



Notice of Annual General Meeting and Explanatory Memorandum

Jumbo Interactive Limited ACN 009 189 128

Date of Meeting: Wednesday 6 November 2013

Time of Meeting: 5:00pm (Brisbane time)

Place of Meeting: Lady Thiess Room, River Level, Customs House, 399 Queen Street, Brisbane, Queensland

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of **Jumbo Interactive Limited** ACN 009 189 128 (**Company**) will be held in the Lady Thies Room, River Level, Customs House, 399 Queen Street, Brisbane, Queensland, on Wednesday 6 November 2013, commencing at 5:00pm (Brisbane time).

Agenda

Ordinary Business

Financial Reports

To receive and consider the Company's Annual Financial Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statements of Comprehensive Income, Financial Position, Changes in Equity and Cash Flows, and Notes to the Financial Statements for the Company and its controlled entities for the financial year ended 30 June 2013.

1. Remuneration Report

To consider and, if thought fit, pass the following Advisory Resolution:

"That the Remuneration Report for the year ended 30 June 2013 (as set out in the Directors' Report) be adopted."

Advisory Resolution

The vote on Resolution 1 is advisory only and does not bind the Directors.

Voting Restriction pursuant to Section 250R(4) of the Corporations Act

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration is included in the Remuneration Report; and/ or
- (b) a Closely Related Party of such a member of the KMP.

However, the above persons may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution (directed proxy); or
- (b) the voter is the Chair and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

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2. Re-election of Mr Bill Lyne as a Director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That Bill Lyne, who retires by rotation in accordance with Rule 40.1 of the Constitution and ASX Listing Rule 14.4, and, being eligible, offers himself for re-election, be re-elected as a Director.”

3. Ratification of Issue of Management Options

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

*“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the grant on 3 September 2013 of a total of 2,400,000 options (**Management Options**) to certain key executives of the Company, or their nominees, further details of which are set out in the Explanatory Statement accompanying this Notice of Meeting.”*

Voting Exclusion Statement:

- The Company will disregard any votes cast on this Resolution 3 by:
 - Any person who received Management Options;; and
 - any associate of a person who received Management Options.
- However, the Company need not disregard a vote if:
 - it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Proxy Appointment Restriction:

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on resolution 3 by a member of the KMP or their Closely Related Parties who has been **appointed as a proxy** unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy); or
- the appointed proxy is the Chair and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

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4. Issue of Options to a Director

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

“That in accordance with the provisions of ASX Listing Rule 10.11 and for all other purposes, the Company be authorised to issue options to acquire 400,000 unissued ordinary shares at an exercise price of \$4.00 per share to Mr Mike Veverka, CEO and Director of the Company, or his nominee, on the terms as set out in the Explanatory Statement

Notes: A detailed summary of the proposed terms of the Director Options is contained in the Explanatory Statement. If approval is given under ASX Listing Rule 10.11 approval is not required under ASX Listing Rule 7.1.

Voting Exclusion Statement:

- The Company will disregard any votes cast on this Resolution 4 by:
 - Mr Mike Veverka; and
 - any associate of Mr Mike Veverka.
- However, the Company need not disregard a vote if:
 - it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Proxy Appointment Restriction:

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on resolution 4 by a member of the KMP or their Closely Related Parties who has been **appointed as a proxy** unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy); or
- the appointed proxy is the Chair and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

5. Proportional Takeover Approval Provisions

To consider and, if thought fit, pass the following Special Resolution:

“That, in accordance with section 648G of the Corporations Act and Rule 75 of the Company’s Constitution, the proportional takeover approval provisions in the Company’s Constitution be renewed with immediate effect from this resolution being passed.”

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General Business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By Order of the Board

A handwritten signature in black ink, appearing to be 'Bill Lyne', with a long horizontal flourish extending to the right.

Bill Lyne
Company Secretary
3 October 2013

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to Shareholders of Jumbo Interactive Limited ACN 009 189 128 (**Company**) to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held in the Lady Thies Room, River Level, Customs House, 399 Queen Street, Brisbane, Queensland, on Wednesday 6 November 2013 commencing at 5:00pm (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in Section 10.

2. Consider the Company's annual report

The Company's Annual Financial Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statements of Comprehensive Income, Financial Position, Changes in Equity and Cash Flows, and Notes to the Financial Statements for the Company and its controlled entities for the financial year ended 30 June 2013 has been despatched to Shareholders who requested a copy and released on the ASX. The Company's Annual Financial Report for the year ended 30 June 2013 is available on the Company's website at www.jumbointeractive.com

The Company's Annual Financial Report is placed before the Shareholders for discussion. No voting is required for this item.

3. Resolution 1: Remuneration Report

3.1 Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of the executive Director and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the senior executives of the Company, who are members of the Company's Key Management Personnel; and
- details and explains any performance conditions applicable to the remuneration of the executive Director and senior executives of the Company.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, and make comments on, the Remuneration Report and the Company's remuneration arrangements.

The Board believes that the Company's remuneration arrangements, as set out in the 2013 Remuneration Report, are fair, reasonable and appropriate, support the strategic direction of the Company and align with Shareholders' expectations.

3.2 Directors' Recommendations

The voting exclusion statement for Resolution 1 is set out on page 1 of the Notice of Meeting. The Board unanimously recommends that Shareholders vote **in favour of Resolution 1**. A vote on this Resolution is advisory only and does not bind the Directors of the Company.

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4. Resolution 2: Re-election of Mr Bill Lyne as a Director

Bill Lyne retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Director.

Mr Lyne was appointed on 30 October 2009 to fill a casual vacancy. He has been Company Secretary since 19 October 2007.

Bill Lyne has been the principal of Australian Company Secretary Service since 1998, providing company secretarial, compliance and governance services to public companies in a wide range of industries. He holds a Bachelor of Commerce (Economics) degree, is a Chartered Accountant and Fellow of the Chartered Secretaries Australia, and presented at CSA courses in company secretarial practice over many years. He is currently secretary of 3 other ASX-listed companies.

Directors' Recommendation:

The Directors (with Mr Lyne abstaining) recommend that you vote in favour of this Ordinary Resolution.

5. Resolution 3: Ratification of Issue of Management Options

The purpose of Resolution 3 is for Shareholders to ratify and approve, pursuant to ASX Listing Rule 7.4, those security issues which occurred during the 12 months before the date of this Annual General Meeting which would otherwise count toward the Company's 15% capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) the prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of the shares on issue at the commencement of that 12 month period (**15% Capacity**).

ASX Listing Rule 7.4 provides that where a company ratifies an issue of securities, the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby replenishing the Company's 15% Capacity and enabling it to issue further securities in the future without prior shareholder approval, utilising its 15% Capacity.

The allotment and issue of securities detailed in Resolution 3 (**Management Options**) did not exceed the 15% threshold when those shares were issued. However, the Company seeks to utilise Listing Rule 7.4 so that the Management Options do not take up any of the Company's 15% capacity.

Accordingly, resolution 3 proposes the ratification and approval of the allotment and issue of the Management Options for the purpose of satisfying the requirements of ASX Listing Rule 7.4.

The information required to be provided to shareholders to satisfy ASX Listing Rule 7.4 is specified in ASX Listing Rule 7.5. In accordance with ASX Listing Rule 7.5, members are advised of the following particulars in relation to the allotment and issue of the Management Options:

Date of issue	3 September 2013
Number of securities issued	2,400,000 options
Issue price per security	Nil
Terms of securities issued	<ul style="list-style-type: none">• Each option is exercisable over 1 ordinary share.• Exercise price is \$4.00 per share.• Expiry date is 3 September 2018.• Options will not be quoted.• Company will seek quotation of Shares issued upon exercise of the options, which will rank pari passu with all other Shares on issue in the Company.

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Persons to whom securities were issued or basis on which allottees were determined	Certain eligible executives having regard to their seniority, position, length of service, record of employment, potential contribution to growth and profitability of the Company or any associated company, the extent of the person's existing participation (if any) in the Company's Employee Option Plan and any other matters which the Board considered relevant at the time. No directors or Related Parties of the Company were invited to participate in the issue.
Use of funds raised by the issue	No funds were raised from the issue of the Management Options.

Directors' Recommendation:

The Board unanimously recommends that Shareholders (who are eligible to vote on this Resolution) vote in favour of the ratification of the issue.

6. Resolution 4: Issue of Options to a Director

6.1 Introduction

The Company is seeking approval from the Shareholders for the proposed grant of options (**Director Options**) to Mr Mike Veverka, a Director of the Company. Further details of the Director Options are set out below.

Listing Rule 10.11 requires shareholder approval for the issue of securities to a Related Party. Mr Veverka is a Related Party as he is a Director of the Company. Accordingly, Shareholder approval for the issue of the Director Options is sought in accordance with Listing Rule 10.11. If approval is given under Listing Rule 10.11, approval will not be required under Listing Rule 7.1.

6.2 Listing Rule 10.13

For the purpose of Listing Rule 10.13, which prescribes certain information to be contained in the notice of meeting where approval is sought under Listing Rule 10.11, the Company advises as follows:

10.13.1 and 10.13.4	Option Recipient	Mike Veverka (or his nominee) who is a Director.
10.13.2	Number of Director Options	400,000
10.13.3	Date of issue	Following shareholder approval, the Company will issue the Director Options as soon as practicable and no later than 1 month after the date of the meeting.
10.13.5	Issue Price and Terms	
	<i>Price</i>	The Director Options will be issued for no consideration.
	<i>Exercise Price</i>	\$4.00
	<i>Vesting Date</i>	On date of exercise

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	Expiry Date	5 years from the date of issue
	Terms	Options will not be quoted. Company will seek quotation of Shares issued upon exercise of the options, which will rank pari passu with all other Shares on issue in the Company. A summary of the material terms of the Director Options is set out in Appendix 1.
10.13.6	Voting Exclusion Statement	A voting exclusion statement is contained on page 3 of the notice of meeting.
10.13.6A	Use of funds raised	No funds will be raised from the issue of the Director Options

6.3 Valuation

The Director Options are not currently quoted on the ASX and as such have no market value. The Director Options each grant the Option Recipient a right to be issued one ordinary share in the Company upon exercise of the Director Option and payment of the Exercise Price of the Director Option. Accordingly, the Director Options may have a present value at the date of their grant.

The Director Options may acquire future value dependent upon the extent to which the price of the Shares at any time exceeds the Exercise Price of the Director Options during the term of the Director Options.

As a general proposition, options to subscribe for ordinary fully paid shares in a company have value. Various factors impact upon the value of options including things such as:

- the period outstanding before the expiry date of the options;
- the exercise price of the options relative to the underlying price or value of the securities into which they may be converted;
- whether or not the shares that might be acquired upon exercise of the options represent a controlling or other significant interest;
- the value of the shares into which the options may be converted; and
- whether or not the options are listed (ie readily capable of being liquidated).

Under Australian Accounting Standard AASB 2 the fair value of the Director Options is measured by reference to the fair value of the equity instrument granted and must be recognized as an expense in the Company's Income Statement. The expense recognised will not be deductible for income tax purposes. Consistent with that Standard, the Company discloses the following information confirming the value of the options to be issued.

There are various formulae which can be applied to determining the theoretical value of options (including the formula known as the Monte Carlo Option Valuation Model which is often used in valuing employee and director options).

The Company has sought an independent check of the valuation of the Director options. The Monte Carlo Model was used to value the Director Options and determines the value of an option as a function of a number of variables, some which must be assumed. The data and assumptions relied upon in applying the Monte Carlo Model was:

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Assumed data	
Current share price of the underlying Shares as at 3 September 2013	\$2.17
Exercise price of the options	\$4.00
Volatility of the share price	69.144%
Vesting conditions	<ul style="list-style-type: none"> the market price of Jumbo Interactive Limited shares to equal the exercise price, where the market price is the average market price per security (weighted by reference to volume) of the underlying securities during the preceding five (5) trading day period; and be employed within the Jumbo Interactive Limited group.
The time to maturity being the expiry date	on or after 6 November 2018
Risk-free interest rate	3.31%
Expected dividend yield	1.38%

Based on this information, the Company has adopted an indicative value per Directors Option of \$0.170 each. On that basis, the respective value of the Director Options to be issued pursuant to Resolution 4, are as follows:

- Mike Veverka – \$68,000.

Other remuneration details for the director, for the year to 30 June 2013, are contained in the Remuneration Report.

6.4 Existing interests and the potential dilutionary effect on other members

Set out below is a table summarising the interests of the subject director and the effect the exercise of the Director Options would have relative to other members' interests (assuming no other issues or reconstructions of capital or exercise of other options).

Shareholders	Current Share Capital		Share Capital Upon Exercise of Director Options (Resolution 4) ²	
Other Shareholders	34,262,339	78.669%	34,262,339	77.953%
Mike Veverka ¹	9,290,221	21.331%	9,690,221	22.047%
Total	43,552,560	100.000%	43,952,560	100.00%

Notes:

1. Includes all direct and indirect holdings.
2. Assumes that no other shares are issued by the Company, other than the shares upon exercise of the Director Options.

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6.5 Legislative Requirements in relation to resolutions 3, 4, 5 and 6 under Corporations Act

The Company wishes to advise Shareholders that for the purposes of Section 211(1) of the Corporations Act, the Board of Directors (with Mr Veverka abstaining) has resolved that the issue of the Director Options is reasonable remuneration for Mr Veverka having regard to the circumstances of the Company, the roles and responsibilities of the Managing Director and the nature of the Company's operations. In particular, the issue of the Director Options is necessary to attract and retain Mr Veverka as a suitably qualified executive with relevant experience.

7. Resolution 5: Proportional Takeover Approval Provisions

7.1 Introduction

Rule 75 of the Company's Constitution contains provisions dealing with proportional takeover bids for the Company's Shares that are made in accordance with the Corporations Act. The current Constitution was approved by shareholders on 15 November 2010.

Under section 648G of the Corporations Act, the provisions must be renewed every 3 years or they will cease to have effect. The Company is now seeking to renew the proportional takeover approval provisions in its Constitution.

If Resolution 5 is approved, the current provisions will have effect for 3 years from the date the Resolution is passed.

In accordance with the Corporations Act, the Company provides the following information to shareholders when considering the inclusion of the proportional takeover approval provisions the Company's constitution.

7.2 What is a proportional takeover bid, and why do we need the proportional takeover approval provisions?

A proportional takeover bid includes the bidder offering to buy a proportion only of each Shareholder's Shares in the Company. This means that control of the Company may pass without members having the chance to sell all their Shares to the bidder. It also means the bidder may take control of the Company without paying an adequate amount for gaining control.

In order to deal with this possibility, the Company may provide in its constitution that:

- (a) in the event of a proportional takeover bid being made for shares in the Company, members are required to vote by ordinary resolution and collectively decide whether to accept or reject the offer; and
- (b) the majority decision of the Company's members will be binding on all individual members.

The Directors consider that members should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of the Company to change without members being given the opportunity to dispose of all of their shares for a satisfactory control premium. The directors also believe that the right to vote on a proportional takeover bid may avoid members feeling pressure to accept the bid even if they do not want it to succeed.

7.3 What is the effect of the proportional takeover approval provisions?

If a proportional takeover bid is made, the directors must ensure that members vote on a resolution to approve the bid not less than 15 days before the bid period closes.

The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities, is entitled to vote. However, the bidder and its associates are not allowed to vote.

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If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's Constitution.

The bid will be taken to have been approved if the resolution is not voted on within the deadline specified under the Corporations Act.

The proportional takeover approval provisions do not apply to full takeover bids, and only apply for 3 years after the date they are adopted as part of the Company's constitution. As noted above, the provisions may be renewed or reinserted upon the expiry of the initial 3 year period, but only by a special resolution passed by Shareholders.

7.4 Potential advantages and disadvantages

The renewal of the proportional takeover provisions approval will allow the Directors to ascertain members' views on a proportional takeover bid, it does not otherwise offer any advantage or disadvantage to the Directors who remain free to make their own recommendation as to whether the bid should be accepted.

The proportional takeover approval provisions in rule 75 will ensure that all members have an opportunity to study a proportional bid proposal and vote on the bid at a general meeting. This is likely to ensure a potential bidder structures its offer in a way which is attractive to a majority of members, including by using appropriate pricing. Similarly, knowing the view of the majority of members may help individual members assess the likely outcome of the proportional takeover when determining whether to accept or reject the offer.

However, it is also possible that the inclusion of such provisions in the Constitution may discourage proportional takeover bids and may reduce any speculative element in the market price of the Company's shares arising from the possibility of a takeover offer being made. The inclusion of the provisions may also be considered to constitute an unwarranted additional restriction of the ability of members to freely deal with their Shares.

The Board considers that the potential advantages for members of the proportional takeover approval provisions outweigh the potential disadvantages.

7.5 Existing proposals

As at the date on which this statement was prepared, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

8. Voting Entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the Shares at 7:00pm (Sydney time) on 4 November 2013. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

9. Proxy Instructions

9.1 Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a Shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the Shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a Shareholder of the Company.

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Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the Corporations Act. If a representative of a corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

A proxy form is attached to this Notice. The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act.

Shareholders should take note of the voting restrictions and exclusions specified in the notice of meeting and on the proxy form when appointing a person as a proxy.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be delivered posted or sent by facsimile transmission to the Share Registry or cast online as detailed below so that it arrives not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001

By Fax:

1800 783 447 (or +61 3 9473 2555 from outside Australia)

Online:

www.investorvote.com.au

9.2 Signing instructions

You must sign the proxy form as follows in the spaces provided:

- | | |
|--------------------|---|
| Individual: | Where the holding is in one name, the holder must sign. |
| Joint Holding: | Where the holding is in more than one name, all of the security holders should sign. |
| Power of Attorney: | To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 <i>Corporations Act</i>) 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 indicate the office held by signing in the appropriate place. |

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10. Interpretation

AGM means annual general meeting.

ASX means ASX Limited ACN 008 624 691.

Board means board of Directors.

Closely Related Party of a member of the Key Management Personnel has the meaning given in Section 9 of the Corporations Act being:

- (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 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 the definition of closely related party.

Company means Jumbo Interactive Limited ACN 009 189 128.

Constitution means the constitution of the Company in effect at the relevant time as amended or repealed and replaced from time to time.

Corporations Act means *Corporations Act 2001* (Cth) (as amended from time to time).

Director means a director of the Company from time to time.

KMP or **Key Management Personnel** has the definition given in the Accounting Standard AASB 124 *Related Party Disclosures* as 'those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity'.

Listing Rules means the official listing rules of the ASX as amended from time to time.

Meeting means the 2013 annual general meeting of the Company convened under this notice and explanatory statement.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of shareholders;

Remuneration Report means the remuneration report of the Company.

Resolution means a resolution of the Meeting.

Share means a fully paid ordinary share in the Company.

Shareholder or **Member** means a person who holds Shares.

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and

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- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Mr Bill Lyne (Company Secretary):

Level 1 601 Coronation Drive, Toowong QLD 4066

(07) 3378 7673 or 0418 874 175

Appendix 1

Option Terms – Director Options

- The Director Options are options to subscribe for ordinary shares in the capital of the Company.
- The Director Options are to be issued for no consideration.
- Shares issued on exercise of the Director Options will rank pari passu with all existing ordinary shares of the Company from the date of issue.
- The Director Options may be exercised wholly or in part by notice in writing to the Company received at any time on or before the Expiry Date together with a cheque for the exercise price of the Director Option multiplied by the number of Shares in respect of which Director Options are being exercised.
- The Director Options shall be unlisted.
- Upon allotment of Shares pursuant to the exercise of Director Options, the Company shall use its best endeavours to have such Shares quoted and listed on the Official List of the ASX.
- Option Recipients do not participate in dividends or in bonus issues unless the Director Options are exercised.
- While the Option Recipients do not have any participating rights in new issues of securities in the Company during the term of any Director Options held, the Option holder shall be afforded such period of notice required by the ASX Listing Rules or other law before the record date to determine entitlements to the issue, to exercise the Director Options and it shall be a condition of the Director Options that any entitlements to bonus issues of securities are only available to the Option holder in the event of a prior exercise of the Director Options;
- If, during the life of any Director Option:
 - (i) shares are offered pro rata for subscription by the Company to its Shareholders generally by way of rights issue; and
 - (ii) where the Company is listed on ASX, the price at which each share is so offered is less than the market price in force on the day of public announcement of the rights issue,

then the subscription price applicable to each share then comprised in the Director Options may be reduced by the value of the theoretical rights entitlement per cum rights share and that theoretical rights entitlement per cum rights share shall be taken to have a value calculated by applying the formula:

$$O1 = O - E \frac{[P - (S + D)]}{N + 1}$$

where

O1 = the new exercise price of the option

O = the old exercise price of the option

E = the number of underlying securities into which one option is exercisable

P = the average market price per security (weighted by reference to volume) of the underlying securities during the five (5) trading days ending on the day before the ex right date or the ex entitlements date

S = the subscription price for a security under the pro-rata issue

D = the dividend due but not yet paid on existing underlying securities (except those to be issued under the pro-rata issue)

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N = the number of securities which rights of entitlements that must be held to receive a right to one new security

- If there is a bonus issue to the holders of Shares in the Company, the number of Shares over which the Director Options are exercisable may be increased by the number of Shares which the Option Recipient would have received if the Director Options had been exercised before the record date for the bonus issue.
- The terms of the Director Options shall only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change.
- However, the terms of the Director Options shall not be changed to reduce the exercise price, increase the number of Director Options or change any period for exercise of Director Options.



Jumbo Interactive Limited
ABN 66 009 189 128

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 552 270
(outside Australia) +61 3 9415 4000

┌ 000001 000 JIN
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Proxy Form



Vote and view the annual report online

Go to www.investorvote.com.au or scan the QR Code with your mobile device.
Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

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

For your vote to be effective it must be received by 5:00pm (Brisbane Time) Monday, 4 November 2013

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 as they choose. 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.
Important Note for Resolutions 1, 3 and 4

Resolution 1

The Company is required to disregard any votes cast on Resolution 1 **by or on behalf** of a member of the company's Key Management Personnel (**KMP**) or their closely related parties (**CRP**), except where the voter has been appointed as a proxy for a person who is permitted to vote and by writing that specifies the way the proxy is to vote (directed proxy) or the voter is the Chairman and the proxy form expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolutions 3 and 4

The Company is required to disregard any votes cast on Resolution 3 and 4 **by a proxy** who is a member of the Company's KMP or their CRP, unless the proxy either votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy), or is the Chairman and the proxy form expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

If you are appointing a member of KMP or CRP as your proxy for Resolution 1, 3 or 4, for your vote to be counted you must either:

1. appoint the Chairman as your proxy in Step 1 who will be authorised to vote undirected proxies by this proxy form; or
2. direct the proxy how to vote by marking the appropriate box in Step 2.

Key Management Personnel and Closely Related Parties

Key Management Personnel of the Company are the Directors and those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly. The Remuneration Report identifies the company's Key Management Personnel for the financial year to 30 June 2013. Their closely related parties are defined in the *Corporations Act 2001* (Cth), and include certain of their family members, dependants and companies they control.

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

Samples/000001/000001/i

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 Jumbo Interactive 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 Jumbo Interactive Limited to be held at **Lady Thieess Room, River Level, Customs House, 399 Queen Street, Brisbane, Queensland on Wednesday, 6 November 2013 at 5:00pm** 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 (who is a member of key management personnel) to exercise my/our proxy on **Items 1, 3 and 4** as the Chairman decides (except where I/we have indicated a different voting intention below) even though **Items 1, 3 and 4** are connected directly or indirectly with the remuneration of a member of key management personnel.

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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 **Items 1, 3 and 4** by marking the appropriate box in step 2 below.

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
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Bill Lyne as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Issue of Management Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of Options to a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Proportional Takeover Approval Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Securityholder(s) *This section must be completed.*

<p>Individual or Securityholder 1</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div>	<p>Securityholder 2</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div>	<p>Securityholder 3</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div>
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Sole Director and Sole Company Secretary	Director	Director/Company Secretary
Contact Name _____	Contact Daytime Telephone _____	Date ____ / ____ / ____