

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

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

Date of Meeting: Friday 5 November 2021
Time of Meeting: 11:00am (Brisbane time)
Place of Meeting: Via virtual meeting on
<https://agmlive.link/EGH21>

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 professional advisors prior to voting.



5 October 2021

Dear Shareholder

2021 Annual General Meeting

On behalf of the Directors of Eureka Group Holdings Limited (**Eureka**), I am pleased to invite you to attend Eureka's 2021 Annual General Meeting (**Meeting**) which will be held as a virtual meeting at 11.00 am (Brisbane time) on Friday 5 November 2021.

This year's AGM will again be held with the assistance of technology. We believe this is in the best interests of the health and safety of our shareholders, staff and directors, and respects the ongoing uncertainty and restrictions related to COVID-19. Shareholders will not be able to attend the 2021 AGM physically, but will instead be able to view and participate in the Meeting virtually.

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 online at:

<https://www.eurekagroupholdings.com.au/investors/agm/>.

Printed copies of the Notice of Meeting or Proxy Form will only be sent to shareholders who elected to receive them in hard copy by the relevant date.

Participation at the Meeting

You will be able to watch and participate in the Meeting in real-time on your computer or mobile device through an online platform that allows you to submit questions and vote. You may also ask questions during the Meeting by telephone. Further information on how you can participate in the AGM (including how to register, vote and ask questions) is set out on the following page.

Future alternative arrangements

As the situation regarding the management of COVID-19 continually evolves, 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. 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



Participation Information - 2021 Annual General Meeting

Watch, vote and ask questions online

To join the Meeting online, shareholders or proxyholders will be required to enter <https://agmlive.link/EGH21> 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.

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/>.

Vote by Proxy

Shareholders can also participate prior to the Meeting by completing and submitting their proxy instructions online at:

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 3 November 2021 in order to be valid.

Other options for asking questions

Questions may be submitted prior to the Meeting via email to the Company Secretary at cosec@eurekagroupholdings.com.au by 11.00 am (Brisbane time) on Wednesday 3 November 2021.

Shareholders and proxyholders will also have the ability to ask questions during the Meeting via telephone.

A personalised PIN is needed to ask questions by telephone. To receive a personalised PIN, please contact Link Market Services before the AGM.

Contact details for Link Market Services and dial-in details for the AGM are included in the **Virtual Meeting Online Guide** which is available at: <https://www.eurekagroupholdings.com.au/investors/agm/>.

If you plan to ask questions by telephone, you will still need to log into the online platform if you wish to vote during the Meeting.

NOTICE OF ANNUAL GENERAL MEETING

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 5 November 2021 at 11:00am (Brisbane time).

Shareholders and proxyholders may participate online at <https://agmlive.link/EGH21>. We recommend that shareholders log in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting. The Participation Information forms part of this Notice of Meeting.

ITEMS OF BUSINESS

1. 2021 ANNUAL REPORT

To receive and consider the Company's 2021 Annual Report comprising the Directors' Report, Financial Statements and Auditor's Report for the financial year ended 30 June 2021.

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 2021 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. RE-ELECTION OF MURRAY BOYTE AS A DIRECTOR

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

"That Mr Murray Boyte who retires as a Director of the Company in accordance with clause 9.2 of the Constitution and, being eligible, be re-elected as a Director."

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

4. INCREASE TOTAL AGGREGATE AMOUNT OF NON-EXECUTIVE DIRECTORS' FEES

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

"That in accordance with clause 9.8 of the Constitution, ASX Listing Rule 10.17 and for all other purposes, approval be given to the Company to increase the total aggregate amount of non-executive directors' fees from \$450,000 to \$600,000, with effect from 5 November 2021."

Note: A voting exclusion statement applies to the Resolution for Item 4.

NOTICE OF ANNUAL GENERAL MEETING

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

5 October 2021

NOTES

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

All Resolutions by Poll

All resolutions will be voted on by a poll.

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 3 November 2021.

Voting Exclusion Statements

Item 2 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 Item 2, 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.

Item 4 In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Item 4 by or on behalf of a Director or an associate of a Director.

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. Select 'Voting' and follow the prompts to lodge your instructions. If you have requested a printed copy of the Proxy Form, your proxy instructions should be lodged in accordance with the instructions on the Proxy Form.

NOTES

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.

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 3 November 2021.

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.

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 ask questions via telephone or submit questions via the online platform during the Meeting. Further details are contained in the Virtual Meeting Online Guide which is available at <https://www.eurekagroupholdings.com.au/investors/agm/>.

Questions may also be submitted prior to the Meeting via email to the Company Secretary at cosec@eurekagroupholdings.com.au by 11.00 am (Brisbane time) on Wednesday 3 November 2021.

EXPLANATORY MEMORANDUM

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 5 November 2021 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 – 2021 ANNUAL REPORT

The Company's 2021 Annual Report comprising the Directors' Report, Financial Statements and the Auditor's Report for the financial year ended 30 June 2021 was released to ASX on 30 August 2021. 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 2021 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 2021 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.

A voting exclusion statement in respect of Item 2 is set out in the Notice.

Directors' recommendation

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

EXPLANATORY MEMORANDUM

ITEM 3 – RE-ELECTION OF MURRAY BOYTE AS A DIRECTOR

In accordance with clause 9.2 of the Constitution, Mr Murray Boyte retires at the conclusion of the Meeting, and being eligible, offers himself for re-election as a Director of the Company.

Mr Boyte was appointed to the Board on 24 November 2017 as a non-executive Director and Chair of the Board and has served as Executive Chairman since 30 April 2018. Mr Boyte is a member of the Company's Audit & Risk Committee, Nomination & Remuneration Committee and Environment, Social & Governance Committee.

Mr Boyte has a Bachelor of Commerce and Administration from Victoria University in Wellington, New Zealand and is a member of the Institute of Directors New Zealand, the Australian Institute of Company Directors and Chartered Accountants Australia and New Zealand.

Mr Boyte has over 35 years' experience in merchant banking and finance, undertaking company reconstructions, mergers and acquisitions in Australia, New Zealand, North America and Hong Kong. He has held executive positions and directorships in the transport, horticultural, financial services, investment, health service and property industries. Mr Boyte was Chief Executive Officer of ASX listed Ariadne Australia Limited from 2002 to 2015.

Mr Boyte currently serves as a director of ASX listed National Tyre & Wheel Limited, Hillgrove Resources Ltd and Eumundi Group Ltd.

Directors' recommendation

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

ITEM 4 – INCREASE TOTAL AGGREGATE AMOUNT OF NON-EXECUTIVE DIRECTORS' FEES

In accordance with clause 9.8 of the Company's Constitution and ASX Listing Rule 10.17, Item 4 seeks shareholder approval to increase the total aggregate amount of non-executive Directors' fees by \$150,000 to \$600,000 per year.

The Board considers the proposed increase to be appropriate for the following reasons:

- it provides the Board with the flexibility to appoint additional non-executive Directors and allows for broadening the skill base of the Board collectively, consistent with the growth of the Company; and
- the Board wishes to allow for some future fee increases to maintain market competitiveness and to reflect increasing demands on non-executive Directors.

The remuneration paid to non-executive Directors is reviewed annually by the Board, taking into account market benchmarks, the scope of non-executive responsibilities and the importance of the Board continuing to attract appropriately skilled and experienced Directors.

For the period from 5 November 2021 until 30 June 2022 (ie the remainder of the current financial year), the total aggregate amount of non-executive Directors' fees (if approved in accordance with Item 4) will apply on a pro rata basis.

EXPLANATORY MEMORANDUM

The Company discloses the annual fees paid to non-executive directors in its annual Remuneration Report. The annual remuneration paid to non-executive directors for the year ended 30 June 2021 was \$347,000 as shown in the following table, compared with the current total aggregate amount of fees that may be paid of \$450,000.

Board fees

Chair	\$120,000
Non-executive director	\$70,000

Committee fees payable to Chair of Committees

Audit and Risk	\$10,000
Remuneration and Nomination	\$7,000

Annual Board and Committee fees	\$347,000
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The remuneration in the above table and the total aggregate amount of fees approved by Shareholders exclude remuneration paid to executive Directors.

No securities have been issued to non-executive Directors under ASX Listing Rules 10.11 or 10.14 in the last three years.

If Shareholders approve this resolution, the total aggregate amount of fees payable to non-executive Directors will be \$600,000 per year. If Shareholders do not approve this resolution, the total aggregate amount will remain as \$450,000.

A voting exclusion statement in respect of Item 4 is set out in the Notice.

Directors' recommendation

As the Directors' have an interest in this Resolution they will abstain from offering a recommendation for Item 4.

GLOSSARY

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

2021 Annual Report means the Annual Report for the Company for the financial year ended 30 June 2021;

Annual General Meeting or **Meeting** means the general meeting of the Company to be held on Friday 5 November 2021 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;

Remuneration Report means the section of the 2021 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

 **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
Level 12, 680 George Street, Sydney NSW 2000

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



X99999999999

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 (Brisbane time) on Friday, 5 November 2021 (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/EGH21> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 2 and 4: 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 4, 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*
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Murray Boyte as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Increase total aggregate amount of Non-Executive Director's Fees	<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 PRX2101N



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 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.

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 (Brisbane time) on Wednesday, 3 November 2021**, 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

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*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions