

---

## **SPORTS ENTERTAINMENT GROUP LIMITED**

**ABN 20 009 221 630**

### **NOTICE OF ANNUAL GENERAL MEETING**

---

**TIME:** 3.00 PM (Melbourne time)  
**DATE:** Wednesday 27 November 2024  
**PLACE:** Ground Floor, 111 Coventry Street  
Southbank, Victoria 3006

For personal use only

This Notice of Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

---

**CONTENTS**

---

Time and Place of meeting	2
Proxy Information for Shareholders	3
Notice of Annual General Meeting	4
Explanatory Statement	9
Glossary	17

---

**TIME AND PLACE OF MEETING AND HOW TO VOTE**

---

**VENUE**

---

The Annual General Meeting ("AGM") of the Shareholders of Sports Entertainment Group Limited to which this Notice of Meeting relates will be held at 3.00 PM (Melbourne time) on Wednesday 27 November 2024 at Ground Floor, 111 Coventry Street, Southbank, Victoria 3006.

**YOUR VOTE IS IMPORTANT**

---

The business of the Annual General Meeting affects your shareholding in the Company and your vote is important.

**VOTING IN PERSON**

---

To vote in person, attend the Annual General Meeting on the date and at the place set out above. Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting.

**VOTING ENTITLEMENTS**

---

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person as at 7.00 PM (Melbourne time) on Monday 25 November 2024.

If you are not registered as a holder of the Company's shares at this time, you will not be entitled to attend or vote at the Meeting as a Shareholder. Share transfers registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Annual General Meeting.

**ATTENDING THE MEETING ONLINE**

---

A live webcast of the Annual General Meeting will be available on the link provided below for those Shareholders that are not able to attend the meeting in person. Shareholders that participate in the Annual General Meeting via the live webcast are encouraged to submit proxy votes and questions in advance, as you will not be able to ask questions or vote when viewing the live webcast.

<https://us06web.zoom.us/j/88233945091?pwd=x9qrRbZVd56beFuAdp9z4VB0IJ3pNi.1>

(Meeting ID: 882 3394 5091, Passcode: 474222)

For personal use only

---

## VOTING BY PROXY

---

### Appointing a proxy

If you are a Shareholder entitled to attend and vote at the Meeting, you are entitled to appoint one or two proxies as an alternative to attending the Meeting in person. Where more than one proxy is appointed, you may specify the number or proportion of votes that each may exercise, failing which, each may exercise half of the votes. A proxy need not be a Shareholder of the Company and can be an individual or a body corporate.

If you want to appoint one proxy, please use the form provided. If you want to appoint two proxies, please follow the instructions on the front page of the proxy form.

Section 250BB and 250BC of the Corporations Act apply to voting by proxy. The effect of these sections is that if a proxy votes, they must cast all directed proxies as directed, and any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed.

**The Chairman intends to vote all undirected proxies in respect of which he is appointed in favour of all resolutions.**

If there is a change to how the Chairman intends to vote undirected proxies, the Company will make an announcement to ASX.

### Lodging your proxy

For it to be effective, the proxy form and any authorities under which the proxy form has been signed (or certified copies of those authorities) must be received by the Company or the Company's Share Registry no later than 48 hours before the commencement of the Meeting (that is, by 3.00 PM Melbourne time) on Monday 25 November 2024).

#### VOTE ONLINE

[www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code on the proxy form with your mobile device and follow the instructions on the secure website to vote.

#### CUSTODIAN VOTING

For intermediary Online subscribers only (Custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

#### IN PERSON

Share Registry – Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia 3067; or

Sports Entertainment Group Limited, Level 5, 111 Coventry St, Southbank, VIC 3006.

#### BY MAIL

Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, Australia, 3001; or

Sports Entertainment Group Limited, Level 5, 111 Coventry St, Southbank, VIC 3006.

#### BY FAX

Share Registry – 1800 783 447 (within Australia) or 61 3 9473 2555 (outside Australia); the Company – 03 9421 5383.

If you appoint a proxy, you may still attend the Annual General Meeting. However, your proxy's rights to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the Annual General Meeting.

### Voting prohibition by proxies (remuneration of Key Management Personnel)

To the extent required by section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 1, 11, 12 and 13 if the person is either a member of the Company's Key Management Personnel or a Closely Related Party of such a member and the appointment does not specify the way the proxy is to vote on that Resolution. However, a proxy may vote if the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, 11, 12 and 13 by signing and returning the Proxy Form (or appointing via an online facility), you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though those Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

For personal use only

---

## NOTICE OF ANNUAL GENERAL MEETING

---

Notice is hereby given that an Annual General Meeting of Shareholders of Sports Entertainment Group Limited will be held at Ground Floor, 111 Coventry Street, Southbank, Victoria at 3.00 PM (Melbourne time) on Wednesday, 27 November 2024.

The Explanatory Statement accompanying (and forming part of this Notice of Meeting) is intended to provide Shareholders with sufficient information to assess the merits of the resolutions contained in this Notice of Meeting.

The Directors recommend Shareholders read the Explanatory Statement in full before making any decision in relation to the resolutions.

Capitalised terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary at the end of the Explanatory Statement.

### AGENDA

---

#### BUSINESS

##### Adoption of Financial Statements and Reports

To receive and consider the Annual Financial Report of the Company together with the Directors' Report and Auditor's Report for the financial year ended 30 June 2024.

##### Notes

There is no requirement for Shareholders to approve these reports, however, the Chair of the meeting will allow a reasonable opportunity for Shareholders to ask questions or make comments about these reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Company's auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions about the management of the Company can be sent to the Chairman, Sports Entertainment Group Limited, at Level 5, 111 Coventry St, Southbank, Victoria 3006 or via email to [enquiries@sen.com.au](mailto:enquiries@sen.com.au).

Written questions on the preparation and content of the Auditor's Report, the conduct of the audit, accounting policies adopted by the Company and the independence of the auditor should also be submitted to this address no later than 5.00 PM (Melbourne time) Monday, 25 November 2024.

##### Resolution 1 - Adoption of Remuneration Report for the financial year ended 30 June 2024

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

*"That for the purposes of Section 250R(2) of the Corporations Act, the Remuneration Report of the Company for the financial year ended 30 June 2024 as disclosed in the Directors' Report be adopted."*

##### Notes

The remuneration report of the Company for the financial year ended 30 June 2024 is set out on pages 8 to 15 of the Company's 2024 Annual Report.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report the Directors have abstained from providing a recommendation.

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

Section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the Company or its Directors.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

**Voting Exclusion** – In accordance with section 250R of the Corporations Act, a vote must not be cast (in any capacity) on Resolution 1, by or on behalf of:

- a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of such a member.

However, a person described above may cast a vote on this resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the person is appointed as a proxy in writing that specifies the way the proxy is to vote on the resolution; or

---

## NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

---

- the person is the Chairman voting an undirected proxy which expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

### Resolution 2 - Re-election of Ms Jodie Simm

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

*"That, Ms Simm, who retires from office as a Director in accordance with clause 12.2 of the Constitution, being eligible and offering herself for re-election, be re-elected as a Director."*

#### Notes

The Directors in the absence of Ms Simm unanimously support the re-election of Ms Simm as a Director (with Ms Simm abstaining from providing a recommendation).

### Resolution 3 - Re-election of Mr Andrew Moffat

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

*"That, Mr Moffat, who retires from office as a Director in accordance with clause 12.2 of the Constitution, being eligible and offering himself for re-election, be re-elected as a Director."*

#### Notes

The Directors in the absence of Mr Moffat unanimously support the re-election of Mr Moffat as a Director (with Mr Moffat abstaining from providing a recommendation).

### Resolution 4 – Ratification of prior issue of 3,636,363 Shares

To consider and, if thought fit, to pass the following resolution as an ordinary resolution, with or without amendment:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 3,636,363 ordinary shares to sophisticated investors on 14 February 2024, the terms and conditions of which are set out in the Explanatory Statement."*

### Resolution 5 – Ratification of prior issue of 2,272,728 Shares

To consider and, if thought fit, to pass the following resolution as an ordinary resolution, with or without amendment:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 2,272,728 ordinary shares to a sophisticated investor on 4 June 2024, the terms and conditions of which are set out in the Explanatory Statement."*

### Resolution 6 – Ratification of prior issue of 76,113 Shares

To consider and, if thought fit, to pass the following resolution as an ordinary resolution, with or without amendment:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 76,113 ordinary shares to an employee of the Company (who was not Key Management Personnel) on 26 June 2024, the terms and conditions set out in the Explanatory Statement."*

### Resolution 7 – Ratification of prior issue of 2,272,727 Shares

To consider and, if thought fit, to pass the following resolution as an ordinary resolution, with or without amendment:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 2,272,727 ordinary shares to a sophisticated investor on 27 June 2024, the terms and conditions set out in the Explanatory Statement."*

### Resolution 8 – Ratification of prior issue of 7,692,308 Shares

To consider and, if thought fit, to pass the following resolution as an ordinary resolution, with or without amendment:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 7,692,308 ordinary shares to the minority shareholders of SEN Teams on 5 August 2024, the terms and conditions set out in the Explanatory Statement."*

---

## NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

---

### Resolution 9 – Ratification of prior issue of 135,000 Shares

To consider and, if thought fit, to pass the following resolution as an ordinary resolution, with or without amendment:

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 135,000 ordinary shares to a sophisticated investor on 2 September 2024, the terms and conditions set out in the Explanatory Statement.”*

#### Notes

The Directors unanimously support the ratification of the allotment and issue of the securities under Resolutions 4, 5, 6, 7, 8 and 9.

**Voting exclusion statement:** The Company will disregard any votes cast in favour of Resolution 4, 5, 6, 7, 8 and 9 by or on behalf of:

- any recipient of the securities the subject of the relevant Resolution;
- any person who is a counterparty to an agreement being approved, or an associate of that person or those persons.

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

- 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
- the Chair of the Meeting 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
- 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 10 – Approval of Equity Incentive Plan

To consider and, if thought fit, to pass the following resolution as an ordinary resolution, with or without amendment:

*“That pursuant to and in accordance with ASX Listing Rule 7.1, ASX Listing Rule 7.2 (Exception 13(b)), section 260C(4) of the Corporations Act and for all other purposes, Shareholders approve the adoption of the new Sports Entertainment Group Performance Share Rights Plan (“SEG Share Rights Plan”), the issue of Performance Rights under the terms of the SEG Share Rights Plan and the issue and/or delivery of Shares upon vesting of the Performance Rights on the terms and conditions set out in the Explanatory Statement.”*

#### Note

The Directors, other than Craig Hutchison, Chris Giannopoulos and Jodie Simm, who are eligible to participate in the SEG Share Rights Plan, unanimously support the adoption and approval of the SEG Share Rights Plan, the issue of Performance Rights under the terms of the SEG Share Rights Plan and the issue and/or delivery of Shares upon vesting of the Performance Rights.

**Voting exclusion statement:** The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- a person who is eligible to participate in the SEG Share Rights Plan; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a Resolution 10 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with directions given to the proxy or attorney to vote on Resolution 10 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with directions given to the proxy or attorney to vote on Resolution 10 in that way; or

---

## NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

---

- 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 Resolution 10; and
  - the holder votes on Resolution 10 in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Resolution 11 – Approval to issue Performance Rights to Craig Hutchison under the SEG Share Rights Plan**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution, with or without amendment:

*“That, conditional on Resolution 10 being approved, for the purposes of ASX Listing Rule 10.14, Shareholders approve the issue of up to 2,363,668 Performance Rights to Craig Hutchison under the SEG Share Rights Plan, on the terms and conditions set out in the Explanatory Statement.*

### **Resolution 12 – Approval to issue Performance Rights to Jodie Simm under the SEG Share Rights Plan**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution, with or without amendment:

*“That, conditional on Resolution 10 being approved, for the purposes of ASX Listing Rule 10.14, Shareholders approve the issue of up to 931,193 Performance Rights to Jodie Simm under the SEG Share Rights Plan, on the terms and conditions set out in the Explanatory Statement.*

### **Resolution 13 – Approval to issue securities to Chris Giannopoulos under the SEG Share Rights Plan**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution, with or without amendment:

*“That, conditional on Resolution 10 being approved, for the purposes of ASX Listing Rule 10.14, Shareholders approve the issue of up to 1,007,658 Performance Rights to Chris Giannopoulos under the SEG Share Rights Plan, on the terms and conditions set out in the Explanatory Statement.*

#### **Note**

The Directors, other than Craig Hutchison, Chris Giannopoulos and Jodie Simm who abstain from providing a recommendation as they are eligible to participate in the SEG Share Rights Plan, unanimously support the issue of Performance Rights contemplated in Resolutions 11, 12 and 13.

**Voting exclusion statement:** In addition to the restrictions under section 250BD of the Corporations Act, the Company will disregard any votes cast in favour of Resolutions 11, 12 and 13 by or on behalf of:

- a person referred to in Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the SEG Share Rights Plan; or
- an associate of that person or those persons.

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

- 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
- the Chair of the Meeting 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
- 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.

For personal use only

---

**NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)**

---

DATED THIS 25<sup>TH</sup> DAY OF OCTOBER 2024

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to be 'Craig Coleman', written over a circular stamp or mark.

Craig Coleman  
**Chairman**  
**Sports Entertainment Group Limited**

For personal use only



---

## EXPLANATORY STATEMENT

---

This Explanatory Statement contains an explanation of, and information about, the Resolutions to be considered at the Annual General Meeting. Shareholders should read this Explanatory Statement in full. This Explanatory Statement forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Statement does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in any doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Capitalised words used in the Notice of Meeting and in this Explanatory Statement are defined in the Glossary section at the end of this Explanatory Statement.

The Annual General Meeting of the Company is to be held in person at 3.00 PM (Melbourne time) on Wednesday 27<sup>th</sup> November 2024.

### Financial Statements

Section 317 of the Corporations Act requires that the financial statements and director and auditor reports the Company is required to prepare by law for the previous financial year be laid before the Annual General Meeting. Those statements and reports are found in the Company's 2024 Annual Report, which is available for Shareholders and can be downloaded from the Company's website [www.sportsentertainmentnetwork.com.au](http://www.sportsentertainmentnetwork.com.au). If you would like to receive a hard copy of the 2024 Annual Report, free of charge, you can contact the Company's Share Registry on 1300 850 505.

There is no requirement for Shareholders to approve the financial statements or reports. During this item of business, the Chair of the Meeting will provide Shareholders with a reasonable opportunity to ask questions and make comments on these financial statements and reports. BDO Audit Pty Ltd conducted the audit of the Company for the last financial year and has been invited to attend the Meeting and the Company has been advised that a suitably qualified member of the audit team of BDO Audit Pty Ltd, will attend the Meeting.

Shareholders, as a whole, will also be provided a reasonable opportunity at the Meeting to ask the auditor's representative questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders who are entitled to vote at the Meeting may also submit written questions to the auditor that are relevant to the content of the auditor's report to be considered at the Meeting or the conduct of the audit of the annual financial report to be considered at the Meeting. Written questions may be submitted by giving them to the Company's Company Secretary. Questions must be submitted no later than the fifth Business Day before the Meeting is held.

For personal use only

---

## EXPLANATORY STATEMENT (CONTINUED)

---

### Resolution 1

#### Adoption of Remuneration Report

The Chair of the Meeting will provide Shareholders with a reasonable opportunity to ask questions about, or make comments on, the Company's Remuneration Report for the financial year ending 30 June 2024. The Remuneration Report is included in the Company's 2024 Annual Report and appears on pages 8 to 15 of that report.

The Remuneration Report sets out the Company's remuneration arrangements for its non-executive directors, executive directors and specified executives.

The Corporations Act requires that a resolution, that the Remuneration Report be adopted, be put to the vote at the Company's annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

However, the Board will take the outcome of Resolution 1 into consideration when reviewing the remuneration practices and policies of the Company.

Shareholders should note that, in accordance with the "two strikes rules" under sections 250U and 250V of the Corporations Act, the outcome of voting on Resolution 1 may also affect next year's annual general meeting.

Specifically, if:

- 25% or more of the votes cast on Resolution 1 are cast "against"; and
- 25% or more of the votes cast in respect of the adoption of the Remuneration Report at the 2025 annual general meeting are cast "against",

then a resolution will be put to Shareholders at the 2025 annual general meeting (the "spill resolution") that the Company convene a further meeting of Shareholders (within 90 days), at which meeting the Directors (other than the managing director) who were in office on the date of approval of the applicable directors' report will cease to hold office, but may stand for re-election.

More than 99.86% of the votes cast on the Company's Remuneration Report for the 2023 financial year were cast in favour of the relevant resolution and so a 'strike' was not received at last year's annual general meeting.

The Chairman intends to exercise all available proxies in favour of Resolution 1. If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by lodging the Proxy Form you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### Resolutions 2 and 3

#### Re-election of Ms Jodie Simm and Mr Andrew Moffat

Listing Rule 14.4, provides that a director (other than the managing director) must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is longer.

Under Listing Rule 14.5, the Company is required to hold an election of Directors each year. Further, clause 12.2 of the Constitution requires one third of the Directors (or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in the case of doubt)) to retire from office at each annual general meeting.

*Ms Jodie Simm*

Ms Simm, Executive Director, who has been in office as a Director since 4 October 2021, and was last re-elected by Shareholders at the annual general meeting on 25 November 2021, retires from office by rotation in accordance with the Constitution and the Listing Rules and, being eligible, offers herself for re-election. Particulars of Ms Simm's experience, roles with the Company, remuneration and interests in securities in the Company are set out in the Board of Directors information included in the Company's 2024 Annual Report.

---

## EXPLANATORY STATEMENT (CONTINUED)

---

Mr Andrew Moffat

Mr Moffat, Non-Executive Director, who has been in office as a Director since 15 November 2017, and was last re-elected by Shareholders at the annual general meeting on 9 November 2022, retires from office by rotation in accordance with the Constitution and the Listing Rules and, being eligible, offers himself for re-election. Particulars of Mr Moffat's experience, roles with the Company, remuneration, interests in securities in the Company and independence are set out in the Board of Directors information included in the Company's 2024 Annual Report.

### **Resolutions 4, 5, 6, 7, 8 and 9**

#### **Listing Rules 7.1 and 7.4**

Listing Rule 7.1 broadly provides that subject to certain exceptions, a company may issue up to 15% of its issued capital in any 12-month period without Shareholder approval. This issues of shares the subject of Resolutions 4 to 9 did not fit within any of the exceptions set out in Listing Rule 7.2 and, as they has not yet been approved by Shareholders, effectively use up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following each date of issue of those shares.

Listing Rule 7.4 permits ratification of previous issues of securities made without prior Shareholder approval. If Shareholders provide their subsequent approval under Listing Rule 7.4, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1.

Each of the share issues contemplated by Resolutions 4 to 9 were issued without Shareholder approval under the Company's 15% placement capacity under Listing Rule 7.1. None of the recipients of the securities were related parties of the Company. The Company confirms the Shares were issued in compliance with ASX Listing Rule 7.1.

Resolutions 4 to 9 seeks to ratify the issue of securities described above to restore the ability of the Company to issue further securities within the 15% limit under Listing Rule 7.1 during the next 12 months. The Company confirms that the issue of the securities, at the time of the issue, did not breach Listing Rule 7.1.

If any of Resolutions 4, 5, 6, 7, 8 or 9 are passed, the Shares the subject of that Resolution will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Shares.

If any of Resolutions 4, 5, 6, 7, 8 or 9 are not passed, the Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Shares.

#### **Resolution 4**

##### **Ratification of prior issue of 3,636,363 Shares**

On 14 February 2024 the Company issued 3,636,363 fully paid ordinary shares at an issue price of \$0.22 per share under an equity placement to sophisticated investors (ASX announcement 14 February 2024). The purpose of the placement was to raise additional working capital and repay debt.

A voting exclusion statement is included in respect of Resolution 4 in the Notice.

#### **Resolution 5**

##### **Ratification of prior issue of 2,272,728 Shares**

On 4 June 2024, the Company issued 2,272,728 ordinary shares at an issue price of \$0.22 per share under an equity placement to a sophisticated investor (ASX announcement 4 June 2024). The purpose of the placement was to raise additional working capital and repay debt.

A voting exclusion statement is included in respect of Resolution 5 in the Notice.

---

## EXPLANATORY STATEMENT (CONTINUED)

---

### Resolution 6

#### Ratification of prior issue of 76,113 Shares

On 26 June 2024 the Company issued 76,113 ordinary shares to an employee of the company (who was not Key Management Personnel) as a retention incentive (ASX Announcement 26 June 2024). The shares were issued for nil cash consideration. The purpose of the issue of shares was to provide an incentive to the employee that is in alignment with the interests of Shareholders.

A voting exclusion statement is included in respect of Resolution 6 in the Notice.

### Resolution 7

#### Ratification of prior issue of 2,272,727 Shares

On 27 June 2024, the Company issued 2,272,727 ordinary shares at an issue price of \$0.22 per share under an equity placement to a sophisticated investor (ASX announcement 27 June 2024). The purpose of the placement was to raise additional working capital and repay debt.

A voting exclusion statement is included in respect of Resolution 7 in the Notice.

### Resolution 8

#### Ratification of prior issue of 7,692,308 Shares

On 5 August 2024, the Company issued 7,692,308 ordinary shares to the minority shareholders of the Company's subsidiary SEN Teams (ASX Announcement 5 August 2024), as consideration for the acquisition of their interest in SEN Teams. The shares were issued for nil cash consideration. The purpose of the issue of shares was to acquire 100% of the shares in SEN Teams.

A voting exclusion statement is included in respect of Resolution 8 in the Notice.

### Resolution 9

#### Ratification of prior issue of 135,000 Shares

On 2 September 2024, the Company issued 135,000 ordinary shares at an issue price of \$0.26 per share under an equity placement to a sophisticated investor (ASX announcement 2 September 2024). The purpose of the placement was to raise additional working capital.

### Board Recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 4, 5, 6, 7, 8 and 9.

### Resolutions 10

#### Approval of Equity Incentive Plan

The effect of passing Resolution 10 is to allow the Company to continue to issue Performance Rights and issue and/or deliver Shares on the vesting of the Performance Rights under the Sports Entertainment Group Performance Share Rights Plan ("SEG Share Rights Plan") without utilising the Company's placement capacity under ASX Listing Rule 7.1. The 2018 Pacific Star Network Performance Share Rights Plan was approved by shareholders at the Company's general meeting in November 2020. The SEG Share Rights Plan will replace the 2018 Pacific Star Network Performance Share Rights Plan as the employee incentive scheme that will be used by the Company to award equity incentives to eligible employees.

The Company is also seeking Shareholder approval of the SEG Share Rights Plan to obtain the benefit of the exemption in section 260C(4) of the Corporations Act for financial assistance provided under an employee share scheme approved by Shareholders in order to allow the Company to deliver existing shares, rather than issue new shares, when vested Performance Rights are exercised.

#### SEG Share Rights Plan

Under the SEG Share Rights Plan employees and contractors of the Company determined by the Board from time to time will be issued Performance Rights which will entitle them to one Share per Performance Right

## EXPLANATORY STATEMENT (CONTINUED)

(subject to adjustments) upon satisfaction of performance milestones, and within the vesting periods, determined by Board upon grant of the Performance Rights (if any) ("Performance Milestones").

Further details of the key terms of the SEG Share Rights Plan are as follows:

Topic	Summary
<b>Overview of the Plan</b>	<p>Performance Rights may only vest and entitle the employee to receive Shares if:</p> <ul style="list-style-type: none"> <li>• they are employed with the Company on the corresponding vesting date ("Vesting Date") and have not given or received notice of termination; and</li> <li>• only if the Performance Milestones (if any) are achieved in respect of the relevant tranche.</li> </ul> <p>If the Performance Milestones are achieved the Performance Rights in that tranche will vest on their vesting date.</p> <p>Performance Rights that do not vest or are not rolled into a future period in accordance with their terms of grant will automatically lapse.</p> <p>On vesting, the Performance Right entitle the recipient to receive Shares at no cost on a one-for-one basis (subject to any adjustment in accordance with the SEG Share Rights Plan Terms &amp; Conditions).</p>
<b>Vesting</b>	<p>The Performance Rights will either vest and be exercisable, roll over to be tested again in a later financial year or lapse on their vesting date.</p> <p>Under the SEG Share Rights Plan, in order to receive the Shares once the Performance Rights have vested the participant must exercise their right to receive them by giving written notice within 12 months.</p>
<b>No clawback of eligible rights</b>	<p>Any Performance Rights that have vested or Shares that have been issued or delivered as a result of the achievement of any Performance Milestone cannot later be recouped by the Company, unless:</p> <ul style="list-style-type: none"> <li>• restatement of the Company's financial statements is required or undertaken as a result of a fraud; and</li> <li>• the (previously achieved) Performance Milestone is not achieved under the restated Company's financial statements for that period.</li> </ul>
<b>Ceasing employment</b>	<p>If the employee ceases employment with the Company then the Performance Rights will lapse and expire, except where the employment ceases:</p> <ul style="list-style-type: none"> <li>• due to death or permanent disability; or</li> <li>• in circumstances where the Board considers it is appropriate for the employee to retain its Performance Rights.</li> </ul>
<b>Early vesting on takeover / change of control</b>	<p>On the occurrence of a Control Event (such as a takeover or change of control of the Company) the Board may determine at its sole discretion that some of the Performance Rights vest.</p>
<b>Disposal restrictions</b>	<p>There are no disposal restrictions on Shares that are issued to the employee on vesting of any Performance Rights.</p>
<b>Rights not transferrable</b>	<p>Performance Rights that an employee receives under the SEG Share Rights Plan are not transferable or otherwise able to be dealt with except with the approval of the Board, or by operation of law on death or legal incapacity.</p>

### Listing Rules

Listing Rule 7.1 broadly provides that subject to certain exceptions, a company may issue up to 15% of its issued capital in any 12-month period without Shareholder approval. Listing Rule 7.2 Exception 13(b) provides an exception to the rule in 7.1 for an employee equity incentive scheme approved by shareholders as an exception to the rule.

Pursuant to the ASX Listing Rules, Shareholders must re-approve the Company's equity incentive scheme and all unallocated Performance Rights issuable pursuant to it every three years in order for the exemption from ASX Listing Rule 7.1 to remain valid. The SEG Share Rights Plan has not previously been approved by Shareholders. Its predecessor, the 2018 Pacific Star Network Performance Share Rights Plan was previously approved by shareholders at the Company's general meeting on 24 November 2020.

## EXPLANATORY STATEMENT (CONTINUED)

All Performance Rights that were granted under the 2018 Pacific Star Network Performance Share Rights Plan since the Company's general meeting in 2020 have now either vested and Shares have been issued or the Performance Rights have lapsed.

Up to 13,872,794 Performance Rights may be granted (which would represent 5% of the issued Shares if all Performance Rights were to vest and Shares be issued) under the SEG Share Rights Plan.

The Directors, other than Craig Hutchison, Chris Giannopoulos and Jodie Simm who are eligible to participate in the SEG Share Rights Plan (and who abstain from making a recommendation), recommend that Shareholders vote in favour of Resolution 10.

A voting exclusion statement is included in respect of Resolution 10 in the Notice.

### Resolutions 11, 12 and 13

#### Approval to issue securities to directors of the Company under the SEG Share Rights Plan

##### Listing Rules

Listing Rule 10.14 provides that a listed company must not permit a director to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities. Resolutions 11, 12 and 13 propose approval to issue Performance Rights to the following executive directors in accordance with the SEG Share Rights Plan for the purposes of ASX Listing Rule 10.14:

Name	Position	Maximum Share Rights
<b>Craig Hutchison</b>	Director	2,363,668
<b>Jodie Simm</b>	Director	931,193
<b>Chris Giannopoulos</b>	Director	1,007,658

The awards of the Performance Rights will be conditional upon the Shareholders passing Resolution 10 and will be issued under and subject to the key terms of the SEG Share Rights Plan as outlined above in respect of Resolution 10. The Company will not receive any consideration in respect of the issue or exercise of the Performance Rights.

##### Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a director, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act, including in section 211, that the financial benefit is reasonable remuneration.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the grant of Performance Rights to each of Mr Craig Hutchison, Mr Chris Giannopoulos, and Ms Jodie Simm as the exception in section 211 of the Corporations Act applies. The grant of these Performance Rights is considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act.

The Directors have decided to grant these Performance Rights as part of the remuneration packages of Craig Hutchison, Jodie Simm and Chris Giannopoulos and in recognition of their contribution to the Company. The Board considers the grant of these Performance Rights to be a cost-effective long-term incentive method, which further aligns the interests of the Directors with Shareholders by linking long-term incentives to growth in the Company's earnings per Share. This approach is consistent with best practice in executive remuneration and corporate governance.

The Performance Rights will become eligible to vest in 3 equal tranches over 3 successive financial year periods and will vest subject to the achievement of performance hurdles. The performance hurdles for each performance period will be determined by the Board (or a committee appointed by the Board).

If any of Resolutions 11, 12 or 13 are passed, the Company will be able to proceed with the grant of the Performance Rights on the terms detailed in the SEG Share Rights Plan and set out in respect of Resolution 10 above.

If any of Resolutions 11, 12 or 13 are not passed, the Company will not be able to proceed with the grant of the Performance Rights contemplated by those Resolutions and will consider other ways to recognise the contributions of Craig Hutchison, Jodie Simm and Chris Giannopoulos to the Company and incentive methods, which may include a cash-based incentive.

## EXPLANATORY STATEMENT (CONTINUED)

If approval to Resolutions 11, 12 or 13 is obtained pursuant to ASX Listing Rule 10.14, the Company is entitled to rely on ASX Listing Rule 10.12 (exception 8) as an exception to any requirement that may otherwise apply requiring Shareholder approval under ASX Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1 and the Performance Rights (and Shares issued upon vesting and exercise of the Performance Rights) will not be excluded from the 15% placement capacity available to the Company under Listing Rule 7.1 (described above in respect of Resolutions 4 to 9).

For the purposes of ASX Listing Rule 10.15.4, the details of the remuneration packages of Craig Hutchison, Jodie Simm and Chris Giannopoulos for the year ending 30 June 2025 (excluding the proposed award of Performance Rights) are set out below:

Director	Remuneration Package
Craig Hutchison <sup>1</sup>	<ul style="list-style-type: none"> <li>- base salary: \$456,074 per annum (inclusive of superannuation);</li> <li>- annual bonus payable for the achievement of Board approved performance criteria; and</li> <li>- entitlement to participate in SEG Share Rights Plan.</li> </ul>
Jodie Simm	<ul style="list-style-type: none"> <li>- base salary: \$393,568 per annum (inclusive of superannuation);</li> <li>- annual bonus payable for the achievement of Board approved performance criteria; and</li> <li>- entitlement to participate in SEG Share Rights Plan.</li> </ul>
Chris Giannopoulos	<ul style="list-style-type: none"> <li>- base salary: \$430,000 per annum (inclusive of superannuation);</li> <li>- annual bonus payable for the achievement of Board approved net profit before tax budget; and</li> <li>- entitlement to participate in SEG Share Rights Plan.</li> </ul>

The Company has not received an independent valuation of the Performance Rights. Based on the assumptions set out below the technical value of the Performance Rights is as follows:

Director	Number of Performance Rights	Value Per Performance Right	Total Value
Mr Craig Hutchison	2,363,668	\$0.25	\$590,917
Mr Chris Giannopoulos	1,007,658	\$0.25	\$251,915
Ms Jodie Simm	931,193	\$0.25	\$232,798

The value of the Performance Rights may go up or down after the date of valuation as it will depend on the future price of Shares. The above value per performance right has been calculated using the 60-day Volume Weighted Average Share Price ("VWAP") as the date of this report, with this valuation method being considered adequate when noting the following factors:

- The vesting conditions are not tied to market conditions and are aligned specifically to the EBITDA performance of the Company and its Subsidiaries.
- Low volatility of the SEG share price because of the illiquidity of the share register.

For the purposes of ASX Listing Rule 10.15.5, Craig Hutchison, Jodie Simm and Chris Giannopoulos have previously been granted the following Performance Rights under the 2018 Pacific Star Network Performance Share Rights Plan since that Plan was last approved by Shareholders at the 2018 AGM:

<sup>1</sup> The Company has an agreement with Craig Hutchison Media Pty Ltd for the provision of talent appearances and services totaling \$550,000 per annum. This \$550,000 is not in relation to Craig Hutchison's role as a Director.

---

**EXPLANATORY STATEMENT (CONTINUED)**

---

<b>Director</b>	<b>Number of Performance Rights</b>	<b>Number of Performance Rights that vested</b>	<b>Number of Performance Rights that lapsed</b>
Craig Hutchison	4,425,118	1,712,542	2,712,542
Jodie Simm	1,872,616	856,271	1,016,345
Chris Giannopoulos	1,998,518	856,271	1,142,542

Subject to Shareholder approval, it is intended that the Share Rights will be issued following the 2024 Annual General Meeting, but in any event will be issued no later than 3 years after the Meeting in accordance with ASX Listing Rule 10.15.7. In accordance with ASX Listing Rule 10.15.10, there are no loan arrangements with either of Craig Hutchison, Jodie Simm and Chris Giannopoulos in relation to the grant of the Performance Rights.

For the purposes of ASX Listing Rule 10.15.1:

- details of Performance Rights issued under the SEG Share Rights Plan will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14.
- any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Share Rights under the SEG Share Rights Plan after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.

The Directors, other than Craig Hutchison, Chris Giannopoulos and Jodie Simm who are eligible to participate in the SEG Share Rights Plan (and abstain from making a recommendation), recommend that Shareholders vote in favour of Resolutions 11, 12 and 13.

A voting exclusion statements is included in respect of Resolutions 11, 12 and 13 in the Notice.

For personal use only



---

## GLOSSARY

---

**2024 Annual Report** means the annual report of the Company for the year ended 30 June 2024 which includes the Annual Financial Report, the Directors' Report and the Auditor's Report.

**Annual Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Auditor's Report** means the auditor's report on the Annual Financial Report.

**Board** means the Board of Directors.

**Chairman or Chair** means the chairman of the Meeting.

**Closely Related Party** has the meaning given in the Corporations Act.

**Company** means Sports Entertainment Group Limited (ABN 20 009 221 630).

**Constitution** means the constitution of the company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Explanatory Statement** means the explanatory statement accompanying (and forming part of) this Notice of Meeting.

**General Meeting** or **Meeting** means the annual general meeting of the Shareholders of the Company convened by this Notice of Meeting.

**Key Management Personnel** has the meaning given in the Corporations Act.

**Listing Rules** means the official listing rules of ASX.

**Meeting or AGM or Annual General Meeting** means the annual general meeting of the Shareholders of the Company, the subject of this Notice of Meeting.

**Notice of Meeting** means this notice of the Meeting and, where the context requires, includes the Explanatory Statement.

**Performance Right** means a right to acquire one Share (subject to adjustments for capital reorganisations) granted under the SEG Share Rights Plan.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**SEN Teams** means SEN Teams Pty Ltd ACN 671 451 826.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of one or more Shares.

For personal use only

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

SEG

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



For personal use only

## Sports Entertainment Group Limited Annual General Meeting

The Sports Entertainment Group Limited Annual General Meeting will be held on Wednesday, 27 November 2024 at 3:00pm (AEDT). 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](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 3:00pm (AEDT) on Monday, 25 November 2024.



### VIEW MEETING WEBCAST ONLINE

To view the live webcast of the meeting, you may do so via the online platform Zoom

<https://us06web.zoom.us/j/88233945091?pwd=x9qrRbZVd56beFuAdp9z4VB0IJ3pNi.1>  
(Meeting ID: 882 3394 5091, Passcode: 474222)

You will not be able to vote or ask questions via the webcast. If you intend to vote, you should vote online or submit your proxy by 3:00pm (Melbourne Time) on Monday, 25 November 2024.



### ATTENDING THE MEETING IN PERSON

The meeting will be held at:  
Ground Floor, 111 Coventry Street, Southbank, VIC 3006

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

# SPORTS ENTERTAINMENT GROUP.

ABN 20 009 221 630

SEG

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00pm (AEDT) on Monday, 25 November 2024.**

## Proxy Form

### How to Vote on Items of Business

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

#### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

#### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

#### PARTICIPATING IN THE MEETING

##### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

### Lodge your Proxy Form:

**XX**

#### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

#### By Mail:

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

#### By Fax:

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



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**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.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Sports Entertainment Group 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 Sports Entertainment Group Limited to be held at Ground Floor, 111 Coventry Street, Southbank, VIC 3006 on Wednesday, 27 November 2024 at 3:00pm (AEDT) 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 1, 11, 12 and 13 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 11, 12 and 13 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 1, 11, 12 and 13 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			For	Against	Abstain
Resolution 1	Adoption of Remuneration Report for the financial year ended 30 June 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Ratification of prior issue of 7,692,308 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Ms Jodie Simm	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	Ratification of prior issue of 135,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Andrew Moffat	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10	Approval of Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior issue of 3,636,363 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 11	Approval to issue Performance Rights to Craig Hutchison under the SEG Share Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior issue of 2,272,728 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 12	Approval to issue Performance Rights to Jodie Simm under the SEG Share Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of prior issue of 76,113 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 13	Approval to issue securities to Chris Giannopoulos under the SEG Share Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of prior issue of 2,272,727 Shares	<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



For personal use only

# SPORTS ENTERTAINMENT GROUP.

ABN 20 009 221 630

SEGRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030



For personal use only

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Sports Entertainment Group Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Sports Entertainment Group Limited**