

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, in consultation with the Head of People & Culture:
- (a) sets Executive and Key Management competence standards;
 - (b) reviews Executive and Key Management succession plans; and
 - (c) evaluates Executive and Key Management performance.
- 2.3** The Committee also reviews, advises and makes recommendations to the Board on the following:
- (a) The Diversity, Equity and Inclusion policy;
 - (b) People and Culture strategy, employee engagement and succession planning; and
 - (c) Workplace culture, performance measures and other relevant people and culture matters identified from time to time, or as requested by the Board.

3. Duties & Responsibilities

3.1 People and Culture Strategy

The Committee makes recommendations for Board review and approval on matters related to people and culture, and is responsible for the following:

- Review, advise upon and monitor the implementation of the Company's People and Culture strategy, including strategies for attraction and retention of employees, cultural improvement and employee satisfaction;
- Oversee the alignment of the People and Culture strategy to the Company's overarching strategy;
- Monitor the content of and compliance with the Company's people and culture systems and processes in the important areas of:
 - workplace health and safety;
 - employment diversity, equity and inclusion;
 - succession planning and talent management; and
 - workforce planning and management.
- Review and approve measurable objectives for achieving diversity and inclusion and employee engagement, and assess annually both the objectives and progress in achieving them;
- Identify the necessary and desirable competencies and characteristic for Board membership as a Board Skills Matrix and regularly assess the extent to which those competencies and characteristics are represented by the Board; and
- Review the Company's policies on a rolling cyclical basis to ensure their currency and relevance to the organisation's vision and mission.

3.2 Remuneration Duties

The Committee makes recommendations for Board approval in relation to the Company's remuneration strategy and is responsible for the following:

- Review and monitor the remuneration framework for Directors, including the process by which any pool of Directors' fees approved by shareholders is allocated to Directors;
- Review and monitor the remuneration framework for executives and senior managers, including fixed remuneration and incentive compensation;
- Assess the market and where necessary seek external advice to ensure that executives and senior managers are being rewarded with remuneration packages commensurate with their responsibilities, and make recommendations to the Board on an incentive scheme and any proposed increases;
- Review annually the outcomes of short-term objectives with the aim of rewarding individuals fairly and equitably, and in line with company performance;
- Review the progress against long-term performance targets and make recommendations on equity allocations;
- Review and make recommendations to the Board on the Company's superannuation arrangements for Directors, executives, senior managers and other employees;

- Review and monitor professional indemnity and liability insurance for Directors and senior management; and
- Review and recommend the annual Remuneration Report to the Board for approval.

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.

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.
- 4.8** The Committee will assess the Committee's membership and performance at least annually or as required.
- 4.9** Members may resign by providing sufficient notice to the Chair of the Board. The date of resignation will be minuted by the Secretary.
- 4.10** Members can be dismissed by the Board. Dismissal will be performed verbally as well as in writing and will be effective immediately. The date of dismissal will be minuted by the Secretary.

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 three times per year.
- 5.3** A quorum shall be 2 members or any greater number determined by the Committee from time to time.
- 5.4** In addition to Committee members, Committee meetings shall include the:
 - (i) Company Secretary;
 - (ii) Board Secretariat;
 - (iii) Head of People & Culture; and
 - (iv) Head of Risk, Compliance and Internal Audit
- 5.5** 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.

- 5.6** 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 31 March 2022
