



# BOARD CHARTER

The Directors of Jumbo Interactive Limited (the "Company") have responsibilities to shareholders for the proper management and the performance of the Company. The Board promotes a culture within the Company of accountability, integrity and transparency. Each Board member must at all times act honestly, fairly and diligently in all respects in accordance with the laws applicable to the Company.

## Board

Key matters reserved to the Board include the following:

- Oversight of the company, including its control and accountability systems;
- Appointing, monitoring, managing the performance of, and if necessary terminating (the employment of) the Chief Executive Officer;
- Ratifying the appointment and, if necessary, terminating (the employment of) of the Chief Financial Officer and the Company Secretary;
- Input, assessment, appraisal and final approval of management's development of corporate strategy and performance objectives;
- Reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct, and legal compliance;
- Monitoring senior management's performance and implementation of strategy, and ensuring appropriate resources are available to undertake those strategies;
- Approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures;
- Approving and monitoring financial and other reporting (including audit matters);
- Recruitment, remuneration, performance review and succession plans for the Company's Board.

## Management

Day to day management of the Company's affairs and implementation of corporate strategy and policy initiatives may be delegated by the Board to the Chief Executive Officer (who, in turn, may involve senior executives in performing some functions).

Responsibilities of the CEO include:

- Manage the Company's day to day activities to drive business growth and profitability

- Lead the managerial team towards achievement of the corporate objectives and administering the operations within established policies as set by the board;
  - Support the operation and administration of the Board by reporting and advising Board members, which includes reporting to the Board in writing at each board meeting at an appropriate level, of all activities of the group and acting as the interface between the Board and Management;
  - Liaise with the Company Secretary to ensure a culture of complete compliance with all regulatory authorities, and specifically in relation to having the appropriate processes in place to comply with laws, regulations and rules relating to an entity listed on the ASX;
  - Uphold, safeguard and promote the Company's values and philosophy relating particularly to ethics, integrity, corporate and social responsibility;
  - Ensure the Company and its products and services are consistently presented in strong, positive image to investors and other relevant stakeholders and direct and manage relationships with key clients and suppliers;
  - Construct and present an annual budget for Board approval and prudently manage the Company's resources within those budget guidelines;
  - Proactively identify specific acquisitions or new and sustainable business opportunities that fit within the Company's business model and make appropriate recommendations to the Board;
  - Design and direct the strategic planning process across the organisation, develop clear operational plans and implement them in conjunction with the senior management team following Board approval;
  - Develop and implement organisational structures & systems that realise corporate objectives and sound governance.
-