



10 October 2022

2022 Annual General Meeting – Notice of Meeting

Attached are the following documents in relation to the 2022 Annual General Meeting of Jumbo Interactive Limited (**Jumbo**) to be held on Thursday, 10 November 2022 commencing at 11.00am (Brisbane time):

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

The meeting documents will be dispatched to shareholders today.

- Ends -

Authorised for release by the Company Secretary.

For further information contact:

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

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

About Jumbo Interactive

Jumbo is Australia's leading dedicated digital lottery company, making lotteries easier by offering its proprietary lottery software platform and lottery management expertise to the government and charity lottery sectors in Australia and globally, and by retailing lottery tickets in Australia and the South Pacific via ozlotteries.com.

Jumbo was founded in Brisbane in 1995, listed on the ASX in 1999, and has ~190 employees creating engaging and entertaining lottery experiences for its global player base.



10 October 2022

Dear Shareholder,

On behalf of the Board of **Jumbo Interactive Limited** ACN 009 189 128 (**Company** or **Jumbo**), I am pleased to invite you to attend the 2022 Annual General Meeting (**AGM**) of the Company. Enclosed is the Notice of Meeting setting out the business of the AGM.

Jumbo's 2022 AGM will be held on Thursday 10 November 2022 commencing at 11.00am (Brisbane time) as a hybrid meeting at Jumbo's offices at Level 1, 601 Coronation Drive, Toowong and by way of online meeting technology using the Computershare platform (<https://meetnow.global/MWK7ZR7>).

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

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

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

The Chief Executive Officer, Mike Veverka, and I will comment briefly on the performance of Jumbo during the year ended 30 June 2022 at the meeting.

For further information please also refer to the 2022 Annual Report, which is available on Jumbo's website (<https://www.jumbointeractive.com/dist/src/assets/pdf/2022.pdf>)

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

Thank you for your continued support of Jumbo and I look forward to your attendance at the 2022 AGM.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Susan", written over a light blue horizontal line.

Susan Forrester AM
Chair

JUMBO INTERACTIVE LIMITED
ABN 66 009 189 128

Notice of Annual General Meeting

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

Date: Thursday 10 November 2022

Time: 11.00am, Brisbane time

Venue: Level 1, 601 Coronation Drive, Toowong QLD 4066
and by online technology (<https://meetnow.global/MWK7ZR7>)

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

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

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

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

CONSIDERATION OF REPORTS

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2022.

All shareholders can view the Company's Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 30 June 2022 on the Company's website at <https://www.jumbointeractive.com/dist/src/assets/pdf/2022.pdf>.

Shareholders are not required to vote on this item.

QUESTIONS AND COMMENTS

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

The Company's external Auditor, BDO Audit Pty Ltd, will attend the meeting and there will be a reasonable opportunity for shareholders to ask the Auditor questions relevant to:

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

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

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ITEMS FOR APPROVAL

Resolution 1. Re-election of Director – Giovanni Rizzo

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

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

Resolution 2. Remuneration Report

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

“That the Company’s Remuneration Report for the financial year ended 30 June 2022 be adopted.”

The Remuneration Report is contained in the 2022 Annual Report (available at <https://www.jumbointeractive.com/dist/src/assets/pdf/2022.pdf>). Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

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

- a. a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2022 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

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

- a. the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or
- b. the vote is cast by the Chair of the Meeting and the appointment of the Chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

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

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

Resolution 3. Issue of STI Director Rights to Mike Veverka

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of 11,134 STI Director Rights to Mike Veverka, CEO and Director of the Company, as the short-term incentive (**STI**) component of his remuneration for the financial year ended 30 June 2022 under the Company’s Remuneration Framework, on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”*

Notice of Annual General Meeting

Voting Exclusion Statement

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

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

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

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

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

Resolution 4. Issue of LTI Director Rights to Mike Veverka

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of 29,112 LTI Director Rights to Mike Veverka, CEO and Director of the Company, as the long-term incentive (LTI) component of his remuneration for the financial year ending 30 June 2023 under the Company’s Remuneration Framework, on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

Voting Exclusion Statement

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

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

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

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

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

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

Resolution 5. Approval of Increase in the Maximum Aggregate of Non-Executive Director Fees

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

“That, for the purposes of ASX Listing Rule 10.17 and in accordance with rule 41.5 of the Company’s Constitution, the maximum aggregate amount per annum available for payment as remuneration to the Non-Executive Directors of the Company be increased by \$250,000 from \$750,000 per annum to \$1,000,000 per annum.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any Director of the Company or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a. a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with the directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on the Resolution as the Chair of the Meeting decides; or
- c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5; and
 - ii. the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 5 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 6. Appointment of Ernst & Young as Auditor

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

“That, in accordance with section 327B(1)(b) of the Corporations Act 2001 (Cth) and for all other purposes, Ernst & Young having been nominated by a shareholder and consented in writing to act in the capacity of Auditor, be appointed as the Auditor of Jumbo Interactive Limited.”

Resolution 7. Renewal of Proportional Takeover Provisions

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

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"That, the proportional takeover provisions in rule 77 of the Company's Constitution, as set out in Attachment B of the Notice of Meeting, be renewed for a period of three years commencing on the day this resolution is passed."

BY ORDER OF THE BOARD



Graeme Blackett
Company Secretary
10 October 2022

Notice of Annual General Meeting

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00 pm (Brisbane time) on Tuesday 8 November 2022 will be entitled to attend and vote at the AGM as a shareholder.

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

Appointment of Proxy

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

A proxy need not be a shareholder of the Company.

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

To be effective, the proxy must be received at the Share Registry of the Company no later than 11.00am, Brisbane time, on Tuesday 8 November 2022. Proxies must be received before that time by one of the following methods:

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

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

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

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

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 11.00am, Brisbane time, on Tuesday 8 November 2022, being 48 hours before the AGM.

Corporate Representatives

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

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on resolutions 2, 3, 4 and 5, then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

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Voting at the Meeting

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

SHAREHOLDER QUESTIONS

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

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (Brisbane time) on Thursday 3 November 2022. Questions will be collated and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

CONDUCT OF MEETING

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

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

ENCLOSURES

Enclosed are the following documents:

- proxy form to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on Jumbo's share registry's website at www.investorvote.com.au to ensure the timely and cost effective receipt of your proxy; and
- an AGM Question Form to be completed if you would like a specific question to be addressed by the Chair or BDO Audit Pty Ltd (our external auditor) at the AGM.

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JUMBO INTERACTIVE LIMITED
ABN 66 009 189 128

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of shareholders of Jumbo Interactive Limited (**Company** or **Jumbo**) in relation to the business to be conducted at the Company's Annual General Meeting (**AGM**) to be held on Thursday 10 November 2022 commencing at 11.00 am (Brisbane time) at Level 1, 601 Coronation Drive, Toowong QLD 4066 and using online technology.

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

- a) by attending personally;
- b) from their computers, by entering the URL in their browser: (<https://meetnow.global/MWK7ZR7>); or
- c) from their mobile phones by entering the URL in their browser: (<https://meetnow.global/MWK7ZR7>)

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

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

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

Resolutions 1, 3, 4, 5 and 6 are ordinary resolutions, which require a simple majority of votes cast by shareholders present and entitled to vote on the resolution. Resolution 2, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. Resolution 7 is a special resolution, and needs to be passed by at least 75% of the votes cast by shareholders entitled to vote on the Resolution and who vote at the meeting in person or by proxy.

Resolution 1. Re-Election of Director – Giovanni Rizzo

Giovanni Rizzo was appointed as an independent non-executive Director of the Company on 1 January 2019. In accordance with Rule 40.1 of the Constitution, Mr Rizzo retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company. If shareholders do not approve the election of Mr Rizzo, then he will cease to be a Director at the conclusion of the Meeting.

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. ASX Listing Rule 14.5 provides that an election of directors must be held at each AGM, even where no director is required to stand for re-election under Listing Rule 14.4. In this instance, although Mr Rizzo was elected only two years ago in 2020 along with Susan Forrester, they are the longest serving directors since last being elected by shareholders. Pursuant to rule 40.4 of the constitution, Mr Rizzo agreed to submit himself for re-election at this 2022 AGM.

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

Mr Rizzo is Chair of the Audit and Risk Management Committee and a member of the People and Culture Committee.

Mr Rizzo is a specialist in the gaming industry with over 20 years' experience in various management roles of large listed lottery, casino and electronic gaming machine businesses in South Africa, Canada and Australia. Previously, Mr Rizzo was Head of Investor Relations at Tatts Group Limited prior to the merger with Tabcorp in 2017. He is currently Chief Investor Relations Officer at Tyro Payments Limited.

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Mr Rizzo holds a Bachelor of Commerce (Honours) in Finance and Audit and is a Chartered Accountant in Australia, New Zealand and South Africa.

The Board supports the re-election of Giovanni Rizzo as he contributes to the Board through his significant experience in the gaming industry and in areas of Finance and Audit, Corporate Governance, Investor Relations, Transactions and Digital Technology and Innovation.

Recommendation

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

Resolution 2. Remuneration Report

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

Shareholders can view the full Remuneration Report in the Annual Report which is available on Jumbo's website at <https://www.jumbointeractive.com/dist/src/assets/pdf/2022.pdf>.

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

Recommendation

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

Resolution 3. Issue of STI Director Rights to Mike Veverka

Background

The Company is seeking approval from the shareholders for the proposed grant of rights (**STI Director Rights**) to Mr Mike Veverka, a Director of the Company. Further details of the STI Director Rights are set out below.

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

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

- The first hurdle (which represents 50% of total STI opportunity) is tied to Jumbo's financial performance. This incentive is referred to as the **Financial STI**.
- The second hurdle (representing the remaining 50% of the total STI opportunity) is based on the achievement of annually defined KPIs for the Executives. These KPIs will focus on areas such as business acquisitions, non-organic revenue growth and other critical business measures. The incentive is referred to as the **Operational STI**.

The Board has determined that 70% of the Financial STI and 90% of the Operational STI is payable.

Short-term awards made to executives comprise two elements:

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

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ASX Listing Rule 10.11 requires shareholder approval for the issue of securities to a related party. Mr Veverka is a related party as he is a Director of the Company. Accordingly, shareholder approval for the issue of the STI Director Rights is sought in accordance with ASX Listing Rule 10.11.

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

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

Additional Information

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

10.13.1	Name of the person	Mike Veverka (or his nominee)
10.13.2	The category in rules 10.11.1 – 10.11.5 that the person falls within and why	Mike Veverka is a Director and therefore a related party under Listing rule 10.11.1
10.13.3	The number and class of securities to be issued to the person	11,134 STI Director Rights
10.13.4	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	
	Price	Deemed to be \$14.37 per STI Director Right. This is the VWAP of the underlying securities during the 10-trading day period prior to the financial year ended 30 June 2022.
	Grant Date	10 November 2022 (in respect of the service period from 1 July 2021 to 30 June 2022)
	Vesting conditions	To remain employed within the Jumbo Interactive Limited group.
	Vesting Date	<ul style="list-style-type: none"> 30 June 2023 (Vesting Date) Should Mr Veverka exit the business prior to the Vesting Date, then Mr Veverka will forfeit his ownership of the STI Director Rights. This forfeiture is subject to a good leaver's clause which gives the Board the discretion to award the STI Director Rights in cash in certain circumstances.
	Expiry Date:	None
	Terms	<ul style="list-style-type: none"> Each STI Director Right is exercisable into 1 share. The Company will seek quotation of Shares issued upon exercise of the STI Director Rights, which will rank <i>pari passu</i> with all other shares in issued in the Company. The shares are subject to escrow for a period of 12 months to 30 June 2024.
10.13.5	The date on which the entity will issue the securities, which must be no more than one month after the date of the meeting	Following shareholder approval, the Company will issue the STI Director Rights as soon as practicable and no later than one month after the date of the AGM.

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10.13.6	The price or other consideration the entity will receive for the issue	No funds will be raised from the issue of STI Director Rights.
10.13.7	The purpose of the issue, including the intended use of any funds raised by the issue.	No funds will be raised from the issue of STI Director Rights. STI Director rights are issued in respect of 50% of the total STI which is payable to Mr Veverka and the rights are payable on the achievement of a 2-year time-based hurdle and subject to formal claw back provisions.
10.13.8	If the person is a director and therefore a related party under Listing Rule 10.11.1 and the amount is intended to remunerate the director, details, including the amount, of the director's current remuneration package	<p>Mike Veverka's total remuneration opportunity for the current financial year totals \$1,600,000 which is constituted by:</p> <p>\$800,000 cash salary including super-annuation</p> <p>\$400,000 short term incentives subject to hurdles payable as 50% cash, 50% rights</p> <p>\$400,000 long term incentives subject to hurdles payable as 100% rights</p> <p>\$1,600,000 – Total</p> <p>Refer to the Remuneration Report in the Annual Report 2022 for further details</p>
10.13.10	Voting Exclusion Statement	A voting exclusion statement is set out for this item in the Notice of Meeting.

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

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

Recommendation

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

Resolution 4. Issue of LTI Director Rights to Mike Veverka

Background

The Company is seeking approval from the shareholders for the proposed grant of rights (**LTI Director Rights**) to Mr Mike Veverka, a Director of the Company. Further details of the LTI Director Rights are set out below.

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

The purpose of the proposed grant of rights is to:

- assist in the motivation, retention and reward of Mr Veverka, essential to the continued growth and development of the Company; and
- to align the interests of Mr Veverka more closely with those of shareholders by providing an opportunity for Mr Veverka to receive an equity interest in the Company and to share in any future growth in value of the Company.

Notice of Annual General Meeting

ASX Listing Rule 10.11 requires shareholder approval for the issue of securities to a related party. Mr Veverka is a related party as he is a Director of the Company. Accordingly, shareholder approval for the issue of the LTI Director Rights is sought in accordance with ASX Listing Rule 10.11.

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

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

Additional Information

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

10.13.1	Name of the person	Mike Veverka (or his nominee)
10.13.2	The category in rules 10.11.1 – 10.11.5 that the person falls within and why	Mike Veverka is a Director and therefore a related party under Listing rule 10.11.1
10.13.3	The number and class of securities to be issued to the person	29,112 LTI Director Rights
10.13.4	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	
	Price	Deemed to be \$13.74 per LTI Director Right. This is the VWAP of the underlying securities during the 5-trading day period following the release of the Company's financial results on 26 August 2022 (excluding the release date).
	Grant Date	10 November 2022 (in respect of a service period from 1 July 2022 to 30 June 2023)
	Vesting conditions	<p>60% vesting</p> <ul style="list-style-type: none"> The Jumbo Interactive Limited Total Shareholder Return (TSR) relative to the component companies within the Comparator Group share price measure based on the 20-trading day VWAP after release of the Financial Year end financial results (excluding the release date). The Comparator Group is the ASX 300 Accumulated Index (ASX: AXKOA) with no companies/sectors excluded. <p>Vesting as follows:</p> <p><50th percentile Target - 0% vesting; 50th percentile Target - 50% vesting; >50th <75th percentiles between Target and Stretch - straight line vesting; and >=75th percentile Stretch - 100% vesting; and</p> <p>40% vesting</p> <ul style="list-style-type: none"> Underlying Earnings Per Share Growth – 3-year compound annual growth rate over a 3-year performance period. <p>Vesting as follows:</p>

Notice of Annual General Meeting

		<p><6% Hurdle – 0% vesting; >6% <8% between Hurdle and Target – straight line vesting; 8% Target – 50% vesting; >8% <12% between Target and Stretch – straight line vesting; >=12% Stretch – 100% vesting; and</p> <ul style="list-style-type: none">To remain employed within the Jumbo Interactive Limited group.						
	Vesting Date	<ul style="list-style-type: none">20 trading days after release of the 2025 Financial Year end financial results (Vesting Date)Should Mr Veverka exit the business prior to the Vesting Date, then Mr Veverka will forfeit his ownership of the LTI Director Rights. This forfeiture is subject to a good leaver’s clause which gives the Board the discretion to award the LTI Director Rights in cash in certain circumstances.						
	Expiry Date:	26 August 2026						
	Terms	<ul style="list-style-type: none">Each LTI Director Rights is exercisable into 1 share.The Company will seek quotation of Shares issued upon exercise of the LTI Director Rights, which will rank <i>pari passu</i> with all other shares in issued in the Company.						
10.13.5	The date on which the entity will issue the securities, which must be no more than one month after the date of the meeting	Following shareholder approval, the Company will issue the LTI Director Rights as soon as practicable and no later than one month after the date of the AGM.						
10.13.6	The price or other consideration the entity will receive for the issue	No funds will be raised from the issue of LTI Director Rights.						
10.13.7	The purpose of the issue, including the intended use of any funds raised by the issue.	No funds will be raised from the issue of LTI Director Rights.						
10.13.8	If the person is a director and therefore a related party under Listing Rule 10.11.1 and the amount is intended to remunerate the director, details, including the amount, of the director’s current remuneration package	<p>Mike Veverka’s total remuneration opportunity for the current financial year totals \$1,600,000 which is constituted by:</p> <table><tr><td>\$800,000</td><td>cash salary including super-annuation</td></tr><tr><td>\$400,000</td><td>short term incentives subject to hurdles payable as 50% cash, 50% rights</td></tr><tr><td>\$400,000</td><td>long term incentives subject to hurdles payable as 100% rights</td></tr></table> <p>\$1,600,000 – Total</p> <p>Refer to the Remuneration Report in the Annual Report 2022 for further details</p>	\$800,000	cash salary including super-annuation	\$400,000	short term incentives subject to hurdles payable as 50% cash, 50% rights	\$400,000	long term incentives subject to hurdles payable as 100% rights
\$800,000	cash salary including super-annuation							
\$400,000	short term incentives subject to hurdles payable as 50% cash, 50% rights							
\$400,000	long term incentives subject to hurdles payable as 100% rights							
10.13.10	Voting Exclusion Statement	A voting exclusion statement is set out for this item in the Notice of Meeting.						

ASX Listing Rule 7.1 imposes a 15% cap on the number of equity securities that can be issued by the Company without approval of shareholders in any rolling twelve-month period. However, the Company is

Notice of Annual General Meeting

permitted to issue shares (or other securities) in excess of the 15% limit if those shares or securities are issued in reliance on an exception to ASX Listing Rule 7.1 or the issue is approved by shareholders.

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

Recommendation

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

Resolution 5. Approval of Increase in Maximum Aggregate Non-Executive Director (NED) Fees

In accordance with rule 41.5 of the Constitution and for the purposes of ASX Listing Rule 10.17, the maximum aggregate amount payable as remuneration to all NEDs of the Company in any year may not exceed an amount determined by shareholders from time to time at a general meeting (**NED Fee Pool**).

Accordingly, Resolution 5 seeks shareholder approval to increase the maximum aggregate annual amount available to be paid or provided to the NEDs of the Company by \$250,000, from \$750,000 to \$1,000,000 per annum (including applicable statutory superannuation guarantee contributions payable by the Company to the NEDs).

If shareholders approve Resolution 5, then the Company will have an additional \$250,000 for which may be used to pay its NEDs including to retain existing NEDs or attract any new candidates to the Board (if required).

If shareholders do not approve Resolution 5, then the existing maximum aggregate NED Fee Pool of \$750,000 will remain and the Company will not be able to pay its NEDs (in aggregate) fees above this amount.

The Board is seeking shareholder approval to increase the NED Fee Pool for the following reasons:

- to ensure the NED Fee Pool can accommodate additional NEDs being appointed to the Board (if required); and
- to enable the Company to maintain remuneration arrangements that are market competitive, so it can attract and retain high calibre individuals as NEDs.

If shareholder approval is obtained, the increased available NED Fee Pool will apply from and including the financial year ending 30 June 2023.

The NED Fee Pool was last increased by Members at the Company's 2019 Annual General Meeting.

While the NED Fee Pool is a maximum annual limit available to be paid or provided to all NEDs, the proposed increase to the NED Fee Pool does not imply that the fees payable to the NEDs will be increased according to that limit, or that the full amount of the NED Fee Pool will be used.

Details of fee arrangements for NEDs have been disclosed in the Company's annual Remuneration Report which must be submitted for adoption by resolution of shareholders at every Annual General Meeting.

Recommendation

In the interests of good governance, the Directors abstain from making a recommendation on this Resolution 5.

Resolution 6. Appointment of Ernst & Young as Auditor

Background

Ernst & Young will be appointed Auditor of the Company on a date to be determined as it is subject to ASIC's consent, after its previous auditor resigned. Under section 327B(1)(b) of the Act, Ernst & Young holds office until the Company's AGM and requires the Company to appoint an auditor to fill any vacancy

Notice of Annual General Meeting

in the office of the auditor at each subsequent AGM. Ernst & Young has given, and has not withdrawn, its consent to act as external auditor of Jumbo Interactive Limited.

In accordance with section 328B(1) of the Act, notice in writing nominating Ernst & Young as auditor has been given to the Company by a shareholder. A copy of this notice is contained in Attachment A to this Notice.

Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 6.

Resolution 7. Renewal of Proportional Takeover Provisions

Background

Rule 77 of the Company's constitution (set out in Attachment B) contains provisions dealing with proportional takeover bids for the Company's shares that are made in accordance with the Act. The current constitution was approved by shareholders on 15 November 2010.

Under section 648G of the Act, the provisions must be renewed every 3 years, or they will cease to have effect. These provisions were most recently renewed on 24 October 2019 and were previously renewed on 3 November 2016 and 6 November 2013. The Company is now seeking to again renew the proportional takeover approval provisions in this constitution.

If Resolution 6 is approved, the current provisions will have effect for a further 3 years from the date the Resolution is passed.

The Directors consider that the inclusion of the proportional takeover provisions in the Constitution is in the interests of shareholders.

In accordance with the Act, the Company provides the following information to shareholders when considering the inclusion of the proportional takeover approval provisions of the Company's constitution.

What is a proportional takeover bid?

In a proportional takeover bid, the bidder offers to buy a proportion only of each shareholder's shares in the target company.

Why are the proportional takeover provisions required?

The Directors consider that shareholders should continue to have the opportunity to approve any proportional takeover bid for the Company.

A proportional takeover bid means that control of a company may pass without its shareholders having the chance to sell all of their shares to the bidder. Shareholders, therefore, may be exposed to the risk of being left as a minority of the Company and the bidder taking control of the Company without paying an adequate premium for gaining control.

The Directors also consider that the proportional takeover provisions may avoid shareholders feeling pressured to accept a proportional takeover bid even if they do not want it to succeed.

In order to deal with this possibility, the Act permits a company, in certain circumstances to provide in its constitution that if a proportional takeover bid is made for shares in the company, shareholders must decide whether to accept or reject the proportional takeover bid.

The benefit of the provision is that shareholders are able to decide collectively whether the proportional takeover bid is acceptable in principle and it may ensure that any proportional takeover bid is appropriately priced.

If the proportional takeover bid does proceed, individual shareholders can then make a separate decision as to whether they wish to accept the offer for their shares.

Notice of Annual General Meeting

What is the effect of the proportional takeover provisions?

If the proportional takeover provisions are renewed and a proportional takeover bid is made, the Directors will be required to seek the approval of shareholders for that proportional takeover bid not less than 15 days before the last day of the bid period. The vote is decided on a simple majority.

Each shareholder who, as at the end of the day on which the first offer under the proportional takeover bid was made, held bid class securities, is entitled to vote, but the bidder and its associates are not allowed to vote (and if they do vote, their votes must not be counted).

If the resolution is not passed, transfers which would have resulted from the acceptance of a proportional takeover bid will not be registered and the proportional takeover bid will be taken to have been withdrawn. Any contracts formed by acceptances will be rescinded. If the resolution is approved (or taken to have been approved), the transfers must be registered provided they comply with the Act and the Constitution.

The proportional takeover bid will be taken to have been approved if the resolution is not considered within the 14-day deadline specified in the Act. However, the Directors will breach the Act if they fail to ensure the resolution is considered.

The proportional takeover provisions do not apply to full takeover bids and will only apply for a period of three years commencing on the day Resolution 7 is passed unless again renewed by a special resolution passed by shareholders.

Potential advantages and disadvantages

While the renewal of rule 77 will allow the Directors to ascertain shareholders' views on a proportional takeover bid, the Directors consider that the proportional takeover provisions have no potential advantages or disadvantages to the Directors who remain free to make a recommendation on whether a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for shareholders include:

- that shareholders (other than the bidder and its associates) have an opportunity to consider a proportional takeover bid which may assist in ensuring that the proportional takeover bid is attractive to a majority of shareholders;
- the provisions may discourage the making of a proportional takeover bid which may be considered to be opportunistic and may prevent control of the Company passing without the payment of an appropriate control premium;
- the provisions may assist shareholders avoid being locked into a minority interest in the Company;
- the provisions may increase shareholders' bargaining power and may assist in ensuring that any proportional takeover bid is appropriately priced; and
- knowing the view of the majority of shareholders may assist each individual shareholder assess the likely outcome of the proportional takeover bid and whether to accept or reject that bid.

The potential disadvantages of the proportional takeover provisions for shareholders include:

- may discourage proportional takeover bids and may reduce any speculative element in the market price of the Company's shares arising from a proportional takeover bid being made;
- shareholders may lose an opportunity of selling some of their shares at a premium;
- may reduce the likelihood of a proportional takeover bid being successful; and
- the renewal of rule 77 may also be considered an additional restriction on the ability of shareholders to deal freely with their shares.

The Directors consider that the potential advantages for shareholders of the proportional takeover provisions outweigh the potential disadvantages of the proportional takeover provisions.

Review of advantages and disadvantages

There have been no full or proportional takeover bids for the Company while the proportional takeover provisions have been in operation. Accordingly, there is no example against which the advantages or disadvantages of the proportional takeover provisions may be assessed. However, the Directors believe

Notice of Annual General Meeting

that the potential advantages of the proportional takeover provisions operating for the next three years outweigh the possible disadvantages.

No present acquisition proposals

As at the date this Notice of Meeting was prepared, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 7.

Notice of Annual General Meeting

Attachment A

Notice of Nomination of Auditor – Jumbo Interactive Limited

10 October 2022

The Directors
Jumbo Interactive Limited
Level 1
601 Coronation Drive
Toowong QLD 4066

Dear Directors,

NOMINATION OF ERNST & YOUNG AS AUDITOR OF JUMBO INTERACTIVE LIMITED (ACN 009 189 128)

I, Mike Veverka, being a shareholder of Jumbo Interactive Limited, nominate Ernst & Young for the appointment as auditor of Jumbo Interactive Limited at its 2022 Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an attachment to the Notice of Meeting and Explanatory Memorandum for the 2022 Annual General Meeting of Jumbo Interactive Limited as required by section 328B(3) of the Corporations Act 2001 (Cth).

Yours faithfully,



Mike Veverka

Attachment B

Text of Rule 77 of the Company's constitution.

77. Takeover approval provisions

Subject to the provisions of the *Corporations Act*, where offers have been made for shares in the Company under a takeover bid and each such offer relates to a proportion of these shares in the Company included in a class of shares being a proportion that is the same in respect of each offer (**Takeover Bid**) the Directors shall refuse to register a transfer giving effect to a contract resulting from the acceptance of any offer pursuant to the Takeover Bid unless the provisions of this Rule have been complied with:

- (a) the Directors shall convene a Meeting of the Company to be held in accordance with this Constitution on a day which is not less than fifteen (15) days prior to the end of the period during which the offers made pursuant to the Takeover Bid remain open:
- (b) at the Meeting referred to the Members entitled to vote in accordance with Rule 77(c) shall consider and vote on a resolution approving the Takeover Bid which resolution shall be taken to have been passed if the votes cast in favour of the resolution exceed fifty per centum (50%) of all votes validly passed in respect of the resolution; and
- (c) for the purposes of the resolution referred to in Rule 77(b) a person (other than the offeror under the Takeover Bid or a person associated within the meaning of the *Corporations Act* with the bidder) who, as at 5.00pm on the day on which the first offer under the Takeover Bid was made, held shares included in the class of shares the subject of the Takeover Bid is entitled to vote and despite anything contained in this Constitution shall have one vote for each such share held.



JUMBO
Jumbo Interactive Limited
ABN 66 009 189 128

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

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEST) on Tuesday, 8 November 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

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Online:

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

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

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

By Mail:

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

By Fax:

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



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

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

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

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Jumbo Interactive Limited hereby appoint

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the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Jumbo Interactive Limited to be held at Level 1, 601 Coronation Drive, Toowong, QLD 4066 and virtually via <https://meetnow.global/MWK7ZR7> on Thursday, 10 November 2022 at 11:00am (AEST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 2, 3, 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 2, 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 2, 3, 4 and 5 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Re-election of Giovanni Rizzo as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approve issue of STI Director Rights to Mike Veverka	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approve issue of LTI Director Rights to Mike Veverka	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approve increase to NED Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approve appointment of Ernst & Young as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approve renewal of Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

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Computershare



ONLINE MEETING GUIDE



GETTING STARTED

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

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

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

PARTICIPATING AT THE MEETING

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

Search for meeting

Australia

Filter

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

To register as a shareholder

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

Shareholder

Invitation

Guest

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

SRN/HIN

eg. X1234567890

Country

Australia

Post Code

eg. 0123

SIGN IN

or To register as a proxyholder

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

Shareholder

Invitation

Guest

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

Invite Code

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

SIGN IN

or To register as a guest

Select 'Guest' and enter your details.

Shareholder

Invitation

Guest

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

First Name *

Last Name *

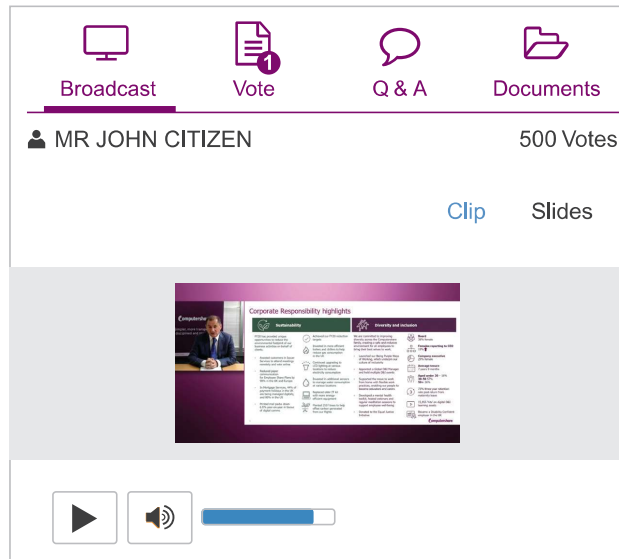
Email

Company Name

SIGN IN



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

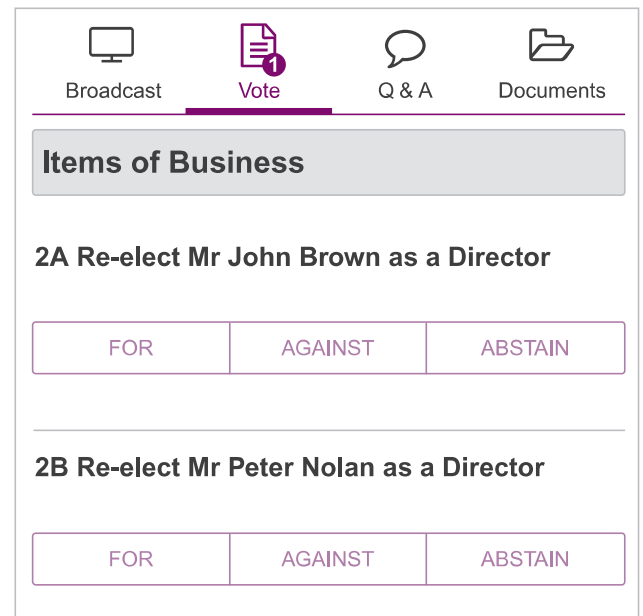


Vote

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

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

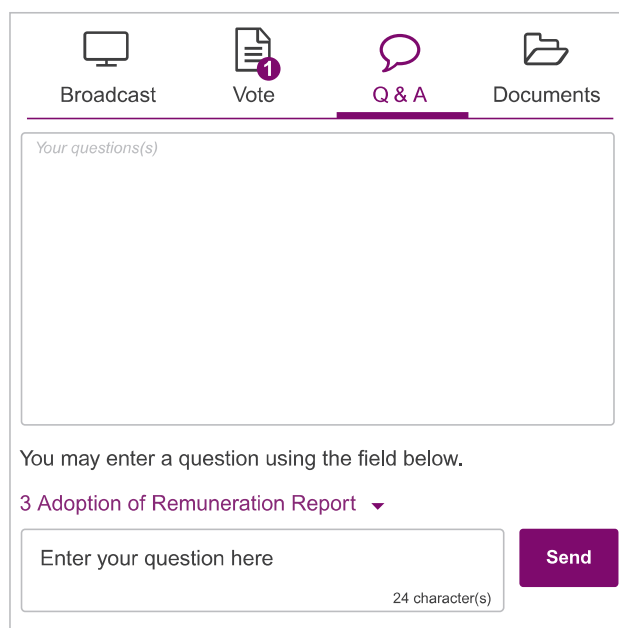
To change your vote, select 'Click here to change your vote' and press a different option to override.



Q & A

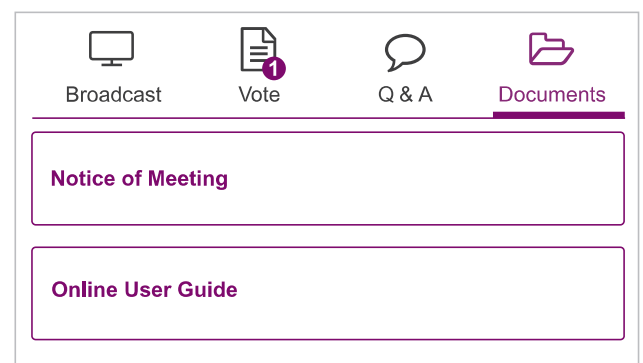
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

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



Documents

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



FOR ASSISTANCE

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