

**EUREKA GROUP HOLDINGS LIMITED  
ACN 097 241 159**

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**NOTICE OF ANNUAL GENERAL MEETING  
AND  
EXPLANATORY MEMORANDUM**

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Date of Meeting: Friday 6 November 2020  
Time of Meeting: 11:00am (Brisbane time)  
Place of Meeting: Via virtual meeting on  
<https://agmlive.link/EGH20>

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.



6 October 2020

Dear Shareholder

### **2020 Annual General Meeting**

On behalf of the Directors of Eureka Group Holdings Limited (Eureka), I am pleased to invite you to attend Eureka's 2020 Annual General Meeting (Meeting) which will be held as a virtual meeting at 11.00 am (Brisbane time) on Friday 6 November 2020.

In planning for the Meeting, the Company has focused on the health and safety of shareholders and staff whilst seeking to equally maximise the opportunity for shareholder participation. Given the current environment, the Federal Treasurer has made a determination modifying the operation of provisions of the Corporations Act 2001 (as modified by the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020) (Determination), to allow companies to hold meetings virtually instead of in person. In addition, the Determination permits a Notice of Meeting and other information regarding a meeting to be provided online where it can be viewed and downloaded.

As a consequence of the Determination, the Company has adopted the following approach for the Meeting.

#### **Accessing meeting documents**

Eureka's Notice of Meeting which sets out the details of the resolutions being put to the Meeting, important voting information and an Explanatory Memorandum can be found at <https://www.eurekagroupholdings.com.au/investors/agm/>. **We will not be posting any printed copies of the Notice of Meeting or proxy form.**

The Notice of Meeting contains information that is material in respect of the business of the Meeting and accordingly should be read in its entirety.

#### **Participation at the Meeting**

Shareholders will be able to participate in the Meeting via an online platform provided by our share registry, Link Market Services, at <https://agmlive.link/EGH20>. There will not be a physical venue where shareholders can attend the Meeting.

To join the meeting online, shareholders or proxyholders will be required to enter <https://agmlive.link/EGH20> into a web browser on their computer or mobile device and provide their details (name, contact number, email and company name where applicable).

To ask a question or to lodge a vote online during the Meeting, shareholders will need to provide their Shareholder Reference Number (SRN) or Holder Identification Number (HIN). Proxyholders will need to provide their proxy number which will be emailed to the proxyholder by the Company's share registry, Link Market Services, the day before the meeting.

We recommend that shareholders and proxyholders log into the online platform at least 15 minutes prior to the scheduled start time for the Meeting.

Once the Meeting commences at 11:00am, shareholders and proxyholders will be able to listen to the Chairman of the Meeting talking live and in real time.

In accordance with the Determination, each resolution considered at the Meeting will be decided on a poll.

Further information on how to log in to and participate in the Meeting is set out in the Virtual Meeting Online Guide which is available at <https://www.eurekagroupholdings.com.au/investors/agm/>.



## Questions

Shareholders and proxyholders will have the ability to ask questions during the Meeting via the online platform. Questions may also be submitted prior to the Meeting via email to the Company Secretary at [cosec@eurekagroupholdings.com.au](mailto:cosec@eurekagroupholdings.com.au) by 11.00 am (Brisbane time) on Wednesday 4 November 2020.

## Voting by Proxy

Shareholders can also participate prior to the Meeting by completing and submitting their proxy instructions online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). All proxy instructions are to be received by the Company's share registry by 11:00 am (Brisbane time) on Wednesday 4 November 2020 in order to be valid.

## Future alternative arrangements

As the situation regarding the management of COVID-19 is evolving, shareholders are encouraged to monitor the Company's website at <https://www.eurekagroupholdings.com.au/investors/agm/> for any further updates in relation to the arrangements for the Meeting.

## Electronic Communications

We encourage all shareholders to switch to electronic communications by providing an email address at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). This enables the fastest possible flow of information to you in the most secure, sustainable and cost-effective manner possible.

The Company appreciates the understanding of shareholders during this time. We look forward to your virtual attendance and participation at the Meeting.

Yours sincerely

Murray Boyte  
Executive Chairman  
Eureka Group Holdings Limited

## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of Eureka Group Holdings Limited ACN 097 241 159 (**Company**) will be held virtually on Friday 6 November 2020 at 11:00am (Brisbane time) at <https://agmlive.link/EGH20>.

### PARTICIPATION AT THE MEETING

We recommend that shareholders log in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

Enter <https://agmlive.link/EGH20> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN); and
- Proxyholders will need their proxy code which Link Market Services will provide via email the day before the Meeting.

Further details about how shareholders are able to participate in the Meeting are contained in the letter to shareholders dated 6 October 2020 and the Virtual Meeting Online Guide, which are both available at <https://www.eurekagroupholdings.com.au/investors/agm/>.

### ITEMS OF BUSINESS

#### ORDINARY BUSINESS

##### 1. 2020 ANNUAL REPORT

To receive and consider the Company's 2020 Annual Report comprising the Directors' Report, Financial Statements and Auditor's Report for the financial year ended 30 June 2020.

Note: There is no requirement for Shareholders to approve these reports.

##### 2. REMUNERATION REPORT

To consider and, if thought fit, pass the following as a non-binding ordinary Resolution in accordance with section 250R(2) of the Corporations Act:

*"That the Remuneration Report (which forms part of the Directors' Report) of the Company for the year ended 30 June 2020 be adopted."*

Note: This Resolution is advisory only and does not bind the Company. The Directors will consider the outcome of the vote, and any comments made by Shareholders about the Remuneration Report at the Meeting, when reviewing the Company's remuneration policies. A voting exclusion statement applies to the Resolution for Item 2. Further details of this exclusion are set out in the accompanying Notes.

##### 3. ELECTION OF GREGORY PARAMOR AO AS A DIRECTOR

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

*"That Mr Gregory Paramor who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 13.2 of the Constitution and, being eligible, be elected as a Director."*

Note: Information about the candidate appears in the accompanying Explanatory Memorandum.

## NOTICE OF ANNUAL GENERAL MEETING

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### 4. RE-ELECTION OF RUSSELL BANHAM AS A DIRECTOR

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

*“That Mr Russell Banham who retires as a Director of the Company in accordance with clause 16.1 of the Constitution and, being eligible, be re-elected as a Director.”*

Note: Information about the candidate appears in the accompanying Explanatory Memorandum.

### 5. APPROVAL OF THE EUREKA OMNIBUS EQUITY PLAN

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

*“That, for the purposes of ASX Listing Rule 7.2 (Exception 13) and for all other purposes, approval be given for the Company to re-adopt the Eureka Omnibus Equity Plan (the Omnibus Plan) as described in the Explanatory Memorandum.”*

Note: A voting exclusion statement applies to the Resolution for Item 5.

### 6. ADOPTION OF NEW CONSTITUTION

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

*“That, for the purposes of sections 136(1)(b) and 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the existing constitution of the Company be repealed and the Company adopt the Replacement Constitution in its place, which will be initialled by the Chairman for identification purposes, with effect from the close of the Annual General Meeting.”*

Note: Information about the Resolution appears in the accompanying Explanatory Memorandum.

## GENERAL BUSINESS

To transact any business that may be properly brought before the Meeting.

For further information, please refer to the Explanatory Memorandum which forms part of this Notice of Meeting.

## BY ORDER OF THE BOARD



Laura Fanning  
Company Secretary

6 October 2020

## NOTES

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These Notes and the accompanying Explanatory Memorandum form part of this Notice of Meeting.

### Voting Exclusion Statements

#### Corporations Act

Items 2 and 5 The Company will disregard votes cast by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply. However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on Items 2 and 5, and either the person is appointed as a proxy that specifies the way the proxy is to vote on this resolution, or the person is the chair and the appointment of the chair as proxy does not specify the way the proxy is to vote on this resolution, but expressly authorises the chair to exercise the proxy even if this resolution is connected with the remuneration of a member of the Key Management Personnel.

#### Listing Rules

Item 5 In accordance with Listing Rule 14.11, the Company will disregard any votes in favour of Item 5 by or on behalf of a person who is eligible to participate in the Omnibus Plan or an associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- 1 a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 2 the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- 3 a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (a) 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
  - (b) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### Appointing a proxy

A Shareholder who is entitled to attend and vote at the Meeting has the right to appoint a proxy to attend and vote at the Meeting on their behalf.

To vote by proxy, please lodge your proxy instructions through your portfolio or single holding log in on the share registry's website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). Select 'Voting' and follow the prompts to lodge your instructions.

A proxy need not be a member of the Company. A proxy may be an individual or a body corporate.

A Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If proportions or number are not specified, each proxy can exercise half the available votes. If you wish to appoint more than one proxy, please contact the Share Registry on 1300 554 474 or from overseas +61 1300 554 474.

## NOTES

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For an appointment of a proxy to be effective, the proxy's appointment (and, if the appointment is signed by an attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company by 11:00am Brisbane time on 4 November 2020.

### **Corporate Shareholders**

Corporate Shareholders wishing to appoint a representative to attend the Meeting on their behalf must provide that person with a properly executed letter confirming that they are authorised to act as the company's representative. The authorisation may be effective either for this Meeting only or for all meetings of the Company.

### **Eligibility to vote at the Meeting**

The Company has determined, for the purposes of voting at the Meeting, that the Company's shares will be taken to be held by those persons recorded on the Company's register of Shareholders at 7:00pm (Sydney time) on Wednesday 4 November 2020.

### **All Resolutions by Poll**

All resolutions will be voted on by a poll.

### **How undirected proxies held by the Chairman of the Meeting will be voted**

The Chairman of the Company will chair the Meeting and at the date of this Notice of Meeting, intends to vote all undirected proxies in favour of all of the Resolutions.

Unless amended, the Proxy Form expressly authorises the Chair to exercise undirected proxies in his/her discretion in relation to all Resolutions even where such Resolutions are connected directly or indirectly with financial benefits to be given and shares to be issued to entities associated with certain directors of the Company.

The Company encourages all Shareholders who submit proxies to direct their proxy how to vote on each Resolution.

### **Questions**

In accordance with the Corporations Act, reasonable opportunity will be given to Shareholders to ask questions and to make comments on matters that are the subject of the Meeting. Shareholders may direct questions to the Chairman about the operations and management of the Company or to the Company's auditor about the content of the auditor's report or the conduct of the audit.

Shareholders attending the Meeting virtually may submit questions via the online platform during the Meeting. Questions may also be submitted prior to the Meeting via email to the Company Secretary at [cosec@eurekagroupholdings.com.au](mailto:cosec@eurekagroupholdings.com.au) by 11.00 am (Brisbane time) on Wednesday 4 November 2020.

## **EXPLANATORY MEMORANDUM**

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This Explanatory Memorandum is provided to Shareholders of the Company to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held virtually on Friday 6 November 2020 at 11:00am (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

### **ITEM 1 – 2020 ANNUAL REPORT**

The Company's 2020 Annual Report comprising the Directors' Report, Financial Statements and the Auditor's Report for the financial year ended 30 June 2020 was released to ASX on 21 August 2020. A copy has been sent to those Shareholders who requested a copy and it is available on the Company's website at <https://www.eurekagroupholdings.com.au/investors/annual-reports/>.

The Company will take Shareholders' questions and comments about the management of the Company. The auditor of the Company will be available to take Shareholders' questions and comments about the conduct of the audit and the preparation and content of the auditor's report. The 2020 Annual Report will be laid before the Meeting in accordance with the Corporations Act. No voting is required for this Item.

### **ITEM 2 – REMUNERATION REPORT**

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding ordinary Resolution.

The Remuneration Report is set out in the Directors' Report section of the 2020 Annual Report. The report:

- explains the Board's policy for determining the nature and amount of remuneration of Directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and other key management personnel; and
- details and explains any performance conditions applicable to the remuneration of the executive Directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. A vote on this Resolution is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution are, once again, against the adoption of the Remuneration Report, Shareholders will then vote to determine whether the Directors will need to stand for re-election. If more than 50% of the votes cast on this Resolution are in favour, a separate re-election meeting must be held within 90 days.

At the Company's last annual general meeting, the votes cast against the Remuneration Report represented less than 25% of the total votes cast.

### **Directors' recommendation**

The Directors recommend that Shareholders vote in favour of adopting the Remuneration Report.



### ITEMS 3 AND 4 – ELECTION OF DIRECTORS

The ASX Listing Rules and the Company's Constitution prescribe a process by which Directors regularly retire from office. Retiring Directors may offer themselves for election or re-election.

#### ITEM 3 – ELECTION OF GREGORY PARAMOR AO AS A DIRECTOR

In accordance with ASX Listing Rule 14.4 and clause 13.2 of the Constitution, Mr Gregory Paramor AO, having been appointed by the Directors as an addition to the Board, retires at the conclusion of the Meeting, and being eligible, offers himself for election as a Director of the Company.

Mr Paramor was appointed to the Board on 19 June 2020 as a non-executive Director and is a member of the Company's Audit & Risk Committee.

He is a Fellow of the Australian Property Institute, The Royal Institute of Chartered Surveyors and the Australian Institute of Company Directors.

Mr Paramor has extensive property expertise with more than 40 years' experience in the real estate and fund management industry. He was the co-founder of Growth Equities Mutual, Paladin Australia and the James Fielding Group. He was the CEO of Mirvac Group between 2004 and 2008 before becoming the Managing Director of Folkestone Limited, a specialist property funds management group.

He is currently a non-executive director of ASX-listed Charter Hall Group, a board member of the Sydney Swans, the Chair of BackTrack Youth Works, a Trustee of The Nature Conservancy (Australia) and a board member of the Garvan Research Foundation.

Mr Paramor was awarded an Officer in the General Division (AO) of the Order of Australia in January 2015.

#### Directors' recommendation

The Directors (with Mr Paramor abstaining) recommend that Shareholders vote in favour of this Resolution.

#### ITEM 4 – RE-ELECTION OF RUSSELL BANHAM AS A DIRECTOR

In accordance with clause 16.1 of the Constitution, Mr Russell Banham retires at the conclusion of the Meeting, and being eligible, offers himself for re-election as a Director of the Company.

Mr Banham was appointed to the Board on 21 November 2018 as a non-executive Director and is the Chair of the Company's Audit & Risk Committee.

He has a Bachelor of Commerce degree, is a Graduate Member of the Australian Institute of Company Directors and is a fellow of Chartered Accountants Australia and New Zealand.

Mr Banham is an experienced company director with a demonstrated history of working in various industries including mining & metals, property development and management, manufacturing and gaming and hospitality. He is skilled in financial management, risk management and corporate governance. He was an audit partner and had functional leadership responsibilities at Deloitte, Ernst & Young and Andersen.

He currently serves as an independent non-executive director of HKSE listed MGM China Holdings Limited and LSE and AIX listed National Atomic Company Kazatomprom. He is also a member of the Audit and Risk Management Committee of the Queensland Audit Office.

#### Directors' recommendation

The Directors (with Mr Banham abstaining) recommend that Shareholders vote in favour of this Resolution.

**ITEM 5 – APPROVAL OF THE EUREKA OMNIBUS EQUITY PLAN (OMNIBUS PLAN)**

The Omnibus Plan was initially approved by Shareholders at the 2017 Annual General Meeting of the Company. Listing Rule 7.1 provides that a company must not issue equity securities without Shareholder approval if that issue, when added to other shares issued by the company in the previous 12 months, will exceed 15% of the ordinary shares on issue at the commencement of that 12 month period.

Unless an exemption applies, an issue of Awards under the Omnibus Plan will reduce the Company’s capacity to issue further securities under Listing Rule 7.1, without obtaining Shareholder approval. Listing Rule 7.2 (Exception 13) provides that, where an issue of securities under an employee incentive plan has been approved by Shareholders within the three years before the date of issue, issues of securities under the plan do not count towards the Company’s 15% capacity under Listing Rule 7.1 (or its 10% capacity under Listing Rule 7.1A if it applies).

For the Omnibus Plan to qualify for an exemption from the Listing Rule 7.1 limit on the number of equity securities the Company can issue without Shareholder approval, the Company must obtain Shareholder approval for issues under their Omnibus Plan every three years. As such, if Shareholders approve the Resolution for Item 5, the approval will remain valid for three years after the date of this Meeting. In the case of a director, no equity securities may be issued to the director without express shareholder approval of the number and terms of the equity securities.

If Shareholders do not approve the Resolution in Item 5, any issues of securities under the Omnibus Plan will be counted towards the Company’s 15% capacity under Listing Rule 7.1 (or its 10% capacity under Listing Rule 7.1A if it applies).

The Omnibus Plan which will be re-adopted pursuant to Item 5 is available for viewing on the company’s website at <https://www.eurekagroupholdings.com.au/investors/corporate-governance/>.

In compliance with the information requirements of Listing Rule 7.2 (Exception 13), Shareholders are advised of the following particulars:

Summary of the terms of the Omnibus Plan	A summary of the key terms of the Omnibus Plan are set out in Schedule 1.
Securities granted under the Omnibus Plan since the date of last approval	<p>The total number of securities issued under the previous Omnibus Plan since the last date of approval being 27 November 2017 is 2,807,827 comprising:</p> <ul style="list-style-type: none"> <li>(a) 1,500,000 Options and 878,465 Rights which lapsed in 2018; and</li> <li>(b) 429,362 Rights which continue to be subject to Performance Hurdles as at the date of this Notice.</li> </ul>
Maximum number of equity securities to be issued	<p>No invitation will be made if the number of Shares that have been or would be issued in any of the following circumstances in aggregate would exceed 5% of the total number of Shares on issue at the date of the invitation:</p> <ul style="list-style-type: none"> <li>(a) the number of participant’s Shares that may be issued, transferred or granted if all awards under the Omnibus Plan were exercised; and</li> <li>(b) the number of Shares that were, or may be, issued as a result of offers made at any time during the previous 3 year period:</li> </ul>

## EXPLANATORY MEMORANDUM

	<p>(i) under any other Company employee incentive scheme covered by an applicable class order issued by ASIC; and</p> <p>(ii) any ASIC exempt arrangement of a similar kind to an employee incentive scheme (as defined in the ASIC class order).</p> <p>As at 6 October 2020, the Company has 230,037,638 Shares and 429,362 Rights (issued under the previous Omnibus Plan approval) on issue. The maximum number of Awards that may be issued under the Omnibus Plan is 11,523,350.</p>
Voting exclusion statement	The voting exclusion statement in respect of the Resolution in Item 5 is set out in the Notes to the Notice of Meeting.

### Directors' recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

### ITEM 6 – ADOPTION OF NEW CONSTITUTION

In accordance with section 136(2) of the Corporations Act, the Company proposes to repeal and replace the Company's existing Constitution with the proposed new constitution (**Replacement Constitution**). The Company's existing constitution was adopted on 23 April 2004. Since that time, there have been a number of developments in law, corporate governance principles and general corporate and commercial practice for ASX listed companies. The Replacement Constitution reflects amendments to the Corporations Act and the Listing Rules since the existing constitution was adopted and incorporates both technological changes and the current practices of the Company.

The proposed Replacement Constitution is available for viewing on the company's website at <https://www.eurekagroupholdings.com.au/investors/agm/>. A copy of the Replacement Constitution, signed by the Chairman for the purposes of identification, will be tabled at the Annual General Meeting.

Under the Corporation Act, the Company may elect to either amend parts of its existing constitution or replace the entire document. As there have been a number of changes to the Corporations Act and Listing Rules since the adoption of the existing constitution, the directors consider that it is preferable in the circumstances to repeal the existing document and replace it with the Replacement Constitution rather than to amend and insert specific updates. Accordingly, if the Resolution for Item 6 is passed, the existing constitution will be repealed in its entirety and replaced with the Replacement Constitution.

The Replacement Constitution has been approved by ASX and contains a number of changes to the company's current constitution. Many of these changes are administrative or minor in nature. A brief overview of the material differences between the current constitution and the Replacement Constitution is set out in the table below. This overview is not exhaustive and does not identify all of the differences between the existing constitution and the Replacement Constitution. There have been no fundamental changes to shareholders' rights, such as the right to vote at a general meeting or to participate in dividends.

Shareholders will have the opportunity to ask questions about the Replacement Constitution at the Annual General Meeting or by contacting the Company Secretary.

For the Resolution for Item 6 to be passed as a special resolution, at least 75% of the votes cast by shareholders entitled to vote on the Resolution must be in favour of the Resolution, in accordance with the Corporations Act.

## EXPLANATORY MEMORANDUM

### Overview of material differences

SUBJECT	SUMMARY OF DIFFERENCE	OLD RULE	NEW CLAUSE
<b>SHARES</b>			
<b>Preference Shares</b>	<p>The existing constitution empowers the Company to issue preference shares but does not include details of the rights that attach to those preference shares. The Corporations Act requires that various aspects of the rights attaching to preference shares (such as voting and dividend rights) need to be either set out in the Company's constitution or otherwise approved by shareholders at a general meeting. The Replacement Constitution sets out the specific rights attached to preference shares that may be issued by the Company, including:</p> <ul style="list-style-type: none"> <li>(a) priority for payment of dividends in relation to other share classes;</li> <li>(b) participation in distribution of surplus assets and profits;</li> <li>(c) priority for payment of capital and dividends in relation to other share classes in a winding up and on redemption;</li> <li>(d) voting (limited voting rights compared to ordinary shares); and</li> <li>(e) redemption (the specific terms of which will be set out in the terms of issue to give the Company flexibility).</li> </ul>	3.10	2.2 and Schedule 1
<b>Small Holdings</b>	<p>The existing constitution is silent on small holdings. The Replacement Constitution sets out the Company's rights when selling current and new small holdings. If a member desires to retain its shares, then the Company is not entitled to use the divestment powers in the Replacement Constitution.</p>	N/A	21
<b>Transfer of securities</b>	<p>The Replacement Constitution provides that the Company must register all registrable transfer forms, split certificates, renunciations and transfers, issue certificates and transmission receipts and mark or note transfer forms without imposing a charge except where a charge is permitted by the Listing Rules.</p>	8.2	6.4
<b>MEETINGS</b>			
<b>Waiver of invalid notice</b>	<p>The Replacement Constitution deems a person's attendance at a general meeting to be a waiver of any objection that person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the person objects at the beginning of the meeting (the existing constitution does not provide for such a waiver).</p>	N/A	8.11

**EXPLANATORY MEMORANDUM**

SUBJECT	SUMMARY OF DIFFERENCE	OLD RULE	NEW CLAUSE
<b>Chairman's powers</b>	The scope within which the Chairman of a general meeting may refuse admission of a person to the meeting, or require a person to leave a meeting, is extended under the Replacement Constitution. The Replacement Constitution also permits the Chairman to require attendees to comply with searches, restrictions or other security arrangements considered appropriate, and arrange another or a second venue (without giving notice or putting the matter to a vote).	9.1	8.18
<b>Chairman's powers</b>	The Replacement Constitution confers an additional power on the Chairman to terminate discussion or debate on any matter whenever the Chairman considers it necessary or desirable for the proper conduct of the meeting. The Replacement Constitution also specifies that the Chairman has the power to postpone and adjourn a meeting, the situations in which the Chairman has this power, and the time and place that the meeting can be postponed to.	10.6	8.18 and 8.19
<b>Direct voting</b>	The Replacement Constitution gives the Board the power to permit members to vote 'directly' on resolutions determined by poll at a general meeting. This is an alternative to members having to appoint proxies or representatives to vote on their behalf as permitted by the existing constitution. The provisions do not require direct voting at all general meetings but allow the directors to implement direct voting for any particular meeting in their discretion.	N/A	8.31
<b>Technology at general meetings</b>	The Replacement Constitution permits general meetings to be held in more than one location, using technology that gives shareholders as a whole a reasonable opportunity to participate in the meeting.	9.2(b)	11.3
<b>DIRECTORS</b>			
<b>Retirement of directors</b>	The existing constitution contains an out-of-date provision which requires one third of directors to retire each year. The Replacement Constitution, consistent with Listing Rule 14.4, provides that a director must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is longer. The Replacement Constitution also provides that there must be an election of Directors at each annual general meeting.	16.1	9.2
<b>Nomination notice period</b>	The time by which nominations must be received by the Company for a proposed director has been extended to 45 business days before the meeting, to ensure details of such a nomination can be included in a notice of meeting.	16.3	9.5
<b>Material personal</b>	The Replacement Constitution expands upon the types of interests that a director may hold without being disqualified from office, such as where a director is a member or is otherwise interested in any body corporate (including the	13.7	9.11

## EXPLANATORY MEMORANDUM

SUBJECT	SUMMARY OF DIFFERENCE	OLD RULE	NEW CLAUSE
<b>interests of directors</b>	company), or where a director enters into any agreement or arrangement with the company.		
<b>Retirement benefits</b>	The existing constitution specifically provides for retirement benefits for directors. The Replacement Constitution is silent on this matter as it is now covered in the Corporations Act.	13.6	N/A
<b>Indemnity</b>	<p>The existing constitution provides for an indemnity in favour of directors, secretaries and executive officers of the Company. The existing constitution also provides that employees may be indemnified by the Company in certain circumstances.</p> <p>The Replacement Constitution provides for an indemnity in favour of current and former directors, officers and secretaries of the Company.</p>	26	19
<b>DIVIDENDS</b>			
<b>Dividends</b>	<p>The Replacement Constitution includes a number of changes to broaden the methods by which the Company may pay dividends to shareholders. Most of these changes have been made to reflect recent amendments to the Corporations Act which mean companies are no longer restricted to paying dividends out of profits.</p> <p>Given that there may be future amendments to the Corporations Act regulating when a Company may pay a dividend, the wording in the Replacement Constitution gives the Board flexibility to determine that the Company pay a dividend provided that such determination complies with the Corporations Act.</p> <p>The Replacement Constitution clarifies the directors' powers to pay any interim and final dividends that, in their judgment, the financial position of the Company justifies and to rescind a decision to pay a dividend prior to the payment date.</p>	23	15
<b>POWERS OF THE BOARD</b>			
<b>Disposal of main undertaking</b>	<p>The existing constitution states that member approval is required for a significant change to the Company involving the disposal of its main undertaking.</p> <p>This rule has not been retained in the Replacement Constitution given that the Listing Rules already contain a requirement to obtain member approval for the disposal of a company's main undertaking and it is not market practice to also contain the requirement in a company's constitution.</p>	19.7	N/A

## **EXPLANATORY MEMORANDUM**

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### ***Adoption of proportional takeover provisions***

Clause 6.9 to clause 6.13 of the Replacement Constitution contain provisions dealing with shareholder approval requirements in the event of a proportional takeover bid for the Company's securities (**Proportional Bid Provisions**). While the existing Constitution contains provisions regarding proportional takeovers in clause 27, these provisions have been updated and simplified in the Replacement Constitution.

A 'proportional takeover bid' means an off-market bid for a specified portion of the Company's securities held by each shareholder in a class for which a takeover has been made. It is not a bid for all securities held by all members of that class, only part of the securities each holds.

The Corporations Act provides that these Proportional Bid Provisions cease to apply at the end of 3 years from their adoption (or last renewal), but that they may be renewed by special resolution of the Company's shareholders. Further, section 684G of the Corporations Act requires certain information be included in the notice of meeting where the approval of members is sought to adopt proportional takeover provisions. The Company is seeking member approval to adopt the Replacement Constitution (and the proportional takeover provisions contained therein) for the statutory period of 3 years from the date of the Annual General Meeting. Information in relation to this approval is set out below.

### **Effect of the proposed provisions**

The effect of the proposed provisions is that where offers have been made under an off market bid in respect of shares included in a class of shares in the Company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the off market bid is prohibited unless and until a resolution to approve an off market bid is passed by Shareholders.

If a proportional takeover bid is made, the Directors must ensure that Shareholders vote on a resolution to approve the bid more than 14 days before the bid period closes. The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote, but the bidder and its associates are not allowed to vote. If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's Replacement Constitution.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for 3 years after the date of approval (for this Resolution, being 3 years from the date of this Meeting). The provisions may be renewed, but only by further Shareholder resolution.

### **Reasons for the proportional takeover provisions**

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are 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. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle and assist in ensuring that any partial bid is appropriately priced.

### **Knowledge of any acquisition proposals**

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

### **Potential advantages and disadvantages of proportional takeover provisions**

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

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;

## EXPLANATORY MEMORANDUM

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- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their Shares at a premium;
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

### **ASX modified escrow regime**

In December 2019, ASX amended the Listing Rules to give effect to a two tiered escrow regime to make aspects of the listing process and ongoing compliance with the Listing Rules more efficient. The first tier of escrow requires that significant holders of restricted securities and their controllers to execute a formal escrow agreement in the form of an ASX compliant restriction agreement.

For less significant holders, a second tier applies where ASX instead allows listed entities to rely on a provision in their constitution imposing appropriate escrow restrictions on the holder of restricted securities and to provide a notice to the holder of restricted securities in the form of a new Appendix 9C advising them of those restrictions. Securities in a class of quoted securities are made the subject of a holding lock for the duration of the escrow period.

In order to provide a constitutional underpinning for ASX's modified escrow regime, ASX amended Listing Rule 15.12 (restricted securities) from 1 December 2019. The new Listing Rule 15.12 requires the constitution of listed entities to reflect the modified escrow regime. This includes the constitution expressly providing for securities to be the subject of a holding lock where they are in a class of quoted securities and further providing that the holder of restricted securities will not be entitled to participate in any return of capital during the escrow period. Clause 20.2 of the Replacement Constitution reflects Listing Rule 15.12 and is in the following terms:

*"If, at any time, any of the share capital of the company is classified by ASX as Restricted Securities, then despite any other provision of this Constitution:*

- (a) *a holder of restricted securities must not dispose of, or agree or offer to dispose of, the restricted securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the Exchange;*
- (b) *if the restricted securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the company's issuer sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those securities;*
- (c) *the company must refuse to acknowledge any disposal (including, without limitation, to register any transfer) of the restricted securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the Exchange;*
- (d) *a holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the Exchange; and*
- (e) *if a holder of restricted securities breaches a restriction deed or a provision of this Constitution restricting a disposal of those securities the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues."*

The new proposed rule provides the constitutional underpinning for ASX's modified escrow regime. The changes to Listing Rule 15.12 (which are reflected in the above new rule) took effect from 1 December 2019 will apply to restricted securities after that date. Any restricted securities issued before 1 December 2019 must continue to comply with the provisions of Listing Rule 15.12 in force immediately prior to this date.

### **Directors' recommendation**

The Directors recommend that Shareholders vote in favour of adopting the Replacement Constitution.



## EXPLANATORY MEMORANDUM

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### Schedule 1

The key terms of the Omnibus Plan are set out below. Capitalised terms in this Schedule have the same meaning as set out in the Omnibus Plan which is available on the Company's website.

#### 1. Eligibility

Under the Omnibus Plan, eligible employees and officers (including Non-Executive Directors) may be offered the following awards:

1. Exempt share awards or salary sacrifice share awards;
2. Performance Share Awards;
3. Options; or
4. Rights.

Participation in the Omnibus Plan is at the Board's discretion and no individual has a contractual right to participate in it or to receive any guaranteed benefits.

#### 2. Restriction on dealing

Rights, Options and Performance Share Awards are non-transferable.

#### 3. Vesting Conditions

##### *Rights and Options*

Rights and/or Options may only be exercised if:

- (a) the Rights and/or Options vest in accordance with the applicable Performance Hurdles and Service Conditions; and
- (b) the Exercise Conditions (if any) have been met.

Any Right or Option that has not vested may not be exercised, unless (subject to applicable laws) the Board exercises its absolute discretion, in circumstances where the Board considers it to be in the best interests of the Company and its related bodies corporate to:

- (a) vary or waive the relevant Performance Hurdles, Service Conditions and/or Exercise Conditions, and declare the Rights and/or Options to have vested; or
- (b) bring forward the date upon which Rights and/or Options may be exercised.

##### *Performance Share Awards*

Performance Share Awards may only vest in accordance with the applicable Performance Hurdles and Service Conditions (if any), unless (subject to applicable laws) the Board exercises its absolute discretion, in circumstances where it considers it to be in the best interests of the Company, to:

- (a) vary or waive the relevant Performance Hurdles or Service Conditions, and declare the Performance Share Awards to have vested; or
- (b) bring forward the date upon which the Performance Share Awards may vest.

If instructed to do so in writing by the Board, each participant will take all necessary actions and enter into all necessary documentation to give effect to the re-designation of a Performance Share Award that has vested to be a share.

#### 4. Plan limit

No invitation will be made if the number of Shares that have been or would be issued in any of the following circumstances in aggregate would exceed 5% of the total number of Shares on issue at the date of the invitation:

- (a) the number of participant's Shares that may be issued, transferred or granted if all awards under the Omnibus Plan were exercised; and

## EXPLANATORY MEMORANDUM

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- (b) the number of Shares that were, or may be, issued as a result of offers made at any time during the previous 3 year period:
  - (i) under any other Company employee incentive scheme covered by an applicable class order issued by ASIC; and
  - (ii) any ASIC exempt arrangement of a similar kind to an employee incentive scheme (as defined in the ASIC class order).

### 5. Exercise of Rights and Options

A Right or an Option may only be exercised if at the time of exercise:

- (a) The Right or Option has become vested under the Omnibus Plan;
- (b) The Right or Option has not lapsed or been forfeited under the Omnibus Plan; and
- (c) The Exercise Price (if any) has been paid to the Company in such manner approved by the Board.

### 6. Certain rights in relation to Rights, Options and Performance

Any Right, Option or Performance Share held by a participant will not give any right to the participant:

- (a) to receive any dividends declared by any of the Company or its subsidiaries; or
- (b) to receive notice of, or to vote or attend at, a meeting of the Shareholders of any of the Company or its subsidiaries,

until the participant's Shares are issued or transferred (as the case requires) to, and registered in the name of, the participant before the record date for determining entitlements to the dividend or the date of the meeting of Shareholders (as the case may be).

### 7. Share awards

#### *Exempt share awards*

The company may grant Share awards for no consideration or at a purchase price that is a discount to the then market value of Shares, with the intention that up to \$1,000 (or such other amount that is exempted from tax under the *Income Tax Assessment Act 1936* (Cth) and/or the *Income Tax Assessment Act 1997* (Cth) as applicable and amended from time-to-time) of the total value or discount received by each participant will be exempt from tax. The Company must offer the Share awards on a non-discriminatory basis in accordance with Division 83A of the *Income Tax Assessment Act 1997* (Cth) as amended from time-to-time.

#### *Salary sacrifice share awards*

Share awards may be offered under a salary sacrifice arrangement in accordance with the terms of the invitation.

### 8. Holding lock

Any participant's Share may be subject to a holding lock of up to a maximum of 10 years from the grant date at the Board's absolute discretion. The Board may remove the holding lock applying to a participant's Shares at its discretion.

### 9. Lapsing and forfeiture

#### *Last vesting date*

Rights and Options will lapse, and Performance Share Awards will be forfeited if those awards have not vested (and have not otherwise been forfeited) by the last date on which awards are able to vest as specified under the invitation to a participant.

## **EXPLANATORY MEMORANDUM**

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### *Qualifying event*

The Board may waive any vesting conditions where a participant ceases to be employed by the Company or its related bodies corporate as the result of a Qualifying Event. A Qualifying Event means:

- (a) death;
- (b) serious injury or illness that prohibits continued employment;
- (c) retirement;
- (d) retrenchment; or
- (e) such other circumstances that result in a participant leaving the employment of the Company or its related bodies corporate and that the Board determines (in its absolute discretion) is a qualifying event.

### *Forfeiture*

Rights, Options and Performance Share Awards will be forfeited where:

- (a) the Board determines in its absolute discretion that a participant has acted fraudulently or dishonestly, or is in material breach of his or her obligations to the Company or its related bodies corporate; or
- (b) a participant ceases to be employed by the Company or its related bodies corporate other than as a result of a Qualifying Event,

whether or not those awards have vested.

### *Last exercise date*

Rights and Options that have vested and that have not been exercised will lapse on the date specified on the invitation to a participant as the last date on which awards are able to be exercised unless those awards have otherwise been forfeited or unless that date has been extended.

## **10. Rights attaching to Shares issued under the Omnibus Plan**

### *Ranking of Shares*

Each participant's Shares issued under an award granted pursuant to the Omnibus Plan will rank equally in all respects with all existing Shares from the date of issue.

### *Rights and bonus issues*

A participant has the right to participate in rights issues and bonus issues by the Company:

- (a) in relation to a participant's Shares that are registered in the participant's name; or
- (b) in the case of exempt share awards or salary sacrifice share awards, that are registered in the name of a trustee, once those share awards are allocated.

### *Dividends*

A participant will have a vested and indefeasible entitlement to any dividends declared and distributed by the Company on participant's Shares that, at the books closing date for determining entitlement to those dividends, are standing to the account of the participant.

### *Voting Rights*

A participant may exercise any voting rights attaching to a participant's Shares registered in the participant's name or, in the case of exempt share awards or salary sacrifice share awards, registered in the name of a trustee, once those share awards are allocated to the participant.

## **EXPLANATORY MEMORANDUM**

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### **11. Suspension or Termination of the Omnibus Plan**

The Omnibus Plan may be suspended or terminated at any time by resolution of the Board. Suspension or termination of the Omnibus Plan will not prejudice the accrued rights of participants.

### **12. Adjustment**

The Board will:

- (a) reduce the exercise price of Rights and/or Options (if any) in the event of a new issue; and/or
- (b) change the number of underlying Shares to which awards relate in the event of a bonus issue,

in accordance with the Listing Rules.

### **13. Reorganisation**

In the event of a reorganisation of the Company's share capital, the Board of the Company will review and modify the terms of the awards if required by, and in accordance with, the Listing Rules.

## GLOSSARY

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The following definitions are used in the Notice of Annual General Meeting and the Explanatory Memorandum:

**2020 Annual Report** means the Annual Report for the Company for the financial year ended 30 June 2020;

**Annual General Meeting** or **Meeting** means the general meeting of the Company to be held on Friday 6 November 2020 pursuant to the Notice of Annual General Meeting;

**ASX** means ASX Limited ACN 008 624 691 or the securities exchange market operated by the ASX, as the context requires;

**ASX Listing Rule** means the official listing rules of the ASX;

**Board** or **Board of Directors** means the board of Directors of the Company;

**Chairman** means the chairman of the Company, who is currently Mr Murray Boyte;

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

**Constitution** means the constitution of the Company, as amended from time to time;

**Corporations Act** means *Corporations Act 2001* (Cth);

**Directors** means the directors of the Company;

**Explanatory Memorandum** means the explanatory memorandum set out in the body of this document;

**Key Management Personnel** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise);

**Notice of Annual General Meeting** or **Notice** means the notice of Annual General Meeting set out in the body of this document;

**Omnibus Plan** means the Eureka Omnibus Equity Plan;

**Remuneration Report** means the section of the 2020 Annual Report that is included under section 300A(1) of the Corporations Act;

**Resolution** means a resolution set out in the Notice, to be passed by the requisite majority of Shareholders of the Company on a show of hands or by the requisite majority of votes given on a poll;

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

**Shareholder** means a holder of a Share.



**eureka**  
GROUP HOLDINGS

ABN 15 097 241 159

## LODGE YOUR VOTE

**ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**BY MAIL**  
Eureka Group Holdings Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

**BY FAX**  
+61 2 9287 0309

**BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138

**ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



**X999999999999**

## PROXY FORM

I/We being a member(s) of Eureka Group Holdings Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

**the Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEST) on Friday, 6 November 2020 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in: Online at <https://agmlive.link/EGH20> (refer to details in the Virtual Meeting Online Guide).

**Important for Resolutions 2 and 5:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2 and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.**

**Please read the voting instructions overleaf before marking any boxes with an .**

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Adoption of New Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Gregory Paramor AO as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Re-election of Russell Banham as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Approval of the Eureka Omnibus Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**EGH PRX2001N**



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEST) on Wednesday, 4 November 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MAIL

Eureka Group Holdings Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)