

ASX Announcement

24 October 2024

ENTITLEMENT OFFER CLEANSING NOTICE

Eureka Group Holdings Limited ACN 097 241 159 (ASX: EGH) (**Company**) gives notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by the *Australian Securities and Investments Commission Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73* (**ASIC Instruments**). Where applicable, references in this notice to sections of the Corporations Act are to those sections as modified by the ASIC Instruments.

The Company today announced a fully underwritten institutional placement of new fully paid ordinary shares in the Company (**New Shares**) (**Placement**) to raise approximately \$15 million and a fully underwritten accelerated non-renounceable pro-rata entitlement offer of approximately 90.8 million New Shares in the Company (subject to rounding of entitlements) to raise approximately \$55.4 million (**Entitlement Offer**) (together with the Placement, the **Offer**).

Under the Entitlement Offer, eligible shareholders of the Company will be entitled to subscribe for 1 New Share for every 3.4 existing shares held in the Company as at 7.00pm (AEDT) on the record date, being Monday, 28 October 2024. Each New Share issued under the Entitlement Offer will be issued at an issue price of \$0.61. The Entitlement Offer consists of an institutional component, to be conducted over the next two days and a retail component, which will be open from Thursday, 31 October 2024 to 5.00pm (AEDT) on Monday, 11 November 2024 (unless extended or withdrawn).

With respect to the Entitlement Offer, the Company advises that:

- (a) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act;
- (c) as at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - (ii) sections 674 and 674A of the Corporations Act;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act that is required to be set out in this notice under section 708AA(7)(d) of the Corporations Act; and
- (e) the potential effect of the issue of New Shares on the control of the Company and the consequences of that effect will depend on a number of factors, including investor demand, existing shareholdings in the Company and the extent to which eligible shareholders take up New Shares under the Entitlement Offer. However, having regard to the terms of the Entitlement Offer, which is structured as a pro rata issue,

the underwriting and sub-underwriting arrangements for the Entitlement Offer and the nature of the underwriters and sub-underwriters, at this time, the Company does not expect that any person will increase their percentage shareholding in the Company in a way which will have a material impact on the control of the Company.

In addition to paragraph (e) above:

- given the structure of the Entitlement Offer as a pro rata offer, if all eligible shareholders take up their full entitlements under the Entitlement Offer, they will maintain their existing percentage interest in the total issued share capital of the Company insofar as the Entitlement Offer is concerned. However as set out above, in addition to the Entitlement Offer, the Company will undertake the Placement. The Placement will involve the issue of approximately 24.6 million New Shares (**Placement Shares**). The Placement Shares will represent approximately 5.8% of the fully paid ordinary shares on issue in the Company following completion of both the Placement and the Entitlement Offer. Accordingly, existing shareholders of the Company will be diluted because of the Placement, even if they take up their full Entitlement under the Entitlement Offer. The board of directors of the Company does not consider that the Placement will have any material impact on the control of the Company;
- if eligible shareholders do not take up any entitlements in the Entitlement Offer, their shareholdings are expected to be diluted by 21.4% in respect of the Entitlement Offer;
- the proportional interests of Shareholders who are ineligible shareholders will be diluted because those shareholders are not entitled to participate in the Entitlement Offer; and
- the Offer is jointly lead managed and fully underwritten by MA Moelis Australia Advisory Pty Ltd (ACN 142 008 446) and Morgans Corporate Limited (ACN 010 539 607) (**JLMs**) pursuant to an underwriting agreement between the Company and the JLMs. In the event there is a shortfall under the Entitlement Offer, those shortfall shares will be allocated to the JLMs and sub-underwriters appointed by the JLMs. If no sub-underwriters are appointed and the take-up of the Entitlement Offer was zero and the JLMs were unable to sell any of the shortfall to other parties, the JLMs would have a potential relevant interest in Eureka shares of 21.4%. The issue of New Shares to the JLMs (or any sub-underwriters appointed by the JLMs) is not expected to have any material effect on the control of the Company.

-Ends-

For further information:

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