

# Notice of 2024 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 (Melbourne time) on **Tuesday, 1 October 2024** at The Events Centre, Tower 2, Level 5, 727 Collins Street Docklands VIC 3008 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 2024.

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 Stephen Morro as a Director of the Company

*"That Mr Stephen Morro, 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 Dr Doug McTaggart as a Director of the Company

*"That Dr Doug McTaggart, 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 Ms Megan Quinn as a Director of the Company

*"That Ms Megan Quinn, 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 year ended 30 June 2024 be adopted."*

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company. 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 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 Managing Director and Chief Executive Officer (MD & CEO) of the Company, Ms Sue van der Merwe, 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.

### Item 5 – Renewal of Proportional Takeover Provisions

To consider and, if thought fit, pass the following resolution as a special resolution:

*"That the Company renew the proportional takeover provisions contained in Rule 6 of the Company's Constitution for a period of three years from the date of this meeting."*

By order of the Board.

**Daniel Csillag**

Company Secretary

21 August 2024

## 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 10:00am (Melbourne time) on Sunday, 29 September 2024.

### Last date to submit proxy form

Your completed proxy form must be received by no later than 10:00am (Melbourne time) on Sunday, 29 September 2024.

### 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 (Melbourne time) on Tuesday, 24 September 2024. To submit a question, visit <https://investorcentre.linkgroup.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

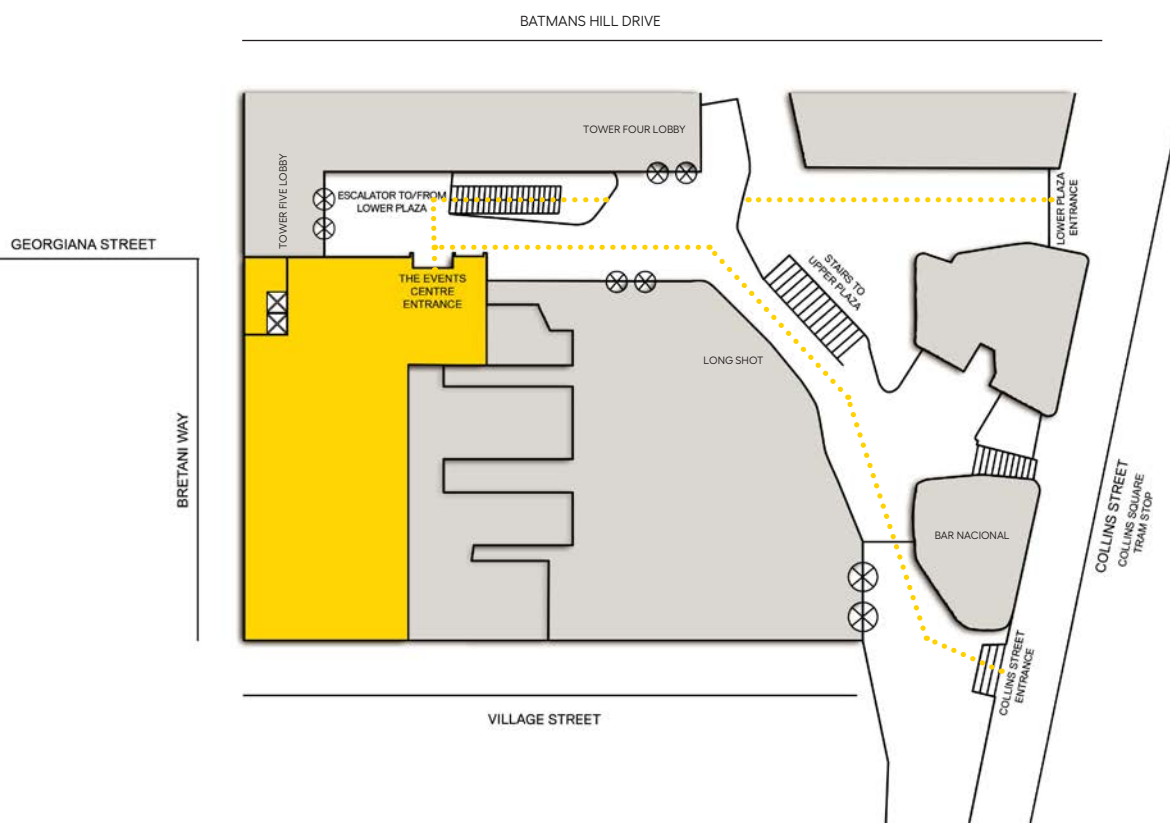
The AGM live webcast will be available via <https://www.thelotterycorporation.com/investors/annual-general-meeting>. Please note that you will not be able to directly participate in the meeting online, including asking questions, making comments or voting through the webcast facility. An archive of the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



## The Events Centre Access via Collins Street

### Directions:

1. Walk under the bright yellow Dion Horstmanns sculpture at the entry to Collins Square
2. Walk straight ahead and through the doors marked as "To Tower Four and Five"
3. Walk across the upper level of the plaza, to the left
4. Continue past Long Shot Café and the revolving doors to your left
5. Enter The Events Centre lobby through the sliding doors to your left.

## 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 10:00am (Melbourne time) on Sunday, 29 September 2024.

### 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.

Item 5 is a special resolution, which means that it requires approval of 75% of votes cast by shareholders entitled to vote on the resolution.

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 5 inclusive.

### Online proxy facility

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

Login to the Link Investor Centre website at <https://investorcentre.linkgroup.com> select Voting and follow the prompts to lodge your vote. To use the online lodgement 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, Link Market Services, online or at Link Market Services Limited, 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 (Melbourne time) on Sunday, 29 September 2024.

### 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, Link Market Services, in the same manner as outlined above for proxy forms by no later than 10:00am (Melbourne time) on Sunday, 29 September 2024, 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, Link Market Services, online at <https://www.linkmarketservices.com.au/corporate/resources/forms.html>. The form must be received by Link Market Services 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 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 Link Investor Centre website at <https://investorcentre.linkgroup.com>. Written questions must be received by 5:00pm (Melbourne time) Tuesday, 24 September 2024.

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 2024 AGM.

### Item 1 – Financial Report and other reports

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2024 will be laid before the Annual General Meeting, in accordance with section 317 of the Corporations Act. The 2024 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 year ended 30 June 2024 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 (Sydney time) on Tuesday, 24 September 2024.

### Item 2 – Election and Re-election of Directors

Mr Stephen Morro, Dr Doug McTaggart and Ms Megan Quinn 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 is provided below.



#### Stephen Morro

Mr Stephen Morro was appointed as a Non-executive Director of The Lottery Corporation on 11 December 2023, following the receipt of all necessary regulatory approvals and ministerial consents. Mr Morro served as an Observer to the Board between 30 June 2023 and 10 December 2023.

Mr Morro is a member of the Company's Risk and Compliance Committee, People and Remuneration Committee and Nomination Committee.

#### Skills and experience:

Mr Morro has more than 30 years of experience in the highly regulated gaming industry as a supplier, operator, and regulator.

Mr Morro held various roles at International Game Technology PLC between 1988 and 2010, including as President of the North American Gaming Division and Chief Operating Officer. He also served as a Non-executive Director of Aristocrat Leisure Limited from 2010 to 2020, including as Lead US Director.

Mr Morro is a Non-executive Director of Light & Wonder and a former Non-executive Director of Dreamscape Entertainment Integrated Resorts.

#### Qualifications:

Mr Morro holds a Bachelor of Arts - Business Administration.

#### Board recommendation:

The Board considers Mr Morro's deep experience in the gaming and entertainment industry along with his experience at ASX listed companies, to be of value to The Lottery Corporation.

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

The Board considers Mr Morro to be independent.

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

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



### **Doug McTaggart**

Dr Doug McTaggart is the Chairman of the Board of The Lottery Corporation. He has been a Non-executive Director of The Lottery Corporation since October 2022 and was appointed Chairman in March 2024.

Dr McTaggart is also Chairman of the Nomination Committee.

#### **Skills and experience:**

Dr McTaggart is Chairman of Indigenous Business Australia Asset Management (IBAAM).

He recently retired as a Director of Suncorp Group and was formerly the Chairman of Spark Infrastructure RE and a member of the Australian National University Council. He was also a Director of UGL and the former Chairman of SunCentral Maroochydore.

Dr McTaggart was previously Chief Executive Officer of the Queensland Investment Corporation (QIC), a member of the Council of Australian Governments (COAG) Reform Council, Councillor on the National Competition Council (NCC), and Professor of Economics and Associate Dean at Bond University.

#### **Qualifications:**

Dr McTaggart holds of a Bachelor of Economics (Honours), a Master of Arts (Economics) PhD, and an Honorary Doctorate. He is a Life Fellow of the Australian Institute of Company Directors (AICD) and Senior Fellow of the Financial Services Institute of Australasia (FINSIA).

#### **Board recommendation:**

The Board considers Dr McTaggart's extensive experience as a non-executive director and background in finance, treasury, risk and compliance matters to be of value to The Lottery Corporation.

Accordingly, the Directors (with Dr McTaggart abstaining) unanimously recommend the re-election of Dr McTaggart.

The Board considers Dr McTaggart to be independent.

Dr McTaggart has confirmed that he will continue to have sufficient time to fulfil his duties as a Director and Chairman of The Lottery Corporation.



### **Megan Quinn**

Ms Megan Quinn is a Non-executive Director of The Lottery Corporation.

Ms Quinn is a member of the People and Remuneration Committee, Risk and Compliance Committee and Nomination Committee.

Ms Quinn was appointed as a Non-executive Director in October 2022.

#### **Skills and experience:**

Ms Quinn is also a Non-executive Director of Reece Limited and City Chic Collective Limited and a former Non-executive Director of InvoCare Limited.

She has more than 30 years of global experience as a senior executive, entrepreneur, advisor, and non-executive director across a range of industries.

Ms Quinn co-founded international online luxury retailer Net-a-Porter, and is a recognised customer, brand, digital transformation, and multi-channel expert.

Ms Quinn previously served on the Board and National Committee of UNICEF Australia.

#### **Qualifications:**

Ms Quinn is a Graduate Member of the Australian Institute of Company Directors (AICD).

#### **Board recommendation:**

The Board considers Ms Quinn's customer, innovation, global brand, digital transformation and multi-channel experience and background as well as experience as a public company director to be of value to The Lottery Corporation.

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

The Board considers Ms Quinn to be independent.

Ms Quinn has confirmed that she will continue to have sufficient time to fulfil her 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 year ended 30 June 2024, 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 Managing Director and Chief Executive Officer

Shareholder approval is being sought for the grant of Performance Rights to the MD & CEO, Ms Sue van der Merwe, as part of her remuneration for the financial year ending 30 June 2025 (**FY25**). The FY25 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.

### Background

The MD & CEO receives fixed remuneration and can earn variable remuneration through both short term and long term incentive arrangements. Details of the MD & CEO's annual remuneration package can be found in The Lottery Corporation's 2024 Remuneration Report. The MD & CEO's current remuneration package is summarised below:

Component	At target performance	At maximum performance <sup>1</sup>
Annual fixed remuneration (inclusive of superannuation)	\$1.55 million	\$1.55 million
Short term incentive opportunity <sup>2</sup>	\$1.55 million	\$2.33 million
Long term incentive opportunity <sup>3</sup>	\$1.55 million	\$3.10 million
<b>Total</b>	<b>\$4.65 million</b>	<b>\$6.98 million</b>

<sup>1</sup> The "maximum performance" opportunity will be realised if Ms van der Merwe and The Lottery Corporation outperform on both short and long term performance measures.

<sup>2</sup> Subject to the achievement of annual performance measures aligned to the long term business plan. Paid as 50% cash and 50% in Restricted Shares.

<sup>3</sup> Provided in the form of Performance Rights. Vesting of Performance Rights is subject to the achievement of long term performance and service conditions. The number of Performance Rights granted is calculated using the five day volume weighted average price of The Lottery Corporation's shares prior to 1 October 2024 (being the date of the AGM).

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 MD & CEO as the long-term incentive component of her annual remuneration for FY25. If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise the MD & CEO.

The total number of Performance Rights to be granted to the MD & CEO will be determined based on the formula: \$3.10 million (being the MD & CEO's 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, 1 October 2024 (being the date of the 2024 AGM), rounded down to the nearest whole number.

Each Performance Right entitles the 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 MD & CEO as soon as practicable after the AGM, and in any event no later than 12 months afterwards.

### Maximum number of Performance Rights to be granted

The maximum number of Performance Rights that will be granted to the 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 \$3.10 million. 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 1 October 2024. This formula is the same as the formula used to determine the FY24 grant of Performance Rights to the MD & CEO, as approved by shareholders at last year's AGM.

The actual value that the 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 MD & CEO's remuneration, the Performance Rights will be granted at no cost to the MD & CEO. No amount is payable by the 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 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 MD & CEO's Performance Rights will be subject to a performance measure based on relative TSR over a three year performance period, commencing 2 October 2024, and ending on 1 October 2027.

Vesting of the TSR tranche of Performance Rights is also subject to an absolute TSR gate. This means that unless the Board determines otherwise, the Company's TSR over the performance period must be positive for any Performance Rights to vest, even if relative TSR performance conditions have been met; and

- **Return on invested capital (ROIC) tranche** – 50% of the 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 2024 to 30 June 2027 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, and the absolute TSR gateway will be tested on or around 2 October 2027 (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 automatically vest on or around 2 October 2027. 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 2 October 2024 and ending on 1 October 2027 (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). 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 2024 to 30 June 2027) 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 2024 and 30 June 2027)	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 unduly. 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 1 October 2027.

### Additional holding lock

On testing of the performance and service conditions for both tranches, on or around 2 October 2027, 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 MD & CEO will be restricted from trading. The holding lock will end on 1 October 2028.

The additional holding lock will ensure that the 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 MD & CEO's employment is terminated for cause or the MD & CEO significantly underperforms or resigns during the service period, all unvested Performance Rights will lapse, unless the Board determines otherwise.

If the 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 her Performance Rights will remain on foot (having regard to the portion of the service period that she 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):

$$\frac{\text{Proportion of the LTI offer service period employed}}{\text{Total LTI offer service period}} \times \text{Number of Performance Rights originally granted}$$

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

If the MD & CEO ceases employment for any other reason, her locked shares will be released to her at the end of the holding lock period (i.e. on or around 1 October 2028), 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 Ms van der Merwe pay or repay an amount to the Company as a debt should it be subsequently found that an inappropriate benefit was conferred on her, 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.

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

- For the purposes of ASX Listing Rule 10.15.2, Ms van der Merwe is the MD & CEO of the Company, and accordingly falls 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.
- Ms van der Merwe has been awarded 699,300 and 659,340 Performance Rights previously at no cost under The Lottery Corporation's FY23 and the FY24 LTI offers respectively.
- No loan is to be provided to Ms van der Merwe in relation to the acquisition of Performance Rights or shares allocated on vesting of those Performance Rights.

- 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 FY25 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 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 MD & CEO under the LTI offer will be provided in the 2025 Remuneration Report.

**The Board (with Ms van der Merwe abstaining) 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 Ms van der Merwe or an associate of Ms van der Merwe, 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.

## Item 5 – Renewal of Proportional Takeover Provisions

The Lottery Corporation's Constitution contains provisions which prohibit the registration of transfers of shares acquired under a proportional takeover bid unless a resolution is passed by the shareholders approving the bid. As provided in Rule 6, the provisions will cease to have effect at the end of three years after they were adopted or last approved by shareholders, unless renewed. As the Company's Constitution was adopted on 3 March 2022, the provisions in Rule 6 of the Company's Constitution will expire on 3 March 2025, unless renewed.

Rule 6 is set out in full in the version of the Company's Constitution, which is available from the Company's website on the Corporate Governance page at the 'Who We Are' section of the Company's website (<https://www.thelotterycorporation.com>).

Accordingly, it is proposed that the proportional takeover provisions are renewed for a period of three years from the date of the meeting.

### What is a proportional takeover bid?

A proportional takeover bid is one where the takeover offer made by a bidder to each shareholder is only for a proportion of that shareholder's shares – for example, where the bidder only makes a bid for 30% of each shareholder's shares. The specified proportion must be the same in the case of all shareholders. This means that control of the target company may pass without shareholders having the chance to sell all their shares to the bidder. The bidder may take control of the target company without paying an adequate amount for gaining control.

To deal with this possibility, a company may provide in its constitution that if a proportional takeover bid is made for shares in the company, shareholders must vote on whether to accept or reject the offer and that decision will be binding on all shareholders.

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

### Effect of the provisions

If Rule 6 is renewed and a proportional takeover bid is made for The Lottery Corporation shares, the Directors will be required to convene a general meeting of shareholders to vote on a resolution to approve the proportional takeover bid. The resolution must be voted on at least 14 days before the last day of the takeover bid period. The resolution will be passed if more than 50% of votes cast are in favour of the approval. The bidder and any associates of the bidder will be excluded from voting.

If the resolution is rejected by the shareholders, then the bid will be deemed to be withdrawn and registration of any transfer of shares resulting from the proportional takeover bid will be prohibited. Acceptances will be returned, and any contracts formed by acceptances will be rescinded.

If the resolution is approved or taken to be approved, transfers to the bidder of shares which have been accepted into the bid will be registered provided they comply with the other provisions of the Constitution.

If no resolution is voted on at least 14 days before the last day of the takeover bid period, then a resolution to approve the proportional takeover bid will be deemed to have been passed. This effectively means that shareholders may only prohibit a proportional takeover bid by passing a resolution rejecting the proportional takeover bid.

The proportional takeover provisions do not apply to full takeover bids. The renewed provisions will expire after three years, unless again renewed by shareholders by a special resolution. Similar provisions are commonly found in the constitutions of publicly-listed companies on the ASX and are regularly renewed.

### Reasons for proposing resolution

Part 6.5 Subdivision 5C of the Corporations Act permits the inclusion and renewal of proportional takeover provisions in the Constitution. The Directors consider that shareholders should continue to have the opportunity to vote on a proposed proportional takeover bid.

Without the provisions in the Constitution, a proportional takeover bid for the Company might enable a bidder to obtain control of the Company without shareholders having the opportunity to dispose of all their shares. Shareholders may therefore be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares.

The provisions reduce this risk because they give shareholders the opportunity to decide whether a proportional takeover bid should proceed. If it does proceed, individual shareholders can make a separate decision as to whether they wish to accept the bid for their shares.

### No knowledge of any present acquisition proposals

As at the date of this Notice, none of the Directors are aware of a proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

### Review of the advantages and disadvantages of the proportional takeover provisions

The Corporations Act requires shareholders to be given a statement which retrospectively examines the advantages and disadvantages, for directors and shareholders, of the proportional takeover provisions proposed to be renewed.

During the period in which Rule 6 of the Constitution has been in effect there have been no proportional takeover bids made for the Company and the rule has therefore not been activated. Accordingly, there are no actual examples against which to assess the advantages or disadvantages of the proportional takeover provisions for the Directors and shareholders of the Company. The Directors are not aware of any potential takeover bid that was discouraged by the proportional takeover provisions.

### Potential advantages and disadvantages

The provisions enable the Directors to ascertain the views of shareholders on a proportional takeover bid. Apart from this, there is no specific advantage for Directors (in their capacity as Directors) in renewing the proportional takeover provisions because they remain free to make their own recommendation on whether a proportional takeover bid should be approved or rejected.

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

- they give shareholders their say, in determining by majority vote, whether a proportional takeover bid should proceed;
- they ensure that all shareholders will have an opportunity to study a proportional takeover bid proposal and vote on whether it should proceed. This should ensure that the terms of any future proportional bids are structured to be attractive to a majority of independent shareholders;
- shareholders' bargaining power is increased and may assist in ensuring that any proportional takeover bid is adequately priced;
- they may assist shareholders in avoiding being left with a minority interest; and
- knowing the view of the majority of shareholders may assist individual shareholders to assess the likely outcome of the proportional takeover bid and whether to approve or reject that bid, and may avoid shareholders feeling pressure to accept the bid even if they do not want it to succeed.

A potential disadvantage of the inclusion of such provisions in the Constitution is that they may make a proportional takeover bid more difficult to achieve and therefore discourage such bids from being made. This in turn may reduce opportunities for shareholders to sell some of their shares at an attractive price to persons securing control of the Company and may reduce any speculative element in the market price of the shares arising from the possibility of a takeover offer being made. Another potential disadvantage is that the provisions may be considered to constitute an additional restriction on the ability of shareholders to deal freely with their shares.

The Board considers that the potential advantages for members of the proportional takeover provisions outweigh the potential disadvantages.

### Special resolution

Resolution 5 is a special resolution and, therefore, requires approval of 75% or more of all votes cast by shareholders entitled to vote on the resolution.

### Recommendation

The Board considers that, on balance, renewal of the proportional takeover provisions in the Constitution is in the best interests of shareholders and accordingly recommends that shareholders vote **in favour** of renewing the proportional takeover provisions.