

Notice of 2025 Annual General Meeting



Notice is given that the Annual General Meeting (**AGM** or the **meeting**) of the members of The Lottery Corporation Limited ACN 081 925 706 (**The Lottery Corporation** or the **Company**) will be held at 10:00am (Brisbane time) on **Wednesday, 15 October 2025** at the Grand Ballroom, Brisbane Marriott Hotel, 515 Queen Street, Brisbane, Qld 4000 for the purpose of conducting the business set out in this Notice.

Items of business

Item 1 – Financial Report and other reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2025.

There is no vote on this item.

Item 2 – Election and Re-election of Directors

To consider and, if thought fit, pass the following resolutions as separate ordinary resolutions:

- (a) Election of **Mr Tim Poole** as a Director of the Company
- "That Mr Tim Poole, who retires in accordance with Rule 8.1 of the Company's Constitution and, being eligible, be elected as a Director of the Company."*
- (b) Re-election of **Ms Anne Brennan** as a Director of the Company
- "That Ms Anne Brennan, who retires in accordance with Rule 8.1 of the Company's Constitution and, being eligible, be re-elected as a Director of the Company."*
- (c) Re-election of **Mr John O'Sullivan** as a Director of the Company
- "That Mr John O'Sullivan, who retires in accordance with Rule 8.1 of the Company's Constitution and, being eligible, be re-elected as a Director of the Company."*

Item 3 – Adoption of Remuneration Report (non-binding advisory vote)

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

"That the Remuneration Report for the financial year ended 30 June 2025 be adopted."

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by shareholders when reviewing the Company's remuneration practices and policies.

This resolution is subject to a voting exclusion.

Item 4 – Grant of Performance Rights to the incoming Managing Director and Chief Executive Officer

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

"That approval be given for all purposes, including ASX Listing Rule 10.14, to grant Performance Rights to the incoming Managing Director and Chief Executive Officer (MD & CEO) of the Company, Mr Wayne Pickup, under The Lottery Corporation's long-term incentive (LTI) plan on the basis described in the Explanatory Notes included in the Notice of Meeting."

This resolution is subject to a voting exclusion.

By order of the Board.

Daniel Csillag
Company Secretary

20 August 2025

The Lottery Corporation confirms that this document complies with the notice of meeting content requirements set out in the Listing Rules. ASX has provided no objection to this document under Listing Rule 15.1.4 on the basis of this confirmation.

Key Information

Eligibility to attend and vote

You are eligible to attend and vote at the meeting if you are registered as a shareholder of The Lottery Corporation as at 7:00pm (Sydney time) on Monday, 13 October 2025.

Last date to submit proxy form

Your completed proxy form must be received by no later than 10:00am (Brisbane time) on Monday, 13 October 2025.

Voting intentions of the Chairman of the AGM

The Chairman of the AGM intends to vote undirected proxies in favour of all resolutions set out in this Notice of Meeting.

Please refer to the Explanatory Notes for further information on the proposed resolutions and applicable voting exclusions.

Questions from shareholders

Before the AGM: Shareholders may submit questions or comments to The Lottery Corporation or the external auditor in advance of the meeting. If you wish to submit questions, they must be received by The Lottery Corporation by no later than 5:00pm (Brisbane time) on Wednesday, 8 October 2025. To submit a question, visit <https://au.investorcentre.mpms.mufig.com> and follow the prompts.

During the AGM: Shareholders (as a whole) who attend the meeting in person will have a reasonable opportunity to ask questions or make comments relevant to the business of the meeting or the management of the Company during the AGM.

View a webcast

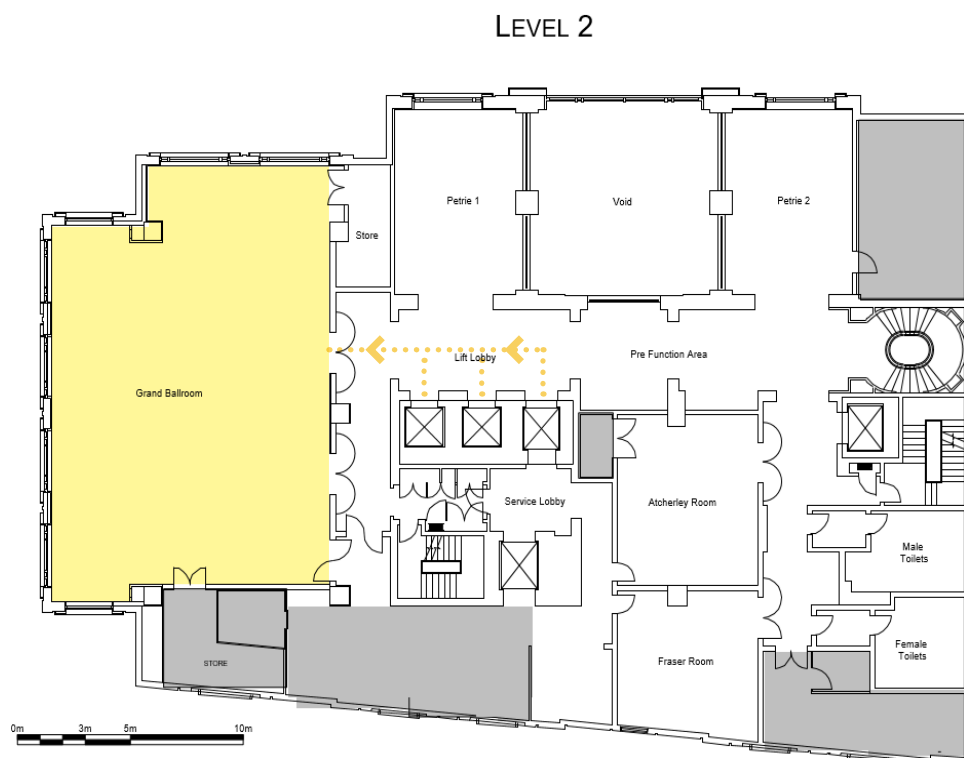
The AGM live webcast will be available via www.thelotterycorporation.com/investors/annual-general-meeting. Please note that you will not be able to directly participate in the meeting online, including asking questions, making comments or voting through the webcast facility. An archive of the webcast will be available on our website shortly after the meeting concludes.

Alternative meeting arrangements

If it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the meeting, the Company will provide an update on its website and the ASX platform.

Your privacy

Attendees at the meeting may be video recorded.



**Brisbane
Marriott Hotel**
Access via **Queens Street**

515 Queen St, Brisbane
City, Qld 4000

1. Follow the digital signage to the Grand Ballroom located on Level 2.
2. Level 2 accessible via lifts or stairwell in the hotel lobby.

Voting information

Options on how to vote

Shareholders may:

- attend the AGM and vote in person;
- appoint a proxy or attorney to vote on their behalf; or
- in the case of corporate shareholders or proxyholders, appoint a corporate representative to vote for them.

Eligibility to vote at the AGM

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the holders of The Lottery Corporation's ordinary shares for the purposes of the meeting will be those registered holders of The Lottery Corporation's ordinary shares at 7:00pm (Sydney time) on Monday, 13 October 2025.

Required majority and voting entitlement

The resolutions described in items 2, 3 and 4 are ordinary resolutions and each will be passed if more than 50% of votes cast by shareholders entitled to vote on the resolution are cast in favour of that resolution.

The vote on the resolution in item 3 regarding the Remuneration Report is **advisory only** and does not bind the Directors or the Company.

The vote on each resolution set out in the Notice of Meeting will be decided on a poll, pursuant to the requirements of the Corporations Act 2001 (Cth) (**Corporations Act**).

On a resolution determined by poll, each registered shareholder participating in the meeting, or present by proxy, has one vote for every fully paid ordinary share held.

Proxies

A shareholder who is entitled to vote on a resolution may appoint a proxy to attend and vote at the meeting.

The Lottery Corporation encourages all shareholders to submit a proxy vote online ahead of the meeting. A proxy need not be a shareholder of The Lottery Corporation. If you are entitled to cast two or more votes, you may nominate two proxies to vote on your behalf at the meeting. If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of your votes. Fractions of votes will be disregarded. If no such number or proportion is specified, each proxy may exercise half your votes.

Votes may be cast 'For' or 'Against' or you may 'Abstain' from voting on a resolution. To direct a proxy how to vote on any resolution, place a mark (e.g. a cross) in the appropriate box on the proxy form or indicate the number of shares or percentage of shares that you wish to vote in the appropriate box. A valid voting direction must not exceed the total number of shares held or 100%. If you 'Abstain' from voting, your votes will not be counted in computing the required majority on a poll.

A proxy appointment is not revoked by the appointing shareholder participating in the AGM unless the shareholder actually votes on a resolution, in which case, the shareholder's vote on that resolution will be counted instead of any vote by the proxyholder. If a proxy appointment directs the proxyholder how to vote but the proxyholder does not attend the AGM, or does not vote on a poll, the Chairman of the AGM will be taken to have been appointed as the proxy for the relevant shareholder in respect of the AGM and will vote in accordance with the written direction of that shareholder.

Proxy voting by the Chair of the AGM and members of KMP

If you appoint a member of the Company's KMP or one of their closely related parties as your proxy, they will not be able to cast your votes on items 3 or 4, unless you direct them how to vote, or the Chairman of the AGM is your proxy.

If the Chairman of the AGM is appointed as, or becomes, your proxy and you do not mark a voting box next to items 3 or 4, then by submitting a proxy form, you will be expressly authorising the Chairman of the AGM to vote in respect of the relevant item, even though it is connected with the remuneration of The Lottery Corporation's KMP.

The Chairman intends to vote all available undirected proxies in favour of items 2(a) to 4 inclusive.

Online proxy facility

Proxy appointments can be made online via the Company's Share Registry website as set out below.

Login to the MUFG Corporate Markets website at visit <https://au.investorcentre.mpms.mufg.com> select Voting and follow the prompts to lodge your vote. To use the online lodgment facility, shareholders will need their "Holder Identifier" – Security Reference Number (**SRN**) or Holder Identification Number (**HIN**).

Choose The Lottery Corporation from the drop-down menu, enter your SRN or HIN and follow the instructions provided to appoint a proxy. Shareholders will be taken to have signed their proxy form if they make their proxy appointment in accordance with the instructions on the website.

Proxy delivery

Completed proxy forms must be received by The Lottery Corporation's share registry, MUFG Corporate Markets, online or at **MUFG Corporate Markets, Locked Bag A14, Sydney South NSW 1235** or in one of the other ways specified in the proxy form by no later than 10:00am (Brisbane time) on Monday, 13 October 2025.

Power of attorney

If the proxy form is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by The Lottery Corporation's share registry, MUFG Corporate Markets, in the same manner as outlined above for proxy forms by no later than 10:00am (Brisbane time) on Monday, 13 October 2025, unless the power of attorney has been previously lodged with The Lottery Corporation's share registry.

Corporate representatives

If a corporate shareholder or proxyholder wishes to appoint a person to act as its representative at the meeting, that person should be provided with a letter or certificate authorising them as the company's representative (executed in accordance with the Company's constitution) or with a copy of the resolution appointing the representative, certified by a secretary or director of the company.

A form of appointment of corporate representative may be obtained from The Lottery Corporation's share registry, MUFG Corporate Markets, online at <https://www.mpms.mfg.com/shareholders/forms>. The form must be received by MUFG Corporate Markets prior to the start of the AGM.

Conduct of the meeting

The Lottery Corporation is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxyholders, attorneys and representatives) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions and provide comments on matters relevant to the business of the meeting or about the management of The Lottery Corporation generally. The Chairman and the current MD & CEO will generally answer questions on behalf of the Board and management.

Shareholders are encouraged to submit questions ahead of the meeting through the MUFG Corporate Markets website at <https://au.investorcentre.mpms.mufg.com>. Written questions must be received by 5:00pm (Brisbane time) on Wednesday, 8 October 2025.

The Chairman of the AGM will endeavour to address as many of the key themes raised as possible during the course of the meeting and may address similar or identical questions together. There may not be sufficient time available at the meeting to address all of the questions submitted. Please note individual responses will not be sent to shareholders.

Shareholders are requested to restrict themselves to two questions or comments initially per item, and further questions will be considered if time permits.

The Lottery Corporation expects that all conduct at its shareholder meeting will be respectful and courteous.

The Chairman of the AGM will exercise their powers to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders, including taking appropriate action if there are any disruptions or interferences with the proper conduct of the meeting.

Explanatory Notes

These Explanatory Notes form part of the Notice of Meeting and have been prepared for the information of shareholders in relation to the business to be conducted at the Company's 2025 AGM.

Item 1 – Financial Report and other reports

The Financial Report, Directors' Report and Auditor's Report for the Company for the financial year ended 30 June 2025 will be laid before the Annual General Meeting, in accordance with section 317 of the Corporations Act. The 2025 Annual Report is available at <https://www.thelotterycorporation.com/investors/annual-reports>.

There is no requirement for shareholders to approve these reports. However, the Chairman of the AGM will allow a reasonable opportunity for shareholders as a whole to ask questions about, or make comments on, these reports and the management of the Company.

EY Australia, the Company's external auditor (the **External Auditor**), will attend the meeting and a reasonable opportunity will be given to shareholders as a whole to ask questions of the auditor relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the Financial Statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit written questions to the auditor, EY Australia, on the content of the Auditor's Report

or the conduct of its audit for the financial year ended 30 June 2025 in advance of the meeting. The External Auditor is not obliged to provide written answers to questions received before the AGM. Such questions must be received by no later than 5:00pm (Brisbane time) on Wednesday, 8 October 2025.

Item 2 – Election and Re-election of Directors

Mr Tim Poole, Ms Anne Brennan and Mr John O'Sullivan retire and offer themselves for election or re-election in accordance with Rule 8.1 of The Lottery Corporation's Constitution and the ASX Listing Rules.

The qualifications and experience of candidates are provided below.



Tim Poole

Mr Tim Poole was appointed as a Non-executive Director of The Lottery Corporation on 6 August 2025, following the receipt of all necessary regulatory approvals and ministerial consents.

Mr Poole served as an Observer to the Board between 16 December 2024 and 5 August 2025.

Skills and experience:

Mr Poole is currently the Chairman of Aurizon Holdings Limited.

He was formerly the Chairman of Reece Limited.

Mr Poole was previously a non-executive director of a range of public and private companies in various sectors including infrastructure, transport, property, financial services and mining.

He was a former Managing Director of Hastings Funds Management.

Other current directorships of listed companies:

- Aurizon Holdings Limited since July 2015, appointed Chairman since 1 September 2015.

Qualifications:

Mr Poole holds a Bachelor of Commerce.

Board recommendation:

The Board considers Mr Poole's significant experience as a non-executive director in a range of public and private companies across various sectors including infrastructure, transportation, property, financial services and mining to be of value to The Lottery Corporation.

Accordingly, the Directors (with Mr Poole abstaining) unanimously recommend the election of Mr Poole.

The Board considers Mr Poole to be independent.

The Lottery Corporation undertook appropriate checks of Mr Poole's background and qualifications, and no adverse information was identified.

Mr Poole has confirmed that he will continue to have sufficient time to fulfil his duties as a Director of The Lottery Corporation.



Anne Brennan

Ms Anne Brennan is a Non-executive Director of The Lottery Corporation.

Ms Brennan is the Chair of the Audit Committee and a member of the People & Remuneration Committee, and a member of the Nomination Committee of The Lottery Corporation.

Ms Brennan was appointed as a Non-executive Director in May 2022.

Skills and experience:

Ms Brennan is a Non-executive Director of Endeavour Group and GPT Group.

She is an experienced Non-executive Director with deep financial and business experience across a range of industries. Ms Brennan's previous directorships include Argo Investments Limited, Charter Hall Group, Echo Entertainment Group, Metcash Limited, Myer Limited, Nufarm Limited, NSW Treasury Corporation, Tabcorp Holdings, Rabobank Australia and Rabobank New Zealand, and Spark Infrastructure Group.

She has held a variety of senior management roles in both large corporates and professional services firms. Ms Brennan was formerly Chief Financial Officer at CSR Limited and Finance Director at Coates Hire Limited. She was also a partner at Ernst & Young, Andersen and KPMG.

Qualifications:

Ms Brennan holds a Bachelor of Commerce (Honours). She is a Fellow of Chartered Accountants of Australia & New Zealand (CA ANZ) and a Fellow of the Australian Institute of Company Directors (AICD).

Other current directorships of listed companies:

- Endeavour Group Limited since June 2022
- GPT Group since May 2022

Board recommendation:

The Board considers Ms Brennan's extensive experience and background in finance, accounting, risk and compliance, and the gaming and entertainment industry to be of value to The Lottery Corporation.

Accordingly, the Directors (with Ms Brennan abstaining) unanimously recommend the re-election of Ms Brennan.

The Board considers Ms Brennan to be independent.

Ms Brennan has confirmed that she will continue to have sufficient time to fulfil her duties as a Director of The Lottery Corporation.



John O'Sullivan

Mr John O'Sullivan is a Non-executive Director of The Lottery Corporation.

Mr O'Sullivan is the Chair of the Risk and Compliance Committee and a member of the Audit Committee and Nomination Committee.

Mr O'Sullivan was appointed as a Non-executive Director in October 2022.

Skills and experience:

Mr O'Sullivan is the Chairman of Abacus Storage King and an Ambassador for the Australian Indigenous Education Foundation.

He was a former partner at Freehill Hollingdale & Page (now Herbert Smith Freehills Kramer) practising in corporate, finance, mergers and acquisitions.

He was also General Counsel of the Commonwealth Bank of Australia, Executive Chairman of Investment Banking and Capital Markets (Australia) at Credit Suisse Australia, and a Non-executive Director of AMP Limited.

Qualifications:

Mr O'Sullivan holds a Bachelor of Laws, Bachelor of Arts and a Master of Laws.

Other current directorships of listed companies:

- Abacus Storage King from June 2023.

Board recommendation:

The Board considers Mr O'Sullivan's extensive experience and background in legal, corporate governance, finance, risk and investment banking to be of value to The Lottery Corporation.

Accordingly, the Directors (with Mr O'Sullivan abstaining) unanimously recommend the re-election of Mr O'Sullivan.

The Board considers Mr O'Sullivan to be independent.

Mr O'Sullivan has confirmed that he will continue to have sufficient time to fulfil his duties as a Director of The Lottery Corporation.

Item 3 – Adoption of Remuneration Report

Listed companies are required to provide detailed disclosures of Non-executive Director and Key Management Personnel (**KMP**) remuneration in their Directors' Report.

These disclosures are set out in the Remuneration Report (which forms part of the Directors' Report).

During the AGM, there will be a reasonable opportunity for shareholders as a whole to comment on, and ask questions about, the Remuneration Report.

In accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and will not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies.

The Board unanimously recommends that shareholders vote in favour of resolution 3.

Voting exclusion in relation to item 3:

The Lottery Corporation will disregard any votes cast on this resolution:

- by or on behalf of a member of the KMP named in the Remuneration Report for the financial year ended 30 June 2025, or their closely related parties, regardless of the capacity in which the vote is cast;
- as a proxy by a member of the KMP at the date of the meeting, or their closely related parties,

unless the vote is cast as proxy for a person who is entitled to vote on this resolution:

- in accordance with their directions on how to vote as set out in the proxy form; or
- by the Chairman of the AGM pursuant to an express authorisation to exercise the proxy as the Chairman of the AGM thinks fit, even though this resolution is connected with the remuneration of the KMP.

Item 4 – Grant of Performance Rights to incoming Managing Director and Chief Executive Officer

On 28 July 2025, the Company announced that Mr Wayne Pickup had been appointed as The Lottery Corporation's next Managing Director and CEO and that he would commence with the Company on 24 November 2025. Mr Pickup will assume the role of Managing Director and CEO following receipt of all necessary regulatory approvals in relevant jurisdictions.

Shareholder approval is being sought for the grant of Performance Rights to Mr Pickup, as part of his remuneration for the financial year ending 30 June 2026 (**FY26**). The FY26 offer will be made under The Lottery Corporation's long term incentive (**LTI**) plan, which operates under the Equity Incentive Plan Rules, on the terms set out below.

Due to Mr Pickup commencing part way through the service period of the FY26 plan, a pro-rated grant will be offered.

Background

As the incoming MD & CEO, Mr Pickup will receive fixed remuneration and can earn variable remuneration through both short term and long term incentive arrangements.

The incoming MD & CEO's remuneration package is summarised below:

Component	At target performance	At maximum performance
Annual fixed remuneration (inclusive of superannuation)	\$1.55 million	\$1.55 million
Short term incentive opportunity ²	\$1.55 million	\$2.33 million
Long term incentive opportunity ³	\$1.55 million	\$2.33 million
Total	\$4.65 million	\$6.21 million¹

¹ The "maximum performance" opportunity will be realised if Mr Wayne Pickup and The Lottery Corporation outperform on both short and long term performance measures.

² Subject to the achievement of annual performance measures aligned to the long term business plan. Paid as 50% cash and 50% in restricted shares in the Company. FY26 STI will be pro-rated based on service completed during the financial year.

³ Provided in the form of Performance Rights. Vesting of Performance Rights is subject to the achievement of long term performance and service conditions. The FY26 LTI offer will be pro-rated due to Mr Pickup commencing part way through the FY26 LTI service period.

ASX Listing Rule 10.14 provides that the Company must obtain shareholder approval for an issue of securities to a Director under an employee incentive scheme.

If shareholder approval is obtained, The Lottery Corporation intends to grant Performance Rights to the incoming MD & CEO as the long-term incentive component of his annual remuneration for FY26. If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise the incoming MD & CEO.

The total number of Performance Rights to be granted to the incoming MD & CEO will be determined based on the formula:

\$2.24 million (being the incoming MD & CEO's pro-rated FY26 long term incentive maximum opportunity), divided by the volume weighted average price (**VWAP**) of The Lottery Corporation's shares traded on the ASX over the five trading days up to, but not including, 15 October 2025 (being the date of the 2025 AGM), rounded down to the nearest whole number.

Each Performance Right entitles the incoming MD & CEO to one fully paid ordinary share in The Lottery Corporation at the end of the specified performance and service periods, subject to the satisfaction of the performance and service conditions and other terms described below. Shares allocated on vesting will rank equally with other ordinary shares. The Board also has discretion to pay an equivalent cash amount, in lieu of allocating shares, on vesting.

The key terms relating to the Performance Rights are described below.

Performance Rights grant date

If shareholder approval is obtained, it is anticipated that the Performance Rights will be granted to the incoming MD & CEO as soon as practicable after their commencement date, and in any event no later than 12 months after shareholder approval is obtained.

Maximum number of Performance Rights to be granted

The maximum number of Performance Rights that will be granted to the incoming MD & CEO will be determined based on the formula stated previously.

This formula uses a face value methodology based on the VWAP of The Lottery Corporation shares.

The formula uses an effective maximum value of the Performance Rights at the time of allocation of \$2.24 million (FY26 pro-rated grant). This is equivalent to the market value of the maximum number of Performance Rights to be allocated and that would vest (if service and stretch performance conditions are achieved) at the end of the performance and service periods, using the five day VWAP of The Lottery Corporation's share prior to 15 October 2025. This formula is the same as the formula used to determine the FY25 grant of Performance Rights to the current MD & CEO, Ms Sue van der Merwe, as approved by shareholders at last year's AGM.

The actual value that the incoming MD & CEO may derive from this allocation of Performance Rights remains subject to the satisfaction of applicable performance conditions, vesting criteria and The Lottery Corporation share price at the time of vesting.

Issue price of Performance Rights

As the grant forms part of the incoming MD & CEO's remuneration, the Performance Rights will be granted at no cost to the incoming MD & CEO. No amount is payable by the incoming MD & CEO on vesting of any Performance Rights.

Performance Rights entitlement

The Performance Rights will be granted under, and are subject to the rules of The Lottery Corporation Equity Incentive Plan. Performance Rights do not carry any dividend, distribution or voting rights prior to vesting.

Performance measure

If shareholder approval is obtained, vesting of the incoming MD & CEO's grant of Performance Rights will be subject to two separate tranches with each tranche having its own performance measures and conditions:

- **Relative total shareholder return (TSR) tranche** – 50% of the incoming MD & CEO's Performance Rights will be subject to a performance measure based on relative TSR over a three year performance period, commencing 1 October 2025 and ending on 30 September 2028.
- **Return on invested capital (ROIC) tranche** – 50% of the incoming MD & CEO's Performance Rights will be subject to a performance measure based on the achievement of average ROIC performance conditions, measured over three financial years (i.e. from 1 July 2025 to 30 June 2028 inclusive).

Vesting of all Performance Rights is also subject to a service condition.

Performance Rights will lapse if performance and service conditions are not satisfied at the end of the applicable performance and service periods.

All performance and service conditions will be tested on or around 1 October 2028 (the **Test Date**).

There is no retesting of performance conditions for Performance Rights after the applicable Test Date, although the Board has discretion under the Equity Incentive Plan to waive some or all vesting conditions in special circumstances. If both performance measures and the service conditions are satisfied on the applicable Test Date, then the Performance Rights will vest on or around 1 October 2028. Details relating to each of these performance measures are set out below.

Relative TSR performance condition

The relative TSR performance conditions measure The Lottery Corporation's TSR ranking against a peer group of companies over the three-year performance period commencing on 1 October 2025 and ending on 30 September 2028 (inclusive).

The peer group comprises the companies in the S&P ASX 100 index (excluding organisations within the Metals and Mining and Oil and Gas sectors, as well as companies in the Communications (internet media and services) and Technology (software) sectors and Block Inc. (ASX:XYZ)). The Board has discretion to adjust the peer group to take into account events such as, but not limited to, delistings, takeovers, and mergers or demergers that might occur during the performance period.

Broadly, TSR measures the return received by shareholders from holding shares in a company over a particular period, calculated using the change in a company's share price over the relevant performance period as well as the dividends received (and assumed to be reinvested back into the company's shares) during that period. It also includes any capital returns to shareholders.

The Lottery Corporation's TSR ranking against the peer group of companies has been chosen as the performance measure because it directly aligns with the interests of shareholders and The Lottery Corporation's key strategic objective of maximising shareholder returns.

The following table details the number of Performance Rights that will vest under various relative TSR performance conditions:

Relative TSR ranking	Percentage of TSR Tranche that will vest
Below 50th percentile	0%
At 50th percentile	50%
Above the 50th percentile and below the 75th percentile	Straight line vesting to occur between 50% and 100%
At or above the 75th percentile	100%

ROIC performance condition

The ROIC performance condition was chosen as the second performance measure because it focuses management on achieving targeted returns on The Lottery Corporation's invested capital (equity and debt).

ROIC is an absolute measure, defined as earnings before interest, tax and significant items (EBIT before significant items), divided by the average invested capital base (being shareholders' equity plus net economic debt). Average invested capital is calculated as the average of opening and closing balances for each financial year.

The ROIC performance condition requires three-year average ROIC performance (measured over three financial years, from 1 July 2025 to 30 June 2028) to exceed specified targets.

The Board has elected to set three ROIC performance goals: Threshold, Target and Stretch:

- **Threshold** acknowledges the level of challenge inherent in the strategic plan upon which the Target is based. The Threshold has been set at a level of earnings growth and return performance considered to be sufficiently challenging relative to the Target.
- **Target** is based on the achievement of The Lottery Corporation's return objectives over the three-year performance period as reflected in the Company's strategic plan.
- **Stretch** has been set at a sufficiently high value that would require significant growth in The Lottery Corporation's earnings and level of returns over the three year performance period, meaningfully beyond the Target levels.

The ROIC Threshold, Target and Stretch goals will be published following the end of the performance period given the commercial sensitivity of this information.

Performance Rights subject to the ROIC performance condition will vest in accordance with the following schedule:

Average three-year ROIC (between 1 July 2025 and 30 June 2028)	Percentage of ROIC tranche that will vest
Below Threshold	0%
Between Threshold and Target	10%
At Target	50%
Between Target and Stretch	Straight line vesting to occur between 50% and 100%
At or above the Stretch	100%

The Board has discretion to make adjustments to the ROIC calculation so as to not unduly benefit or disadvantage participants. This may include material events or transactions, that are in the best interests of the Company, such as the extension of licences, strategic acquisitions or divestments or asset impairments.

Service Condition

Performance Rights are subject to a service condition commencing on the grant date and ending on or around 30 September 2028.

Additional holding lock

On testing of the performance and service conditions for both tranches, on or around 1 October 2028, any Performance Rights that vest will vest into The Lottery Corporation shares.

Vested shares will be subject to a further one-year holding lock during which the incoming MD & CEO will be restricted from trading. The holding lock will end on 30 September 2029.

The additional holding lock will ensure that the incoming MD & CEO and shareholders are aligned for a further year. While under the holding lock, the shares generally cannot be forfeited, except in the case of serious misconduct or where malus or clawback applies.

Treatment on cessation of employment

If the incoming MD & CEO's employment is terminated for cause or the incoming MD & CEO significantly underperforms or resigns during the service period, all unvested Performance Rights will lapse, unless the Board determines otherwise.

If the incoming MD & CEO ceases employment for any other reason (including death, permanent disability, serious illness, and genuine retirement) during the service period then, unless the Board determines otherwise, a pro rata portion of his Performance Rights will remain on foot (having regard to the portion of the service period that he has served).

These Performance Rights will be subject to the original vesting conditions (including performance, except that the service condition will be waived) to be tested in the normal course, and subject to the rules of The Lottery Corporation Equity Incentive Plan and offer terms. The remainder of the Performance Rights will lapse.

The formula intended to be used to determine the pro rata number of Performance Rights to remain on foot is set out below (unless the Board determines otherwise):

Proportion of the LTI offer service period employed

Total LTI offer service period

X

Number of Performance Rights originally granted

The number of Performance Rights to remain on foot will be rounded down to the nearest whole number. The Board also has discretion to claw back or lapse awards for good leavers where it has allowed them to remain on foot or vest on cessation.

Treatment on cessation of employment during the holding lock period

If the incoming MD & CEO's employment is terminated for cause during the holding lock period, all locked shares will be forfeited.

If the incoming MD & CEO ceases employment for any other reason, his locked shares will be released to him at the end of the holding lock period (i.e. on or around 30 September 2029), unless the Board determines otherwise.

Change of control or corporate action

In the event of a takeover bid for the Company or any other transaction, event or state of affairs that, in the Board's opinion, is likely to result in, or should otherwise be treated as, a change of control of the Company, the Board may determine, in its absolute discretion, the appropriate treatment regarding any unvested Performance Rights.

If the Company undertakes a variation of the issued capital of the Company (such as a capitalisation or rights issue, bonus issue, sub-division, consolidation or reduction of share capital) or certain other corporate actions, the Board may, at its discretion, vary the performance conditions, adjust the number of Performance Rights or the number of shares to be received upon vesting of the Performance Rights or issue further Performance Rights (or any combination of these things), in each case subject to the ASX Listing Rules.

Malus and clawback

Under the Equity Incentive Plan Rules, the Board may determine to lapse Performance Rights, forfeit shares allocated on vesting of Performance Rights or require that Mr Pickup pay or repay an amount to the Company as a debt should it be subsequently found that an inappropriate benefit was conferred on him, including, for example, in the case of fraud or gross misconduct or where there is a material misstatement or other event or error in the financial results of the Company.

Other Board discretions

The Board also has discretion to adjust the vesting conditions, to include or exclude any items from calculations to take into account unforeseen circumstances, subject to the ASX Listing Rules.

Calculation of the vesting conditions and achievement against the vesting conditions will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant (including any adjustments for unusual or non-recurring items that the Board considers appropriate).

The Board has discretion to adjust upwards or downwards the vesting outcome, including to ensure the performance of the Group and individuals are aligned to shareholder outcomes and expectations.

The Board may, in its absolute discretion, amend or add to the Plan Rules, or amend the terms or conditions of any incentive security granted under the Plan Rules, or suspend or terminate the operation of the Plan Rules, provided that (except in specified circumstances) such amendment would not reduce the rights of a participant in respect of any incentive security or share already granted.

Other information

- Mr Pickup is the incoming MD & CEO of the Company, and accordingly, on and from the date he takes office, will fall within the director category under ASX Listing Rule 10.14.1.
- The MD & CEO is the only Director of the Company entitled to participate in, and receive, a grant of Performance Rights under the LTI plan.
- No loan is to be provided to Mr Pickup in relation to the acquisition of Performance Rights or shares allocated on vesting of those Performance Rights.
- Mr Pickup has not previously been issued any Performance Rights under the LTI Plan.
- The Lottery Corporation utilises Performance Rights because they create share price alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the Performance Rights vest.
- Details of any securities issued under the FY26 LTI offer 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 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTI offer after this resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that ASX Listing Rule.
- The incoming MD & CEO is prohibited from hedging the share price exposure in respect of Performance Rights and shares allocated on vesting of those Performance Rights.

A voting exclusion applies in relation to this resolution.

If shareholder approval is obtained, further details on the Performance Rights granted to the incoming MD & CEO under the LTI offer will be provided in the 2026 Remuneration Report.

The Board recommends that shareholders vote in favour of this resolution.

Voting exclusion in relation to item 4:

The Lottery Corporation will disregard any votes cast:

- in favour of this resolution by or on behalf of Mr Pickup or an associate of Mr Pickup, regardless of the capacity in which the vote is cast;
 - on this resolution as a proxy by a member of the KMP at the date of the meeting, or their closely related parties;
- unless the vote is cast on this resolution:
- as proxy or attorney for a person entitled to vote on the resolution in accordance with their directions of how to vote as set out in the proxy appointment;
 - as proxy for a person entitled to vote on the resolution by the Chairman of the AGM pursuant to an express authorisation to exercise the proxy to vote as the Chairman of the AGM thinks fit; or
 - by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

