

Securities Trading Policy

Purpose

Jumbo Interactive Limited (**the Company**) is committed to promoting investor confidence in the market by ensuring that Directors, employees and consultants of the Company and its subsidiaries (**Jumbo**) adopt the approach within the following Securities Trading Policy in respect of dealings in securities of the Company.

Jumbo's Core Values are the guiding principles that underpin our vision, culture and overall philosophy. Essentially, our Core Values help to define our ways of working, what we care about, what we promise our employees, and how we set our priorities. Our Core Values are that we:

- are open and respectful;
- are adaptable;
- take ownership;
- create possibilities; and
- exist for our customers.

Our Core Value that **we take ownership** includes that we believe in the integrity of the market and that each Employee is aware of, and responsible for, any impact that trading in the securities of the Company using information not otherwise available to other investors may have on the integrity of the market.

1. Who is covered by this Policy?

This Policy applies to:

- Directors, employees and consultants (**Employees**);
- Designated Employees (as defined in Section 3);
- spouse or any dependent children of an Employee (**Related Person**); and
- a trust, family-owned company or company which is controlled by an Employee (**Related Entity**)

of the Company and its subsidiaries both in Australia and overseas.

This Policy applies to **securities**, which includes shares, options, notes, bonds and other debentures, interests in managed investment schemes, trusts and other financial products, and any derivatives of those securities, including equity swaps, contracts for difference, futures, hedges and exchange-traded or over-the-counter options, whether settled by cash or otherwise.

2. Insider trading

Insider trading is where a person deals in the securities of the Company using **inside information**. Inside information is information that is not generally available, and which, if it were generally available:

- a reasonable person would expect it would have a material effect on the price or value of the Company's securities; or
- would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.

Dealing refers to applying for, acquiring, disposing of or entering into an agreement to apply for, acquire or dispose of the Company's Securities.

Examples of inside information include, but are not limited to, the following:

- prospective financial information, such as future earnings and forecasts, proposed changes in capital structure, dividend payments/policies, cash flows, and debts;
- proposed or new significant contracts;
- management or business restructuring proposals;
- proposed mergers, acquisitions, takeovers, or tenders; and
- proposed changes in operations or nature of the business.

For further non-exhaustive examples, please refer to the Company's Continuous Disclosure policy available on the Company website.

It is also essential that all Employees avoid direct or indirect communication of inside information to anyone before it enters the public domain.

3. Restrictions on dealing for all Employees

Prohibition on Insider Trading

Trading prohibited by law

When dealing in securities in the Company, Employees must ensure that they, and any Related Person or Related Entity, do not contravene the insider trading provisions of the *Corporations Act 2001* (Cth) (**Corporations Act**) through the misuse of **inside information**.

An Employee commits an offence if they have information about the Company which they know to be, or ought reasonably know to be, inside information and they:

- deal in the Company's securities;
- procure another person, including a Related Person or Related Entity, to deal in the Company's securities; or

- communicate the information, directly or indirectly, to another person who they know, or ought reasonably to know, is likely to deal in those securities or procure another person to deal in those securities.

Insider trading is prohibited at all times and is a criminal offence which is punishable by substantial fines or imprisonment or both. Insider trading may also attract civil penalties.

Closed Periods

A Closed Period is a defined period, nominated by the Company during which dealing in the Company's securities is prohibited. This is done on the basis that there is a risk that an Employee may have access to, or a reasonable person may suspect that an Employee would have access to, inside information. By prohibiting dealing in the Company's securities during a Closed Period, the risk of insider trading is reduced.

All Employees are prohibited from dealing in Company securities during a Closed Period. An Employee is required to obtain prior written consent, in accordance with this Policy, if the Employee or any Related Person or Related Entity wishes to deal in securities during a Closed Period.

Closed Periods include the following:

- from the end of 31 December until one trading day after the release of the Company's half yearly results;
- from the end of 30 June until one trading day after the release of the full year results; and
- any additional periods when Employees are restricted from trading in the Company's securities by directive from the Board (for example, when the Company is considering a matter that might be subject to Listing Rule 3.1A - exceptions to the general continuous disclosure rule).

Outside of a Closed Period, Employees who are not Designated Employees may trade in Securities unless they are prohibited from trading under another rule in this Policy or at law.

Other prohibited dealing

Prohibition on short term and speculative trading

Employees must not sell Company securities within three (3) months after their purchase except:

- for the sale of Company securities within three (3) months of their vesting or release from restrictions under an Employee incentive scheme; or
- in exceptional circumstances and where prior approval is obtained as outlined in section 5 of this Policy.

Employees must not deal in Company securities on a speculative basis (including short selling).

Prohibition on hedging transactions and derivatives on securities

Employees must not engage in hedging arrangements, deal in derivatives or enter into other arrangements that limit the economic risk related to holdings in the Company's securities or other unvested entitlements under an Employee incentive scheme. For the purposes of this Policy, this prohibition applies to any contracts for difference and other contracts intended to secure a profit or avoid a loss based on fluctuations in the price of the Company's securities.

Margin lending and other secured financing

Employees (including Designated Employees) are prohibited from entering into margin lending arrangements using Company securities.

However, Designated Employees may enter into secured financing agreements where Company securities are used as security over that finance. A Designated Employee who wishes to enter in a secured financing agreement is required to:

- obtain approval from a relevant approver as outlined in section 4 of this Policy prior to entering into the secured financing agreement;
- ensure that any secured financing agreement will not breach any obligations under this Policy;
- ensure that any secured financing agreement:
 - is subject to, and does not fetter or impact, the Board's powers within any claw back or malus policy regarding any securities provided to a Designated Employee under an Employee incentive scheme; and
 - the Employee makes provisions for alternative funding to meet a call for collateral should the Board exercise any powers within any claw back or malus policy over securities;
- ensure that they do not dispose of Company securities to meet a call for collateral on a secured financing agreement whilst in possession of inside information or during a Closed Period; and
- notify the relevant approver immediately as outlined in section 4 of this Policy in the event that:
 - circumstances have arisen in which the financier is entitled to make or has made a call for collateral under a secured financing agreement; or
 - the Designated Employee expects that the demand under a secured financing agreement will not be able to be satisfied without the disposal of Company securities and if so, the number of Company securities likely to be disposed.

Once a relevant approver has provided approval for a Designated Employee to enter into a secured financing agreement, such approval cannot be revoked on the use of those securities for that purpose. For the avoidance of doubt, a relevant approver retains the right to deny any future request by a Designated Employee for the further use of securities in a secured financing agreement.

The Company Secretary will maintain a record of any secured financing agreement entered into by a Designated Employee and the Board may, in respect of such

agreements entered into by Directors of the Company, make those details available publicly.

It would be a breach of insider trading laws and this Policy if a Designated Employee trades Company securities pursuant to, or in connection with, a secured financing arrangement while in possession of inside information. However, where Company securities are traded and the Designated Employee is not involved in the decision to trade the Company securities (for example, where a financier decides to trade the Company securities), then that person would not be in breach of this Policy.

Dealing in securities of other companies

In the course of performing duties on behalf of the Company, Employees may obtain inside information in relation to another company.

Employees must also not deal in or arrange for another person to deal in or pass on inside information to others who may deal in, securities of another company whilst in possession of inside information in respect of that company.

4. Restrictions on dealing for Designated Employees

Who is a Designated Employee?

Designated Employees are defined as follows:

- the Directors of the Company;
- senior executives of the Company (being the Chief Executive Officer, Chief Financial Officer, Chief Commercial Officer, Chief Technology Officer, and Chief People Officer (also known as the **KMP**));
- General Counsel and the Company Secretary;
- an Employee who reports directly to a KMP member;
- an Employee in the Finance team;
- an Employee who is named on a Jumbo M&A Insider List at the time of the proposed trading;
- any other person who the Board, or the CEO, considers necessary from time to time to restrict dealing in Company securities due to their role or potential access to inside information; and
- any Related Person or Related Entity of the above.

Prior approval required by Designated Employees

Designated Employees are routinely in possession of inside information (which, if generally available would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell the Company's Securities). Therefore, Designated Employees are prohibited from dealing in Company securities at all times without prior written approval.

Dealing outside of a Closed Period

Approval for dealing in Company securities by Designated Employees outside of a Closed Period may be requested in writing from:

- in the case of the Chair of the Board, the Chair of the Audit and Risk Management Committee; or
- in the case of Directors, including the CEO, the Chair of the Board; or
- in the case of all other Designated Employees, the CEO.

Within the request to deal in Company securities outside of a Closed Period, a Designated Employee must declare that:

- the Designated Employee does not have inside information; and
- the Designated Employee is not aware of any reason why the dealing should not be approved.

In each case, the relevant approver of the dealing in Company securities will examine the transaction (and any relevant information known by the Designated Employee) prior to giving approval, to ensure that the transaction is not related to inside information, nor could be seen to be related to such information.

It is the responsibility of the Designated Employee to ensure that any dealing in the Company's securities occurs within five (5) business days, or any other period deemed reasonable by the relevant approver, after any necessary approval is granted, otherwise a separate approval must be obtained. The approval is subject to the Designated Employee not having new inside information within the approval period.

Dealing in securities during a Closed Period

A Designated Employee wishing to deal in Company securities during a Closed Period must follow the procedure outlined in section 5 of this Policy.

5. Exceptional Circumstances

An Employee (including a Designated Employee) who wishes to trade in the Company's securities where they are otherwise prohibited from doing so may apply for permission to trade if particular circumstances exist (**Exceptional Circumstances**). Under this Policy, Exceptional Circumstances include:

- severe financial hardship requiring sale of securities;
- court order or enforceable undertaking, such as in a family settlement requiring transfer or sale of securities; or
- other circumstances specific to an individual which the Chair of the Board (or, in the case of the Chair of the Board, the Chair of the Audit and Risk Management Committee) determines are exceptional.

The procedure for obtaining prior written clearance to trade where the Employee or Designated Employee are otherwise prohibited from doing so requires the Employee or

Designated Employee to submit a written request for approval of Exceptional Circumstances (**Request for Approval**) which contains:

- an explanation of the circumstances which warrant the dealing in the Company's securities; and
- if a clearance period longer than five (5) business days is required, then the duration for which clearance is sought.

The Request for Approval must be approved in writing by:

- in the case of the Chair of the Board: the Chair of the Audit and Risk Management Committee; or
- in the case of Directors, including the CEO: the Chair of the Board; or
- in the case of all other Designated Employees and Employees: the CEO,

(each of which are a **relevant approver** for the purpose of this Policy).

A Request for Approval can be approved or refused by the relevant approver in their sole discretion without giving reasons and any approval may be revoked at any time.

It is the responsibility of the Employee or Designated Employee to ensure that any dealing in the Company's securities occurs within five (5) business days, or any other period deemed reasonable by the relevant approver, after any necessary approval is granted otherwise a separate approval must be obtained.

6. Dealings in securities excluded from this Policy

This Policy will not apply:

- to any election made to acquire shares or other securities under the terms of any dividend reinvestment plan or the issue of bonus shares in lieu of dividends;
- where trading results in no change in the beneficial interest in securities;
- to undertakings to accept, or the acceptance of, a takeover offer;
- trading under an offer or invitation made to all or most of the existing security holders, such as a pro-rata rights issue, a security purchase plan or an equal access buy-back;
- to the acquisition or exercise of options and/or rights under an employee incentive scheme; or
- where securities are traded non-voluntarily by a financier who has made a call under secured financial agreements without the consent of the Designated Employee or relevant approver.

However, the above exclusions remain subject to the insider trading prohibitions and Employees should not subsequently deal in securities in reliance on an exclusion listed above if they are in possession of inside information.

7. Directors' Obligations

Directors are obliged pursuant to section 205G of the Corporations Act to provide the ASX with appropriate notifications of their interests in the Company's securities and any changes in such interests.

Directors should notify the Company Secretary of the trade within one (1) business day.

Notification will be effected by the Company notifying the ASX in accordance with Listing Rule 3.19A.

Any trading by a Director during a Closed Period will require the Company to state on the Appendix 3Y whether the trading occurred during a Closed Period, whether prior written clearance was provided and if so, on what date approval was provided.

8. General Provisions

This Policy applies to all transactions in any securities of the Company.

Employees must take reasonable steps to ensure that any Related Persons or Related Entities are aware of, and comply with, this Policy and seek approval to deal in Company securities in accordance with this Policy.

9. Behavioural standards

It is essential that public confidence in the integrity of Jumbo is upheld at all times. Any perception, whether actual or implied, that Employees are using their position or access to inside information to gain an unfair advantage when dealing in the Company's securities could significantly damage Jumbo's reputation and undermine Jumbo's governance.

As a general principle, Employees should consider whether their conduct could reasonably be perceived as inappropriate if all relevant facts were publicly known. This includes applying the "front page test": how would the transaction appear if it were reported on the front page of the newspaper?

10. Disciplinary Action

This Policy contains instructions and directions that Employees must comply with.

In the event that the Company discovers a breach of this Policy by an Employee, that Employee may be subjected to disciplinary action up to and including the termination of their employment or engagement.

11. Review

This Policy will be periodically reviewed to check that it is operating effectively and whether any changes are required.

Revision and authorisation

Approval date	Replaces version dated	KMP sponsor	Approved by	Next review date
25 August 2025	9 July 2024	CFO	Board	18 August 2026