



POINTS BET HOLDINGS LIMITED

NOTICE OF 2026 ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Tuesday, 25 August 2026 at 11.00am (Melbourne time)

Online at: <https://meetnow.global/M7D4GHL>

2026 ANNUAL GENERAL MEETING

Dear Shareholders,

2026 ANNUAL GENERAL MEETING

On behalf of the Board, I am pleased to invite you to attend the 2026 Annual General Meeting (**Meeting**) of PointsBet Holdings Limited (**Company** or **PointsBet**), which has been scheduled as follows:

Date: 25 August 2026

Time: 11.00am (Melbourne time) with registration open from 10.30am

Online: <https://meetnow.global/M7D4GHL>

Shareholders and proxyholders will be able to follow the proceedings, cast a live vote and ask questions online in real time.

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

Yours sincerely



Brett Paton
Chairman

NOTICE OF 2026 ANNUAL GENERAL MEETING

NOTICE OF MEETING

Notice is given that the Annual General Meeting (**Meeting**) of the Shareholders of PointsBet Holdings Limited (**Company** or **PointsBet**) will be held at the time and location, and to conduct the business, specified below:

Date: 25 August 2026

Time: 11.00am (Melbourne time) with registration open from 10.30am

Online: <https://meetnow.global/M7D4GHL>

The Explanatory Statement which accompanies, and forms part of this Notice of Meeting provides further details of the matters to be considered at the Meeting.

Defined terms used in this Notice of Meeting have the meanings given to them in the Glossary accompanying this Notice of Meeting at Schedule 1.

NOTICE OF 2026 ANNUAL GENERAL MEETING

BUSINESS OF THE MEETING

ORDINARY BUSINESS

Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 31 March 2026.

Note: No resolution is required on this item of business.

Resolution 1: Re-election of Director – Mr Sam Swanell

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

"That Mr Sam Swanell who, in accordance with clause 7.1(d) of the Constitution and ASX Listing Rule 14.4, retires from office by rotation and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Note: Information about Mr Sam Swanell appears in the Explanatory Statement to this Notice of Meeting.

Resolution 2: Remuneration Report

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

"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the Company (included in the Directors' Report) for the year ended 31 March 2026 be adopted."

Note: In accordance with the Corporations Act, this resolution is advisory only and does not bind the Company or the Directors of the Company.

Voting prohibition statement for Resolution 2:

In accordance with the Corporations Act, a vote on this Resolution 2 must not be cast:

- by, or on behalf of, any member of the KMP, details of whose remuneration are included in the Remuneration Report, or their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- as a proxy by a person who is a member of the KMP at the date of the Annual General Meeting, or their Closely Related Parties,

unless:

- the vote is cast as proxy on behalf of a person entitled to vote on this Resolution 2, and that vote is cast as specified on the Proxy Form; or
- the vote is cast by the Chair as proxy and the Chair has been expressly authorised to exercise the proxy even though Resolution 2 is connected directly or indirectly with the remuneration of the KMP.

By order of the Board.



Alister Lui
Group CFO
& Company Secretary
24 July 2026

NOTICE OF 2026 ANNUAL GENERAL MEETING

NOTES

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

If you are unable to attend the Virtual Meeting but wish to appoint a proxy, please complete and return the enclosed proxy form so that it is received prior to 11.00am (Melbourne time) on Sunday, 23 August 2026. You can do this online or by returning it to our share registry, Computershare Investor Services Pty Limited. Details of how to complete and submit the proxy form are included on the proxy form.

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

Determination of entitlement to attend and vote

For the purposes of determining an entitlement to vote at the Meeting, shares will be taken to be held by the persons who are registered as shareholders at 7:00pm (Melbourne time) on Sunday, 23 August 2026.

Proxies

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

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

A proxy form which is signed under power of attorney or other authority must be accompanied by that power of attorney or authority or a copy of that power of attorney or authority certified as a true copy by statutory declaration, unless it has previously been provided to and been accepted by the share registry. Where more than one joint holder votes, the vote of the holder whose name appears first in the register of shareholders shall be accepted to the exclusion of the others.

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

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

An instrument appointing a proxy must be lodged as follows by no later than 11.00am (Melbourne time) on Sunday, 23 August 2026 in order to be effective:

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

Corporate representatives

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

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

Voting

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

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT

ORDINARY BUSINESS

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

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

Financial Report, Directors' Report and Auditor's Report

This item of business calls for shareholders to formally receive the Financial Report for the year ended 31 March 2026 (which includes all the financial statements and notes), Directors' Report and the Auditor's Report. The Financial Report, Directors' Report and Auditor's Report are set out in the Company's Annual Report. Shareholders who elected to receive a printed copy of the Annual Report should have received the Annual Report with this Notice of Meeting. The Annual Report is available from the Company website, <https://investors.pointsbet.com.au/>.

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

Resolution 1: Re-election of Director – Mr Sam Swanell

In accordance with ASX Listing Rule 14.4 and clause 7.1(d) of the Constitution, a Director (other than the Managing Director) must not hold office (without re-election) past the third AGM following the Director's appointment or 3 years following the entity's admission to ASX, whichever is longer.

Sam Swanell served as Chief Executive Officer and Managing Director of the Company until 1 February 2026. Following the appointment of a new Chief Executive Officer, Sam Swanell transitioned to the role of Executive Director on 1 February 2026, where he continues to contribute to the Company's strategic direction and operational oversight.

Accordingly, Mr Sam Swanell will retire by rotation at this Meeting and, being eligible, is submitting himself for re-election at the Meeting.

Brief biographical details of Mr Swanell are set out below:

Occupation: Strategic Advisor and Company Director

Academic and professional qualifications

Sam Swanell has substantial expertise and experience in the wagering industry, including successfully managing the start-up of both TomWaterhouse.com and PointsBet.

For three years, Sam served as National Sales Manager with TOTE Tasmania, responsible for all revenue channels including all retail and pub outlets.

Sam's experience also includes international consulting assignments across North America and Europe and related verticals such as online casino and poker.

Sam has a deep understanding of the critical areas required to produce and manage a successful sportsbook and igaming, which has been instrumental in the establishment and growth of PointsBet.

Mr Swanell was appointed in March 2015.

The Board considers that Mr Swanell is a non-independent Director.

The Board of Directors (with Mr Swanell abstaining) supports the re-election of Mr Swanell as a Director of the Company and recommends that shareholders vote in favour of Resolution 1.

Resolution 2: Remuneration Report

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

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote at the annual general meeting.

The Remuneration Report for the year ended 31 March 2026 is set out in the Directors' Report which forms part of the Annual Report. It is also available on the Company's website, <https://investors.pointsbet.com.au/>.

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

- senior executive remuneration philosophy and framework;
- an explanation of the Board's policies in relation to the objectives and structure of remuneration;
- remuneration outcomes in FY2025/26 and links to business strategy and Group performance;
- a detailed summary of vesting conditions, why they were chosen and how performance is measured against them; and

EXPLANATORY STATEMENT

- the remuneration details for each Non-Executive Director and for each of the Executive KMP of the Company.

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

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

Noting that each Director has a personal interest in his or her own remuneration from the Company as described in the Remuneration Report, the Board of Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

EXPLANATORY STATEMENT

SCHEDULE 1 GLOSSARY

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect of the year ended 30 June 2025.

ASX Listing Rules means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires.

Auditor's Report means the Auditor's Report contained in the Financial Report.

Board means the board of Directors of the Company.

Chairman means the person appointed to chair the Meeting of the Company convened by the Notice of Meeting.

Closely Related Party has the same meaning given to that term in section 9 of the Corporations Act.

Company or **PointsBet** means PointsBet Holdings Limited ACN 621 179 351.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities included in the Annual Report.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Financial Report means the financial report for the year ended 31 March 2026, prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel or **KMP** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and includes key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting means this notice of annual general meeting dated 24 July 2026, including the Explanatory Statement.

Proxy Form means the Proxy Form attached to this Notice of Meeting.

Resolution means the resolution set out in this Notice of Meeting.

Remuneration Report means the remuneration report of the Company for the year ended 31 March 2026 contained in the Directors' Report.

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

Share Registry means Computershare Investor Services Pty Limited.

Shareholder means a holder of a Share.