

People & Culture Committee Charter

Purpose

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

1. Objectives

The objectives of the Committee are to assist the Board in discharging its corporate governance responsibilities to exercise due care and diligence in relation to:

- a) Making recommendations to the Board on the setting and evaluation of key performance areas for Directors and Senior Executives (being the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Technology Officer and Chief People Officer, also collectively known as the **KMP**);
- b) Making recommendations to the Board on the setting of succession plans for Directors and Senior Executives;
- c) Making recommendations to the Board on the appointment of Directors and Senior Executives;
- d) Making recommendations to the Board on Director, Senior Executive and Senior Leadership Group remuneration, in line with the Company's remuneration framework;
- e) Ensuring the company's remuneration framework drives appropriate behaviours, reflective of the Company's Core Values; and
- f) Oversight of the People & Culture policies and strategies, including succession planning, workplace culture and employee engagement.

2. Responsibilities

2.1 People & Culture Strategy

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

- i. 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, talent management and employee satisfaction;
- ii. Oversee the alignment of the People and Culture strategy to the Company's overarching strategy;
- iii. Approve objectives for achieving Diversity, Equity, Inclusion and Belonging goals, in line with the Company's Sustainability strategy;

- iv. 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;
 - Diversity, equity, inclusion and belonging;
 - Succession planning and talent management; and
 - Workforce planning and management.
- v. 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
- vi. Review relevant Company policies on a rolling cyclical basis to ensure their currency and relevance.

2.2 Remuneration Duties

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

- i. 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;
- ii. Review and monitor the remuneration framework for Senior Executives and the Senior Leadership Group, including fixed remuneration and incentive compensation;
- iii. 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;
- iv. Review annually the outcomes of short-term objectives with the aim of rewarding individuals fairly and equitably, and in line with company performance;
- v. Review the progress against long-term performance targets and make recommendations on equity allocations;
- vi. Review and make recommendations to the Board on the Company's superannuation arrangements for Directors, Senior Executives, the Senior Leadership Group and other employees;
- vii. Review and consider whether there is any gender or other inappropriate bias in remuneration for Directors, Senior Executives, the Senior Leadership Group or other employees;
- viii. Review and monitor professional indemnity and liability insurance for Directors, Senior Executives and the Senior Leadership Group; and
- ix. Prepare and recommend the annual Remuneration Report to the Board for approval.

3. Composition

- i. The Committee shall consist of three (3) non-executive Directors, majority independent. Members will be appointed by the Board as follows:
 - o The chair of the committee, which must be an independent non-executive Director (**Committee Chair**); and
 - o At least two (2) other members.
- ii. Appointment to the Committee will be for three (3) years or as determined by the Board. The Board may remove and replace the Committee Chair or any Committee member at any time.
- iii. 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.
- iv. Should the Committee 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.
- v. The Company Secretary shall act as secretary of the Committee.
- vi. The Committee will assess the Committee's membership and performance at least annually or as required.
- vii. Members may resign by providing sufficient notice to the Chair of the Board. The date of resignation will be minuted by the Secretary.

4. Meetings

- i. Meetings are to be held at least three (3) times per year.
- ii. The Committee Chair will approve an annual work plan of meetings. Special meetings may be convened as required.
- iii. Members will receive relevant Committee papers at a reasonable time before each meeting, with an aim of receiving Committee papers at least one week prior to the relevant meeting.
- iv. A quorum shall be two (2) members or any greater number determined by the Committee from time to time.
- v. 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.
- vi. In the case of an equality of votes, the Committee Chair, in addition to their deliberative vote, has a casting vote.
- vii. The secretary takes the minutes of the proceedings of all Committee meetings. The minutes are provided to the Committee Chair for review as soon as practicable after the meeting and then circulated to the Committee members for approval.

5. Access

The Committee shall have the right to obtain information, interview management, and seek advice from external consultants or specialists where the Committee considers that necessary or appropriate.

6. Reporting

- i. Proceedings of all meetings are to be minuted and signed by the Committee Chair or the Chair of the Board.
- ii. Minutes of all Committee meetings will be provided to the subsequent Board and Committee meetings.

7. Review

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

8. Publication

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.

Revision and authorisation

Approval date	Replaces version dated	Senior Leadership Group sponsor	Approved by	Next review date
30/03/2023	31/03/2022	CPO	Board	30/03/2024