



**Registry communications to:**  
Eureka Group Holdings Limited  
c/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

## Eureka Group Holdings Limited Annual General Meeting

The Eureka Group Holdings Limited Annual General Meeting (**AGM**) will be held on Thursday, 26 October 2023 at 10:00 am (Brisbane Time).

You are encouraged to participate in the meeting using the following options:

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### MAKE YOUR VOTE COUNT

To access the Notice of Meeting and other meeting documentation visit <https://www.eurekagroupholdings.com.au/investors/agm/>.

To lodge a proxy, visit <https://investorcentre.linkgroup.com> and select the Voting tab at the top of the page. You will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) which can be found on your Holding Statement.

For your proxy appointment to be effective it must be received by 10:00 am (Brisbane Time) on Tuesday, 24 October 2023. Any proxy appointment received after that time will not be valid for the AGM.

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### ATTENDING THE MEETING IN PERSON

The meeting will be held at:  
Brisbane Club, Oak Room, 241 Adelaide Street, Brisbane City QLD 4000

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You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports.

To do so, log on to our share registry's website at <https://investorcentre.linkgroup.com>.



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**EUREKA GROUP HOLDINGS LIMITED**  
**ACN 097 241 159**  
**NOTICE OF ANNUAL GENERAL MEETING**  
**AND**  
**EXPLANATORY MEMORANDUM**

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**Date of the Meeting:** 26 October 2023

**Time of the Meeting:** 10:00 am (Brisbane Time)

**Place of the Meeting:** The Brisbane Club, Oak Room, 241 Adelaide Street  
Brisbane City, QLD 4000



26 September 2023

Dear Shareholder

### **2023 Annual General Meeting**

On behalf of the Directors of Eureka Group Holdings Limited (**Eureka**), I am pleased to invite you to attend Eureka's 2023 Annual General Meeting (**Meeting**) which will be held in person at The Brisbane Club, Oak Room, 241 Adelaide Street, Brisbane City at 10:00 am (Brisbane Time) on Thursday, 26 October 2023.

#### **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.

#### **Electronic Communications**

We encourage all shareholders to switch to electronic communications by providing an email address at <https://investorcentre.linkgroup.com> 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 attendance and participation at the Meeting.

Yours sincerely

Murray Boyte Executive Chairman and Interim CEO  
Eureka Group Holdings Limited

## **Participation Information - 2023 Annual General Meeting**

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### **Vote and ask questions**

Shareholders or Proxyholders can attend the meeting in person at The Brisbane Club, Oak Room, 241 Adelaide Street, Brisbane City at 10:00 am (Brisbane Time) on Thursday, 26 October 2023.

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

### **Vote by Proxy**

Shareholders can also participate prior to the Meeting by completing and submitting their proxy instructions online at: <https://investorcentre.linkgroup.com>.

All proxy instructions are to be received by the Company's share registry by 10:00 am (Brisbane Time) on Tuesday, 24 October 2023 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@sourceservices.com.au](mailto:cosec@sourceservices.com.au) by 5:00 pm (Brisbane Time) on Thursday, 19 October 2023.

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

**Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting of Eureka Group Holdings Limited (**Company**) will be held in person at The Brisbane Club, Oak Room, 241 Adelaide Street, Brisbane City at 10:00 am (Brisbane Time) on Thursday, 26 October 2023 (**Meeting or Annual General Meeting**).

This Notice of Annual General Meeting (**Notice**) is an important document and should be read in its entirety. The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Annual General Meeting. The Proxy Form and Explanatory Memorandum form part of this Notice.

## **BUSINESS OF THE MEETING**

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### **2023 Annual Report**

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2023, which includes the Financial Report, the Directors' Report and the Auditor's Reports.

**Note:** No vote is required on this item of business.

### **Resolution 1: Remuneration Report (Non-Binding Resolution)**

To consider and, if thought fit, to pass with or without amendment, the following as a non-binding **ordinary resolution** of the Company:

*“That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth), the Remuneration Report for the financial year ended 30 June 2023, be adopted by the Shareholders, on the terms and conditions in the Explanatory Memorandum.”*

**Note:** In accordance with section 250R of the Corporations Act 2001, the vote on this Resolution will be advisory only and will not bind the directors or the Company. A voting prohibition applies to this Resolution (see the Explanatory Memorandum for details).

### **Resolution 2: Re-election of Director (Mr Greg Paramor)**

To consider and, if thought fit, to pass with or without amendment, the following as an **ordinary resolution** of the Company:

*“That in accordance with rule 9.2(a) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Greg Paramor be re-elected as a Director of the Company on the terms and conditions in the Explanatory Memorandum.”*

**Note:** There are no voting exclusions on this resolution.

### **Resolution 3: Re-election of Director (Mr Russell Banham)**

To consider and, if thought fit, to pass with or without amendment, the following as an **ordinary resolution** of the Company:

*“That in accordance with rule 9.2(a) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Russell Banham be re-elected as a Director of the Company on the terms and conditions in the Explanatory Memorandum.”*

**Note:** There are no voting exclusions on this resolution.

### **Resolution 4: Adoption of Omnibus Equity Plan Rules**

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution** of the Company:

*“That, pursuant to and in accordance with ASX Listing Rule 7.2 Exception 13(b), and for all other purposes, approval is given for the Company to adopt an equity incentive scheme, being the proposed “Omnibus Equity Plan Rules” and the issue of up to 15,053,172 Equity Securities under the Plan, on the terms and conditions in the Explanatory Memorandum.”*

**Note:** A voting exclusion statement and voting prohibition apply to this Resolution (see Explanatory Memorandum for details).

### **Resolution 5: Approval of potential termination benefits under the New Plan**

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution** of the Company:

*‘That, for a period commencing from the date this Resolution is passed and ending upon the expiry of all securities issued or to be issued under the “Omnibus Equity Plan Rules”, approval be given for all purposes including Part 2D.2 of the Corporations Act for the giving of benefits to any current or future person holding a managerial or executive office of the Company or a related body corporate in connection with that person ceasing to hold such office, on the terms and conditions in the Explanatory Memorandum.’*

**Note:** A voting exclusion statement and voting prohibition apply to this Resolution (see Explanatory Memorandum for details).

### **Resolution 6: Modification of existing Constitution**

To consider and, if thought fit, to pass with or without amendment, the following as a **special resolution** of the Company:

*“That for the purpose of section 136(2) of the Corporations Act and for all other purposes, the Constitution of the Company be modified by making the amendments contained in the document tabled at this Meeting and signed by the Chair for the purpose of identification, with effect from the close of the meeting.”*

**Note:** There are no voting exclusions on this resolution.

### **Resolution 7: Re-insertion of Proportional Takeover Bid Provisions in the Constitution**

To consider and, if thought fit, to pass with or without amendment, the following as a **special resolution** of the Company:

*“That, the modification of the Company's Constitution to re-insert the proportional takeover bid approval provisions contained in *rules 6.9 to 6.13* of the Constitution for a period of three years from the date of approval of this Resolution is approved under and for the purposes of sections 648G(4) and 136(2) of the Corporations Act and for all other purposes.”*

**Note:** There are no voting exclusions on this resolution.

### **Resolution 8: Approval of 10% Placement Facility**

To consider and, if thought fit, to pass with or without amendment, the following as a **special resolution** of the Company:

*“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders' approval is given for the Company to allot and issue Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, over a 12-month period, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.”*

**Note:** A voting exclusion statement applies to this Resolution (see Explanatory Memorandum for details)

## **ENTITLEMENT TO VOTE**

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The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7:00 pm (Sydney Time) on Tuesday, 24 October 2023. **(Entitlement Time)**.

This means that if you are not the registered holder of a Share at the Entitlement Time, you will not be entitled to attend and vote at the Meeting.

## **ANNUAL REPORT**

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The Company's 2023 Annual Report may be accessed on our website at <https://www.eurekagroupholdings.com.au/investors/annualreports/> and via the ASX market announcements platform.

## **VOTING OPTIONS AND PROXIES**

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If you do not plan to attend the Meeting, you are encouraged to complete and return the Proxy Form.

### Voting by Proxy

A member entitled to attend, and vote is entitled to appoint a proxy to attend and vote in their stead. A proxy need not be a Shareholder of the Company and can be a natural person over the age of 18 years or a body corporate. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting.

The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of a Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Subject to the specific proxy provisions applying to Resolution 1 (Remuneration Report) (see the Explanatory Memorandum below):

- If a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines; and
- If a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed Resolutions set out in this Notice of Meeting.

### Proxy Voting by the Chair

For Resolution 1, Resolution 4 and Resolution 5 where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on Resolution 1, Resolution 4 and Resolution 5, the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for Resolution 1, Resolution 4 and Resolution 5 of business.



The Chair intends to vote all undirected proxies in favour of the Resolutions in the Notice of Meeting, including Resolution 1, Resolution 4 and Resolution 5.

### Other KMP as proxy

If you appoint a Director (other than the Chair of the meeting) or another member of the KMP (or a closely related party of a Director or KMP) as your proxy, you should direct them how to vote on the Resolution 1 by marking the appropriate box on the proxy form. If you do not do so, your proxy will not be able to vote on your behalf on Resolution 1, Resolution 4 and Resolution 5.

### Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's share registry, as an original, by facsimile or online, **no later than 10:00 am** (Brisbane Time) on Tuesday, 24 October 2023 (**Proxy Deadline**).

Proxy forms may be submitted in one of the following ways:

- i) **By hand delivery** to Link Market Services  
Parramatta Square, Level 22, Tower 6  
10 Darcy Street, Parramatta NSW 2150
- ii) **By post** to C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235
- iii) **By facsimile** to +61 2 9287 0309; or
- iv) **Online** at <https://investorcentre.linkgroup.com>, instructions as follows:  
Select 'Investor Login' and enter Eureka Group Holdings Limited or the ASX Code: EGH in the Issue name field, your Security Reference Number (SRN) or Holder Identification Number (HIN), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline being 10:00 am (Brisbane Time) on Tuesday, 24 October 2023.

Proxy forms received later than this time will be invalid.

If you have any queries on how to cast your votes, please call the Company's share registry on 1300 554 474 or +61 1300 554 474 (from outside Australia) between the hours of 8:30 am and 7:30 pm (AEDT).

### **JOINT HOLDERS**

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If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or an attorney or corporate representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

## **CORPORATE REPRESENTATIVES**

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Where a shareholding is registered in the name of a corporation, the corporate shareholder may appoint a person to act as its representative to attend the meeting by providing that person with:

- a letter or certificate authorising him or her as the corporation's representative, executive in accordance with the corporation's constitution; or
- a copy of the Resolution appointing the representative, certified by a secretary or director of the corporation.

## **BY ORDER OF THE BOARD**



**Patricia Vanni**

Company Secretary

26 September 2023

**Eureka Group Holdings Limited**  
**ACN 097 241 159**  
**(Company)**

**Explanatory Memorandum**

**1. Introduction**

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Annual General Meeting. The Proxy Form and Explanatory Memorandum form part of this Notice. Terms defined in the Explanatory Memorandum have the same meaning where used in this Notice or as otherwise defined in the Glossary.

**2. Annual Report**

Section 317 of the Corporations Act requires the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2023 to be laid before Shareholders at the Company's 2023 Annual General Meeting. There is no requirement for a formal Resolution on this item.

As permitted by the Corporations Act, a printed copy of the Company's 2023 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the Company's 2023 Annual Report may be accessed via the ASX market announcements platform and on our website at <https://www.eurekagroupholdings.com.au/investors/annualreports/>.

The Chair of the Meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor questions about the conduct of its audit of the Company's financial report for the year ended 30 June 2023, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of the Company's auditor in relation to the conduct of the audit.

**3. Resolution 1 – Adoption of Remuneration Report**

**3.1. General**

In accordance with subsection 250R(2) of the Corporations Act, Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2023 Annual Report.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;

- sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and
- explains the basis for remunerating Non-executive Directors and senior executives, including the Chief Executive Officer and Executive Chairman.

In accordance with subsection 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company. However, the Board will consider any discussion on this Resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company.

### 3.2. **Directors' Recommendation**

Given the personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

### 3.3. **Chair's Voting Intention**

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

### 3.4. **Voting Prohibition**

In accordance with sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes purported to be cast, on this resolution by, or on behalf of, a member of the Key Management Personnel (**KMP**), details of whose remuneration are included in the remuneration report, or a Closely Related Party of such a member (**KMP voter**), unless the KMP voter is casting a vote on this resolution on behalf of a person who is not a KMP voter (including as a proxy) and either:

- (a) the KMP voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the KMP voter is by the Chair of the meeting and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on the resolution; and
  - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or the consolidated entity.

If you appoint the Chairman as your proxy and you do not direct the Chairman how to vote, you will be expressly authorising the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of Resolution 1. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be

made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of Resolution 1. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

#### 4. **Resolution 2 – Re-election of Mr Greg Paramor**

##### 4.1. **General**

Clause 9.2 of the Company's Constitution states that no Director who is not the Managing Director of the Company, may hold office for a continuous period in excess of three years or until the third annual general meeting following the Director's appointment, whichever is the longer, without submitting for re-election.

Mr Greg Paramor, a Non- Executive Director of the Company who was appointed on 19 June 2020 and elected on 6 November 2020, will retire at the 2023 Annual General Meeting, and being eligible under Clause 9.2 of the Constitution, offer himself for re-election as Director.

If Resolution 2 is passed, Mr Paramor will be re-elected as a Director.

If Resolution 2 is not passed, Mr Paramor will not be re-elected as a Director.

##### 4.2. **About Mr Greg Paramor**

Mr Paramor has extensive property expertise with more than 50 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. Mr Paramor 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. He was awarded an Officer in the General Division (AO) of the Order of Australia in January 2015.

##### 4.3. **Independence**

If elected, the Board considers Mr Paramor to be an independent director. He is not considered by the Company to hold any interest, position, or relationship that might influence, or reasonably be perceived to influence, in a material respect, his ability to bring an independent judgment to bear on matters before the Board and to act in the best interests of the Company as a whole rather than the interests of an individual security holder or other party.

4.4. **Directors' Recommendation**

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

4.5. **Chair's Voting Intention**

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

4.6. **Voting Exclusions**

There are no voting exclusions applicable to this Resolution.

5. **Resolution 3 – Re-election of Mr Russell Banham**

5.1. **General**

Clause 9.2 of the Company's Constitution states that no Director who is not the Managing Director of the Company, may hold office for a continuous period in excess of three years or until the third annual general meeting following the Director's appointment, whichever is the longer, without submitting for re-election.

Mr Russell Banham, a Non-Executive Director of the Company who was appointed on 21 November 2018 and elected on 6 November 2020, will retire at the 2023 Annual General Meeting, and being eligible under Clause 9.2 of the Constitution, offer himself for re-election as Director.

If Resolution 2 is passed, Mr Banham will be re-elected as a Director.

If Resolution 2 is not passed, Mr Banham will not re-elected as a Director.

5.2. **About Mr Russell Banham**

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. Mr Banham currently serves as an independent non-executive director of HKSE listed MGM China Holdings Limited and, until May 2023, of LSE listed National Atomic Company Kazatomprom. He is also a member of the Audit and Risk Management Committee of the Queensland Audit Office.

5.3. **Independence**

If elected, the Board considers Mr Banham to be an independent director. He is not considered by the Company to hold any interest, position, or relationship that might influence, or reasonably

be perceived to influence, in a material respect, his ability to bring an independent judgment to bear on matters before the Board and to act in the best interests of the Company as a whole rather than the interests of an individual security holder or other party.

5.4. **Directors' Recommendation**

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

5.5. **Chair's Voting Intention**

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

5.6. **Voting Exclusions**

There are no voting exclusions applicable to this Resolution.

6. **Resolution 4 – Adoption of Omnibus Equity Plan Rules**

6.1. **General**

On 1 October 2022, amendments to the Corporations Act commenced, simplifying the process for incentivising participants under employee share schemes (**ESS**). Division 1A was introduced into Part 7.12 of the Corporations Act, providing a new regime for the making of offers in connection with an ESS (**New Regime**). This regime has replaced the prior relief afforded by ASIC Class Order 14/1000 (**Class Order**), which was in force since 30 October 2014.

To ensure that the Company's ESS complies with the New Regime, the Company will adopt, subject to Shareholder approval, a new ESS called the 'Omnibus Equity Plan Rules' (the **New Plan**).

Resolution 4 seeks Shareholder approval of the New Plan in accordance with Listing Rule 7.2 exception 13(b).

Under the New Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Equity Securities in the Company as the Board may decide and on the terms set out in the rules of the New Plan. A summary of the key terms of the New Plan is provided in Schedule 2. In addition, a copy of the New Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. Shareholders are invited to contact the Company if they have any queries.

6.2. **Key changes between the Class Order and New Regime**

The following table summarises the key changes that have been implemented by the New Regime for “Invitations” (within the meaning given in the New Plan) made on or after 1 October 2022. These changes are reflected in the New Plan.

	<b>Previous position under the Class Order</b>	<b>Position from 1 October 2022</b>
Disclosure obligations	<p>The Class Order mandated certain information that must be provided to ESS participants.</p> <p>There is no difference between the disclosure requirements where ESS interests are offered for monetary consideration or for no monetary consideration.</p>	<p><b>If the offer of ESS interests is for no monetary consideration:</b> There are no prescribed disclosure obligations, other than a statement that the offer is made under Division 1A.</p> <p><b>If the offer of ESS interests is for monetary consideration:</b></p> <p>Certain prescribed disclosure requirements apply. These disclosure requirements are similar (although different) to the prior disclosure requirements under the Class Order.</p> <p>The participant cannot acquire the ESS interests until 14 days after receiving the above disclosure. This mandates a waiting period ensuring a participant has time to consider their decision and seek legal financial advice.</p> <p>Any associated trust, contribution plan and loan arrangement will need to comply with specified requirements.</p>
Eligible participants	<p>Directors;</p> <p>Full-time and part-time employees;</p> <p>Casual employees and contractors, provided they work the number of hours that are the pro-rata equivalent of 40% or more of a comparable full-time position with the entity.</p>	<p>Directors;</p> <p>Full-time and part-time employees;</p> <p>Any service providers to the entity (with no minimum requirement of hours of service provided);</p> <p>Certain ‘related persons’ to the above.</p>



	Previous position under the Class Order	Position from 1 October 2022
5% limit	The maximum number of ESS interests that could be issued under the Class Order relief over a three-year period was 5% of the issued share capital.	<p><b>If the offer of ESS interests is for no monetary consideration:</b> There is no limit on the number of such ESS interests that may be issued (subject to ASX Listing Rule requirements).</p> <p><b>If the offer of ESS interests is for monetary consideration:</b> The number of ESS interests issued over a three-year period must not exceed 5% of the issued share capital. Entities may specify a different issue cap in their constitution.</p>
Quotation requirement	An entity's shares must have been quoted for three months before the Class Order relief was available.	Newly listed entities can offer ESS interests under the new regime without any minimum quotation period. This will make it much simpler for newly listed entities to offer ESS interests.
Suspension	For the Class Order relief to be available, the entity's shares must not have been suspended for more than 5 days over the previous 12 months.	The new regime permits an entity to offer ESS interests regardless of any suspension to the trading of its shares.
ASIC involvement	A 'Notice of Reliance' was required to have been submitted to ASIC to have relied on the Class Order relief.	<p>There are no ASIC lodgement requirements.</p> <p>ASIC has the power to require the provision of documents necessary in order to form an opinion about whether the regime has been complied with.</p> <p>ASIC has also been given express enforcement powers including the ability to issue 'stop orders'.</p>
Criminal offences	N/A	New ESS related criminal offences have been introduced regarding

	Previous position under the Class Order	Position from 1 October 2022
		certain misleading or deceptive statements or omissions.

6.3. **Listing Rules 7.1 and 7.2, exception 13(b)**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Listing Rule 7.2, exception 13(b), provides an exception to Listing Rule 7.1 such that issues of Equity Securities under an employee incentive scheme are exempt for a period of three years from the date on which Shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

Listing Rule 7.2, exception 13(b), ceases to be available to the Company if there is a material change to the terms of the New Plan from those set out in this Notice.

If Resolution 4 is passed, the Company will be able to issue Equity Securities under the New Plan pursuant to Listing Rule 7.2, exception 13(b), to eligible participants over a period of three years up to a nominated maximum amount without using the Company's 15% annual placement capacity under Listing Rule 7.1.

However, any future issues of Equity Securities under the New Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

If Resolution 4 is not passed, any issue of Equity Securities pursuant to the New Plan must either be undertaken using the Company's 15% annual placement capacity under Listing Rule 7.1, or with prior Shareholder approval.

6.4. **Specific information required by Listing Rule 7.2, exception 13(b)**

Pursuant to and in accordance with Listing Rule 7.2, exception 13(b), the following information is provided in relation to the New Plan:

- (a) A summary of the material terms of the New Plan is in Schedule 2.
- (b) As at the date of this Notice, no Equity Securities have been issued under the New Plan.

The Company obtained Shareholder approval for its existing employee securities incentive plan under Listing Rule 7.2, exception 13(b) at its annual general meeting held

on 6 November 2020. Since that date, the Company has issued the following rights under the existing plan:

Issued to	Position within Company	Number	Grant Date	Vesting Date
Laura Fanning	Chief Financial Officer	126,953 rights	4 May 2022	30 September 2024
Cameron Taylor	Former CEO	226,830 rights	4 May 2022 (lapsed 17 July 2023)	N/A

- (c) The maximum number of Equity Securities permitted to be issued under the New Plan pursuant to Listing Rule 7.2, exception 13(b), following approval of Resolution 4 is 15,053,172. This number comprises approximately 5% of the Company's Equity Securities currently on issue. Please refer to Section 2 of Schedule 2 for further information.
- (d) A voting exclusion statement is included in the Notice.

#### 6.5. **Directors' Recommendation**

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

#### 6.6. **Chair's Voting Intention**

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

#### 6.7. **Voting Exclusions**

The Company will disregard any votes cast in favour on this resolution by or on behalf of a person who is eligible to participate in the New Plan and any associates.

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

- (a) 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (i) 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

- (ii). the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

## 7. **Resolution 5 – Approval of potential termination benefits under the New Plan**

### 7.1. **General**

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold a 'managerial or executive office'. The Listing Rules also provides certain limitations on the payment of 'termination benefits' to officers of listed entities.

As is common with employee incentive schemes, the New Plan provides the Board with the discretion to, amongst other things, determine that some or all of the Equity Securities granted to a participant under the New Plan (**Plan Securities**) will not lapse in the event of that participant ceasing their engagement with the Company before such Plan Securities have vested. This 'accelerated vesting' of Plan Securities may constitute a 'termination benefit' prohibited under the Corporations Act, regardless of the value of such benefit, unless Shareholder approval is obtained.

If Resolution 5 is not passed, the Company will not be able to offer 'termination benefits' to persons who hold a 'managerial or executive office' pursuant to the terms of the New Plan.

### 7.2. **Part 2D.2 of the Corporations Act**

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by Shareholders in accordance with section 200E of the Corporations Act.

Subject to Shareholder approval of Resolution 5, Shareholder approval is sought for the purposes of Part 2D.2 of the Corporations Act to approve the giving of benefits under the New Plan to a

person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Memorandum.

As noted above, under the terms of the New Plan and subject to the Listing Rules, the Board possesses the discretion to vary the terms or conditions of the Plan Securities. Notwithstanding the foregoing, without the consent of the participant in the New Plan, no amendment may be made to the terms of any granted Plan Security which reduces the rights of the participant in respect of that Plan Security, other than an amendment introduced primarily to comply with legislation, to correct any manifest error or mistake or to take into consideration possible adverse tax implications.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Plan Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Plan Securities.

The exercise of this discretion by the Board may constitute a 'benefit' for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in respect of any current or future participant in the New Plan who holds:

- (a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) Plan Securities at the time of their leaving.

### 7.3. **Valuation of the termination benefits**

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give under the New Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Plan Securities that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

- (a) the participant's length of service and the status of the vesting conditions attaching to the relevant Plan Securities at the time the participant's employment or office ceases; and
- (b) the number of unvested Plan Securities that the participant holds at the time they cease employment or office.

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to, without first obtaining shareholder approval,

termination benefits if the value of those benefits and the terminations benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules.

7.4. **Directors' Recommendation**

The Board declines to make a recommendation in relation to Resolution 5 due to their potential personal interests in the outcome of the Resolution.

7.5. **Chair's Voting Intention**

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

7.6. **Voting Exclusions**

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is eligible to participate in the employee incentive scheme, or any of their respective associates.

The above voting exclusion does not apply to a vote cast in favour of the relevant Resolution by:

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

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (d) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (e) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (f) the proxy is the Chair; and
- (g) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Further, in accordance with section 200E(2A) of the Corporations Act, a vote on this Resolution must not be cast by any participants or potential participants in the New Plan and their associates, otherwise the benefit of this Resolution will be lost by such a person in relation to that person's future retirement.

However, a vote may be cast by such a person if:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of the person or an associate of the person.

## 8. **Resolution 6 – Modification of existing Constitution**

As part of the Company's regular review of its Constitution to streamline administration, minimise costs and incorporate recent regulatory updates, the Company proposes to amend the Constitution as set out below.

The amendments are proposed in order to bring the provisions of the Constitution in line with recent technological updates and will assist the Company to modernise communications with Shareholders as well as utilise various electronic platforms and tools to hold and conduct Shareholder meetings.

The Directors believe that it is preferable in the circumstances to simply modify one section of the existing Constitution rather than repealing the entire existing Constitution and replacing it with a new constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders.

Section 136(2) of the Corporations Act states that a company may "modify or repeal its constitution, or provision of its constitution, by special resolution". Accordingly, this Resolution 6 is proposed as a special resolution.

A copy of the modified Constitution is available for review by Shareholders at the Company's website <https://www.eurekagroupholdings.com.au/investors/agm/> and at the office of the Company. A copy of the modified Constitution can also be sent to Shareholders upon request to the Company Secretary at [cosec@sourceservices.com.au](mailto:cosec@sourceservices.com.au). Shareholders are invited to contact the Company if they have any queries or concerns.

If Resolution 6 is passed, the Company will adopt the modified Constitution with effect from the date this Resolution 6 is passed.

## 8.1. **Proposed Amendments**

### **(a) Virtual Meeting Technology**

The modifications provide for the ability of the Company to hold general meetings using virtual technology only, as well as physical or hybrid meetings. This improved flexibility is necessary to ensure the Company is able to hold general meetings at times where physical meetings may not be practicable (such as during pandemics).

Set out below are the proposed modifications to rule 8.2 of the existing Constitution:

#### **Prior to modification:**

### **8.2 General meetings**

*A Director may convene and arrange to hold a general meeting of the Company whenever the Director thinks fit and must do so if required to do so under the Corporations Act.*

### **8.3 Notice of general meetings**

- (a)** *A notice of a general meeting must be given in accordance with rule 17 of this Constitution, the Corporations Act and the Listing Rules.*
- (b)** *The content of a notice of general meeting called by the Directors is to be decided by the Directors as the Directors think fit, but it must state the general nature of the business to be conducted at the meeting and any other matters required by the Corporations Act, the Listing Rules or this Constitution.*

### **8.4 Use of technology at general meetings**

- (a)** *Subject to any applicable law:*
  - (i)** *the Company may hold a meeting of Members using any technology approved by the Directors that gives the Members as a whole a reasonable opportunity to participate; and*
  - (ii)** *a meeting conducted using such technology may be held at multiple venues or not held at any specified venue, and participation in such a meeting will constitute presence as if in person at such a meeting.*
- (b)** *If, before or during a meeting of Members, any technical difficulty occurs where all Members may not be able to participate, the Chairperson may:*
  - (i)** *adjourn the meeting until the difficulty is remedied; or*
  - (ii)** *where a quorum remains present (either in the venue at which the Chairperson is present or by technology contemplated under this clause 8.4) and able to participate, subject to the Corporations Act, continue the meeting.*

### **8.5 Calculation of period of notice**

*In computing the period of notice under rule 8.3, the day of the meeting is to be disregarded.*



**After modification:**

**8.2 Convening a general meeting**

- (a) *The Directors may convene and arrange to hold a general meeting of the Company whenever they think fit and must do so if required to do so under the Corporations Act.*
- (b) *The Company may hold a meeting of Members at a time determined by the Directors:*
  - (i) *at one or more physical venues;*
  - (ii) *at one or more physical venues and using virtual meeting technology; and*
  - (iii) *using virtual meeting technology only,*

*provided that, in each case, Members as a whole are given a reasonable opportunity to participate in the meeting, and otherwise in the manner determined by the Directors.*
- (c) *If the Directors elect to use virtual meeting technology for a general meeting of the Company, the Directors will determine the type of virtual meeting technology to be used, which may include any combination of telephone, video conferencing, messaging, smartphone application or any other audio and/or visual device which permits instantaneous communication.*
- (d) *A reference in this Constitution to a Member being present at a general meeting in person or by proxy, or attorney or Representative includes, for the avoidance of doubt, a Member being present at that general meeting in person or by proxy, or attorney or Representative using the virtual meeting technology determined by the Directors to be used at that general meeting.*
- (e) *Notice of a general meeting must be given in accordance with rule 17 of this Constitution, the Corporations Act and the Listing Rules.*
- (f) *The content of a notice of general meeting called by the Directors is to be decided by the Directors as the Directors think fit, but it must state the general nature of the business to be conducted at the meeting and any other matters required by the Corporations Act, the Listing Rules or this Constitution.*
- (g) *In computing the period of notice under article 8.2(e), the day of the meeting is to be disregarded.*
- (h) *A Director is entitled to receive notice of and to attend all general meetings and all separate meetings of the holders of any class of shares in the capital of the Company and is entitled to speak at those meetings.*
- (i) *No Member may convene a general meeting of the Company except where entitled to do so and in accordance with the procedures and requirements under the Corporations Act.*
- (j) *If, before or during a meeting of Members, any technical difficulty occurs where all Members may not be able to participate, the Chairperson may:*
  - (i) *adjourn the meeting until the difficulty is remedied; or*
  - (ii) *where a quorum remains present (either in the venue at which the Chairperson is present or by technology contemplated under this clause 8.2) and able to participate, subject to the Corporations Act, continue the meeting.*

8.2. **Directors' Recommendation**

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

8.3. **Chair's Voting Intention**

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

8.4. **Voting Exclusions**

There are no voting exclusions applicable to this Resolution.

**Resolution 6 is a special resolution and therefore requires approval by 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by an attorney or, in the case of a corporate Shareholder, by a corporate representative) to pass.**

9. **Resolution 7 – Reinsertion of Proportional Takeover Bid Provisions in the Constitution**

9.1. **General**

The Company's Constitution contains proportional takeover bid approval provisions (**PTBA Provisions**) which enable the Company to refuse to register securities acquired under a proportional takeover bid unless a resolution is passed by Shareholders in general meeting approving the offer. Under the Corporations Act, proportional takeover provisions expire after three years from adoption or renewal and may then be renewed. The PTBA Provisions in the current Constitution will expire on 6 November 2023 and will cease to apply on that date.

Resolution 7 seeks the approval of Shareholders to modify the Constitution by re-inserting the PTBA Provisions for a further three years under sections 648G(4) and 136(2) of the Corporations Act. The proposed PTBA Provisions set out in Schedule 3 are identical to those previously contained at rules 6.9 to 6.13 of the Constitution.

The Corporations Act requires the Company to provide Shareholders with an explanation of the PTBA Provisions as set out below.

9.2. **Information required by section 648G of the Corporations Act**

(a) **What is a proportional takeover bid?**

A proportional off-market takeover bid (**PT Bid**) is a takeover offer sent to all Shareholders but only for a specified portion of each Shareholder's Securities. Accordingly, if a Shareholder accepts in full the offer under a PT Bid, it will dispose of the specified portion of its securities in the Company and retain the balance of the Securities.

**(b) Effect of renewal**

If re-inserted, under rules 6.9 to 6.13 of the Constitution if a PT Bid is made to Shareholders of the Company, the board of the Company is required to convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover. That meeting must be held at least 14 days before the offer under the PT Bid closes.

The resolution is taken to have been passed if a majority of Securities voted at the meeting, excluding the Securities of the bidder and its associates, vote in favour of the resolution. If no resolution is voted on at least 14 days before the close of the PT Bid, the resolution is deemed to have been passed. Where the resolution approving the PT Bid is passed or deemed to have been passed, transfers of Securities resulting from accepting the PT Bid are registered provided they otherwise comply with the Corporations Act, the ASX Listing Rules, the ASX Operating Rules and the Company's Constitution. If the resolution is rejected, then under the Corporations Act the PT Bid is deemed to be withdrawn.

The Directors consider that Shareholders should have the opportunity to re-insert the PTBA Provisions. Without the PTBA Provisions applying, a PT Bid for the Company may enable effective control of the Company to be acquired without Shareholders having the opportunity to dispose of all of their Securities to the bidder. Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their Securities whilst leaving themselves as part of a minority interest in the Company.

Without the PTBA Provisions, if there was a PT Bid and Shareholders considered that control of the Company was likely to pass, Shareholders would be placed under pressure to accept the PT Bid even if they did not want control of the Company to pass to the bidder. Re-inserting the PTBA Provisions will make this situation less likely by permitting Shareholders to decide whether a PT Bid should be permitted to proceed.

**(c) No knowledge of present acquisition proposals**

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

**(d) Potential advantages and disadvantages**

The renewal of the PTBA Provisions will enable the Directors to formally ascertain the views of Shareholders about a PT Bid. Without these provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that re-insertion of the PTBA Provisions has no potential advantages or potential disadvantages for them, as they remain free to make a recommendation on whether a PT Bid should be accepted.

The Directors consider that re-inserting the PTBA Provisions benefits all Shareholders in that they will have an opportunity to consider a PT Bid and then attend or be represented by proxy at a meeting of Shareholders called specifically to vote on the proposal. Accordingly, Shareholders are able to prevent a PT Bid proceeding if there is sufficient support for the proposition that control of the Company should not be permitted to pass under the PT Bid. Furthermore, knowing the view of Shareholders assists each individual Shareholder to assess the likely outcome of the PT Bid and whether to accept or reject that bid.

As to the possible disadvantages to Shareholders re-inserting the PTBA Provisions, potentially, the proposal makes a PT Bid more difficult and PT Bids will therefore be discouraged. This may reduce the opportunities which Shareholders may have to sell all or some of their Securities at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's Share price. The PTBA Provisions may also be considered an additional restriction on the ability of individual Shareholders to deal freely on their Securities.

The Directors consider that there are no other advantages or disadvantages for Directors or Shareholders which arose during the period during which the PTBA Provisions were in effect, other than those discussed in this Section. On balance, the directors consider that the possible advantages outweigh the possible disadvantages so that the re-insertion of the PTBA Provisions is in the interest of Shareholders.

### 9.3. **Directors' Recommendation**

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

### 9.4. **Chair's Voting Intention**

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

### 9.5. **Voting Exclusions**

There are no voting exclusions applicable to this Resolution.

**Resolution 7 is a special resolution and therefore requires approval by 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by an attorney or, in the case of a corporate Shareholder, by a corporate representative) to pass.**

## 10. **Resolution 8 – Approval of 10% Placement Facility**

### 10.1. **General**

Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of the period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity. The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility as prescribed in the ASX Listing Rule 7.1A.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer below).

The Directors of the Company believe that Resolution 8 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

If Resolution 8 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 8 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval in Listing Rule 7.1.

## 10.2. **Description of Listing Rule 7.1A**

### a) Shareholder approval:

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

### b) Equity Securities:

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The classes of quoted equity security of the Company at the date of the Notice are ordinary shares.

### c) Formula for calculating 10% Placement Facility:

Listing Rule 7.1A.2 provides those eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A =

- the number of Shares on issue at the commencement of the Relevant Period;
- plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

- the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or Listing Rule 7.4;
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the relevant period; or
  - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of any other fully paid ordinary securities issued in the Relevant Period with approval under Listing Rule 7.1 or Listing Rule 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without Shareholder approval;
- plus the number of partly paid Shares that became fully paid in the Relevant Period;
- less the number of fully paid Shares cancelled in the Relevant Period.

**D** = 10%

**E** = the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

### 10.3. **Listing Rule 7.1 and Listing Rule 7.1A:**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The effect of Resolution 8 if approved would be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period (defined below) without using the Company's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue **301,063,458** Shares. At present, the Company has an annual placement capacity to issue **75,265,863** Equity Securities, being **45,159,518** under Listing Rule 7.1 (representing 15% of the current issued capital) and has capacity to issue **30,106,345** Equity Securities under Listing Rule 7.1A (if resolution 8 is approved) (representing 10% of the current issued capital).

Resolution 8 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

### 10.4. **Minimum Issue Price:**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in the relevant class were recorded immediately before:

- a. the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

- b. if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

10.5. **10% Placement Period:**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the Meeting (assuming approval is obtained) and expires on the earlier to occur of the following:

- a. the date that is 12 months after the date of the Meeting at which the approval is obtained;
- b. the time and date of the entity's next Annual General Meeting;
- c. the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX,  
**(10% Placement Period).**

10.6. **Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

**(a) Final date for issue (Listing Rule 7.3A.1)**

If shareholders approve Resolution 8, the 10% Placement Facility under Listing Rule 7.1A commence on the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of the following:

- a. the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- b. the time and date of the entity's next annual general meeting;
- c. the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking); or
- d. such longer period if allowed by ASX (10% Placement Period).

**(b) Purposes of issues under the 10% Placement Facility (Listing Rule 7.3A.3)**

The Company can only issue the Equity Securities for cash consideration under Listing Rule 7.1A. The Company intends to use the funds raised towards an acquisition of new business assets or investments (including expenses associated with such acquisition) and/or general working capital.

**(c) Risk of economic and voting dilution (Listing Rule 7.3A.4)**

If Resolution 8 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:

- a. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date Shareholders provide their approval at the Annual General Meeting; and
- b. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for Variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- a. two examples where Variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue to all Shareholders) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' Meeting; and
- b. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable A in Listing Rule 7.1.A.2		Dilution		
		\$ 0.2250 per Share 50% decrease in Issue Price	\$0.450 per Share Issue Price	\$0.900 per Share 100% increase in Issue Price
Variable A 301,063,458	10% Voting Dilution	30,106,346	30,106,346	30,106,346
	Funds Raised	\$6,773,928	\$13,547,856	\$27,095,711
50% increase in Variable A 451,595,187	10% Voting Dilution	45,159,519	45,159,519	45,159,519
	Funds Raised	\$10,160,892	\$20,321,783	\$40,643,567
100% increase in Variable A 602,126,916	10% Voting Dilution	60,212,692	60,212,692	60,212,692
	Funds Raised	\$13,547,856	\$27,095,711	\$54,191,422

The table has been prepared on the following assumptions:

- a. the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;



- b. no convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities;
- c. all Resolutions under this Notice are carried;
- d. the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- e. the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting;
- f. the table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% Placement capacity under Listing Rule 7.1;
- g. the issue of Equity Securities under the 10% Placement Facility consists only of Shares;
- h. variable "A" comprises of 301,063,458 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4; and
- i. the issue price is \$0.450 per Share, being the closing price of the Shares on ASX on 8 September 2023.

**(d) Allocation Policy Listing Rule 7.3A.5**

The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

- a. the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing Shareholders can participate;
- b. the effect the issue of the Equity Securities might have on the control of the Company;
- c. the financial situation and solvency of the Company; and
- d. advice from corporate, financial, and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

**(e) Issues in the past 12 months (Listing Rule 7.3A.6)**

The Company has not issued or agreed to issue any equity securities under rule 7.1A.2 in the 12 months prior to the date of the meeting.

**(f) Voting Exclusion Statement (Listing Rule 7.3A.7)**

At the date of dispatching this Notice, the Company is not presently proposing to make an issue of equity securities under rule 7.1A.2. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

10.7. **Directors' Recommendation**

The Directors unanimously recommends that Shareholders vote in favour of this Resolution.

10.8. **Chair's Voting Intention**

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

10.9. **Voting Exclusions**

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour Resolution 8 by or on behalf any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary shares in the Company) or associates of those persons. It is noted that the Company currently does not intend to issue ordinary shares or any other form of Equity Securities under the additional annual 15% placement capacity.

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

- 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Resolution 8 is a special resolution and therefore requires approval by 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by an attorney or, in the case of a corporate Shareholder, by a corporate representative) to pass.**

## SCHEDULE 1: Glossary

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

**\$ or A\$** means Australian Dollars;

**10% Placement Facility** has the meaning given in Section 10.1;

**10% Placement Period** has the meaning given in Section 10.5;

**2023 Annual Report** means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the financial year ended 30 June 2023;

**AEDT** means Australian Eastern Daylight Time;

**Annual General Meeting or Meeting** means the general meeting of the Company to be held on Thursday, 26 October 2023 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;

**Auditor's Reports** means the auditor's report on the Financial Report;

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

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

**Class Order** has the meaning given to it in Section 6.1;

**Closely Related Party** means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act;

**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;

**Directors' Report** means annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities contained in the 2023 Annual Report.

**Equity Securities** has the meaning given to it in the Listing Rules;

**ESS** has the meaning given to it in Section 6.1;

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

**Key Management Personnel** or **KMP** 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);

**KMP voter** has the meaning given in section 3.4;

**Listing Rules** means the listing rules of ASX;

**Meeting** has the meaning given in the introductory paragraph of the Notice;

**Minimum Issue Price** has the meaning given in Section 10.4;

**New Plan** means the proposed new Omnibus Equity Plan Rules, the subject of Resolution 4 – Adoption of Omnibus Equity Plan Rules;

**New Regime** has the meaning given to it in Section 6.1;

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

**Plan Securities** has the meaning given in Section 7.1;

**Proxy Form** means the proxy form attached to the Notice;

**PT Bid** has the meaning given in Section 9.2;

**PTBA Provisions** has the meaning given in Section 9.1;

**Remuneration Report** means the section of the 2023 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;

**Schedule** means a schedule to the Notice;

**Section** means a section of the Explanatory Memorandum;

**Securities** means any Equity Securities of the Company (including Shares) ;

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

**Shareholder** means a holder of a Share; and

**VWAP** means volume weighted average market price.

## **SCHEDULE 2: Summary of New Plan**

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A summary of the key terms of the New Plan is set out below:

### **1. Eligibility**

A person is eligible to participate in the New Plan (**Eligible Participant**) if they have been determined by the Board to be eligible to participate in the New Plan from time to time and are an “ESS participant” (as that term is defined in Division 1A of the Corporations Act) in relation to the Company or an associated entity of the Company.

Under the New Plan, Eligible Participants may be offered the following awards:

#### **(a) Exempt share awards**

Shares granted for no consideration or at a purchase price which is a discount to the then market value of Shares, with the intention that up to \$1,000 (or such other amount which is exempted from tax under the applicable tax acts from time to time) of the total value or discount received by each Eligible Participant and which is taxed upfront will be exempt from tax (subject to the individual facts and circumstances of each Participant, and awards being subject to the minimum holding period set out in Division 83A of the Income Tax Assessment Act 1997 (Cth)).

#### **(b) Salary sacrifice share awards**

Shares granted in lieu of remuneration which is conditional on the Eligible Participant and the Company entering into an agreement setting out the terms and conditions of the salary sacrifice arrangement. The Board may determine the amount of the remuneration which may be sacrificed by each Eligible Participant in any Australian income tax year, but that amount may not exceed \$5,000.

#### **(c) Shares**

Fully paid ordinary shares in the capital of the Company.

#### **(d) Performance share awards**

Shares granted which are subject to performance hurdles, service conditions and exercise conditions (as applicable).

#### **(e) Options**

A right to acquire a Share upon satisfaction of applicable performance hurdles, service conditions and exercise conditions (including the payment of the exercise price, if any).

(f) **Rights**

A right to acquire a Share upon satisfaction of any applicable performance hurdles, service conditions and exercise conditions (other than the payment of an exercise price).

(each an **Award**).

Participation in the New Plan is at the Board's discretion.

**2. Maximum allocation**

Under the Corporations Act, the Company must not make an offer of Awards under the New Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:

- (a) the total number of Plan Shares (defined below) that may be issued or acquired upon exercise of the convertible securities offered; plus
- (b) the total number of Plan Shares issued or that may be issued as a result of offers made under the New Plan at any time during the previous 3 year period,

would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time (**Corporations Act Limit**).

**Plan Shares** means all Shares issued or transferred to a participant, including upon the valid exercise of an Award.

The Corporations Act Limit does not apply to an offer of Awards under the New Plan in respect of which no monetary consideration is payable (either upfront, or on exercise of convertible securities).

For the purposes of Listing Rule 7.2 Exception 13(b), the maximum number of Awards (irrespective of whether the issue is for monetary consideration or no monetary consideration) that may be issued under the New Plan is 15,053,172, or such number as is otherwise approved by Shareholders from time to time.

**3. Restriction on dealing**

Rights, options and performance share awards are non-transferable.

**4. 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/or its subsidiaries 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 and/or its subsidiaries 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.

### **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 New Plan;
- (b) the right or option has not lapsed or been forfeited under the New 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 share awards**

Any right, option or performance share award 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 Shares 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 the Participant's Shares at their discretion in circumstances including, but not limited to, the following:

- (a) in special circumstances such as where the Participant:
  - (i) suffers serious injury or illness;
  - (ii) suffers financial hardship;
  - (iii) is affected by a natural disaster; or
  - (iv) such other material adverse circumstances;
- (b) where the then market value of Participant's Shares exceed the market value of Shares at the grant date; or
- (c) upon the cessation of the Participant's employment.

## 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.

### *Qualifying event*

The Board may waive any vesting conditions where a participant ceases to be employed by the Company or any of its subsidiaries 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 any of its subsidiaries 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 any of its subsidiaries; or
- (b) a participant ceases to be employed by the Company or any of its subsidiaries 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.

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

#### *Ranking of Shares*

Each participant's Shares issued under an Award granted pursuant to the New 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.

## **11. Adjustment**

The Board will:

- (a) reduce the exercise price of rights and/or options (if any) in the event of a rights 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.

## **12. 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.

## **13. Suspension or termination of the New Plan**

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

## **14. Amendment of New Plan**

Subject to the following paragraph, the Board may at any time amend any provision of the New Plan rules.

No amendment to any provision of the New Plan rules may be made if the amendment materially reduces the rights of any participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation, the Listing Rules or to correct manifest error or mistake or for the purpose of enabling participants to receive a more favourable taxation treatment in respect of their participation in the New Plan.

## **SCHEDULE 3: Rules 6.9 to 6.13 of the Constitution (Proportional Takeover Bid Approval)**

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### **1 Resolution required for proportional takeover provisions**

Despite rules 6.1, 6.2 and 6.3, if offers are made under a proportional takeover bid for securities of the Company in accordance with the Corporations Act:

- (a) rules 6.9 to 6.13 apply;
- (b) the registration of a transfer giving effect to a takeover contract resulting from acceptance of an offer made under the takeover bid is prohibited unless and until a resolution (an “approving resolution”) to approve the bid is passed or taken to be passed in accordance with rule 6.12 or rule 6.13; and
- (c) the Directors must ensure that an approving resolution is voted on in accordance with rules 6.10 to 6.11 before the 14th day before the last day of the bid period.

### **2 Procedure for resolution**

The Directors may determine whether the approving resolution is voted on:

- (a) at a meeting of persons entitled to vote on the resolution convened and conducted, subject to the provisions of rule 6.11, as if it were a general meeting of the Company convened and conducted in accordance with this Constitution and the Corporations Act with such modifications as the Directors determine the circumstances require; or
- (b) by means of a postal ballot conducted in accordance with the following procedure:
  - (i) a notice of postal ballot and ballot paper must be sent to all persons entitled to vote on the resolution not less than 14 days before the date specified in the notice for closing of the postal ballot, or such lesser period as the Directors determine the circumstances require;
  - (ii) the non-receipt of a notice of postal ballot or ballot paper by, or the accidental omission to give a notice of postal ballot or ballot paper to, a person entitled to receive them does not invalidate the postal ballot or any resolution passed under the postal ballot;
  - (iii) the notice of postal ballot must contain the text of the resolution and the date for closing of the ballot and may contain any other information the Directors consider appropriate;
  - (iv) each ballot paper must specify the name of the person entitled to vote;
  - (v) a postal ballot is only valid if the ballot paper is duly completed and:

- (A) if the person entitled to vote is an individual, signed by the individual or a duly authorised attorney; or
- (B) if the person entitled to vote is a corporation, executed under seal or as permitted by the Corporations Act or under the hand of a duly authorised officer or duly authorised attorney;
- (C) a postal ballot is only valid if the ballot paper and the power of attorney or other authority, if any, under which the ballot paper is signed or a copy of that power or authority certified as a true copy by statutory declaration is or are received by the Company before close of business on the date specified in the notice of postal ballot for closing of the postal ballot at the Registered Office or share registry of the Company or at such other place as is specified for that purpose in the notice of postal ballot; and
- (D) a person may revoke a postal ballot vote by notice in writing which to be effective must be received by the Company before the close of business on the date for closing of the postal ballot.

### **3 Persons entitled to vote**

- (a) The only persons entitled to vote on the approving resolution are those persons who, as at the end of the day on which the first offer under the bid was made, held bid class securities. Each person who is entitled to vote is entitled to one vote for each bid class security held by that person at that time.
- (b) Neither the bidder nor any associate of the bidder is entitled to vote on the resolution.

### **4 Resolution passed or rejected**

If the resolution is voted on in accordance with rules 6.9 to 6.11, then it is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than one-half, and otherwise is to be taken to have been rejected.

### **5 Resolution taken as passed**

If a resolution to approve the bid has not been voted on as at the end of the day before the 14th day before the last day of the offer period, then a resolution to approve the bid is taken to have been passed in accordance with rule 6.12.

### **6 Takeover articles cease to have effect**

Rules 6.9 to 6.13 cease to have effect on the day 3 years after the later of their adoption or last renewal.



**eureka**  
GROUP HOLDINGS

ABN 15 097 241 159

## LODGE YOUR VOTE

**ONLINE**  
<https://investorcentre.linkgroup.com>

**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  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150

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



**X99999999999**

## PROXY FORM

I/We being a member(s) of Eureka Group Holdings Limited and entitled to participate in 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 of the person or body corporate you are appointing as your proxy

**STEP 1**

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 **10:00am (Brisbane time) on Thursday, 26 October 2023 at The Brisbane Club, Oak Room, 241 Adelaide Street, Brisbane City, QLD 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1, 4 & 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 1, 4 & 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

Resolutions	For	Against	Abstain*
1 Remuneration Report (Non-Binding Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Mr Greg Paramor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director - Mr Russell Banham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Adoption of Omnibus Equity Plan Rules	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of potential termination benefits under new Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Modification of existing Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Re-insertion of Proportional Takeover Bid Provisions in the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of 10% Placement Facility	<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 show of hands or 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 PRX2301C**



## 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 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 participate in 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 participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of 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 **10:00am (Brisbane time) on Tuesday, 24 October 2023**, 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

<https://investorcentre.linkgroup.com>

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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### 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\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

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

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**