

10 October 2025

2025 Annual General Meeting – Notice of Meeting

Attached are the following documents in relation to the 2025 Annual General Meeting of Jumbo Interactive Limited (**ASX: JIN or Jumbo**) to be held on Tuesday, 11 November 2025 commencing at 11.30am (Brisbane time):

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

The meeting documents will be dispatched to shareholders today.

- Ends -

Authorised for release by the Company Secretary.

For further information contact:

Investor Relations – Jatin Khosla
(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 is a digital lottery specialist, providing our proprietary lottery software platforms and lottery management expertise to the charity and government lottery sectors in Australia and globally. Our mission is to create positive social impact through making lotteries easier and our vision is to become the number one choice in digital lottery and services around the world.

Jumbo was founded by CEO Mike Veverka in 1995 with a single computer. Since then, it has matured into a leading digital lottery retailer and lottery software provider with over 250 employees across Australasia, the United Kingdom (UK) and Canada. In FY25, Jumbo helped raise over \$290m for good causes for our charity partners. Jumbo was listed on the ASX in 1999.

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10 October 2025

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 2025 Annual General Meeting (**AGM**) of the Company. Enclosed is the Notice of Meeting setting out the business of the AGM.

Jumbo's 2025 AGM will be held on Tuesday 11 November 2025 commencing at 11.30am (Brisbane time) 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 Computershare platform at (<https://meetnow.global/MPUS2K9>). 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 (Brisbane time) on Sunday, 9 November 2025 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 log onto www.investorvote.com.au, where you can lodge a question after you have voted. Alternatively, you can send your question to investor@jumbointeractive.com.

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 2025 at the meeting.

For further information please also refer to the 2025 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 2025 AGM.

Yours faithfully,

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

Susan Forrester AM
Chair

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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: Tuesday, 11 November 2025

Time: 11.30am, Brisbane time

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 2025 (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.

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 – Giovanni Rizzo

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

“That Giovanni Rizzo, who retires in accordance with Rule 40.1(a) of the Company’s Constitution and, being eligible, offers himself 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 2025 be adopted.”

The Remuneration Report is contained in the 2025 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 2025 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 8,547 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 2025 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

Notice of Annual General Meeting

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

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

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

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

In accordance with section 250BD of the Act, a vote must not be cast on Resolution 3 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of 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 220,520 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 2025 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.

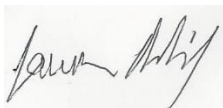
In accordance with section 250BD of the Act, a vote must not be cast on Resolution 4 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of such a person, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on 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. Renewal of Proportional Takeover Provisions

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

“That, in accordance with section 648G(4) of the Act, the proportional takeover provisions in rule 77 of the Company’s Constitution, as set out in Attachment A of the Notice of Meeting, be renewed for a period of three years commencing on the day this resolution is passed.”

BY ORDER OF THE BOARD



Lauren Osbich
Company Secretary
10 October 2025

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Notice of Annual General Meeting

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00 pm (Brisbane time) on Sunday 9 November 2025 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 Sunday 9 November 2025, being 48 hours before the AGM. Proxies must be received before that time by one of the following methods:

By post:	Jumbo Interactive Limited C/- Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia
By facsimile:	1800 783 447 (within Australia) +61 3 9473 2555 (from outside Australia)
Online (preferred):	www.investorvote.com.au

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

Power of Attorney

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 time, on Sunday 9 November 2025, being 48 hours before the AGM.

Corporate Representatives

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

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on resolutions 2, 3, and 4, then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution,

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Notice of Annual General Meeting

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 log onto www.investorvote.com.au, where you can lodge a question after you have voted. Alternatively, you can send your question to investor@jumbointeractive.com.

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (Brisbane time) on Friday 31 October 2025. 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.

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Notice of Annual General Meeting

JUMBO INTERACTIVE LIMITED
ABN 66 009 189 128

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of shareholders of Jumbo Interactive Limited (**Company** or **Jumbo**) in relation to the business to be conducted at the Company's Annual General Meeting (**AGM**) to be held on Tuesday 11 November 2025 commencing at 11.30am (Brisbane 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, and 4, 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 5 is to be voted on as a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

Resolution 1. Re-Election of Director – Giovanni Rizzo

Giovanni Rizzo was appointed as an independent non-executive Director and Chair of the Audit & Risk Management Committee in January 2019 and was first elected to the Board at the 2019 AGM. In accordance with Rule 40.1(a) of the Constitution, Mr Rizzo retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company. If shareholders do not approve the election of Mr Rizzo, then he will cease to be a Director at the conclusion of the Meeting.

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

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

Mr Rizzo is a Chartered Accountant and has over 20 years' experience working in various management and consulting roles for large listed lottery, gaming, and fintech businesses in Australia, South Africa and Canada. He is currently the General Manager, Investor Relations at TechnologyOne Limited (**ASX: TNE**) and was previously General Manager of Corporate Advisory at Tyro Payments Limited (**ASX:TYR**) overseeing the Legal, Company Secretarial, Financial Advisory and Investor Relations divisions from October 2020 to January 2024. Mr Rizzo also previously held the position of Head of Investor Relations at Tatts Group Limited prior to their merger with Tabcorp Holdings Limited in 2017.

Mr Rizzo is a member of The Institute of Chartered Accountants in Australia and New Zealand

The Board supports the re-election of Mr Giovanni Rizzo as he contributes to and leads the Board through his significant experience in finance and regulatory compliance as well as his various roles in the lottery and gaming industry.

Recommendation

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

Resolution 2. Remuneration Report

Section 250R(2) of the Corporations Act 2001 (Cth) (the **Act**) requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**KMP**) of the Company (**Remuneration Report**) be put to the 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 2025 under the Company's Remuneration Framework.

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

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

- The first hurdle (which represents 75% of total STI opportunity) is tied to expanding Jumbo's business beyond the Australian Lottobloc games (e.g. Powerball and OzLotto). This included driving performance in our international businesses, charity and SaaS operations, as well as progressing our newly established proprietary games and programs. In addition, growth measures incorporated targets for Underlying NPATA and increasing the number of active players across the Group. 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, achieving Great Place to Work certification across all regions, 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 41.5% of the maximum STI opportunity for eligible participants.

Short-term awards made to executives comprise two elements:

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

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.

Notice of Annual General Meeting

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 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	8,547 STI Director Rights
10.13.4	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	
	Price	Deemed to be \$9.711 per STI Director Right. This is the VWAP of the underlying securities during the 10-trading day period prior to the financial year ended 30 June 2025.
	Grant Date	11 November 2025 (in respect of the service period from 1 July 2024 to 30 June 2025)
	Vesting conditions	To remain employed within the Jumbo Interactive Limited Group until the Vesting Date.
	Vesting Date	<ul style="list-style-type: none"> 30 June 2026 (Vesting Date) Should Mr Veverka exit the business prior to the Vesting Date, then Mr Veverka will forfeit his ownership of the STI Director Rights. This forfeiture is subject to a good leaver's clause which gives the Board the discretion to award the STI Director Rights in cash in certain circumstances.
	Expiry Date:	30 June 2026
	Terms	<ul style="list-style-type: none"> Each STI Director Right is exercisable into 1 ordinary share. The Company will seek quotation of shares issued upon exercise of the STI Director Rights, which will rank <i>pari passu</i> with all other shares on issue in the Company. The shares are subject to escrow for a period of 12 months until 30 June 2027 subject to a service condition.
10.13.5	The date on which the entity will issue the securities, which must be no more than one month after the date of the meeting	Following shareholder approval, the Company will issue the STI Director Rights as soon as practicable and no later than one month after the date of the AGM.
10.13.6	The price or other consideration the entity will receive for the issue	No funds will be raised from the issue of STI Director Rights.
10.13.7	The purpose of the issue, including the intended use of any funds raised by the issue.	No funds will be raised from the issue of STI Director Rights. STI Director rights are issued in respect of 50% of the total STI which is

Notice of Annual General Meeting

		payable to Mr Veverka and the rights are converted into ordinary shares on the achievement of a 2-year time-based hurdle subject to the escrow period and formal claw back provisions.
10.13.8	If the person is a director and therefore a related party under Listing Rule 10.11.1 and the amount is intended to remunerate the director, details, including the amount, of the director's current remuneration package	<p>Mike Veverka's total remuneration opportunity for the FY25 financial year totals \$1,600,000 which is constituted by:</p> <p>\$800,000 cash salary including superannuation</p> <p>\$400,000 short term incentives subject to hurdles payable as 50% cash, 50% rights</p> <p>\$400,000 long term incentives subject to hurdles payable as 100% rights</p> <p>\$1,600,000 – Total</p> <p>Refer to the Remuneration Report in the Company's 2025 Annual Report for further details</p>
10.13.9	Are the securities are 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.

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

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

Recommendation

The Directors consider that the award of securities to Mike Veverka is an appropriate incentive in the best interests of the Company 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%

Notice of Annual General Meeting

premium to the 5-day VWAP at allocation date, meaning they only deliver value if Jumbo'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 2026 under the Company's 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. 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.

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	220,520 LTI 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 LTI Options is determined by dividing the Award opportunity (\$410,000) by the fair value on the allocation date as calculated by an independent valuation. The fair values of LTI Options have been assessed as \$1.857 for those subject to the TSR performance condition and \$1.860 for those subject to the EPS performance condition.
	Exercise Price	Deemed to be \$15.457 per LTI Option. This is the VWAP of the underlying securities during the 5-trading day period from the day after the release of the Company's financial results on 26 August 2025 plus a 30% premium.
	Grant Date	11 November 2025 (in respect of a service period from 1 July 2025 to 30 June 2026)

	Vesting conditions	<p>25% vesting</p> <ul style="list-style-type: none"> The Jumbo Interactive Limited Total Shareholder Return (TSR) relative to the component companies within the Comparator Group 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 2025 to 30 June 2028. The Comparator Group is the ASX 300 Accumulated Index (ASX: AXKOA) with no companies/sectors excluded. <p>Vesting as follows:</p> <p><50th percentile Target - 0% vesting; 50th percentile Target - 50% vesting; >50th <75th percentiles between Target and Stretch - straight line vesting; and >=75th percentile Stretch - 100% vesting; and</p> <p>75% vesting</p> <ul style="list-style-type: none"> Underlying Earnings Per Share Growth – 3-year compound annual growth rate over a 3-year performance period from 1 July 2025 to 30 June 2028. <p>Vesting as follows:</p> <p><6% Hurdle – 0% vesting; 6% Hurdle – 25% vesting >6% <8% between Hurdle and Target – straight line vesting; 8% Target – 50% vesting; >8% <12% between Target and Stretch – straight line vesting; >=12% Stretch/Maximum – 100% vesting; and</p> <p>To remain employed within the Jumbo Interactive Limited Group during the vesting period.</p>
	Vesting Date	<ul style="list-style-type: none"> 20 trading days after release of the financial results for the financial year ending 30 June 2028 (Vesting Date) Should Mr Veverka exit the business prior to the Vesting Date, then Mr Veverka will forfeit his ownership of the LTI Options. This forfeiture is subject to Jumbo's Umbrella Plan Rules which gives the Board the discretion to award the LTI Options in cash in certain circumstances.
	Expiry Date:	36 months after Vesting Date.
	Terms	<ul style="list-style-type: none"> Each LTI Option is exercisable into 1 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.

Notice of Annual General Meeting

10.13.5	The date on which the entity will issue the securities, which must be no more than one month after the date of the meeting	Following shareholder approval, the Company will issue the LTI 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 of LTI Options.
10.13.7	The purpose of the issue, including the intended use of any funds raised by the issue.	No funds will be raised from the issue of LTI Options. 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	<p>Mike Veverka's total remuneration opportunity for the FY26 financial year totals \$1,640,000 which is constituted by:</p> <p>\$820,000 cash salary including super-annuation</p> <p>\$410,000 short term incentives subject to hurdles payable as 50% cash, 50% rights</p> <p>\$410,000 long term incentives subject to hurdles payable as 100% options</p> <p>\$1,640,000 – Total</p>
10.13.9	Are the securities are 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.

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.

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. Renewal of Proportional Takeover Provisions

Background

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

Under section 648G of the Act, the proportional takeover provisions must be renewed every 3 years, or they will cease to have effect. These provisions were most recently renewed on 10 November 2022. The Company is now seeking to again renew the proportional takeover approval provisions in its Constitution.

Notice of Annual General Meeting

If Resolution 5 is approved, the current provisions will have effect for a further 3 years from the date the Resolution is passed.

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

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

What is a proportional takeover bid?

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

Why are the proportional takeover provisions required?

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

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

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

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

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

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

What is the effect of the proportional takeover provisions?

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

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

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

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

The proportional takeover provisions do not apply to full takeover bids and will only apply for a period of three years commencing on the day Resolution 5 is passed unless again renewed by a special resolution of the Company's shareholders.

Potential advantages and disadvantages

Notice of Annual General Meeting

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

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

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

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

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

Review of advantages and disadvantages

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

No present acquisition proposals

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

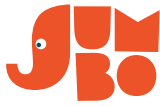
Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 5.

77. Takeover approval provisions

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

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



JUMBO
Jumbo Interactive Limited
ABN 66 009 189 128

JIN

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

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.30am (Brisbane time) on Sunday, 9 November 2025.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



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

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

By Mail:

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

By Fax:

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



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

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

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

☐

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



I 9999999999

I ND

■ **Proxy Form**

Please mark ☒ to indicate your directions

Step 1 **Appoint a Proxy to Vote on Your Behalf**

XX

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

☐

the Chair
of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Jumbo Interactive Limited to be held at The Depot, Milton Green, at 135 Coronation Drive, Milton QLD 4064 with a webcast at <https://meetnow.global/MPUS2K9> on Tuesday, 11 November 2025 at 11.30am (Brisbane time) and at any adjournment or postponement of that meeting.

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

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

Step 2 **Items of Business**

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

		For	Against	Abstain
Resolution 1	Re-election of Director – Giovanni Rizzo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of STI Director Rights to Mike Veverka	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of LTI Options to Mike Veverka	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Renewal of Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /
Date

Update your communication details (Optional)

Mobile Number

Email Address

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



ONLINE MEETING GUIDE



GETTING STARTED

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

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting to receive an email invitation.

PARTICIPATING AT THE MEETING

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

Search for meeting

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

Or select the country where the company is based.

Australia

To register as a shareholder

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

or To register as a proxyholder

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

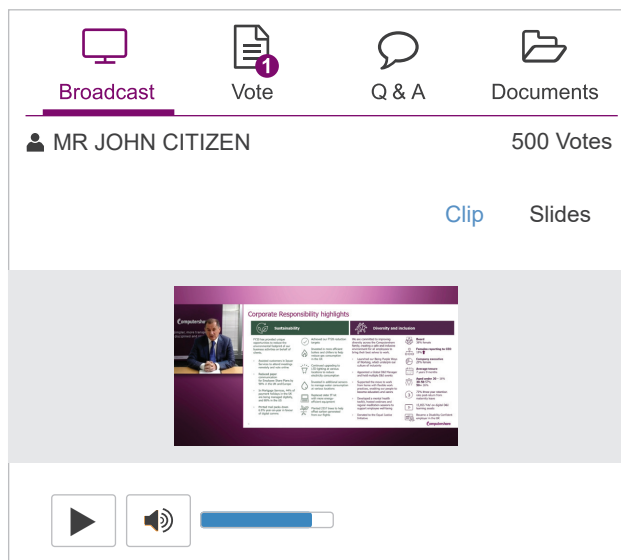
or To register as a guest

Select 'Guest' and enter your details.



Broadcast

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

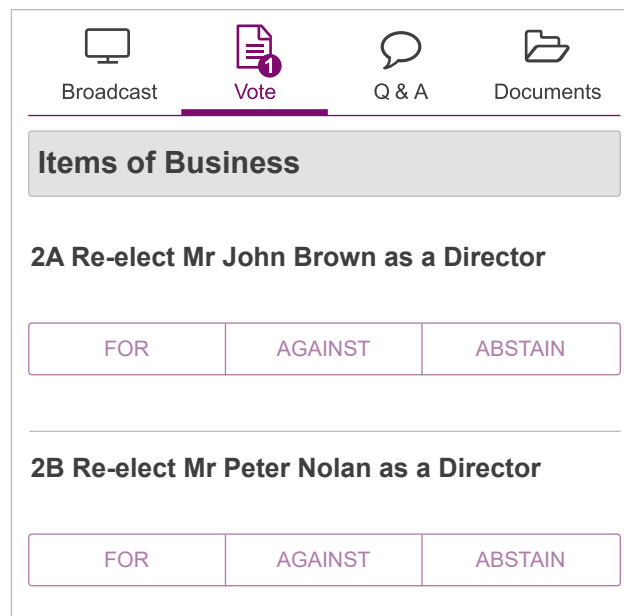


Vote

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

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

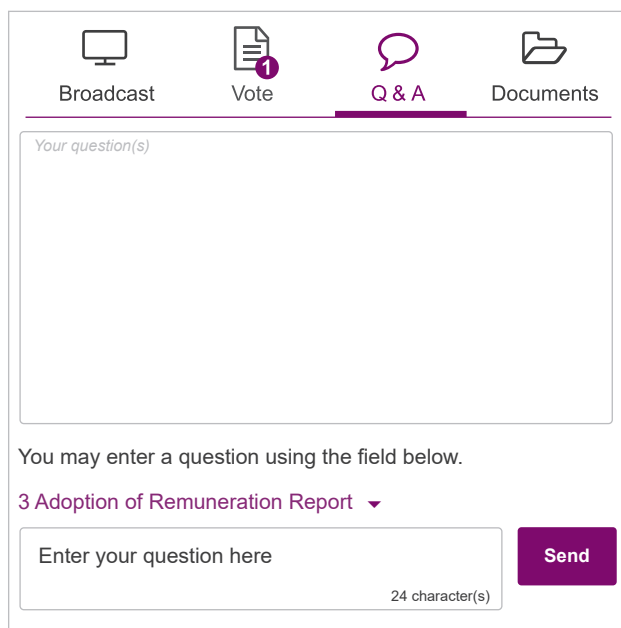
To change your vote, select 'Click here to change your vote' and press a different option to override.



Q & A

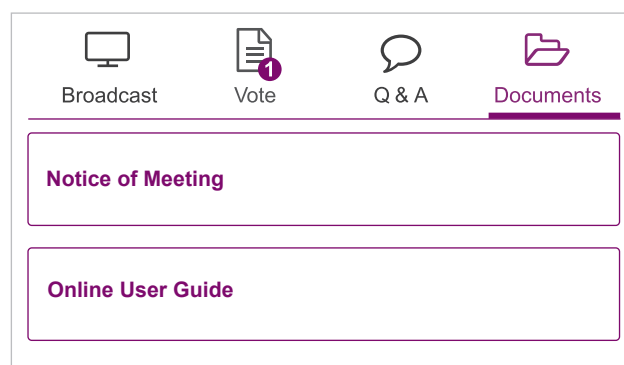
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

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



Documents

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



FOR ASSISTANCE

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