

# Corporate Governance Statement 2024



For the year ended 30 June 2024  
Jumbo Interactive Limited  
ABN 66 009 189 128

# Introduction

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Jumbo Interactive Limited (**Jumbo**), together with its subsidiaries (collectively, **the Group**) is committed to good corporate governance and this Corporate Governance Statement documents the Group's compliance with the Fourth Edition of the ASX Corporate Governance Council's Principles and Recommendations during the 2024 Financial Year.

This Corporate Governance Statement is current as of 23 August 2024 and has been approved by the Board of Directors of Jumbo (**the Board**).

## Acknowledgment of country

Jumbo would like to acknowledge the Turrbal and Yuggara People, the traditional custodians of the land on which our global business was founded. We pay our respects to elders past and present, the keepers and storytellers of First Nations customs and culture.

Across the seas, we would also like to acknowledge the Blackfoot Confederacy, including the Siksika, Piikani and Kainai Nations; the Stoney-Nakoda Nation; and the Tsuut'ina Nation, upon whose land our subsidiary, Stride Management Corp, operates.

Jumbo commissioned this digital artwork by Aboriginal and Torres Strait Islander artist Chad Briggs.



## Principle 1

# Lay solid foundations for management and oversight

## Recommendation 1.1

**A listed entity should have and disclose a board charter setting out:**

- (a) the respective roles and responsibilities of its board and management; and**
- (b) those matters expressly reserved to the board and those delegated to management.**

Jumbo's Board Charter sets out the respective roles and responsibilities of the Board and management, including functions expressly reserved to the Board and those delegated to the Chief Executive Officer (**CEO**) and Executive Key Management Personnel (**Executive KMP**). This enables the Board to provide strategic guidance for the Group and effective oversight of management.

The Board Charter is reviewed periodically, and the current version can be found on the Group's website at <https://www.jumbointeractive.com/corporate-governance/>.

## Recommendation 1.2

**A listed entity should:**

- (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and**
- (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.**

The Board ensures that an appropriate vetting process is undertaken before appointing a Director or Executive KMP, or putting forward a new candidate for election as Director to shareholders. Prior to appointment, there is a review of the candidate's work experience, education and character references and bankruptcy and criminal history checks are undertaken.

Information about a candidate standing for election or re-election as a Director is provided to shareholders to enable them to make an informed decision as to whether to elect or re-elect the candidate.

## Recommendation 1.3

**A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.**

Jumbo provides new Directors with a letter on appointment which details the terms and conditions of their appointment, provides clear guidance on what input is required by them, and includes materials to assist with induction into the Group. Directors are also encouraged to undertake appropriate training and refresher courses which Jumbo facilitates as they assist in the performance of their roles.

The Group has a similar approach for all Executive KMP, who are provided with a formal letter of appointment setting out their employment terms, duties, rights and responsibilities as well as a detailed job description. Appropriate background checks are also undertaken before engaging an Executive KMP.

Executive KMP positions are currently the CEO, Chief Financial Officer (**CFO**), Chief Technology Officer, Chief Operating Officer and Chief People Officer.

## Recommendation 1.4

**The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.**

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The Company Secretary attends all Board and Committee meetings and is responsible for monitoring adherence to Board policy and procedures.

## Recommendation 1.5

A listed entity should:

- a. have and disclose a diversity policy;
- b. through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and
- c. disclose in relation to each reporting period:
  1. the measurable objectives set for that period to achieve gender diversity;
  2. the entity's progress towards achieving those objectives; and
  3. either:
    - a. the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or
    - b. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.

**If the entity was in the S&P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.**

Jumbo recognises the benefits available to the Group through fostering diversity in the workplace including gender, age, ethnicity and cultural background. The Group's Diversity, Equity, Inclusion and Belonging Commitment (**DEIB Commitment**) details the Group's approach to promoting a corporate culture that embraces diversity when selecting and appointing its employees and Directors. The DEIB Commitment can be found on the Group's website at <https://www.jumbointeractive.com/corporate-governance/>

The Group's DEIB Commitment uses four DEIB pillars of Accountability, Access, Education and Community as the basis for measurable action, such as Executive KMP remuneration, designing policies to promote fairness, equality and inclusion, delivering education to employees to drive equity, and supporting local communities through sponsorship of activities aligned with the Group's Core Values.

Jumbo has maintained at least 50% gender diversity in the composition of the Board during the reporting period and as a signatory to [Hesta's 40:40 Vision](#), the Group has set targets to achieve a gender balance of 40/40/20 for Board, Executive KMP and at the Group level by 30 June 2026.

During this reporting period, we were able to obtain the following results as against our gender balance targets:

Group diversity	FY2024 actual (No.)	FY2024 actual (%)
Women on the Board	2	50
Women in Executive KMP positions	1	20
Women in senior leadership roles (excluding Board and Executive KMP positions)	3	27
Women employees in the Group	112	43

Jumbo submitted a Workplace Gender Equality Report for the period 1 April 2023 to 31 March 2024 with the Workplace Gender Equality Agency. The results of that report, including the median gender pay gap, will be published in late 2024 on the Workplace Gender Equality Agency's website at <https://www.wgea.gov.au/data-statistics/data-explorer>

The Group's Workplace Gender Equality Statement submitted for the period 1 April 2023 to 31 March 2024 can be found on the Group's website at <https://www.jumbointeractive.com/investors/latest-news/>

## Recommendation 1.6

**A listed entity should:**

- (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and**
- (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.**

Performance of the Board, its Committees and individual Directors is assessed annually in accordance with the Board Performance and Evaluation Protocol. The method of evaluation may consist of surveys of Directors, feedback received by stakeholders including Executive KMP and other senior leaders and third party evaluations, or a combination of those methods, the results of which are reviewed against the key performance indicators of the Board and the performance of the Group against its objectives.

During the reporting period, performance evaluations of the Board, its Committees and individual Directors have been undertaken, in accordance with the Board Performance and Evaluation Protocol, including a review undertaken by an independent external provider in May 2024.

## Recommendation 1.7

**A listed entity should:**

- (a) have and disclose a process for evaluating the performance of its Senior Executives at least once every reporting period; and**
- (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.**

The Board is also responsible for overseeing and monitoring the performance of the Executive KMP, which is reviewed in accordance with the Remuneration Framework against appropriate measures, agreed key performance indicators and the performance of the Group as a whole, and through an annual appraisal process.

Executive KMP's performance evaluations have been carried out during the relevant reporting period in accordance with the above processes.

## Principle 2

# Structure the Board to be effective and add value

## Recommendation 2.1

The board of a listed entity should:

a. have a nomination committee which:

1. has at least three members, a majority of whom are independent directors; and
2. is chaired by an independent director,

and disclose:

3. the charter of the committee;
  4. the members of the committee; and
  5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- b. if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

The responsibilities of the People and Culture Committee include nomination responsibilities and operates under a Board approved People and Culture Committee Charter.

The People and Culture Committee Charter requires the committee to have at least three Non-Executive Directors, with a majority being independent. At present, the Committee has three members, being Non-Executive Directors Sharon Christensen (as the Chair), Giovanni Rizzo and Susan Forrester, all of whom are independent and have relevant experience and appropriate technical expertise.

The qualifications of the Committee and meeting attendances are set out in the Directors' Report section of the Jumbo's Annual Report.
















The People and Culture Committee Charter is reviewed periodically, and the current version can be found on the Jumbo's website at <https://www.jumbointeractive.com/corporate-governance/>

## Recommendation 2.2

**A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.**

The qualifications, experience and relevant expertise of each Board member and their terms in office are set out in the Directors' Report section of the Group's Annual Report.

An assessment of the relevant Director's competency as against the relevant skills and experience matrix is conducted annually; however, given the independent external review of the Board undertaken in May 2024, the Board did not undertake a self-assessment of their skills and experience as per previous years. The Board skills matrix is as follows:

Skill/Expertise	Summary	Level of Director competency
Corporate Governance	Experience in implementing high standards of corporate governance in a large organisation and has served as a Director or Senior executive in a listed company or government body.	
Financial Acuity	Understanding of and experience in financial accounting and reporting, internal financial and risk controls, corporate finance and/or restructuring, including ability to probe the adequacies of financial and risk controls.	
Regulatory & Public Policy	Expertise in the development, implementation and review of regulatory and public policy, including professional experience managing compliance with legal and regulatory requirements.	
Lottery & Gaming Industry	Knowledge and experience in the lottery and gaming industry, including brand development, licencing, market competition.	
Risk Management	Understanding of and experience in identifying and monitoring risks and implementing effective financial and non-financial risk management frameworks and controls.	
Strategic Thinking	Demonstrated ability in defining strategic objectives, assessing strategic opportunities and threats and driving execution of business plans to deliver sustained and resilient business outcomes.	
Corporate Transactions	Experience in assessing and undertaking complex business negotiations, including mergers, acquisitions and business integration.	
Digital Technology & Innovation	Expertise and experience in adopting new digital technologies including opportunities to leverage digital technologies and understanding the use of data and data analytics.	
Customer Centric	Commitment to creating a culture that focuses on delivering the best experience for the customer, building customer relationships and brand loyalty.	
People & Culture	Experience in setting remuneration frameworks, promoting inclusion and diversity, and overseeing workplace culture, people management and succession planning.	
International Experience	Experience in a national or global market, providing exposure to a range of different political, regulatory and business environments.	
Social Responsibility	Experience in managing and driving social responsibility initiatives and managing the impact of business operations on the environment and community, and proactive management of workplace mental health, physical wellbeing and safety.	
<b>Key</b>	 Developing	 Competent
	 Expert	

Skill/Expertise	Summary	Level of Director competency
Environmental / Sustainability	Experience in assessing environmental compliance and overseeing responsible, long-term value creation.	
Cybersecurity	Experience in providing effective oversight of related risk management procedures to ensure the effective management of cyber risks and to determine appropriate policies.	
<b>Key</b>	 Developing	 Competent
		 Expert

All Directors, apart from the CEO, are subject to re-election by rotation at least every three years at Jumbo's Annual General Meeting. With respect to the size and composition of the Board, the Board used the Board Skills Matrix to assess the skills and expertise that would be most beneficial to the Board. Following this review, Jumbo announced on 26 July 2024 the appointment of Mr Michael Malone as a non-executive director and member of the Audit and Risk Management Committee, effective 26 September 2024. The Board believes that Mr. Malone's extensive experience across a variety of sectors including technology, telecommunications and media will be a valuable addition to the Board skills matrix.

## Recommendation 2.3

### A listed entity should disclose:

- the names of the directors considered by the board to be independent directors;**
- if a director has an interest, position or relationship but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and**
- the length of service of each director.**

The Board presently comprises three Non-Executive Directors (Susan Forrester, Chair, appointed 7 September 2020, Giovanni Rizzo, appointed 1 January 2019, and Sharon Christensen, appointed 1 September 2019) and the CEO (Mike Veverka, appointed 8 September 1999). Mr. Michael Malone, whose appointment as a Director is effective 26 September 2024, will be an independent Non-Executive Director.

Mike Veverka is not considered independent as he is a substantial Jumbo shareholder (i.e., has a relevant interest of more than 5% as defined in Section 9 of the Corporations Act 2001 (**Corporations Act**)) and is an executive officer of Jumbo.

Fundamental requirements for Directors are a deep understanding of business management and financial markets and such experience is to be complemented where possible with industry knowledge. All Board members meet the fundamental requirements and bring a diverse range of skills and backgrounds. Additionally, Mike Veverka, as the founder of the business, has had extensive involvement in key sections of the Group and brings considerable relevant expertise and knowledge to the Board.

The Board formally meets monthly throughout the year, and informally as required to address issues that may arise outside of the regular monthly meetings.

Minutes of all Committee meetings are provided to the Board, and the Chair of each Committee reports to the Board after each Committee meeting.

Directors may, with prior approval of the Board, seek external professional advice at the expense of the Jumbo on matters relating to their role as Directors of Jumbo.



## Recommendation 2.4

### **A majority of the board of a listed entity should be independent directors.**

The Board's view is that an independent Director is a Non-Executive Director who does not have a relationship affecting independence on the basis set out in the Council's guidelines and meets materiality thresholds as agreed by the Board. The Board considers that Susan Forrester, Giovanni Rizzo and Sharon Christensen all meet this criterion.

Consequently, the current structure meets the Council's recommendation that the majority of the Board should be independent. Further, as referenced in relation to Recommendations 2.2 and 2.3, Mr. Michael Malone, whose appointment as a Director is effective 26 September 2024, will be an independent Non-Executive Director.

## Recommendation 2.5

### **The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.**

The Chair of the Board is Susan Forrester, an independent Director, who was appointed 7 September 2020.

## Recommendation 2.6

### **A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.**

The Board has formalised induction and orientation processes. As part of the Board Performance and Evaluation Protocol, the Board periodically reviews whether there is a need for existing Directors to undertake professional development.

## Principle 3

# Instil a culture of acting lawfully, ethically and responsibly

## Recommendation 3.1

**A listed entity should articulate and disclose its values.**

Jumbo adopted a set of Core Values in July 2020 for the Group, which articulate the guiding principles and norms that define the type of organisation the Group aspires to be and what it requires from its Directors, Executive KMP and employees to achieve that aspiration. The Core Values, along with the Code of Conduct and key policies, are provided to employees for review and acknowledgement from induction, and as updated, to instil the desired cultural values and behaviours.



**We are open  
and respectful**



**We are adaptable**



**We take ownership**



**We create  
possibilities**



**We exist for  
our customers**

The Core Values can be found on the Group's website at <https://www.jumbointeractive.com/about-us/core-values/>

## Recommendation 3.2

**A listed entity should:**

- (a) have and disclose a code of conduct for its directors, senior executives and employees; and**
- (b) ensure that the board or a committee of the board is informed of any material breaches of that code.**

Jumbo has a Code of Conduct covering its Directors, Executive KMP and employees of the Group. The Code is based on respect for the law and acting accordingly, dealing with conflicts of interest appropriately, and ethical matters such as acting with integrity, exercising due care and diligence in fulfilling duties, acting in the best interests of the Group and respecting the confidentiality of all sensitive corporate information. All Group employees, including Directors and Executive KMP, are required to undertake training, both during onboarding and on an annual basis, regarding the contents, and importance, of the Group's Code of Conduct, with failure by employees to undertake the training attracting possible employment sanctions.

If a Director, Executive KMP or employee becomes aware of unlawful or unethical behaviour by anyone in the Group, then they are obliged under the Code to report such activities to the Chair of the Board.

There were no material breaches reported during the reporting period.

The Code of Conduct is reviewed periodically, and the current version can be found on the Group's website at <https://www.jumbointeractive.com/corporate-governance/>

## Recommendation 3.3

**A listed entity should:**

**(a) have and disclose a whistleblower policy; and**

**(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.**

The Board recognises the legal obligations relevant to their role and the reasonable expectations of shareholders, other stakeholders and the wider financial community.

The Board has approved a Whistleblower Policy which allows employees who have genuine suspicions about improper conduct to feel safe to report it without fear of reprisal. The Group offers external reporting via BDO Secure, an independent external whistleblower service with anonymous reporting via phone, email and online form. Any material incident reported under the Whistleblower Policy is disclosed to the Board. All Group employees, including Directors and Executive KMP, are required to undertake training, both during onboarding and on an annual basis, regarding the contents, and importance, of the Group's Whistleblower Policy, with failure by employees to undertake the training attracting possible employment sanctions.

There were no material incidents reported under the Whistleblower Policy during the reporting period.

The Whistleblower Policy is reviewed periodically, and the current version can be found on the Group's website at <https://www.jumbointeractive.com/corporate-governance/>.

## Recommendation 3.4

**A listed entity should:**

**(a) have and disclose an anti-bribery and corruption policy; and**

**(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.**

Jumbo has an Anti-bribery and Corruption Policy that forms part of the Group's risk management framework. Giving bribes or other improper payments or benefits to public officials is a serious criminal offence and can damage the Group's reputation and standing in the community. The policy provides guidance on what activities are covered, who it applies to, what is prohibited and acceptable, the process to report activities, and reporting of breaches. Any material breach of the Anti-bribery and Corruption Policy is disclosed to the Board. All Group employees, including Directors and Executive KMP, are required to undertake training, both during onboarding and on an annual basis, regarding the contents, and importance, of the Group's Anti-bribery and Corruption Policy, with failure by employees to undertake the training attracting possible employment sanctions.

There were no material breaches reported during the reporting period.

The Anti-Bribery and Corruption Policy is reviewed periodically, and the current version can be found on the Group's website at <https://www.jumbointeractive.com/corporate-governance/>.

## Principle 4

# Safeguard the integrity of corporate reports

## Recommendation 4.1

The board of a listed entity should:

**a. have an audit committee which:**

- 1. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and**
- 2. is chaired by an independent director, who is not the chair of the board, and disclose:**
- 3. the charter of the committee;**
- 4. the relevant qualifications and experience of the members of the committee; and**
- 5. in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings or**

**b. if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.**

Jumbo has an established Audit and Risk Management Committee which operates under a Board approved Audit and Risk Management Committee Charter. The role of this Committee is to monitor and review, on behalf of the Board, the effectiveness of the Group's control environment and assist the Board with governance, risk management, compliance and implementation of control practices.

The Audit and Risk Management Committee's Charter requires it to have at least three Non-Executive Directors, with a majority being independent. Currently it has three members, being the Non-Executive Directors, Giovanni Rizzo (as the Chair), Susan Forrester, and Sharon Christensen, all of whom are independent and have relevant technical expertise. Effective 26 September 2024, Mr. Michael Malone, an independent Non-Executive Director, will become a member of the Audit and Risk Management Committee. Mr. Malone's appointment adds additional independence to the Audit and Risk Management Committee, and further enhances the relevant qualifications and experience of the Audit and Risk Management Committee members.

The qualifications of the Committee and meeting attendances are set out in the Directors' Report section of Jumbo's Annual Report. Minutes of all Committee meetings are provided to the Board and its Chair also reports to the Board after each Committee meeting.

The Audit and Risk Management Committee Charter is reviewed periodically, and the current version can be found on the Group's website at <https://www.jumbointeractive.com/corporate-governance/>

## Recommendation 4.2

**The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.**

Prior to the approval of half year and yearly results and consistent with the requirements of the Corporations Act, the CEO and the CFO declare to the Board in writing that, in their opinion, the Group's financial reports are complete and present a true and fair view, in all material respects, of the financial condition and operational results of the Group, are in accordance with relevant accounting standards that the consolidated entity disclosure statement is true and correct, and that their opinion has been formed on the basis of a sound system of risk management and internal controls which are operating effectively. In addition, Executive KMP also provide their attestation to the accuracy and completeness of the Annual Report in respect of their areas of responsibility.

## Recommendation 4.3

**A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.**

The Group's external auditor audits, or in the case of the half-year, reviews, the Group's financial reports in accordance with the relevant Australian Accounting Standards and in the case of the Annual Report, provides its opinion as against the Corporations Act, the *Corporations Regulations 2001*, the Australian Accounting Standards and the Australian Auditing Standards.

Periodic corporate reports not subject to external audit (i.e. Corporate Governance Statement, Sustainability Report and investor presentations) undergo a multi-tiered review process. Reports are written by subject matter experts and are reviewed for accuracy and material requirements by staff within departments including but not limited to Legal, Finance and Internal Audit. The verification processes involve a financial and operational review and include cross checking statements, information and data to original source documents. All periodic corporate reports released to the market are subject to final sign off and approval by Executive KMP and the Board.

## Principle 5

# Make timely and balanced disclosure

### Recommendation 5.1

**A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.**

Jumbo is committed to ensuring all investors have equal and timely access to material information concerning the Group and that any public announcements are factual and presented in a clear and balanced way, disclosing both positive and negative information. Jumbo's Continuous Disclosure Policy ensures compliance with continuous disclosure requirements under the ASX Listing Rules and also maintains internal controls, processes and procedures to ensure compliance with continuous disclosure obligations, including Board review and approval of material market announcements and releases.

Jumbo has established a Management Disclosure Committee, consisting of the CEO, CFO and General Counsel, which is responsible for administering Jumbo's continuous disclosure obligations and administering this Continuous Disclosure Policy. The Management Disclosure Committee will also prepare price sensitive continuous disclosure announcements for review and approval of the Board and for each Board meeting, will prepare reports to the Board regarding any continuous disclosure obligations considered by the Committee and a list of any non-price sensitive ASX releases issued by the Company.

There were no material breaches of the Continuous Disclosure Policy reported during the reporting period.

The Continuous Disclosure Policy is reviewed periodically, and the current version can be found on the Group's website at <https://www.jumbointeractive.com/corporate-governance/>

### Recommendation 5.2

**A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.**

Material market announcements undergo Board review and approval prior to release. In addition to this, the Company Secretary ensures all material market announcements are promptly sent to the Directors after they have been made.

### Recommendation 5.3

**A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.**

The CFO, in consultation with, and with input from, the CEO, has the responsibility for the preparation and release to the ASX of all new and substantive updates to investors and analysts ahead of such presentations being made. Jumbo has put in place a mechanism where all ASX announcements are immediately circulated to Directors upon release, and the prior approval of the Board is obtained where material disclosures are contained in such updates.

## Principle 6

# Respect the rights of security holders

## Recommendation 6.1

**A listed entity should provide information about itself and its governance to investors via its website.**

Jumbo aims to ensure that all shareholders are provided with adequate information about the Group and its activities through its Shareholder Communications Policy.

It is also committed to electronic communications through its website, which provides access to all recent ASX announcements, shareholder updates, boardroom broadcasts, notices of meetings, explanatory memoranda, annual reports and key contact details, as well as comprehensive information about the Group and its products and operations.

The Shareholder Communications Policy is reviewed periodically, and the current version can be found on the Group's website <https://www.jumbointeractive.com/corporate-governance/>

## Recommendation 6.2

**A listed entity should have an investor relations program that facilitates effective two-way communication with investors.**

The CFO is responsible for the development of a comprehensive investor relations program that facilitates two-way communication with investors. The Investor Relations function forms part of the remit of the CFO and is responsible for ensuring effective engagement with analysts, investors and shareholders, monitoring consensus earnings forecasts from sell-side analysts and overseeing continuous disclosure requirements (as part of the Management Disclosure Committee) and market communications with the objective of ensuring a fair valuation for Jumbo's securities. All meetings with analysts, investors and shareholders are co-ordinated by the Investor Relations function with appropriate monitoring and recording of the information disclosed at these meetings.

## Recommendation 6.3

**A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.**

Jumbo's general meetings provide an opportunity for shareholders to meet with, and ask questions of, the Board. All shareholders are notified of such meetings and encouraged to attend and participate, either in person or by utilising video and audio conferencing facilities. Further, all annual general meetings and investor updates are recorded and made available to shareholders after the event, including transcripts of those events where available.

## Recommendation 6.4

**A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.**

Jumbo has adopted the process whereby all resolutions being considered at shareholders' meetings are decided by a digital poll rather than by a show of hands in accordance with the principle of "one share, one vote". Accordingly, all resolutions proposed in the Notice of Meeting are decided by poll, as required under the Corporations Act.

## Recommendation 6.5

**A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.**

Jumbo's ASX announcements are published on its website, enabling access by shareholders and the broader investment community. Shareholders and interested parties may send and receive communications to and from Jumbo electronically via the website or by contacting the dedicated email address [investor@jumbointeractive.com](mailto:investor@jumbointeractive.com). Investors can also elect to receive security information electronically or via mail from the Investor Centre of the Group's share registry, Computershare (further contact details are available in the [Investor Centre](#)).



## Principle 7

# Recognise and manage risks

## Recommendation 7.1

The board of a listed entity should:

**a. have a committee or committees to oversee risk, each of which:**

- 1. has at least three members, a majority of whom are independent directors; and**
- 2. is chaired by an independent director,**

**and disclose:**

- 3. the charter of the committee;**
- 4. the members of the committee; and**
- 5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or**

**b. if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.**

The composition, accompanying charter and meeting frequency/attendance for the Audit and Risk Management Committee is discussed in our remarks for Recommendation 4.1. The Group has an established robust Risk Management Framework that monitors key business and financial risks, taking into consideration their likelihood and impact, and reviews and appraises risk control measures.

## Recommendation 7.2

The board or a committee of the board should:

- a. review the entity's risk management framework at least annually to satisfy itself that it continues to be sound, and that the entity is operating with due regard to the risk appetite set by the board; and**
- b. disclose, in relation to each reporting period, whether such a review has taken place.**

Jumbo maintains documented policies for identifying, assessing and monitoring risk, summarised in a Risk Management Framework. The Board is responsible for setting and monitoring the risk appetite for the Group.

Reviews are undertaken at least annually by the Audit and Risk Management Committee to evaluate and improve the effectiveness of Jumbo's risk management internal control processes and reporting to ensure that they are fit for purpose in the environments in which Jumbo operates. This review was undertaken during the most recent reporting period and risk reviews and associated commentary are regularly monitored to ensure the management is operating with due regard to the risk appetite set by the Board.

In addition, Executive KMP are required to confirm annually to the Board that, with respect to their areas of functional responsibility, they believe that Jumbo's internal control processes and policies provide a sound system of risk management and internal control which is operating effectively in all material aspects.

## Recommendation 7.3

**A listed entity should disclose:**

- a. if it has an internal audit function, how the function is structured and what role it performs; or**
- b. if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.**

The Group has a dedicated Internal Audit function that reports directly to the CEO. Internal Audit assists Jumbo to achieve its strategic objectives by providing independent review and assurance that the control framework and risk management processes are robust. Jumbo's annual internal audit plan is developed using an appropriate risk-based methodology for review and approval by the Audit and Risk Management Committee, with audit findings routinely reviewed and reported to the Audit and Risk Management Committee.

## Recommendation 7.4

**A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.**

Jumbo, guided by the Sustainability Council which is a cross-functional team comprising representatives from Legal, Marketing, People & Culture, Corporate Affairs and led by our Sustainability Lead, is committed to the Group being a socially responsible and sustainable business with effective governance that positively impacts our people, customers and communities, while delivering long-term value for Jumbo's shareholders. Governance of the Sustainability program is led by the Board, with the People and Culture Committee and Audit and Risk Management Committee monitoring sustainability risks and opportunities in line with the respective obligations outlined within their charters. Jumbo also routinely engages with its stakeholders to determine the key environmental and social risks for the Group to address.

Notwithstanding that the Group's environmental risk is predominantly limited to the office space it leases and the associated environmental costs (e.g. energy consumption) of maintaining those office spaces, Jumbo has continued to pursue Climate Active certification to calculate and offset carbon emissions for our Australian operations during the reporting period. The Climate Active certification is the only government accredited carbon-neutral certification scheme in Australia.

Jumbo continues to monitor proposed Australian legislation which will codify sustainability reporting requirements within corporate reporting as suggested by the International Sustainability Standards Board.

While lotteries carry significantly less risk of harm as compared to other forms of gaming (with the risk attributable to charity lotteries even lower), Jumbo acknowledges that lotteries are a gaming product which carry an associated risk of harm. Jumbo is committed to responsible play principles, including by training employees to identify signs of problem gambling amongst our players and by making gambling assistance resources readily available on our websites and during interactions with players.

More information on the exposure and management of environmental and social risk is contained within Jumbo's Sustainability Report which can be found on the Group's website <https://www.jumbointeractive.com/investors/sustainability-report>

## Principle 8

# Remunerate fairly and responsibly

## Recommendation 8.1

The board of a listed entity should:

- a. have a remuneration committee which:
  1. has at least three members, a majority of whom are independent directors; and
  2. is chaired by an independent director, and disclose:
  3. the charter of the committee;
  4. the members of the committee; and
  5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- b. if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

The composition, accompanying charter and meeting frequency and attendance in relation to the People and Culture Committee is discussed in our remarks for Recommendation 2.1.

The Board considers that the Committee members are sufficiently qualified to consider and decide on remuneration matters. Where necessary and appropriate, external professional advice may be sought from experienced consultants to assist the Committee.

## Recommendation 8.2

**A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.**

Non-executive Directors' remuneration is reviewed periodically with reference to comparable businesses and the trend in Directors' fees generally, with the object of ensuring maximum stakeholder benefit from the retention of an effective Board.

Shareholders, at Jumbo's Annual General Meeting, determine any increase in the aggregate fees payable to Non-Executive Directors. The current maximum annual aggregate remuneration which can be paid to all Non-Executive Directors is \$1,000,000, which was approved by shareholders by resolution at Jumbo's Annual General Meeting on 10 November 2022.

The CEO's remuneration is based on a fixed amount and may also include short term incentives linked to the Group's financial performance and other criteria, and share rights provided as long-term incentives. The base amount is designed to attract and retain an appropriately qualified and experienced CEO, and any incentive element is a reward for contribution towards the Group's success.

Executive KMP are offered remuneration packages necessary to attract and retain appropriately qualified key personnel, as well as being commensurate with the skill and attention required to manage an organisation of the size and scope of the Group as it is today and considering its plans and forecasts into the future. In addition, Jumbo has from time-to-time granted rights to deserving employees as a reward for performance. The Board prohibits transactions by employees which might limit the economic risk of participating in unvested entitlements under any equity-based remuneration scheme.

Further information about the Remuneration Framework, along with details of all emoluments of Directors and Executive KMP can be found in the Remuneration Report section of the Directors' Report in Jumbo's Annual Report. There are no separate retirement benefits for non-executive Directors, other than statutory superannuation.

## Recommendation 8.3

**A listed entity which has an equity-based remuneration scheme should:**

- a. have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and**
- b. disclose that policy or a summary of it.**

Jumbo has a Securities Trading Policy in respect of dealings in Jumbo securities by Directors, Executive KMP and employees, including any closely related party of theirs, and consultants of the Group. The Securities Trading Policy prohibits transactions by all employees, including Directors and Executive KMP, which might limit the economic risk of participating in unvested entitlements under any equity-based remuneration scheme.

The Securities Trading Policy is reviewed periodically, and the current version can be found on the Group's website at <https://www.jumbointeractive.com/corporate-governance/>