

# Notice of Annual General Meeting and Explanatory Memorandum

**BlueBet Holdings Limited**

ACN 647 124 641

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**Date:** Thursday 24 November 2022

**Time:** 10.00am (AEDT)

**Place:** Level 35, Tower 2, Barangaroo Avenue, Barangaroo, NSW 2000 and online at <https://web.lumiagm.com/356582716>

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# NOTICE OF 2022 ANNUAL GENERAL MEETING

Notice is given that the 2022 Annual General Meeting of BlueBet Holdings Limited ACN 647 124 641 (the **Company**) will be held at Level 35, Tower 2, Barangaroo Avenue, Barangaroo, NSW 2000 online at <https://web.lumiagm.com/356582716> on Thursday 24 November 2022 at 10.00am (AEDT)

## BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

### Ordinary Business

#### FINANCIAL AND RELATED REPORTS

Agenda Item	Financial and Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2022.

#### ADOPTION OF REMUNERATION REPORT (NON-BINDING VOTE)

Resolution 1	Adoption of Remuneration Report (non-binding vote)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2022 Annual Report and is available from the Company's website ( <a href="http://www.bluebetplc.com">www.bluebetplc.com</a> ). In accordance with section 250R of the Corporations Act, the vote on this Resolution will be advisory only and will not bind the Directors or the Company.
Resolution (Advisory)	To consider and, if thought fit, pass the following Resolution as an <b>advisory resolution</b> :  <i>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2022 be adopted."</i>
Voting Exclusion	The Company will disregard any votes cast on this Resolution: <ul style="list-style-type: none"><li>• by or on behalf of a member of Key Management Personnel (<b>KMP</b>) named in the remuneration report for the year ended 30 June 2022, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and</li><li>• as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.</li></ul> However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this Resolution: <ul style="list-style-type: none"><li>(a) in accordance with the directions of how to vote on the Proxy Form; or</li><li>(b) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.</li></ul>

## RE-ELECTION OF DIRECTORS

<b>Resolution 2</b>	<b>Re-election of Nigel Payne as Director</b>
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b> :  <i>"THAT Mr Nigel Payne, who retires as a Director of the Company in accordance with ASX Listing Rule 14.5 and clause 6.2(c) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."</i>

## APPROVE ISSUE OF PERFORMANCE SHARE RIGHTS TO MR BILL RICHMOND

<b>Resolution 3</b>	<b>Approve issue of Performance Share Rights to Mr Bill Richmond</b>
<b>Resolution (Ordinary)</b>	To consider, and if thought fit, to pass the following as an <b>ordinary resolution</b> :  <i>"THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 817,996 Performance Share Rights, to Mr Bill Richmond, Managing Director and CEO of the Company, or his nominee(s), on such terms and conditions as set out in the Explanatory Memorandum."</i>
<b>Voting Exclusion</b>	The Company will disregard any votes cast in favour of this resolution by or behalf of Mr Richmond and any associate of that person and any other Directors eligible to participate in the Employee Equity Incentive Plan or any of their associates.  However, this does not apply to a vote cast in favour of a resolution by: <ul style="list-style-type: none"> <li>(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;</li> <li>(b) the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the Chairman to vote on the resolution as the Chairman decides; or</li> <li>(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> <li>(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and</li> <li>(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>

## APPROVE ISSUE OF PERFORMANCE SHARE RIGHTS TO MR MICHAEL SULLIVAN

<b>Resolution 4</b>	<b>Approve issue of Performance Share Rights to Mr Michael Sullivan</b>
<b>Resolution (Ordinary)</b>	To consider, and if thought fit, to pass the following as an <b>ordinary resolution</b> :  <i>"THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 664,622 Performance Share Rights, to Mr Michael Sullivan, Executive Chairman of the Company, or his nominee(s), on such terms and conditions as set out in the Explanatory Memorandum."</i>

<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast in favour of this resolution by or behalf of Mr Sullivan and any associate of that person and any other Directors eligible to participate in the Employee Equity Incentive Plan or any of their associates.</p> <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> <li>(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;</li> <li>(b) the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the Chairman to vote on the resolution as the Chairman decides; or</li> <li>(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> <li>(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and</li> <li>(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>
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#### **APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY**

<b>Resolution 5</b>	<b>Approval of additional 10% Placement Capacity</b>
<b>Resolution (Special)</b>	<p>To consider and, if thought fit, to pass the following Resolution as a <b>special resolution</b>:</p> <p><i>“THAT pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the issue date or the date of agreement to issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.”</i></p>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person, or any associate of that person, who is expected to participate in, or who will obtain a material benefit as a results of, the proposed issue of equity securities under the increased placement capacity under ASX Listing Rule 7.1A, except as a benefit solely in the capacity of a holder of Shares, if this Resolution is passed.</p> <p>However, this does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> <li>(a) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or</li> <li>(b) The Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or</li> <li>(c) A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> <li>(i) The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and</li> <li>(ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>

	Under ASX Listing Rule 14.11.1 and the notes under that rule about Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded from voting
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## AMENDMENTS TO CONSTITUTION

Resolution 6	Amendments to Constitution
<b>Resolution (Special)</b>	<p>To consider, and if thought fit, to pass the following as a <b>special resolution</b>:</p> <p><i>“THAT, for the purpose of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to amend the Constitution in the manner set out in the accompanying Explanatory Memorandum.”</i></p>

Dated: 24 October 2022

**By order of the Board of BlueBet Holdings Limited**

**Laura Newell**  
**Company Secretary**

## QUESTIONS FROM SHAREHOLDERS

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In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, Ernst & Young, in relation to the conduct of the external audit for the year ended 30 June 2022, or the content of its audit report. Please send your questions to:

The Company Secretary, **BlueBet Holdings Limited**, at BoardRoom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000

E. [company.secretary@boardroomlimited.com.au](mailto:company.secretary@boardroomlimited.com.au)

Written questions must be received by no later than **7.00pm (AEDT) on Thursday 17 November 2022**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many Shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to Shareholders.

## VOTING INFORMATION

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### Voting by proxy

- (a) A Shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the Shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the Shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the Meeting.
- (c) A proxy need not be a Shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the Proxy Form attached to this Notice. For the Proxy Form to be valid it must be received together with the power of attorney or other authority (if any) under

which the form is signed, or a (notarially) **certified** copy of that power of authority by **10.00am (AEDT) on Tuesday 22 November 2022**:

**Online** [www.votingonline.com.au/bbtagn2022](http://www.votingonline.com.au/bbtagn2022)

**By post** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

**By personal delivery** BoardRoom Pty Limited  
Level 8  
210 George Street  
Sydney NSW 2000

**By facsimile** +61 9290 9655

### Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that Shares in the Company which are on issue at **7.00pm (AEDT) on 22 November 2022** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the Meeting).

### Proxy voting by the Chairman

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their Shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chairman of a Meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chairman to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a Proxy Form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chairman, Mr Michael Sullivan, will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business. If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he will not vote your proxy on that item of business.

## Virtual participation

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In accordance with the Corporations Act, and to facilitate Shareholder participation, the Chairman has determined that Shareholders will have the opportunity to participate in the AGM through an online platform.

Shareholders who wish to participate in the AGM virtually may do so from their computer or mobile device, by entering the URL in their browser: <https://web.lumiagm.com/356582716>.

If you choose to participate in the AGM virtually, you can log in to the meeting by entering:

- the meeting ID for the online AGM, which is 356-582-716
- your username is your Boardroom Voting Access Code (VAC), which is located on the first page of your Proxy Form; and
- your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders will need to enter the three-character country code e.g. New Zealand – NZL of their registered holding address. A full list of country codes can be found at the end of the user guide.

Shareholders will be able to view the AGM live, lodge a direct vote in real time and ask questions online.

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM) is available in the User Guide. The User Guide is attached to this Notice of Meeting and will be lodged with the ASX and will also be available from our website.

Shareholders may also attend the AGM in person at Level 35, Tower 2, Barangaroo Avenue, Barangaroo, NSW 2000.

## EXPLANATORY MEMORANDUM TO NOTICE OF 2022 ANNUAL GENERAL MEETING

### FINANCIAL AND RELATED REPORTS

Item	Financial and related reports
<b>Explanation</b>	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2022 to be laid before the Company's 2022 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of BlueBet Holdings Limited and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2022 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. A copy of the 2022 Annual Report is available from the Company's website (<a href="http://www.bluebetplc.com">www.bluebetplc.com</a>).</p> <p>The Chairman of the meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, Ernst &amp; Young, questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2022, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Ernst &amp; Young in relation to the conduct of the audit.</p>

### ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
<b>Explanation</b>	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2022 Annual Report and is available from the Company's website (<a href="http://www.bluebetplc.com">www.bluebetplc.com</a>).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> <li>▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;</li> <li>▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and</li> <li>▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Chief Executive Officer.</li> </ul> <p>The vote on this item is advisory only and does not bind the Directors. The Board will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p> <p><b>Voting consequences</b></p> <p>Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (<b>Spill Resolution</b>).</p>



	<p>If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (<b>Spill Meeting</b>) within 90 days of the second annual general meeting, at which all of the Directors (other than the Executive Directors) of the Company, would need to stand for re-election.</p> <p>Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.</p> <p>At the Company's previous Annual General Meeting, the votes cast against the Remuneration Report considered at that Annual General Meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.</p> <p>Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of Resolution 1, subject to compliance with the Corporations Act.</p>
<b>Voting Exclusion</b>	A voting exclusion statement applies to this Resolution, as set out in the Notice.
<b>Board Recommendation</b>	As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

## RE-ELECTION OF DIRECTORS

<b>Resolution 2</b>	<b>Re-election of Nigel Payne as Director</b>
<b>Explanation</b>	<p>According to Clause 6.2(c) of the Constitution states that where the listing rules require an election of directors to be held and no director would otherwise be required to submit for election or re-election, the director to retire at the annual general meeting is the director who has been in office the longest since their last election or appointment (excluding the managing director). As between directors who were last elected or appointed on the same day, the director retire must be decided by ballot (unless they can agree among themselves).</p> <p>Nigel Payne, retires at the 2022 Annual General Meeting, and being eligible under clause 6.2(c)(i) of the Constitution, offers himself for re-election as a Director.</p>
<b>About Nigel Payne</b>	<p>Nigel Payne was appointed to the Board of the Company on 7 June 2021 and last re-elected by Shareholders at the 2021 annual general meeting. Mr Payne is a Non-Executive Director of the Company and is considered independent by the Board.</p> <p>Nigel has over 30 years' experience as chairman, chief executive, director, and non-executive director of some of the United Kingdom's pre-eminent private and quoted businesses both within and outside of the online gambling industry. Nigel is the former CEO of FTSE 250 Listed Sportingbet Plc, one of the then largest Internet gambling businesses in the world.</p> <p>Nigel has been involved in the listing of 18 businesses on the London Stock Exchange and is presently the Chairman of UK AIM market-listed law firm Gateley (Holdings) PLC and the Chairman of UK Main Market-listed Braemar Shipping Services PLC. Nigel is also a non-executive director of UK AIM market listed GetBusy plc, as well as being a non-executive director of Ascot Racecourse Betting and Gaming Limited and computer games specialists Green Man Gaming Limited and Kwalee Limited.</p> <p>Nigel is the former Chairman of UK AIM market listed Stride Gaming plc, EG Solutions plc and ECSC Group plc.</p>

	Nigel is the Chairman of the Company's Audit & Risk and Remuneration & Nomination Committees.
<b>Board Recommendation</b>	The Board, with Mr Payne abstaining, recommends that Shareholders vote in favour of this Resolution.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

## APPROVE ISSUE OF PERFORMANCE SHARE RIGHTS

<b>Resolution 3 &amp; 4</b>	<b>Approve issue of Performance Share Rights to Directors</b>
<b>Explanation</b>	<p>The Company is proposing to issue Performance Share Rights (<b>PSR</b>) to Mr Bill Richmond and Mr Michael Sullivan under the Employee Equity Incentive Plan (<b>the PSR Issues</b>).</p> <p>Listing Rule 10.14 provides that a listed Company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:</p> <ul style="list-style-type: none"> <li>- A director of the Company;</li> <li>- An associated of a Director of the Company; or</li> <li>- A person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.1.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders,</li> </ul> <p>unless it obtains the approval of its Shareholders.</p> <p>The PSRs fall within Listing Rule 10.14.1 above and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.</p> <p>The Resolutions seek the required Shareholder approval to the PSR Issues under and for the purposes of Listing Rule 10.14.</p> <p>If the Resolutions are passed the Company will proceed with the PSR Issues and the PSRs (and Shares issued upon vesting of the PSRs) will not be included in calculating the Company's capacity to issue equity securities equivalent to 15% of the Company's ordinary securities under Listing Rule 7.1.</p> <p>If the Resolution is not passed the Company will not be able to proceed with the PSRs issues. In that circumstance, issues may arise with the competitiveness of Bill Richmond's and Michael Sullivan's total remuneration packages. The Board would then need to consider alternative remuneration arrangements which are consistent with the Company's remuneration principles, including providing an equivalent cash long-term incentive subject to the risk of forfeiture, performance conditions and performance period.</p> <p>Chapter 2E of the Corporations Act requires shareholder approval where a public company seeks to give a financial benefit to a related party (unless an exception applies). The Directors are considered to be related parties of the Company and the issue of PSRs to them will constitute a financial benefit.</p>

	<p>An exception to the requirement to obtain shareholder approval in accordance with Chapter 2E applies where the financial benefit constitutes part of the related party's "reasonable remuneration".</p> <p>The Board has determined that the grant of PSRs to the Directors and any issue of Shares upon the exercise of PSRs constitutes part of the reasonable remuneration of the Directors.</p> <p>In reaching this conclusion, the Board has had regard to a variety of factors including the Directors' current remuneration and market practice for the remuneration offered to persons in comparable positions at comparable companies.</p>								
<p><b>Specific information required by ASX Listing Rule 10.15</b></p>	<p>In accordance with ASX Listing Rule 10.15, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 10.14, the following information is provided to Shareholders in respect of these Resolutions:</p> <p><b>Maximum no. of securities to be issued</b></p> <p>Bill Richmond: The Board proposes the CEO be granted 817,996 PSRs under the Plan for his 2023 award. The Board has determined Bill Richmond's long term incentive opportunity for the 2023 award is \$400,000 (<b>LTI Opportunity</b>).</p> <p>The actual number of PSRs to be granted to Mr Richmond was determined by:</p> <ul style="list-style-type: none"> <li>calculating the 'face value' of the Company's shares based on the volume-weighted average price (<b>VWAP</b>) for the 5 trading days up to and including 30 June 2022 which was \$0.489 per share (Face Value); and</li> <li>dividing the LTI opportunity by the Face Value and rounding to the nearest whole figure.</li> </ul> <p>Michael Sullivan: The Board proposes the Executive Chairman be granted 664,622 PSRs under the Plan for his 2023 award. The Board has determined Michael Sullivan's long term incentive opportunity for the 2023 award is \$325,000 (<b>LTI Opportunity</b>).</p> <p>The actual number of PSRs to be granted to Mr Richmond was determined by:</p> <ul style="list-style-type: none"> <li>calculating the 'face value' of the Company's shares based on the volume-weighted average price (<b>VWAP</b>) for the 5 trading days up to and including 30 June 2022 which was \$0.489 per share (Face Value); and</li> <li>dividing the LTI opportunity by the Face Value and rounding to the nearest whole figure.</li> </ul> <p><b>Remuneration Package</b></p> <p><b>Bill Richmond</b></p> <table border="1" data-bbox="671 1760 1401 2056"> <thead> <tr> <th></th> <th>AUD</th> </tr> </thead> <tbody> <tr> <td>Fixed Remunerations (inc. Super)</td> <td>\$400,000</td> </tr> <tr> <td>Short Term Incentive (Target)</td> <td>\$200,000</td> </tr> <tr> <td>Share-based Payments</td> <td>\$262,898</td> </tr> </tbody> </table>		AUD	Fixed Remunerations (inc. Super)	\$400,000	Short Term Incentive (Target)	\$200,000	Share-based Payments	\$262,898
	AUD								
Fixed Remunerations (inc. Super)	\$400,000								
Short Term Incentive (Target)	\$200,000								
Share-based Payments	\$262,898								

		Long Term Incentive (Target)	\$400,000
		<b>Total Target Remuneration</b>	<b>\$1,262,898</b>
		<b>Michael Sullivan</b>	
			AUD
		Fixed Remunerations (inc. Super)	\$325,000
		Short Term Incentive (Target)	\$0
		Share-based Payments	\$234,664
		Long Term Incentive (Target)	\$325,000
		<b>Total Target Remuneration</b>	<b>\$884,664</b>
	<b>Previous issues of PSRs under the Plan to each Director and the average acquisition price (if any)</b>	<p>Michael Sullivan and Bill Richmond were each issued with 804,823 Options under the Employee Equity Incentive Plan upon the Company's IPO on 2 July 2021. The Options were issued for \$0.09 per Option. Each Options has an exercise price of \$1.14 per Options and an expiration date of 29 June 2028.</p> <p>The Board granted 207,792 PSRs to Bill Richmond and 168,831 PSRs to Michael Sullivan under the Plan for their 2022 award, which were approved by Shareholders at 2021 AGM. These PSRs were issued for nil consideration.</p>	
	<b>Terms of securities</b>	A summary of the key terms and conditions of the PSR is set out in Appendix A.	
	<b>Why PSRs</b>	<p>For the purposes of Listing Rule 10.15.6, the Company proposes to issue Performance Share Rights to Directors (as opposed to fully paid ordinary securities) for the following reasons:</p> <p>(a) Performance Rights are designed to incentivise employees and directors of the Company. Performance Rights also act to provide a retention incentive for key employees, such as Mr. Sullivan and Mr. Richmond, to facilitate long-term growth; and</p> <p>(b) equity based incentives assist in the alignment of Shareholders and Directors' interests.</p> <p>(c) 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.</p>	
	<b>Date of issue of PSRs</b>	As soon as practicable but in any event no later than three (3) years following the date of the Meeting.	
	<b>Issue price</b>	The PSRs will be issued for nil consideration.	

	<p><b>Terms of Plan</b> Terms of the Employee Equity Incentive Plan are set out in Annexure A.</p> <p><b>Future statement regarding issued PSRs</b> Details of any PSRs issued under the Employee Equity Incentive Plan will be published in the annual report of the Company relating to the period in which the PSRs are issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.</p> <p><b>Future persons covered by ASX Listing Rule 10.14</b> Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of PSRs under the Employee Equity Incentive Plan after these Resolutions are approved and who are not named above will not participate until approval is obtained under ASX Listing Rule 10.14.</p>
<b>Board Recommendation</b>	The Directors, with Bill Richmond and Michael Sullivan abstaining, recommend that Shareholders vote in favour of these resolutions.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

## APPROVE 10% PLACEMENT CAPACITY

<b>Resolution 5</b>	<b>Approve 10% Placement Capacity (Special Resolution)</b>
<b>Explanation</b>	<p><b>Background</b></p> <p>ASX Listing Rule 7.1A provides that an Eligible Entity may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital (10% Placement Capacity) without using the entity's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.</p> <p>Subject to Shareholder approval of this Resolution, the number of Shares that the Company will be able to issue under ASX Listing Rule 7.1A is calculated in accordance with the following formula:</p> $(A \times D) - E$ <p>A = has the same meaning as in ASX Listing Rule 7.1</p> <p>D = 10%</p> <p>E = the number of Equity Securities issued or agreed to be issued under rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4.</p> <p>An Eligible Entity is one that, as at the date of the relevant annual general meeting:</p> <p>(a) Is not included on the S&amp;P/ ASX 300 Index; and</p> <p>(b) Has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of equal to or less than \$300,000,000.</p> <p>As at the date of this Notice, the Company is an eligible entity.</p> <p>Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.</p> <p>As at the date of this Notice, the Company currently has only one (1) class of quoted Equity Securities on issue, being the Shares.</p> <p>If Shareholders approve this Resolution, the number of Equity Securities the Company may issue under the 10% Placement.</p>

Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

if this Resolution is not passed, the Company will not have access to the issue capacity offered under Listing Rule 7.1A.

**Information required by Listing Rule 7.3A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

**(a) Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- 1) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- 2) if the Equity Securities are not issued within 10 ASX trading days of paragraph (a)(1) above, the date on which the securities are issued.

**(b) Date of Issue**

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

- 1) 12 months after the date of this Meeting;
- 2) The time and date of the Company's next annual general meeting; and
- 3) The time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking) after which date, an approval under ASX Listing Rule 7.1A ceases to be valid (10% Placement Capacity Period).

**(c) Risk of Voting Dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table on the following page.

The table shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 7 October 2022.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on issue (Variable A in ASX Listing Rule 7.1A.2)*		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.225	\$0.45	\$0.90
			50% Decrease	Issue Price	100% Increase
		Funds Raised			
<i>Current</i>	200,201,228	20,020,123	\$4,504,528	\$9,009,055	\$18,018,111
<i>50% Increase</i>	300,301,842	30,030,184	\$6,756,791	\$13,513,583	\$27,027,166
<i>100% Increase</i>	400,402,456	40,040,246	\$9,009,055	\$18,018,111	\$36,036,221

\* the number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata issue under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above is based on the following assumptions:

- 1) There are currently 200,201,228 Shares on issue;
- 2) The issue price set out above is the closing price of the Shares on the ASX on 7 October 2022;
- 3) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity;
- 4) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in the ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1 and 7.4;
- 5) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options or Performance Share Rights are exercised into Shares before the date of issue of the Equity Securities;
- 6) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances;
- 7) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed;
- 8) Funds Raised in the table have been rounded to the nearest full dollar;
- 9) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%; and
- 10) The table does not show an example of dilution that may be caused to a particular shareholder by reason of placement under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- 11) The market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- 12) The Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue,

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

	<p><b>(d) Purpose of issue under 10% Placement Capacity</b></p> <p>The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration such as when the Company intends to use funds raised for the ongoing development costs, working capital, business generation and marketing activities of the Company.</p> <p>The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon issue of any Equity Securities.</p> <p><b>(e) Compliance with ASX Listing Rule 7.1A.4</b></p> <p>When the Company issues Equity Securities pursuant to the 10% Placement Capacity, the Company must:</p> <ol style="list-style-type: none"> <li>1) State in its announcement of the proposed issue of Equity Securities under ASX Listing Rule 3.10.3 or in its application for quotation of the Equity Securities under ASX Listing Rule 2.7 that the Equity Securities are being issued under ASX Listing Rule 7.1A; and</li> <li>2) Give to ASX immediately after the issue a list of names of the persons to whom the Company issued the Equity Securities issued and the number of Equity Securities issued to each (not for release to the market).</li> </ol> <p><b>(f) Allocation Policy under the 10% Placement Capacity</b></p> <p>The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:</p> <ol style="list-style-type: none"> <li>1) The purpose of the issue;</li> <li>2) Alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;</li> <li>3) The effect of the issue of Equity Securities on the control of the Company.</li> <li>4) The circumstances of the Company, including but not limited to, the financial position and solvency of the Company; and</li> <li>5) Advice from corporate, financial and broking advisors (if applicable).</li> </ol> <p><b>(g) Voting Exclusion</b></p> <p>As at the date of this Notice, the Company has not invited any existing Shareholder to Participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.</p>
<b>Special Resolution</b>	This Resolution is a special resolution and therefore requires the approval of 75% of the votes cast by Shareholders present and eligible to vote (in person or by proxy).
<b>Board Recommendation</b>	The Directors unanimously recommend that Shareholders vote in favour of this resolution.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.



## AMENDMENTS TO CONSTITUTION

Resolution 6	Amendments to Constitution (Special Resolution)
<p><b>Explanation</b></p>	<p>A company may modify its constitution or a provision of its constitution by special resolution of its shareholders. This Resolution is a special resolution which seeks to amend the Company’s existing constitution.</p> <p>There have been a number of changes to the Corporations Act since the Company’s constitution was last adopted at IPO. As a result, the Board proposes that the Company adopt the amended Constitution which reflects these changes to legislation and current market practice.</p> <p>A summary of the proposed material changes is set out below. A copy of the amended Constitution is available upon request from the Company Secretary at <a href="mailto:company.secretary@boardroomlimited.com.au">company.secretary@boardroomlimited.com.au</a>.</p>
<p><b>Summary of material proposed changes</b></p>	<p>The Corporations Amendment (Meetings and Documents) Act 2021 amends the Corporations Act to establish a permanent mechanism to allow companies to hold hybrid (in person and remote) or entirely virtual shareholder meetings. The Company believes that it would be prudent to update the existing constitution to allow for flexibility in the way the Company can hold Shareholder meetings.</p> <p>If this Resolution is passed, the clause 5.2(a) of the Constitution will be replaced with the following wording:</p> <p><i>“The Company may hold a meeting of its members:</i></p> <ul style="list-style-type: none"> <li>• <i>At one or more physical venues; or</i></li> <li>• <i>At one or more physical venues using virtual meeting technology; or</i></li> <li>• <i>Using virtual meeting technology only.”</i></li> </ul>
<p><b>Board Recommendation</b></p>	<p>The Directors unanimously recommend that Shareholders vote in favour of this resolution.</p>
<p><b>Chairman’s available proxies</b></p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.</p>

## DEFINITIONS

<b>Annual General Meeting</b>	Means the annual general meeting of the Company for 2022 to which the Notice relates.
<b>ASX</b>	Means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.
<b>ASX Listing Rules</b>	Means the Listing Rules of ASX.
<b>Chairman or Chair</b>	Means the chairman of the annual general meeting
<b>Company or BlueBet</b>	Means BlueBet Holdings Limited ACN 647 124 641.
<b>Constitution</b>	Means the Company's constitution.
<b>Corporations Act</b>	Means the <i>Corporations Act 2001</i> (Cth).
<b>Closely Related Party</b> (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none"> <li>a) a spouse or child of the member; or</li> <li>b) a child of the member's spouse; or</li> <li>c) a dependant of the member or of the member's spouse; or</li> <li>d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or</li> <li>e) a company the member controls; or</li> <li>f) a person prescribed by the regulations for the purposes of this definition.</li> </ul>
<b>Director</b>	Means a director of the board of BlueBet Holdings Limited.
<b>Equity Securities</b>	Means a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.
<b>Explanatory Memorandum</b>	Means this explanatory memorandum accompanying and forming part of the Notice.
<b>FY22</b>	Means the financial year from 1 July 2021 to 30 June 2022.
<b>Key Management Personnel or KMP</b>	Means those people described as Key Management Personnel in the Remuneration Report and includes all directors
<b>Meeting</b>	Means the annual general meeting of the Company for 2022 to which the Notice relates.
<b>Notice</b>	Means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.

<b>Option</b>	Means an option to acquire a fully paid ordinary share in the Company.
<b>Proxy Form</b>	Means the proxy form that is enclosed with and forms part of this Notice
<b>Remuneration Report</b>	Means the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2022.
<b>Resolution</b>	Means a resolution set out in this Notice.
<b>Share</b>	Means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	Means a holder of at least one Share in the Company.

## Annexure A – Summary of Employee Equity Incentive Plan Rules

<p><b>Maintaining Sustainable Performance</b></p>	<p>The purpose of this Equity Incentive Plan (<b>EIP</b>) is to allow the Board to make Offers to Eligible Employees to acquire securities in BlueBet Holdings Limited ACN 647 124 641 (<b>the Company</b>) and to otherwise incentivise employees.</p> <p>The Company’s philosophy on remuneration is that employee remuneration should be aligned with shareholder interests by providing levels of fixed remuneration and “at risk” pay sufficient to attract and retain individuals with the skills and experience required to build on and execute the Company’s business strategy. It aims to achieve this by ensuring “at risk” remuneration is contingent on outcomes that grow and/or protect shareholder value and by aligning the interests of key employees and shareholders by ensuring a suitable proportion of remuneration is received as a share-based payment.</p>
<p><b>Purpose</b></p>	<p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> <li>(a) assist in the reward, retention, and motivation of Eligible Employees.</li> <li>(b) link the reward of Eligible Employees to performance and the creation of Shareholder value.</li> <li>(c) align the interests of Eligible Employees more closely with the interests of Shareholders by providing an opportunity for Eligible Employees to receive an equity interest in the form of Awards.</li> <li>(d) provide Eligible Employees with the opportunity to share in any future growth in value of the Company; and</li> <li>(e) provide greater incentive for Eligible Employees to focus on the Company’s longer-term goals</li> </ul>
<p><b>Participation</b></p>	<p>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.</p>
<p><b>Offers of Incentive Securities</b></p>	<p>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:</p> <ul style="list-style-type: none"> <li>• performance share rights (PSRs), which are an entitlement to receive Shares upon satisfaction of applicable conditions.</li> <li>• options, which are an entitlement to receive Shares upon satisfaction of applicable conditions and payment of the applicable exercise price; and</li> <li>• restricted shares, which are Shares that are subject to dealing restrictions, vesting conditions or other restrictions or conditions.</li> </ul> <p>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.</p>
<p><b>Performance Period &amp; Vesting conditions</b></p>	<p>The vesting condition will be tested over a period of three years as follows:</p> <ul style="list-style-type: none"> <li>• Achievement of certain goals set and agreed by the Board during the performance period (1 July 2021 to 30 June 2022) (<b>Performance Criteria</b>)</li> <li>• Where the Performance Criteria has been achieved and the Eligible Employee remains employed: <ul style="list-style-type: none"> <li>▪ As of 1 July 2023, 20% of the PSRs will vest; and</li> <li>▪ As of 1 July 2024, 30% of the PSRs will vest; and</li> <li>▪ As of 1 July 2025, 50% of the PSRs will vest,</li> </ul> </li> </ul> <p>(Each a <b>Vesting Date</b>)</p>

<b>Testing &amp; Vesting</b>	<p>The vesting conditions will be tested at each Vesting Date. No retesting will occur. If the relevant vesting conditions are satisfied at the end of the Vesting Date then the relevant PSRs will vest.</p> <p>Each PSR entitles the Eligible Employee to one fully paid ordinary share in the Company on vesting. No amounts will be payable by the participants upon vesting of the PSRs.</p> <p>If the relevant vesting conditions are not satisfied at the end of the Vesting Period then the relevant PSRs will lapse.</p>
<b>Ranking of Shares</b>	<p>Upon vesting of the PSRs, shares received by participants will rank equally with ordinary shares currently on issue.</p>
<b>Voting &amp; Dividend Rights</b>	<p>PSRs do not carry any voting rights and participants are not entitled to dividends until PSRs have vested and converted into ordinary shares.</p> <p>Shares allocated on vesting of the PSRs will carry full dividend and voting rights from the date of allocation.</p>
<b>Trading Restrictions</b>	<p>A participant may not sell, transfer, mortgage or otherwise deal with or encumber any PSRs.</p> <p>Shares allocated on vesting of the PSRs will be subject to the Company's share trading policy.</p>



#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEDT) on Tuesday, 22<sup>nd</sup> November 2022**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/bbtagm2022>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEDT) on Tuesday, 22<sup>nd</sup> November 2022**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/bbtagm2022>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** **Until 28 October 2022**  
Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

**From 31 October 2022**  
Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

# BlueBet Holdings Limited

ACN 647 124 641

## Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **BlueBet Holdings Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Level 35, Tower 2, Barangaroo Avenue, Barangaroo, NSW 2000** and online at <https://web.lumiagm.com/356582716> on **Thursday, 24 November 2022 at 10:00am (AEDT)**, and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution

### STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report (non-binding vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Nigel Payne as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approve issue of Performance Share Rights to Mr Bill Richmond	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approve issue of Performance Share Rights to Mr Michael Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022

# ONLINE SHAREHOLDERS' MEETING GUIDE 2022

## Attending the AGM virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

### To access the meeting:

Visit [web.lumiagm.com/356582716](http://web.lumiagm.com/356582716) on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

## Meeting ID: 356-582-716

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 10:00am (AEDT), 24 November 2022

## Using the Lumi AGM platform:

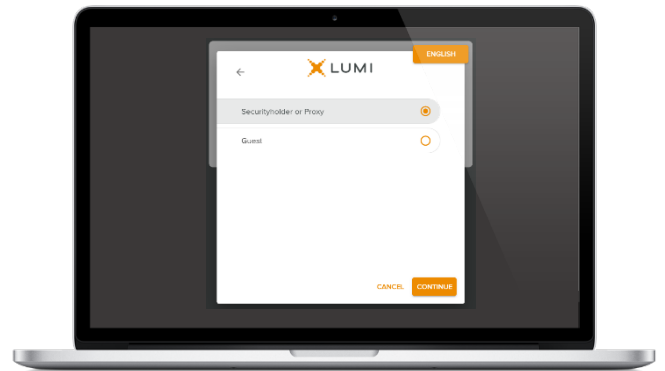
### ACCESS

The 1<sup>st</sup> page of the platform will ask in what capacity you are joining the meeting.

Shareholders or appointed proxies should select

**"Shareholder or Proxyholder"**

Guests should select **"Guest"**

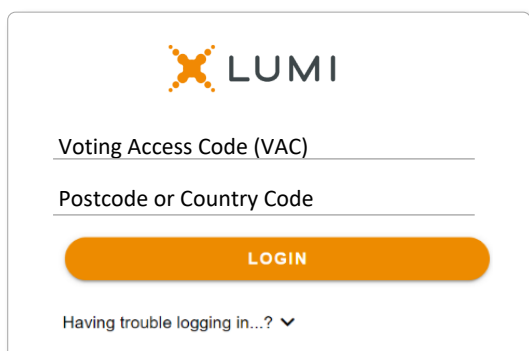


### CREDENTIALS

#### Shareholders/Proxys

Your username is your **Voting Access Code** and your password is your **Postcode or Country Code**, or, for Non-Australian residents, your **3-letter country code**.

Proxy holders should obtain their log in credentials from the registrar by calling 1300 737 760 within Australia or +61 2 9290 9600 from outside Australia

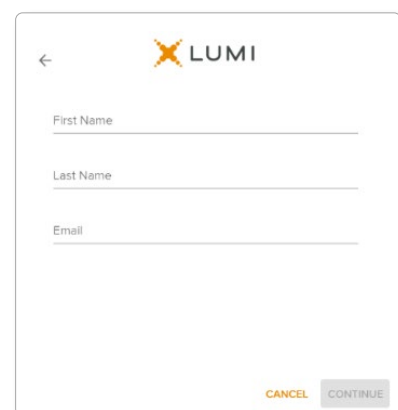


The screenshot shows the Lumi AGM platform login interface for Shareholders/Proxys. It features the Lumi logo at the top, followed by two input fields: 'Voting Access Code (VAC)' and 'Postcode or Country Code'. Below these fields is a prominent orange 'LOGIN' button. At the bottom, there is a link that says 'Having trouble logging in...?' with a downward arrow.

#### Guests

Please enter your name and email address to be admitted into the meeting.

*Please note, guests will not be able to ask questions or vote at the meeting.*



The screenshot shows the Lumi AGM platform registration interface for Guests. It features the Lumi logo at the top, followed by three input fields: 'First Name', 'Last Name', and 'Email'. At the bottom right, there are two buttons: 'CANCEL' and 'CONTINUE'.



## NAVIGATION

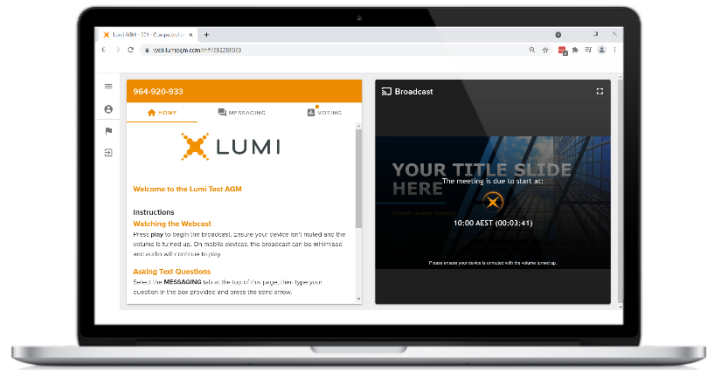
Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

If viewing on a computer the webcast will appear at the side automatically once the meeting has started.

On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



Desktop / Laptop users can watch the webcast full screen, by selecting the full screen icon.



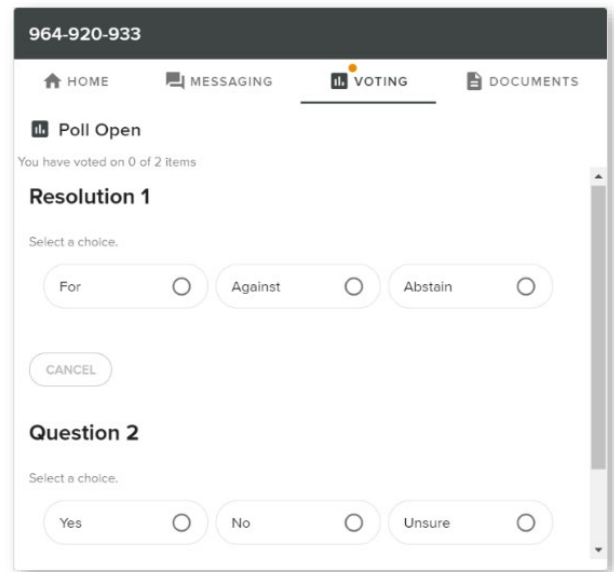
To reduce the webcast to its original size, select the X at the top of the broadcast window.

## VOTING

The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



Selecting this tab will open a list of all resolutions and their voting options.

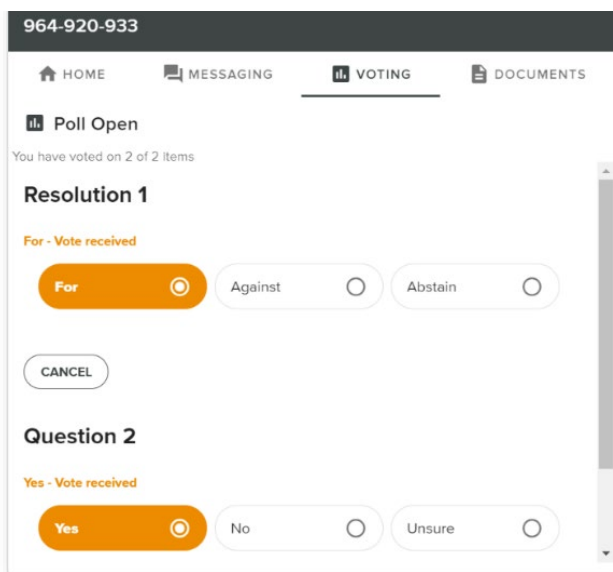


To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.



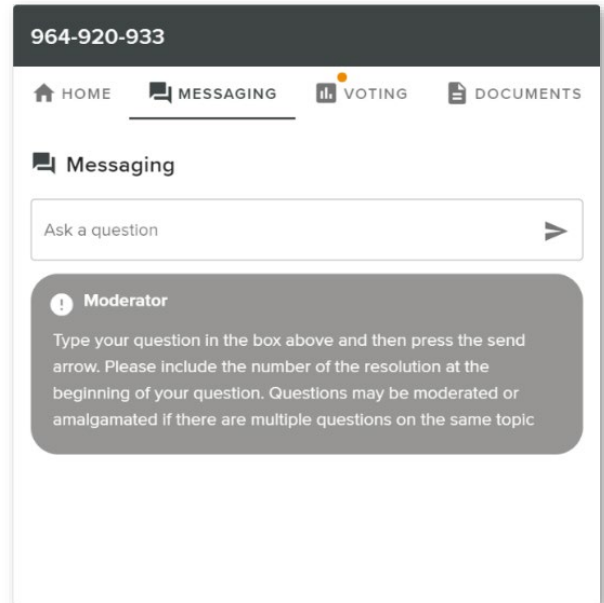
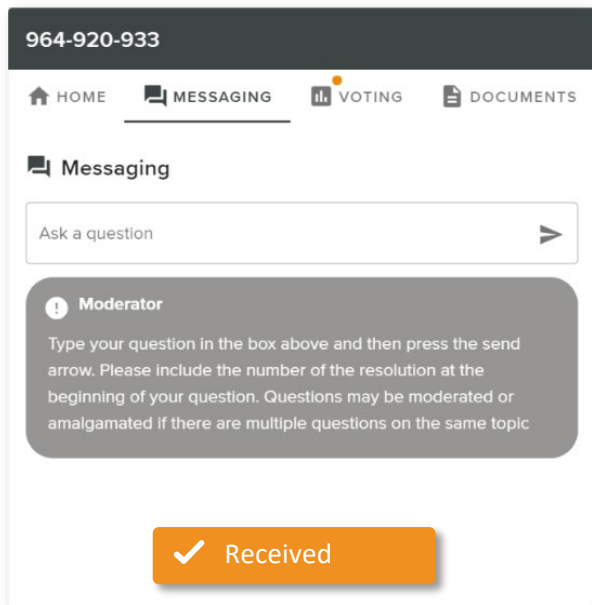
## QUESTIONS

Any shareholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.



Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.



Select the “Ask a Question” box and type in your message.

Once you are happy with your message, select the send icon.



Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

### Asking Audio Questions

If you are a shareholder or proxy you can ask a verbal question. Dial by your location below:

+61 7 3185 3730 Australia  
+61 8 6119 3900 Australia  
+61 8 7150 1149 Australia  
+61 2 8015 6011 Australia  
+61 3 7018 2005 Australia

Find your local number: <https://boardroom-media.zoom.us/j/acqWmpYciu>

Once dialled in you will be asked to enter a meeting ID. Please ensure your webcast is muted before joining the call.

You will be asked for a participant pin however simply press # to join the meeting. You will be muted upon entry. To ask a question press \*9 to signal the moderator. Once your question has been answered your line will be muted. Feel free to either hang up or stay on the line. For additional questions press \*9 to signal the operator.

Meeting ID: 356-582-716

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 10:00am (AEDT), 24 November 2022

## Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

<b>ABW</b> Aruba	<b>DZA</b> Algeria	<b>LBR</b> Liberia	<b>ROU</b> Romania
<b>AFG</b> Afghanistan	<b>ECU</b> Ecuador	<b>LBY</b> Libyan Arab Jamahiriya	<b>RUS</b> Russian Federation
<b>AGO</b> Angola	<b>EGY</b> Egypt	<b>LCA</b> St Lucia	<b>RWA</b> Rwanda
<b>AIA</b> Anguilla	<b>ERI</b> Eritrea	<b>LIE</b> Liechtenstein	<b>SAU</b> Saudi Arabia Kingdom Of
<b>ALA</b> Aland Islands	<b>ESH</b> Western Sahara	<b>LKA</b> Sri Lanka	<b>SDN</b> Sudan
<b>ALB</b> Albania	<b>ESP</b> Spain	<b>LSO</b> Lesotho	<b>SEN</b> Senegal
<b>AND</b> Andorra	<b>EST</b> Estonia	<b>LTU</b> Lithuania	<b>SGP</b> Singapore
<b>ANT</b> Netherlands Antilles	<b>ETH</b> Ethiopia	<b>LUX</b> Luxembourg	<b>SGS</b> Sth Georgia & Sth Sandwich Isl
<b>ARE</b> United Arab Emirates	<b>FIN</b> Finland	<b>LVA</b> Latvia	<b>SHN</b> St Helena
<b>ARG</b> Argentina	<b>FJI</b> Fiji	<b>MAC</b> Macao	<b>SJM</b> Svalbard & Jan Mayen
<b>ARM</b> Armenia	<b>FLK</b> Falkland Islands (Malvinas)	<b>MAF</b> St Martin	<b>SLB</b> Solomon Islands
<b>ASM</b> American Samoa	<b>FRA</b> France	<b>MAR</b> Morocco	<b>SLC</b> Serbia & Outlying
<b>ATA</b> Antarctica	<b>FRO</b> Faroe Islands	<b>MCO</b> Monaco	<b>SLE</b> Sierra Leone
<b>ATF</b> French Southern	<b>FSM</b> Micronesia	<b>MDA</b> Republic Of Moldova	<b>SLV</b> El Salvador
<b>ATG</b> Antigua & Barbuda	<b>GAB</b> Gabon	<b>MDG</b> Madagascar	<b>SMR</b> San Marino
<b>AUS</b> Australia	<b>GBR</b> United Kingdom	<b>MDV</b> Maldives	<b>SOM</b> Somalia
<b>AUT</b> Austria	<b>GEO</b> Georgia	<b>MEX</b> Mexico	<b>SPM</b> St Pierre And Miquelon
<b>AZE</b> Azerbaijan	<b>GGY</b> Guernsey	<b>MHL</b> Marshall Islands	<b>SRB</b> Serbia
<b>BDI</b> Burundi	<b>GHA</b> Ghana	<b>MKD</b> Macedonia Former Yugoslav Rep	<b>STP</b> Sao Tome And Principe
<b>BEL</b> Belgium	<b>GIB</b> Gibraltar	<b>MLI</b> Mali	<b>SUR</b> Suriname
<b>BEN</b> Benin	<b>GIN</b> Guinea	<b>MLT</b> Mauritania	<b>SVK</b> Slovakia
<b>BFA</b> Burkina Faso	<b>GLP</b> Guadeloupe	<b>MMR</b> Myanmar	<b>SVN</b> Slovenia
<b>BGD</b> Bangladesh	<b>GMB</b> Gambia	<b>MNE</b> Montenegro	<b>SWE</b> Sweden
<b>BGR</b> Bulgaria	<b>GNB</b> Guinea-Bissau	<b>MNG</b> Mongolia	<b>SWZ</b> Swaziland
<b>BHR</b> Bahrain	<b>GNQ</b> Equatorial Guinea	<b>MNP</b> Northern Mariana Islands	<b>SYC</b> Seychelles
<b>BHS</b> Bahamas	<b>GRC</b> Greece	<b>MOZ</b> Mozambique	<b>SYR</b> Syrian Arab Republic
<b>BIH</b> Bosnia & Herzegovina	<b>GRD</b> Grenada	<b>MRT</b> Mauritania	<b>TCA</b> Turks & Caicos Islands
<b>BLM</b> St Barthelemy	<b>GRL</b> Greenland	<b>MSR</b> Montserrat	<b>TCO</b> Chad
<b>BLR</b> Belarus	<b>GTM</b> Guatemala	<b>MTQ</b> Martinique	<b>TGO</b> Togo
<b>BLZ</b> Belize	<b>GUF</b> French Guiana	<b>MUS</b> Mauritius	<b>THA</b> Thailand
<b>BMU</b> Bermuda	<b>GUM</b> Guam	<b>MWI</b> Malawi	<b>TJK</b> Tajikistan
<b>BOL</b> Bolivia	<b>GUY</b> Guyana	<b>MYS</b> Malaysia	<b>TKL</b> Tokelau
<b>BRA</b> Brazil	<b>HKG</b> Hong Kong	<b>MYT</b> Mayotte	<b>TKM</b> Turkmenistan
<b>BRB</b> Barbados	<b>HMD</b> Heard & Mcdonald Islands	<b>NAM</b> Namibia	<b>TLS</b> Timor-Leste
<b>BRN</b> Brunei Darussalam	<b>HND</b> Honduras	<b>NCL</b> New Caledonia	<b>TMP</b> East Timor
<b>BTN</b> Bhutan	<b>HRV</b> Croatia	<b>NER</b> Niger	<b>TON</b> Tonga
<b>BUR</b> Burma	<b>HTI</b> Haiti	<b>NFK</b> Norfolk Island	<b>TTO</b> Trinidad & Tobago
<b>BVT</b> Bouvet Island	<b>HUN</b> Hungary	<b>NGA</b> Nigeria	<b>TUN</b> Tunisia
<b>BWA</b> Botswana	<b>IDN</b> Indonesia	<b>NIC</b> Nicaragua	<b>TUR</b> Turkey
<b>CAF</b> Central African Republic	<b>IMN</b> Isle Of Man	<b>NIU</b> Niue	<b>TUV</b> Tuvalu
<b>CAN</b> Canada	<b>IND</b> India	<b>NLD</b> Netherlands	<b>TWN</b> Taiwan
<b>CCK</b> Cocos (Keeling) Islands	<b>IoT</b> British Indian Ocean Territory	<b>NOR</b> Norway Montenegro	<b>TZA</b> Tanzania United Republic of
<b>CHE</b> Switzerland	<b>IRL</b> Ireland	<b>NPL</b> Nepal	<b>UGA</b> Uganda
<b>CHL</b> Chile	<b>IRN</b> Iran Islamic Republic of	<b>NRU</b> Nauru	<b>UKR</b> Ukraine
<b>CHN</b> China	<b>IRQ</b> Iraq	<b>NZL</b> New Zealand	<b>UMI</b> United States Minor
<b>CIV</b> Cote D'ivoire	<b>ISM</b> Isle of Man	<b>OMN</b> Oman	<b>URY</b> Uruguay
<b>CMR</b> Cameroon	<b>ISL</b> Iceland	<b>PAK</b> Pakistan	<b>USA</b> United States of America
<b>COD</b> Democratic Republic of Congo	<b>ISR</b> Israel	<b>PAN</b> Panama	<b>UZB</b> Uzbekistan
<b>COK</b> Cook Islands	<b>ITA</b> Italy	<b>PCN</b> Pitcairn Islands	<b>VNM</b> Vietnam
<b>COL</b> Colombia	<b>JAM</b> Jamaica	<b>PER</b> Peru	<b>VUT</b> Vanuatu
<b>COM</b> Comoros	<b>JEY</b> Jersey	<b>PHL</b> Philippines	<b>WLF</b> Wallis & Futuna
<b>CPV</b> Cape Verde	<b>JOR</b> Jordan	<b>PLW</b> Palau	<b>WSM</b> Samoa
<b>CRI</b> Costa Rica	<b>JPN</b> Japan	<b>PNG</b> Papua New Guinea	<b>YEM</b> Yemen
<b>CUB</b> Cuba	<b>KAZ</b> Kazakhstan	<b>POL</b> Poland	<b>YMD</b> Yemen Democratic
<b>CYM</b> Cayman Islands	<b>KEN</b> Kenya	<b>PRI</b> Puerto Rico	<b>YUG</b> Yugoslavia Socialist Fed Rep
<b>CYP</b> Cyprus	<b>KGZ</b> Kyrgyzstan	<b>PRK</b> Korea Dem Peoples Republic of	<b>ZAF</b> South Africa
<b>CXR</b> Christmas Island	<b>KHM</b> Cambodia	<b>PRT</b> Portugal	<b>ZAR</b> Zaire
<b>CZE</b> Czech Republic	<b>KIR</b> Kiribati	<b>PRY</b> Paraguay	<b>ZMB</b> Zambia
<b>DEU</b> Germany	<b>KNA</b> St Kitts And Nevis	<b>PSE</b> Palestinian Territory Occupied	<b>ZWE</b> Zimbabwe
<b>DJI</b> Djibouti	<b>KOR</b> Korea Republic of	<b>PYF</b> French Polynesia	
<b>DMA</b> Dominica	<b>KWT</b> Kuwait	<b>QAT</b> Qatar	
<b>DNK</b> Denmark	<b>LAO</b> Laos	<b>REU</b> Reunion	
<b>DOM</b> Dominican Republic	<b>LBN</b> Lebanon		