

9 October 2023

2023 Annual General Meeting – Notice of Meeting

Attached are the following documents in relation to the 2023 Annual General Meeting of Jumbo Interactive Limited (**Jumbo**) to be held on Thursday, 9 November 2023 commencing at 11.00am (Brisbane time):

1. Notice of Annual General Meeting and Explanatory Memorandum
2. Proxy Form
3. Online Meeting Guide

The meeting documents will be dispatched to shareholders today.

- Ends -

Authorised for release by the Company Secretary.

For further information contact:

Investor Relations – Jatin Khosla
+61 428 346 792
jatink@jumbointeractive.com

Media – Mike Veverka (CEO & Founder)
+61 7 3831 3705
media@jumbointeractive.com

About Jumbo Interactive

Jumbo is a digital lottery specialist, providing our proprietary lottery software platforms and lottery management expertise to the charity and government lottery sectors in Australia and globally. Our mission is to *create positive social impact through making lotteries easier and our vision is to become the number one choice in digital lottery and services around the world.*

Jumbo was founded by Chief Executive Officer Mike Veverka in 1995 with a single computer. Since then, it has matured into a leading digital lottery retailer and lottery software provider with over 250 employees across Australasia, the United Kingdom (UK) and Canada. In FY23, Jumbo helped raise over \$230m for good causes for our charity partners. Jumbo was listed on the ASX in 1999.



9 October 2023

Dear Shareholder,

On behalf of the Board of **Jumbo Interactive Limited** ACN 009 189 128 (**Company** or **Jumbo**), I am pleased to invite you to attend the 2023 Annual General Meeting (**AGM**) of the Company. Enclosed is the Notice of Meeting setting out the business of the AGM.

Jumbo's 2023 AGM will be held on Thursday 9 November 2023 commencing at 11.00am (Brisbane time) as a hybrid meeting at Jumbo's offices at Level 1, 601 Coronation Drive, Toowong and by way of online meeting technology using the Computershare platform (<https://meetnow.global/MR5MU72>).

Our hybrid AGM will provide you with the same opportunities whether you attend in person or by using the online meeting technology. You will be able to view presentations, as well as vote and ask questions or make comments live during the meeting.

Further details on how to participate in the online aspect of the AGM are set out in the attached Notice of Meeting and in the Computershare Online User Guide (www.computershare.com.au/virtualmeetingguide).

I encourage you to read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider lodging a directed proxy in advance of the meeting by following the instructions on the Proxy Form.

The Chief Executive Officer, Mike Veverka, and I will comment briefly on the performance of Jumbo during the year ended 30 June 2023 at the meeting.

For further information please also refer to the 2023 Annual Report, which is available on Jumbo's website (<https://www.jumbointeractive.com/investors/annual-reports/>).

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Jumbo unanimously recommend that shareholders vote in favour of all resolutions.

Thank you for your continued support of Jumbo and I look forward to your attendance at the 2023 AGM.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Susan", written in a cursive style.

Susan Forrester AM
Chair

JUMBO INTERACTIVE LIMITED
ABN 66 009 189 128

Notice of Annual General Meeting

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of Jumbo Interactive Limited (**Jumbo** or **Company**) will be held:

Date: Thursday 9 November 2023

Time: 11.00am, Brisbane time

Venue: Level 1, 601 Coronation Drive, Toowong QLD 4066
and by online technology (<https://meetnow.global/MR5MU72>)

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

Further details on how to participate at the AGM using the online technology are set out in this Notice of Meeting and in the Computershare Online User Guide.

The Online User Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step-by-step guide to successfully logging in and navigating the site. The Online User Guide is available using this link: www.computershare.com.au/virtualmeetingguide.

It is recommended that shareholders who choose to attend using the online meeting technology log in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting on a supported web browser on their computer or online device.

CONSIDERATION OF REPORTS

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2023.

All shareholders can view the Company's Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 30 June 2023 on the Company's website at <https://www.jumbointeractive.com/investors/annual-reports/>.

Shareholders are not required to vote on this item.

QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chair of the Meeting will give shareholders a reasonable opportunity to ask questions about or make comments on the business of the meeting, the management of the Company or about the Company generally.

The Company's external Auditor, Ernst & Young, will attend the meeting and there will be a reasonable opportunity for shareholders to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit.

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ITEMS FOR APPROVAL

Resolution 1. Re-election of Director – Susan Forrester AM

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

“That Susan Forrester, who retires in accordance with Rule 40.1 of the Company’s Constitution and being eligible for election, is re-elected as a Director of the Company.”

Resolution 2. Remuneration Report

To consider and, if thought fit, pass the following as a **non-binding ordinary resolution** of the Company:

“That the Company’s Remuneration Report for the financial year ended 30 June 2023 be adopted.”

The Remuneration Report is contained in the 2023 Annual Report (available at <https://www.jumbointeractive.com/investors/annual-reports/>). Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on Resolution 2 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2023 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or
- b. the vote is cast by the Chair of the Meeting and the appointment of the Chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. 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.

“Key management personnel” and “closely related party” have the same meaning as set out in the Act.

In accordance with section 250BD of the Act, a vote must not be cast on Resolution 2 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 3. Issue of STI Director Rights to Mike Veverka

To consider and, if thought fit, to pass the following as an **ordinary resolution** of the Company:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of 5,736 STI Director Rights to Mike Veverka, CEO and Director of the Company, as the short-term incentive (STI) component of his remuneration for the financial year ended 30 June 2023 under the Company’s Remuneration Framework, on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

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Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- a. Mr Mike Veverka; or
- b. an associate of Mike Veverka.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- a. a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with the directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on the Resolution as the Chair of the Meeting decides; or
- c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 3; and
 - ii. the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Act, a vote must not be cast on Resolution 3 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 4. Issue of LTI Director Rights to Mike Veverka

To consider and, if thought fit, to pass the following as an **ordinary resolution** of the Company:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of 25,723 LTI Director Rights to Mike Veverka, CEO and Director of the Company, as the long-term incentive (LTI) component of his remuneration for the financial year ending 30 June 2024 under the Company’s Remuneration Framework, on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a. Mr Mike Veverka; or
- b. an associate of Mike Veverka.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a. a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on the Resolution as the Chair of the Meeting decides; or

Notice of Annual General Meeting

- c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and
 - ii. the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Act, a vote must not be cast on Resolution 4 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

BY ORDER OF THE BOARD



Graeme Blackett
Company Secretary
9 October 2023

Notice of Annual General Meeting

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00 pm (Brisbane time) on Tuesday 7 November 2023 will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Appointment of Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act 2001 (Cth) (the **Act**) to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 11.00am, Brisbane time, on Tuesday 7 November 2023, being 48 hours before the AGM. Proxies must be received before that time by one of the following methods:

By post: Jumbo Interactive Limited
C/- Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By facsimile: 1800 783 447 (within Australia)
+61 3 9473 2555 (from outside Australia)

Online (preferred): www.investorvote.com.au

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company in the manner stipulated above for proxies no later than 11.00am, Brisbane time, on Tuesday 7 November 2023, being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.investorcentre.com/contact.

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on resolutions 2, 3, and 4, then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

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Voting at the Meeting

Voting on each of the proposed resolutions at this Meeting will be conducted by a poll.

SHAREHOLDER QUESTIONS

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto www.investorvote.com.au, where you can lodge a question after you have voted. Alternatively, you can send your question to investor@jumbointeractive.com.

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (Brisbane time) on Thursday 2 November 2023. Questions will be collated and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

CONDUCT OF MEETING

Jumbo is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. Jumbo will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chair of the Meeting will exercise her powers as the Chair to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

In the event that technical issues arise, Jumbo will have regard to the impact of the technical issues on shareholders participating and casting votes online and the Chair of the Meeting may, in exercising her powers as the Chair, issue any instructions for resolving the issue and may continue the meeting if it is appropriate to do so.

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JUMBO INTERACTIVE LIMITED
ABN 66 009 189 128

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of shareholders of Jumbo Interactive Limited (**Company** or **Jumbo**) in relation to the business to be conducted at the Company's Annual General Meeting (**AGM**) to be held on Thursday 9 November 2023 commencing at 11.00 am (Brisbane time) at Level 1, 601 Coronation Drive, Toowong QLD 4066 and using online technology.

Shareholders are encouraged to participate in the AGM using one of the following methods:

- a) by attending personally;
- b) from their computers, by entering the URL in their browser: (<https://meetnow.global/MR5MU72>); or
- c) from their mobile phones by entering the URL in their browser: (<https://meetnow.global/MR5MU72>).

The online platform will allow shareholders to listen to the meeting, submit and ask questions and vote in real-time.

The purpose of this Explanatory Memorandum is to provide shareholders with information that is reasonably required by shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend shareholders vote in favour of all resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolutions 1, 3, and 4, are ordinary resolutions, which require a simple majority of votes cast by shareholders present and entitled to vote on the resolution. Resolution 2, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolution 1. Re-Election of Director – Susan Forrester AM

Susan Forrester was appointed as an independent non-executive Director and Chair of the Company on 7 September 2020 and was first elected to the Board at the 2020 AGM. In accordance with Rule 40.1 of the Constitution, Ms Forrester retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company. If shareholders do not approve the election of Ms Forrester, then she will cease to be a Director at the conclusion of the Meeting.

The Board considered whether Susan Forrester had any interest, position or relationship that may interfere with her independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Council Principles & Recommendations (4th edition). The Board considers that Susan Forrester (if re-elected), will continue to be an independent Director.

Ms Forrester is a member of the Audit and Risk Management Committee and of the People and Culture Committee.

Ms Forrester has served as Chair and Non-Executive Director on multiple ASX-listed companies, with broad experience in setting strategic direction as well as specific responsibility for corporate governance and compliance. With experience drawn from a career in corporate law and human resources, her strengths lie in strategy and governance within industries that are undergoing rapid change.

Ms Forrester is a qualified lawyer, has an EMBA from the Melbourne Business School and is a Fellow and Queensland Councillor of the Australian Institute of Company Directors. Ms Forrester also serves on the Diligent Institute Advisory Board in New York as a corporate governance specialist, representing Asia Pacific.

Ms Forrester is a Member (AM) in the General Division of the Order of Australia for significant service to business through governance and strategic roles and as an advocate for women. She is currently a Non-Executive Director of Data#3 Limited and Plenti Limited, and Chair of WGA Group Holdings Pty Ltd.

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The Board supports the re-election of Susan Forrester as she contributes to and leads the Board through her significant experience in corporate governance across a number of industry sectors, human resources and innovation.

Recommendation

For the reasons set out above, the Directors, with Susan Forrester abstaining, unanimously recommend shareholders vote in favour of Resolution 1.

Resolution 2. Remuneration Report

Section 250R(2) of the Corporations Act 2001 (Cth) (the **Act**) requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**KMP**) of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote. The vote on this resolution is advisory only and does not bind the Directors or the Company. However the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Shareholders can view the full Remuneration Report in the Annual Report which is available on Jumbo's website at (<https://www.jumbointeractive.com/investors/annual-reports/>).

Following consideration of the Remuneration Report, the Chair of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Directors unanimously recommend that shareholders vote in favour of Resolution 2.

Resolution 3. Issue of STI Director Rights to Mike Veverka

Background

The Company is seeking approval from the shareholders for the proposed grant of rights (**STI Director Rights**) to Mr Mike Veverka, a Director of the Company. Further details of the STI Director Rights are set out below. The rights are proposed to be issued as the short-term incentive component of Mr Veverka's remuneration for the financial year ended 30 June 2023 under the Company's Remuneration Framework.

The Board-implemented Company Remuneration Framework is detailed in the Remuneration Report and includes short-term incentives (**STIs**) with a maximum value of 25% of total remuneration opportunity.

Two hurdle groups are used to determine the achievement of total STI opportunity:

- The first hurdle (which represents 50% of total STI opportunity) is tied to Jumbo's financial performance. This incentive is referred to as the **Financial STI**.
- The second hurdle (representing the remaining 50% of the total STI opportunity) is based on non-financial KPIs related to aspects such as Customer, Employee and Sustainability. This component also includes a gate for the non-financial KPIs based on the Group business plan. Failure to meet the minimum threshold enables the Board to apply its discretion and adjust the percentage awarded. The incentive is referred to as the **Non-Financial STI**.

The Board has determined that 0% of the Financial STI and 81% of the Non-Financial STI is payable.

Short-term awards made to executives comprise two elements:

- 50% of the total STI is payable as a cash incentive as per the normal incentive payment cycle; and
- the remaining 50% of the total STI is payable as restricted rights to shares payable on the achievement of a 2-year time-based hurdle and subject to formal claw back provisions.

ASX 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 STI Director Rights is sought in accordance with ASX Listing Rule 10.11.

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If shareholders approve Resolution 3, the Company will be able to proceed with the issue of STI Director Rights to Mike Veverka on the terms and conditions as set out in this Notice.

If shareholders do not approve Resolution 3, the proposed issue of STI Director Rights to Mr Veverka will not proceed. The Board would need to consider alternative remuneration arrangements. However, to ensure Jumbo can attract and retain the right talent and align Mr Veverka's interests with those of shareholders, the Board considers it is important for Jumbo to offer incentives to its directors and executives that are in line with market practice.

Additional Information

For the purposes of ASX Listing Rule 10.13, the following additional information is provided for shareholders.

10.13.1	Name of the person	Mike Veverka (or his nominee)
10.13.2	The category in rules 10.11.1 – 10.11.5 that the person falls within and why	Mike Veverka is a Director and therefore a related party under Listing Rule 10.11.1
10.13.3	The number and class of securities to be issued to the person	5,736 STI Director Rights
10.13.4	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	
	Price	Deemed to be \$14.13 per STI Director Right. This is the VWAP of the underlying securities during the 10-trading day period prior to the financial year ended 30 June 2023.
	Grant Date	9 November 2023 (in respect of the service period from 1 July 2022 to 30 June 2023)
	Vesting conditions	To remain employed within the Jumbo Interactive Limited group.
	Vesting Date	<ul style="list-style-type: none"> 30 June 2024 (Vesting Date) Should Mr Veverka exit the business prior to the Vesting Date, then Mr Veverka will forfeit his ownership of the STI Director Rights. This forfeiture is subject to a good leaver's clause which gives the Board the discretion to award the STI Director Rights in cash in certain circumstances.
	Expiry Date:	None
	Terms	<ul style="list-style-type: none"> Each STI Director Right is exercisable into 1 share. The Company will seek quotation of Shares issued upon exercise of the STI Director Rights, which will rank <i>pari passu</i> with all other shares on issue in the Company. The shares are subject to escrow for a period of 12 months until 30 June 2025.
10.13.5	The date on which the entity will issue the securities, which must be no more than one month after the date of the meeting	Following shareholder approval, the Company will issue the STI Director Rights as soon as practicable and no later than one month after the date of the AGM.
10.13.6	The price or other consideration the entity will receive for the issue	No funds will be raised from the issue of STI Director Rights.

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10.13.7	The purpose of the issue, including the intended use of any funds raised by the issue.	No funds will be raised from the issue of STI Director Rights. STI Director rights are issued in respect of 50% of the total STI which is payable to Mr Veverka and the rights are payable on the achievement of a 2-year time-based hurdle and subject to formal claw back provisions.
10.13.8	If the person is a director and therefore a related party under Listing Rule 10.11.1 and the amount is intended to remunerate the director, details, including the amount, of the director's current remuneration package	Mike Veverka's total remuneration opportunity for the current financial year totals \$1,600,000 which is constituted by: \$800,000 cash salary including superannuation \$400,000 short term incentives subject to hurdles payable as 50% cash, 50% rights \$400,000 long term incentives subject to hurdles payable as 100% rights \$1,600,000 – Total Refer to the Remuneration Report in the Annual Report 2023 for further details
10.13.9	Are the securities are issued under an agreement and, if so, a summary of the material terms of that agreement	The STI Director Rights are not being issued under an agreement.
10.13.10	Voting Exclusion Statement	A voting exclusion statement is set out for this item in the Notice of Meeting.

ASX Listing Rule 7.1 imposes a 15% cap on the number of equity securities that can be issued by the Company without approval of shareholders in any rolling twelve-month period. However, the Company is permitted to issue shares (or other securities) in excess of the 15% limit if those shares or securities are issued in reliance on an exception to ASX Listing Rule 7.1 or the issue is approved by shareholders.

Resolution 3, if passed, will provide approval for this purpose in relation to both the STI Director Rights and any Shares issued on vesting of those rights. If approval is given under Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1, in accordance with Exception 14 in ASX Listing Rule 7.2.

Recommendation

The Directors consider that the award of securities to Mike Veverka is an appropriate incentive in the best interests of the Company and therefore recommend (with Mr Veverka abstaining from making a recommendation) that shareholders vote in favour of Resolution 3.

Resolution 4. Issue of LTI Director Rights to Mike Veverka

Background

The Company is seeking approval from the shareholders for the proposed grant of rights (**LTI Director Rights**) to Mr Mike Veverka, a Director of the Company. Further details of the LTI Director Rights are set out below. The rights are proposed to be issued as the long-term incentive component of Mr Veverka's remuneration for the financial year ending 30 June 2024 under the Company's Remuneration Framework.

The Board-implemented Company Remuneration Framework is detailed in the Remuneration Report and includes the grant of equity rights as long-term incentives (**LTIs**). The maximum value of these LTIs is 25% of total remuneration opportunity.

The purpose of the proposed grant of rights is to:

- assist in the motivation, retention and reward of Mr Veverka, essential to the continued growth and development of the Company; and

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- align the interests of Mr Veverka more closely with those of shareholders by providing an opportunity for Mr Veverka to receive an equity interest in the Company and to share in any future growth in value of the Company.

ASX 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 LTI Director Rights is sought in accordance with ASX Listing Rule 10.11.

If shareholders approve Resolution 4, the Company will be able to proceed with the issue of LTI Director Rights to Mike Veverka on the terms and conditions as set out in this Notice.

If shareholders do not approve Resolution 4, the proposed issue of LTI Director Rights to Mr Veverka will not proceed. The Board would need to consider alternative remuneration arrangements. However, to ensure Jumbo can attract and retain the right talent and align Mr Veverka's interests with those of shareholders, the Board considers it is important for Jumbo to offer incentives to its directors and executives that are in line with market practice.

Additional Information

For the purposes of ASX Listing Rule 10.13, the following additional information is provided for shareholders.

10.13.1	Name of the person	Mike Veverka (or his nominee)
10.13.2	The category in rules 10.11.1 – 10.11.5 that the person falls within and why	Mike Veverka is a Director and therefore a related party under Listing rule 10.11.1
10.13.3	The number and class of securities to be issued to the person	25,723 LTI Director Rights
10.13.4	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	
	Price	Deemed to be \$15.55 per LTI Director Right. This is the VWAP of the underlying securities during the 5-trading day period following the release of the Company's financial results on 25 August 2023 (excluding the release date).
	Grant Date	9 November 2023 (in respect of a service period from 1 July 2023 to 30 June 2024)
	Vesting conditions	60% vesting <ul style="list-style-type: none"> The Jumbo Interactive Limited Total Shareholder Return (TSR) relative to the component companies within the Comparator Group with share price measure based on the 20-trading day VWAP after release of the Financial Year end financial results (excluding the release date) over a 3-year performance period – July 2023 to June 2026. <p>The Comparator Group is the ASX 300 Accumulated Index (ASX: AXKOA) with no companies/sectors excluded.</p> <p>Vesting as follows:</p> <ul style="list-style-type: none"> <50th percentile Target - 0% vesting; 50th percentile Target - 50% vesting; >50th <75th percentiles between Target and Stretch - straight line vesting; and >=75th percentile Stretch - 100% vesting; and

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		<p>40% vesting</p> <ul style="list-style-type: none"> Underlying Earnings Per Share Growth – 3-year compound annual growth rate over a 3-year performance period – July 2023 to June 2026 <p>Vesting as follows:</p> <p><6% Hurdle – 0% vesting;</p> <p>6% Hurdle – 25% vesting;</p> <p>>6% <8% between Hurdle and Target – straight line vesting;</p> <p>8% Target – 50% vesting;</p> <p>>8% <12% between Target and Stretch – straight line vesting;</p> <p>>=12% Stretch/Maximum – 100% vesting;</p> <p>and</p> <ul style="list-style-type: none"> To remain employed within the Jumbo Interactive Limited group.
	Vesting Date	<ul style="list-style-type: none"> 20 trading days after release of the 2026 Financial Year end financial results (Vesting Date) Should Mr Veverka exit the business prior to the Vesting Date, then Mr Veverka will forfeit his ownership of the LTI Director Rights. This forfeiture is subject to a good leaver's clause which gives the Board the discretion to award the LTI Director Rights in cash in certain circumstances.
	Expiry Date:	12 months after Vesting Date.
	Terms	<ul style="list-style-type: none"> Each LTI Director Right is exercisable into 1 share. The Company will seek quotation of Shares issued upon exercise of the LTI Director Rights, which will rank <i>pari passu</i> with all other shares on issue in the Company.
10.13.5	The date on which the entity will issue the securities, which must be no more than one month after the date of the meeting	Following shareholder approval, the Company will issue the LTI Director Rights as soon as practicable and no later than one month after the date of the AGM.
10.13.6	The price or other consideration the entity will receive for the issue	No funds will be raised from the issue of LTI Director Rights.
10.13.7	The purpose of the issue, including the intended use of any funds raised by the issue.	No funds will be raised from the issue of LTI Director Rights.
10.13.8	If the person is a director and therefore a related party under Listing Rule 10.11.1 and the amount is intended to remunerate the director, details, including the amount, of the director's current remuneration package	<p>Mike Veverka's total remuneration opportunity for the current financial year totals \$1,600,000 which is constituted by:</p> <p>\$800,000 cash salary including super-annuation</p> <p>\$400,000 short term incentives subject to hurdles payable as 50% cash, 50% rights</p> <p>\$400,000 long term incentives subject to hurdles payable as 100% rights</p> <p>\$1,600,000 – Total</p>

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		Refer to the Remuneration Report in the Annual Report 2023 for further details
10.13.9	Are the securities are issued under an agreement and, if so, a summary of the material terms of that agreement	The LTI Director Rights are not being issued under an agreement.
10.13.10	Voting Exclusion Statement	A voting exclusion statement is set out for this item in the Notice of Meeting.

ASX Listing Rule 7.1 imposes a 15% cap on the number of equity securities that can be issued by the Company without approval of shareholders in any rolling twelve-month period. However, the Company is permitted to issue shares (or other securities) in excess of the 15% limit if those shares or securities are issued in reliance on an exception to ASX Listing Rule 7.1 or the issue is approved by shareholders.

Resolution 4, if passed, will provide approval for this purpose in relation to both the LTI Director Rights and any Shares issued on vesting of those rights. If approval is given under Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1, in accordance with Exception 14 in ASX Listing Rule 7.2.

Recommendation

The Directors consider that the award of securities to Mike Veverka is an appropriate incentive in the best interests of the Company and therefore recommend (with Mr Veverka abstaining from making a recommendation) that shareholders vote in favour of Resolution 4.




JUMBO
Jumbo Interactive Limited
ABN 66 009 189 128

JIN

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Brisbane time) on Tuesday, 7 November 2023.**

Proxy Form

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 or abstain as they choose (to the extent permitted by law). 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.

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 Level 1, 601 Coronation Drive, Toowong, QLD 4066 and virtually via <https://meetnow.global/MR5MU72> on Thursday, 9 November 2023 at 11:00am (Brisbane time) 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 to exercise my/our proxy on Resolutions 2, 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 2, 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

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 Resolutions 2, 3 and 4 by marking the appropriate box in step 2.

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
Resolution 1 Re-election of Director – Susan Forrester AM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Issue of STI Director Rights to Mike Veverka	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Issue of LTI Director Rights to Mike Veverka	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



ONLINE MEETING GUIDE

GETTING STARTED

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://meetnow.global/au> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <https://meetnow.global/au>. Then enter the company name in the 'Search for meeting' field. Select and click on the displayed meeting.

Search for meeting

Please enter Company or Meeting Name. Enter 3 or more characters. e.g. Computershare

Or select the country where the company is based.

Australia

To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your postcode.

Shareholder Invitation Guest

If you are a shareholder or an appointed corporate representative, please enter the required details below.

SRN/HIN

eg. X1234567890

Country

Australia

Post Code

eg. 0123

SIGN IN

or To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

Shareholder Invitation Guest

If you have received an email invitation for this meeting, please enter your invite code below.

Invite Code

Enter your invite code. e.g. G-ABCDEFGH or ABCD

SIGN IN

or To register as a guest

Select 'Guest' and enter your details.

Shareholder Invitation Guest

If you would like to attend the meeting as a Guest please provide your details below.

First Name *

Last Name *

Email

Company Name

SIGN IN



Broadcast

The webcast will appear automatically once the meeting has started. If the webcast does not start automatically press the play button and ensure the audio on your computer or device is turned on.

The screenshot shows the top navigation bar with 'Broadcast' selected. Below it, the user's name 'MR JOHN CITIZEN' and '500 Votes' are displayed. There are 'Clip' and 'Slides' buttons. The main area shows a video player with a slide titled 'Corporate Responsibility highlights'.



Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

To change your vote, select 'Click here to change your vote' and press a different option to override.

The screenshot shows the 'Vote' tab selected. Under 'Items of Business', there are two items: '2A Re-elect Mr John Brown as a Director' and '2B Re-elect Mr Peter Nolan as a Director'. Each item has three buttons: 'FOR', 'AGAINST', and 'ABSTAIN'.



Q & A

To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the virtual meeting platform.

The screenshot shows the 'Q & A' tab selected. There is a text input field with the placeholder 'Your questions(s)'. Below it is a dropdown menu with '3 Adoption of Remuneration Report' selected. At the bottom, there is another text input field with the placeholder 'Enter your question here' and a 'Send' button. A character count '24 character(s)' is visible.



Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.

The screenshot shows the 'Documents' tab selected. There are two document options listed: 'Notice of Meeting' and 'Online User Guide'.

FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.