

PEOPLE AND CULTURE COMMITTEE CHARTER

1. Purpose

1.1 The People and Culture Committee ('the Committee') is a committee of the Jumbo Interactive Limited ('the Company') Board of Directors ('the Board'). This charter sets out the role, responsibilities and operation of the Committee.

2. Role

2.1 The role of the Committee is to assist the Board in fulfilling its governance obligations through the following primary functions:

- (a) set Director competence standards;
- (b) review Board succession plans;
- (c) evaluate the Board's performance;
- (d) make recommendations for the appointment and removal of Directors to the Board;
- (e) make recommendations to the Board on:
 - (i) executive remuneration and incentive policies;
 - (ii) the remuneration packages of senior management;
 - (iii) the Company's recruitment, retention and termination policies for senior management;
 - (iv) incentive schemes;
 - (v) superannuation arrangements; and
 - (vi) the remuneration framework for Directors.

2.2 The Committee also reviews, advises and makes recommendations to the Board on the following:

- (a) The Diversity policy;
- (b) Human Resources strategy, employee engagement and succession planning; and
- (c) Workplace Health and Safety including compliance, performance measures and safety training.

3. Duties & Responsibilities

3.1 Human Resources Strategy

The duties of the Committee in relation to Human Resources include:

- Review, advise upon and monitor the implementation of the Company's Human Resources strategy;
- Oversee the alignment of the Human Resources to the Company's overarching strategy;
- Oversee the development and implementation of employee performance programs to attract, motivate and retain high quality employees to foster skill and capability development to better deliver on the Company's strategy. These include performance management, development/leadership training and succession planning;
- Review and approve measurable objectives for achieving gender diversity and assess annually both the objectives and progress in achieving them.

3.2 Remuneration Duties

The duties of the Committee in relation to remuneration matters include:

- determining remuneration policies and remuneration of Directors;
- determining remuneration and incentive policies packages of key executives;
- determining the Company's recruitment, retention, and termination policies and procedures for senior management;
- determining and reviewing incentive schemes;
- determining and reviewing superannuation arrangements;
- professional indemnity and liability insurance for Directors and senior management; and
- reviewing succession plans for senior management.

A member of the Committee is not entitled to be present when their own remuneration, fee or salary is discussed at a meeting or when their performance is being evaluated.

3.4 Workplace Health & Safety

Oversee the Company compliance framework inclusive of Workplace Health and Safety policy, programs and procedures in addition to the WH&S regulatory obligations.

3.5 The Committee shall ensure that the Board and senior management are provided with sufficient information to facilitate informed decision making.

4. Composition

4.1 The Committee shall consist of 3 non-executive Directors, majority independent.

4.2 Appointment to the Committee will be for 3 years or as determined by the Board.

4.3 A quorum shall be 2 members or any greater number determined by the Committee from time to time.

4.4 The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a Director of the Board.

4.5 The Chair of the Committee will be appointed by the Board.

4.6 Should the Chair be absent from a meeting, the members of the Committee present at the meeting shall choose one of the other members of the Committee to chair that particular meeting

4.7 The Company Secretary shall act as secretary of the Committee.

5. Meetings

5.1 The Chair will call a meeting of the Committee if so requested by any member of the Committee.

5.2 As a minimum the Committee shall meet twice per year.

5.3 Matters arising for determination at Committee meetings shall be decided by a majority of votes of members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

5.4 In the case of an equality of votes, the Chair of the meeting, in addition to their deliberative vote, has a casting vote.

6. Access

6.1 The Committee shall have direct access to the Company's officers and advisers, both external and internal, and shall have the authority to seek whatever independent, professional or other advice it requires from outside the Company in order to assist it in meeting its responsibilities.

7. Reporting

7.1 Proceedings of all meetings are to be minuted and signed by Chair of the Committee or the Chair of the Board.

7.2 Minutes of all Committee meetings will be provided to the subsequent Board and Committee meetings.

8. Review of Charter

8.1 The People and Culture Committee Charter is to be reviewed by the Board at least annually to ensure it remains consistent with Board's objectives and responsibilities.

9. Publication of Charter

9.1 The People and Culture Committee Charter is displayed on the Company's website www.jumbointeractive.com and a copy is available on request from the Company Secretary.

Adopted by the Board on 17 December 2020
