



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, 31 October 2024 at 10:00 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/asx-announcements/>

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, 29 October 2024. Any proxy appointment received after that time will not be valid for the AGM.

ATTENDING THE MEETING IN PERSON

The meeting will be held at:
The Brisbane Club, Oak Room, 241 Adelaide Street, Brisbane 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: 31 October 2024

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

1 October 2024

Dear Shareholder

2024 Annual General Meeting

On behalf of the Directors of Eureka Group Holdings Limited (**Eureka**), I am pleased to invite you to attend Eureka's 2024 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, 31 October 2024.

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/asx-announcements/>

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.

We look forward to your attendance and participation at the Meeting.

Yours sincerely



Murray Boyte, Non-Executive Chairman
Eureka Group Holdings Limited

Participation Information - 2024 Annual General Meeting

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, 31 October 2024.

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, 29 October 2024 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 by 5:00 pm (Brisbane Time) on Thursday, 24 October 2024.

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, 31 October 2024 (**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

2024 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2024, 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 2024, be adopted by the Shareholders, on the terms and conditions in the Explanatory Memorandum."

Note: In accordance with section 250R of the Corporations Act, 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 Murray Boyte)

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 Murray Boyte 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: Election of Director (Mr John Whiteman)

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 9.6(b) of the Constitution, Listing Rule 14.5 and for all other purposes, Mr John Whiteman be 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: Ratification of issue of Shares to Mr Simon Owen

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 2,872,462 Shares to Mr Simon Owen (or his nominee), for the purposes and on the terms set out in the Explanatory Memorandum.”

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

Resolution 5: Increase in fee pool for non-executive Directors

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 9.8(a) of the Constitution, Listing Rule 10.17 and for all other purposes, the aggregate maximum amount of Directors’ fees available to be paid by the Company to non-executive Directors per annum as remuneration for their services (inclusive of superannuation) be increased by \$150,000, from \$600,000 to \$750,000 per annum, effective from 1 November 2024.”

Note: A voting exclusion statement applies to this Resolution (see the Explanatory Memorandum for details). A voting prohibition applies to this Resolution (see the Explanatory Memorandum 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 Tuesday, 29 October 2024 (**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 2024 Annual Report may be accessed on our website at <https://www.eurekagroupholdings.com.au/investors/annual-reports/> 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 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 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 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 the Resolution, the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for Resolution 1.

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) 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** 10:00 am (Brisbane Time) on Tuesday, 29 October 2024 (**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, 29 October 2024. 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 (AEST).

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

A handwritten signature in blue ink, appearing to read 'Stephanie So', enclosed within a faint, light blue circular stamp or watermark.

Stephanie So
Company Secretary
1 October 2024

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 2024 to be laid before Shareholders at the Company's 2024 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 2024 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the Company's 2024 Annual Report may be accessed via the ASX market announcements platform and on our website at <https://www.eurekagroupholdings.com.au/investors/annual-reports/>.

The Chair 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 2024, 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 2024 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.

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 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 Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

If the Chair 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 Murray Boyte

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 Murray Boyte, the Non-Executive Chairman of the Company who was appointed on 24 November 2017 and re-elected on 5 November 2021, will retire at the 2024 Annual General Meeting, and being eligible under Clause 9.2 of the Constitution, offers himself for re-election as Director.

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

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

4.2. About Mr Murray Boyte

Mr Boyte holds a Bachelor of Commerce and Administration from the Victoria University in Wellington and is a member of the Australian Institute of Company Directors, the Institute of Directors of New Zealand and Chartered Accountants Australia & New Zealand. He has over 35 years' experience in merchant banking and finance, undertaking company restructures, mergers and acquisitions in Australia, New Zealand, North America and Hong Kong and has held executive positions and directorships in the transport, horticulture, financial services, investment, health services and property industries. Mr Boyte currently serves as a director of NTAW Holdings Limited (ASX: NTD), Hillgrove Resources Ltd (ASX: HGO) and Eumundi Group Ltd (ASX: EBG).

4.3. Independence

Mr Boyte was appointed as an independent non-executive Chairman on 24 November 2017 and had been acting as the Executive Chairman of the Board since 30 April 2018. Following the resignation of the previous CEO, Mr Cameron Taylor effective 17 July 2023, Mr Boyte assumed the role of the Acting CEO of the Company. Mr Boyte transitioned from executive duties to Non-Executive Chairman following Mr Simon Owen's commencement as the CEO of the Company on 12 September 2024.

Due to his executive duties as Acting CEO, Mr Boyte was assessed as being non-independent for the period ending 30 June 2024.

The Board is of the view that following the transition, Mr Boyte's past executive role will not materially influence, or be reasonably perceived to influence, the exercise of his independent judgement.

4.4. Directors' Recommendation

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

4.5. **Chair's Voting Intention**

The Chair 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 – Election of Mr John Whiteman**

5.1. **General**

Clause 9.6(b) of the Company's Constitution states that a Director appointed to fill a casual vacancy or as an addition to the existing Board must not hold office without re-election past the next annual general meeting of the Company following the Director's appointment.

In accordance with Listing Rule 14.4 and clause 9.6(b) of the Constitution, Mr Whiteman, having been appointed by the Directors as an addition to the Board effective 2 September 2024, retires at the conclusion of the Meeting, and being eligible, offers himself for election as a Director of the Company.

If Resolution 3 is passed, Mr Whiteman will be elected as a Director.

If Resolution 3 is not passed, Mr Whiteman will not be elected as a Director.

5.2. **About Mr John Whiteman**

Mr Whiteman's executive career in Australian equities markets includes almost 20 years with AMP Capital during which he held several positions including Portfolio Manager for the \$4bn AMP Capital Fund. In 2006, Mr Whiteman established the small and mid-cap funds at Northcape Capital, where he was a director and shareholder of the business which now manages over \$10 billion in capital. Mr Whiteman is currently Chairman of Leyton Funds, a fast-growing property funds manager with more than \$350 million in assets under management.

5.3. **Independence**

If elected, the Board considers Mr Whiteman 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 (with Mr Whiteman abstaining) recommend that Shareholders vote in favour of this Resolution.

5.5. **Chair's Voting Intention**

The Chair 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 – Ratification of issue of Shares to Mr Simon Owen

6.1. **General**

On 15 August 2024, the Company announced the appointment of Mr Simon Owen as the Chief Executive Officer of the Company commencing from 12 September 2024. The Company also announced that Mr Owen had agreed to participate in a \$1.5 million share placement on his appointment, to be self-funded by Mr Owen in cash.

2,872,462 Shares were issued to Mr Owen on 19 September 2024 at an issue price of \$0.5222 per Share utilising the Company's existing placement capacity under Listing Rule 7.1.

6.2. **Listing Rules 7.1 and 7.4**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number 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 that period.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule.

Under Resolution 4, the Company seeks Shareholder approval for, and ratification of, the 2,872,462 Shares issued to Mr Owen for the purposes of Listing Rule 7.4 so as to retain flexibility (under Listing Rule 7.1) to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1, should the need arise.

If Resolution 4 is passed, the Shares issued to Mr Owen will be excluded from the calculation of the Company's 15% limit under Listing Rule 7.1, increasing the number of Equity Securities the Company could issue without further Shareholder approval.

If Resolution 4 is not passed, the Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, and will continue to restrict the number of Equity Securities the Company can issue without Shareholder approval under its Listing Rule 7.1 capacity.

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders:

- (a) The Shares were issued to Mr Simon Owen (or his nominee), the newly appointed Chief Executive Officer of the Company.

- (b) The total number of securities issued was 2,872,462 fully paid ordinary Shares in the Company, and the Shares were issued on the same terms as all other existing Shares on issue.
- (c) The Shares were issued on 19 September 2024.
- (d) The Shares were issued at \$0.5222 per Share being the 5-day volume weight average price of Eureka shares as of 14 August 2024, the date immediately preceding the date of the announcement of Mr Owen's appointment.
- (e) Funds raised from the issue of Shares will be used to fund organic growth initiatives and individual unit acquisitions, and for general working capital purposes.
- (f) There are no further material terms to disclose in respect of the issue.
- (g) A voting exclusion statement in respect of Resolution 4 is set out below.

6.3. **Directors' Recommendation**

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

6.4. **Chair's Voting Intention**

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

6.5. **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr Simon Owen (or his nominee); or
- (b) any associates (as defined in the Listing Rules) of Mr Simon Owen or his nominee.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (c) 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
- (d) the Chair 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
- (e) 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.

7. Resolution 5 – Increase in fee pool for non-executive Directors

7.1. General

Rule 9.8(a)(i) of the Constitution limits the maximum amount of remuneration that may be paid to non-executive Directors per annum to an amount determined by the Company in general meeting. The last time the remuneration pool was approved by Shareholders was at the 2021 Annual General Meeting, at which the current amount of \$600,000 per annum was approved.

The remuneration paid to Directors for non-executive duties for the financial year ended 30 June 2024 is disclosed in the Remuneration Report, being an amount in aggregate of \$598,317.

Resolution 5 seeks Shareholder approval to increase the aggregate fee pool available for non-executive Directors by \$150,000 per annum, from \$600,000 to \$750,000 per annum, effective from 1 November 2024.

The Board considers that the proposed increase is appropriate on the basis that the increase will:

- provide the Board with the flexibility to appoint additional non-executive Directors (for example, Mr John Whiteman), which would allow the broadening of the Board's skills collectively, consistent with the growth of the Company; and
- allow future increases in non-executive Directors' remuneration to maintain market competitiveness and to reflect the increasing demands on non-executive Directors.

The remuneration paid to non-executive Directors is reviewed annually, taking into account market benchmarks and the scope of responsibilities. There is no legal requirement or obligation that the Company actually pay the maximum aggregate amount available to non-executive Directors in any given year, but this would provide the Board with the flexibility to do so. The Board believes the increase is important for the Company to be able to continue to attract appropriately skilled and experienced directors.

7.2. Listing Rule 10.17

Listing Rule 10.17 states that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

If Resolution 5 is approved, the maximum amount of remuneration that may be paid to non-executive Directors will be increased by \$150,000 per annum, from \$600,000 to \$750,000 per annum.

If Resolution 5 is not approved, the maximum amount of remuneration that may be paid to non-executive Directors will not be changed and will remain at \$600,000 per annum. This may inhibit the Company's ability to remunerate, attract and retain appropriately skilled non-executive Directors.

In accordance with Listing Rule 10.17, the Company confirms that no securities have been issued to a non-executive Director in the preceding 3 years under Listing Rule 10.11 or 10.14.

7.3. **Directors' Recommendation**

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

7.4. **Chair's Voting Intention**

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

7.5. **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a Director; or
- (b) any associates (as defined in the Listing Rules) of a Director.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (c) 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
- (d) the Chair 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
- (e) 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.

7.6. **Voting Prohibition**

In accordance with section 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 Resolution 5 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

If the Chair is appointed as a proxy for a person who is permitted to vote on Resolution 5, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of Resolution 5. 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.

SCHEDULE 1: Glossary

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

2024 Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the financial year ended 30 June 2024.

\$ or A\$ means Australian dollars.

AEST means Australian Eastern Standard Time.

Annual General Meeting or Meeting means the general meeting of the Company to be held on Thursday, 31 October 2024 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.

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 chair of the Meeting, proposed to be the chairman of the Company, who is currently Mr Murray Boyte.

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 2024 Annual Report.

Equity Securities has the meaning given to that term 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).

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.

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

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the section of the 2024 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.

Section means a section of the Explanatory Memorandum.

Shareholder means a member of the Company from time to time.


Shares means fully paid ordinary shares in the capital of the Company.

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, 31 October 2024 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 & 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 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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


VOTING DIRECTIONS

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

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

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Remuneration Report (Non-Binding Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Increase in fee pool for non-executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Mr Murray Boyte	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Election of Director - Mr John Whiteman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Ratification of issue of Shares to Mr Simon Owen	<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).

STEP 3



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.

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, 29 October 2024**, 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)

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**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.**