
SPORTS ENTERTAINMENT GROUP LIMITED

ABN 20 009 221 630

NOTICE OF ANNUAL GENERAL MEETING

TIME: 3.00 PM (Melbourne time)

DATE: Thursday 23 November 2023

PLACE: Level 5, 111 Coventry Street
Southbank, Victoria 3006

This Notice of Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting ("AGM") of the Shareholders of Sports Entertainment Group Limited to which this Notice of Meeting relates will be held at 3.00 PM (Melbourne time) on Thursday 23 November 2023 at Level 5 111 Coventry Street, Southbank, Victoria 3006.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding in the Company and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above. Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting.

VOTING ENTITLEMENTS

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person as at 7.00 PM (Melbourne time) on Tuesday 21 November 2023.

If you are not registered as a holder of the Company's shares at this time, you will not be entitled to attend or vote at the Meeting as a Shareholder. Share transfers registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Annual General Meeting.

VOTING BY PROXY

Appointing a proxy

If you are a Shareholder entitled to attend and vote at the Meeting, you are entitled to appoint one or two proxies as an alternative to attending the Meeting in person. Where more than one proxy is appointed, you may specify the number or proportion of votes that each may exercise, failing which, each may exercise half of the votes. A proxy need not be a Shareholder of the Company and can be an individual or a body corporate.

If you want to appoint one proxy, please use the form provided. If you want to appoint two proxies, please follow the instructions on the front page of the proxy form.

Section 250BB and 250BC of the Corporations Act apply to voting by proxy. The effect of these sections is that if a proxy votes, they must cast all directed proxies as directed, and any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed.

The Chairman intends to vote all undirected proxies in respect of which he is appointed in favour of all resolutions.

If there is a change to how the Chairman intends to vote undirected proxies, the Company will make an announcement to ASX.

Lodging your proxy

For it to be effective, the proxy form and any authorities under which the proxy form has been signed (or certified copies of those authorities) must be received by the Company or the Company's Share Registry no later than 48 hours before the commencement of the Meeting (that is, by 3.00 PM Melbourne time) on Tuesday 21 November 2023).

VOTE ONLINE

www.investorvote.com.au or scan the QR Code on the proxy form with your mobile device and follow the instructions on the secure website to vote.

CUSTODIAN VOTING

For intermediary Online subscribers only (Custodians) please visit www.intermediaryonline.com to submit your voting intentions.

IN PERSON

Share Registry – Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia 3067; or

Sports Entertainment Group Limited, Level 5, 111 Coventry St, Southbank, VIC 3006.

BY MAIL

Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, Australia, 3001; or

Sports Entertainment Group Limited, Level 5, 111 Coventry St, Southbank, VIC 3006.

BY FAX

Share Registry – 1800 783 447 (within Australia) or 61 3 9473 2555 (outside Australia); the Company – 03 9421 5383.

If you appoint a proxy, you may still attend the Annual General Meeting. However, your proxy's rights to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the Annual General Meeting.

Voting prohibition by proxies (remuneration of Key Management Personnel)

To the extent required by section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 1 if the person is either a member of the Company's Key Management Personnel or a Closely Related Party of such a member and the appointment does not specify the way the proxy is to vote on that Resolution. However, a proxy may vote if the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1 by signing and returning the Proxy Form (or appointing via an online facility), you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though those Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Shareholders of Sports Entertainment Group Limited will be held at Level 5, 111 Coventry Street, Southbank, Victoria at 3.00 PM (Melbourne time) on Thursday, 23 November 2023.

The Explanatory Statement accompanying (and forming part of this Notice of Meeting) is intended to provide Shareholders with sufficient information to assess the merits of the resolutions contained in this Notice of Meeting.

The Directors recommend Shareholders read the Explanatory Statement in full before making any decision in relation to the resolutions.

Capitalised terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary at the end of the Explanatory Statement.

AGENDA

BUSINESS

Adoption of Financial Statements and Reports

To receive and consider the Annual Financial Report of the Company together with the Directors' Report and Auditor's Report for the financial year ended 30 June 2023.

Notes

There is no requirement for Shareholders to approve these reports, however, the Chair of the meeting will allow a reasonable opportunity for Shareholders to ask questions or make comments about these reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Company's auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions about the management of the Company can be sent to the Chairman, Sports Entertainment Group Limited, at Level 5, 111 Coventry St, Southbank, Victoria 3006 or via email to inquiries@sportsentertainmentnetwork.com.au.

Written questions on the preparation and content of the Auditor's Report, the conduct of the audit, accounting policies adopted by the Company and the independence of the auditor should also be submitted to this address no later than 5.00 PM (Melbourne time) Tuesday, 21 November 2023.

Resolution 1 - Adoption of Remuneration Report for the financial year ended 30 June 2023

To consider and, if thought fit, pass the following resolution as a non-binding resolution:

"That for the purposes of Section 250R(2) of the Corporations Act, the Remuneration Report of the Company for the financial year ended 30 June 2023 as disclosed in the Directors' Report be adopted."

Notes

The remuneration report of the Company for the financial year ended 30 June 2023 is set out on pages 14 to 21 of the Company's 2023 Annual Report.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report and so have abstained from providing a recommendation.

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

This resolution is advisory only and does not bind the Company or its Directors.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Voting Exclusion – In accordance with section 250R of the Corporations Act, a vote must not be cast (in any capacity) on Resolution 1, by or on behalf of:

- a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of such a member.

However, a person described above may cast a vote on this resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the person is appointed as a proxy in writing that specifies the way the proxy is to vote on the resolution; or
- the person is the Chairman voting an undirected proxy which expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

Resolution 2 - Re-election of Mr Chris Giannopoulos

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

"That, Mr Chris Giannopoulos, who retires from office as a Director in accordance with clause 12.2 of the Constitution, being eligible and offering himself for re-election, be re-elected as a Director."

Notes

The Directors in the absence of Mr Giannopoulos unanimously support the re-election of Mr Giannopoulos as a Director (with Mr Giannopoulos abstaining from providing a recommendation).

Resolution 3 - Re-election of Mr Craig Coleman

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


"That, Mr Coleman, who retires from office as a Director in accordance with clause 12.2 of the Constitution, being eligible and offering himself for re-election, be re-elected as a Director."

Notes

The Directors in the absence of Mr Coleman unanimously support the re-election of Mr Coleman as a Director (with Mr Coleman abstaining from providing a recommendation).

DATED THIS 23rd DAY OF OCTOBER 2023

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to be 'Craig Coleman', written over a circular stamp or seal.

Craig Coleman
Chairman
Sports Entertainment Group Limited

EXPLANATORY STATEMENT

This Explanatory Statement contains an explanation of, and information about, the Resolutions to be considered at the Annual General Meeting. Shareholders should read this Explanatory Statement in full. This Explanatory Statement forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Statement does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in any doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Capitalised words used in the Notice of Meeting and in this Explanatory Statement are defined in the Glossary section at the end of this Explanatory Statement.

The Annual General Meeting of the Company is to be held in person at 3.00 PM (Melbourne time) on Thursday 23rd November 2023.

Financial Statements

Section 317 of the Corporations Act requires that the financial statements and director and auditor reports the Company is required to prepare by law for the previous financial year be laid before the Annual General Meeting. Those statements and reports are found in the Company's 2023 Annual Report, which is available for Shareholders and can be downloaded from the Company's website www.sportsentertainmentnetwork.com.au. If you would like to receive a hard copy of the 2023 Annual Report, free of charge, you can contact the Company's Share Registry on 1300 850 505.

There is no requirement for Shareholders to approve the financial statements or reports. During this item of business, the Chair of the Meeting will provide Shareholders with a reasonable opportunity to ask questions and make comments on these financial statements and reports. BDO Audit Pty Ltd conducted the audit of the Company for the last financial year and has been invited to attend the Meeting and the Company has been advised that a suitably qualified member of the audit team of BDO Audit Pty Ltd, will attend the Meeting.

Shareholders, as a whole, will also be provided a reasonable opportunity at the Meeting to ask the auditor's representative questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders who are entitled to vote at the Meeting may also submit written questions to the auditor that are relevant to the content of the auditor's report to be considered at the Meeting or the conduct of the audit of the annual financial report to be considered at the Meeting. Written questions may be submitted by giving them to the Company's Company Secretary. Questions must be submitted no later than the fifth Business Day before the Meeting is held.

EXPLANATORY STATEMENT (CONTINUED)

Resolution 1

Adoption of Remuneration Report

The Chair of the Meeting will provide Shareholders with a reasonable opportunity to ask questions about, or make comments on, the Company's Remuneration Report for the financial year ending 30 June 2023. The Remuneration Report is included in the Company's 2023 Annual Report and appears on pages 14 to 21 of that report.

The Remuneration Report sets out the Company's remuneration arrangements for its non-executive directors, executive directors and specified executives.

The Corporations Act requires that a resolution, that the Remuneration Report be adopted, be put to the vote at the Company's annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

However, the Board will take the outcome of Resolution 1 into consideration when reviewing the remuneration practices and policies of the Company.

Shareholders should note that, in accordance with the "two strikes rules" of the Corporations Act, the outcome of voting on Resolution 1 may also affect next year's annual general meeting.

Specifically, if:

- 25% or more of the votes cast on Resolution 1 are cast "against"; and
- 25% or more of the votes cast in respect of the adoption of the Remuneration Report at the 2024 annual general meeting are cast "against",

then a resolution will be put to Shareholders at the 2024 annual general meeting (the "spill resolution") that the Company convene a further meeting of Shareholders (within 90 days), at which meeting the Directors (other than the managing director) who were in office on the date of approval of the applicable directors' report will cease to hold office, but may stand for re-election.

More than 99.991% of the votes cast on the Company's Remuneration Report for the 2022 financial year were cast in favour of the relevant resolution and so a 'strike' was not received at last year's annual general meeting.

The Chairman intends to exercise all available proxies in favour of Resolution 1. If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by lodging the Proxy Form you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

EXPLANATORY STATEMENT (CONTINUED)

Resolutions 2 and 3

Re-election of Mr Chris Giannopoulos and Mr Craig Coleman

Listing Rule 14.4, provides that a director (other than the managing director) must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is longer.

Under Listing Rule 14.5, the Company is required to hold an election of Directors each year. Further, clause 12.2 of the Constitution requires one third of the Directors (or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in the case of doubt)) to retire from office at each annual general meeting.

Mr Chris Giannopoulos

Mr Giannopoulos, Executive Director, who has been in office as a Director since 29 March 2018, and was last re-elected by Shareholders at the annual general meeting on 25 November 2021, retires from office by rotation in accordance with the Constitution and the Listing Rules and, being eligible, offers himself for re-election. Personal particulars for Mr Giannopoulos are set out in the Board of Directors information included in the Company's 2023 Annual Report.

Mr Craig Coleman

Mr Coleman, Chairman, who has been in office as a Director since 15 November 2017, and was last re-elected by Shareholders at the annual general meeting on 25 November 2021, retires from office by rotation in accordance with the Constitution and the Listing Rules and, being eligible, offers himself for re-election. Personal particulars for Mr Coleman are set out in the Board of Directors information included in the Company's 2023 Annual Report. Mr Coleman is Executive Chairman and a shareholder of Viburnum Funds Pty Ltd, which holds 21.40% of the shares on issue in the Company.

GLOSSARY

2023 Annual Report means the annual report of the Company for the year ended 30 June 2023 which includes the Annual Financial Report, the Directors' Report and the Auditor's Report.

Annual Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Auditor's Report means the auditor's report on the Annual Financial Report.

Board means the Board of Directors.

Chairman or Chair means the chairman of the Meeting.

Closely Related Party has the meaning given in the Corporations Act.

Company means Sports Entertainment Group Limited (ABN 20 009 221 630).

Constitution mean the constitution of the company.

Corporations Act means the *Corporations Act 2001* (Cth).

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.

Explanatory Statement means the explanatory statement accompanying (and forming part of) this Notice of Meeting.

General Meeting or **Meeting** means the annual general meeting of the Shareholders of the Company convened by this Notice of Meeting.

Key Management Personnel has the meaning given in the Corporations Act.

Listing Rules means the official listing rules of ASX.

Meeting or AGM or Annual General Meeting means the annual general meeting of the Shareholders of the Company, the subject of this Notice of Meeting.

Notice of Meeting means this notice of the Meeting and, where the context requires, includes the Explanatory Statement.

Remuneration Report means the remuneration report of the Company contained In the Directors' Report.

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

Shareholder means a holder of one or more Shares.

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

SEG

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Sports Entertainment Group Limited Annual General Meeting

The Sports Entertainment Group Limited Annual General Meeting will be held on Thursday, 23 November 2023 at 3:00pm (Melbourne time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 3:00pm (Melbourne time) on Tuesday, 21 November 2023.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Level 5, 111 Coventry Street, Southbank, VIC 3006

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

SEG

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00pm (Melbourne time) on Tuesday, 21 November 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Sports Entertainment Group Limited hereby appoint

☐

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Sports Entertainment Group Limited to be held at Level 5, 111 Coventry Street, Southbank, VIC 3006 on Thursday, 23 November 2023 at 3:00pm (Melbourne time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report for the financial year ended 30 June 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Chris Giannopoulos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Craig Coleman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

