

Notice of Annual General Meeting and Explanatory Memorandum

BlueBet Holdings Limited

ACN 647 124 641

Date: Thursday 28 November 2024

Time: 11.00am (AEDT)

Place: Online at <https://my.300.lumiconnect.com/r/participant/live-meeting/300-119-205-498>

NOTICE OF 2024 ANNUAL GENERAL MEETING

Notice is given that the 2024 Annual General Meeting of BlueBet Holdings Limited ACN 647 124 641 (the **Company**) will be held online at <https://my.300.lumiconnect.com/r/participant/live-meeting/300-119-205-498> on Thursday 28 November 2024 at 11.00am (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 2024.

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 2024 Annual Report and is available from the Company's website (www.bluebetplc.com). 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 advisory resolution : <i>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2024 be adopted."</i>
Voting Exclusion	The Company will disregard any votes cast on this Resolution: <ul style="list-style-type: none">by or on behalf of a member of Key Management Personnel (KMP) named in the Remuneration Report for the year ended 30 June 2024, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; andas a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. 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">(a) in accordance with the directions of how to vote on the Proxy Form; or(b) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

ELECTION OF DIRECTOR – MATTHEW TRIPP

Resolution 2	Election of Director – Matthew Tripp
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an ordinary resolution : <i>"THAT Mr. Matthew Tripp, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 6.2(a) of the Constitution and, being eligible, offering himself for re-election, be re-elected as a Director of the Company."</i>

ELECTION OF DIRECTOR – BENJAMIN SHAW

Resolution 3	Election of Director – Benjamin Shaw
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an ordinary resolution : <i>"THAT Mr. Benjamin Shaw, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 6.2(a) of the Constitution and, being eligible, offering himself for re-election, be re-elected as a Director of the Company."</i>

ELECTION OF DIRECTOR – TIMOTHY HUGHES

Resolution 4	Election of Director – Timothy Hughes
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an ordinary resolution : <i>"THAT Mr. Timothy Hughes, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 6.2(a) of the Constitution and, being eligible, offering himself for re-election, be re-elected as a Director of the Company."</i>

RE-ELECTION OF DIRECTOR – MICHAEL SULLIVAN

Resolution 5	Re-election of Director - Michael Sullivan
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an ordinary resolution : <i>"THAT Mr. Michael Sullivan, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 6.2(b) of the Constitution and, being eligible, offering himself for re-election, be re-elected as a Director of the Company."</i>

APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

Resolution 6	Approval of additional 10% Placement Capacity
Resolution (Special)	To consider and, if thought fit, pass the following Resolution as a special resolution : <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>

Voting Exclusion	<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 result 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"> • 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 a direction given to the Chair to vote on the Resolution as the Chair decides; 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: <ul style="list-style-type: none"> ○ 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. <p>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.</p>
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APPROVAL OF EMPLOYEE EQUITY INCENTIVE SCHEME

Resolution 7	Approval of Employee Equity Incentive Scheme
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following Resolution as an ordinary resolution:</p> <p><i>“THAT, for the purpose of ASX Listing Rule 7.2 Exception 13 and for all other purposes, Shareholders approve the adoption of the Employee Equity Incentive Plan and any issues of securities under the Employee Equity Incentive Plan within three years from the date of this Resolution as an exception to Listing Rule 7.1, on the terms and conditions set out in the Explanatory Memorandum.”</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is eligible to participate in the Employee Equity Incentive Plan, or any associate of those persons.</p> <p>However, this does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> • 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 a direction given to the Chair to vote on the Resolution as the Chair decides; 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: <ul style="list-style-type: none"> ○ 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.

APPROVAL OF ISSUE OF PERFORMANCE SHARE RIGHTS

Resolution 8	Approval of issue of Performance Share Rights to Bill Richmond
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following Resolution as an ordinary resolution:</p> <p><i>“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 2,556,818 Performance Share Rights, to Mr Bill Richmond, COO of the Company, or his nominee(s), on such terms and conditions as set out in the Explanatory Memorandum.”</i></p>
Voting Exclusion	<p>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.</p> <p>However, this does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none">• 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;• 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• 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">○ 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.

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QUESTIONS FROM SHAREHOLDERS

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 2024, 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

Written questions must be received by no later than **5.00pm (AEDT) on Thursday 21 November 2024**.

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

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 **11.00am (AEDT) on Tuesday 26 November 2024**:

Online	https://www.votingonline.com.au/bbtagm2024
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 Tuesday 26 November 2024** 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 Resolution 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

In accordance with the clause 5.2 of the Company's Constitution, the Chairman has determined that the AGM will be held virtually through an online platform.

Shareholders who wish to participate in the AGM may do so from their computer or mobile device, by entering the URL in their browser: <https://my.300.lumiconnect.com/r/participant/live-meeting>.

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

- the meeting ID for the online AGM, which is **300-119-205-498**
- 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.

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EXPLANATORY MEMORANDUM TO NOTICE OF 2024 ANNUAL GENERAL MEETING

FINANCIAL AND RELATED REPORTS

Item	Financial and related reports
Explanation	<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 2024 to be laid before the Company's 2024 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 2024 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. A copy of the 2024 Annual Report is available from the Company's website (www.bluebetplc.com).</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 & Young, questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2024, 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 & Young in relation to the conduct of the audit.</p>

ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Resolution 1	Adoption of Remuneration Report (advisory resolution)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2024 Annual Report and is available from the Company's website (www.bluebetplc.com).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> ▪ 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; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Chief Executive Officer. <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>Voting consequences</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 (Spill Resolution).</p>

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	<p>If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene an extraordinary general meeting (Spill Meeting) 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>
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.
Board Recommendation	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.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

ELECTION OF DIRECTORS

Resolutions 2, 3 & 4	Election of Directors – Matthew Tripp, Benjamin Shaw & Timothy Hughes
Explanation	<p>Clause 6.1(c) of the Constitution states that the Directors may elect any eligible person to be a director by resolution, either to fill a casual vacancy or as an addition to the existing directors.</p> <p>Clause 6.2(a) of the Constitution states that a director appointed under rule 6.1(c) who is not a managing director must retire from office at the next annual general meeting following their appointment.</p> <p>As such, Matthew Tripp, Benjamin Shaw, and Timothy Hughes, having previously been appointed by the Directors as a result of the merger between the Company and betr on 1 July 2024, each retire at the 2024 Annual General Meeting, and being eligible under clause 6.3(a)(i) of the Constitution, offer themselves for re-election as a Director.</p>
About Matthew Tripp	<p>Matthew Tripp is a Non-Executive Director of the Company and was appointed on 1 July 2024 following completion of the merger between the Company and betr and is not considered to be independent.</p> <p>Matthew has extensive experience of over more than 20 years as an investor executive and board member across various landmark businesses within the Australian wagering landscape.</p> <p>In 2005, Matthew acquired Sportsbet and was its CEO until the business was sold to Paddy Power in 2011. Subsequently, Matthew founded BetEasy, which he grew into one of Australia's largest corporate bookmakers both organically and inorganically, including via the acquisition of William Hill Australia, before divesting into Stars Group.</p> <p>Matthew was the founding shareholder, largest investor and Chairman of betr and is also Chairman of Melbourne Storm and the Sunshine Coast Lightning.</p>
About Benjamin Shaw	Benjamin Shaw is a Non-Executive Director of the Company and was appointed on 1 July 2024 following completion of the merger between the Company and betr and is considered independent by the Board.

	<p>Benjamin has extensive private and listed company board level experience and is Managing Partner of Romana Capital LLP. Benjamin was a founder of the Marwyn Group, a London based investment and advisory business where significant portfolio companies included Entertainment One Plc (ETO), Advanced Computer Software Plc (ASW) and Breedon Aggregates Plc (BREE).</p> <p>In the gaming sector, Benjamin was a founder of Talarius Plc, the leading UK operator of slot machines, that was listed in London and was subsequently acquired by Macquarie Bank and Tattersalls. Benjamin divides his time between London and Melbourne.</p> <p>Benjamin is a member of the Company's Audit & Risk Committee and Chairman of the Remuneration & Nomination Committee.</p>
About Timothy Hughes	<p>Timothy Hughes is a Non-Executive Director of the Company and was appointed on 1 July 2024 following completion of the merger between the Company and betr and is considered independent by the Board.</p> <p>Timothy is an experienced corporate executive and company director with a diverse 35-year career spanning media, financial services, wagering & gaming, funds management and marketing & communications. He has previously served as Chairman of Macquarie Media Ltd, Enero Group Ltd and RG Capital Radio Ltd, as a Director of Grundy Worldwide Ltd, AWA Ltd, Sunshine Broadcasting Ltd, WAM Capital Ltd and Etrade Australia Ltd.</p> <p>Timothy is a member of the Company's Audit & Risk and Remuneration & Nomination Committees.</p>
Board Recommendation	The Board, with Mr Tripp, Mr Shaw & Mr Hughes each abstaining from the Resolution relating to their own appointment, recommends that Shareholders vote in favour of these Resolutions.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of these Resolutions.

RE-ELECTION OF DIRECTOR

Resolution 5	Re-Election of Michael Sullivan as a Director of the Company
Explanation	<p>Clause 6.2(b) of the Constitution states that no director may hold office without re-election beyond the third annual general meeting following the meeting at which that director was last elected or re-elected. The 2024 Annual General Meeting will be the third Annual General Meeting at which Mr Sullivan has held his role as a Director of the Company without re-election.</p> <p>Michael Sullivan retires at the 2024 Annual General Meeting and, being eligible under clause 6.3(a)(i) of the Constitution, offers himself for re-election as a Director.</p>
About Michael Sullivan	<p>Michael was appointed to the Board of the Company on 14 August 2021. Michael is currently the Executive Chairman of the Company and is not considered to be independent.</p> <p>Michael commenced as a bookmaker in Brisbane in 1988 and was the CEO of Sportingbet Australia/ William Hill until 2014.</p> <p>During his 13 years as CEO of Sportingbet Australia, Michael grew the company into one of Australia's leading online corporate bookmakers. Michael also served as an adviser to the Sportingbet Plc board as it expanded its international operations. In 2012, Sportingbet acquired competitor Centrebet and integrated Centrebet into its technology platform.</p> <p>Under Michael's leadership, the combined entity generated annual turnover of circa \$3 billion and became the subject of an acquisition from William Hill. The business sold for \$660 million in March 2013. Michael remained as CEO of William Hill Australia to oversee the acquisition of tomwaterhouse.com, and following the integration of that business Michael departed William Hill Australia in April 2014 and founded BlueBet, which has</p>

	<p>repeated the early growth of Sportingbet Australia.</p> <p>Michael's depth of experience in the Australian and international wagering market is invaluable to the success of BlueBet's strategy.</p> <p>Michael is a member of the Company's Remuneration & Nomination Committee.</p>
Board Recommendation	The Board, with Mr Sullivan abstaining, recommends that Shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

APPROVE 10% PLACEMENT CAPACITY

Resolution 6	Approve 10% Placement Capacity (Special Resolution)
Explanation	<p>Background</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&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 capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.</p> <p>If this Resolution is not passed, the Company will not have access to the issue capacity offered under Listing Rule 7.1A.</p> <p>Information required by Listing Rule 7.3A</p> <p>Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:</p> <p>(a) Minimum Price</p>

The minimum price at which the Equity Securities may be issued for cash consideration 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 18 September 2024.

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.

		Dilution			
		Issue Price			
Number of Shares on issue (Variable A in ASX Listing Rule 7.1A.2)*		Shares issued – 10% voting dilution	\$0.095	\$0.19	\$0.38
			50% Decrease	Issue Price	100% Increase
		Funds Raised			
Current	565,902,528	56,590,253	\$5,376,074	\$10,752,148	\$21,504,296
50% Increase	848,853,792	84,885,379	\$8,064,111	\$16,128,222	\$32,256,444
100% Increase	1,131,805,056	113,180,506	\$10,752,148	\$21,504,296	\$43,008,592

* 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 565,902,528 Shares on issue;

- 2) The issue price set out above is the closing price of the Shares on the ASX on 18 September 2024;
- 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.

(d) Purpose of issue under 10% Placement Capacity

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.

The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon issue of any Equity Securities.

(e) Compliance with ASX Listing Rule 7.1A.4

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, the Company must:

- 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
- 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).

(f) Allocation Policy under the 10% Placement Capacity

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

	<p>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"> 1) The purpose of the issue; 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; 3) The effect of the issue of Equity Securities on the control of the Company. 4) The circumstances of the Company, including but not limited to, the financial position and solvency of the Company; and 5) Advice from corporate, financial and broking advisors (if applicable). <p>(g) Previous Issue of Securities under ASX Listing Rule 7.1A</p> <p>The Company issued unconditional placement shares at \$0.21 per share to sophisticated and professional investors on 22 April 2024 which utilised all of the Company's available placement capacity under Listing Rules 7.1 and 7.1A. The issue price represented a 2.3% discount to the closing price on the date of issue (\$0.215). Of the total number of fully paid ordinary shares issued, 20,082,544 shares were issued using the Company's 10% placement capacity under Listing Rule 7.1A. 2.3</p> <p>The securities issued using the Company's 10% placement capacity represented 9.99% of the total number of equity securities on issue at the date of the 2023 AGM.</p> <p>The funds from the placement were used to fund growth initiatives and working capital as well as to cover transaction costs of realising cost synergies from the merger with betr.</p> <p>(h) Voting Exclusion</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>
Special Resolution	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).
Board Recommendation	The Directors unanimously recommend that Shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

APPROVAL OF EMPLOYEE EQUITY INCENTIVE SCHEME

Resolution 7	Approval of Employee Equity Incentive Plans
Explanation	<p>The purpose of the Employee Equity Incentive Plan (Plan) is to provide eligible participants with an incentive to remain with the Company and to improve the longer-term performance of the Company and its returns to Shareholders. This Plan enables the Company to retain and attract skilled and experienced senior management and provide them with the motivation to make the Company more successful.</p> <p>The Company is required to obtain shareholder approval for the issue of securities under the Plan so that any issue of securities under that Plan within the next three years falls within the ASX Listing Rule exception and will not reduce the Company's available</p>

	<p>placement capacity. This Resolution seeks to ‘refresh’ the Plan which was last approved by shareholders at the Company’s 2023 annual general meeting.</p> <p>This Resolution seeks Shareholder approval of the amendments to the Plan and the issue of securities under the Amended Plan in accordance with Listing rule 7.2 exception 13(b).</p> <p>At the 2023 annual general meeting of the Company, the Shareholders passed a resolution to approve the Employee Equity Incentive Scheme and that the Company could issue up to 25,900,000 securities under the scheme utilising ASX Listing Rule 7.2 exception 13. ASX Listing Rule 7.2 exception 13 provides that ASX Listing Rule 7.1 does not apply to issues of securities under an employee incentive scheme if, within three years before the date on which the securities are issued, shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.</p> <p>Since the 2023 annual general meeting, the Company has issued 4,101,124 securities as approved under that resolution. Following the acquisition of betr and an increase to the number of employees within the business, the Company would like to increase the total number of securities that it can issue under the scheme utilising ASX Listing Rule 7.2 exception 13.</p> <p>A summary of the Rules of the Plan is attached as Annexure A of this Explanatory Memorandum.</p>
<p>Why is approval being sought</p>	<p>Shareholder approval is sought for the Plan for the purposes of ASX Listing Rule 7.2 exception 13, section 260C(4) of the Corporations Act and for all other purposes.</p> <p>ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period without shareholder approval.</p> <p>ASX Listing Rule 7.2 exception 13 provides that ASX Listing Rule 7.1 does not apply to issues of securities under an employee incentive scheme if, within three years before the date on which the securities are issued, shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.</p> <p>However, the exception does not apply to Directors and their associates, who are deemed related parties of the Company, and issues to such persons will require separate approval under Listing Rule 10.14.</p> <p>If this Resolution is passed, the Company will be able to issue securities under the Plan to eligible participants over a period of 3 years. The issue of any securities to eligible participants under the Amended Plan will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1. The Directors believe that this will provide the Company with the flexibility necessary to raise additional capital as and when appropriate.</p> <p>If this Resolution is not passed, the Company will be able to proceed with the issue of securities under the Plan to eligible participants, but any issues of securities above the total number of securities approved at the 2023 annual general meeting will reduce the Company’s capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Shares.</p> <p>Information required by Listing Rule 7.2 (Exception 13) Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to this Resolution:</p> <p>a) See Annexure A to for a summary of the key terms of the Plans.</p>

	<p>b) The Company has issued 4,101,124 securities under the Plan since the Plan was last approved by Shareholders upon the Company's 2023 annual general meeting. Of those securities issued, 1,839,888 securities were issued to Michael Sullivan (Chairman) and 2,261,236 were issued to Bill Richmond (previously a Director and currently a related party) as approved at the 2023 annual general meeting.</p> <p>c) The aggregate maximum number of securities proposed to be issued under the Plans, following Shareholder approval, is 60,000,000 securities. It is envisaged that the number maximum number of securities for which approval is sought will be issued over the period of 3 years.</p>
Board Recommendation	As the Directors are excluded from voting upon this resolution pursuant to the ASX Listing Rules, the Directors will not make a recommendation to shareholders with respect to voting in relation to this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

APPROVAL OF ISSUE OF PERFORMANCE SHARE RIGHTS

Resolution 8	Approval of issue of Performance Share Rights to Bill Richmond
Explanation	<p>The Company is proposing to issue Performance Share Rights (PSR) to Mr Bill Richmond under the Employee Equity Incentive Plan (the PSR Issues).</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"> - A director of the Company; - An associated of a Director of the Company; or - 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, <p>unless it obtains the approval of its Shareholders.</p> <p>Mr Richmond was a Director of the Company up until 1 July 2024 and continues to be the Company's Chief Operating Officer. As Mr Richmond was a Director within the last six months he falls within Listing Rule 10.14.3 above and therefore the PSR Issue requires the approval of the Company's Shareholders under Listing Rule 10.14.</p> <p>The Resolution seeks the required Shareholder approval of the PSR Issue under and for the purposes of Listing Rule 10.14.</p> <p>If the Resolution is passed the Company will proceed with the PSR Issue 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 PSR issue. In that circumstance, issues may arise with the competitiveness of Bill Richmond's total remuneration package. 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). Mr Richmond is considered to be related party of the Company and the issue of PSRs to him 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 Mr Richmond and any issue of Shares upon the exercise of PSRs constitutes part of the reasonable remuneration.</p> <p>In reaching this conclusion, the Board has had regard to a variety of factors including Mr Richmond's current remuneration and market practice for the remuneration offered to persons in comparable positions at comparable companies.</p>												
<p>Specific information required by ASX Listing Rule 10.15</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>Maximum no. of securities to be issued</p> <p>Bill Richmond: The Board proposes the CEO be granted 2,556,818 PSRs under the Plan for his 2025 award. The Board has determined Bill Richmond's long term incentive opportunity for the 2025 award is \$450,000 (LTI Opportunity).</p> <p>The actual number of PSRs to be granted to Mr Richmond was determined by:</p> <ul style="list-style-type: none"> calculating the 'face value' of the Company's shares based on the volume-weighted average price (VWAP) for the 5 trading days up to and including 30 June 2024 which was \$0.176 per share (Face Value); and dividing the LTI opportunity by the Face Value and rounding to the nearest whole figure. <p>Remuneration Package</p> <table border="1" data-bbox="671 1126 1401 1554"> <thead> <tr> <th></th> <th>AUD</th> </tr> </thead> <tbody> <tr> <td>Fixed Remunerations (inc. Super)</td> <td>\$450,000</td> </tr> <tr> <td>Short Term Incentive (Target)</td> <td>\$225,000</td> </tr> <tr> <td>Share-based Payments</td> <td>\$60,478</td> </tr> <tr> <td>Long Term Incentive (Target)</td> <td>\$450,000</td> </tr> <tr> <td>Total Target Remuneration</td> <td>\$1,185,478</td> </tr> </tbody> </table>		AUD	Fixed Remunerations (inc. Super)	\$450,000	Short Term Incentive (Target)	\$225,000	Share-based Payments	\$60,478	Long Term Incentive (Target)	\$450,000	Total Target Remuneration	\$1,185,478
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	<p>Previous issues of PSRs under the Plan and the average acquisition price (if any)</p> <p>Bill Richmond was 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 under the Plan for their 2022 award, which were approved by Shareholders at 2021 AGM. These PSRs were issued for nil consideration.</p> <p>The Board granted 817,996 PSRs to Bill Richmond under the Plan for their 2023 award, which were approved by Shareholders at 2022 AGM. These PSRs were issued for nil consideration.</p>												

	<p>The Board granted 2,261,236 PSRs to Bill Richmond under the Plan for their 2024 award, which were approved by Shareholders at 2023 AGM. These PSRs were issued for nil consideration.</p> <p>The PSRs do not have an attaching exercise price. The PSRs will vest upon achievement of certain goals set and agreed by the Board during the performance period. Further details can be found in the 2021, 2022 and 2023 AGM notice of meetings.</p> <p>Terms of securities/ plan Terms of the Employee Equity Incentive Plan and a summary of the key terms and conditions of the PSRs is set out in Annexure A.</p> <p>Why PSRs For the purposes of Listing Rule 10.15.6, the Company proposes to issue Performance Share Rights (as opposed to fully paid ordinary securities) for the following reasons:</p> <ul style="list-style-type: none"> (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. Richmond, to facilitate long-term growth; and (b) Equity-based incentives assist in the alignment of Shareholders and Directors' interests. (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>Date of issue of PSRs As soon as practicable but in any event no later than three (3) years following the date of the Meeting.</p> <p>Issue price The PSRs will be issued for nil consideration.</p> <p>Future statement regarding issued PSRs 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>Future persons covered by ASX Listing Rule 10.14 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>
Board Recommendation	The Directors, with Bill Richmond abstaining, recommend that Shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

DEFINITIONS

Annual General Meeting	Means the annual general meeting of the Company for 2024 to which the Notice relates.
ASX	Means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.
ASX Listing Rules	Means the Listing Rules of ASX.
betr	Means NTD Pty Ltd ACN 658 859 262
Chairman or Chair	Means the chairman of the annual general meeting
Company or BlueBet	Means BlueBet Holdings Limited ACN 647 124 641.
Constitution	Means the Company's constitution.
Corporations Act	Means the <i>Corporations Act 2001</i> (Cth).
Closely Related Party (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or 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 e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition.
Director	Means a director of the board of BlueBet Holdings Limited.
Equity Securities	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.
Explanatory Memorandum	Means this explanatory memorandum accompanying and forming part of the Notice.
Key Management Personnel or KMP	Means those people described as Key Management Personnel in the Remuneration Report and includes all directors
Meeting	Means the annual general meeting of the Company for 2024 to which the Notice relates.
Notice	Means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.

Option	Means an option to acquire a fully paid ordinary share in the Company.
Proxy Form	Means the proxy form that is enclosed with and forms part of this Notice
Remuneration Report	Means the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2024.
Resolution	Means a resolution set out in this Notice.
Share	Means a fully paid ordinary share in the capital of the Company.
Shareholder	Means a holder of at least one Share in the Company.

Annexure A – Summary of Employee Equity Incentive Plan Rules

<p>Maintaining Sustainable Performance</p>	<p>The purpose of this Equity Incentive Plan (EIP) is to allow the Board to make Offers to Eligible Employees to acquire securities in BlueBet Holdings Limited ACN 647 124 641 (the Company) 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>Purpose</p>	<p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> (a) assist in the reward, retention, and motivation of Eligible Employees. (b) link the reward of Eligible Employees to performance and the creation of Shareholder value. (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. (d) provide Eligible Employees with the opportunity to share in any future growth in value of the Company; and (e) provide greater incentive for Eligible Employees to focus on the Company’s longer-term goals
<p>Participation</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>Offers of Incentive Securities</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"> • performance share rights (PSRs), which are an entitlement to receive Shares upon satisfaction of applicable conditions. • options, which are an entitlement to receive Shares upon satisfaction of applicable conditions and payment of the applicable exercise price; and • restricted shares, which are Shares that are subject to dealing restrictions, vesting conditions or other restrictions or conditions. <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>Performance Period & Vesting conditions</p>	<p>The vesting condition will be tested over a period of three years as follows:</p> <ul style="list-style-type: none"> • Achievement of certain goals set and agreed by the Board during the performance period (1 July 2023 to 30 June 2024) (Performance Criteria) • Where the Performance Criteria has been achieved and the Eligible Employee remains employed: <ul style="list-style-type: none"> ▪ As of 1 July 2025, 20% of the PSRs will vest; and ▪ As of 1 July 2026, 30% of the PSRs will vest; and ▪ As of 1 July 2027, 50% of the PSRs will vest, <p>(Each a Vesting Date)</p>

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Testing & Vesting	<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>
Ranking of Shares	<p>Upon vesting of the PSRs, shares received by participants will rank equally with ordinary shares currently on issue.</p>
Voting & Dividend Rights	<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>
Trading Restrictions	<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
- ☎ **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 11:00am (AEDT) on Tuesday, 26 November 2024.**

🖥️ TO APPOINT A PROXY ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/bbtqgm2024>

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 Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman 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 Chairman 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:

- 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.
- 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 Form" 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 **11:00am (AEDT) on Tuesday, 26 November 2024.** 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/bbtqgm2024>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** 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.

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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 Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman 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

[Empty box for proxy name]

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 at the Annual General Meeting of the Company to be held online at https://my.300.lumiconnect.com/r/participant/live-meeting/300-119-205-498 on Thursday 28 November 2024 at 11.00am (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.

The Chairman of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 & 8, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 & 8 are connected with the remuneration of a member of the key management personnel for the Company.

The Chairman of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 & 8). If you wish to appoint the Chairman 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.

Table with 3 columns: Resolution, Description, For, Against, Abstain*. Rows include Adoption of Remuneration Report, Election of Director (Matthew Tripp, Benjamin Shaw, Timothy Hughes, Michael Sullivan), Approval of Additional 10% Placement Capacity (Special Resolution), Approval of Employee Equity Incentive Scheme, and Approval of Issue of Performance Share Rights to Bill Richmond.

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1, Securityholder 2, Securityholder 3 signature boxes.

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2024

For personal use only

Online Meeting Guide

BlueBet Holdings Ltd (BBT) - AGM 2024

28 NOV 2024, 11:00 AEDT



Scan to join the meeting

Attending the meeting virtually

Those attending online will be able to view a live webcast of the meeting. Shareholders and proxyholders can ask questions and submit votes in real time.

To participate online, visit <https://meetings.lumiconnect.com/300-119-205-498> on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

To log in, you may require the following information:

Meeting ID: 300-119-205-498



Australian residents

Voting Access Code (VAC)

Postcode

(postcode of your registered address)

Overseas residents

Voting Access Code (VAC)

Country Code

(three-character country code)
e.g. New Zealand - **NZL**; United Kingdom - **GBR**; United States of America - **USA**; Canada - **CAN**

A full list of country codes can be found at the end of this guide.

Appointed Proxies

To receive your unique username and password, please contact Boardroom on 1300 737 760.

Guests

To register as a guest, you will need to enter your name and email address.

Registering for the meeting

- 1 To participate in the meeting, follow the direct link at the top of the page. Alternatively, visit **meetings.lumiconnect.com** and enter the unique 12-digit Meeting ID, provided above.

- 2 To proceed into the meeting, you will need to read and accept the Terms and Conditions and select if you are a shareholder / proxy or a guest. Note that only shareholders and proxies can vote and ask questions in the meeting.

The screenshot shows the LUMI logo at the top. Below it, the text "Meeting ID" is displayed above a white input field. At the bottom of the form is a grey button labeled "Join Meeting".

The screenshot shows a mobile interface with a blue header containing a back arrow. Below the header is the BlueBet and B betr logo. Underneath, the text "Meeting Name" is displayed above two red buttons: "Shareholder or Proxy" (with a person icon) and "Guest" (with a person icon). At the bottom, there is a link that says "Having trouble logging in?... v".

3 To register as a shareholder, enter your VAC and Postcode or Country Code and press Sign in.

To register as a proxyholder, you will need your username and password as provided by Boardroom. In the 'VAC/Username' field enter your username and in the 'Postcode/Country Code/Password' field enter your password.

A screenshot of the BlueBet mobile app registration screen. At the top, there is a blue header with a back arrow and the BlueBet and B betr logos. Below the logos, the text "Meeting Name" is displayed. There are two input fields: "VAC/Username *" and "Postcode/Country Code/Password *". At the bottom, there is a link "Having trouble logging in?... v" and a red "Sign in" button.

To register as a guest, enter your name and other requested details and press continue.

A screenshot of the BlueBet mobile app registration screen for guests. It features a blue header with a back arrow and the BlueBet and B betr logos. Below the logos, the text "Meeting Name" is displayed. There are three input fields: "First Name *", "Last Name *", and "Email *". At the bottom, there is a link "Having trouble logging in?... v" and a red "Continue" button.

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4 Watching the meeting

On a desktop/laptop device, you will see the home tab on the left, which displays the meeting title and instructions. The webcast will appear automatically on the right. Press play and ensure your device is not muted.



You can watch the webcast full screen, by selecting the full screen icon.



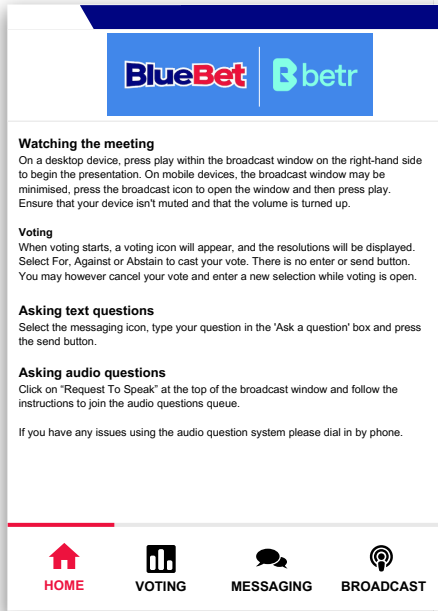
To reduce the webcast to its original size, select the minimise icon.

A screenshot of the BlueBet mobile app interface during a meeting. The interface is split into two main sections. On the left, there is a navigation menu with icons for HOME, VOTING, and MESSAGING. Below the menu, there is a section titled "Watching the meeting" with instructions. Below that, there are sections for "Voting", "Asking text questions", and "Asking audio questions". At the bottom left, there is a "MEETING ID" field with a placeholder "XXX-XXX-XXX-XXX" and a "LUMI" logo. On the right, there is a large video window showing a man speaking at a podium. Above the video window, there is a "BROADCAST" label, a "Request to Speak" button, and a full screen icon.

5 On a mobile device, select the broadcast icon at the bottom of the screen to open the webcast. Press play and ensure your device is not muted.


During the meeting, mobile users can minimise the webcast at any time by selecting one of the other icons in the menu bar.

You will still be able to hear the meeting while the broadcast is minimised. Selecting the broadcast icon again will reopen the webcast.

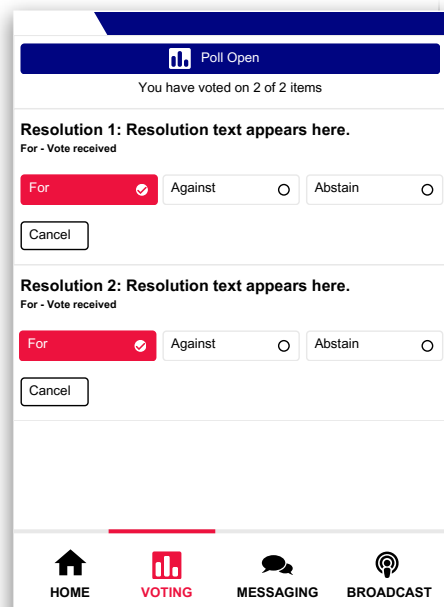
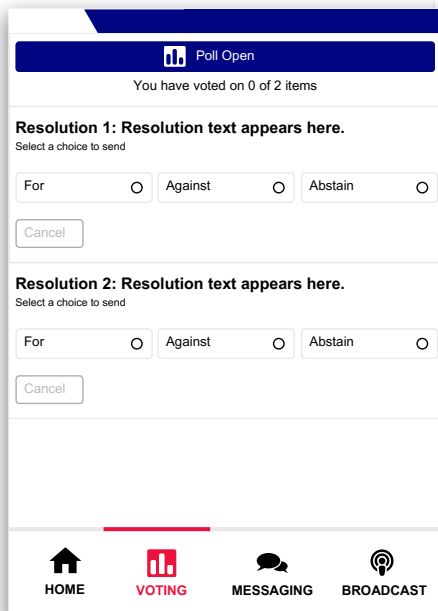


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Voting



6 When the Chair declares the poll open:

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

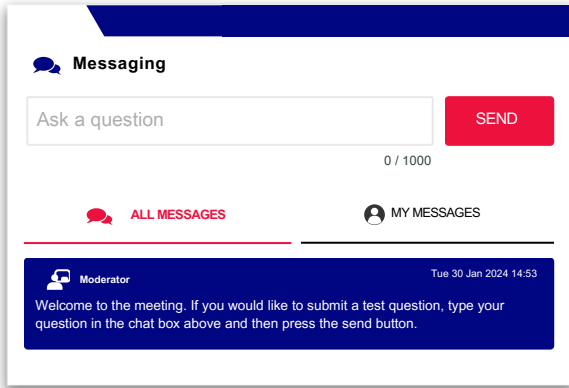
There is no need to press a submit or send button. Your vote is automatically counted. Votes may be changed up to the time the Chair closes the poll.



Text Questions

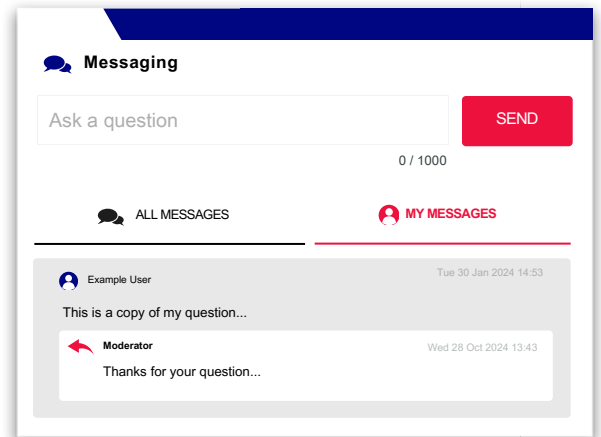
7 To ask a written question, tap on the messaging icon , type your question in the box at the top of the screen and press the send button .

Confirmation that your message has been received will appear.



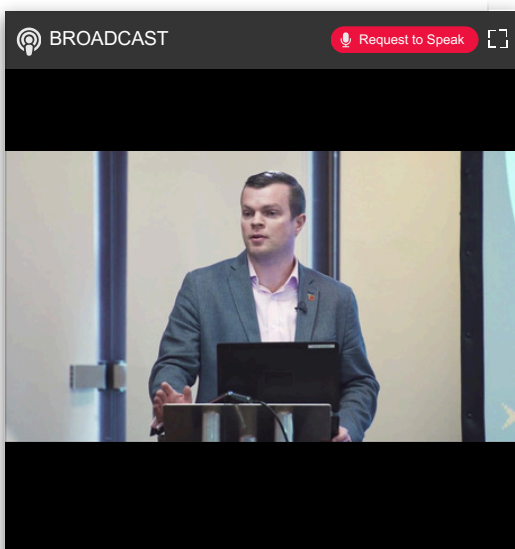
8 Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

A copy of your sent questions, along with any written responses, can be viewed by selecting "MY MESSAGES".



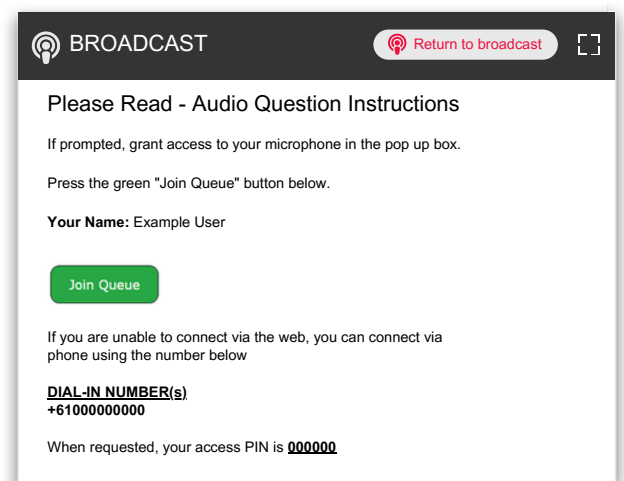
Audio Questions

If you would like to ask a verbal question, click the 'Request to Speak' button at the top right corner of the broadcast window.



10 The audio questions interface will now display. Confirm your details, click 'Submit Request' and follow the instructions on screen to connect.

You will hear the meeting while you wait to ask your question.



Country Codes - Boardroom

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

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

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Need help?

If you require any help using this system prior to or during the meeting, please contact Boardroom on 1300 737 760.