



# *Share Purchase Plan*

Eureka Group Holdings Limited

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY**

**THIS DOCUMENT HAS BEEN PREPARED BY EUREKA GROUP HOLDINGS LIMITED. THE SHARE PURCHASE PLAN PROVIDES ELIGIBLE SHAREHOLDERS WITH THE OPPORTUNITY TO PURCHASE ADDITIONAL SHARES WITHOUT BROKERAGE OR OTHER TRANSACTION COSTS.**

**THE SHARE PURCHASE PLAN DOES NOT TAKE INTO ACCOUNT THE INDIVIDUAL INVESTMENT OBJECTIVES, FINANCIAL SITUATION OR PARTICULAR NEEDS OF EACH ELIGIBLE SHAREHOLDER. ACCORDINGLY, BEFORE MAKING A DECISION WHETHER OR NOT TO SUBSCRIBE FOR SHARES UNDER THE SHARE PURCHASE PLAN, YOU SHOULD CONSULT YOUR FINANCIAL, LEGAL OR OTHER PROFESSIONAL ADVISER. THIS DOCUMENT IS NOT A PROSPECTUS OR OTHER DISCLOSURE DOCUMENT UNDER THE CORPORATIONS ACT.**

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO U.S. PERSONS**



## ***Letter from the Chairman***

10 March 2014

Dear Shareholder

On behalf of the Board of Eureka Group Holdings Limited (**Eureka** or the **Company**) I am pleased to invite you to participate in Eureka's Share Purchase Plan (**SPP**).

### **Summary of the SPP**

The SPP is being made in conjunction with a placement to sophisticated investors at 10 cents per Share (**Placement**) with the aim of raising up to \$1.5m in total.

We invite you to read this document thoroughly in conjunction with the publically available information relating to Eureka, including the recently released half year report for the 6 months ended 31 December 2013, and the ASX website (ASX: EGH).

### Eureka 2014 Half Year Highlights

Eureka has, in the half year to 2014, recorded Earnings Before Interest, Tax, Depreciation and Amortisation (**EBITDA**) of \$780,819 and Net Profit After Tax of \$402,152. Net Profit After Tax for the first six months of FY2014 already well exceeds full year 2013 results with EBITDA already 90% of full year 2013 EBITDA.

The Company's positive trading performance to date in FY2014 reflects its continued focus on the key drivers of occupancy, services uptake and length of tenancy agreements. With Eureka's new strategic direction of owning the units it manages or seeking increased returns from stand-alone management rights, a key driver of future earnings growth will now be the number of units owned by the Company.

At 31 December 2013, average occupancy was 90% across all villages, up from 87% in 2012. Our goal of having a waiting list for all villages is already being realised, with 91 people on waiting lists for Eureka villages at 31 December 2013.

84% of tenants purchased services (primarily food) from Eureka, compared to 81% at 31 December 2012.

The weighted average length of each management right contract held by Eureka is 9.2 years, with a number of renewals currently in progress.

Eureka's balance sheet was also strengthened during the first six months of FY2014, following \$650,000 raised via an oversubscribed convertible note issue.

In FY2014 Eureka has begun implementing a new strategic direction, which is designed to capitalise on the underlying fundamentals of the Australian seniors accommodation sector.

The key platforms of this longer-term growth blueprint are to:

- identify and divest lower/underperforming management rights agreement assets; and
- utilise these proceeds combined with a balanced mix of equity and debt, to invest in higher returning "bricks and mortar" seniors rental village assets and higher yielding management rights agreements.



Consistent with this strategy, Eureka has:

- sold its management rights in the Chermshire village for \$575,000 and the Stafford Village for \$515,000. The Chermshire rights sale settled on 20 February 2014 and the Stafford rights sale is due to settle shortly; and
- progressed the sales process for the Cleveland and Slacks Creek centres management rights with an expectation that contracts will be finalised in the 2<sup>nd</sup> half of FY2014.

Significantly, each of the management rights were sold at levels at or beyond their book value.

The successful divestment of the four management rights will result in the number of seniors rental villages managed by Eureka decreasing slightly to 25.

Proceeds from the above settlements are being invested in acquiring a seniors rental village known as Cascade Gardens Mackay. This 93-unit village, currently managed by Eureka, is being acquired for \$6,075,000 and partly funded by a \$3,800,000 bank loan. Settlement for this property is expected in April 2014. The SPP proceeds will also be used for this settlement.

As part of its 2014 growth strategy, Eureka has also contracted to acquire the following freehold assets:

- Easy Living Unit Trust and Easy Living (Bundaberg) Unit Trust – the two trusts respectively own the 60-unit Wayford House seniors rental village in Elizabeth Vale, South Australia, and the 54-unit Avenell on Vasey seniors rental village in Bundaberg. Having acquired a partial holding in both trusts in December 2013, Eureka has entered into put and call options to acquire the remaining interests in both trusts for a combined consideration of \$8.2m less the value of Eureka's partial holding in both trusts and the bank debt at completion date in each trust (which is currently at a combined amount of \$3.7m). Eureka expects to settle the acquisition by December 2014;
- Cascade Gardens, Cairns – a 51-unit village in Smithfield, currently being managed by Eureka, which is being acquired for \$3,125,000. The contract is conditional on finance for 60 days, with settlement scheduled for 60 days after finance approval. The Company has had preliminary meetings with its financier and is confident of finance being granted on favourable terms; and
- Caboolture Managers Unit – Eureka has executed an unconditional contract for \$140,000 to acquire the managers unit at the Company's King Street Caboolture Village. This is a strongly performing facility and acquisition of the unit will add around \$60,000 per annum to group EBITDA and enhance the value of the management rights at Caboolture.

It is worth noting that all four of the villages to be acquired have been managed by Eureka for a number of years. These long-term relationships have provided a valuable insight to the condition, performance and intrinsic value of each property, which would not readily be available to arms-length purchasers. This knowledge base significantly minimises any potential acquisition risk of each of the assets concerned.

The acquisitions announced to the date of release of the interim results will increase the Company's 2014-15 EBITDA by over \$2m.

### Outlook

The Company enters the second half of FY2014 strongly positioned to sustain its growth strategy for the benefit of all shareholders. Eureka is rapidly increasing its scale and, as a result, has an enhanced capability to leverage greater economies of scale and efficiencies across all spheres of its operations.

The Company continues to identify and evaluate opportunities in the seniors rental accommodation market which return strong, recurring revenue streams, and will increase company profitability.

The Board is confident that the growth strategy mapped for the Company's future is well-planned and will continue to be executed for the financial benefit of all shareholders.



### **SPP Details**

Under the SPP, you can acquire up to \$15,000 worth of New Shares (namely, 150,000 New Shares) without paying brokerage, commission or other transaction costs. Under the offer, each eligible Shareholder can subscribe for either A\$1,000, A\$3,000, A\$5,000, A\$7,000, A\$9,000, A\$11,000, A\$13,000 or A\$15,000 of new fully paid ordinary shares at an offer price of A\$0.10 per share, being a 14.6% discount to the closing price of Eureka shares over the last five ASX trading days before the offer date.

The Issue Price is 10 cents. This is the same as the placement price and represents a 14.6% discount to the average closing price of Eureka 's Shares on the ASX over the last 5 days on which sales of those shares were recorded prior to this announcement.

The Offer opens at 9.00am (Brisbane time) on 12 March 2014 and will remain open until 5:00pm (Brisbane time) on 1 April 2014.

Participation in the Offer is optional and entirely voluntary. The Offer is only open to Eligible Shareholders who were registered as holders of Shares in Eureka at 7:00pm (Brisbane time) on 7 March 2014 and whose registered address is in Australia or New Zealand. The rights of Shareholders to participate in the SPP are not transferrable.

Full details of the Offer and how to participate are contained within this SPP document.

Yours sincerely

**Eureka Group Holdings Limited**

**Robin Levison**  
**Chairman**



## Frequently Asked Questions

This section answers some commonly asked questions about the Share Purchase Plan (**SPP**). It is not intended to address all relevant issues for Shareholders. This section should be read together with the Terms and Conditions.

What is the SPP?	This SPP provides Eligible Shareholders the opportunity to acquire up to A\$15,000 worth of New Shares in Eureka at an issue price of 10 cents per New Share and free of brokerage, commission or other transaction costs.
Am I eligible to participate?	If you were a holder of Shares whose registered address is in Australia or New Zealand on the Record Date, you will be eligible to participate in the SPP if you fulfil the criteria set out in section 3 of the Terms and Conditions.
Is the Offer underwritten?	No, the SPP is not underwritten.
How do I apply?	To participate, please complete the Application Form, attach a cheque and submit your application in accordance with the instructions on the Application Form. Alternatively, you can apply by paying through BPAY. Your Application Form includes details of the Biller Code and your Customer Reference Number unique to your Shareholding and this SPP. If you use BPAY you are not required to return your Application Form. For further information see section 4.2 of the Terms and Conditions.
What if I do nothing?	Participation in the SPP is optional and entirely voluntary. If you choose to do nothing, you will not participate in the SPP to acquire New Shares.
How many New Shares will I receive if I participate in the SPP?	Under the SPP, you may apply for a maximum value of \$15,000 New Shares. Subject to any Scaleback as explained in section 10 of the Terms and Conditions, the number of New Shares you receive will depend on the total value of the New Shares you apply for, and the Issue Price of 10 cents.  The Issue Price for each New Share under the Offer is 10 cents per New Share. This price represents a 14.6% discount to the average closing price of Eureka's Shares on the ASX over the last 5 days on which sales of those shares were recorded prior to this announcement.
When does the Offer close?	The Offer closes at 5pm (Brisbane time) on 1 April 2014.
When will I receive my New Shares?	On or about 7 April 2014.  Your holding statement will be despatched on or about the Allotment Date.
When can I trade allocated New Shares?	There is no restriction on the trading of New Shares once allocated. You should confirm your Shareholding on or after the Allotment Date before trading any New Shares you believe you have acquired under the SPP.
Why is there a maximum of A\$15,000 investment per Shareholder?	The Offer under the SPP needs to comply with the conditions of the Class Order and Regulatory Guide 125 issued by ASIC. Under the Class Order, Eligible Shareholders may only acquire a maximum of A\$15,000 of New Shares under a share purchase plan in any 12 month period. Eureka has not conducted a share purchase plan in the preceding 12 months.



How will Eureka use the funds raised through the SPP?	Funds raised through the SPP will be used primarily to acquire a 93-unit seniors rental village in Mackay discussed in this document.
Where can I get more information?	Full details of the terms and conditions of the SPP are set out in the attached Terms and Conditions.  If you would like more information about the SPP, please contact the Eureka Group Holdings Limited offer information line on 1800 129 431 or +61 1800 129 431 if outside Australia.



## Terms and Conditions

### 1. Offer

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The Share Purchase Plan offers Shareholders the opportunity to subscribe for New Shares up to the maximum subscription of \$15,000, without incurring brokerage, commission or other transaction costs.

### 2. Offer timetable

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The Record Date for participation in the SPP was 7pm (Brisbane time), 7 March 2014.

The Offer opens at 9am (Brisbane time) on 12 March 2014.

The Offer closes at 5pm (Brisbane time) on 1 April 2014 (**Closing Date**).

New Shares will be allotted on 7 April 2014.

No late applications will be accepted. However, the Directors reserve the right to vary each of the above dates without advance notice to Eligible Shareholders. Any such variation will be notified to the ASX.

### 3. Eligible Shareholders

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- (a) You are an Eligible Shareholder and may participate in the SPP if you were a registered holder of Shares with a registered address in Australia or New Zealand on the Record Date, unless you are, or are acting for the account or benefit of, a U.S. Person (as defined in Regulation S under the U.S. Securities Act of 1933).
- (b) The Company has determined that it is not practical for holders of Shares with addresses on the Share register in jurisdictions other than Australia and New Zealand to participate in the SPP. Shares to be allotted under the SPP have not been and will not be registered under the U.S. Securities Act of 1933 and may not be offered, sold or delivered, directly or indirectly, in or to persons in, the United States of America.
- (c) For the purposes of determining eligibility, joint holders of Shares are taken to be a single registered holder of Shares and the agreements, acknowledgements and certification under section 4 below are taken to have been given by all joint holders.
- (d) Eligible Shareholders can only apply for a maximum of \$15,000 worth of New Shares in aggregate under the SPP (unless you are applying as a Custodian). This limitation applies even if Eligible Shareholders receive more than one Application Form due to multiple individual holdings or joint holdings, or if they hold Shares in more than one capacity such as if they are a sole Eligible Shareholder and a joint Eligible Shareholder and/or an Eligible Shareholder with more than one holding under a separate account or designation.
- (e) The Directors of the Company, as Eligible Shareholders, may participate in the Offer (without having to obtain shareholder approval), on the same terms as all other shareholders in the Company.

### 4. Applications for New Shares

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#### 4.1 Limitations on applications

- (a) If you are an Eligible Shareholder, you may apply to acquire New Shares up to a maximum subscription of \$15,000.



- (b) Eligible Shareholders who receive more than one Offer under the SPP (for example, because they hold Shares in more than one capacity) may submit more than one Application (using multiple Application Forms) but may not apply for New Shares with an aggregate value of more than \$15,000.

#### 4.2 **Completing the Application Form and paying for Shares**

All amounts in this Offer are expressed in Australian dollars. You must pay for the New Shares either by:

- (a) BPAY payment via internet or phone banking. You must also quote your reference number which is on the Application Form. If you use this method, you should be aware of your financial institution's cut-off time (the time payment must be made by to be processed overnight). It is your responsibility to ensure funds are submitted correctly by the closing date and time. If paying by BPAY you do not need to return the Application Form, but you are taken to make the certifications and representations described in these Terms and Conditions; or
- (b) by completing the Application Form, attaching a cheque and submitting your application in accordance with the instructions on the Application Form.

Cheques should be made payable to:

"Eureka Group Holdings Limited - SPP".

Application Forms together with application monies should be mailed to:

Eureka Group Holdings Limited  
C/- Link Market Services Limited  
Locked Bag 3415  
Brisbane QLD 4001  
Australia

If Application Forms are hand delivered they should be handed to:

Eureka Group Holdings Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138  
Australia

All payments and Application Forms must be received by no later than 5pm (Brisbane time) on the Closing Date. If the full amount is not tendered by cheque with a completed Application Form by the Closing Date, Eureka reserves the right to return the payment and Application Form to you and not allot any New Shares to you.

You will not be able to withdraw or revoke your Application once you have submitted it.

#### 4.3 **Eureka's discretion regarding applications**

Eureka may accept or reject Application Forms to acquire New Shares under the SPP, including (but not limited to) cases where:

- (a) an Application Form is incorrectly completed, incomplete or otherwise determined by Eureka to be invalid;
- (b) a cheque is dishonoured or has not been completed correctly;
- (c) a cheque is not made out for the exact amount of the parcel of New Shares selected on the Application Form;



- (d) an applicant appears to be applying for more than \$15,000 of New Shares (in aggregate) at the Issue Price;
- (e) an Application Form is received after the Closing Date; or
- (f) Eureka believes that an applicant is not an Eligible Shareholder in accordance with the requirements of ASIC and/or the ASX (as applicable).

#### 4.4 Interest

No interest will be paid on any application monies, including any application monies returned to you.

#### 4.5 Acknowledgement and agreement

If you apply to participate in the SPP by making payment, (including through BPAY), or completing and returning the Application Form:

- (a) you confirm that you are an Eligible Shareholder and represent and warrant that you are not a person to whom it would be illegal to make an offer or issue of New Shares under the SPP;
- (b) you agree that your application is made in accordance with these Terms and Conditions;
- (c) you accept that you will not be able to withdraw or revoke your Application Form once you have submitted it;
- (d) you authorise Eureka (and its Officers or agents) to correct any error or omission in your Application Form and to complete the Application Form by the insertion of any missing details;
- (e) you acknowledge that Eureka may at any time determine that your Application Form is valid, in accordance with these Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (f) you agree that where you have previously provided Eureka or its Share registry with bank account details, any refund to be paid to you under these Terms and Conditions may be direct credited into that nominated account;
- (g) you accept the risk associated with any refund that may be sent to you by cheque to your address shown on Eureka's register;
- (h) you are responsible for any dishonour fees or other costs Eureka may incur in presenting a cheque for payment which is dishonoured;
- (i) you acknowledge that neither Eureka nor Link Market Services Limited has provided you with investment advice or financial product advice, and that neither has any obligation to provide this advice, concerning your decision to apply for and buy New Shares under the SPP;
- (j) you and each person for whose account or benefit you are acting is not in the United States and is not a U.S. Person, or acting for the account or benefit of a U.S. Person;
- (k) you acknowledge that the New Shares have not, and will not be, registered under the U.S. Securities Act 1933 or the securities laws of any state or other jurisdiction of the United States or the securities law of any other jurisdiction outside Australia or New Zealand, and the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act or any other applicable securities laws;



- (l) you represent that you have not, and you agree that you will not, send any materials relating to the SPP to any person in the United States or any other country outside Australia and New Zealand or to any person who is, or is acting for the account or benefit of, a U.S. Person;
- (m) if you are applying on your own behalf (and not as Custodian), you are not applying for New Shares with an aggregate application value of more than \$15,000 under the SPP (including by instructing a Custodian to acquire New Shares on your behalf under the SPP), and you are complying with the limitations detailed in clause 3(d) of the Terms and Conditions;
- (n) you acknowledge that Eureka is not liable for any exercise or non-exercise of its discretions referred to in these Terms and Conditions;
- (o) you irrevocably and unconditionally agree to these Terms and Conditions and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP; and
- (p) you accept that your Application is unconditional.

#### 4.6 Certification by Eligible Shareholders

Subject to section 8, an Eligible Shareholder must, on application for New Shares pursuant to the Offer, certify to the Company that the total of the application price for the following does not exceed AUD\$15,000 worth of New Shares the subject of the application under the SPP:

- (a) any other New Shares issued to the Eligible Shareholder under the SPP or any similar arrangement in the 12 months before the application under the SPP;
- (b) any other New Shares which the Eligible Shareholder has instructed a Custodian to acquire on their behalf under the SPP; and
- (c) any other Shares issued to a Custodian in the 12 months before the application under the SPP as a result of an instruction given by the Eligible Shareholder to the Custodian to apply for Shares on their behalf under an arrangement similar to the SPP.

#### 5. Issue Price

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- (a) You agree to pay the Issue Price per New Share for the value of New Shares you have selected on the Application Form.
- (b) The Issue Price for each New Share under the Offer is 10 cents per New Share. This price represents a 14.6% discount to the average closing price of Eureka's Shares on the ASX over the last 5 days on which sales of those shares were recorded prior to his announcement.
- (c) You should note the risk that the market price of a Share may rise or fall between the Opening Date and the Allotment Date. This means that the price you pay per New Share pursuant to the SPP may be either higher or lower than the Share price at the Opening Date or the Allotment Date. Eureka recommends that you monitor the Eureka Share price which can be found in the financial pages of major Australian metropolitan newspapers, or on the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: EGH).

#### 6. Issue Date

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New Shares will be allotted on or about 7 April 2014.

You will receive an allotment confirmation notice followed by an end of month holding statement. You should confirm your holding before trading in any New Shares you believe have been allotted to you under the SPP.



## 7. Quotation

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Eureka will apply for New Shares issued under the SPP to be quoted on the ASX.

## 8. Custodian Certification

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If you are a Custodian and hold Shares on behalf of one or more Participating Beneficiaries, you may apply for up to a maximum of AUD\$15,000 worth of New Shares for each Participating Beneficiary, subject to you providing a certificate addressed to Eureka (**Custodian Certificate**) with your Application Form certifying the following:

- (a) that you held Shares on behalf of Participating Beneficiaries on the Record Date and they have instructed you to apply for New Shares on their behalf under the SPP;
- (b) the number of Participating Beneficiaries;
- (c) the name and address of each Participating Beneficiary;
- (d) the number of Shares that you hold on behalf of each Participating Beneficiary;
- (e) the number or dollar amount of New Shares which each Participating Beneficiary has instructed you to apply for on their behalf;
- (f) that there are no Participating Beneficiaries in respect of which the total of the application price exceeds AUD\$15,000 worth of New Shares, calculated by reference to Shares applied for by you as Custodian on their behalf under:
  - (i) the SPP; and
  - (ii) any other Shares issued to you as Custodian in the 12 months before your application under an arrangement similar to the SPP,in each case, as a result of an instruction given by them to you as Custodian to apply for New Shares on their behalf;
- (g) that a copy of the written offer document was given to each Participating Beneficiary; and
- (h) If you are a Custodian who holds Shares on behalf of a Participating Beneficiary indirectly, through one or more interposed Custodians the name and address of each interposed Custodian.

If you hold Shares as a trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above.

Please contact the Eureka Group Holdings Limited offer information line on 1800 129 431 or +61 1800 129 431 if outside Australia, to obtain a Custodians Certificate or further information on how to apply.

## 9. Rounding of Shares

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If you apply for New Shares under the SPP you will apply for a certain value rather than a certain number of New Shares. Subject to these Terms and Conditions, the number of New Shares you are allocated will be determined by:

- (a) if there is no Scaleback applied to your allotment (in accordance with section 10 below), dividing the value of the New Shares that you apply for by the Issue Price, then rounding up to the nearest whole number of New Shares; or



- (b) if there is a Scaleback applied to your allotment (in accordance with section 10 below), the scaled back amount of your New Shares divided by the Issue Price, then rounding up to the nearest whole number of New Shares.

## **10. Scaleback**

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- (a) If Eureka receives applications for more than \$1.5 million worth of New Shares, it may Scaleback applications in its discretion.
- (b) If there is a Scaleback, you may not receive the full value of New Shares for which you have applied. If a Scaleback produces a fractional number when applied to your parcel of New Shares, the number of New Shares you will be allotted will be rounded up to the nearest whole number of New Shares.
- (c) In the event of a Scaleback, each applicant will be scaled back based on:
  - (i) the value of your application for New Shares;
  - (ii) the size of their Shareholding at the Record Date; or
  - (iii) a combination of both.
- (d) The difference between the value of the New Shares allotted (calculated at the Issue Price) and the application money received will be refunded to you without interest following allotment. Any refunds will be made by cheque mailed to your address as recorded on Eureka's register.

## **11. Non-renounceable Offer**

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The Offer to acquire New Shares under the SPP is non-renounceable. This means that you cannot transfer your right to purchase New Shares under the Offer to anyone else.

## **12. No transaction costs**

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No brokerage, commission or other transaction costs are payable by you in respect of the acquisition of New Shares under the SPP.

## **13. Ranking of New Shares**

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All New Shares issued under the SPP will rank equally with existing Shares from the date of issue, and therefore will carry the same voting rights and other entitlements as existing Shares.

## **14. Class Order compliance**

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This Offer of New Shares under the SPP is made in accordance with the requirements of the Class Order. The Class Order grants relief from the requirement to prepare a prospectus for the Offer of New Shares under the SPP.

## **15. Binding terms**

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By accepting the Offer to purchase New Shares under the SPP, you agree to be bound by these Terms and Conditions and the constitution of Eureka.



## **16. Administration of the SPP**

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Eureka reserves the right to:

- (a) withdraw the Offer or suspend or terminate the SPP at any time;
- (b) reduce the amount of New Shares that may be subscribed for under the SPP in any manner; and
- (c) waive compliance with any provision of these Terms and Conditions.

Eureka may amend these Terms and Conditions and, where there is any uncertainty as to the operation of the SPP, may make determinations about the operation of the SPP, and may do so in each case generally or in relation to any participant or application. Any amendment or determination that is made by Eureka will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates.

## **17. Governing law**

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These Terms and Conditions are governed by the laws in force in Queensland. By accepting this Offer, you submit to the non-exclusive jurisdiction of the courts of Queensland.

## **18. Underwriting**

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The SSP is not underwritten.

## **19. Information and contact details**

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If you have any questions in respect to the SPP, please contact the Eureka Group Holdings Limited offer information line on 1800 129 431 or +61 1800 129 431 if outside Australia.



## Glossary

### 1. Definitions

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The following definitions are used in the SPP:

**Allotment Date** means the date on which the New Shares are issued and allotted (which is expected to be on or about 7 April 2014);

**Application Form** means the application form attached to or accompanying this SPP pursuant to which applicants may apply for New Shares;

**ASIC** means the Australian Securities and Investments Commission;

**ASX** means ASX Limited (ABN 98 008 624 691) or the financial market known as Australian Securities Exchange operated by it, as the context requires;

**Class Order** means ASIC Class Order 09/425 (as it may be amended from time to time);

**Custodian** means a registered holder of Shares that:

- (a) holds an Australian financial services licence that:
  - (i) covers the provision of a custodial or depository service; or
  - (ii) includes a condition requiring the holder to comply with the requirements of ASIC Class Order [CO 02/294]; or
- (b) is exempt under:
  - (i) paragraph 7.6.01(1)(k) of the *Corporations Regulations 2001* (**Regulations**); or
  - (ii) ASIC Class Order [CO 05/1270] to the extent that it relates to ASIC Class Order [CO 03/184]; or
  - (iii) ASIC Class Orders [CO 03/1099], [CO 03/1100], [CO 03/1101], [CO 03/1102], [CO 04/829] or [CO 04/1313];
  - (iv) an individual instrument of relief granted by ASIC to the person in terms similar to one of the class orders referred to in subparagraph (b)(iv) above;
  - (v) paragraph 911A(2)(h) of the *Corporations Act 2001*;
  - (vi) the requirement to hold an Australian financial services licence for the provision of a custodial or depository service; or
- (c) is a trustee of a:
  - (i) self-managed superannuation fund; or
  - (ii) superannuation master trust; or
- (d) is the responsible entity of an IDPS-like scheme; or
- (e) is the registered holder of shares or interests in the class and is noted on the register of members of the body or scheme (as the case may be) as holding the shares or interests on account of another person.



**Eligible Shareholder** means a Shareholder who is eligible to acquire New Shares under the SPP, determined in accordance with section 3 of the SPP;

**Issue Price** means 10 cents per New Share.

**New Shares** means Shares offered under the SPP;

**Offer** means the offer of New Shares under the SPP;

**Participating Beneficiary** means one or more persons that have Shares held on their behalf by a Custodian;

**Eureka** means Eureka Group Holdings Limited ACN 097 241 159;

**Record Date** means 7.00 pm (Brisbane time) on 7 March 2014;

**Scaleback** means the procedure by which the applications for New Shares are scaled back, details of which are set out in section 10;

**Share** means one fully paid ordinary share in the issued capital of Eureka and **Shares** means any two or more of them;

**Share Purchase Plan** or **SPP** means this document; and

**Shareholder** means a shareholder of Eureka.

## **2. Interpretation**

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For the purposes of interpreting the SPP, unless the context otherwise requires:

- (a) the singular includes the plural and vice versa;
- (b) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all consolidations, amendments, re-enactments or replacements for the time being in force;
- (c) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not define, limit or affect the meaning or interpretation of the SPP;
- (d) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors and substitutes (including without limitation persons taking by novation and assignment);
- (e) reference to \$, A\$, Australian Dollars or dollars is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia; and
- (f) words or phrases defined in the Corporations Act have the same meaning in this SPP.



ABN 15 097 241 159

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone: 1300 554 474
From outside Australia: +61 1300 554 474
ASX Code: EGH
Website: www.linkmarketservices.com.au

SRN/HIN:
Entitlement Number:
Record Date: 7 March 2014
Offer Opens: 12 March 2014

Offer Closes
5:00pm (Brisbane time): 1 April 2014

SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under this offer?

- Carefully read the SPP Terms and Conditions accompanying this form.
Decide on the amount you wish to apply for.
Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions Booklet and further important instructions on the reverse of this form.
Option 1: Paying by BPAY.
Option 2: Paying by Cheque, Bank Draft or Money Order.
Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY

If paying by BPAY, you do NOT need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY by 5:00pm (Brisbane time) on 1 April 2014. By paying by BPAY, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application Payment.

If you make a payment by BPAY and Eureka Group Holdings Limited receives an amount which is not equal to either A\$1,000, A\$3,000, A\$5,000, A\$7,000, A\$9,000, A\$11,000, A\$13,000 or A\$15,000, Eureka Group Holdings Limited may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$1,000.



Biller Code: 136895
Ref:

Telephone & Internet Banking - BPAY

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au

Registered to BPAY Pty Ltd ABN 69 079 137 518

Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- A. Tick the box beside the amount you wish to apply for, either A\$1,000, A\$3,000, A\$5,000, A\$7,000, A\$9,000, A\$11,000, A\$13,000 or A\$15,000.
B. Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Eureka Group Holdings Limited - SPP" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to either A\$1,000, A\$3,000, A\$5,000, A\$7,000, A\$9,000, A\$11,000, A\$13,000 or A\$15,000, Eureka Group Holdings Limited may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$1,000.
C. Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.

Please detach and enclose with payment

SRN/HIN:
Entitlement Number:



A I/we wish to purchase a parcel of Shares to the dollar amount of (tick one box only):

Form with checkboxes for amounts: A\$1,000 OR, A\$3,000 OR, A\$5,000 OR, A\$7,000 OR, A\$9,000 OR, A\$11,000 OR, A\$13,000 OR, A\$15,000

B Make your cheque, bank draft or money order payable to "Eureka Group Holdings Limited - SPP" and crossed "Not Negotiable"

Form with fields for Drawer, Cheque Number, BSB Number, Account Number, Amount of Cheque (A\$ .00)

C Telephone Number - Business Hours, Telephone Number - After Hours, Contact Name

Form with fields for telephone numbers and contact name

## IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by contacting the Eureka Group Holdings Limited SPP Offer Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
  - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
  - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$15,000.
7. Eureka Group Holdings Limited reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as Eureka Group Holdings Limited may scaleback applications in its discretion.

SAMPLE

### How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

#### Mailing Address

Eureka Group Holdings Limited  
C/- Link Market Services Limited  
Locked Bag 3415  
Brisbane QLD 4001

or

#### Hand Delivery

Eureka Group Holdings Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (Brisbane time) on 1 April 2014. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Eureka Group Holdings Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact the Eureka Group Holdings Limited SPP Offer Information Line on 1800 129 431 if calling within Australia or +61 1800 129 431 if calling from outside of Australia.