

# Notice of Annual General Meeting and Explanatory Memorandum

# betr Entertainment Limited

ACN 647 124 641

**Date:** Thursday 27 November 2025

Time: 11.00am (AEDT)

Place: Online at https://meetings.lumiconnect.com/300-293-947-812

# NOTICE OF 2025 ANNUAL GENERAL MEETING

Notice is given that the 2025 Annual General Meeting of betr Entertainment Limited ACN 647 124 641 (the **Company**) will be held online at <a href="https://meetings.lumiconnect.com/300-293-947-812">https://meetings.lumiconnect.com/300-293-947-812</a> on Thursday 27 November 2025 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 2025.

# 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 2025 Annual Report and is available from the Company's website ( <a href="https://corporate.betr.com.au/">https://corporate.betr.com.au/</a> ). In accordance with section 250R of the Corporations Act, the vote on this Resolution will be advisory only and will not bind the Directors or the Company.
Resolution	To consider and, if thought fit, pass the following Resolution as an advisory resolution:
(Advisory)	"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2025 be adopted."
Voting Exclusion	The Company will disregard any votes cast on this Resolution:
voting exclusion	<ul> <li>by or on behalf of a member of Key Management Personnel (KMP) named in the Remuneration Report for the year ended 30 June 2025, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and</li> </ul>
	as 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><li>(a) in accordance with the directions of how to vote on the Proxy Form; or</li><li>(b) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.</li></ul>

# **ELECTION & RE-ELECTION OF DIRECTORS**

Resolution 2	Election of Director – Alexi Baker
Resolution	To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b> :
(Ordinary)	"THAT Ms. Alexi Baker, 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 herself for reelection, be re-elected as a Director of the Company."

Resolution 3	Re-election of Director – Nigel Payne
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b> :  "THAT Mr. Nigel Payne, 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 reelection, be re-elected as a Director of the Company."

# **APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY**

Resolution 4	Approval of additional 10% Placement Capacity
Resolution (Special)	To consider and, if thought fit, pass the following Resolution as a <b>special resolution</b> :  "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."
Voting Exclusion	The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person, or any associate of that person, who is expected to participate in, or who will obtain a material benefit as a results of, the proposed issue of equity securities under the increased placement capacity under ASX Listing Rule 7.1A, except as a benefit solely in the capacity of a holder of Shares, if this Resolution is passed.  However, this does not apply to a vote cast in favour of the 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 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:  • The beneficiary provided 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.
	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.

# **APPROVAL OF ISSUE OF SECURITIES TO A DIRECTOR**

Resolution 5	Approval of issue of Performance Share Rights to Andrew Menz
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b> :  "THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 1,667,450 Performance Share Rights, to Andrew Menz, CEO of the Company, or his nominee(s), on such terms and conditions as set out in the Explanatory Memorandum."
Voting Exclusion	The Company will disregard any votes cast in favour of this Resolution by or behalf of Andrew Menz and any associate of that person and any other Directors eligible to participate in the Employee Equity Incentive Plan or any of their associates.  However, this does not apply to a vote cast in favour of the 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;  • the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the 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:  • 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 6	Approval of issue of Shares to Andrew Menz
Resolution	To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b> :
(Ordinary)	"THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 712,585 Shares, to Andrew Menz, CEO of the Company, or his nominee(s), on such terms and conditions as set out in the Explanatory Memorandum."
Voting Exclusion	The Company will disregard any votes cast in favour of this Resolution by or behalf of Andrew Menz and any associate of that person and any other Directors eligible to participate in the Employee Equity Incentive Plan or any of their associates.
	However, this does not apply to a vote cast in favour of the Resolution by:
	<ul> <li>a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;</li> <li>the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the Chair to vote on the resolution as the Chair decides; or</li> <li>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> <li>the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and</li> <li>the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>

# APPROVAL TO INCREASE THE NON-EXECUTIVE DIRECTOR FEE POOL

Resolution 7	Approval to Increase the Non-Executive Director Fee Pool
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b> :
	"THAT, for the purposes of ASX Listing Rule 10.17 and for all other purposes, the maximum aggregate amount of directors' fees payable by the Company to its Non-Executive Directors will be increased by \$250,000 from \$500,000 to \$750,000 per annum."
Voting Exclusion	The Company will disregard any votes cast in favour of this Resolution by or behalf any Director or any of their associates.
LACIUSION	However, this does not apply to a vote cast in favour of the 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;      the Christian and the christian are the christian and the christian are the christian
	<ul> <li>the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the Chair to vote on the resolution as the Chair decides; or</li> </ul>
	<ul> <li>a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</li> </ul>
	<ul> <li>the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and</li> </ul>
	<ul> <li>the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul>

### **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 2025, or the content of its audit report. Please send your questions to:

The Company Secretary, **betr Entertainment Limited,** at Source Governance, Level 37, 180 George Street, Sydney NSW 2000 E. <a href="mailto:cosec@sourceservices.com.au">cosec@sourceservices.com.au</a>

Written questions must be received by no later than 5.00pm (AEDT) on Thursday 20 November 2025.

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 25 November 2025:

Online <u>www.votingonline.com.au/bbtagm2025</u>

By post Boardroom Pty Limited

GPO Box 3993 Sydney NSW 2001

By personal Boardroom Pty Limited

delivery 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 25 November 2025 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 Matthew Tripp, 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: <a href="https://meetings.lumiconnect.com/300-293-947-812">https://meetings.lumiconnect.com/300-293-947-812</a>

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 300-293-947-812
- 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.

# EXPLANATORY MEMORANDUM TO NOTICE OF 2025 ANNUAL GENERAL MEETING

# **FINANCIAL AND RELATED REPORTS**

Item	Financial and related reports
Explanation	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 2025 to be laid before the Company's 2025 Annual General Meeting. There is no requirement for a formal resolution on this item.
	The financial report contains the financial statements of the consolidated entity consisting of betr Entertainment Limited and its controlled entities.
	As permitted by the Corporations Act, a printed copy of the Company's 2025 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. A copy of the 2025 Annual Report is available from the Company's website ( <a href="https://corporate.betr.com.au">https://corporate.betr.com.au</a> )
	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 2025, 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.

# ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Resolution 1	Adoption of Remuneration Report (advisory resolution)
Explanation	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2025 Annual Report and is available from the Company's website ( <a href="https://corporate.betr.com.au">https://corporate.betr.com.au</a> ).
	The Remuneration Report:
	<ul> <li>describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;</li> </ul>
	<ul> <li>sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and</li> </ul>
	<ul> <li>explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Chief Executive Officer.</li> </ul>
	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.
	Voting consequences
	Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting ( <b>Spill Resolution</b> ).

	If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene an extraordinary general meeting ( <b>Spill Meeting</b> ) within 90 days of the second annual general meeting, at which all of the Directors (other than the Executive Directors) of the Company, would need to stand for re-election.
	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.
	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.
	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.
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 & RE-ELECTION OF DIRECTORS**

Resolutions 2	Election of Director –Alexi Baker
Explanation	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.
	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.
	As such, Alexi Baker, having previously been appointed by the Directors on 7 October 2025, retires at the 2025 Annual General Meeting, and being eligible under clause 6.3(a)(i) of the Constitution, offers herself for re-election as a Director.
	Andrew Menz, Chief Executive Officer, was appointed as an Executive Director on 7 October 2025. He is excluded from the obligation to retire from office at the next annual general meeting following his appointment. Both ASX Listing Rule 14.4 and clause 6.2(a) of the Constitution exclude the managing director from needing to stand for election and reelection by Shareholders.
About Alexi Baker	Alexi Baker is a Non-Executive Director of the Company and was appointed on 7 October 2025 and is considered independent by the Board.
	Alexi is a director and executive with 20 years' experience across media, digital, sport and finance.
	Alexi was most recently Chief Customer and Digital Officer of National Rugby League (NRL) where she was responsible for all consumer revenue streams, digital, marketing and customer experience. Prior to the NRL, Alexi spent nine years across various roles with Nine Entertainment Co including Managing Director Commercial and Director of Strategy and M&A. Prior to this she worked as an equities analyst at Deutsche Bank and Credit Suisse.
	Alexi is currently a Non-Executive Director of Rugby Australia and Healthy Bones Australia.
	Alexi holds Bachelor of Law and Bachelor of Commerce (Finance) Degrees from the University of New South Wales. Alexi has also completed the Executive Program at Stanford

	and is a graduate of the Australian Institute of Company Directors (GAICD).	
	Alexi is a member of the Company's Audit & Risk Committee.	
Board Recommendation	The Board, with Ms Baker abstaining, recommends that Shareholders vote in favour of thi Resolution.	
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.	
Resolution 3	Re-Election of Nigel Payne as a Director of the Company	
Explanation	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 2025 Annual General Meeting will be the third Annual General Meeting at which Mr Payne has held his role as a Director of the Company without re-election.	
	Nigel Payne retires at the 2025 Annual General Meeting and, being eligible under clause 6.3(a)(i) of the Constitution, offers himself for re-election as a Director.	
About Nigel Payne	Nigel was appointed to the Board of the Company on 7 June 2021 and was last re-elected by Shareholders at the 2022 annual general meeting. Nigel is a Non-Executive Director of the Company and is considered to be independent.	
	Nigel has over 30 years' experience as chairman, chief executive, director and non-executive director of some of the United Kingdom's and international pre-eminent private and quoted businesses both within and outside of the online gambling industry.	
	Nigel is the former CEO of FTSE 250 Listed Sportingbet Plc, one of the then largest internet gambling businesses in the world. Nigel has been involved in the listing of 18 businesses on the Landau Stack European and in presently the Chairman of LIK Main Market listed	

# the London Stock Exchange, and is presently the Chairman of UK Main Market-listed Braemar PLC. Nigel is also a non-executive director of UK AIM market listed GetBusy plc, as well as being a non-executive director of South-African listed Sun International and Chairman of privately owned computer games specialist Green Man Gaming Limited. Nigel is the former Chairman of UK AIM market listed Gateley plc, Stride Gaming plc, EG Solutions plc and ECSC Group plc. Nigel is the Chair of the Company's Audit & Risk Committee and a member of the Remuneration & Nomination Committee. **Board** The Board, with Mr Payne abstaining, recommends that Shareholders vote in favour of this Recommendation Resolution. Chairman's The Chairman of the Meeting intends to vote all available proxies in favour of this available proxies Resolution.

# **APPROVE 10% PLACEMENT CAPACITY**

Resolution 4	Approve 10% Placement Capacity (Special Resolution)	
Explanation	Background	
	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.	

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:

 $(A \times D) - E$ 

A = has the same meaning as in ASX Listing Rule 7.1

D = 10%

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.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) Is not included on the S&P/ ASX 300 Index; and
- (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.

As at the date of this Notice, the Company is an eligible entity.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has only one (1) class of quoted Equity Securities on issue, being the Shares.

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.

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

# Information required by Listing Rule 7.3A

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

# (a) Minimum Price

The minimum price at which the Equity Securities may be issued 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:

- 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 17 October 2025.

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			
Number of Shares on issue (Variable A in ASX Listing Rule 7.1A.2)*			Issue Price		
		Shares issued – \$0.118  10% voting dilution 50% Decrea.	\$0.118	\$0.235	\$0.470
			50% Decrease	Issue Price	100% Increase
			Funds Raised		
Current 1,167,683,502		116,768,350	\$13,720,281	\$27,440,562	\$54,881,125
50% Increase	1,751,525,253	175,152,525	\$20,580,422	\$41,160,843	\$82,321,687
100% Increase	2,335,367,004	233,536,700	\$27,440,562	\$54,881,125	\$109,762,249

<sup>\*</sup> 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 1,167,68,502 Shares on issue;
- 2) The issue price set out above is the closing price of the Shares on the ASX on 17 October 2025;
- 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:

- 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 the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- 1) The purpose of the issue;
- 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).

# (g) Previous Issue of Securities under ASX Listing Rule 7.1A

In April/May 2025, the Company conducted a capital raising which raised a total of \$130 million. The capital raising comprised an institutional placement and an entitlement offer. Under the institutional placement component of the capital raising, the Company issued 167,282,642 placement Shares at \$0.32 per Share to sophisticated and professional investors on 8 May 2025 which utilised the Company's Listing Rule 7.1 and 7.1A placement capacity, raising a total of \$53.5 million. The selection of investors for the placement was based on the Company's established criteria, which were designed to identify investors with the capacity to support the Company's strategic objectives, and the specific needs of this

placement. The issue price represented a 13.7% premium to the Company's 10-day VWAP to Thursday 24 April 2025 (being the last trading day prior to the announcement of the placement). Of the total number of Shares issued, 61,888,652 Shares were issued using the Company's 10% placement capacity under Listing Rule 7.1A. The Company raised a total of \$53.5m from the placement. To date, the Company has spent approximately \$96 million of the capital raising proceeds towards the acquisition of the Company's pre-bid stake in PointsBet Holdings Limited, to pay the costs associated with the capital raising and to fund the acquisition of further shares in PointsBet. As announced on 29 April 2025, with the remaining funds, the Company will consider capital management options that are in the best interests of its shareholders. These include the consideration of other actionable organic and inorganic growth opportunities in line with the Company's stated strategy.

The securities issued using the Company's 10% placement capacity represented 9.5% of the total number of equity securities on issue at the date of the 2024 AGM.

The purpose of the placement was to raise funds for the purposes of funding a proposed acquisition of PointsBet or alternative inorganic or organic growth opportunities. The funds raised were partially applied toward an acquisition of 19.9% interest in PointsBet and the balance is proposed to be applied to fund other capital growth initiatives that the Company may consider from time to time.

# (h) Voting Exclusion

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.

# 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 ISSUE OF SECURITIES TO A DIRECTOR

Resolutions 5 & 6	Approval of issue of Performance Share Rights & Shares to Andrew Menz	
Explanation	The Company is proposing to issue Performance Share Rights ( <b>PSR</b> ) (Resolution 5) and Shares (Resolution 6) to Mr. Andrew Menz under the Employee Equity Incentive Plan ( <b>the Director Incentive Issues</b> ).	
	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:	
	- 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,	
	unless it obtains the approval of its Shareholders.  Mr. Menz was appointed as a Director of the Company on 7 October 2025 and continues to be the Company's Chief Executive Officer. The Director Incentive Issues fall within Listing Rule 10.14.1 and therefore require approval of the Company's Shareholders under listing Rule 10.14.	

The Resolutions seek the required Shareholder approval of the Director Incentive Issues under and for the purposes of Listing Rule 10.14.

If the Resolutions are passed the Company will proceed with the Director Incentive Issues and the PSRs (and Shares issued upon vesting of the PSRs) and Shares 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.

If the Resolutions are not passed the Company will not be able to proceed with the Director Incentive Issues. In that circumstance, issues may arise with the competitiveness of Andrew Menz'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.

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. Menz is considered to be related party of the Company and the issue of PSRs to him will constitute a financial benefit.

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".

The Board, with Mr Menz abstaining, has determined that the grant of PSRs and Shares to Mr. Menz and any issue of Shares upon the exercise of PSRs constitutes part of the reasonable remuneration.

In reaching this conclusion, the Board has had regard to a variety of factors including Mr. Menz's current remuneration and market practice for the remuneration offered to persons in comparable positions at comparable companies.

# Specific information required by ASX Listing Rule 10.15

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 this Resolution:

# Maximum no. of securities to be issued

# **Resolution 5**

The Board proposes the CEO be granted 1,667,450 PSRs under the Plan for his 2026 LTI award. The Board has determined Andrew Menz's long term incentive opportunity for the 2026 award is \$533,583 (LTI Opportunity).

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

- The previous issue of securities in the Company's \$130 million raise to sophisticated and professional investors on 8 May 2025 which was \$0.320 per share (Face Value);
- dividing the LTI opportunity by the Face Value and rounding to the nearest whole figure.

# Resolution 6

The Board proposes the CEO be granted 712,585 Shares under the Plan for his FY25 STI award. Mr Menz receives a STI equivalent to 100% of his fixed remuneration on an annual basis, with 50% paid in cash and the remaining 50% paid in Shares. These shares are held

in voluntary escrow for a period of 12 months from the date of issue.

The payment of the STI is dependent upon achieving certain performance hurdles set by the Board. For FY25 the Board determined that 80% of the STI was payable to Mr Menz. The number of Shares to be issued was determined utilising the share price used for the previous issue of securities in the Company's \$130 million raise to sophisticated and professional investors on 8 May 2025 which was \$0.320 per share (Face Value).

# Remuneration Package

	AUD
Fixed Remunerations (inc. Super)	\$668,400
Cash Short Term Incentive (Target)	\$319,200
Share-based Payment Short Term Incentive (Target)	\$319,200
Long Term Incentive (Target)	\$638,400
Total Target Remuneration	\$1,945,200

Previous issues of securities under the Plan and the average acquisition price (if any) Andrew Menz has had 3,239,021 PSRs granted to him on 11 December 2024. These PSRs were issued for nil consideration.

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.

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.

Why PSRs

For the purposes of Listing Rule 10.15.6, the Company proposes to issue Performance Share Rights under the LTI award (as opposed to fully paid ordinary securities) for the following reasons:

- (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. Menz, 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.

Date of issue of Securities As soon as practicable but in any event no later than three (3) years following the date of the Meeting.

Future statement regarding issued PSRs		The PSRs and Shares considered under Resolutions 5 & 6 will be issued for nil consideration.	
		Details of any securities issued under the Employee Equity Incentive Plan will be published in the annual report of the Company relating to the period in which the securities are issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.	
	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 securities 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.	
Board Recommendation	The Directors, with Resolutions 5 & 6.	th Andrew Menz abstaining, recommend that Shareholders vote in favour of s.  the Meeting intends to vote all available proxies in favour of Resolutions 5 &	
Chairman's available proxies	The Chairman of the		

# APPROVAL TO INCREASE THE NON-EXECUTIVE DIRECTOR FEE POOL

Resolution 7	Approval to Increase the Non-Executive Director Fee Pool		
Explanation	Under clause 6.5 of the Constitution and in accordance with ASX Listing Rule 10.17, the maximum aggregate remuneration of all non-executive directors in any financial year must not exceed the amount fixed by the Company in general meeting (the <b>NED Fee Pool</b> ). The current NED Fee Pool of \$500,000 was set out in the 2021 IPO prospectus.		
	Shareholder approval is being sought to increase the NED Fee Pool by \$250,000 from \$500,00 to \$750,000 per annum. In accordance with ASX Listing Rule 10.17, the NED Fee Pool i inclusive of superannuation contributions made by the Company for the benefit of Nor Executive Directors and any fees which a Non-Executive Director agrees to sacrifice for other benefits on a pre-tax basis.		
	The Directors are seeking Shareholder approval to increase the NED Fee Pool for the followin reasons:  • To ensure that the Company has the ability to set fees at a competitive level so that it can attract and retain the services of Non-Executive Directors of the highest caliber		
	the size, complexity and risks associated with the Company have all significantl increased requiring fees to be set at commensurate levels;		
	<ul> <li>To ensure that the Non-Executive Directors' remuneration levels are commensurat with market rates to attract new non-executive directors of a caliber required t effectively guide and monitor the business of the Company;</li> </ul>		
	<ul> <li>To ensure that the Company continues to maintain a high standard of corporat governance oversight; and</li> </ul>		
	<ul> <li>To allow for some growth in Non-Executive Director fees in the future to reflect market competitiveness for Non-Executive Directors with the skills and experience that are appropriate for the Company's business.</li> </ul>		
	If this Resolution is approved, the Company will be able to increase NED Fee Pool to \$750,000 If this Resolution is not approved, the NED Fee Pool will remain at \$500,000 and the Board wi not have the flexibility described above, and any future non-executive director appointment will need to be assessed within the current remuneration pool.		

The remuneration provided to Non-Executive Directors is reviewed annually. Details of Non-Executive Director remuneration for the financial year ended 30 June 2025 are contained within the Remuneration Report in the Company's 2025 Annual Report.

Michael Sullivan was issued with 1,839,888 Performance Share Rights on 1 December 2025 and 664,622 Performance Share Rights on 29 November 2022 for nil consideration. At the time of the Performance Share Rights were issued, Michael was the Executive Chairman of the Company, and the issues of securities formed part of his remuneration. Mr Sullivan became a Non-Executive Director on 1 January 2025. No securities have been issued to Mr Sullivan whilst he has been a Non-Executive Director. No Securities in the Company have been issued to Mr Payne, Mr Shaw and Ms Baker in the preceding three years to the date of this 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.

# **DEFINITIONS**

Annual General Meeting	de la company de		
ASX  Means ASX Limited (ACN 008 624 691) or the Australian Securities Excontext requires.			
ASX Listing Rules	Means the Listing Rules of ASX.		
Chairman or Chair	Means the chairman of the annual general meeting		
Company	Means betr Entertainment Limited ACN 647 124 641.		
Constitution	Means the Company's constitution.		
Corporations Act	Means the Corporations Act 2001 (Cth).		
Closely Related Party  (of a member of KMP of an entity)  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 e influence the member, or be influenced by the member, in the dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this defining member.  Director  Means a director of the board of betr Entertainment Limited.  Equity Securities  Means a share, a unit in a trust, a right to a share or unit in a trust or option over an issued or unissued security, a convertible security, or any			
Explanatory Memorandum	that ASX decides to classify as an equity security.  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 2025 to which the Notice relates.		
Non-Executive Directors	Means Michael Sullivan, Nigel Payne, Ben Shaw and Alexi Baker.		
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.	
PointsBet	Means PointsBet Holdings Limited (ABN 68 621 179 351)	
Proxy Form	Means the proxy form that is enclosed with and forms part of this Notice	
Remuneration Report	Means the remuneration repot set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2025.	
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

Maintaining	The purpose of this Equity Incentive Plan (EIP) is to allow the Board to make Offers to		
Sustainable Performance	Eligible Employees to acquire securities in betr Entertainment Limited ACN 647 124 641 (the Company) and to otherwise incentivise employees.		
	The Company's philosophy on renumeration is that employee renumeration should be aligned with shareholder interests by providing levels of fixed renumeration 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" renumeration 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 renumeration is received as a sharebased payment.		
Purpose	The purpose of the Plan is to:		
·	<ul> <li>(a) assist in the reward, retention, and motivation of Eligible Employees.</li> <li>(b) link the reward of Eligible Employees to performance and the creation of Shareholder value.</li> <li>(c) align the interests of Eligible Employees more closely with the interests of Shareholders by providing an opportunity for Eligible Employees to receive an equity interest in the form of Awards.</li> <li>(d) provide Eligible Employees with the opportunity to share in any future growth in value of the Company; and</li> <li>(e) provide greater incentive for Eligible Employees to focus on the Company's longer-term goals</li> </ul>		
Participation	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.		
Offers of Incentive Securities	The Plan Rules provide flexibility for the Company to grant one or more of the following securities as incentives, subject to the terms of individual offers:  • performance 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.  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.		
Performance Period & Vesting conditions	<ul> <li>The vesting condition will be tested over a period of three years as follows:</li> <li>Achievement of certain goals set and agreed by the Board during the performance period (1 July 2024 to 30 June 2025) (Performance Criteria)</li> <li>Where the Performance Criteria has been achieved and the Eligible Employee remains employed: <ul> <li>As of 1 July 2026, 20% of the PSRs will vest; and</li> <li>As of 1 July 2027, 30% of the PSRs will vest; and</li> <li>As of 1 July 2028, 50% of the PSRs will vest,</li> </ul> </li> <li>(Each a Vesting Date)</li> </ul>		

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



# All Correspondence to:

By Mail Boardroom Pty Limited

GPO Box 3993 Sydney NSW 2001 Australia

Gydnoy Horr 2001

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 11:00 AM (AEDT) on Tuesday, 25 November 2025.

# TO APPOINT A PROXY ONLINE

**BY SMARTPHONE** 

STEP 1: VISIT https://www.votingonline.com.au/bbtagm2025

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

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



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 on the registered securityholder in the space.

### Appointment of a Second Proxy

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

To appoint a second proxy, you must:

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

(b) return both forms together in the same envelope.

# STEP 2: VOTING DIRECTIONS TO YOUR PROXY

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

# Proxy which is a Body Corporate

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

# STEP 3: SIGN THE FORM

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

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

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

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

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

# STEP 4: LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **before 11:00 AM (AEDT) on Tuesday, 25 November 2025**. 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 <a href="https://www.votingonline.com.au/bbtagm2025">https://www.votingonline.com.au/bbtagm2025</a>

**■ By Fax** + 61 2 9290 9655

GPO Box 3993.

Sydney NSW 2001 Australia

In Person Boardroom Pty Limited Level 8, 210 George Str

Level 8, 210 George Street Sydney NSW 2000 Australia

# Attending the Meeting

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

# betr Entertainment Limited

ACN 647 124 641

			This is If this is correct broker Please	Address your address as it appears on the company's share register. s incorrect, please mark the box with an "X" and make the ion in the space to the left. Securityholders sponsored by a should advise their broker of any changes. e note, you cannot change ownership of your securities this form.		
			PROXY FORM			
[	OTED 4	ADDON'T A DDOWY				
	STEP 1	APPOINT A PROXY	Company) and entitled to attend and vote hereby appoint:			
	// We being a m	the Chairman of the Meeting (mark				
	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					
>				]		
Juc	the Company to	be held virtually at https://meetings.	to individual or body corporate is named, the Chairman of the Mellumiconnect.com/300-293-947-812 on Thursday, 27 Novembordance with the following directions or if no directions have bee	per 2025 at 11:00 am (AEDT) and at any adjournment of		
sec	proxy or the C expressly auth	hairman of the Meeting becomes my/ou	e undirected proxies on remuneration related matters: If I/we ur proxy by default and I/we have not directed my/our proxy ho exercise my/our proxy in respect of these Resolutions even tho sonnel for the Company.	w to vote in respect of Resolutions 1, 5, 6 and 7, I/we		
			roxies <u>in favour</u> of all Items of business (including <b>Resolutions</b> or to abstain from voting on an item, you must provide a directi			
	STEP 2	VOTING DIRECTIONS	ticular item you are directing your province to yet an your beh	olf an a show of hands or an a nell and vaur veta will not		
O		be counted in calculating the required	ticular item, you are directing your proxy not to vote on your beh- majority if a poll is called.	all off a show of flands of off a politation your vote will not		
SL	Resolution 1	Adoption of Remuneration Report		For Against Abstain*		
be	Resolution 2	Election of Director - Ms Alexi Baker				
C	Resolution 3	Re-Election of Director - Mr Nigel Pay	ne			
Ĭ,	Resolution 4	Approval of additional 10% Placement	t Capacity (Special Resolution)			
	Resolution 5	Approval of issue of Performance Sha	are Rights to Mr Andrew Menz			
	Resolution 6	Approval of issue of Shares to Mr And	drew Menz			
	Resolution 7	Approval to Increase the Non-Executive	ve Director Fee Pool			
	STEP 3	SIGNATURE OF SECURIT This form must be signed to enable yo				
[	Indiv	ridual or Securityholder 1	Securityholder 2	Securityholder 3		
Ĺ	Sole Direct	or and Sole Company Secretary	Director	Director / Company Secretary		
(	Contact Name		Contact Daytime Telephone			

# Online Meeting Guide

# Betr Entertainment Limited (BBT)-Virtual AGM 2025 27 NOV 2025, 11:00 AEDT

# 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 <u>meetings.lumiconnect.com/300-293-947-812</u> 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: 300-293-947-812

Australian residents **Voting Access Code** (VAC)

# 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.

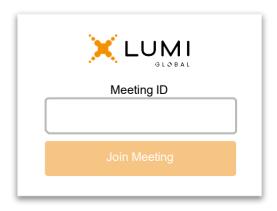
# **Guests**

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

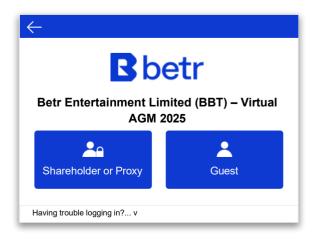
# (postcode of your (thr registered address) e.g. King Ame Afur four of the meeting of the meeting

direct link at the top of the page. Alternatively, visit

meetings.lumiconnect.com and enter the unique 12-digit Meeting ID, provided above.

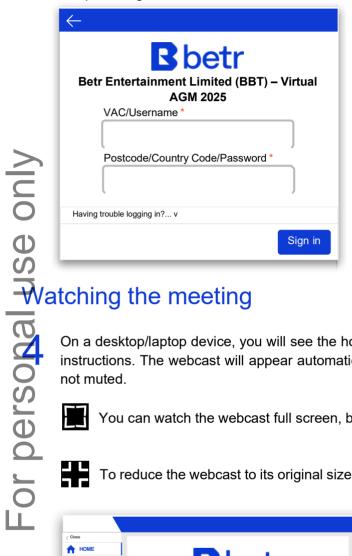


To proceed into the meeting, you will need to read and accept the Terms and Conditions and select if you are a Shareholder / Proxy or a Guest. Note that only shareholders and proxies can vote and ask questions in the meeting.



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 and press Sign in.



# To register as a Guest,

enter your name and other requested details and press Continue.

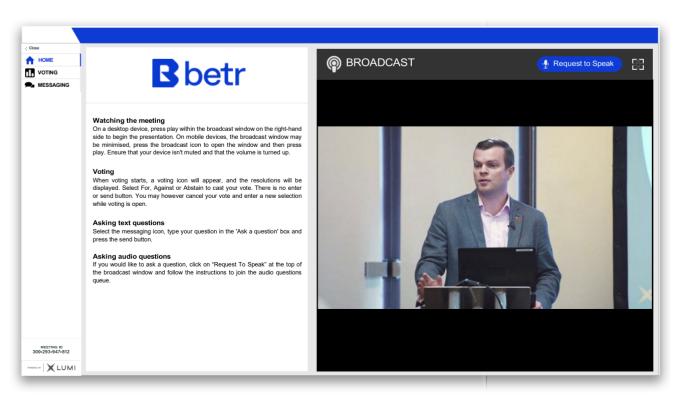
On a desktop/laptop device, you will see the home tab on the left, which displays the meeting title and instructions. The webcast will appear automatically on the right. Press play and ensure your device is



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



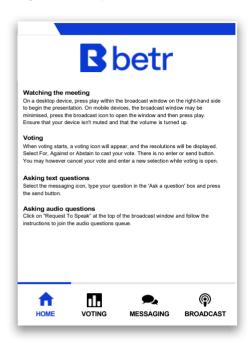
To reduce the webcast to its original size, select the minimise icon.

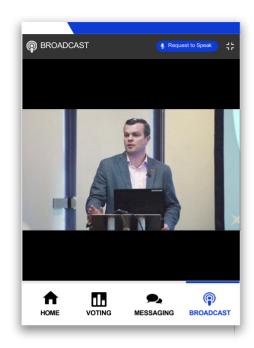


On a mobile device, select the Broadcast icon at the bottom of the screen to open the webcast. Press play and ensure your device is not muted.

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.



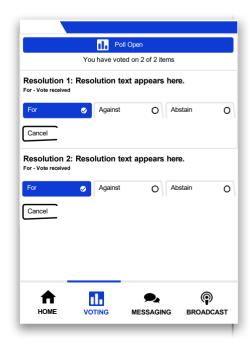


When the Chair declares the poll open:

- 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**

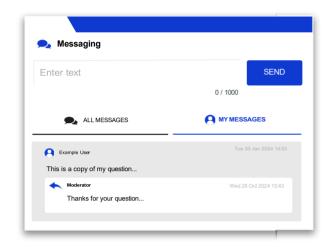
To ask a written question, tap on the messaging icon , type your question in the box at the top of the screen and press the send button

> Confirmation that your message has been received will appear.

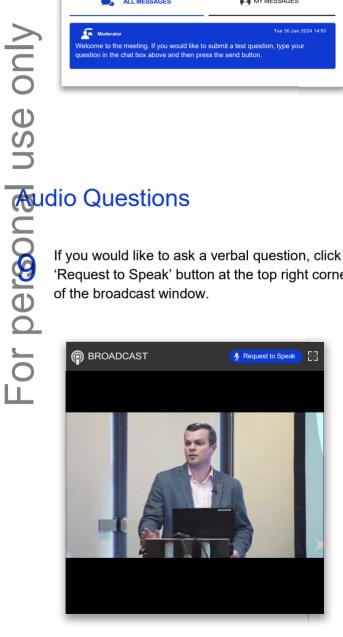


Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

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

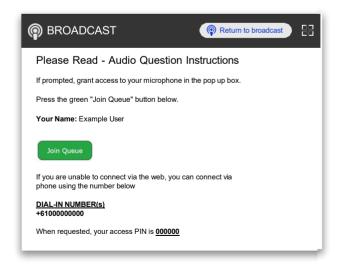


If you would like to ask a verbal question, click the 'Request to Speak' button at the top right corner of the broadcast window.



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.

<b>ABW</b>	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 AZE	Austria	GBR GEO	United Kingdom	MDG MDV	Madagascar Maldives	SMR SOM	San Marino Somalia
BDI	Azerbaijan Burundi	GGY	Georgia	MEX	Mexico	SPM	St Pierre and Miqueion
BEL	Belgium	GHA	Guernsey Ghana	MHL	Marshall Islands	SRB	Serbia
BEN	Benin	GIB	Gibraltar	MKD	Macedonia Former Yugoslav Rep	STP	Sao Tome and Principle
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	Montserra	TCD	Chad
BMU	Bermuda	GUF	French Guiana	MTQ	Martinique	TGO	Congo
BOL	Bolivia	GUM	Guam	MUS	Mauritius	THA	Thailand
BRA	Brazil	<b>GUY</b>	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		Netherlands	TWN	Taiwan
SHL	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 Philippin as	VUT	Vanuatu Wallia & Fartura
CRI	Costa Rica	JOR	Jordan	PHL	Philippines	WLF	Wallis & Fortuna
CUB CYM	Cuba Cayman Islands	JPN KAZ	Japan Kazakhstan	PLW PNG	Palau Papua New Guinea	WSM YEM	Samoa Yemen
CYP	•	KEN	Kazakristari Kenya	POL	Papua New Guinea Poland	YMD	Yemen Democratic
CXR	Cyprus Christmas Island	KGZ	Kenya Kyrgyzstan	POL	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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