Corporate Governance Statement 2026

JUMBO

For the year ended 30 June 2025
Jumbo Interactive Limited
ABN 66 009 189 128

Introduction

Jumbo Interactive Limited (**Jumbo**), together with its subsidiaries (collectively, **the Group**) is committed to good corporate governance and this Corporate Governance Statement documents the Group's compliance with the Fourth Edition of the ASX Corporate Governance Council's Principles and Recommendations (**CG Principles**) during the 2026 Financial Year.

This Corporate Governance Statement is current as of 27 August 2026 and has been approved by the Board of Directors of Jumbo (**the Board**).

Policies, Reports and Charters referred to in this document can be viewed at Jumbo's Corporate Governance Website, accessible at https://www.jumbointeractive.com/corporate-governance/.

Contents

Definitions

Capitalised terms in this Corporate Governance Statement have the following meaning:

AGM means annual general meeting

Annual Report refers to the annual report of the Group for the financial year ending 30 June 2026

ARMC means the Audit and Risk Committee established by the Board

CEO means the Chief Executive Officer of the Group

CFO means the Chief Financial Officer of the Group

Company or **Jumbo** means Jumbo Interactive Limited

Corporations Act means the Corporations Act 2001 (Cth)

Corporate Governance Website means the Group's dedicated corporate governance website which can be found at https://www.jumbointeractive.com/corporate-governance/

Executives means the executive team members of the Group, currently comprising the CEO, CFO, Chief Technology Officer, Chief Operating Officer and Chief People Officer

Group means the Company and its subsidiaries

Management means the CEO, Executive and senior leaders of the Group responsible for the management of the Group

MDC means the Management Disclosure Committee established under the Continuous Disclosure Policy referred to in Recommendation 5.1

Principles and Recommendations means the ASX Corporate Governance Principles and Recommendations (4th Edition)

PCC means the People and Culture Committee established by the Board

Remuneration Report means the 'Remuneration Report' contained in the Director's Report section of the Annual Report

References to the 'year', financial year or FY26 refer to the financial year ended 30 June 2026.

Principle 1

Lay solid foundations for management and oversight

Recommendation 1.1

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

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

The Group recognises the importance of clearly distinguishing the roles of the Board, Executive and Management. This distinction is set out in Jumbo's Board Charter which sets out the respective roles and responsibilities of the Board and Management, including functions expressly reserved to the Board (and committees established by the Board), and those delegated to Management. The Board Charter enables the Board to, among other things:

- set the Group's strategic objectives;
- foster a culture which supports the creation of long term sustainable value;
- ensuring the Group's remuneration framework and policies align with Jumbo's purpose, strategic values and risk appetite;
- monitor the CEO and Executive KMP's implementation of the Group's strategic objectives; and
- set a risk appetite that the Group operates within in the pursuit of reaching the Group's strategic objectives.

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

The Board formally meets at least every 2 months throughout the year, and informally as required to address issues that may arise outside of the regular monthly meetings. Minutes of all Committee meetings are provided to the Board, and the Chair of each Committee reports to the Board after each Committee meeting. This year the Board met formally 15 times, either in person or by videoconference. The number of meetings held by the Board and its committees, and attendances, is detailed in the Director's Report section of the Annual Report.

To effectively discharge its duties and responsibilities, the Board has established two committees:

- Audit and Risk Management Committee (**ARMC**); and
- People and Culture Committee (**PCC**).

More information on these committees can be found at Recommendation 2.1 (PCC) and Recommendation 4.1 (ARMC) of this Corporate Governance Statement.

The Board formally delegates the day-to-day management of the Group's affairs and the implementation of the corporate strategy, policy initiatives and budgets to the CEO and Executives. The CEO and Executives are accountable to the Board and provide information to the Board on those activities, in a form and of a quality required by the Board to enable it to discharge its duties.

The Board Charter is reviewed every two years, was last reviewed and revised in 2025 and the current version can be found on the Corporate Governance Website

Recommendation 1.2

A listed entity should:

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

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

Information about a candidate standing for election or re-election as a Director is provided to shareholders as part of the Notice of Meeting for the Annual General Meeting to enable them to make an informed decision as to whether to elect or re-elect the candidate. Once appointed, material information about the Director (including their skills, qualifications and expertise) is also published on the Corporate Governance Website.

Recommendation 1.3

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

Jumbo provides new Directors with a letter on appointment which details the terms and conditions of their appointment, provides clear guidance on what is required of them, and includes materials to assist with induction into the Group including the Securities Trading Policy, and disclosure of any matters which could affect a Director's independence. Directors are also encouraged to undertake appropriate training and refresher courses which Jumbo facilitates as they assist in the performance of their roles.

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

Executive positions are currently the CEO, CFO, Chief Technology Officer, Chief Operating Officer and Chief People Officer

Recommendation 1.4

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

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The Company Secretary attends all Board and Committee meetings and is responsible for monitoring adherence to Board policy, procedures and governance. The appointment or removal of the Company Secretary is a matter for the Board as a whole, in accordance with the Board Charter and Constitution.

Details of the Group's Company Secretary, along with an overview of their experience and qualifications, are set out in the Directors' Report section of the Annual Report.

Recommendation 1.5

A listed entity should:

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

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

Jumbo recognises the benefits available to the Group through fostering diversity in the workplace including gender, age, ethnicity and cultural background. Jumbo's People & Culture Committee approves the Group's objectives for achieving diversity, equity, inclusion and belonging goals, with the Group's Diversity, Equity, Inclusion and Belonging Commitment (**DEIB Commitment**) detailing the Group's approach to promoting a corporate culture that embraces diversity when selecting, appointing and promoting (where applicable) its employees and Directors. The DEIB Commitment can be found on the Group's Corporate Governance Website. The Group's DEIB Commitment is focused on three priority areas - Equitable Access & Opportunity, Inclusive Culture & Belonging, and Leadership & Capability - as the basis for measurable action. This includes maintaining fair and consistent practices across recruitment, development, reward and progression; fostering a respectful and inclusive working environment that supports collaboration and a strong sense of connection; and building leadership capability to enable balanced decision-making and effective, accountable team environments. Accountability for DEIB sits with the Executive, with oversight provided by the PCC, and progress is monitored through established people metrics as part of broader workforce and performance discussions.

Jumbo maintained a 60% male:40% female gender diverse composition of the Board throughout FY26. This is in line with Jumbo's commitment as a signatory to Hesta's 40:40 Vision to achieve a gender balance of 40/40/20 for Board, Executive and at the Group level by 30 June 2026.

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

Group diversity - FY 2026

	Number	Percentage
Women on the Board	2	40%
Women in Executive KMP positions	1	20%
Women in senior leadership roles (excluding Board and Executive KMP positions)	4	28%
Women employees in the Group	125	41%

Jumbo submitted a Workplace Gender Equality Report for the period 1 April 2025 to 31 March 2026 with the Workplace Gender Equality Agency. The results of that report, including the median gender pay gap, will be published in late 2026 on the Workplace Gender Equality Agency's website at https://www.wgea.gov.au/data-statistics/data-explorer.

Recommendation 1.6

A listed entity should:

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

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

During the reporting period, performance evaluations of the Board, its Committees and individual Directors have been undertaken, in accordance with the Board Performance and Evaluation Protocol.

Recommendation 1.7

A listed entity should:

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

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

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

Principle 2

Structure the board to be effective and add value

Recommendation 2.1

The board of a listed entity should:

a. have a nomination committee which:

1. has at least three members, a majority of whom are independent directors; and
2. is chaired by an independent director,
and disclose:
3. the charter of the committee;
4. the members of the committee; and
5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

b. if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

Given the Group's size, the Board has decided not to establish a separate Nominations Committee. Instead, the responsibilities of the PCC include nomination responsibilities as set out in the PCC Charter. This includes:

- recommending KPI setting and evaluation processes for Directors and the Executive.
- recommending succession plans for Directors and the Executive, including recommending appointments of Directors and the Executive.
- recommending Director and Executive remuneration in line with the Company's remuneration framework and ensuring the remuneration framework encourages behaviours aligned with Jumbo's Core Values.
- overseeing People & Culture policies, including succession planning, culture, engagement, and leadership/organisational capability as drivers of long-term value.

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

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

The PCC Charter is reviewed annually, and the current version can be found on Jumbo's Corporate Governance Website.

Recommendation 2.2

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

Fundamental requirements for Directors are a deep understanding of business management and financial markets, and such experience is complemented where possible with industry knowledge. All Board members meet the fundamental requirements and bring a diverse range of skills and backgrounds. The qualifications, experience and relevant expertise of each Board member and their terms of office are set out in the Directors' Report section of the Group's Annual Report.

The Board has also identified a number of specific skill areas that it considers important for the Board to possess to deliver the Group's strategic objectives. These skills are set out in the Board Skills Matrix below. An assessment of the relevant Director's competency against the relevant board skills and experience matrix is conducted annually and was completed during the reporting period.

Skill / Expertise	Summary	Level of Director competency
Board and Committee Experience	Previous board service or committee leadership in public, private, or non-profit organisations.	Expert, Expert, Competent, Competent, Competent
Executive leadership	Experience in senior leadership roles, including CEO, CFO, or senior executive positions.	Expert, Expert, Expert, Competent, Competent
Corporate Strategy and Organic Growth	Experience in developing and executing business strategies for sustainable growth.	Expert, Expert, Expert, Competent, Competent
Mergers and Acquisitions	Expertise in evaluating, negotiating, and integrating acquisitions.	Expert, Expert, Expert, Competent, Competent
Financial Acumen	Strong financial literacy, including financial reporting, capital management, and audit oversight.	Expert, Competent, Competent, Competent, Competent
Risk Management	Experience in identifying, assessing, and mitigating business and operational risks.	Expert, Competent, Competent, Competent, Competent
Governance and Regulatory Compliance	Understanding of corporate governance frameworks, regulatory environments, and compliance obligations.	Expert, Expert, Expert, Competent, Competent
Cybersecurity and Data Privacy	Knowledge of cybersecurity risks, data protection and privacy obligations, and controls to safeguard information systems and sensitive data.	Competent, Competent, Competent, Competent, Competent

Key		
	Developing	Has general knowledge of, and experience in, the area, with the opportunity to develop through continued exposure and learning.
	Competent	Has extensive experience in, and knowledge of, the area obtained at either a senior leadership or executive level.
	Expert	Recognised as an expert in the area, based on the individual's knowledge and experience gained over an extensive period.

Skill / Expertise	Summary	Level of Director competency
Emerging Technologies and Data Governance	Awareness of emerging technologies and data governance, including the strategic implications of technology-enabled decision-making, automation risks, ethical data use, algorithmic bias, and evolving regulatory obligations.	Competent, Competent, Competent, Competent, Competent
Lottery, Prize Draw, and Responsible Play	Knowledge of the lottery and prize draw sector, including regulatory frameworks, responsible play principles, and the commercial drivers and growth strategies of prize-led businesses.	Expert, Expert, Competent, Competent, Developing
Customer Strategy and Insights	Understanding of customer behaviour, competitive dynamics, and data-driven engagement strategies to drive growth and retention.	Expert, Expert, Competent, Competent, Competent
International and Multi-Jurisdictional Experience	Experience operating, governing or advising organisations across multiple jurisdictions and diverse regulatory, cultural and market environments.	Competent, Competent, Competent, Competent, Competent
People and Culture	Expertise in workforce planning, leadership development, and diversity and inclusion.	Expert, Expert, Competent, Competent, Competent
Stakeholder Engagement and ESG	Experience overseeing shareholder engagement, regulatory relationships and ESG strategy within a listed or regulated environment.	Expert, Competent, Competent, Competent, Competent
Health, Safety & Environment	Experience in overseeing the implementation of health, safety, and wellbeing strategies. Proven ability in the proactive identification and mitigation of physical and psychosocial risks to ensure a safe, high-performance workplace culture.	Competent, Competent, Competent, Competent, Competent

All Directors, apart from the CEO, are subject to re-election by rotation at least every three years at Jumbo's Annual General Meeting.

Recommendation 2.3

A listed entity should disclose:

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

The Board presently comprises four Non-Executive Directors, each considered to be independent:

- Susan Forrester, Chair, appointed 7 September 2020;
- Giovanni Rizzo, appointed 1 January 2019;
- Sharon Christensen, appointed 1 September 2019;
- Michael Malone, appointed 26 September 2024.

Mike Veverka is the only Executive Director and was appointed 8 September 1999. Mike Veverka is not considered independent as he is a substantial Jumbo shareholder and is an executive officer of Jumbo.

Recommendation 2.4

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

The Board's view is that an independent Director is a Non-Executive Director who does not have an interest, position or relationship affecting their independence pursuant to the guidelines set out in Box 2.3 of the Principles and Recommendations. The Board considers that Susan Forrester, Giovanni Rizzo, Sharon Christensen and Michael Malone all meet this criterion, meaning the majority of the Board is comprised of independent directors.

Recommendation 2.5

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

The Chair of the Board is Susan Forrester, an independent Director, who was appointed on 7 September 2020. Mike Ververka holds the position of CEO.

Recommendation 2.6

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

The Board has formalised induction and orientation processes. As part of the Board Performance and Evaluation Protocol, the Board periodically reviews whether there is a need for existing Directors to undertake ongoing professional development and provides opportunities, where appropriate, to maintain the skills and knowledge needed to perform their role as directors effectively.

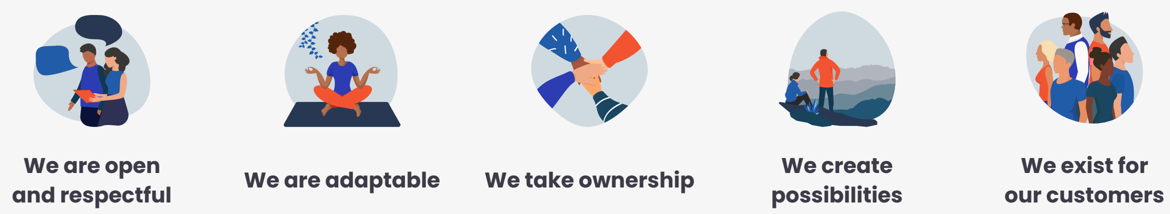
Principle 3

Instil a culture of acting lawfully, ethically and responsibly

Recommendation 3.1

A listed entity should articulate and disclose its values.

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



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

Recommendation 3.2

A listed entity should:

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

Jumbo has a Code of Conduct (**Code**) covering the Directors, Executives and employees of the Group. All Group employees, including Directors and Executives, are required to undertake training, both during onboarding and on an annual basis, regarding the contents, and importance, of the Group's Code, with failure by employees to undertake the training attracting possible employment sanctions.

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

There were no material breaches reported during the reporting period.

The Code is reviewed annually, and the current version can be found on the Group's Corporate Governance Website.

Recommendation 3.3

A listed entity should:

a. have and disclose a whistleblower policy; and
b. ensure that the board or a committee of the board is informed of any material incidents reported under that policy.

The Board has approved a Whistleblower Policy which allows employees who have genuine suspicions about improper conduct to feel safe to report it without fear of reprisal. The Group offers external reporting via its Speak Up Hotline, an independent external whistleblower service provided by Core Integrity, where a whistleblower can, at their election, make a fully anonymous, partially known or known report via QR code and weblink, phone, email or mail. Any material incident reported under the Whistleblower Policy is disclosed to the Board, or a committee of the Board. All Group employees, including Directors and Executives, are required to undertake training, both during onboarding and on an annual basis, regarding the contents, and importance, of the Group's Whistleblower Policy, with failure by employees to undertake the training attracting possible employment sanctions.

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

The Whistleblower Policy is reviewed annually, and the current version can be found on the Group's Corporate Governance Website.

Recommendation 3.4

A listed entity should:

a. have and disclose an anti-bribery and corruption policy; and
b. ensure that the board or a committee of the board is informed of any material breaches of that policy.

Jumbo has an Anti-bribery and Corruption Policy that forms part of the Group's risk management framework. Any material breach of the Anti-bribery and Corruption Policy is disclosed to the Board. All Group employees, including Directors and Executives, are required to undertake training, both during onboarding and on an annual basis, regarding the contents, and importance, of the Group's Anti-bribery and Corruption Policy, with failure by employees to undertake the training attracting possible employment sanctions.

There were no material breaches reported during the reporting period.

The Anti-bribery and Corruption Policy is reviewed annually, and the current version can be found on the Group's Corporate Governance Website

Principle 4

Safeguard the integrity of corporate reports

Recommendation 4.1

The board of a listed entity should:

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

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

Jumbo has an established Audit and Risk Management Committee which operates under a Board approved ARMC Charter. The role of the ARMC is to:

- monitor and review the adequacy of the Group's financial management, systems and controls as well as financial statements and reporting, application of Accounting Standards and significant transactions;
- oversee, review and make recommendations to the Board in relation to the Group's audit responsibilities and function (both internal and external) including appointment and independence of external auditors, review and approval of the annual internal audit plan, evaluation of audit findings and implementation of action plans;
- monitor corporate conduct and the ongoing compliance with laws, regulations and Board policies, and assist the Board with governance, risk management, compliance and implementation of control practices; and
- oversee, review and make recommendations to the Board in relation to the Group's risk management framework, practices and procedures.

The ARMC Charter requires it to have at least three Non-Executive Directors, with a majority being independent. Currently it has four members, being the Non-Executive Directors, Giovanni Rizzo (as the Chair), Susan Forrester, Sharon Christensen and Michael Malone, all of whom are independent and have relevant technical expertise.

The qualifications of the members of the ARMC and meeting attendances are set out in the Directors' Report section of the Annual Report.

In fulfilling its responsibilities, the ARMC in accordance with its usual operating rhythm:

- receives regular reports from Management and the Group's internal and external auditors, including the status of any remediation actions agreed by Management;
- meets with the internal and external auditors four times during the year;
- reviews the processes that the CEO and CFO have in place to support their declaration to the Board in relation to the Group's financial statements and reporting;
- has the opportunity to meet separately with the external auditors at least twice per year in the absence of Management.

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

The ARMC Charter is reviewed every two years, and the current version can be found on the Group's Corporate Governance Website.

Recommendation 4.2

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

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

Recommendation 4.3

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

Periodic corporate reports not subject to external audit (i.e. Corporate Governance Statement, Impact Report and investor presentations) instead undergo a multi-tiered review process. Reports are written by subject matter experts and are reviewed for accuracy and material requirements by staff within departments including, but not limited to the Legal, Finance, People & Culture and Operations teams. The verification processes involve a financial and operational review and include cross checking statements, information and data to original source documents.

All periodic corporate reports released to the market are subject to final sign off and approval by the Executive and the Board.

Principle 5

Make timely and balanced disclosure

Recommendation 5.1

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

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

Under the Continuous Disclosure Policy, Jumbo has established a Management Disclosure Committee (**MDC**), consisting of the CEO, CFO, Head of Corporate Finance and General Counsel, which is responsible for administering Jumbo's continuous disclosure obligations and administering the policy. The MDC also prepares price sensitive continuous disclosure announcements for review and approval of the Board and where necessary, prepares reports to the Board regarding continuous disclosure obligations which have been considered by the MDC.

The Continuous Disclosure Policy is reviewed every two years and the current version can be found on the Corporate Governance Website.

Recommendation 5.2

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

Where possible, the Board reviews and approves all material market announcements prior to their release by the Company. Where this is not possible, authorisation can be provided jointly by the CEO and the Chair of the Board, or the Chair of the ARMC.

The CFO ensures all material market announcements are promptly sent to Board members after they have been released.

Recommendation 5.3

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

The Company provides regular presentations where all investors and shareholders are invited and provided the details to attend. This includes the AGM and the two half yearly financial results briefings. In those instances, the relevant presentation materials are released to the market prior to the start of those presentations.

If the Company gives a new and substantive investor or analyst presentation, the CFO, in consultation with, and with input from, the CEO, has the responsibility for the preparation and release to the ASX of all new and substantive updates to investors and analysts prior to such presentations being made.

Principle 6

Respect the rights of security holders

Recommendation 6.1

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

Jumbo aims to ensure that all shareholders are provided with adequate information about the Group and its activities through the processes set out in the Continuous Disclosure Policy that relate to shareholder communications.

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

The approach to shareholder communications is covered within Jumbo's Continuous Disclosure Policy, which is reviewed every 2 years, with the current version found on the Group's Corporate Governance Website.

Recommendation 6.2

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

The CFO is responsible for the development of a comprehensive investor relations program that facilitates two-way communication with investors. The Investor Relations function forms part of the remit of the CFO and is responsible for ensuring effective engagement with analysts, investors and shareholders, monitoring consensus earnings forecasts from sell-side analysts and overseeing continuous disclosure requirements (as part of the MDC) and market communications with the objective of ensuring a fair valuation for Jumbo's securities.

All meetings with analysts, investors and shareholders are co-ordinated by the Investor Relations function with appropriate monitoring and recording of the information disclosed at these meetings.

Recommendation 6.3

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

Jumbo's AGM provides an opportunity for shareholders to meet with, and ask questions of, the Board. Shareholders are notified of such meetings and encouraged to attend, either in person or by utilising video conferencing facilities. Only shareholders who attend in person are able to vote and ask questions at the meeting. Shareholders who utilise video conferencing facilities must submit questions and vote on the proposed resolutions prior to the meeting, or, by appointing a proxy to attend the meeting in person on their behalf.

Shareholders are, unless specifically stated in a notice of meeting, eligible to vote on all resolutions to be decided by shareholders at the meeting of the Company.

The 2025 AGM was held in person at the Company's head office located in Brisbane, Queensland. A recording of the AGM is available to view on the Investor Centre Website.

Recommendation 6.4

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

Jumbo's standard process is for all resolutions at meetings of shareholders to be decided by poll, as required under the Corporations Act.

Recommendation 6.5

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

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

Principle 7

Recognise and manage risks

Recommendation 7.1

The board of a listed entity should:

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

1. has at least three members, a majority of whom are independent directors; and
2. is chaired by an independent director,
and disclose:
3. the charter of the committee;
4. the members of the committee; and
5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

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

The ARMC oversees the process for identifying and managing material risks to the Group in accordance with the ARMC Charter. The composition and meeting frequency/attendance for the ARMC is discussed in Recommendation 4.1.

Recommendation 7.2

The board or a committee of the board should:

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

Jumbo's early business success was built on its founders recognising the transformative power of emerging digital channels for lottery ticket sales, becoming a leading seller of digital lottery tickets in Australia. To ensure long-term sustainable growth and build a more resilient business, Jumbo pursued an organic and inorganic growth strategy transforming into a multi-business Group operating across four jurisdictions, being Australia, the United Kingdom, the USA and Canada.

Operating across multiple jurisdictions and model types (Business-to-Business and Business-to-Consumer) introduces greater regulatory complexity, operational interdependencies, and geographic exposure.

This operating footprint creates regulatory complexity, operational interdependencies and geographic exposure. The Board's risk appetite establishes the parameters within which these risks are accepted and managed, with a consistent approach to risk management and reporting across the Group. This supports informed risk-taking aligned with strategic objectives while protecting enterprise value.

In recognition of this, during the year, Jumbo undertook a review of its risk management program and has started the process of maturing its risk management approach from localised operational controls into a comprehensive Enterprise Risk Management (**ERM**) framework.

This framework establishes consistent oversight, unified risk appetite parameters, and standardised governance across all business units, ensuring that risk-taking directly aligns with Group strategic objectives while safeguarding enterprise value. The ERM identifies, assesses and treats key risks which the Group faces, including but not limited to, strategic, operational, technology, financial, compliance and people risks, taking into consideration their impact and likelihood.

The Board has approved Jumbo's updated risk governance architecture comprising (i) a Risk Appetite Statement which defines the type and level of risk the Group is willing to accept in pursuit of its strategy; (ii) a Risk Management Policy outlining accountability for risk management across the Group; and (iii) a Risk Management Framework which prescribes a consistent method for identifying, assessing, treating, monitoring and reporting risk across the Group.

As part of this review, a program of works is currently in place to implement the revised ERM program across all operational subsidiaries to strengthen risk management processes and reporting across the Group.

Recommendation 7.3

A listed entity should disclose:

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

The Group has retained an external provider, PricewaterhouseCoopers, to provide a dedicated Internal Audit function that reports directly to the ARMC. Internal Audit is the 3rd line of defence in Jumbo's ERM program and provides independent review and assurance that the control framework and risk management processes are robust and appropriate for the Group to achieve its strategic objectives.

In July - August of each year, the ARMC considers Jumbo's annual internal audit plan to ensure it addresses the current operating environment and risks facing the Group. The plan is approved by the ARMC and the results of internal audits are reported to the ARMC throughout the year, including an update in relation to the progress of actions arising out of such audits.

Recommendation 7.4

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

Jumbo, guided by the Sustainability Council, which is a cross-functional team comprising representatives from Legal, Finance, People & Culture, Operations and Corporate Affairs and led by our Sustainability Lead, is committed to the Group being a socially responsible and sustainable business with effective governance that positively impacts our people, customers and communities, while delivering long-term value for Jumbo's shareholders.

Governance of the Sustainability program is led by the Board, with the PCC and ARMC monitoring sustainability risks and opportunities in line with the respective obligations outlined in their charters. Jumbo also routinely engages with its stakeholders to determine the key environmental and social risks for the Group to address.

Jumbo is a Group 2 entity for the purposes of AASB S2 (*Climate-related Disclosures*), Australia's Sustainability Reporting Standard issued by the Australian Accounting Standards Board (AASB). As such, the Company is required to report on its climate-related risks and opportunities in a specific Sustainability Report contained within its Annual Report commencing 1 July 2026. Jumbo's first report will be included in its FY27 Annual Report and will outline Jumbo's governance of climate-related risks and opportunities, scenario analysis of the impact of climate risks, risk management processes and specified metrics (scope 1 and 2 emissions in the first year of reporting and scope 3 emissions in year 2) and climate targets

To reflect these upcoming changes, Jumbo has renamed its annual sustainability report on environmental and social risk management to the Impact Report. A copy of the Impact Report can be found on the Investor Centre Website.

The Group's primary environmental risk is associated with the office space it leases and the associated environmental costs (e.g. energy consumption) of maintaining those office spaces, while its social risks relate primarily to gambling harm.

As a highly regulated industry, lotteries tend to carry less risk of harm as compared to other forms of gaming (with the risk attributable to charity lotteries even lower). However, Jumbo acknowledges that lotteries and prize draws are gaming products which carry an associated risk of individual and social harm.

Jumbo is committed to responsible play principles, including by training employees to identify signs of problem gambling amongst our players and by making gambling assistance resources readily available on our websites and during interactions with players.

In addition, Jumbo's UK prize draw business, Dream Car Giveaways, is a signatory to the Voluntary Code of Good Practice for Prize Draw Operators which came into force on 20 May 2026. Dream Car Giveaways has made changes to its business practices to ensure compliance with the Voluntary Code.

More information on the exposure and management of environmental and social risk is contained within Jumbo's Impact Report which can be found on the Corporate Governance Website.

Principle 8

Remunerate fairly and responsibly

Recommendation 8.1

The board of a listed entity should:

a. have a remuneration committee which:

1. has at least three members, a majority of whom are independent directors; and
2. is chaired by an independent director
and disclose:
3. the charter of the committee;
4. the members of the committee; and
5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

b. if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

Given the Group's size, the Board has decided not to establish a separate Remuneration Committee. Instead, the responsibilities of the PCC include remuneration responsibilities. The PCC is responsible for developing, reviewing and monitoring remuneration practices and processes as set out in the PCC Charter. Details of the composition, charter and meeting frequency and attendance of the PCC is set out in **Recommendation 2.1**.

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

Recommendation 8.2

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

Fees paid to Non-Executive Directors are a composite fee, covering all Board and Committee responsibilities as well as any contributions to a fund for the purposes of superannuation benefits. No other retirement benefit schemes are in place with respect to Non-Executive Directors. Non-Executive Directors do not receive performance-based remuneration but may acquire share rights as a salary-sacrifice under Jumbo's Non-Executive Director Rights Plan, established in March 2022.

Non-Executive Director fees are reviewed periodically with reference to comparable businesses and trends in Directors' fees generally, with the object of ensuring maximum stakeholder benefit from the retention of an effective Board. Shareholders, at Jumbo's AGM, determine any increase in the aggregate fees payable to Non-Executive Directors. The current maximum annual aggregate remuneration which can be paid to all Non-Executive Directors is $1,000,000, which was approved by shareholders by resolution at Jumbo's AGM held on 10 November 2022.

Directors are required to have a minimum shareholding in the Company comprising fully paid ordinary shares in the Company to the value of 100% of their annual fees within 5 years after their appointment or becoming subject to the Remuneration Framework. All Directors, except Michael Malone (who was only appointed on 26 September 2024) meet the minimum shareholding requirement.

The Executive Remuneration Framework is designed to strike an appropriate balance between market competitive fixed remuneration to attract and retain talent as well as performance-based remuneration strongly tied to Group performance.

The performance-based component includes both short term incentives (STIs) and long-term incentives (LTIs) and is designed to reward the Executives for meeting or exceeding Board approved financial and personal objectives. The STI is an 'at risk' bonus calculated as a percentage of the relevant Executive's total fixed remuneration component. If achieved, the STI is paid in a combination of cash (67%) and performance rights (33%).

The LTI is also calculated as a percentage of the relevant Executive's total fixed remuneration component and provided in the form of performance rights or options issued under Jumbo's Umbrella Rights Plan. Further details on the year's STI and LTI arrangements for Executives are set out in the Remuneration Report.

Executives are also required to hold a minimum shareholding in the Company comprising fully paid ordinary shares in the Company, within 5 years after their appointment or becoming subject to the Remuneration Framework. The CEO is required to hold shares to the value of 100% of the total fixed component of their remuneration, and other Executives are required to hold shares to the value of 50% of the total fixed component of their remuneration.

Further information about the Remuneration Framework, along with details of remuneration of the Directors and Executives can be found in the Remuneration Report.

Recommendation 8.3

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

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

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

The Securities Trading Policy is reviewed every 2 years, and the current version can be found on the Group's Corporate Governance Website.