



MIXI Australia Pty Ltd
ABN 22 681 434 640 | ACN 681 434 640
LEVEL 13, 350 COLLINS STREET,
MELBOURNE VIC 3000

Via ASX Online

8 August 2025

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

Takeover bid for PointsBet Holdings Limited (ASX:PBH) – 'Best and final' price increase to \$1.25 per share and offers declared unconditional

MIXI Australia Pty Ltd (ABN 22 681 434 640) (**MIXI Australia**), a wholly-owned subsidiary of MIXI, Inc (TSE:2121), refers to its off-market takeover bid under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) for all of the fully paid ordinary shares in PointsBet Holdings Limited (ABN 68 621 179 351) (**PointsBet**) (**Offers**).

Please find attached:

1. a notice of variation pursuant to section 650D of the Corporations Act to increase the consideration under the Offers to \$1.25 cash per PointsBet share (**Notice of Variation**); and
2. a notice pursuant to section 650F of the Corporations Act declaring that the Offers have been freed from all remaining conditions (**Notice of Unconditionality**).

The increased offer price of \$1.25 cash per PointsBet share is **best and final**, provided that MIXI Australia reserves the right to increase the Offer consideration if it acquires more than 50% of PointsBet shares.

The Notice of Variation has been lodged with the Australian Securities and Investments Commission and given to PointsBet, and will be given to each person required by section 650D(1)(c)(ii) or 650D(1)(c)(iii) of the Corporations Act, as modified by *ASIC Corporations (Takeover Bids) Instrument 2023/683*.

The Notice of Unconditionality has been given to PointsBet in accordance with section 650F(3) of the Corporations Act.

Yours sincerely

MIXI Australia Pty Ltd (ABN 22 681 434 640)

Taishi Oba
Director, MIXI Australia Pty Ltd

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MIXI Australia Pty Ltd
(ABN 22 681 434 640)

Notice of Variation under Section 650D of the Corporations Act – Increase in Consideration

To: Australian Securities and Investments Commission (**ASIC**)

ASX Limited (**ASX**)

PointsBet Holdings Limited (ABN 68 621 179 351) (**PointsBet**)

Each person referred to in section 650D(1)(c)(ii) or 650D(1)(c)(iii) of the *Corporations Act 2001* (Cth) (**Corporations Act**), as modified by *ASIC Corporations (Takeover Bids) Instrument 2023/683*

MIXI Australia Pty Ltd (ABN 22 681 434 640) (**MIXI Australia**) gives notice for the purposes of section 650D of the Corporations Act that the offers dated 22 July 2025 (**Offers**) made under its off-market takeover bid for all of the fully paid ordinary shares in PointsBet contained in MIXI Australia's bidder's statement dated 17 July 2025 (**Bidder's Statement**) are varied as set out in this notice. Terms defined in the Bidder's Statement have the same meaning where used in this notice unless the context provides otherwise.

A copy of this notice was lodged with ASIC on 8 August 2025. Neither ASIC, ASX nor any of their respective officers takes any responsibility for the content of this notice.

1. Increase in Offer Price

In accordance with section 650B(1)(a) of the Corporations Act, MIXI Australia varies the Offers by:

- (a) increasing the Offer Price from \$1.20 per PointsBet Share in cash to \$1.25 per PointsBet Share in cash; and
- (b) replacing references to "\$1.20" as the Offer Price with "\$1.25" in all places it appears (or is deemed to appear) in the Bidder's Statement, the Acceptance Form enclosed with the Bidder's Statement and in all other instances where the amount "\$1.20" appears as the Offer Price.

The increased Offer Price will apply to all PointsBet Shareholders who accept the Offer, including those PointsBet Shareholders who have already accepted the Offer.

2. Total cash consideration

As a result of the increased Offer Price of \$1.25 cash per PointsBet Share, the maximum consideration amount that could be payable by MIXI Australia under the Offer, if acceptances were received for all PointsBet Shares on issue as at the date of this notice (being 336,836,032 PointsBet Shares), is \$421,045,040.

3. Source of funding


The cash reserves described in section 5.2 of the Bidder's Statement are sufficient to satisfy the maximum consideration amount of \$421,045,040 (and associated transaction costs). The increased Offer Price of \$1.25 per PointsBet Share will be fully funded on the same basis as currently disclosed in section 5.2 of the Bidder's Statement. The Offer is not subject to any financing conditions.

MIXI Australia remains of the opinion that it has a reasonable basis for holding the view, and does hold the view, that it will be able to provide the consideration offered under the Offer, as well as meet the associated transaction costs.

This notice has been approved by a resolution passed by the directors of MIXI Australia.

Dated 8 August 2025

Signed for and on behalf of
MIXI Australia Pty Ltd (ABN 22 681 434 640)
by

A handwritten signature in black ink, consisting of four characters: 大場 (Ōba) and 大史 (Taishi).

Taishi Oba
Director, MIXI Australia Pty Ltd

MIXI Australia Pty Ltd
(ABN 22 681 434 640)

Notice under Section 650F of the Corporations Act – Declaring off-market bid free from all remaining Conditions

To: ASX Limited (**ASX**)

PointsBet Holdings Limited (ABN 68 621 179 351) (ASX:PBH) (**PointsBet**)

For the purposes of section 650F(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), MIXI Australia Pty Ltd (ABN 22 681 434 640) (**MIXI Australia**) hereby gives notice that the offers dated 22 July 2025 under its off-market takeover bid under Part 6.5 of the Corporations Act to acquire all of the ordinary shares in PointsBet (**Offers**) as set out its bidder's statement dated 17 July 2025 (**Bidder's Statement**), and each contract resulting from the acceptance of the Offers, are free from all of the remaining Conditions in section 9.7 of the Bidder's Statement as follows (and as such are now unconditional):

- (a) 9.7(a) (Minimum acceptance);
- (b) 9.7(b) (Restraint);
- (c) 9.7(c) (No Prescribed Occurrence);
- (d) 9.7(e) (No Material Adverse Change);
- (e) 9.7(f) (PointsBet warranties); and
- (f) 9.7(g) (Options and Performance Share Rights).

Notice was previously given on 5 August 2025 under section 630(4) of the Corporations Act that the Condition in section 9.7(d) (FIRB Approval) has been fulfilled.

Pursuant to section 650F(2)(b) of the Corporations Act, as at the date of this notice, MIXI Australia confirms that its voting power in PointsBet is 26.27%.

Date: 8 August 2025

Signed for and on behalf of MIXI Australia Pty Ltd (ABN 22 681 434 640):



Taishi Oba
Director, MIXI Australia Pty Ltd