to vote on any of Resolutions 3 to 7 (inclusive):

- in accordance with a direction as to how to vote on the proxy form; or
- by the person chairing the Meeting pursuant to an express authorisation to exercise the proxy even though it is connected with the remuneration of KMP.

By order of the Board.



Andrew Hensher
Group General Counsel & Company Secretary
6 September 2021

NOTICE OF 2021 ANNUAL GENERAL MEETING

NOTES

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

If you are unable to attend the Meeting via the live webcast, but wish to appoint a proxy, please complete and return the enclosed proxy form so that it is received prior to 11.00am (Melbourne time) on Sunday, 3 October 2021. You can do this online or by returning it to our share registry, Computershare Investor Services Pty Limited. Details of how to complete and submit the proxy form are included on the proxy form.

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

Determination of entitlement to attend and vote

For the purposes of determining an entitlement to vote at the Meeting, shares will be taken to be held by the persons who are registered as shareholders at 7:00pm (Melbourne time) on Sunday, 3 October 2021.

Proxies

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

An instrument appointing a proxy must be signed by the shareholder appointing the proxy or by the shareholder's attorney duly authorised in writing or, if the shareholder is a corporation, in accordance with the Corporations Act 2001 (Cth) (the Corporations Act) and the shareholder's constitution. A proxy need not be a shareholder of the Company and may be an individual or body corporate. A proxy has the same rights as a shareholder to speak at the Meeting, to vote (but only to the extent allowed by the appointment) and to join in a demand for a poll.

A proxy form which is signed under power of attorney or other authority must be accompanied by that power of attorney or authority or a copy of that power of attorney or authority certified as a true copy by statutory declaration, unless it has previously been provided to and been accepted by the share registry.

Where more than one joint holder votes, the vote of the holder whose name appears first in the register of shareholders shall be accepted to the exclusion of the others.

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

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

An instrument appointing a proxy must be lodged as follows by no later than 11.00am (Melbourne time) on Sunday, 3 October 2021 in order to be effective:

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

Corporate representatives

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

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

Voting

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

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT

ORDINARY BUSINESS

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

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

Financial Report, Directors' Report and Auditor's Report

This item of business calls for shareholders to formally receive the Financial Report for the year ended 30 June 2021 (which includes all the financial statements and notes), Directors' Report and the Auditor's Report. The Financial Report, Directors' Report and Auditor's Report are set out in the Company's Annual Report. Shareholders who elected to receive a printed copy of the Annual Report should have received the Annual Report with this Notice of Meeting. The Annual Report is available from the Company website, <https://investors.pointsbet.com.au/>.

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

Resolution 1: Election of Director – Ms Kosha Gada

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

The purpose of Resolution 1 is to seek Shareholder approval pursuant to Rule 7.1(h) of the Constitution of Ms Kosha Gada as a Director.

Brief biographical details of Ms Gada are set out below:

Occupation: Company Director

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

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

She is currently the CEO and Managing Director of Recastled LLC, a media & tech incubator and advisory firm. Prior to Recastled, Kosha was Corporate Executive Director of Strategy at the Comcast Corporation. Ms Gada was previously a Principal at Kearney, advising senior executives at premier global corporations on strategic and operating objectives.

Kosha is a regular contributor on business/news networks (including Sky News, CNBC and BNN Bloomberg) and publications (including Forbes and TechCrunch) as well as a keynote speaker at industry symposiums focusing on media and technology analysis.

Resolution 1 is an ordinary resolution.

The Board of Directors supports the election of Ms Gada as a Director of the Company and recommends that shareholders vote in favour of Resolution 1.

Resolution 2: Ratification of Prior Issue of Placement Shares

On 29 July 2021, the Company announced that it had conducted a placement to institutional investors (**Placement**) together with an accelerated renounceable entitlement offer with retail rights trading.

The Company issued 21,506,682 Shares at an issue price of \$10.00 per Share (**Placement Shares**) to institutional investors on 6 August 2021 under the Placement.

The funds raised from the issue of the Placement Shares are being used to support:

- North American marketing and client acquisition;
- Technology and product development (sports betting and iGaming);
- US market access and government licensing fees;
- Continued investment in talent and scale of operations; and
- Balance sheet flexibility.

The Placement Shares were issued pursuant to ASX Listing Rule 7.1. Resolution 2 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Placement Shares issued under ASX Listing Rules 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

EXPLANATORY STATEMENT

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying the issue of the Placement Shares, the subject of Resolution 2, the Company will retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval.

Resolution 2 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification the subject of Resolution 2:

- (a) a total of 21,506,682 fully paid ordinary shares were issued on 6 August 2021 to institutional investors introduced by MST Financial Services Pty Limited and Goldman Sachs Australia Pty Ltd and;
- (b) the issue price per Placement Share was \$10.00;
- (c) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company, ranking equally with the existing Shares on issue;
- (d) the funds raised are being used to support
 - a. marketing and client acquisition;
 - b. technology and product development;
 - c. US business development, comprising (i) market access and government licensing fees and (ii) sportsbook fitout costs; and
 - d. balance sheet flexibility; and
- (e) a voting exclusion statement is included in the Notice of Meeting for Resolution 2.

The Directors recommend that shareholders vote in favour of Resolution 2, as it allows the Company to ratify the above issue of Placement Shares and retain the flexibility to issue further Equity Securities representing up to 15% of the Company's Share capital during the next 12 months.

Resolutions 3 and 4: Issue of Performance Share Rights to Mr Sam Swanell and Mr Manjit Gombra Singh

Overview of the Key Employee Equity Plan (Plan)

The PointsBet Group is listed on the ASX. Following the expansion into the United States (U.S.), where a number of its senior leadership team is based, the Board considered remuneration practices in Australia and the U.S. and identified some meaningful differences, primarily in the design of long-term incentive programs.

The Board concluded that it would be appropriate to consider taking a balanced approach to these differences in a way that considers the norms of both countries and results in a market-competitive long term incentive plan as a key component of a market competitive executive remuneration approach.

The Board determined that the award of performance share rights with the award linked to achievement of individual performance goals and continuation of employment will provide the necessary motivation for key executives in Australia and the US to invest energies and commitment over time to create shareholder value.

ASX Listing Rule 10.14

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

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

Resolutions 3 and 4 seeks Shareholder approval, pursuant to ASX Listing Rule 10.14, for the proposed grant of the PSRs to Mr Swanell and Mr Gombra Singh (and/or their nominee) because both Mr Swanell and Mr Gombra Singh are Directors.

As Shareholder approval is sought under ASX Listing Rule 10.14, approval under ASX Listing Rule 7.1 is not required. Accordingly, if approved, the grant of PSRs to Mr Swanell and Mr Gombra Singh pursuant to Resolutions 3 and 4 will not reduce the Company's 15% placement capacity for the purposes of ASX Listing Rule 7.1.

Sam Swanell

The Board has agreed, subject to obtaining Shareholder approval, to issue a total of 26,596 Performance Share Rights (**PSRs**) to Mr Sam Swanell on the terms and conditions set out below.

EXPLANATORY STATEMENT

CEO remuneration

Mr Swanell's remuneration arrangements for FY2022 as Global CEO & Managing Director (CEO) are as follows:

	AUD
Fixed Remuneration (inc. Super)	\$700,000
Short Term Incentive (Target)	\$700,000
Long Term Incentive (Target)	\$350,000
Total Target Remuneration	\$1,750,000

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

Approvals Sought

Shareholder approval is being sought for the grant of 26,596 PSRs to Sam Swanell under the Plan. Approval is being sought for all purposes, including for ASX Listing Rule 10.14, which requires that shareholder approval is obtained for the acquisition of securities by a director under an employee incentive scheme. If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Swanell.

Specific terms of the CEO's grant

The Board proposes that the CEO be granted 26,596 PSRs under the Plan for his 2022 award. The Board has determined Sam Swanell's long term incentive opportunity for the 2022 award is \$350,000 (**LTI Opportunity**).

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

- calculating the 'face value' of the Company's shares based on the volume-weighted average price (**VWAP**) for the 5 trading days up to and including 30 June 2021 (the day before the start of the performance period) which was A\$13.16 per share (Face Value); and
- dividing the LTI Opportunity by the Face Value and rounding to the nearest whole figure.

Key Terms of the grant.

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

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

Performance Period and Vesting conditions

The vesting condition will be tested over a period of three years as follows:

- Mr Swanell must achieve certain goals set by the Board during the performance period (1 July 2021 to 30 June 2022) (**Performance Criteria**).
- Where Mr Swanell has achieved the Performance Criteria and remains employed:
 - o as at 1 July 2023, 50% of the PSRs (13,298) will vest; and
 - o as at 1 July 2024, 50% of the PSRs (13,298) will vest,(each a **Vesting Date**).

Testing and vesting

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

Ranking of shares

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

Voting and dividend rights

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

Trading restrictions

- A participant may not sell, transfer, mortgage or otherwise deal with or encumber any PSRs.
- Shares allocated on vesting of the PSRs will be subject to the Company's share trading policy.

EXPLANATORY STATEMENT

Information required by ASX Listing Rule 10.15

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification the subject of Resolution 3:

- The PSRs will be granted to Mr Sam Swanell, Managing Director and Chief Executive Officer of the Company (and/or his nominee).
- Mr Swanell falls within the category of ASX Listing Rule 10.14.1 as he is a Director of the Company;
- Mr Swanell (and/or his nominee) will be granted 26,596 PSRs. The actual number of PSRs that vest and will convert into Shares is dependent on the achievement of the vesting conditions as described in the PSR terms and conditions.
- Mr Swanell's remuneration arrangements for FY2021 as Global CEO and Managing Director is set out above.
- As approved by shareholders at the 2020 Annual General Meeting, 8,897 PSRs were allocated at no cost to Mr Swanell during 2020 under the Plan.
- A summary of the material terms of the PSRs are set out above.
- The Company uses PSRs because they create alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the PSRs vest.
- The PSRs have a face value of \$13.16 each, based on the 5-trading day VWAP of PointsBet shares up to and including 30 June 2021 (the day before the start of the performance period).
- The PSRs that are awarded to Mr Swanell following shareholder approval will be issued no later than three years after the Meeting.
- The price payable on the issue of each PSR is nil.
- A summary of the material terms of the Plan is set out in Schedule 1.
- There is no loan in relation to the proposed award of PSRs to Mr Swanell.
- Details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

A voting exclusion statement is included in the Notice.

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

Manjit Gombra Singh

The Board has agreed, subject to obtaining Shareholder approval, to issue a total of 28,868 Performance Share Rights (**PSRs**) to Mr Gombra Singh on the terms and conditions set out below.

President Product and Technology remuneration

Mr Gombra Singh's remuneration arrangements for FY2022 as President, Product and Technology and Executive Director are as follows:

	USD
Fixed Remuneration	\$375,000
Short Term Incentive (Target)	\$75,000
Long Term Incentive (Target)	\$285,000
Total Target Remuneration	\$735,000

The Board is satisfied that the Mr Gombra Singh's remuneration arrangements are competitive relative to ASX market and industry peers and effectively incentivises Mr Gombra Singh to deliver the Company's growth strategy and drive financial performance, in the interests of shareholders.

Approvals Sought

Shareholder approval is being sought for the grant of 28,868 PSRs to Manjit Gombra Singh under the Plan. Approval is being sought for all purposes, including for ASX Listing Rule 10.14, which requires that shareholder approval is obtained for the acquisition of securities by a director under an employee incentive scheme. If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Gombra Singh.

Specific terms of Mr Gombra Singh's grant

The Board proposes that Mr Gombra Singh be granted 28,868 PSRs under the Plan for his 2022 award. The Board has determined Mr Gombra Singh's long term incentive opportunity for the 2022 award is US\$285,000 (**LTI Opportunity**).

EXPLANATORY STATEMENT

The actual number of PSRs to be granted to Mr Gombra Singh was determined by:

- calculating the 'face value' of the Company's shares based on the VWAP for the 5 trading days up to and including 30 June 2021 (the day before the start of the performance period) which was A\$13.16 per share (Face Value); and
- dividing the LTI Opportunity (exchanged into Australian dollars) by the Face Value and rounding to the nearest whole figure.

Key Terms of the grant.

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

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

Performance Period and Vesting conditions

The vesting condition will be tested over a period of three years as follows:

- Mr Gombra Singh must achieve certain goals set by the Board during the performance period (1 July 2021 to 30 June 2022) (**Performance Criteria**).
- Where Mr Gombra Singh has achieved the Performance Criteria and remains employed:
 - o as at 1 July 2023, 50% of the PSRs (14,434) will vest.
 - o as at 1 July 2024, 50% of the PSRs (14,434) will vest,

(each a **Vesting Date**).

Testing and vesting

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

Ranking of shares

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

Voting and dividend rights

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

Trading restrictions

- A participant may not sell, transfer, mortgage or otherwise deal with or encumber any PSRs.
- Shares allocated on vesting of the PSRs will be subject to the Company's share trading policy.

Information required by ASX Listing Rule 10.15

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification the subject of Resolution 4:

- The PSRs will be granted to Mr Gombra Singh (and/or his nominee).
- Mr Gombra Singh falls within the category of ASX Listing Rule 10.14.1 as he is a Director of the Company.
- Mr Gombra Singh (and/or his nominee) will be granted 28,868 PSRs. The actual number of PSRs that vest and will convert into Shares is dependent on the achievement of the vesting conditions as described in the PSR terms and conditions.
- Mr Gombra Singh's remuneration arrangements for FY2021 as President, Product and Technology and Executive Director is set out above.
- 53,381 PSRs were allocated at no cost to Mr Gombra Singh during 2020 under the Plan (prior to his election as an Executive Director).
- A summary of the material terms of the PSRs are set out above.
- The Company uses PSRs because they create alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the PSRs vest.
- The PSRs have a face value of \$13.16 each, based on the 5-trading day VWAP of PointsBet shares up to and including 30 June 2021 (the day before the start of the performance period).
- The PSRs that are awarded to Mr Gombra-Singh following shareholder approval will be issued no later than three years after the Meeting.

EXPLANATORY STATEMENT

- The price payable on the issue of each PSR is nil.
- A summary of the material terms of the Plan is set out in Schedule 1.
- There is no loan in relation to the proposed award of PSRs to Mr Gombra-Singh.
- Details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

A voting exclusion statement is included in the Notice.

The Directors (with Mr Gombra-Singh abstaining) recommend that shareholders vote in favour of Resolution 4.

Resolution 5: Approval of GAME Plan

Overview of the GAME Plan

The Company established the GAME Plan (**Share Plan**) in 2021 for employees of the Group. Participants of Company's KEEP Plan are not eligible to participate in the Share Plan. The Share Plan is designed to assist employees build their shareholding in the Company and in doing so, further align their interests with those of shareholders, for the mutual long-term benefit of employees and the Company.

Under the Share Plan, employees invest their own funds into the Company and then receive a proportionate number of additional rights to receive fully paid ordinary shares in the Company (**Matching Rights**) for no additional consideration.

Approvals sought

The Share Plan is being made available to Group employees across the world, including in the United States.

Californian securities laws require that any compensatory plan adopted by a foreign private issuer, such as the Company, must be approved by a majority of the issuer's outstanding voting shares within 12 months of the issuance of securities in California, if securities may be issued under the plan to more than 35 persons in California.

As offers under the Share Plan may be extended to more than 35 Group employees in California, shareholder approval of the Share Plan for the purpose of the State of California's securities laws is sought.

Californian law also requires that the Share Plan must be approved every ten years in order to allow certain United States resident employees to participate in the Share Plan.

Shareholder approval is being sought to enable the Company to make offers to United States employees on substantially the same terms as other employees.

Overview of key terms of Share Plan

Key terms of the Share Plan are set out below:

Share Purchases

- Participants can contribute up to 20% of their after-tax remuneration each financial year into the Share Plan.
- Participants will receive fully-paid ordinary shares in the Company (**Shares**) based on the price of those Shares on each of the quarterly purchase dates.
- Where the number of Shares calculated is not a whole number, the Shares will be rounded down to the nearest whole number.
- Employees will not pay any brokerage or commission on the purchase of these Shares.
- Employees are free to deal with their Shares as soon as they are allocated, subject to the Company's Securities Trading Policy.

Matching Rights

- Where an employee purchases Shares under the Share Plan, they will receive Matching Rights at no extra cost. Employees will receive one Matching Right for every three Shares that they purchase.
- Matching Rights will only be allocated in respect of the first AU\$6,000 of after-tax remuneration contributed each year by an employee. For amounts contributed above AU\$6,000 to acquire Shares, Matching Rights will not be granted.
- Matching Rights will be allocated on or around the same time as Shares each quarter.

Vesting

- Matching Rights will vest two years from the date of allocation. On vesting, employees will receive Shares.
- One Matching Right entitles the employee to one Share.

EXPLANATORY STATEMENT

- Shares purchased under the Share Plan and Shares allocated upon vesting of Matching Rights will generally be acquired on-market on the ASX, but may instead be issued by the Company.

Dividends and voting

- Shares will rank equally with other fully-paid shares in the Company and will be entitled to receive any dividends declared and vote.
- Matching Rights do not carry dividend or voting entitlements.

Ceasing employment

- If an employee ceases to be employed by the Group prior to the vesting date, any unvested Matching Rights will automatically lapse.
- Any cash contributed by employees that has not yet been directed to acquire Shares and that is still held by the Group will be returned to the employee as soon as practicable.

Bonus issues, rights issues, etc.

- Shares will be entitled to participate in bonus issues, rights issues and any other corporate actions.

Change of control

- If there is a change of control of the Company, the Board may exercise its discretion in determining the manner in which all Unvested Matching Rights will be dealt with.

If shareholders do not approve Resolution 5, the Share Plan will cease to operate in 2020 in respect of Participants who are resident in California, and unused cash contributions from those employees will be returned.

Recommendation

The Directors recommend that shareholders vote in favour of Resolution 5.

Resolution 6: Increase in Non-Executive Directors' fee cap

The current maximum amount available for payment of Non-Executive Directors' fees in aggregate each year is \$750,000. This amount was approved by shareholders prior to listing on the ASX in 2019.

For the purposes of clause 7.3 of the Company's Constitution and ASX Listing Rule 10.17, shareholder approval is now sought to increase the Non-Executive Directors' fee cap by an amount of \$750,000 to a limit of \$1,500,000 per annum in aggregate. It is emphasised that this is a maximum limit and does not indicate that fees will necessarily be increased to that limit.

No securities have been issued to any Non-Executive Director under ASX Listing Rule 10.11 or ASX Listing Rule 10.14 with the approval of the Company's shareholders at any time within the preceding three years.

The Board considers that it is appropriate to seek approval for an increase in the Non-Executive Directors' fee cap at this time for a number of specific reasons:

Increasing time and responsibilities required of Non-Executive Directors

The Company's expansion across the United States over the past twelve months has resulted in increases in the workload and responsibilities of the Non-Executive Directors on the Board and its Committees. The Company has launched in 4 new jurisdictions over this period. Market capitalisation has also significantly increased by over this time and the Company is now well into the ASX200 index.

The Board has had a significant increase in workload since the initial IPO, which is likely to continue to increase over coming years as the Company executes on its strategy and seeks to expand its operations.

The proposed increase in the fee cap would provide flexibility to pay Non-Executive Directors appropriate fees which take into account the increasing workloads and levels of responsibility.

Any fee increases will take into account:

- increasing time commitments due to the growth in size and scope of the Company's strategic business and the requirements to comply with regulatory requirements in multiple environments;
- increasing travel commitments to attend additional overseas board meetings as well as visits to operations globally; and
- increasing regulatory load as a direct result for the need for each Director to meet individual State requirements for probity and licensing requirements. These are quite onerous.

It is not intended that the full amount of the proposed maximum cap be used immediately, but rather that it be set at a level to allow for growth in Non-Executive Director fees over time to reflect these increasing demands and responsibilities as well as recognition of the Company's increased complexity.

EXPLANATORY STATEMENT

To continue to manage orderly succession planning

Attracting the right Board members and providing effective transition arrangements are fundamental to a high performing Board. To facilitate an orderly transfer of responsibilities, new directors may be appointed prior to the retirement of existing directors, resulting in a short-term increase in the size of the Board and the total fees payable to the directors. This is especially the case given the regulatory environment in which the Company operates where directors may be appointed subject to receipt of regulatory pre-approval which can take time to receive.

The proposed increase in the fee cap would enable the Company to facilitate succession planning having regard to these complexities and to market based director fees.

To have flexibility to appoint global non-executive directors and have diversity of membership on the Board

The Board seeks to have an appropriate and diverse mix of skills, experience, expertise and diversity (including geographical diversity) to effectively discharge its responsibilities, appropriately monitor risk management and add value to the Group.

The Company is global in its structure and operations and it is therefore important that the Board is composed of an appropriate mix of global directors. The proposed fee increase would provide the Board with sufficient flexibility to attract and appoint global directors who have the skills and experience to complement the Board's current composition in line with the business' growth and evolving needs.

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

As the Non-Executive Directors have a personal interest in this resolution, the Board of Directors make no recommendation as to how shareholders should vote on this resolution 6.

Resolution 7: Remuneration Report

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

The Remuneration Report for the year ended 30 June 2021 is set out in the Directors' Report which forms part of the Annual Report. It is also available on the Company's website, <https://investors.pointsbet.com.au/>.

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

- senior executive remuneration philosophy and framework;
- an explanation of the Board's policies in relation to the objectives and structure of remuneration;
- remuneration outcomes in FY2020/21 and links to business strategy and Group performance;
- a detailed summary of vesting conditions, why they were chosen and how performance is measured against them; and
- the remuneration details for each Non-Executive Director and for each of the Executive KMP of the Company.

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

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

Noting that each Director has a personal interest in his or her own remuneration from the Company as described in the Remuneration Report, the Board of Directors recommends that shareholders vote in favour of Resolution 7.

Resolution 8: Amendment to the constitution

Under section 136(2) of the Corporations Act, the Company may modify its current constitution (**Current Constitution**) by special resolution. A special resolution requires the approval of 75% of the votes cast by the shareholders present or eligible to vote (in person, by proxy or corporate representative) in order to be passed.

This special resolution to amend the Current Constitution is proposed to ensure that the Company can:

- convene a general meeting to be held virtually using technology as permitted by the Corporations Act; and
- communicate and provide shareholders with notices of general meetings and any document that is required or permitted to be given in connection with that notice of meeting using technology (for example, via email attaching the notice of meeting and proxy form, or setting out a location where such documents can be viewed or downloaded).

A copy of the proposed constitution to be adopted in place of the Current Constitution is available at <https://investors.pointsbet.com.au/corporate-governance/> (**Proposed Constitution**).

EXPLANATORY STATEMENT

During the ongoing COVID-19 pandemic, the Company has taken advantage of various legislative measures permitting general meetings to be hosted entirely using technology, such as the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020* and ASIC's "no-action" position as set out in its "21-061MR" media release of 29 March 2021. These measures have recently been extended through the passing of *Treasury Laws Amendment (2021 Measures No. 1) Bill 2021*, but remain temporary. It is expected that Parliament will introduce and adopt further legislative changes that will eventually make virtual meetings and communicating notices of such meetings electronically a permanent feature of the Corporations Act. If adopted, the Corporations Act will be amended so as to permit, among other things, wholly virtual meetings hosted entirely by technology and for notices of meetings and any other information provided with the notice to be communicated electronically, provided the shareholder has not opted to receive the document in hard copy.

The Current Constitution does not contemplate the holding of a wholly virtual general meeting that is hosted only by using technology. Currently, it only goes so far as to contemplate a general meeting held either wholly at a physical meeting place or at two or more venues using any technology that gives shareholders as a whole a reasonable opportunity to participate in the meeting. The Current Constitution also does not expressly provide the Company with the ability to communicate notices of meetings and any document that is required or permitted to be given in connection with that notice of meeting using one or more technologies. Accordingly, the Company considers it is appropriate to amend its constitution to ensure that it can continue to take such actions, even in circumstances where the existing temporary measures have lapsed and Parliament has yet to adopt further legislative changes.

The Proposed Constitution will have the effect of:

- enabling the Company to hold a wholly virtual general meeting hosted only by using technology, provided that the notice of meeting sets out the main regulations, rules and procedures governing how the meeting is to be conducted, and shareholders as a whole are given a reasonable opportunity to participate in the general meeting;
- deeming shareholders participating at the meeting to be present, including for the purposes of determining a quorum;
- enabling a shareholder participating at the meeting to exercise all rights as if the shareholder had physically attend the meeting, including the right to vote on a show of hands or a poll; and

- allowing the Company to provide shareholders with the notice of meeting and any document that is required or permitted to be given in connection with that notice of meeting using one or more technologies, or details of an online location where they can be viewed or downloaded.

The Board considers the Proposed Constitution to be in the best interests of shareholders of the Company as the amendments will provide the Board with the flexibility to hold general meetings online and make the relevant documents available electronically, where it would be beneficial and in the interests of shareholders.

EXPLANATORY STATEMENT

SCHEDULE 1

TERMS OF KEY EMPLOYEE EQUITY PLAN

The key terms of the Plan are as follows:

Eligibility

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

Types of securities

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

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

Offers under the Plan

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

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

Plan limit

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

Issue price

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

Vesting

Vesting of performance rights, options and restricted shares under the Plan is subject to any vesting or performance conditions determined by the Board and specified in the offer document.

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

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

Cessation of employment

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

Clawback and preventing inappropriate benefits

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

Change of control

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

Reconstructions and corporate actions

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

Restrictions on dealing

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

Other terms

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

APPENDIX A

ONLINE MEETING GUIDE

GETTING STARTED

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Meeting ID

Meeting ID as provided in the Notice of Meeting.

Australian Residents

- > **Username** (SRN or HIN) and
- > **Password** (postcode of your registered address).

Overseas Residents

- > **Username** (SRN or HIN) and
- > **Password** (three-character country code) e.g. New Zealand - **NZL**; United Kingdom - **GBR**; United States of America - **USA**; Canada - **CAN**.

A full list of country codes is provided at the end of this guide.

Appointed Proxies

To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

PARTICIPATING AT THE MEETING

1 To participate in the meeting, you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.

LUMI agm

Enter Meeting ID

Join

2 To proceed into the meeting, you will need to read and accept the Terms and Conditions.

Meeting Terms and Conditions

Terms and conditions must be read and accepted prior to proceeding to the meeting.

To view the full terms and conditions please click the following link.

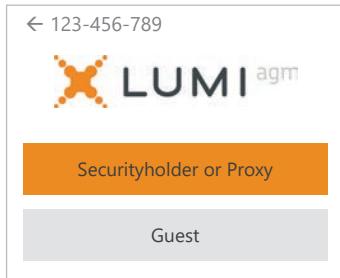
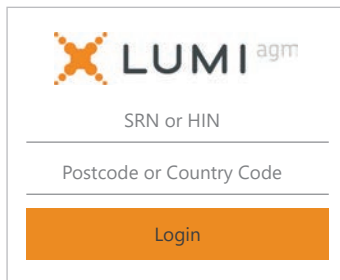
[Terms and Conditions](#)

I agree to all of the above terms and conditions

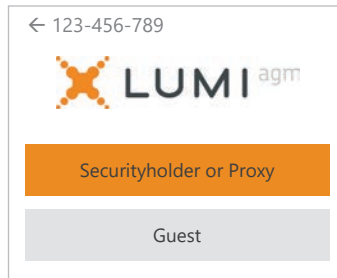
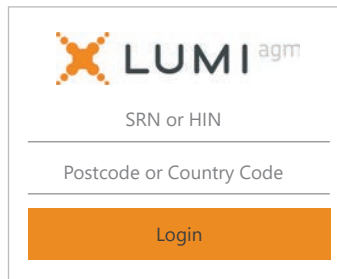
DECLINE ACCEPT

3 Select the relevant log in option to represent yourself in the meeting.
Note that only Securityholders and Proxies can vote and ask questions in the meeting.

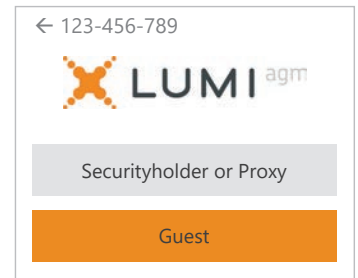
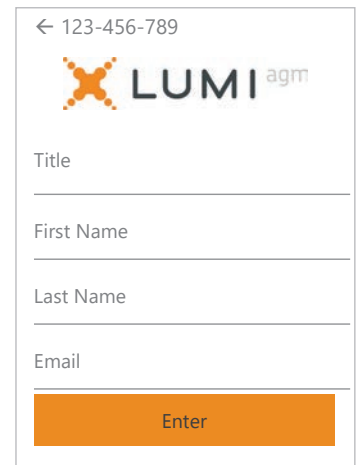
To register as a securityholder, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.

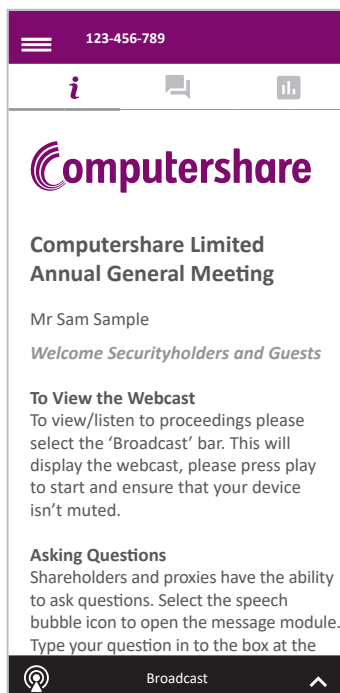
OR To register as a proxyholder, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.

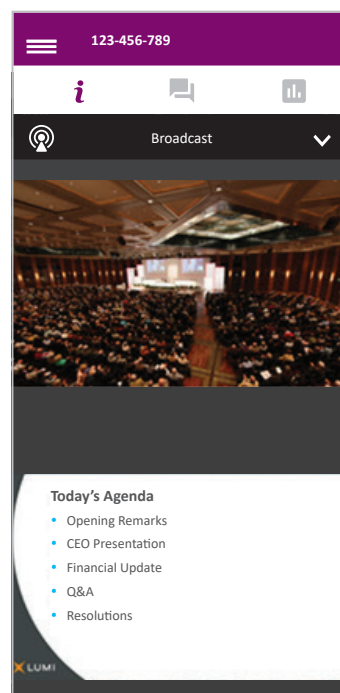
OR To register as a guest, select 'Guest' and enter your name and email address.





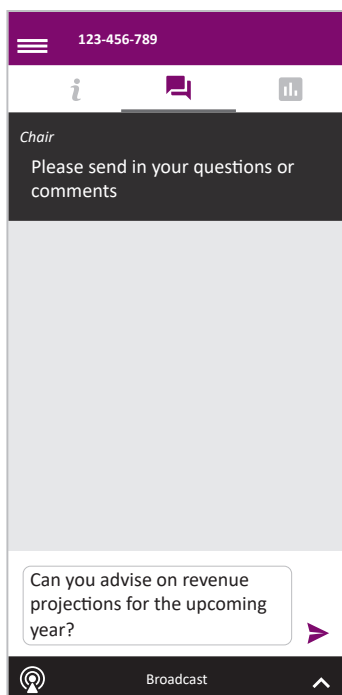
4 Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.




5 To view the webcast you must tap the broadcast arrow on your screen and press the play button. Click the arrow to switch between screens.



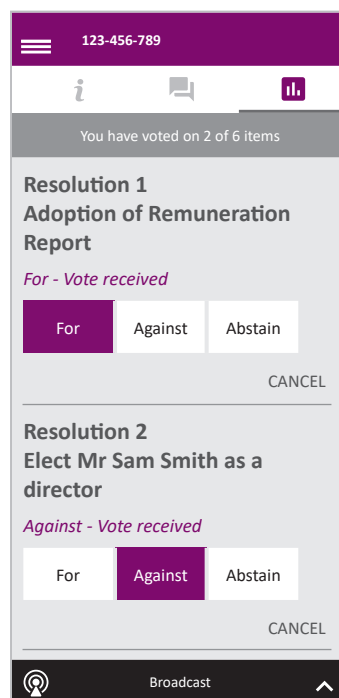
6 To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.



7 When the Chair declares the poll open:

- > A voting icon  will appear on screen and the meeting resolutions will be displayed
- > To vote, select one of the voting options. Your response will be highlighted
- > To change your vote, simply select a different option to override

The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



Icon descriptions

 Home page icon, displays meeting information.

 Questions icon, used to ask questions.

 Voting icon, used to vote. Only visible when the Chair opens the poll.

 The broadcast bar allows you to view and listen to the proceedings.

FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024

COUNTRY CODES

Select your country code from the list below and enter it into the password field.

ABW ARUBA	ECU ECUADOR	LIE LIECHTENSTEIN	SEN SENEGAL
AFG AFGHANISTAN	EGY EGYPT	LKA SRI LANKA	SGP SINGAPORE
AGO ANGOLA	ERI ERITREA	LSO LESOTHO	SGS STH GEORGIA & STH SANDWICH ISL
AIA ANGUILLA	ESH WESTERN SAHARA	LTU LITHUANIA	SHN ST HELENA
ALA ALAND ISLANDS	ESP SPAIN	LUX LUXEMBOURG	SJM SVALBARD & JAN MAYEN
ALB ALBANIA	EST ESTONIA	LVA LATVIA	SLB SOLOMON ISLANDS
AND ANDORRA	ETH ETHIOPIA	MAC MACAO	SLE SIERRA LEONE
ANT NETHERLANDS ANTILLES	FIN FINLAND	MAF ST MARTIN	SLV EL SALVADOR
ARE UNITED ARAB EMIRATES	FJI FIJI	MAR MOROCCO	SMR SAN MARINO
ARG ARGENTINA	FLK FALKLAND ISLANDS (MALVINAS)	MCO MONACO	SOM SOMALIA
ARM ARMENIA	FRA FRANCE	MDA MOLDOVA REPUBLIC OF	SPM ST PIERRE AND MIQUELON
ASM AMERICAN SAMOA	FRO FAROE ISLANDS	MDG MADAGASCAR	SRB SERBIA
ATA ANTARCTICA	FSM MICRONESIA	MDV MALDIVES	STP SAO TOME AND PRINCIPE
ATF FRENCH SOUTHERN TERRITORIES	GAB GABON	MEX MEXICO	SUR SURINAME
ATG ANTIGUA AND BARBUDA	GBR UNITED KINGDOM	MHL MARSHALL ISLANDS	SVK SLOVAKIA
AUS AUSTRALIA	GEO GEORGIA	MKD MACEDONIA FORMER YUGOSLAV REP	SVN SLOVENIA
AUT AUSTRIA	GGY GUERNSEY	MLI MALI	SWE SWEDEN
AZE AZERBAIJAN	GHA GHANA	MLT MALTA	SWZ SWAZILAND
BDI BURUNDI	GIB GIBRALTAR	MMR MYANMAR	SYC SEYCHELLES
BEL BELGIUM	GIN GUINEA	MNE MONTENEGRO	SYR SYRIAN ARAB REPUBLIC
BEN BENIN	GLP GUADELOUPE	MNG MONGOLIA	TCA TURKS AND CAICOS ISLANDS
BFA BURKINA FASO	GMB GAMBIA	MNP NORTHERN MARIANA ISLANDS	TCO CHAD
BGD BANGLADESH	GNB GUINEA-BISSAU	MOZ MOZAMBIQUE	TGO TOGO
BGR BULGARIA	GNQ EQUATORIAL GUINEA	MRT MAURITANIA	THA THAILAND
BHR BAHRAIN	GRC GREECE	MSR MONTSERRAT	TJK TAJIKISTAN
BHS BAHAMAS	GRD GRENADA	MTQ MARTINIQUE	TKL TOKELAU
BIH BOSNIA & HERZEGOVINA	GRL GREENLAND	MUS MAURITIUS	TKM TURKMENISTAN
BLM ST BARTHELEMY	GTM GUATEMALA	MWI MALAWI	TLS EAST TIMOR DEMOCRATIC REP OF
BLR BELARUS	GUF FRENCH GUIANA	MYS MALAYSIA	TMP EAST TIMOR
BLZ BELIZE	GUM GUAM	MYT MAYOTTE	TON TONGA
BMU BERMUDA	GUY GUYANA	NAM NAMIBIA	TTO TRINIDAD & TOBAGO
BOL BOLIVIA	HKG HONG KONG	NCL NEW CALEDONIA	TUN TUNISIA
BRA BRAZIL	HMD HEARD AND MCDONALD ISLANDS	NER NIGER	TUR TURKEY
BRB BARBADOS	HND HONDURAS	NFK NORFOLK ISLAND	TUV TUVALU
BRN BRUNEI DARUSSALAM	HRV CROATIA	NGA NIGERIA	TWN TAIWAN
BTN BHUTAN	HTI HAITI	NIC NICARAGUA	TZA TANZANIA UNITED REPUBLIC OF
BUR BURMA	HUN HUNGARY	NIU NIUE	UGA UGANDA
BVT BOUVET ISLAND	IDN INDONESIA	NLD NETHERLANDS	UKR UKRAINE
BWA BOTSWANA	IMN ISLE OF MAN	NOR NORWAY	UMI UNITED STATES MINOR OUTLYING
CAF CENTRAL AFRICAN REPUBLIC	IND INDIA	NPL NEPAL	URY URUGUAY
CAN CANADA	IOT BRITISH INDIAN OCEAN TERRITORY	NRU NAURU	USA UNITED STATES OF AMERICA
CCK COCOS (KEELING) ISLANDS	IRL IRELAND	NZL NEW ZEALAND	UZB UZBEKISTAN
CHE SWITZERLAND	IRN IRAN ISLAMIC REPUBLIC OF	OMN OMAN	VAT HOLY SEE (VATICAN CITY STATE)
CHL CHILE	IRQ IRAQ	PAK PAKISTAN	VCT ST VINCENT & THE GRENADINES
CHN CHINA	ISL ICELAND	PAN PANAMA	VEN VENEZUELA
CIV COTE D'IVOIRE	ISM BRITISH ISLES	PCN PITCAIRN ISLANDS	VGB BRITISH VIRGIN ISLANDS
CMR CAMEROON	ISR ISRAEL	PER PERU	VIR US VIRGIN ISLANDS
COD CONGO DEMOCRATIC REPUBLIC OF	ITA ITALY	PHL PHILIPPINES	VNM VIETNAM
COG CONGO PEOPLES REPUBLIC OF	JAM JAMAICA	PLW PALAU	VUT VANUATU
COK COOK ISLANDS	JER JERSEY	PNG PAPUA NEW GUINEA	WLF WALLIS AND FUTUNA
COL COLOMBIA	JOR JORDAN	POL POLAND	WSM SAMOA
COM COMOROS	KAZ KAZAKHSTAN	PRI PUERTO RICO	YEM YEMEN
CPV CAPE VERDE	KEN KENYA	PRK KOREA DEM PEOPLES REPUBLIC OF	YMD YEMEN DEMOCRATIC YUGOSLAVIA SOCIALIST FED REP
CRI COSTA RICA	KGZ KYRGYZSTAN	PRT PORTUGAL	ZAF SOUTH AFRICA
CUB CUBA	KHM CAMBODIA	PRY PARAGUAY	ZAR ZAIRE
CXR CHRISTMAS ISLAND	KIR KIRIBATI	PSE PALESTINIAN TERRITORY OCCUPIED	ZMB ZAMBIA
CYM CAYMAN ISLANDS	KOR KOREA REPUBLIC OF	PYF FRENCH POLYNESIA	ZWE ZIMBABWE
CYP CYPRUS	KWT KUWAIT	QAT QATAR	
CZE CZECH REPUBLIC	LAO LAO PDR	REU REUNION	
DEU GERMANY	LBN LEBANON	ROU ROMANIA	
DJI DJIBOUTI	LBR LIBERIA	RUS RUSSIAN FEDERATION	
DMA DOMINICA	LIB LIBYAN ARAB JAMAHIRIYA	RWA RWANDA	
DNK DENMARK	LCA ST LUCIA	SAU SAUDI ARABIA KINGDOM OF	
DOM DOMINICAN REPUBLIC		SCG SERBIA AND MONTENEGRO	
DZA ALGERIA		SDN SUDAN	

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

PointsBet Holdings Limited Annual General Meeting

The PointsBet Holdings Limited Annual General Meeting will be held on Tuesday, 5 October 2021 at 11.00am (Melbourne time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 185504

For your proxy appointment to be effective it must be received by 11.00am (Melbourne time) on Sunday, 3 October 2021.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: web.lumiagm.com/340053289

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.00am (Melbourne time) on Sunday, 3 October 2021.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 185504

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

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



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

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

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of PointsBet Holdings Limited to be held as a virtual meeting on Tuesday, 5 October 2021 at 11.00am (Melbourne time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 3, 4, 5, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 3, 4, 5, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 3, 4, 5, 6 and 7 by marking the appropriate box in step 2.

Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Election of Director – Ms Kosha Gada	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of Prior Issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Issue of Performance Share Rights to Mr Sam Swanell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Issue of Performance Share Rights to Mr Manjit Gombra-Singh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of the Global Acquisition and Matching Equity Plan (GAME Plan)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Increase in Non-Executive Directors' fee cap	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Amendment to constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

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

Update your communication details (Optional)

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