



8 August 2025

Supplementary Explanatory Memorandum (Selective Buy-Back Meeting)

On 24 July 2025 betr Entertainment Limited (**betr** or the **Company**) issued a Notice of Extraordinary General Meeting (**Notice of Meeting**) and Explanatory Memorandum (**Explanatory Memorandum**) in respect of an Extraordinary General Meeting of Shareholders to be held online at 10:00am (Sydney time) on 25 August 2025 (the **Selective Buy-Back Meeting**).

This document (**Supplementary Explanatory Memorandum**) is supplemental to, and should be read with, the Explanatory Memorandum. Other than as set out in this Supplemental Explanatory Memorandum, all details in relation to the Explanatory Memorandum remain unchanged.

Unless otherwise stated, the terms defined and used in the Explanatory Memorandum have the same meaning in this Supplemental Explanatory Memorandum.

This is an important document and requires your immediate attention. Shareholders are strongly encouraged to carefully review this Supplementary Explanatory Memorandum together with the Notice of Meeting and Explanatory Memorandum before deciding how to vote on the Selective Buy-Back Resolution. Shareholders who have already voted by proxy in relation to the Selective Buy-Back Meeting can change their vote by submitting a new proxy vote by following the instructions on voting by proxy in the Notice of Meeting. Shareholders should note that the betr Board continues to unanimously recommend that shareholders vote in favour of the resolution at the Selective Buy-Back Meeting.

To request a new proxy form shareholders should contact the betr Shareholder Information Line may be contacted on 1300 650 389 (from within Australia) or +61 02 8016 2888 (from outside Australia) Monday to Friday between 8:30am and 5:30pm (Sydney time) (excluding public holidays).

1. Background to the Offer

On 16 July 2025, the Company lodged a Bidder's Statement with ASIC and ASX setting out the terms of its off-market, all-scrip takeover offer for all of the shares in PointsBet Holdings Limited (ASX:PBH) (**PointsBet**) not already held by betr (the **Offer**). The Bidder's Statement stated that PointsBet Shareholders that accepted the Offer would be entitled to receive 3.81 betr Shares for each PointsBet Share held.

2. Increase in the Offer consideration

On 30 July 2025, the Company announced that it would increase its Offer such that PointsBet Shareholders who accept the Offer would receive 4.219 betr Shares for every PointsBet Share held, equating to:

- \$1.35 per PointsBet share (based on the betr capital raising price of \$0.32);
- \$1.33 per PointsBet Share (based on the closing price of betr Shares on 7 August 2025 of \$0.315¹);

¹ Based on trading on ASX as at 7 August 2025 (being the date on which this Supplementary Explanatory Memorandum was finalised).

- \$1.23 per PointsBet Share (based on the 30-day VWAP of betr Shares up to and including 7 August 2025 of \$0.292¹);
- \$1.29 per PointsBet Share (based on the 60-day VWAP of betr Shares up to and including 7 August 2025 of \$0.306¹); and
- \$1.29 per PointsBet Share (based on the 90-day VWAP of betr Shares up to and including 7 August 2025 of \$0.305¹).

The Company has decided to issue this Supplementary Explanatory Memorandum to provide updated information to betr Shareholders to reflect the increased Offer Consideration ratio from 3.81:1 to 4.219:1.

3. Financial effect of the Selective Buy-Back on betr's financial position and prospects²

Pro forma balance sheets of the Combined Business have been presented below to illustrate the impact of the Selective Buy-Back on betr's financial position and prospects.

These pro forma balance sheets:

- assume Successful Offer Completion has occurred;
- represent the 31 December 2024 balance sheet information of betr and PointsBet, adjusted for (a) betr's \$130 million capital raising completed in May 2025 and subsequent purchase of a pre-bid stake in PointsBet, (b) the all-scrip Offer and subsequent consolidation and (c) the Selective Buy-Back at both the \$80 million and \$200 million buy-back limits;
- is provided for illustrative purposes, is presented in an abbreviated form and does not contain all of the presentation and disclosures that are usually provided in a financial report or statement prepared in accordance with the Corporations Act;
- does not illustrate the financial position that may be contained in future financial statements of betr (after Successful Offer Completion) and does not contain all of the disclosures required for a financial report under the Corporations Act;
- should be read in conjunction with the risks set out in Section 11 of the Bidder's Statement, other financial information set out in the Bidder's Statement, other information contained in the Bidder's Statement (as may be replaced or supplemented from time to time), and the accounting policies of betr and PointsBet as disclosed in their most recent respective annual reports and information disclosed by them to ASX; and
- should be read in substitution for the pro forma balance sheets in the Explanatory Memorandum, given that they have been updated to reflect the increase in the Offer consideration announced by betr on 30 July 2025.

betr Shareholders should carefully review this financial information before making a decision on how to vote on the Selective Buy-Back Resolution.

² Section 3 of this Supplementary Explanatory Memorandum amends the content in Section 5.1 of the Explanatory Memorandum.

Pro Forma Balance Sheet (4.219 Offer Consideration Ratio, \$200 million Selective Buy-Back)

Pro Forma BS A\$m	BBT 31 Dec '24 (Reviewed)	PBH 31 Dec '24 (Reviewed)	Equity Raise & Pre-Bid Stake ³	Scrip Offer & Consol ⁴	Selective Buy-Back ⁵	Total Adj.	Combined Business
Current Assets							
Cash and cash equivalents	16.0	32.5	85.3	-	(113.8)	(28.5)	20.1
Trade and other rec'bles	2.1	0.5	-	-	-	-	2.6
Other assets	2.0	6.1	-	-	-	-	8.2
Total Current Assets	20.1	39.2	85.3	0.0	(113.8)	(28.5)	30.8
Non-Current Assets							
PPE, net	1.1	0.2	-	-	-	-	1.3
Right-of-use assets	5.6	2.0	-	-	-	-	7.6
Intangible assets	68.9	27.8	-	433.3	-	433.3	530.0
Deferred tax asset	1.1	0.0	-	-	-	-	1.1
Investments	0.0	0.0	72.5	(72.5)	-	-	0.0
Other non-current assets	0.1	0.6	-	-	-	-	0.7
Total Non-Current Assets	76.7	30.5	72.5	360.8	0.0	433.3	540.6
Total Assets	96.9	69.7	157.8	360.8	(113.8)	404.8	571.5
Current Liabilities							
Trade and other payables	17.2	39.1	-	-	-	-	56.3
Employee benefits	3.0	3.1	-	-	-	-	6.1
Lease liabilities	1.0	0.4	-	-	-	-	1.4
Provisions	1.3	0.5	-	-	-	-	1.8
Client deposits	11.8	17.7	-	-	-	-	29.5
Borrowings	0.0	0.0	-	-	-	-	0.0
Financial Liabilities	0.0	1.5	-	-	-	-	1.5
Total Current Liabilities	34.2	62.3	0.0	0.0	0.0	0.0	96.5
Non-Current Liabilities							
Trade and other payables	2.7	0.0	-	-	-	-	2.7
Borrowings	0.1	0.0	33.8	-	86.2	120.0	120.1
Employee benefits	0.3	0.8	-	-	-	-	1.0
Lease liabilities	4.9	1.9	-	-	-	-	6.8
Provisions	0.0	0.0	-	-	-	-	0.0
Total Non-Current Liabilities	8.0	2.6	33.8	0.0	86.2	120.0	130.6
Total Liabilities	42.2	64.9	33.8	0.0	86.2	120.0	227.1
Net Assets	54.7	4.8	124.0	360.8	(200.0)	284.8	344.3
Equity							
Issued capital	117.6	813.0	130.0	(447.4)	(200.0)	(517.4)	413.2
Reserves	9.2	43.9	-	(43.9)	-	(43.9)	9.2
Accumulated losses	(72.0)	(852.1)	(6.0)	852.1	-	846.1	(78.0)
Total Equity	54.7	4.8	124.0	360.8	(200.0)	284.8	344.3
Total Liabilities & Equity	96.9	69.7	157.8	360.8	(113.8)	404.8	571.5

3 Represents \$130 million equity raise completed in May 2025 (net of \$6 million transaction costs). Part of the proceeds of the equity raising were used to acquire betr's 19.6% pre-bid stake in PointsBet.

4 Reflects impact of the Offer with an Offer Consideration ratio of 4.219:1 and subsequent consolidation entry.

5 Reflects \$200 million Selective Buy-Back taken up at 100%, funded as to \$86 million by drawdown of the Amended NAB Facility and \$114 million from anticipated cash reserves of the Combined Business.

Pro Forma Balance Sheet (4.219 Offer Consideration Ratio, \$80 million Selective Buy-Back)

Pro Forma BS A\$m	BBT 31 Dec '24 (Reviewed)	PBH 31 Dec '24 (Reviewed)	Equity Raise & Pre-Bid Stake ⁶	Scrip Offer & Consol ⁷	Selective Buy-Back ⁸	Total Adj.	Combined Business
Current Assets							
Cash and cash equivalents	16.0	32.5	85.3	-	(80.0)	5.3	53.9
Trade and other rec'bles	2.1	0.5	-	-	-	-	2.6
Other assets	2.0	6.1	-	-	-	-	8.2
Total Current Assets	20.1	39.2	85.3	0.0	(80.0)	5.3	64.6
Non-Current Assets							
PPE, net	1.1	0.2	-	-	-	-	1.3
Right-of-use assets	5.6	2.0	-	-	-	-	7.6
Intangible assets	68.9	27.8	-	433.3	-	433.3	530.0
Deferred tax asset	1.1	0.0	-	-	-	-	1.1
Investments	0.0	0.0	72.5	(72.5)	-	-	0.0
Other non-current assets	0.1	0.6	-	-	-	-	0.7
Total Non-Current Assets	76.7	30.5	72.5	360.8	0.0	433.3	540.6
Total Assets	96.9	69.7	157.8	360.8	(80.0)	438.6	605.3
Current Liabilities							
Trade and other payables	17.2	39.1	-	-	-	-	56.3
Employee benefits	3.0	3.1	-	-	-	-	6.1
Lease liabilities	1.0	0.4	-	-	-	-	1.4
Provisions	1.3	0.5	-	-	-	-	1.8
Client deposits	11.8	17.7	-	-	-	-	29.5
Borrowings	0.0	0.0	-	-	-	-	0.0
Financial Liabilities	0.0	1.5	-	-	-	-	1.5
Total Current Liabilities	34.2	62.3	0.0	0.0	0.0	0.0	96.5
Non-Current Liabilities							
Trade and other payables	2.7	0.0	-	-	-	-	2.7
Borrowings	0.1	0.0	33.8	-	-	33.8	33.9
Employee benefits	0.3	0.8	-	-	-	-	1.0
Lease liabilities	4.9	1.9	-	-	-	-	6.8
Provisions	0.0	0.0	-	-	-	-	0.0
Total Non-Current Liabilities	8.0	2.6	33.8	0.0	0.0	33.8	44.4
Total Liabilities	42.2	64.9	33.8	0.0	0.0	33.8	140.9
Net Assets	54.7	4.8	124.0	360.8	(80.0)	404.8	464.3
Equity							
Issued capital	117.6	813.0	130.0	(447.4)	(80.0)	(397.4)	533.2
Reserves	9.2	43.9	-	(43.9)	-	(43.9)	9.2
Accumulated losses	(72.0)	(852.1)	(6.0)	852.1	-	846.1	(78.0)

6 Represents \$130 million equity raise completed in May 2025 (net of \$6 million transaction costs). Part of the proceeds of the equity raising were used to acquire betr's 19.6% pre-bid stake in PointsBet.

7 Reflects impact of the Offer with an Offer Consideration ratio of 4.219:1 and subsequent consolidation entry.

8 Reflects \$80 million Selective Buy-Back taken up at 100% funded via existing cash reserves.

4. Control implications of the Selective Buy-Back⁹

If the Selective Buy-Back and the Offer proceeds, the voting power of existing betr Shareholders will:

- reduce upon the issuance of new betr Shares under the Offer; and
- increase if and when betr Shares are bought back under the Selective Buy-Back.

However, irrespective of the size of the Selective Buy-Back (i.e. \$80 million or \$200 million), no existing betr Shareholder's voting power will increase as a result of the Selective Buy-Back to more than the voting power of that betr Shareholder following completion of the Offer.

The percentage of all betr Shares that may be bought-back under the Selective Buy-Back depends on the number of betr Shares on issue following the close of the Offer (and, if applicable, Compulsory Acquisition). The table below shows the percentage of all betr Shares that may be bought-back under various scenarios. The scenarios all assume that the Offer completes at the current offer ratio of 4.219 betr Shares per PointsBet Share and that the Offer Consideration is not increased. If the Offer Consideration is increased, the number of betr Shares on issue will increase under each of the four scenarios but the maximum number of betr Shares that may be bought-back will not change.

100% ownership of PointsBet

Selective Buy-Back scenario	Total betr Shares on issue before Offer	New betr Shares issued to PointsBet Shareholders under the Offer	Total betr Shares on issue after Offer	Number of betr Shares bought back	Total betr Shares on issue after Selective Buy-Back	Voting power of existing betr Shareholders	Voting power of PointsBet Shareholders
No Selective Buy-Back	1,025,517,716	1,142,600,984	2,168,118,700	0	2,168,118,700	47%	53%
\$80m Selective Buy-Back, 50% uptake	1,025,517,716	1,142,600,984	2,168,118,700	125,000,000	2,043,118,700	50%	50%
\$80m Selective Buy-Back, 100% uptake	1,025,517,716	1,142,600,984	2,168,118,700	250,000,000	1,918,118,700	53%	47%
\$200m Selective Buy-Back, 50% uptake	1,025,517,716	1,142,600,984	2,168,118,700	312,500,000	1,855,618,700	55%	45%
\$200m Selective Buy-Back, 100% uptake	1,025,517,716	1,142,600,984	2,168,118,700	625,000,00	1,543,118,700	66%	34%

50% ownership of PointsBet

Selective Buy-Back scenario	Total betr Shares on issue before Offer	New betr Shares issued to PointsBet Shareholders under the Offer	Total betr Shares on issue after Offer	Number of betr Shares bought back	Total betr Shares on issue after Selective Buy-Back	Voting power of existing betr Shareholders	Voting power of PointsBet Shareholders
no Selective Buy-Back	1,025,517,716	432,045,374	1,457,563,090	0	1,457,563,090	70%	30%

⁹ Section 4 of this Supplementary Explanatory Memorandum amends the content in Section 5.2 of the Explanatory Memorandum.

\$80m Selective Buy-Back, 50% uptake	1,025,517,716	432,045,374	1,457,563,090	125,000,000	1,332,563,090	77%	23%
\$80m buyback, 100% uptake	1,025,517,716	432,045,374	1,457,563,090	250,000,000	1,207,563,090	85%	15%

5. Effective of the Selective Buy-Back on betr's capital structure¹⁰

If the Selective Buy-Back proceeds, then the maximum number of betr Shares capable of being bought back at the current Selective Buy-Back price of \$0.32 per betr Share will be:

- where the \$80 million buy-back limit applies, 250,000,000 betr Shares (being \$80,000,000 divided by \$0.32 per bet Share); and
- where the \$200 million buy-back limit applies, 625,000,000 betr Shares (being \$200,000,000 divided by \$0.32 per betr Share).

betr reserves the right to reduce the Selective Buy-Back price per betr Share, including in proportion to any increase in the ratio of betr Shares to PointsBet Shares under the Offer. No decision to increase the Offer Consideration ratio above 4.219:1 has been made as at the date of this Bidder's Statement and betr reserves the right to do so at any time in accordance with the Corporations Act and ASX Listing Rules.

There is no minimum number of betr Shares capable of being acquired under the Selective Buy-Back. If the Selective Buy-Back does not proceed, no betr Shares will be acquired.

The following table represents the effect of the Selective Buy-Back on betr's capital structure based on a \$80 million and \$200 million buy-back limit.

Selective Buy-Back scenario	Total betr Shares on issue after Offer	Number of betr Shares bought back	Total betr Shares on issue after Selective Buy-Back ¹¹
No Selective Buy-Back	2,168,118,700	0	2,168,118,700
\$80m Selective Buy-Back, 50% uptake	2,168,118,700	125,000,000	2,043,118,700
\$80m Selective Buy-Back, 100% uptake	2,168,118,700	250,000,000	1,918,118,700
\$200m Selective Buy-Back, 50% uptake	2,168,118,700	312,500,000	1,855,618,700
\$200m Selective Buy-Back, 100% uptake	2,168,118,700	625,000,000	1,543,118,700

¹⁰ Section 5 of this Supplementary Explanatory Memorandum amends the content in Section 5.3 of the Explanatory Memorandum.

¹¹ Assumes that the Offer completes at the current offer ratio of 4.219 betr Shares per PointsBet Share, if the Offer Consideration ratio is increased, the number of betr Shares on issue will increase by a corresponding amount. No decision to increase the Offer Consideration ratio above 4.219:1 has been made as at 7 August 2025 (being the date on which this Supplementary Explanatory Memorandum was finalised) and betr reserves the right to do so at any time in accordance with the Corporations Act and ASX Listing Rules.

6. Effect of the Selective Buy-Back on betr's substantial holders¹²

The tables below set out the number of betr Shares held by the substantial holders of betr as at close of trade on 7 August 2025 (being the date on which this Supplementary Explanatory Memorandum was finalised). The tables also show the number of betr Shares that would be held by the substantial holders of PointsBet as at 7 August 2025 if they accept the Offer in full and do not participate in the Selective Buy-Back.

The voting power figures shown in the table are based on the assumptions set out in relevant footnotes and are indicative only.

Substantial holder	Number of betr Shares held	Voting Power following the Offer ¹³
Yast Investments	108,984,629	5.0%
Tanarra Capital	103,853,879	4.8%
Mr Michael Sullivan	92,540,329	4.3%
Trium Capital	92,216,894	4.3%
Pictet Asset Management (Singapore) Pte Ltd	90,910,198	4.2%
Majestic Equity Pty Ltd	90,247,070	4.2%
Bondi B Limited	69,840,064	3.2%
Wilson Asset Management	68,402,018	3.2%
Host-Plus Superannuation Trust	65,443,849	3.0%
Australian Retirement Trust	62,676,810	2.9%
Ellerston Capital Limited	56,207,887	2.6%

\$200 million buy-back limit (100% take-up)

Substantial holder	Number of betr Shares held in Combined Business	Voting Power following the Offer and Selective Buy-Back ¹⁴
Yast Investments	108,984,629	7.1%
Tanarra Capital	103,853,879	6.7%
Mr Michael Sullivan	92,540,329	6.0%

¹² Section 6 of this Supplementary Explanatory Memorandum amends the content in Section 5.4 of the Explanatory Memorandum.

¹³ Assumes Successful Offer Completion. Based on most recent substantial holder notices lodged prior to 7 August 2025 (being the date on which this Supplementary Explanatory Memorandum was finalised). betr Shareholders should note that betr's substantial holders may also have voting power in PointsBet Shares below the level required to be disclosed and if so, their ultimate voting power in the Combined Business would be higher than shown in these tables.

¹⁴ Assumes Successful Offer Completion and that none of the PointsBet Options or PointsBet Performance Rights are exercised or otherwise convert into PointsBet Shares. Based on most recent substantial holder notices lodged prior to 7 August 2025 (being the date on which this Supplementary Explanatory Memorandum was finalised). betr Shareholders should note that betr's substantial holders may also have voting power in PointsBet Shares below the level required to be disclosed and if so, their ultimate voting power in the Combined Business would be higher than shown in these tables. In relation to Trium Capital and Pictet Asset Management (Singapore) Pte Ltd this table assumes that they accept the Offer in full and do not participate in the Selective Buy-Back.

Trium Capital	92,216,894	6.0%
Pictet Asset Management (Singapore) Pte Ltd	90,910,198	5.9%
Majestic Equity Pty Ltd	90,247,070	5.8%
Bondi B Limited	69,840,064	4.5%
Wilson Asset Management	65,443,849	4.2%
Host-Plus Superannuation Trust	62,676,810	4.1%
Australian Retirement Trust	57,936,762	3.8%
Ellerston Capital Limited	56,207,887	3.6%

\$80 million buy-back limit (100% take-up)

Substantial holder	Number of betr Shares held in Combined Business	Voting Power following the Offer and Selective Buy-Back ¹⁴
Yast Investments	108,984,629	5.7%
Tanarra Capital	103,853,879	5.4%
Mr Michael Sullivan	92,540,329	4.8%
Trium Capital	92,216,894	4.8%
Pictet Asset Management (Singapore) Pte Ltd	90,910,198	4.7%
Majestic Equity Pty Ltd	90,247,070	4.7%
Bondi B Limited	69,840,064	3.6%
Wilson Asset Management	65,443,849	3.4%
Host-Plus Superannuation Trust	62,676,810	3.3%
Australian Retirement Trust	57,936,762	3.0%
Ellerston Capital Limited	56,207,887	2.9%

7. betr Share price information

The latest recored sale price of betr Shares on the ASX as at 7 August 2025 (being the date on which this Supplementary Explanatory Memorandum was finalised) was \$0.32.

Key trading data for the relevant periods are set out below.

Period	High	Low	VWAP
30 trading days up to and including 7 August 2025 (being the date on which this Supplementary Explanatory Memorandum was finalised)	\$0.32	\$0.25	\$0.292

7 trading days up to and including 7 August 2025 (being the date on which this Supplementary Explanatory Memorandum was finalised)	\$0.32	\$0.31	\$0.306
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8. Board's recommendation and further information

The Board has unanimously determined that the Selective Buy-Back will not materially prejudice betr's ability to pay its creditors and is in the best interests of betr Shareholders and continues to unanimously recommend that betr Shareholders vote in favour of the Selective Buy-Back Resolution. Subject to the voting exclusion statement set out in the Notice of Meeting, each Director who holds or controls betr Shares intends to vote, or cause to be voted, all the betr Shares that he or she holds or controls in favour of the Selective Buy-Back Resolution at the Selective Buy-Back Meeting.

You are encouraged to submit your proxies by following the instructions set out in the Notice of Meeting. The deadline for receipt of proxies is **10:00am (Sydney time) on 23 August 2025**.

betr Shareholders should monitor announcements released on the ASX platform for updates in relation to the Offer including any replacement bidder's statement or supplementary bidder's statements that may be issued by betr.

betr will separately convene a general meeting of betr Shareholders to approve the issue of betr Shares under the Offer as required by the ASX Listing Rules. The notice of meeting and explanatory memorandum in respect of that meeting will be despatched to betr Shareholders in due course.

If you have any questions about the Selective Buy-Back Meeting, the Selective Buy-Back Resolution, the Notice of Meeting, the Explanatory Memorandum or this Supplementary Explanatory Memorandum, please contact the betr Shareholder Information Line on 1300 650 389 (from within Australia) or +61 02 8016 2888 (from outside Australia) Monday to Friday between 8:30am and 5:30pm (Sydney time) (excluding public holidays).

DATED 8 August 2025

SIGNED for and on behalf of betr Entertainment Limited by:



Darren Holley

CFO & Company Secretary