

Notice of Annual General Meeting and Explanatory Memorandum

BlueBet Holdings Limited

ACN 647 124 641

Date: Monday 29 November 2021

Time: 4.00pm (AEDT)

Place: Online at <https://web.lumiagm.com/396070821>

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NOTICE OF 2021 ANNUAL GENERAL MEETING

Notice is given that the 2021 Annual General Meeting of BlueBet Holdings Limited ACN 647 124 641 (the **Company**) will be held at online at <https://web.lumiagm.com/396070821> on Monday 29 November 2021 at 4.00pm (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 2021.

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 2021 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 2021 be adopted."</i>
Voting Exclusion	The Company will disregard any votes cast on this Resolution: (a) by or on behalf of a member of Key Management Personnel (KMP) named in the remuneration report for the year ended 30 June 2021, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and (b) 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: (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.

RE-ELECTION OF DIRECTORS

Resolution 2	Re-election of David Fleming as Director
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an ordinary resolution : <i>"THAT David Fleming, 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, offers himself for re-election, be re-elected as a Director of the Company."</i>

Resolution 3	Re-election of Michael Sullivan as Director
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an ordinary resolution : <i>"THAT Michael Sullivan, 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, offers himself for re-election, be re-elected as a Director of the Company."</i>

Resolution 4	Re-election of Nigel Payne as Director
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an ordinary resolution : <i>"THAT Nigel Payne, 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, offers himself for re-election, be re-elected as a Director of the Company."</i>

Resolution 5	Re-election of Tim Worner as Director
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an ordinary resolution : <i>"THAT Tim Worner, 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, offers himself for re-election, be re-elected as a Director of the Company."</i>

APPROVAL OF THE DIRECTOR AND SENIOR MANAGEMENT SHARE PLAN

Resolution 6	Approval of the Employee Equity Incentive Plan
Resolution (Ordinary)	To consider, and if thought fit, to pass the following as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 7.2 exception 13, section 260C(4) of the Corporations Act and for all other purposes, shareholder approval is given for the Employee Equity Incentive Plan and for the grant of securities under the Plan on the terms and conditions in the Explanatory Memorandum."</i>
Voting Exclusion	The Company will disregard any votes cast in favour of this resolution by or behalf of: <ul style="list-style-type: none"> (a) any person who is eligible to participate in the Employee Equity Incentive Plan; (b) An associate of that person or those persons. <p>However, this does not apply to a vote cast in favour of a resolution by:</p>

	<ul style="list-style-type: none"> (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; (b) the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the Chairman to vote on the resolution as the Chairman decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) 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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APPROVE ISSUE OF PERFORMANCE SHARE RIGHTS TO BILL RICHMOND

Resolution 7	Approve issue of Performance Share Rights to Mr. Bill Richmond
Resolution (Ordinary)	<p>To consider, and if thought fit, to pass the following 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 207,792 Performance Share Rights, to Bill Richmond, Managing Director and CEO of the Company, or his nominee(s), on such terms and conditions as set out in the Explanatory Memorandum.”</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of this resolution by or behalf of Mr Bill 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 a resolution by:</p> <ul style="list-style-type: none"> (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; (b) the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the Chairman to vote on the resolution as the Chairman decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

APPROVE ISSUE OF PERFORMANCE SHARE RIGHTS TO MICHAEL SULLIVAN

Resolution 8	Approve issue of Performance Share Rights to Mr. Michael Sullivan
Resolution (Ordinary)	<p>To consider, and if thought fit, to pass the following 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 168,831 Performance Share Rights, to Michael Sullivan, Executive Chairman 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 Michael Sullivan and any associate of that person and any other Directors eligible to participate in the Employee Equity Incentive Plan or any of their associates.</p> <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none">(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;(b) the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the Chairman to vote on the resolution as the Chairman decides; or(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:<ul style="list-style-type: none">(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

APPOINTMENT OF AUDITOR

Resolution 9	Appointment of Auditor
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following Resolution as an ordinary resolution:</p> <p><i>“THAT, in accordance with section 327B(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, Ernst & Young, having been nominated by a shareholder and consented in writing to act in the capacity of Auditor, be appointed as the Auditor of the Company.”</i></p>

Dated: 29 October 2021

By order of the Board of BlueBet Holdings Limited

Laura Newell
Company Secretary

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 2021, or the content of its audit report. Please send your questions to:

The Company Secretary, **BlueBet Holdings Limited**, at BoardRoom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000

E. company.secretary@boardroomlimited.com.au

Written questions must be received by no later than **7.00pm (AEDT) on Friday 22 November 2021**.

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 **4.00pm (AEDT) on 27 November 2021**:

Online www.votingonline.com.au/bbtagm2021

By post Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

By personal delivery BoardRoom Pty Limited
Level 12, Grosvenor Place
225 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 27 November 2021** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the Meeting).

Proxy voting by the Chairman

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

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

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

Virtual participation

In accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021, and to facilitate Shareholder participation, the Chairman has determined that Shareholders will have the opportunity to participate in the AGM through an online platform.

Shareholders who wish to participate in the AGM online may do so from their computer or mobile device, by entering the URL in their browser: <https://web.lumiagm.com/396070821>.

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

- the meeting ID for the online AGM, which is 396-070-821
- your username is your Boardroom Voting Access Code (VAC), which is located on the first page of your Proxy Form; and
- your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders will need to enter the three-character country code e.g. New Zealand – NZL of their registered holding address. A full list of country codes can be found at the end of the user guide.

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

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

EXPLANATORY MEMORANDUM TO NOTICE OF 2021 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 2021 to be laid before the Company's 2021 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 2021 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. A copy of the 2021 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 2021, 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 (non-binding resolution)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2021 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 the 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>As Shareholders have not yet voted on the Company's Remuneration Report at an annual general meeting, 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.

RE-ELECTION OF DIRECTORS

Resolution 2	Re-election of David Fleming as Director
Explanation	<p>Clause 6.2(a) of the Constitution requires any Director to retire from office at the next annual general meeting following their appointment and clause 6.3(a)(i) permits that Director to be eligible for re-election at that meeting.</p> <p>David Fleming, retires at the 2021 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 David Fleming	<p>David Fleming was appointed to the Board of the Company on 7 June 2021. Mr Fleming is currently a Non-Executive Director of the Company and is considered independent by the Board.</p> <p>David is a non-executive director of URef Pty Ltd, a sports technology and odds making start-up company. He is also the founder of Springboard Advisory, providing business consulting and executive performance coaching services.</p> <p>David practised law for over 30 years with Baker McKenzie in Australia, England and Hong Kong. Prior to his retirement from Baker McKenzie in late 2017 he was an international partner for 22 years focusing on mergers and acquisitions (M&A) and corporate transactions. David also held a number of senior management positions at Baker McKenzie - including Managing Partner of five offices in Asia, Head of M&A in Hong Kong and Asia Pacific, and was a member of a number of firm committees responsible for strategic planning and governance, nominations, and professional responsibility.</p> <p>David is a member of the Company's Audit & Risk Committee.</p>
Board Recommendation	The Board, with Mr Fleming 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.

Resolution 3	Re-election of Michael Sullivan as Director
Explanation	<p>Clause 6.2(a) of the Constitution requires any Director to retire from office at the next annual general meeting following their appointment and clause 6.3(a)(i) permits that Director to be eligible for re-election at that meeting.</p> <p>Michael Sullivan, retires at the 2021 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 Sullivan was appointed to the Board of the Company on 14 January 2021. Mr Sullivan is currently the Executive Chairman of the Company and is not considered independent by the Board.</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 c.\$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 commenced BlueBet, which has 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 Audit & Risk and Remuneration & Nomination Committees.</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.
Resolution 4	Re-election of Nigel Payne as Director
Explanation	<p>Clause 6.2(a) of the Constitution requires any Director to retire from office at the next annual general meeting following their appointment and clause 6.3(a)(i) permits that Director to be eligible for re-election at that meeting.</p> <p>Nigel Payne, retires at the 2021 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 Nigel Payne	<p>Nigel Payne was appointed to the Board of the Company on 7 June 2021. Mr Payne is currently a Non-Executive Director of the Company and is considered independent by the Board.</p> <p>Nigel has over 30 years' experience as chairman, chief executive, director and non-executive director of some of the United Kingdom's pre-eminent private and quoted businesses both within and outside of the online gambling industry. Nigel is the former CEO of FTSE 250</p>

	<p>Listed Sportingbet Plc, one of the then largest Internet gambling businesses in the world.</p> <p>Nigel has been involved in the listing of 18 businesses on the London Stock Exchange and is presently the Chairman of UK AIM market-listed law firm Gateley (Holdings) PLC and the Chairman of UK Main Market-listed Braemar Shipping Services PLC. Nigel is also a non-executive director of UK AIM market listed GetBusy plc, as well as being a non-executive director of Ascot Racecourse Betting and Gaming Limited and computer games specialists Green Man Gaming Limited and Kwalee Limited.</p> <p>Nigel is the former Chairman of UK AIM market listed Stride Gaming plc, EG Solutions plc and ECSC Group plc.</p> <p>Nigel is the Chairman of the Company’s Audit & Risk and Remuneration & Nomination Committees.</p>
Board Recommendation	The Board, with Mr Payne 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.

Resolution 5	Re-election of Tim Worner as Director
Explanation	<p>Clause 6.2(a) of the Constitution requires any Director to retire from office at the next annual general meeting following their appointment and clause 6.3(a)(i) permits that Director to be eligible for re-election at that meeting.</p> <p>Tim Worner, retires at the 2021 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 Tim Worner	<p>Tim Worner was appointed to the Board of the Company on 7 June 2021. Mr Worner is currently a Non-Executive Director of the Company and is considered independent by the Board.</p> <p>Tim has spent more than three decades in various positions in the Australian media, building and marketing programs and businesses.</p> <p>He was the Director of Programming and Production at the Seven Network, taking it to number one for more than 10 years. He was then appointed Managing Director and Chief Executive Officer of Seven West Media (SWM), a group of television, radio, newspaper, magazine and digital businesses with an annual turnover of \$1.7 billion. He led negotiations for sports rights and was instrumental in the establishment of racing.com - a free-to-air television and online content joint venture between Racing Victoria and SWM.</p> <p>He is the former Chairman of Australian News Channel, which produced Sky News, and a former director of Yahoo 7, the Sydney Swans and Airtasker. He is now an investor in a number of start-up ventures.</p> <p>Tim is a member of the Company’s Remuneration & Nomination Committee.</p>
Board Recommendation	The Board, with Mr Worner 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.

APPROVAL OF THE EMPLOYEE EQUITY INCENTIVE PLAN

Resolution 6	Approval of the Employee Equity Incentive Plan
<p>Explanation</p>	<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 placement capacity. This Resolution seeks to 'refresh' the Plan which was last approved by shareholders at the Company's IPO in 2021.</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 for Resolution 6?</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 the resolution is passed, the Company will be able to issue securities under the Plan to eligible participants for a three-year period post the date of approval without affecting the Company's ability to separately issue up to 15% of its total ordinary securities in any 12-month period (without having to obtain a further Shareholder approval). The Directors believe that this will provide the Company with the flexibility necessary to raise additional capital as and when appropriate.</p> <p>If the resolution is not passed, the Company will still be able to issue securities under the Plan to eligible participants however the issue securities will reduce the Company's 15% placement capacity.</p> <p>For the purposes of Listing Rule 7.2 exception 13:</p> <ol style="list-style-type: none"> a) A summary of the key terms of the Plan are set out in Annexure A; b) No securities have been issued under the Plan since the Plan was last approved by Shareholders upon the Company's IPO on 2 July 2021; and c) it is proposed that up to 4,000,000 securities will be issued under the Plan subject to its approval at this Annual General Meeting.
<p>Board Recommendation</p>	<p>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.</p>

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Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.
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APPROVE ISSUE OF PERFORMANCE SHARE RIGHTS

Resolution 7 & 8	Approve issue of Performance Share Rights to Directors
Explanation	<p>The Company is proposing to issue Performance Share Rights (PSR) to Bill Richmond and Michael Sullivan 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>The PSRs fall within Listing Rule 10.14.1 above and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.</p> <p>The Resolutions seek the required Shareholder approval to the PSR Issues under and for the purposes of Listing Rule 10.14.</p> <p>If the Resolutions are passed the Company will proceed with the PSR Issues and the PSRs (and Shares issued upon vesting of the PSRs) will not be included in calculating the Company's capacity to issue equity securities equivalent to 15% of the Company's ordinary securities under Listing Rule 7.1.</p> <p>If the Resolution is not passed the Company will not be able to proceed with the PSRs issues. In that circumstance, issues may arise with the competitiveness of Bill Richmond's and Michael Sullivan's total remuneration packages. The Board would then need to consider alternative remuneration arrangements which are consistent with the Company's remuneration principles, including providing an equivalent cash long-term incentive subject to the risk of forfeiture, performance conditions and performance period.</p> <p>Chapter 2E of the Corporations Act requires shareholder approval where a public company seeks to give a financial benefit to a related party (unless an exception applies). The Directors are considered to be related parties of the Company and the issue of PSRs to them will constitute a financial benefit.</p> <p>An exception to the requirement to obtain shareholder approval in accordance with Chapter 2E applies where the financial benefit constitutes part of the related party's "reasonable remuneration".</p>

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	<p>The Board has determined that the grant of PSRs to the Directors and any issue of Shares upon the exercise of PSRs constitutes part of the reasonable remuneration of the Directors.</p> <p>In reaching this conclusion, the Board has had regard to a variety of factors including the Directors' current remuneration and market practice for the remuneration offered to persons in comparable positions at comparable companies.</p>										
<p>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 205,339 PSRs under the Plan for his 2022 award. The Board has determined Bill Richmond's long term incentive opportunity for the 2022 award is \$400,000 (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 September 2021 which was \$1.925 per share (Face Value) and dividing the LTI opportunity by the Face Value and rounding to the nearest whole figure <p>Michael Sullivan: The Board proposes the Executive Chairman be granted 168,831 PSRs under the Plan for his 2022 award. The Board has determined Michael Sullivan's long term incentive opportunity for the 2022 award is \$325,000 (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 September 2021 which was \$1.925 per share (Face Value) and dividing the LTI opportunity by the Face Value and rounding to the nearest whole figure <p>Remuneration Package</p> <p>Bill Richmond</p> <table border="1" data-bbox="668 1581 1399 1944"> <thead> <tr> <th></th> <th>AUD</th> </tr> </thead> <tbody> <tr> <td>Fixed Remunerations (inc. Super)</td> <td>\$400,000</td> </tr> <tr> <td>Short Term Incentive (Target)</td> <td>\$200,000</td> </tr> <tr> <td>Long Term Incentive (Target)</td> <td>\$400,000</td> </tr> <tr> <td>Total Target Remuneration</td> <td>\$1,000,000</td> </tr> </tbody> </table>		AUD	Fixed Remunerations (inc. Super)	\$400,000	Short Term Incentive (Target)	\$200,000	Long Term Incentive (Target)	\$400,000	Total Target Remuneration	\$1,000,000
	AUD										
Fixed Remunerations (inc. Super)	\$400,000										
Short Term Incentive (Target)	\$200,000										
Long Term Incentive (Target)	\$400,000										
Total Target Remuneration	\$1,000,000										

Michael Sullivan

	AUD
Fixed Remunerations (inc. Super)	\$325,000
Short Term Incentive (Target)	\$0
Long Term Incentive (Target)	\$325,000
Total Target Remuneration	\$650,000

Previous issues of PSRs under the Plan to each Director and the average acquisition price (if any)

Michael Sullivan and Bill Richmond were each issued with 804,823 Options under the Employee Equity Incentive Plan upon the Company's IPO on 2 July 2021. The Options were issued for \$0.09 per Option. Each Options has an exercise price of \$1.14 per Options and an expiration date of 29 June 2028.

Neither Director has previously been issued with PSRs.

Terms of securities

A summary of the key terms and conditions of the PSR is set out in Appendix A.

Why PSRs

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

- (a) Performance Rights are designed to incentivise employees and directors of the Company. Performance Rights also act to provide a retention incentive for key employees, such as Mr. Sullivan and Mr. Richmond, to facilitate long-term growth; and
- (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 PSRs

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

Issue price

The PSRs will be issued for nil consideration.

Terms of Plan

Terms of the Employee Equity Incentive Plan are set out in Annexure A.

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>Future persons covered by ASX Listing Rule 10.14</p> <p>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 Resolutions 7 and 8 are approved and who are not named above will not participate until approval is obtained under ASX Listing Rule 10.14.</p>
<p>Board Recommendation</p>	<p>The Directors, with Bill Richmond and Michael Sullivan abstaining, recommend that Shareholders vote in favour of these resolutions.</p>
<p>Chairman's available proxies</p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.</p>

APPOINTMENT OF AUDITOR

<p>Resolution 9</p>	<p>Appointment of Auditor</p>
<p>Explanation</p>	<p>Ernst & Young has been auditor of the Company since its incorporation in January 2021.</p> <p>Under section 327A(2) of the Corporations Act, Ernst & Young holds office until the Company's first annual general meeting, being this Meeting. Ernst & Young has given, and has not withdrawn, its consent to act as external auditor of the Company.</p> <p>The Company seeks Shareholder approval for the appointment of Ernst & Young as auditor of the Company in accordance with section 327B of the Corporations Act.</p> <p>In accordance with section 328B(1) of the Corporations Act, notice in writing nominating Ernst & Young as auditor has been given to the Company by a Shareholder. A copy of this notice is contained in Annexure B to this Notice of Meeting.</p>
<p>Board Recommendation</p>	<p>The Directors unanimously recommend that Shareholders vote in favour of this Resolution.</p>
<p>Chairman's available proxies</p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.</p>

DEFINITIONS

Annual General Meeting	Means the annual general meeting of the Company for 2021 to which the Notice relates.
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: <ul style="list-style-type: none"> 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.
Explanatory Memorandum	Means this explanatory memorandum accompanying and forming part of the Notice.
FY21	Means the financial year from 1 July 2020 to 30 June 2021.
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 2021 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 2021.
Resolution	Means a resolution set out in this Notice.

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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 2021 to 30 June 2022) (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 2022, 20% of the PSRs will vest; and ▪ As of 1 July 2023, 30% of the PSRs will vest; and ▪ As of 1 July 2024, 50% of the PSRs will vest, <p>(Each a Vesting Date)</p>

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<p>Testing & Vesting</p>	<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>
<p>Ranking of Shares</p>	<p>Upon vesting of the PSRs, shares received by participants will rank equally with ordinary shares currently on issue.</p>
<p>Voting & Dividend Rights</p>	<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>
<p>Trading Restrictions</p>	<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>

Annexure B

14 October 2021

BlueBet Holdings Limited
Level 9
8 Spring Street
Sydney
NSW 2000

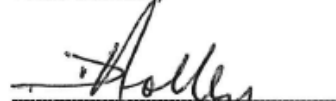
Dear Directors

Nomination of Auditor in accordance with Section 328B of the Corporations Act 2001 (Cth)

I, Darren Holley, representing D & K Holley Investments Pty Limited <D & K Holley Family A/C>, being a shareholder of BlueBet Holdings Limited (ACN 647 124 641) (**Company**), nominate Ernst & Young, of 200 George Street, Sydney, NSW 2000 for appointment to the position of auditor of the Company at the Company's next annual general meeting.

I consent to the distribution of this notice as an attachment to the notice of meeting and explanatory memorandum for the annual general meeting, as required by section 328B(3) of the Corporations Act 2001 (Cth.).

Yours faithfully



Darren Holley
On behalf of D & K Holley
Investments Pty Limited
<D & K Holley Family A/C>

ONLINE SHAREHOLDERS' MEETING GUIDE 2021

Attending the AGM virtually

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

To access the meeting:

Visit web.lumiagm.com/396070821 on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

Meeting ID: 396-070-821

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

The website will be open and available for log in from 3.00pm AEDT, Monday 29 November 2021

Using the Lumi AGM platform:

ACCESS

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

Shareholders or appointed proxies should select

"Shareholder or Proxyholder"

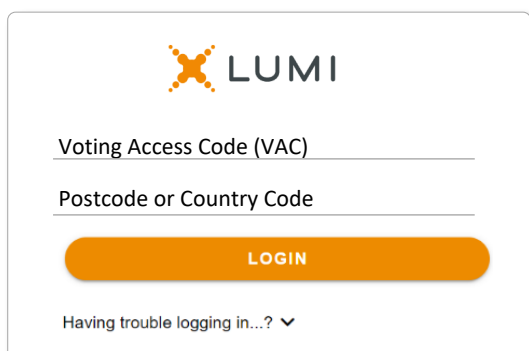
Guests should select **"Guest"**

CREDENTIALS

Shareholders/Proxys

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

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

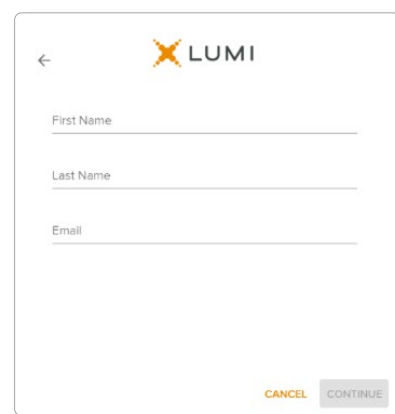


The screenshot shows the Lumi login interface for Shareholders/Proxys. It features the Lumi logo at the top, followed by two input fields: "Voting Access Code (VAC)" and "Postcode or Country Code". Below these fields is a prominent orange "LOGIN" button. At the bottom, there is a link that says "Having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

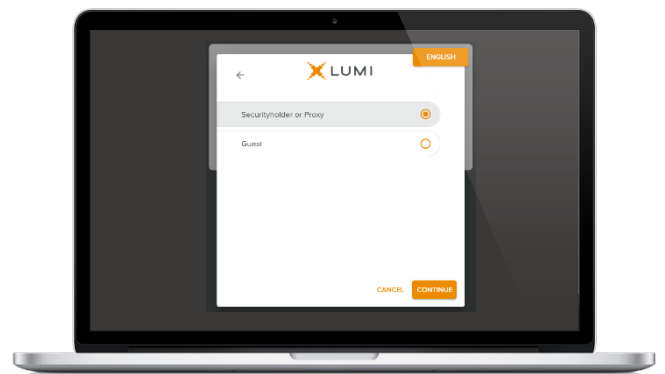
Guests

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

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



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



NAVIGATION

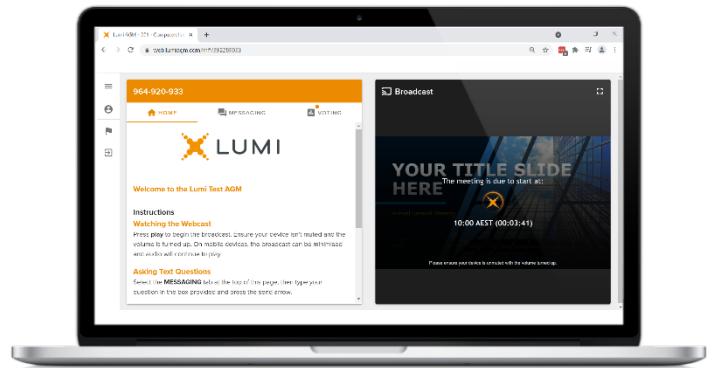
Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

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

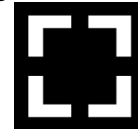
On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



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



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



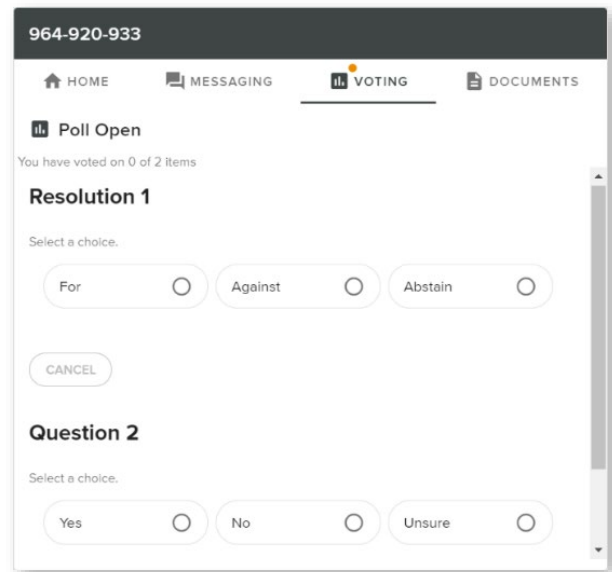
To reduce the webcast to its original size, select the X at the top of the broadcast window.

VOTING

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



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

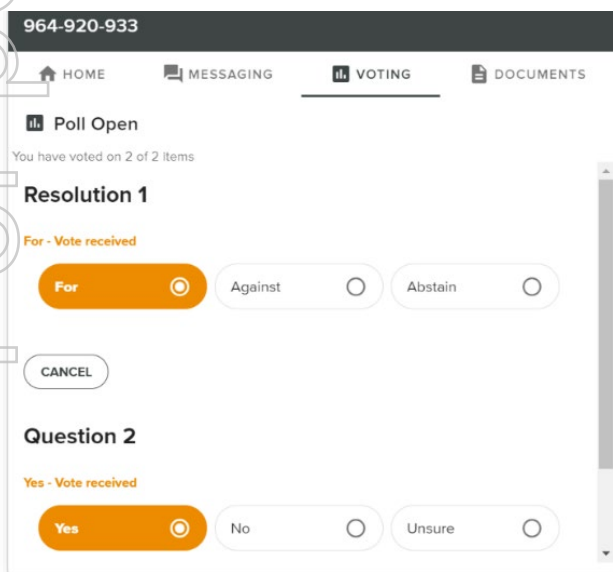


To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

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

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

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



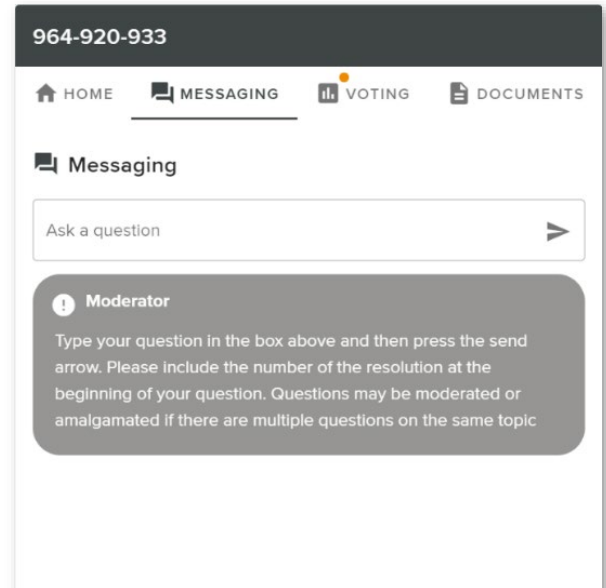
QUESTIONS

Any shareholder or appointed proxy is eligible to ask questions.

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



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

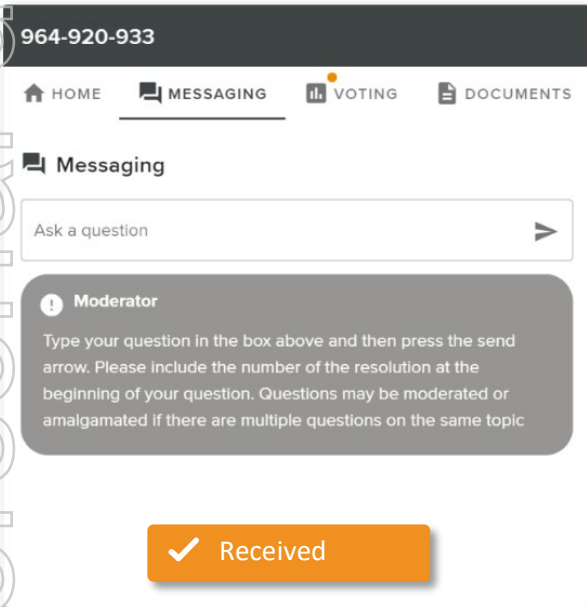


Select the “Ask a Question” box and type in your message.

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



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



Meeting ID: 396-070-821

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

The website will be open and available for log in from 3.00pm AEDT, Monday 29 November 2021

web.lumiagm.com

Country Codes

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

ABW	Aruba
AFG	Afghanistan
AGO	Angola
AIA	Anguilla
ALA	Aland Islands
ALB	Albania
AND	Andorra
ANT	Netherlands Antilles
ARE	United Arab Emirates
ARG	Argentina
ARM	Armenia
ASM	American Samoa
ATA	Antarctica
ATF	French Southern
ATG	Antigua & Barbuda
AUS	Australia
AUT	Austria
AZE	Azerbaijan
BDI	Burundi
BEL	Belgium
BEN	Benin
BFA	Burkina Faso
BGD	Bangladesh
BGR	Bulgaria
BHR	Bahrain
BHS	Bahamas
BIH	Bosnia & Herzegovina
BLM	St Barthelemy
BLR	Belarus
BLZ	Belize
BMU	Bermuda
BOL	Bolivia
BRA	Brazil
BRB	Barbados
BRN	Brunei Darussalam
BTN	Bhutan
BUR	Burma
BVT	Bouvet Island
BWA	Botswana
CAF	Central African Republic
CAN	Canada
CCK	Cocos (Keeling) Islands
CHE	Switzerland
CHL	Chile
CHN	China
CIV	Cote D'ivoire
CMR	Cameroon
COD	Democratic Republic of Congo
COK	Cook Islands
COL	Colombia
COM	Comoros
CPV	Cape Verde
CRI	Costa Rica
CUB	Cuba
CYM	Cayman Islands
CYP	Cyprus
CXR	Christmas Island
CZE	Czech Republic
DEU	Germany
DJI	Djibouti
DMA	Dominica
DNK	Denmark
DOM	Dominican Republic

DZA	Algeria
ECU	Ecuador
EGY	Egypt
ERI	Eritrea
ESH	Western Sahara
ESP	Spain
EST	Estonia
ETH	Ethiopia
FIN	Finland
FJI	Fiji
FLK	Falkland Islands (Malvinas)
FRA	France
FRO	Faroe Islands
FSM	Micronesia
GAB	Gabon
GBR	United Kingdom
GEO	Georgia
GGY	Guernsey
GHA	Ghana
GIB	Gibraltar
GIN	Guinea
GLP	Guadeloupe
GMB	Gambia
GNB	Guinea-Bissau
GNQ	Equatorial Guinea
GRC	Greece
GRD	Grenada
GRL	Greenland
GTM	Guatemala
GUF	French Guiana
GUM	Guam
GUY	Guyana
HKG	Hong Kong
HMD	Heard & Mcdonald Islands
HND	Honduras
HRV	Croatia
HTI	Haiti
HUN	Hungary
IDN	Indonesia
IMN	Isle Of Man
IND	India
IOT	British Indian Ocean Territory
IRL	Ireland
IRN	Iran Islamic Republic of
IRQ	Iraq
ISM	Isle of Man
ISL	Iceland
ISR	Israel
ITA	Italy
JAM	Jamaica
JEY	Jersey
JOR	Jordan
JPN	Japan
KAZ	Kazakhstan
KEN	Kenya
KGZ	Kyrgyzstan
KHM	Cambodia
KIR	Kiribati
KNA	St Kitts And Nevis
KOR	Korea Republic of
KWT	Kuwait
LAO	Laos
LBN	Lebanon

LBR	Liberia
LBY	Libyan Arab Jamahiriya
LCA	St Lucia
LIE	Liechtenstein
LKA	Sri Lanka
LSO	Lesotho
LTU	Lithuania
LUX	Luxembourg
LVA	Latvia
MAC	Macao
MAF	St Martin
MAR	Morocco
MCO	Monaco
MDA	Republic Of Moldova
MDG	Madagascar
MDV	Maldives
MEX	Mexico
MHL	Marshall Islands
MKD	Macedonia Former Yugoslav Rep
MLI	Mali
MLT	Mauritania
MMR	Myanmar
MNE	Montenegro
MNG	Mongolia
MNP	Northern Mariana Islands
MOZ	Mozambique
MRT	Mauritania
MSR	Montserrat
MTQ	Martinique
MUS	Mauritius
MWI	Malawi
MYS	Malaysia
MYT	Mayotte
NAM	Namibia
NCL	New Caledonia
NER	Niger
NFK	Norfolk Island
NGA	Nigeria
NIC	Nicaragua
NIU	Niue
NLD	Netherlands
NOR	Norway Montenegro
NPL	Nepal
NRU	Nauru
NZL	New Zealand
OMN	Oman
PAK	Pakistan
PAN	Panama
PCN	Pitcairn Islands
PER	Peru
PHL	Philippines
PLW	Palau
PNG	Papua New Guinea
POL	Poland
PRI	Puerto Rico
PRK	Korea Dem Peoples Republic of
PRT	Portugal
PRY	Paraguay
PSE	Palestinian Territory Occupied
PYF	French Polynesia
QAT	Qatar
REU	Reunion

ROU	Romania
RUS	Russian Federation
RWA	Rwanda
SAU	Saudi Arabia Kingdom Of
SDN	Sudan
SEN	Senegal
SGP	Singapore
SGS	Sth Georgia & Sth Sandwich Isl
SHN	St Helena
SJM	Svalbard & Jan Mayen
SLB	Solomon Islands
SCG	Serbia & Outlying
SLE	Sierra Leone
SLV	El Salvador
SMR	San Marino
SOM	Somalia
SPM	St Pierre And Miquelon
SRB	Serbia
STP	Sao Tome And Principe
SUR	Suriname
SVK	Slovakia
SVN	Slovenia
SWE	Sweden
SWZ	Swaziland
SYC	Seychelles
SYR	Syrian Arab Republic
TCA	Turks & Caicos Islands
TCO	Chad
TGO	Togo
THA	Thailand
TJK	Tajikistan
TKL	Tokelau
TKM	Turkmenistan
TLS	Timor-Leste
TMP	East Timor
TON	Tonga
TTO	Trinidad & Tobago
TUN	Tunisia
TUR	Turkey
TUV	Tuvalu
TWN	Taiwan
TZA	Tanzania United Republic of
UGA	Uganda
UKR	Ukraine
UMI	United States Minor
URY	Uruguay
USA	United States of America
UZB	Uzbekistan
VNM	Vietnam
VUT	Vanuatu
WLF	Wallis & Futuna
WSM	Samoa
YEM	Yemen
YMD	Yemen Democratic
YUG	Yugoslavia Socialist Fed Rep
ZAF	South Africa
ZAR	Zaire
ZMB	Zambia
ZWE	Zimbabwe

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All Correspondence to:

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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 4:00pm (AEDT) on Saturday, 27 November 2021.**

📄 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/bbtagm2021>

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

- 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" 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 **4:00pm (AEDT) on Saturday, 27 November 2021.** 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/bbtagm2021>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

BlueBet Holdings Limited

ACN 647 124 641

Your Address

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

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

PROXY FORM

STEP 1 APPOINT A PROXY

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

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held **virtually on Monday, 29 November 2021 at 4:00pm (AEDT)** 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 Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

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

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report (non-binding vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of David Fleming as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Michael Sullivan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Nigel Payne as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Tim Worner as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of the Employee Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approve Issue of Performance Share Rights to Mr Bill Richmond	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approve Issue of Performance Share Rights to Mr Michael Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021