

# CORPORATE GOVERNANCE FACT SHEET

## BETMAKERS TECHNOLOGY GROUP LTD (ASX: BET)

### DIRECTOR INDEPENDENCE

**Number of Independent Directors** The Board of BetMakers Technology Group Ltd (“BetMakers” or “The Company”) consists of five Directors, with Nicholas Chan, Simon Dulhunty, Rebekah Giles and Anna Massion considered to be independent non-executive Directors.

**Independent Chair of the Board** Matt Davey (Board Chair) is not considered independent.

### DIRECTOR ELECTIONS

**Annual Board Elections** Directors are required to stand for re-election in accordance with the ASX Listing Rules and BetMakers’ Constitution. Clause 15.6 of the BetMakers Constitution requires that if the Company has three or more Directors, one third of the Directors (except the Managing Director), or if their number is not three or a multiple of three, then the number nearest but not exceeding one third, must retire at the Company’s next annual general meeting. Clause 15.7 of the Constitution allows a Director who retires under clause 15.6 to be eligible for re-election at that meeting. Clause 15.6 of the Constitution further prescribes that the Director who has held their office as Director for the longest period of time is to retire and stand for re-election at the Meeting and, in the event that multiple persons became Directors on the same day, the Director to retire shall be determined by lot (unless otherwise agreed between themselves).

### BOARD MEETINGS

**Number of Board Meetings Held FY23** Please see the overview of Board and committee attendance for FY23 below.

**Independent Directors Meeting Without Management Present** Independent Directors do meet without management present. Such meetings may be held informally, the occurrence of which is not reported. Typically formal Board and Committee meetings are held with management present, however, the Board is able to request that management is not present for such meetings (or parts thereof) if required.

	Board Meetings		Audit and Risk Committee		Nomination and Remuneration Committee	
	HELD	ATTENDED	HELD	ATTENDED	HELD	ATTENDED
Matt Davey	5	5	N/A	N/A	N/A	N/A
Nicholas Chan	12	12	5	5	2	3
Todd Buckingham	7	7	N/A	N/A	N/A	N/A
Simon Dulhunty	12	12	5	5	3	3
Rebekah Giles	10	12	5	5	3	3
Anna Massion	11	12	5	5	3	3

‘Held’ represents the number of meetings held during the time the Director was in office.  
 In FY23, Matt Davey was a director from 31 January 2023 to 30 June 2023.  
 In FY23, Todd Buckingham was a director from 1 July 2022 to 30 January 2023.

### BOARD COMMITTEES

**Independent Remuneration Committee (RemCo)** There is an independent Remuneration Committee. See the number of meetings held in FY23 in the table above.

**Environment, Social and Governance Committee** There is no Environmental, Social and Governance Committee; these matters are covered by the Audit and Risk Committee.

**Independent Corporate Audit and Risk Committee** There is an independent Audit and Risk Committee. See the number of meetings held in FY23 in the table on the previous page.

#### PUBLISHED GOVERNANCE POLICIES AND PRACTICES

**Corporate Governance Guidelines Approved by the Board** Corporate Governance guidelines can be found at [www.betmakers.com/future-vision/corporate-governance](http://www.betmakers.com/future-vision/corporate-governance).

**Code of Conduct** The Code of Conduct can be found at [www.betmakers.com/future-vision/corporate-governance](http://www.betmakers.com/future-vision/corporate-governance).

**Board Committees** Committee information can be found at [www.betmakers.com/future-vision/corporate-governance](http://www.betmakers.com/future-vision/corporate-governance).

#### EVALUATING AND IMPROVING BOARD PERFORMANCE

**Annual Board Self-Evaluation and Review of Independence of Board** The Board (led by the Chairman) endeavours to objectively evaluate its own performance and the performance of individual Directors on an annual basis, or earlier when Board vacancies or other relevant events occur that bear on Board composition. The Nomination and Remuneration Committee Charter sets out the responsibility for recognising and analysing any gaps in the skills and experience of the current Board. The Board did not undertake a formal evaluation process during FY23. However, the Board considers that the comprehensive review undertaken through the process of implementing Board and Management changes in January 2023, which included the appointment of Matt Davey as Executive Chairman, and Committee composition changes in July 2022 satisfies this recommendation. In addition, the Board continuously monitored its performance and processes at its monthly Board meeting via a standing agenda item that addressed the process, content and conduct of each meeting. Please refer to the Company's Nomination and Remuneration Committee Charter available via the Company's website: [www.betmakers.com/future-vision/corporate-governance](http://www.betmakers.com/future-vision/corporate-governance).

The Board is comprised of four independent, non-executive Directors and one Executive Chairman. The Board believes that the Company's circumstances are currently best served with Matt Davey serving as Executive Chairman, notwithstanding that Mr Davey is not considered to be independent. The Board is satisfied that the four independent directors provide an appropriate level of independence and governance to the Board's composition at this stage.

#### ALIGNING DIRECTOR AND STOCKHOLDER INTERESTS

**Director and Executive Stock Ownership Guidelines** See the Company's policies here: [www.betmakers.com/future-vision/corporate-governance](http://www.betmakers.com/future-vision/corporate-governance). In particular, the Remuneration Policy, Securities Trading Policy, and Long Term Incentive Plan ("LTIP"), noting that all Directors and Executives are participants in the Company's LTIP. The interest of each Director in the Company's securities is outlined within the Annual Report lodged with ASX on 30 August 2023.

BetMakers Technology Group is a leading provider of racing and betting solutions that monetise horse racing for stakeholders. Through its Global Tote, Global Betting Services and Global Racing Network divisions, BetMakers provides licensed betting operators, rights holders, racing authorities and bookmakers with solutions for every stage of the racing and betting life cycle across both fixed odds and tote betting markets.

For more about BetMakers, visit [www.betmakers.com](http://www.betmakers.com).

