



Announcement Summary

Entity name

EUREKA GROUP HOLDINGS LIMITED

Announcement Type

New announcement

Date of this announcement

24/10/2024

The Proposed issue is:

An accelerated offer

A placement or other type of issue

Total number of +securities proposed to be issued for an accelerated offer

ASX +security code	+Security description	Maximum Number of +securities to be issued
EGH	ORDINARY FULLY PAID	90,815,428

Trading resumes on an ex-entitlement basis (ex date)

28/10/2024

+Record date

28/10/2024

Offer closing date for retail +security holders

11/11/2024

Issue date for retail +security holders

18/11/2024

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
EGH	ORDINARY FULLY PAID	24,590,164

Proposed +issue date

4/11/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

EUREKA GROUP HOLDINGS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

15097241159

1.3 ASX issuer code

EGH

1.4 The announcement is

New announcement

1.5 Date of this announcement

24/10/2024

1.6 The Proposed issue is:

An accelerated offer

A placement or other type of issue

1.6b The proposed accelerated offer is

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

No

Part 3B - Offer details

+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued

ASX +security code and description

EGH : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +security code and description

EGH : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities do not have +CDIs issued over them)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

Has the offer ratio been determined?

Yes

The quantity of additional +securities to be issued

100

For a given quantity of +securities held

340

What will be done with fractional entitlements?

Maximum number of +securities proposed to be issued (subject to



rounding)

Fractions rounded up to the next whole number 90,815,428

Offer price details for retail security holders

Has the offer price for the retail offer been determined?

Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.61000

Offer price details for institutional security holders

Has the offer price for the institutional offer been determined?

Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the institutional offer?

AUD 0.61000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?

Yes

Describe the limits on over-subscription

Eligible Retail Shareholders that have fully subscribed for their entitlements may also subscribe up to 50% of their entitlement for additional New Shares (Oversubscription Shares) through the Oversubscription Facility.

Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

The Board may scale back allocations of Oversubscription Shares to some or all Eligible Retail Shareholders. If the Company receives applications for Oversubscription Shares in excess of the number of New Shares made available for subscription under the Oversubscription Facility, it will scale back allocations of Oversubscription Shares on a pro-rata basis having regard to each Eligible Retail Shareholder's holding in Shares as at the Record Date.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Part 3D - Timetable

3D.1a First day of trading halt

24/10/2024



3D.1b Announcement date of accelerated offer

24/10/2024

3D.2 Trading resumes on an ex-entitlement basis (ex date)

28/10/2024

3D.5 Date offer will be made to eligible institutional +security holders

24/10/2024

3D.6 Application closing date for institutional +security holders

25/10/2024

3D.8 Announcement of results of institutional offer

(The announcement should be made before the resumption of trading following the trading halt)

28/10/2024

3D.9 +Record date

28/10/2024

3D.10a Settlement date of new +securities issued under institutional entitlement offer

1/11/2024

3D.10b +Issue date for institutional +security holders

4/11/2024

3D.10c Normal trading of new +securities issued under institutional entitlement offer

4/11/2024

3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue

31/10/2024

3D.12 Offer closing date for retail +security holders

11/11/2024

3D.13 Last day to extend retail offer close date

6/11/2024

3D.19 +Issue date for retail +security holders and last day for entity to announce results of retail offer

18/11/2024



Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

3E.1a Who is the lead manager/broker?

Morgans Corporate Limited and MA Moelis Australia Advisory Pty Ltd (Joint Lead Managers)

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Management fee of 1.5% (plus GST) of the Entitlement Offer proceeds and discretionary incentive fee equal to 0.5% (plus GST) of the Entitlement Offer proceeds. Where Eureka determines to extend the timetable by 10 business days or more, an additional extension fee of 0.25% (plus GST) of the Entitlement Offer proceeds will be payable.

3E.2 Is the proposed offer to be underwritten?

Yes

3E.2a Who are the underwriter(s)?

Morgans Corporate Limited and MA Moelis Australia Advisory Pty Ltd (Joint Lead Managers)

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

The Company and the Joint Lead Managers have entered into an Underwriting Agreement pursuant to which the Joint Lead Managers have agreed to underwrite fully the Placement and Entitlement Offer.

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

1.75% (plus GST) of the Entitlement Offer proceeds will be paid as underwriting fees.

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Refer to Investor Presentation released to ASX today on pages 33 to 36.

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

Yes

3E.2e (i) What is the name of that party?

Mr John Whiteman (Non-Executive Director)

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

Up to \$1,000,000.

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

Mr Whiteman will not be paid any sub-underwriting fees.

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

Proceeds from the Equity Raising will be used to fund the Acquisitions as announced on 24 October 2024, costs of the Equity Raising, to pay down debt facilities and deployed as Acquisitions settle and developments commence.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining



entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

No offer of New Shares is to be made in countries other than Australia and New Zealand.

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

Yes

3F.5a Please provide further details of the offer to eligible beneficiaries

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders. Nominees with registered addresses in the eligible jurisdictions, irrespective of whether they participate under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Existing Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Retail Shareholder.

3F.6 URL on the entity's website where investors can download information about the proposed issue

<https://www.eurekagroupholdings.com.au/investors/asx-announcements/>

3F.7 Any other information the entity wishes to provide about the proposed issue

The ratio is 1 New Share for every 3.4 fully paid ordinary shares

3F.8 Will the offer of rights under the rights issue be made under a +disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

No

3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

EGH : ORDINARY FULLY PAID

Number of +securities proposed to be issued

24,590,164

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.61000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes



Part 7C - Timetable

7C.1 Proposed +issue date

4/11/2024

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?
No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

24,590,164

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

Yes

7E.1a Who is the lead manager/broker?

Morgans Corporate Limited and MA Moelis Australia Advisory Pty Ltd (Joint Lead Managers)

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Management fee of 1.5% (plus GST) of the Placement proceeds and discretionary incentive fee equal to 0.5% (plus GST) of the Placement proceeds. Where Eureka determines to extend the timetable by 10 business days or more, an additional extension fee of 0.25% (plus GST) of the Placement proceeds will be payable.

7E.2 Is the proposed issue to be underwritten?

Yes

7E.2a Who are the underwriter(s)?

Morgans Corporate Limited and MA Moelis Australia Advisory Pty Ltd (Joint Lead Managers)

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

The Company and the Joint Lead Managers have entered into an Underwriting Agreement pursuant to which the Joint Lead Managers have agreed to underwrite fully the Placement and Entitlement Offer.

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

1.75% (plus GST) of the Placement proceeds will be paid as underwriting fees.



7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

Refer to Investor Presentation released to ASX today on pages 33 to 36.

7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Proceeds from the Equity Raising will be used to fund the Acquisitions as announced on 24 October 2024, costs of the Equity Raising, to pay down debt facilities and deployed as Acquisitions settle and developments commence.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)