



Jumbo Interactive Ltd

ABN 66 009 189 128 (ASX: JIN)

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24 September 2021

Australian Securities Exchange
Companies Announcements Platform
20 Bridge Street
Sydney NSW 2000



Jumbo Interactive Limited (ASX: JIN)

2021 Annual General Meeting – Notice of Meeting

Attached are the following documents in respect of the 2021 Annual General Meeting of Jumbo Interactive Limited to be held on Thursday, 28 October 2021 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 forwarded to shareholders today.

This announcement was authorised for release by the Company Secretary.

For further information:

Media: Mike Veverka, CEO and Executive Director, +61 7 3831 3705, media@jumbointeractive.com

Investors/Analysts: Jatin Khosla, Investor Relations, +61 428 346 792, jatink@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 ~150 employees creating engaging and entertaining lottery experiences for its global player base.

For more information about Jumbo Interactive, please visit www.jumbointeractive.com.



Notice of Annual General Meeting and Explanatory Memorandum

Jumbo Interactive Limited ACN 009 189 128

Date of Meeting: Thursday 28 October 2021

Time of Meeting: 11:00am (Brisbane time)

Place of Meeting: The Meeting will be conducted as a virtual meeting –
<https://web.lumiagm.com/338899298>



24 September 2021

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 2021 Annual General Meeting (**AGM**) of the Company. Enclosed is the Notice of Meeting setting out the business of the AGM.

Jumbo's 2021 AGM will be held on Thursday 28 October 2021 commencing at 11.00am (Brisbane time) by way of a virtual meeting using the Lumi platform (<https://web.lumiagm.com/338899298>).

Jumbo continues to monitor the ongoing risks from the COVID-19 disease outbreak. In the interests of the health and safety of shareholders, our people and other potential attendees and given the uncertainty regarding the rules which may be in place at the time of the meeting relating to in-person gatherings, the Board has decided to hold this year's meeting as an online (virtual) meeting.

Our virtual AGM will provide you with similar opportunities online as you would have attending a meeting in person. 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 AGM are set out in the attached Notice of Meeting and in the Computershare Online User Guide (www.computershare.com.au/onlinemeetingguide).

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/onlinemeetingguide

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 2021 at the meeting.

For further information please also refer to the 2021 Annual Report, which is available on Jumbo's website (<https://www.jumbointeractive.com/dist/src/assets/pdf/2021.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 2021 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 28 October 2021

Time: 11.00am, Brisbane time

Venue: By virtual meeting (<https://web.lumiagm.com/338899298>)

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 in the AGM 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/onlinemeetingguide

It is recommended that shareholders log in to the online platform at least 15 minutes prior to the scheduled start time for 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 2021.

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 2021 on the Company's website at <https://www.jumbointeractive.com/dist/src/assets/pdf/2021.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.

Notice of Annual General Meeting

ITEMS FOR APPROVAL

Resolution 1. Re-election of Director – Professor Sharon Christensen

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

“That Sharon Christensen, 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 2021 be adopted.”

The Remuneration Report is contained in the 2021 Annual Report (available at <https://www.jumbointeractive.com/dist/src/assets/pdf/2021.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 2021 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 7,319 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 2021 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 23,419 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 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.”

Voting Exclusion Statement

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

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

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

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

Notice of Annual General Meeting

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

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

Resolution 5. Issue of Special 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 16,393 Special LTI Director Rights to Mike Veverka, CEO and Director of the Company, as a one-off recognition of effort in relation to the renegotiation of the Company's reseller agreements with Tabcorp, 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 5 by or on behalf of:

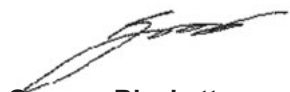
- a. Mr Mike Veverka; or
- b. an associate of Mike Veverka.

However, this does not apply to a vote cast in favour of Resolution 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 54 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 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.

BY ORDER OF THE BOARD



Graeme Blackett
Company Secretary
24 September 2021

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 26 October 2021 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 26 October 2021. 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 26 October 2021, 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

It is intended that 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 21 October 2021. 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;
- 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; and
- a reply paid envelope for you to return either or both the proxy form and AGM Question Form.

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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 28 October 2021 commencing at 11.00 am (Brisbane time).

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

- a) from their computers, by entering the URL in their browser: <https://web.lumiagm.com/338899298>;
- b) from their mobile phones by entering the URL in their browser: <https://web.lumiagm.com/338899298>; or
- c) by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

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 and 5 are ordinary resolutions, which require a simple majority of votes cast by shareholders present and entitled to vote on the resolution. Resolution 2, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolution 1. Re-Election of Director – Professor Sharon Christensen

Sharon Christensen was appointed as an independent non-executive Director of the Company on 1 September 2019. In accordance with Rule 40.1 of the Constitution, Professor Christensen 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 Professor Christensen, then she 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 Professor Christensen was elected only two years ago, the other directors (aside from the Managing Director) were elected in 2020, and so she is the longest director serving in office since their last election.

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

Professor Christensen is Chair of the People and Culture Committee and a member of the Audit and Risk Management Committee

Professor Christensen has over 30 years of commercial, legal and regulatory experience and is a research leader in regulatory responses to digital innovation and disruption. Most recently, Sharon was a Non-Executive Director of Property Exchange Australia Ltd, the operator of the national online property exchange network. Sharon is currently a professor at the Queensland University of Technology and consults exclusively for Gadens Lawyers. She is widely regarded as one of Australia's leading commercial and property law academics.

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The Board supports the re-election of Sharon Christensen as she contributes to the Board significant experience in the areas of Regulatory and Public Policy, Corporate Governance, Corporate Transactions and Digital Technology and Innovation.

Recommendation

For the reasons set out above, the Directors, with Sharon Christensen 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/2021.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 the 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 80% of the Financial STI and 45% 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.

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.

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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	7,319 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 \$17.08 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 2021.
	Grant Date	30 June 2021
	Vesting conditions	To remain employed within the Jumbo Interactive Limited group.
	Vesting Date	30 June 2022 (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	- Each STI Director Rights 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 2023.
10.13.5	The date on which the entity will issue the securities, which must be no more than one month after the date of the meeting	Following shareholder approval, the Company will issue the STI Director Rights as soon as practicable and no later than one month after the date of the AGM.
10.13.6	The price or other consideration the entity will receive for the issue	No funds will be raised from the issue of STI Director Rights.
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.

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10.13.8	If the person is a director and therefore a related party under Listing Rule 10.11.1 and the amount is intended to remunerate the director, details, including the amount, of the director's current remuneration package	Mike Veverka's total remuneration opportunity for the current financial year totals \$1,600,000 which is constituted by: \$800,000 cash salary including 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 \$1,600,000 – Total Refer to the Remuneration Report in the Annual Report 2021 for further details
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 considers that the award of securities to Mike Veverka is an appropriate incentive in the best interests of Jumbo Interactive Limited and therefore recommends (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.

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.

Notice of Annual General Meeting

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	23,419 LTI Director Rights
10.13.4	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	
	<i>Price</i>	Deemed to be \$17.08 per LTI Director Right. This is the VWAP of the underlying securities during the 10 trading day period prior to the financial year ended 30 June 2021.
	<i>Grant Date</i>	1 July 2021
	<i>Vesting conditions</i>	- The market price of Jumbo Interactive Limited shares to be equal to or greater than \$20.17 as at 30 June 2024, where the market price is the VWAP of the underlying securities during the preceding 90 day trading day period less any dividends paid between the grant date and the vesting date; and - To remain employed within the Jumbo Interactive Limited group.
	<i>Vesting Date</i>	1 July 2024 (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.
	<i>Expiry Date:</i>	1 July 2025
	<i>Terms</i>	- 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.

Notice of Annual General Meeting

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	Mike Veverka's total remuneration opportunity for the current financial year totals \$1,600,000 which is constituted by: \$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 \$1,600,000 – Total Refer to the Remuneration Report in the Annual Report 2021 for further details
10.13.10	Voting Exclusion Statement	A voting exclusion statement is set out for this item in the Notice of Meeting.

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

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

Recommendation

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

Resolution 5. Issue of Special LTI Director Rights to Mike Veverka

Background

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

The core value of the Company has been underpinned by the reseller agreements the Company has with Tabcorp Holdings Limited and its associated subsidiaries (**Tabcorp**). The agreements had been for a period of 5 years and in early 2020, investor feedback indicated that the term of the agreements was a consideration in ongoing investment, there being a risk whether the agreements would be extended beyond their expiry date. In turn, this had the impact of weighing down the Company's share price.

In early 2020, Tabcorp sought to renegotiate early the reseller agreements which were due to expire in May 2022. As announced to the ASX on 25 August 2020, the Company successfully renegotiated the reseller agreements with Tabcorp, one of the key outcomes being a 10-year term (expiring on 25 August 2030).

As this represented an excellent outcome for the Company and for shareholders and addressed investor concerns, the Board proposed to award the relevant executives involved in the negotiations with the issue of a special long-term incentive.

Notice of Annual General Meeting

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.

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 5, the Company will be able to proceed with the issue of Special LTI Director Rights to Mike Veverka on the terms and conditions as set out in this Notice.

If shareholders do not approve Resolution 5, the proposed issue of Special 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	16,393 Special 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 \$12.20 per Special LTI Director Right. This is the VWAP of the underlying securities during the 90 trading day period from 1 July 2020 to 4 November 2020.
	Grant Date	17 December 2020
	Vesting conditions	• The market price of Jumbo Interactive Limited shares to be equal to or greater than \$16.24 as at 4 November 2023, where the market price is the VWAP of the underlying securities during the 90 day trading day period from 1 July 2023 up to and including 4 November 2023. • To remain employed within the Jumbo Interactive Limited group.
	Vesting Date	• 4 November 2023 (Vesting Date) • Should Mr Veverka exit the business prior to the Vesting Date, then Mr Veverka will forfeit his ownership of the Special LTI Director Rights. This forfeiture is subject to a good leaver's clause which gives the Board the discretion to award the Special LTI Director Rights in cash in certain circumstances.
	Expiry Date:	None

Notice of Annual General Meeting

	Terms	- Each Special LTI Director Right is exercisable into 1 share. - The Company will seek quotation of Shares issued upon exercise of the Special 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 Special 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 Special 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 Special 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	Mike Veverka's total remuneration opportunity for the current financial year totals \$1,600,000 which is constituted by: \$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 \$1,600,000 – Total Refer to the Remuneration Report in the Annual Report 2021 for further details
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 5, if passed, will provide approval for this purpose in relation to both the Special 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 considers that the award of securities to Mike Veverka is an appropriate incentive in the best interests of Jumbo Interactive Limited and therefore recommends (with Mr Veverka abstaining from making a recommendation) that shareholders vote in favour of Resolution 5.



JUMBO
Jumbo Interactive Limited
ABN 66 009 189 128

JIN

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

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 AM (AEST) on Tuesday, 26 October 2021.**

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 under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

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

By Mail:

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

By Fax:

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



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

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

☐

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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of JUMBO INTERACTIVE LIMITED hereby appoint

☐

the Chairman
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of JUMBO INTERACTIVE LIMITED to be held virtually at web.lumiagm.com/338899298 on Thursday, 28 October 2021 at 11:00 AM (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 Items 2, 3, 4 & 5 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 3, 4 & 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 Items 2, 3, 4 & 5 by marking the appropriate box in step 2.

Step 2

Item 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
1 Re-election of Professor Sharon Christensen as a Director	☐	☐	☐
2 Remuneration Report	☐	☐	☐
3 Approve issue of STI Director Rights to Mike Veverka	☐	☐	☐
4 Approve issue of LTI Director Rights to Mike Veverka	☐	☐	☐
5 Approve issue of Special LTI Director Rights to Mike Veverka	☐	☐	☐

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

J I N

2 8 0 5 8 3 A



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://web.lumiagm.com> 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:

Meeting ID

Meeting ID as provided in the Notice of Meeting.

Australian Residents

- > **Username**
(SRN or HIN) and
- > **Password**
(postcode of your registered address).

Overseas Residents

- > **Username**
(SRN or HIN) and
- > **Password**
(three-character country code)
e.g. New Zealand - **NZL**;
United Kingdom - **GBR**;
United States of America - **USA**; Canada - **CAN**.

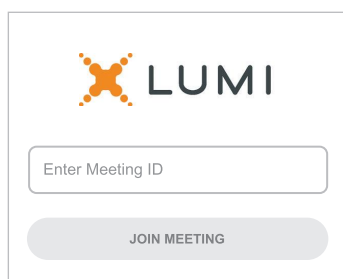
A full list of country codes is provided at the end of this guide.

Appointed Proxies

To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

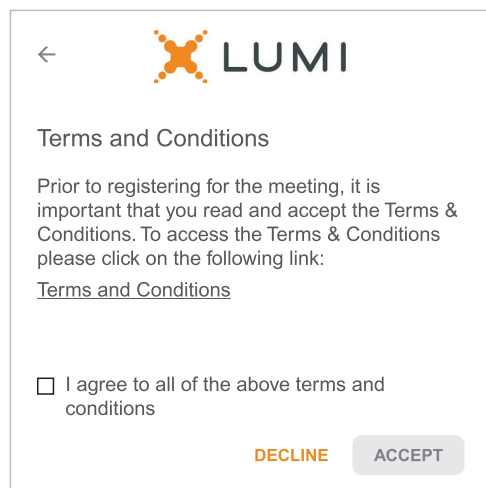
PARTICIPATING AT THE MEETING

- 1 To participate in the meeting, you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.



The image shows a mobile app interface for LUMI. At the top is the LUMI logo, which consists of an orange 'X' made of dots followed by the word 'LUMI' in bold black capital letters. Below the logo is a text input field with the placeholder text 'Enter Meeting ID'. At the bottom of the screen is a grey button with the text 'JOIN MEETING' in white capital letters.

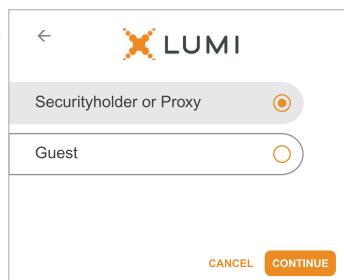
- 2 To proceed into the meeting, you will need to read and accept the Terms and Conditions.



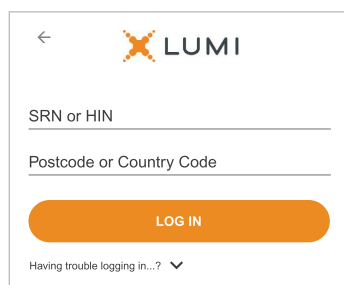
The image shows a mobile app interface for LUMI displaying the Terms and Conditions. At the top is a back arrow and the LUMI logo. Below the logo is the heading 'Terms and Conditions'. The text reads: 'Prior to registering for the meeting, it is important that you read and accept the Terms & Conditions. To access the Terms & Conditions please click on the following link:'. Below this text is a link labeled 'Terms and Conditions'. At the bottom, there is a checkbox with the text 'I agree to all of the above terms and conditions'. To the right of the checkbox are two buttons: 'DECLINE' in orange and 'ACCEPT' in a grey button.

3 Select the relevant log in option to represent yourself in the meeting.
Note that only Securityholders and Proxies can vote and ask questions in the meeting.

To register as a securityholder, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.

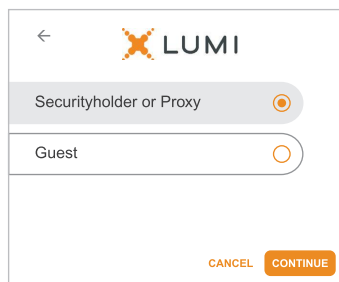


The screenshot shows the LUMI login interface. At the top is a back arrow and the LUMI logo. Below are two radio button options: 'Securityholder or Proxy' (selected) and 'Guest'. At the bottom are 'CANCEL' and 'CONTINUE' buttons.

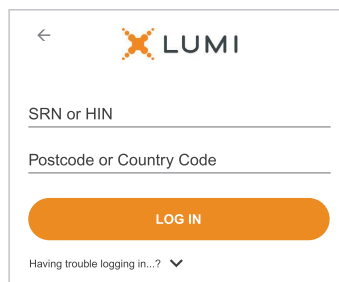


This screenshot shows the next step in the login process for a securityholder. It includes input fields for 'SRN or HIN' and 'Postcode or Country Code', a 'LOG IN' button, and a link for 'Having trouble logging in...?'.

OR To register as a proxyholder, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.

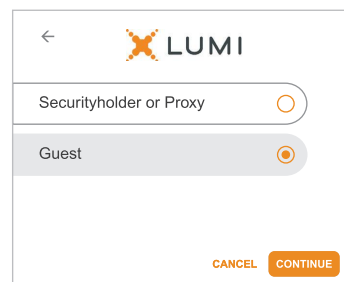


The screenshot shows the LUMI login interface. At the top is a back arrow and the LUMI logo. Below are two radio button options: 'Securityholder or Proxy' (selected) and 'Guest'. At the bottom are 'CANCEL' and 'CONTINUE' buttons.

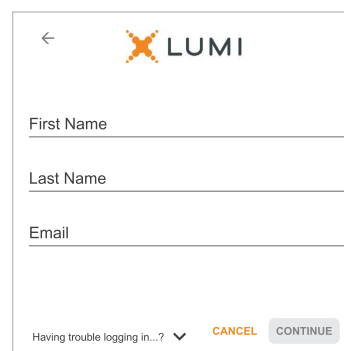


This screenshot shows the next step in the login process for a proxyholder. It includes input fields for 'SRN or HIN' and 'Postcode or Country Code', a 'LOG IN' button, and a link for 'Having trouble logging in...?'.

OR To register as a guest, select 'Guest' and enter your name and email address.

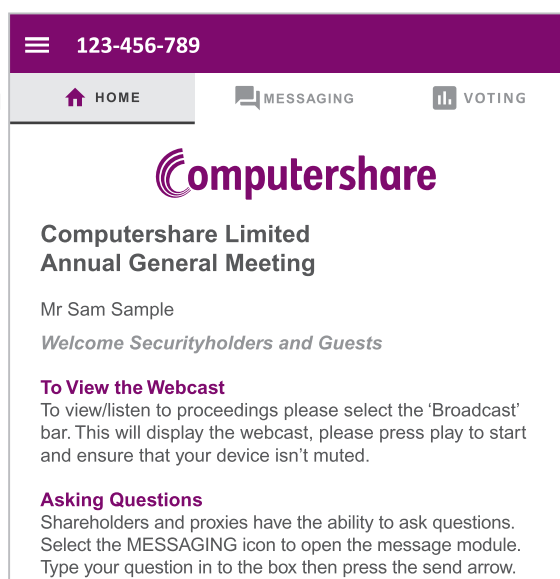


The screenshot shows the LUMI login interface. At the top is a back arrow and the LUMI logo. Below are two radio button options: 'Securityholder or Proxy' and 'Guest' (selected). At the bottom are 'CANCEL' and 'CONTINUE' buttons.



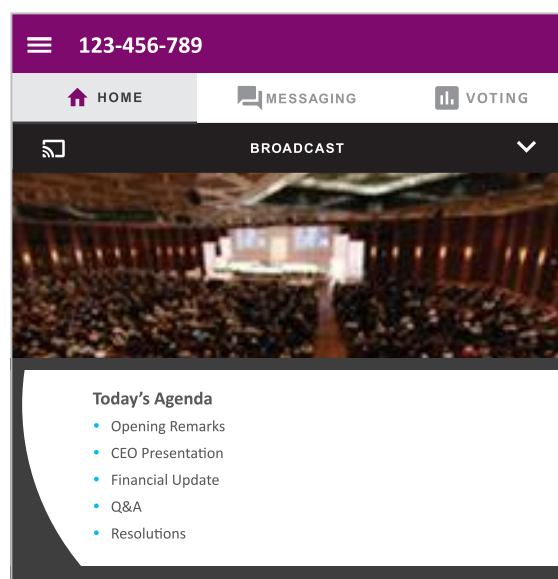
This screenshot shows the next step in the login process for a guest. It includes input fields for 'First Name', 'Last Name', and 'Email', a 'LOG IN' button, and a link for 'Having trouble logging in...?'.

4 Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.



The screenshot shows the home page of the Computershare LUMI app. The top navigation bar includes a menu icon, the phone number '123-456-789', and icons for 'HOME', 'MESSAGING', and 'VOTING'. The main content area displays the 'Computershare' logo, the meeting title 'Computershare Limited Annual General Meeting', the user name 'Mr Sam Sample', and a welcome message. Below this is a section titled 'To View the Webcast' with instructions, and another section titled 'Asking Questions' with instructions.

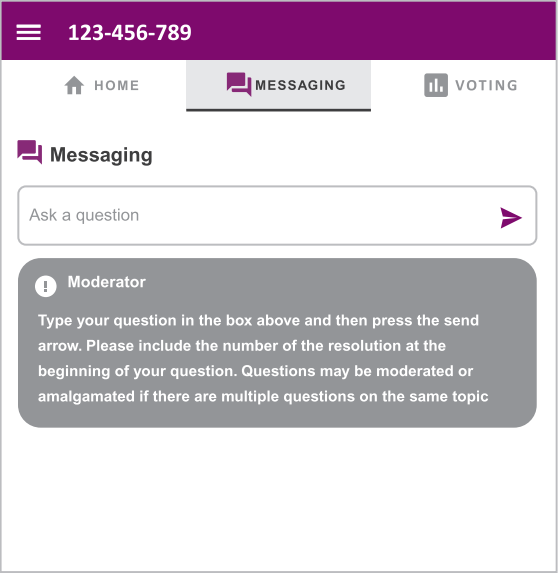
5 To view the webcast you must tap the broadcast arrow on your screen and press the play button. Click the arrow to switch between screens.



This screenshot shows the same home page as the previous one, but with a 'BROADCAST' overlay. The overlay features a video player showing a large audience in a conference hall. Below the video player is a section titled 'Today's Agenda' with a list of items: 'Opening Remarks', 'CEO Presentation', 'Financial Update', 'Q&A', and 'Resolutions'.

6 To ask a question tap on the question icon , type your question in the chat box at the top of the screen and select the send icon. Confirmation that your message has been received will appear.

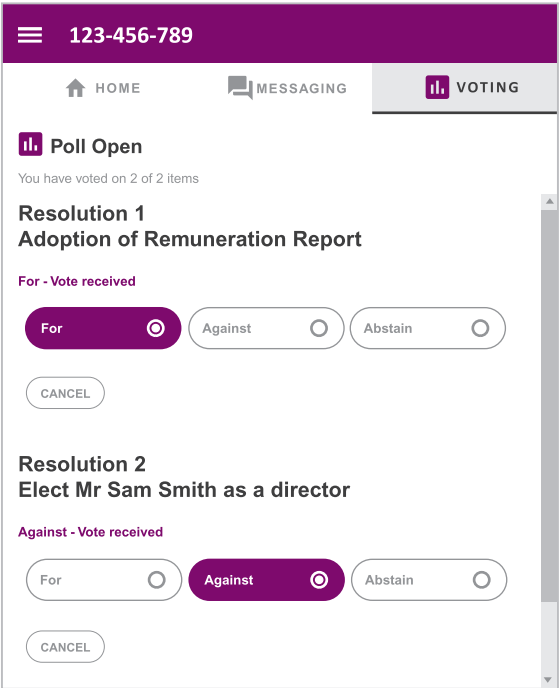
To ask a question verbally follow the instructions on the home page  of the virtual meeting platform.



7 When the Chair declares the poll open:

- > A voting icon  will appear on screen and the meeting resolutions will be displayed
- > To vote, select one of the voting options. Your response will be highlighted
- > To change your vote, simply select a different option to override

The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



Icon descriptions

	Home page icon, displays meeting information.
	Questions icon, used to ask questions.
	Voting icon, used to vote. Only visible when the Chair opens the poll.
	The broadcast bar allows you to view and listen to the proceedings.

FOR ASSISTANCE

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

COUNTRY CODES

Select your country code from the list below and enter it into the password field.

ABW	ARUBA	ECU	ECUADOR	LIE	LIECHTENSTEIN	SEN	SENEGAL
AFG	AFGHANISTAN	EGY	EGYPT	LKA	SRI LANKA	SGP	SINGAPORE
AGO	ANGOLA	ERI	ERITREA	LSO	LESOTHO	SGS	STH GEORGIA & STH SANDWICH ISL
AIA	ANGUILLA	ESH	WESTERN SAHARA	LTU	LITHUANIA	SHN	ST HELENA
ALA	ALAND ISLANDS	ESP	SPAIN	LUX	LUXEMBOURG	SJM	SVALBARD & JAN MAYEN
ALB	ALBANIA	EST	ESTONIA	LVA	LATVIA	SLB	SOLOMON ISLANDS
AND	ANDORRA	ETH	ETHIOPIA	MAC	MACAO	SLE	SIERRA LEONE
ANT	NETHERLANDS ANTILLES	FIN	FINLAND	MAF	ST MARTIN	SLV	EL SALVADOR
ARE	UNITED ARAB EMIRATES	FJI	FIJI	MAR	MOROCCO	SMR	SAN MARINO
ARG	ARGENTINA	FLK	FALKLAND ISLANDS (MALVINAS)	MCO	MONACO	SOM	SOMALIA
ARM	ARMENIA	FRA	FRANCE	MDA	MOLDOVA REPUBLIC OF	SPM	ST PIERRE AND MIQUELON
ASM	AMERICAN SAMOA	FRO	FAROE ISLANDS	MDG	MADAGASCAR	SRB	SERBIA
ATA	ANTARCTICA	FSM	MICRONESIA	MDV	MALDIVES	STP	SAO TOME AND PRINCIPE
ATF	FRENCH SOUTHERN TERRITORIES	GAB	GABON	MEX	MEXICO	SUR	SURINAME
ATG	ANTIGUA AND BARBUDA	GBR	UNITED KINGDOM	MHL	MARSHALL ISLANDS	SVK	SLOVAKIA
AUS	AUSTRALIA	GEO	GEORGIA	MKD	MACEDONIA FORMER YUGOSLAV REP	SVN	SLOVENIA
AUT	AUSTRIA	GGY	GUERNSEY	MLI	MALI	SWE	SWEDEN
AZE	AZERBAIJAN	GHA	GHANA	MLT	MALTA	SWZ	SWAZILAND
BDI	BURUNDI	GIB	GIBRALTAR	MMR	MYANMAR	SYC	SEYCHELLES
BEL	BELGIUM	GIN	GUINEA	MNE	MONTENEGRO	SYR	SYRIAN ARAB REPUBLIC
BEN	BENIN	GLP	GUADELOUPE	MNG	MONGOLIA	TCA	TURKS AND CAICOS ISLANDS
BFA	BURKINA FASO	GMB	GAMBIA	MNP	NORTHERN MARIANA ISLANDS	TCD	CHAD
BGD	BANGLADESH	GNB	GUINEA-BISSAU	MOZ	MOZAMBIQUE	TGO	TOGO
BGR	BULGARIA	GNQ	EQUATORIAL GUINEA	MRT	MAURITANIA	THA	THAILAND
BHR	BAHRAIN	GRC	GREECE	MSR	MONTSERRAT	TJK	TAJIKISTAN
BHS	BAHAMAS	GRD	GRENADA	MTQ	MARTINIQUE	TKL	TOKELAU
BIH	BOSNIA & HERZEGOVINA	GRL	GREENLAND	MUS	MAURITIUS	TKM	TURKMENISTAN
BLM	ST BARTHELEMY	GTM	GUATEMALA	MWI	MALAWI	TLS	EAST TIMOR DEMOCRATIC REP OF
BLR	BELARUS	GUF	FRENCH GUIANA	MYS	MALAYSIA	TMP	EAST TIMOR
BLZ	BELIZE	GUM	GUAM	MYT	MAYOTTE	TON	TONGA
BMU	BERMUDA	GUY	GUYANA	NAM	NAMIBIA	TTO	TRINIDAD & TOBAGO
BOL	BOLIVIA	HKG	HONG KONG	NCL	NEW CALEDONIA	TUN	TUNISIA
BRA	BRAZIL	HMD	HEARD AND MCDONALD ISLANDS	NER	NIGER	TUR	TURKEY
BRB	BARBADOS	HND	HONDURAS	NFK	NORFOLK ISLAND	TUV	TUVALU
BRN	BRUNEI DARUSSALAM	HRV	CROATIA	NGA	NIGERIA	TWN	TAIWAN
BTN	BHUTAN	HTI	HAITI	NIC	NICARAGUA	TZA	TANZANIA UNITED REPUBLIC OF
BUR	BURMA	HUN	HUNGARY	NIU	NIUE	UGA	UGANDA
BVT	BOUVET ISLAND	IDN	INDONESIA	NLD	NETHERLANDS	UKR	UKRAINE
BWA	BOTSWANA	IMN	ISLE OF MAN	NOR	NORWAY	UMI	UNITED STATES MINOR OUTLYING
CAF	CENTRAL AFRICAN REPUBLIC	IND	INDIA	NPL	NEPAL	URY	URUGUAY
CAN	CANADA	IOT	BRITISH INDIAN OCEAN TERRITORY	NRU	NAURU	USA	UNITED STATES OF AMERICA
CKK	COCOS (KEELING) ISLANDS	IRL	IRELAND	NZL	NEW ZEALAND	UZB	UZBEKISTAN
CHE	SWITZERLAND	IRN	IRAN ISLAMIC REPUBLIC OF	OMN	OMAN	VAT	HOLY SEE (VATICAN CITY STATE)
CHL	CHILE	IRQ	IRAQ	PAK	PAKISTAN	VCT	ST VINCENT & THE GRENADINES
CHN	CHINA	ISL	ICELAND	PAN	PANAMA	VEN	VENEZUELA
CIV	COTE D'IVOIRE	ISM	BRITISH ISLES	PCN	PITCAIRN ISLANDS	VGB	BRITISH VIRGIN ISLANDS
CMR	CAMEROON	ISR	ISRAEL	PER	PERU	VIR	US VIRGIN ISLANDS
COD	CONGO DEMOCRATIC REPUBLIC OF	ITA	ITALY	PHL	PHILIPPINES	VNM	VIETNAM
COG	CONGO PEOPLES REPUBLIC OF	JAM	JAMAICA	PLW	PALAU	VUT	VANUATU
COK	COOK ISLANDS	JER	JERSEY	PNG	PAPUA NEW GUINEA	WLF	WALLIS AND FUTUNA
COL	COLOMBIA	JOR	JORDAN	POL	POLAND	WSM	SAMOA
COM	COMOROS	JPN	JAPAN	PRI	PUERTO RICO	YEM	YEMEN
CPV	CAPE VERDE	KAZ	KAZAKHSTAN	PRK	KOREA DEM PEOPLES REPUBLIC OF	YMD	YEMEN DEMOCRATIC
CRI	COSTA RICA	KEN	KENYA	PRT	PORTUGAL	YUG	YUGOSLAVIA SOCIALIST FED REP
CUB	CUBA	KGZ	KYRGYZSTAN	PRY	PARAGUAY	ZAF	SOUTH AFRICA
CXR	CHRISTMAS ISLAND	KHM	CAMBODIA	PSE	PALESTINIAN TERRITORY OCCUPIED	ZAR	ZAIRE
CYM	CAYMAN ISLANDS	KIR	KIRIBATI	PYF	FRENCH POLYNESIA	ZMB	ZAMBIA
CYP	CYPRUS	KNA	ST KITTS AND NEVIS	QAT	QATAR	ZWE	ZIMBABWE
CZE	CZECH REPUBLIC	KOR	KOREA REPUBLIC OF	REU	REUNION		
DEU	GERMANY	KWT	KUWAIT	ROU	ROMANIA		
DJI	DJIBOUTI	LAO	LAO PDR	RUS	RUSSIAN FEDERATION		
DMA	DOMINICA	LBN	LEBANON	RWA	RWANDA		
DNK	DENMARK	LBR	LIBERIA	SAU	SAUDI ARABIA KINGDOM OF		
DOM	DOMINICAN REPUBLIC	LBY	LIBYAN ARAB JAMAHIRIYA	SCG	SERBIA AND MONTENEGRO		
DZA	ALGERIA	LCA	ST LUCIA	SDN	SUDAN		