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Eureka Group Holdings Limited Annual General Meeting

The Eureka Group Holdings Limited Annual General Meeting (**AGM**) will be held on Tuesday, 29 November 2022 at 10:30 am (Brisbane Time).

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

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 10:30 am (Brisbane Time) Sunday, 27 November 2022.

ATTENDING THE MEETING IN PERSON

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

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>.



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

Date of the Meeting: Tuesday, 29 November 2022

Time of the Meeting: 10:30 am (Brisbane Time)

Place of the Meeting: Brisbane Club, Edinburgh Room 241 Adelaide Street, Brisbane City QLD
4000

27 October 2022

Dear Shareholder

2022 Annual General Meeting

On behalf of the Directors of Eureka Group Holdings Limited (**Eureka**), I am pleased to invite you to attend Eureka's 2022 Annual General Meeting (**Meeting**) which will be held in person at Brisbane Club, Edinburgh Room 241 Adelaide Street, Brisbane City QLD 4000 at 10.30 am (Brisbane time) on Tuesday, 29 November 2022.

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/>.

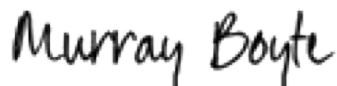
Printed copies of the Notice of Meeting or Proxy Form will only be sent to shareholders who elected to receive them in hard copy by the relevant date.

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
Eureka Group Holdings Limited

Participation Information - 2022 Annual General Meeting

Watch, vote and ask questions

Shareholders or Proxyholders can attend the meeting at **Brisbane Club, Edinburgh Room 241 Adelaide Street, Brisbane City QLD 4000** at 10.30 am (Brisbane time) on Tuesday, 29 November 2022.

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 10:30 am (Brisbane Time) on Sunday, 27 November 2022 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 geoffrey.stirton@emersonoperations.com.au by 10.30 am (Brisbane time) on Tuesday, 22 November 2022.

Explanatory Notes

Notice is hereby given that the Annual General Meeting of Eureka Group Holdings Limited (**Company**) will be held at Brisbane Club, Edinburgh Room 241 Adelaide Street, Brisbane City QLD 4000 at 10.30 am (Brisbane time) on Tuesday, 29 November 2022 (**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 Notes to this Notice provide additional information on matters to be considered at the Annual General Meeting. The Proxy Form and Explanatory Notes form part of this Notice.

BUSINESS OF THE MEETING

Ordinary Business

Financial Statements and Reports

To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2022.

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

Resolution 1: Remuneration Report (Non-Binding Resolution)

To consider and, if thought fit, pass the following as a non-binding **ordinary resolution** of the Company:

“That, for the purposes of section 250R(2), the Remuneration Report for the financial year ended 30 June 2022, be adopted by the Company.”

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 Explanatory Notes for details).

Resolution 2: Re-election of Director

To consider and, if thought fit, pass the following as an **ordinary resolution** of the Company:

“That, Ms Sue Renkin, who retires as a Director of the Company in accordance with clause 9.2 of the Constitution and, being eligible, be re-elected as a Director of the Company.”

Note: A voting exclusion statement and voting prohibition applies to this Resolution (see Explanatory Notes for details).

ENTITLEMENT TO VOTE

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 Sunday, 27 November 2022 (**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

The Company's 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

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 Notes 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 (Remuneration Report) 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, the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for Resolution 1 of business.

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

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.

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** 10:30 am (Brisbane Time) on Sunday, 27 November 2022 (**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 or Attorney must be received by the Proxy Deadline being 10:30 am (Brisbane Time) on Sunday, 27 November 2022.

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

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

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



Geoffrey Stirton
Company Secretary
27 October 2022

Eureka Group Holdings Limited
ACN 097 241 159
(Company)

Explanatory Notes

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

Financial Statements

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 2022 to be laid before the Company's 2022 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 2022 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the Company's 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 EY questions about the conduct of its audit of the Company's financial report for the year ended 30 June 2022, 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 EY in relation to the conduct of the audit.

Resolution 1 – Adoption of Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2022 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.

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.

Voting Prohibition

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by any member of the Company's Key Management Personnel or a Closely Related Party of any such member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- i. the person is appointed as a proxy by writing that specifies how the person is to vote on the Resolution; or
- ii. the voter is the Chair of the Meeting and votes as a proxy appointed by writing that expressly authorises the Chair to vote on the Resolution even though that Resolution is connected with the remuneration of a member of the Company's KMP.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed Resolution in Resolution 1. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him or her how to vote by marking the boxes for Resolution 1 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Resolution 1, in which case, as stated on the Proxy Form, you will be taken to be expressly authorising the Chair to vote your undirected proxy as the Chair determines (in which case the Chair will vote in favour of this Resolution 1).

Directors' Recommendation

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

Chair's Voting Intention

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

Resolution 2 – Re-election of Ms Sue Renkin

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.

As Ms Sue Renkin, a Non- Executive Director of the Company, has held office for more than 3 years since her last re-election, she will retire at the 2022 Annual General Meeting, and being eligible under Clause 9.2 of the Constitution, offer herself for re-election as Director.

If Resolution 2 is passed, Ms Renkin will be re-elected as a Director.

If Resolution 2 is not passed, Ms Renkin will not re-elected as a Director.

About Ms Sue Renkin

Ms Renkin was appointed to the Board on 24 November 2017 as a non-executive Director and was last elected by Shareholders on 31 October 2019. Ms Renkin is the Chair of the Company's Nomination & Remuneration Committee and is a member of the Company's Environmental, Social & Governance Committee.

Ms Renkin holds a Master of Business Administration from Monash University, a Graduate Diploma in Corporate Governance from UNE and attended Harvard Business School for a course on Competition and Strategy.

Ms Renkin has enjoyed almost thirty years as CEO for private hospitals, emergency services and not for profit entities. She now operates a portfolio career as a non-executive director, executive coach and mentor.

Ms Renkin is Chair of Executive Growth, a Director of the National Imaging Facility's Governing Board, Chair of the South Eastern Melbourne Primary Health Network and a strategic advisor to McKenzie Aged Care Group. She is also a previous Telstra Business Woman of the year.

Directors' Recommendation

The Directors (excluding Ms Renkin) recommend that Shareholders vote in favour of this Resolution.

Chair's Voting Intention

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

GLOSSARY

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

2022 Annual Report means the Annual Report for the Company for the financial year ended 30 June 2022;

Annual General Meeting or Meeting means the general meeting of the Company to be held on Tuesday 29 November 2022 pursuant to the Notice of Annual General Meeting;

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

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

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

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

Company means Eureka Group Holdings Limited ACN 097 241 159;

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

Corporations Act means Corporations Act 2001 (Cth);

Directors means the directors of the Company;

Equity Securities has the meaning given to it in the Listing Rules.

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);

Listing Rules means the listing rules of ASX.

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

Remuneration Report means the section of the 2022 Annual Report that is included under section 300A(1) of the Corporations Act;

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

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

Shareholder means a holder of a Share.