

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Jumbo Interactive Limited

ABN/ARBN

66 009 189 128

Financial year ended:

30 June 2021

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: https://www.jumbointeractive.com/corporate_governance_statement.pdf

The Corporate Governance Statement is accurate and up to date as at 26 August 2021 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 26 August 2021

Name of authorised officer authorising lodgement: Graeme Blackett, Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
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.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://www.jumbointeractive.com/board_charter.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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.</p> <p>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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://www.iumbointeractive.com/diversity_policy.pdf</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>Section 1.5, Page 4 of the Corporate Governance Statement (CGS) available at: https://www.iumbointeractive.com/corporate_governance_statement.pdf</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p> <p>The measurable objective for achieving gender diversity in the composition of the Board of not less than 30% of the directors of each gender was achieved ahead of the 2022 target</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>Section 1.6, Page 5 of the CGS available at: https://www.jumbointeractive.com/corporate_governance_statement.pdf</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>Section 1.6, Page 5 of the CGS available at: https://www.jumbointeractive.com/corporate_governance_statement.pdf</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>Section 1.7, Page 5 of the CGS available at: https://www.jumbointeractive.com/corporate_governance_statement.pdf</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>Section 1.6, Page 5 of the CGS available at: https://www.jumbointeractive.com/corporate_governance_statement.pdf</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.jumbointeractive.com/people_and_culture_committee.pdf</p> <p>and the information referred to in paragraphs (4) and (5) at: Section 2.1, Page 6 of CGS available at: https://www.jumbointeractive.com/corporate_governance_statement.pdf</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at: Section 2.2, Page 7 of CGS available at: https://www.jumbointeractive.com/corporate_governance_statement.pdf</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 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</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at:</p> <p>Section 2.4, Page 8 of CGS available at: https://www.jumbointeractive.com/corporate_governance_statement.pdf</p> <p>and, where applicable, the information referred to in paragraph (b) at:</p> <p>Section 2.4, Page 8 of CGS available at: https://www.jumbointeractive.com/corporate_governance_statement.pdf</p> <p>and the length of service of each director at:</p> <p>Section 2.3, Page 7 of CGS available at: https://www.jumbointeractive.com/corporate_governance_statement.pdf</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: https://www.jumbointeractive.com/careers/core-values	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://www.jumbointeractive.com/code_of_conduct.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://www.jumbointeractive.com/whistleblower_policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://www.jumbointeractive.com/antibribery_corruption_policy_statement.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.jumbointeractive.com/audit_and_risk_management_committee_charter.pdf</p> <p>and the information referred to in paragraphs (4) and (5) at: Section 4.1, Page 11 of the CGS available at: https://www.jumbointeractive.com/corporate_governance_statement.pdf and in the 2021 Directors' Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>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.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>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.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://www.iumbointeractive.com/continuous_disclosure_policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://www.iumbointeractive.com	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: Section 6.3, Page 14 CGS available at: https://www.iumbointeractive.com/corporate_governance_statement.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK		
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.	<input checked="" type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: https://www.jumbointeractive.com/audit_and_risk_management_committee_charter.pdf and the information referred to in paragraphs (4) and (5) at: Section 4.1, Page 11 of the CGS available at: https://www.jumbointeractive.com/corporate_governance_statement.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: Section 7.2, Page 15 CGS available at: https://www.jumbointeractive.com/corporate_governance_statement.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement

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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.	<input checked="" type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: Section 7.3, Page 15 CGS available at: https://www.jumbointeractive.com/corporate_governance_statement.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: Section 7.4, Page 16 CGS available at: https://www.jumbointeractive.com/corporate_governance_statement.pdf and, if we do, how we manage or intend to manage those risks at: N/A	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.iumbointeractive.com/people_and_culture_committee.pdf</p> <p>and the information referred to in paragraphs (4) and (5) at: Section 2.1, Page 6 of CGS available at: https://www.iumbointeractive.com/corporate_governance_statement.pdf</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p>Section 8.2, Page 17 CGS available at: https://www.iumbointeractive.com/corporate_governance_statement.pdf and 2021 Remuneration Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: https://www.iumbointeractive.com/share_trading_policy.pdf</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES – N/A – THE COMPANY IS NOT AN EXTERNALLY MANAGED ENTITY			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Corporate Governance Statement

This Corporate Governance Statement documents Jumbo Interactive Limited (The Group) compliance with the ASX Corporate Governance Council's Principles and Recommendations 4th Edition (2019) for the period 1 July 2020 to 30 June 2021. This Corporate Governance Statement is current as at 26 August 2021 and has been approved by the Board of Directors.

This statement and the charters, codes and policies referred to herein are available on <https://www.jumbointeractive.com/investors/corporate-governance>

Jumbo Interactive Limited Annual Report 2021 and the Appendix 4G are available on <https://www.jumbointeractive.com/investors/annual-reports>

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.

The Group has adopted a formal Board Charter (https://www.jumbointeractive.com/board_charter.pdf) that 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). This enables the Board to provide strategic guidance for the Group and effective oversight of management. The Board Charter can be found in the Investor Centre on the Group's website.

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 Group ensures that appropriate checks are undertaken before it appoints a director or puts forward to shareholders a new candidate for election, as a director.

The Group also complies with the Recommendations for Directors in relation to independent professional advice, information access and contact with the Group Secretary.

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 or not 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.

The Group 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 the Group facilitates as these assists in the performance of their roles.

The Group has a similar approach for all senior executives whereby they are provided with a formal letter of appointment setting out their terms of office, duties, rights and responsibilities as well as a detailed job description. Appropriate background checks are required before engaging a senior executive. The Board has delegated responsibilities and authorities to the CEO and other executives to enable management to conduct the Group's day-to-day activities. Matters which exceed defined authority limits require Board approval.

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

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.

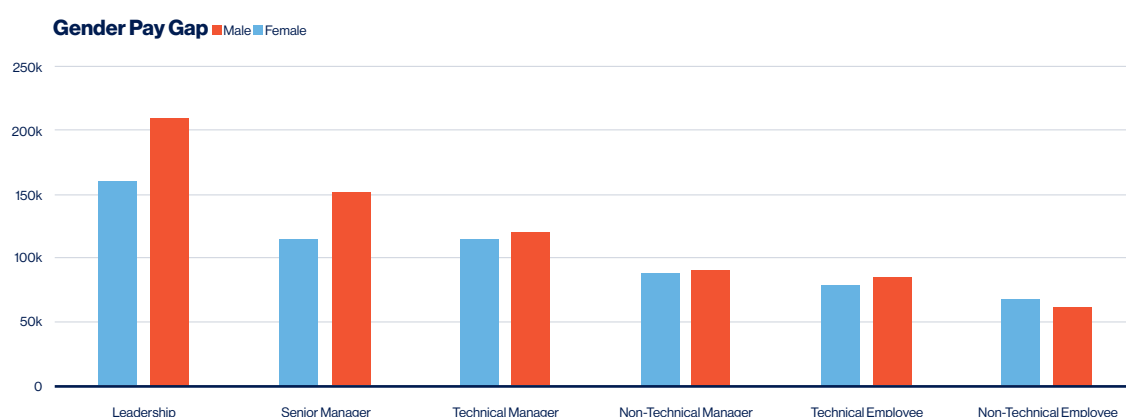
The Group realises the benefits that can arise to the organisation from diversity in the workplace covering gender, age, ethnicity and cultural background and in various other areas. To this end, the Board has established a Diversity Policy (https://www.jumbointeractive.com/diversity_policy.pdf) which details the Group’s approach to promoting a corporate culture that embraces diversity when selecting and appointing its employees and Directors.

This Diversity Policy outlines requirements for the Board to develop measurable objectives for achieving diversity, and annually assess both the objectives and the progress in achieving these objectives. Accordingly, the Board developed the following objectives in 2017 regarding gender diversity and aims to achieve these objectives over the five years to 2022 as director and senior positions become vacant and appropriately qualified candidates become available:

Group Diversity	2021 Actual		2022 Objective
	No.	%	
Women on the Board	2	50	No less than 30% of each gender
Women in senior executive positions	1	20	Maintain at least the current number (one) of women
Women employees in the Group	57	35	Achieve the percentage of women in excess of 45%
Total employees in the Group	162	100	

Senior executive positions are defined as those reporting directly to the CEO (i.e., CEO 1).

The measurable objective for achieving gender diversity in the composition of the Board of not less than 30% of the directors of each gender was achieved ahead of the 2022 target.



A Workplace Gender Equality Report was submitted during August 2021 with the Workplace Gender Equality Agency and is accessible on the Group’s website.

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 Policy. The method of evaluation may include an annual self-assessment and peer-assessment basis which is reviewed against appropriate measures and performance of the Group as a whole.

Performance evaluations of the Board, its committees and its individual director's have been carried out during the relevant reporting period in accordance with the abovementioned processes.

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 the performance of the Group's executives, which is reviewed in accordance with the Executive Remuneration Policy against appropriate measures and the performance of the Group as a whole, and through an annual appraisal process.

The senior executives' performance evaluations have been carried out during the relevant reporting period in accordance with the abovementioned 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.

On 23 March 2021, the Nomination and Remuneration Committee became the People and Culture Committee, with a broadened remit which still includes nomination committee responsibilities and operates under a Board approved People and Culture Committee Charter (https://www.jumbointeractive.com/people_and_culture_committee.pdf). The Charter can be found in the Investor Centre on the Group's website. The People and Culture Committee Charter requires the committee to have at least three Non-Executive Directors, with a majority being independent. At the present time it has three members, being the 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 Group's annual report.

Over the course of the year the Committee met on five occasions with all current Committee Directors in attendance on each occurrence.

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.

A matrix of skills and diversity that the Board currently has in its membership is as follows:

Skill/Expertise	Summary	Current Board Representation
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.	Expert
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	Expert
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.	Expert
Lottery & Gaming Industry	Knowledge and experience in the lottery and gaming industry, including brand development, licencing, market competition.	Expert
Risk Management	Understanding of and experience in identifying and monitoring risks and implementing effective financial and non-financial risk management frameworks and controls.	Expert
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.	Expert
Corporate Transactions	Experience in assessing and undertaking complex business negotiations, including mergers, acquisitions and business integration.	Expert
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	Competent
Customer Centric	Commitment to creating a culture that focuses on delivery the best experience for the customer, building customer relationships and brand loyalty	Competent
People & Culture	Experience in setting remuneration frameworks, promoting inclusion and diversity, and overseeing workplace culture, people management and succession planning.	Expert
International Experience	Experience in a national or global market, providing exposure to a range of different political, regulatory and business environments.	Competent
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.	Expert

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. All Directors, apart from the CEO, are subject to re-election by rotation at least every three years at the Group's annual general meeting. The Board considers it has the appropriate skillset to effectively perform their duties at this stage. This position will be reviewed on an ongoing basis.

Recommendation 2.3: A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) 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 (c) 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). Fundamental requirements for Group Directors are a deep understanding of business management and financial markets and such experience, complemented where possible with industry knowledge, are desirable

attributes for Board membership. All Board members meet the fundamental requirements and bring a diverse range of skills and backgrounds. Additionally, Mr Veverka has had a very long 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 to address issues that may arise outside of the regular monthly meetings as required.

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

The Directors may seek external professional advice at the expense of the Group on matters relating to their role as Directors of the Group. However, they must first request approval from the Chairperson, which must not be unreasonably withheld. If withheld; then it becomes a matter for the whole Board.

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 agreed by the Board as equating to payments to them or related parties of 5% of the Group's annual revenue. The Board considers that Susan Forrester, Giovanni Rizzo and Sharon Christensen, all meet this criterion. On the other hand, Mike Veverka is considered to not be independent because he is a substantial shareholder in the Group (i.e., has a relevant interest in more than 5% as defined in Section 9 of the Corporations Act) and is an executive officer of the Group. Consequently, the current structure meets the Council's recommendation that the majority of the Board should be independent, and the Board also considers the current composition is appropriate given the Group's and the Directors' backgrounds and the current and foreseeable structure and size of the Group.

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 Sue Forrester, an independent director, who was appointed 7 September 2020 following the departure of David Barwick.

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

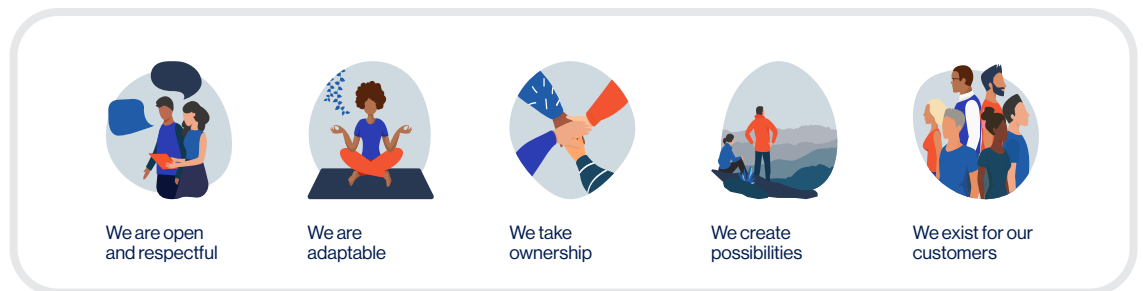
During the year the Board introduced a Board Induction Policy and formalised Induction and Orientation process. Periodically the Board reviews whether there is a need for existing directors to undertake professional development.

PRINCIPLE 3

Instil a culture of acting lawfully, ethically and responsibly

Recommendation 3.1: A listed entity should articulate and disclose its values

The Company has formulated a Core Values Statement (<https://www.jumbointeractive.com/careers/core-values>.) that was adopted in July 2020, which are the guiding principles and norms that define the type of organisation the Company aspires to be and what it requires from its directors, senior executives and employees to achieve that aspiration.



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.

The Group has formally adopted a Code of Conduct (https://www.jumbointeractive.com/code_of_conduct.pdf) covering its Directors, officers and employees. 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. If a director or officer 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 Chairperson. Any material breaches of the abovementioned policies are disclosed to the Board.

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 has also approved a Whistleblower Policy (https://www.jumbointeractive.com/whistleblower_policy.pdf) pursuant to which employees who have genuine suspicions about improper conduct feel safe to report it without fear of reprisal including, if needed, to an independent external Whistleblower Contact. Any material breach of the Whistleblower policy is disclosed to the Board.

Directors recognise the legal obligations relevant to their role and the reasonable expectations of shareholders, other stakeholders and the wider financial community.

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

The Group also has an Anti-bribery and Corruption Policy (https://www.jumbointeractive.com/anti-bribery_corruption_policy_statement.pdf) 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 Antibribery and Corruption policy is disclosed to the Board.

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.

The Group has an established Audit and Risk Management Committee which operates under an Audit and Risk Management Committee Charter (https://www.jumbointeractive.com/audit_and_risk_management_committee_charter.pdf). The role of this Committee is to ensure the truthful and factual presentation of the Group's financial position and to monitor and review on behalf of the Board, the effectiveness of the Group's control environment, reporting practices and responsibilities in the areas of accounting, risk management and compliance. The Charter can be found in the Investor Centre on the Group's website.

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 strong finance and accounting backgrounds, experience and appropriate technical expertise. Bill Lyne ceased to be Chair of the Audit and Risk Management Committee on 31 March 2021. The qualifications of the Committee and meeting attendances are set out in the Directors' Report section of the Group's annual report.

Over the course of the year the Committee met on eight occasions with all current Committee Directors in attendance on each occurrence. Minutes of all Committee meetings are provided to the Board and its Chair also reports to the Board after each Committee meeting.

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.

As required by Section 295A of the Corporations Act, the CEO and the Chief Financial Officer (CFO) have declared 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, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

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 accounting standards.

Management verifies other periodic corporate reports. The verification processes involve a management and operational review and include cross checking statements, information and data to original source reports.

All documents released to the market are subject to final sign off and approval by relevant senior executives and, as required, 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.

The Group is committed to ensuring all investors have equal and timely access to material information concerning the Company and that company announcements are factual and presented in a clear and balanced way, disclosing both positive and negative information. To ensure compliance with continuous disclosure requirements under the ASX Listing Rules, the Group has a Continuous Disclosure Policy (https://www.jumbointeractive.com/continuous_disclosure_policy.pdf) in place as well as internal controls, processes and procedures to ensure compliance with continuous disclosure obligations. The Chief Executive Officer is responsible for coordinating the disclosure requirements of the Company, in conjunction with the Company Secretary. Recommendation 5.2: A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

Recommendation 5.2: A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

The Group 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 CEO also has the responsibility of arranging for the release of a copy of all new and substantive updates to investors and analysts on the ASX ahead of giving such presentations. The Group has put in place a mechanism where all ASX announcements are immediately circulated to Directors upon release.

The Group's Annual Report is also used to keep investors informed, particularly in its review of operations and activities.

In addition, all changes in Directors' interests in the Group's securities are promptly reported to the ASX in compliance with Section 205G of the Corporations Act and the ASX Listing Rules.

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.

The Group supports its desire to provide shareholders with adequate information about the Group and its activities through a published Communications Policy (https://www.jumbointeractive.com/communications_policy.pdf). It is also committed to electronic communications through its website, <https://www.jumbointeractive.com>, 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.

Recommendation 6.2: A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

The Group has a newly appointed Head of Investor Relations who is responsible for the development of a comprehensive investor relations program that facilitates two-way communication with investors. The Investor Relations function is responsible for ensuring effective engagement with analysts, investors and shareholders, monitoring consensus earnings forecasts from sell-side analysts and overseeing continuous disclosure requirements and market communications with the objective of ensuring a fair valuation for the Company's securities. All meetings with analysts, investors and shareholders are co-ordinated by the Investor Relations team 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.

Group general meetings provide an opportunity for shareholders to meet with, and ask questions of, the Board of the Group. All shareholders are notified of such meetings and encouraged to attend and participate.

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

The Group has adopted the process whereby all substantive resolutions being considered at shareholders' meetings are decided by a poll rather than by a show of hands in accordance with the principle of "one share, one vote".

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.

Shareholders and other interested parties may sign up to receive email notification of all ASX releases and other important announcements. Shareholders also have the option to receive communications from, and send to, the Group and its share registry by email with regard to shareholding matters.

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 Audit and Risk Management Committee, its composition, accompanying charter and meeting frequency/attendance, are noted under Principle 4 above. The Group has a 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.

The Group maintains documented policies for identifying, assessing and monitoring risk, summarised in a Risk Management Policy (https://www.jumbointeractive.com/risk_management_policy.pdf). The Board is responsible for setting and monitoring the risk appetite for the Group. The Group will tolerate a moderate risk when pursuing its strategic objectives but aims for a low risk in relation to business operations.

Periodic reviews, undertaken at least annually by the Committee, evaluate and continually look to improve the effectiveness of the Group's risk management and internal control processes to ensure that they are soundly based given the ever-changing technology environment in which the Group operates and that the business is operating with due regard to the risk appetite set by the Board. Such review was undertaken during the most recent reporting period.

In addition, the CEO and CFO are required to state in writing annually to the Board that to the best of their knowledge the integrity of the Group's risk management, internal control and compliance systems are sound and such systems are operating efficiently and effectively in all material respects in relation to financial reporting risks.

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 separate risk, compliance and internal audit function that was formed in June 2020 and reports directly to the Chair of the Audit and Risk Management Committee. The Head of Risk, Compliance and Internal Audit assists the Group to achieve its strategic objectives through providing independent assurance that the control framework and risk management process are robust.

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.

The Board considers that the Group does not have any material exposure to economic, environmental and social sustainability risks which require active management. We continually assess this position as the Group operates in an environment where some sectors of the community are not necessarily in favour of lotteries. The Board is aware of the potential risks and responsibilities of ensuring that new players are properly identified, we continue to strengthen and enhance our controls, in particular around know your customer, i.e., the prevention of minors buying tickets, and all privacy and data handled as required under privacy legislation. The Group is also committed to providing appropriate responsible gaming safeguards.

In the coming financial year, the Group commits to further expanding its sustainability program through improved reporting of sustainability by developing reporting frameworks in accordance with the GRI Standards and SASB Disclosure Framework, and conducting environmental impact assessments, and developing sustainable carbon-neutral operational targets, including considering renewable energy credits or carbon offsets, or exploring alternative energy investments.

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 People and Culture Committee, formerly known as the Nomination and Remuneration Committee, its composition, accompanying charter and meeting frequency and attendance, are noted under Principle 2 above.

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

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 the Group's AGM, determine any increase in the aggregate fees payable to non-executive Directors, generally the Directors would seek guidance from an external consultant to advise on remuneration levels. The current maximum annual aggregate remuneration which can be paid to all non-executive Directors is \$750,000, last approved by shareholders 24 October 2019.

The CEO's remuneration is based on a fixed amount and may also include short term incentives (calculated on audited figures) 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 to reward him for his contribution towards the Group's success.

Other senior executives 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 Jumbo Group as it is today and taking into account its plans and forecasts into the future. In addition, the Group has from time-to-time granted rights to deserving staff as a reward for performance. The Board prohibits transactions by executives which might limit the economic risk of participating in unvested entitlements under any equity-based remuneration scheme.

Further information about the Group remuneration policy, along with details of all emoluments of Directors and key management personnel can be found in the Remuneration Report section of the Directors' Report in the Group'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

The Group has a Share Trading Policy (https://www.jumbointeractive.com/share_trading_policy.pdf) in respect of dealings in securities of the Group by Directors, other Key Management Personnel, all employees, including any closely related party of theirs, and consultants of the Group and its subsidiaries.

The current non-executive Directors hold shares but no options in the Group. Directors are subject to a Minimum Shareholding Requirement set at 100% of their total annual remuneration and have a 5-year period from the later of 1 July 2019 or date of appointment to reach this level if not already achieved.

In addition, the Group has from time to time granted rights to deserving staff as a reward for performance. However, the Board prohibits transactions by executives which might limit the economic risk of participating in unvested entitlements under any equity-based remuneration scheme.

Approved by the Board – 26 August 2021