

8 October 2026

2026 Annual General Meeting – Notice of Meeting

Attached are the following documents in relation to the 2026 Annual General Meeting of Jumbo Interactive Limited (**ASX:JIN or Jumbo**) to be held on Friday, 6 November 2026 commencing at 11:30am (Brisbane time):

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

The meeting documents will be dispatched to shareholders today.

- Ends -

This announcement was authorised for release by the Company Secretary.

For further information contact:

Investors – Jatin Khosla
(CFO)
+61 428 346 792
jatink@jumbointeractive.com

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

About Jumbo Interactive

Jumbo Interactive Ltd (ASX:JIN) brings together technology, creativity, and purpose to deliver winning experiences through digital lotteries and prize draws. Our B2B SaaS platforms and Managed Services power both government and charity fundraising programs, while our B2C brands - including Oz Lotteries, Dream Car Giveaways, and Dream Giveaway - connect millions of customers to life-changing prizes and meaningful causes.

Since 1995, Jumbo has grown from a single-computer start-up into an ASX-listed global group operating across Australia, the United Kingdom, and North America. Today, we're reimagining how people engage with lotteries and prize draws online - making it simpler, more engaging, and more impactful for everyone involved.



8 October 2026

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 2026 Annual General Meeting (**AGM**) of the Company. Enclosed is the Notice of Meeting setting out the business of the AGM.

Jumbo's 2026 AGM will be held on Friday 6 November 2026 commencing at 11.30am (AEST) as a physical meeting. The meeting will be held at The Depot, Milton Green, at 135 Coronation Drive, Milton QLD 4064. Jumbo will also provide a webcast of the meeting for shareholders who would like to view the proceedings of the meeting remotely. The webcast can be accessed via the Automic platform at (https://us02web.zoom.us/webinar/register/WN_AeYFOiJeS6m5TmdueQaHFQ). Shareholders will not be able to ask questions or vote via the webcast.

If you are attending the AGM, please bring your Proxy Form with you to facilitate a faster registration. If you are unable to attend the AGM, I encourage you to complete and return the enclosed Proxy Form so that it is received no later than 11.30am (AEST) on Wednesday, 4 November 2026 in one of the ways specified in the Notice of Meeting and Proxy Form.

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please send your questions to meetings@automicgroup.com.au.

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 Managing Director, CEO and Founder, Mike Veverka, and I will comment briefly on the performance of Jumbo during the year ended 30 June 2026 at the meeting.

For further information please also refer to the 2026 Annual Report, which is available on Jumbo's website (<https://www.jumbointeractive.com/investors/annual-reports/>).

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

Following the conclusion of the AGM, you are welcome to join the Board and Management for light refreshments.

Thank you for your continued support of Jumbo and I look forward to your attendance at the 2026 AGM.

Yours faithfully,

A handwritten signature in dark ink, appearing to read "Susan", written in a cursive style.

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: Friday, 6 November 2026

Time: 11.30am, Brisbane (AEST)

Venue: The Depot, Milton Green, 135 Coronation Drive, Milton QLD 4064

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

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 (**Reports**) of the Company and the entities it controlled at the end of, and during, the financial year ended 30 June 2026 (the **Group**), published on the Company's website at <https://www.jumbointeractive.com/investors/annual-reports/>.

Shareholders are not required to vote on this item. However, during this item, shareholders will be given an opportunity to ask questions about, and make comments on, the Company's 2026 Annual Report.

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, Ernst & Young (**Auditor**), 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 Group 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 – Susan Forrester

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

“That Susan Forrester, who retires in accordance with Rule 40.1(a) of the Company’s Constitution and, being eligible, offers herself for re-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 2026 be adopted.”

The Remuneration Report is contained in the 2026 Annual Report (available at

<https://www.jumbointeractive.com/investors/annual-reports/>).

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 2026 Remuneration Report; or
- b. a closely related party of a member of the 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 meanings 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 such a person, 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 a member 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 13,265 STI Director Rights to Mike Veverka, Managing Director, CEO and Founder of the Company, as the short-term incentive (STI) component of his remuneration for the financial year ended 30 June 2026 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 Mr 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 such a person, 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 a member of the KMP.

Resolution 4. Issue of LTI Options 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 267,745 LTI Options to Mike Veverka, Managing Director, CEO and Founder of the Company, as the long-term incentive (LTI) component of his remuneration for the financial year ending 30 June 2027 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
- 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:

Notice of Annual General Meeting

- 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 such a person, 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 a member of the KMP.

Resolution 5. Issue of One-Off Equity Grant 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 a one-off equity grant consisting of 328,894 premium options to Mike Veverka, Managing Director, CEO and Founder of the Company for the financial year ending 30 June 2026 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 5 by or on behalf of:

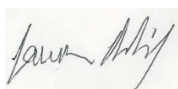
- a. Mr Mike Veverka; or
- b. an associate of Mike Veverka.

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:
 - iii. 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
 - iv. the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the 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 such a person, 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 a member of the KMP.

BY ORDER OF THE BOARD



Lauren Osbich
Company Secretary
8 October 2026

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 (AEST) time) on Wednesday 4 November 2026 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 11.30am, Brisbane time, on Wednesday 4 November 2026, being 48 hours before the AGM. Proxies must be received before that time by one of the following methods:

Online (preferred): via the Automic Investor Portal at <https://singleholding.automic.com.au/login> by following the instructions. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) as shown on the front of the Proxy Form.

Email: Complete the enclosed Proxy Form and emailing it to:
meetings@automicgroup.com.au

By post: Jumbo Interactive Limited
C/- Automic Group
GPO Box 5193
Sydney NSW 2001
Australia

By hand: Jumbo Interactive Limited
C/- Automic Group
Level 5, 126 Phillip Street
Sydney NSW 2000
Australia

By facsimile: +61 2 8583 3040

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

If a proxy form is signed under a power of attorney, the proxy form and the original power of attorney under which the proxy form is signed (or a certified copy of that power of attorney) must be received by the Company in the manner stipulated above for proxies no later than 11.30am, Brisbane (AEST) time, on Wednesday 4 November 2026, being 48 hours before the AGM.

Notice of Annual General Meeting

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 https://automic.com.au/form/corporate_representative.pdf.

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 a member of the KMP.

Voting at the Meeting

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

SHAREHOLDER QUESTIONS

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please send your questions to meetings@automic.com.au.

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (Brisbane (AEST) time) on Friday 30 October 2026. 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.

Notice of Annual General Meeting

JUMBO INTERACTIVE LIMITED
ABN 66 009 189 128

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**Shareholder**) in relation to the business to be conducted at the Company's AGM to be held on Friday 6 November 2026 commencing at 11.30am (Brisbane (AEST) time) at The Depot, Milton Green, 135 Coronation Drive, Milton QLD 4064.

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 – Susan Forrester

Susan Forrester was appointed as an independent non-executive Director and Chair of the Board in September 2020 and was first elected to the Board at the 2020 AGM. In accordance with Rule 40.1(a) of the Constitution, Ms Forrester 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 Ms Forrester, then she will cease to be a Director at the conclusion of the Meeting.

The Board considered whether Ms Forrester 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's Principles & Recommendations (4th edition). The Board considers that Ms Forrester (if re-elected), will continue to be an independent Director.

Ms Forrester is a member of the People and Culture Committee and the Audit and Risk Management Committee as well as Chair of the Board.

Bringing a wealth of experience having served as chair and non-executive director on multiple ASX listed companies, Ms Forrester has a particular focus on strategy and governance within industries that are undergoing rapid change, often as a result of technology. Her other directorships include Non-Executive Director and Chair of Remuneration Committee of PWR Advanced Cooling Technology (since April 2026), Non-Executive Director and Chair of the People and Performance Committee of Iress (ASX:IRE) (since October 2024), Non-Executive Director and Chair of South Bank Corporation (since January 2024 to June 2026).

She was previously a Non-Executive Director of Data#3 Limited (ASX: DTL) (February 2022 to April 2025) and a Non-Executive Director and Chair of the People and Culture Committee of Plenti Group Limited (ASX: PLT) (October 2020 to June 2025). In addition, Susan serves as a Panel Member for the Takeovers Panel Australia, an Advisory Committee Member for PEXA and is a Queensland Division Director with the Australian Institute of Company Directors (AICD).

The Board supports the re-election of Ms Susan Forrester as she contributes to and leads the Board through her significant experience with strategy and governance as well as her various roles in other industries undergoing rapid change.

Recommendation

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

Notice of Annual General Meeting

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 non-binding vote of shareholders for adoption. 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/investors/annual-reports/>).

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, Managing Director, CEO and Founder. Further details of the STI Director Rights are set out below. The rights are proposed to be issued as the short-term incentive component of Mr Veverka's remuneration for the financial year ended 30 June 2026 under the Company's Remuneration Framework.

The Board-implemented Company Remuneration Framework is detailed in the Remuneration Report in the Company's 2026 Annual Report and includes short-term incentives (**STIs**) with a maximum value of 25% of Total Remuneration Opportunity (**TRO**) as defined in the STI summary table further below.

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

- The first hurdle (which represents 75% of total STI opportunity) is tied to expanding Jumbo's business beyond core Australian lottery operations. Measures include protecting and growing Oz Lotteries (**OZL**) market share, growing non-TLC revenue, increasing active players across the Group, and delivery of underlying NPATA growth. This incentive is referred to as the **Growth STI**.
- The second hurdle (representing the remaining 25% of the total STI opportunity) is focused on strengthening our organisational foundations through people and culture initiatives. Measures included increasing gender diversity, particularly the representation of women in STEM roles, and maintaining low voluntary attrition of high potential employees. The incentive is referred to as the **Sustainability STI**.

Reflecting overall Company performance and the outcomes achieved against these hurdles, the Board approved payment of 65% of the total STI opportunity for eligible participants.

Short-term awards made to executives comprise two elements:

- 67% of the total STI is payable as a cash incentive as per the normal incentive payment cycle; and
- the remaining 33% of the total STI is payable as performance rights which convert to fully paid ordinary shares in the Company (**Shares**) on the achievement of a one- year service-based hurdle and subject to formal claw back provisions.

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

If shareholders do not approve Resolution 3, the proposed issue of STI Director Rights to Mr Veverka will not proceed. The Board would need to consider alternative remuneration arrangements. However, to ensure Jumbo can attract and retain the right talent and align Mr Veverka's interests with those of

Notice of Annual General Meeting

shareholders, the Board considers it is important for Jumbo to offer incentives to its directors and executives that are in line with market practice.

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	13,265 STI Director Rights (in respect of the performance period from 1 July 2025 to 30 June 2026). Each STI Director Right entitles Mr Veverka to be automatically issued one fully paid ordinary share in the Company provided he satisfies the Vesting Condition.
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 \$6.63 per STI Director Right. This is based on the VWAP of Shares during the 10-trading day period prior to the financial year ended 30 June 2026.
	Grant Date	6 November 2026 (in respect of the service period from 1 July 2024 to 30 June 2026)
	Vesting Condition	Mr Veverka remains employed within the Jumbo Interactive Limited Group until the Vesting Date.
	Vesting Date	30 June 2027 (Vesting Date) - Should Mr Veverka exit the business prior to the Vesting Date, then Mr Veverka forfeits his STI Director Rights. This forfeiture is subject to a good leaver's clause which gives the Board the discretion to determine that the STI Director Rights are not forfeited and instead may be converted to cash in certain circumstances.
	Expiry Date:	STI Director Rights automatically convert into Shares on the Vesting Date provided the Vesting Condition is met.
	Terms	- Each STI Director Right is automatically converted into one Share on the Vesting Date. - The Company will seek quotation of Shares issued upon vesting of the STI Director Rights, which will rank <i>pari passu</i> with all other shares on issue 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 STI Director Rights as soon as practicable and no later than one month after the date of the AGM.

Notice of Annual General Meeting

10.13.6	The price or other consideration the entity will receive for the issue	No funds will be raised from the issue or conversion of the STI Director Rights into Shares.								
10.13.7	The purpose of the issue, including the intended use of any funds raised by the issue.	The STI Director rights are issued under the Company's Remuneration Framework and are designed to reward Mr Veverka for Board assessed performance against the Growth STI and Sustainability STI described above.								
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 (TRO) for the FY26 financial year totals \$1,640,000 comprising: <table><tr><td>\$820,000</td><td>cash salary including superannuation (Total Fixed Remuneration or TFR)</td></tr><tr><td>\$410,000</td><td>short term incentives equivalent to 50% of TFR subject to performance and other hurdles payable as 67% cash, 33% rights</td></tr><tr><td>\$410,000</td><td>long term incentives equivalent to 50% of TFR subject to performance and other hurdles payable as 100% rights and/or options (at his election)</td></tr><tr><td>\$1,640,000</td><td>– Total Remuneration Opportunity (TRO)</td></tr></table> Refer to the Remuneration Report in the Company's 2026 Annual Report for further details.	\$820,000	cash salary including superannuation (Total Fixed Remuneration or TFR)	\$410,000	short term incentives equivalent to 50% of TFR subject to performance and other hurdles payable as 67% cash, 33% rights	\$410,000	long term incentives equivalent to 50% of TFR subject to performance and other hurdles payable as 100% rights and/or options (at his election)	\$1,640,000	– Total Remuneration Opportunity (TRO)
\$820,000	cash salary including superannuation (Total Fixed Remuneration or TFR)									
\$410,000	short term incentives equivalent to 50% of TFR subject to performance and other hurdles payable as 67% cash, 33% rights									
\$410,000	long term incentives equivalent to 50% of TFR subject to performance and other hurdles payable as 100% rights and/or options (at his election)									
\$1,640,000	– Total Remuneration Opportunity (TRO)									
10.13.9	Are the securities issued under an agreement and, if so, a summary of the material terms of that agreement	The STI Director Rights are not being issued under any agreement.								
10.13.10	Voting Exclusion Statement	A voting exclusion statement is set out for this item in the Notice of Meeting.								

Details of any securities issued under the Company's employee incentive scheme will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.11. Any additional persons covered by ASX Listing Rule 10.11 who become entitled to participate in an issue of securities under the Company's employee incentive scheme after this Resolution 3 is approved and who are not named in this Notice will not participate until approval is obtained.

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

Notice of Annual General Meeting

The Directors consider that the award of securities to Mike Veverka is an appropriate incentive in the best interests of the Company having regard to the Company's circumstances, business performance and remuneration objectives and therefore recommend (with Mr Veverka abstaining from making a recommendation) that shareholders vote in favour of Resolution 3.

Resolution 4. Issue of LTI Options to Mike Veverka

Background

Following a comprehensive review of Jumbo's executive remuneration approach, the Board approved a refreshed Remuneration Framework to apply from FY26. The revised framework is designed to strengthen alignment between executive outcomes and shareholder value creation, reflect evolving market expectations, and embed greater clarity, consistency, and discipline across all reward components.

The LTI structure has evolved from a 100% performance rights model to a more flexible and performance-leveraged design that allows executives to tailor their LTI mix. Participants can elect to receive their LTI award as a combination of performance rights and premium-priced options, in 25% increments, subject to Board approval. This means that LTI awards can range from 100% performance rights to a blended mix including up to 100% premium-priced options. This flexibility allows individuals to select the instrument mix that best aligns with their individual risk profile and personal circumstances.

Regardless of the mix, all LTI awards are subject to the same vesting conditions, promoting fairness and simplicity in plan administration and evaluation. In addition to the vesting conditions, options carry a 30% premium to the 5-day VWAP at allocation date (which is 5 trading days after the release of Company's 2026 Annual Report, excluding the release date), meaning they only deliver value if the Company's share price appreciates materially and sustainably above grant levels.

The Company is seeking approval from the shareholders for the proposed grant of Options (**LTI Options**) to Mr Mike Veverka, Managing Director, CEO and Founder. Mr Veverka has elected to receive his LTI award as 100% LTI Director Options. Further details of the LTI Options are set out below. The Options are proposed to be issued as the long-term incentive component of Mr Veverka's remuneration for the financial year ending 30 June 2027 under the Company's Executive Remuneration Framework

The purpose of the proposed grant of LTI Options is to:

- assist in the motivation, retention and reward of Mr Veverka, essential to the continued growth and development of the Company; and
- 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 Managing Director, CEO and Founder of the Company. Accordingly, shareholder approval for the issue of the LTI Options 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 Options to Mike Veverka on the terms and conditions as set out in this Notice.

If shareholders do not approve Resolution 4, the proposed issue of LTI Options to Mr Veverka will not proceed. The Board would need to consider alternative remuneration arrangements. 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.

Additional Information

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

Notice of Annual General Meeting

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	267,745 LTI Options
10.13.4	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	
	<i>Allocation Price</i>	The number of LTI Options is determined by dividing Mr Veverka's LTI opportunity (\$422,300) by the fair value on the allocation date as calculated by an independent valuation. The fair values of LTI Options have been assessed as \$1.575 for those subject to the TSR performance hurdle and \$1.578 for those subject to the Underlying EPSA performance hurdle.
	<i>Exercise Price</i>	\$9.361 per LTI Option. This is calculated as a 30% premium to the VWAP of the Shares during the 5-trading day period from the day after the release of the Company's financial results on 27 August 2026, which was \$7.201.
	<i>Issue Date</i>	Subject to obtaining shareholder approval, the Company will issue the LTI Options as soon as practicable and no later than one month after the date of the AGM.
	<i>Vesting conditions</i>	25% of the LTI Options are subject to the TSR performance hurdle: - The Jumbo Interactive Limited Total Shareholder Return (TSR) relative to the component companies within the Comparator Group with share price measure based on the 20-trading day VWAP after release of the Financial Year end financial results (excluding the release date) over a 3-year performance period from 1 July 2026 to 30 June 2029 (Performance Period). The Comparator Group is the ASX 300 Accumulated Index (ASX: AXKOA) with no companies/sectors excluded. Vesting as follows: <50th percentile Target - 0% vesting; 50th percentile Target - 50% vesting; >50th <75th percentiles between Target and Stretch - straight line vesting; and >=75th percentile Stretch - 100% vesting; and 75% of the LTI Options are subject to the underlying EPSA performance hurdle: - Underlying Earnings Per Share pre-Amortisation of acquired intangibles (Underlying EPSA) Growth – 3-year

Notice of Annual General Meeting

		compound annual growth rate over a 3-year performance period from 1 July 2026 to 30 June 2029. Vesting as follows: <10% Hurdle – 0% vesting; 10% Hurdle – 50% vesting >10% <16% between Hurdle and Target – straight line vesting; 16% Target – 80% vesting; >16% <18% between Target and Stretch – straight line vesting; >=18% Stretch/Maximum – 100% vesting; and All LTI Options are subject to a Service condition such that the relevant Executive must remain employed within the Jumbo Interactive Limited Group during the Performance Period.
	<i>Vesting Date</i>	20 trading days after release of the Company's financial results for the financial year ending 30 June 2029 (Vesting Date) - Should Mr Veverka exit the business prior to the Vesting Date, then Mr Veverka will forfeit his LTI Options. This forfeiture is subject to Board discretion to award the LTI Options in cash in certain circumstances.
	<i>Exercise Period:</i>	36 months from the Vesting Date. At the Vesting Date, the Company's performance against the TSR and underlying EPSA performance hurdles is assessed to determine the extent to which these hurdles have been achieved and determine the number of LTI Options which vest and therefore Mr Veverka is eligible to exercise. LTI Options which do not vest as the performance conditions aren't met are forfeited. Mr Veverka then has a period of 36 months after Vesting Date to elect to exercise the LTI Options which have vested. If he does exercise vested LTI Options, the Exercise Price per LTI Option becomes payable. Subject to receipt of the Exercise Price, each vested LTI Option is converted into a Share. If Mr Veverka does not exercise vested LTI Options within the Exercise Period, then the unexercised LTI Options automatically expire.
	<i>Terms</i>	- Each LTI Option is exercisable into one Share. - The Company will seek quotation of Shares issued upon exercise of the LTI Options, which will rank <i>pari passu</i> with all other shares on issue in the Company.
10.13.5	The date on which the entity will issue the securities, which must be	Following shareholder approval, the Company will issue the LTI Options as soon as

Notice of Annual General Meeting

	no more than one month after the date of the meeting	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 or exercise of LTI Options. The Company will raise an amount equal to the Exercise Price for each LTI Option exercised and converted into a Share.
10.13.7	The purpose of the issue, including the intended use of any funds raised by the issue.	The LTI Options assist in the motivation, retention and reward of Mr Veverka and align the interests of Mr Veverka more closely with those of shareholders.
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 (TRO) for the FY27 financial year represents \$1,689,200 comprised of: \$844,600 cash salary including superannuation (Total Fixed Remuneration or TFR) \$422,300 short term incentives equivalent to 50% of TFR subject to performance and other hurdles payable as 67% cash, 33% rights \$422,300 long term incentives equivalent to 50% of TFR subject to hurdles payable as 100% rights and/or options (at his election) \$1,689,200 – Total Remuneration Opportunity (TRO)
10.13.9	Are the securities issued under an agreement and, if so, a summary of the material terms of that agreement	The LTI Options are not being issued under any agreement.
10.13.10	Voting Exclusion Statement	A voting exclusion statement is set out for this item in the Notice of Meeting.

Details of any securities issued under the Company's employee incentive scheme will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.11. Any additional persons covered by ASX Listing Rule 10.11 who become entitled to participate in an issue of securities under the Company's employee incentive scheme after this Resolution 4 is approved and who are not named in this Notice will not participate until approval is obtained.

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 Options and any Shares issued on vesting of those Options. 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.

Notice of Annual General Meeting

Recommendation

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

Resolution 5. Issue of One-Off Equity Grant to Mike Veverka

Background

Following the Company's recent transformative acquisitions shifting the Company's scale and geographic footprint and upcoming key agreement renewals, the Board approved a one-off equity grant for Executive KMP in recognition of continuing strategic activity and the need to retain key executives through any resulting transitions.

Consistent with the LTI framework, the total One-off Equity Grant opportunity is calculated as 50% of Total Fixed Remuneration (**TFR**) and participants can elect to receive their One-off Equity Grant as a combination of performance rights and premium-priced options, in 25% increments. In order for One-off Equity Grant to vest, Executive KMP participants must remain employed by the Company to 30 June 2030.

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 Managing Director, CEO and Founder of the Company. Accordingly, shareholder approval for the issue of the Mr Veverka's One-Off Equity Grant as part of the overall Executive KMP One-Off Equity Grant 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 equity 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 equity to Mr Veverka will not proceed. The Board would need to consider alternative remuneration arrangements. 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 executives that are in line with market practice.

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	328,894 One-off Options
10.13.4	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	
	Allocation Price	The number of One-off Options is determined by dividing the Award opportunity elected to receive in Options (\$422,300) by the fair value on the allocation date as calculated by an independent valuation. The fair values of One-off Options have been assessed as \$1.284.
	Exercise Price	Deemed to be \$7.683 per One off Option. This is the VWAP of the underlying securities during the 5-trading day period prior to 28

Notice of Annual General Meeting

		September 2026 (inclusive), which was \$5.91 plus a 30% premium.
	Grant Date	6 November 2026
	Vesting conditions	To remain employed within the Jumbo Interactive Limited Group until 30 June 2030.
	Vesting Date	30 June 2030 (Vesting Date) - Should Mr Veverka exit the business prior to the Vesting Date, then Mr Veverka will forfeit his ownership of the One-off Options. This forfeiture is subject to Board discretion to award the One-off Options in cash in certain circumstances.
	Expiry Date:	36 months after Vesting Date.
	Terms	- Each One-off Option is exercisable into one share. - The Company will seek quotation of Shares issued upon exercise of the One-off Options, which will rank <i>pari passu</i> with all other shares on issue 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 One-off Options 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 or exercise of One-off Options. Funds of Exercise Price per One-off Option will be raised by the Company upon exercising vested One-off Options into fully paid ordinary shares.
10.13.7	The purpose of the issue, including the intended use of any funds raised by the issue.	The One-Off Equity Grant assists in the motivation, retention and reward of Mr Veverka and aligns the interests of Mr Veverka more closely with those of shareholders.
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 (TRO) for the FY27 financial year totals \$1,689,200 comprised of: \$844,600 cash salary including super-annuation (Total Fixed Remuneration or TFR) \$422,300 short term incentives equivalent to 50% of TFR subject to performance and other hurdles payable as 67% cash, 33% rights \$422,300 long term incentives equivalent to 50% of TFR subject to hurdles payable as 100% rights and/or options (at his election) \$1,689,200 – Total Remuneration Opportunity
10.13.9	Are the securities issued under an agreement and, if so, a summary of the material terms of that agreement	The Options under the One-Off Equity Grant are not being issued under any agreement.

Notice of Annual General Meeting

10.13.10	Voting Exclusion Statement	A voting exclusion statement is set out for this item in the Notice of Meeting.
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Details of any securities issued under the Company's employee incentive scheme will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.11. Any additional persons covered by ASX Listing Rule 10.11 who become entitled to participate in an issue of securities under the Company's employee incentive scheme after this Resolution 5 is approved and who are not named in this Notice will not participate until approval is obtained.

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 Options under the One-Off Equity Grant and any Shares issued on vesting of those Options. If approval is given under Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1, in accordance with Exception 14 in ASX Listing Rule 7.2.

Recommendation

The Directors consider that the award of securities to Mike Veverka is an appropriate incentive in the best interests of the Company having regard to the Company's circumstances, business performance and remuneration objectives and therefore recommend (with Mr Veverka abstaining from making a recommendation) that shareholders vote in favour of Resolution 5.



Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Jumbo Interactive Limited | ABN 66 009 189 128

Your proxy voting instruction must be received by **11:30am (AEST) on Wednesday, 04 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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