



Investment Committee Charter

Eureka Group Holdings Limited ('Eureka')

Role of the Committee

1. The role of the Investment Committee (**Committee**) is to support and advise the Board of Eureka Group Holdings Limited (**Eureka**) (**Board**) in relation to capital investments for Eureka and its subsidiaries (the **Group**) as set out in this Charter. The Committee is accountable to the Board for its performance.
2. The Committee acts as both an advisory and approval (in limited circumstances) body to and for the Board and has the authority of the Board as set out in this Charter or otherwise as delegated by the Board from time to time.

Capital Investments

3. The Committee will review capital investment proposals brought forward by management having regard to matters which may include:
 - forecast yields (ingoing and stabilised) and internal rates of return, including reference to Eureka's hurdle rate of return;
 - forecast impact on Eureka's earnings per share;
 - alignment with Eureka's strategy and business model;
 - due diligence procedures undertaken by management including preparation of risk assessments;
 - advisor reports commissioned by management including whether independent valuation appraisals are required;
 - environmental sustainability considerations;
 - funding availability and impacts on Eureka's gearing ratio;
 - relative merits of the investment proposal(s) compared to the pipeline of other capital transaction opportunities; and
 - mobilisation strategy including human resource requirements and related cost impacts.
4. The Committee may approve, without reference to the Board and subject to any direction, instruction, condition or limitation of authority set by the Board from time to time, any acquisition proposals brought forward by management, taking into consideration the matters set out in paragraph 3 above (**Acquisition Approval Matter**).
5. The Board has set the following limitations on Acquisition Approval Matters under this Charter:
 - (a) the purchase price of the acquisition proposal must not be more than \$10.0m; and
 - (b) the acquisition proposal must be directly connected with, and core to, the execution of the Company's strategic plan, namely the acquisition of all-age rental and seniors living accommodation.

6. The Committee will make recommendations to the Board, for approval, on matters relating to capital investment transactions that fall outside of the approval parameters contained in this Charter.
 7. The Committee will perform post-acquisition reviews to monitor performance and deliverables against Board or Committee approved capital investments.
 8. The Committee will review the recommendations from management on disposal of owned villages and management rights contracts and the supporting rationale, including the forecast impact on Eureka's earnings per share. The Committee will recommend such disposals to the Board for approval.
 9. The Committee will monitor Eureka's capital management strategy having regard to matters including debt and equity funding, proposed asset acquisitions and divestments, capital partnerships and use of joint venture arrangements.
 10. The Committee will periodically review the pipeline of investment opportunities.
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Membership

Composition and size

11. The Committee will consist of at least 3 members of whom at least 2 should be independent non-executive directors.
12. Each member must be free from any interest, business, or other relationship which, in the opinion of the Board, could, or could reasonably be perceived to, materially interfere with the exercise of his or her independent judgment as a member of the Committee.

Chair

13. The Chair of the Committee must be an independent non-executive director.

Secretary

14. The Group Company Secretary is the Secretary of the Committee.
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Committee meetings and procedures

Meetings

15. Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this charter.
16. Committee members may attend meetings in person or by electronic means.

17. At the end of each reporting period, the Board will disclose the number of times the Committee met throughout that reporting period and the individual attendance of each Committee member at those meetings.

Frequency and calling of meetings

18. The Committee will meet as frequently as required and as requested by the Eureka Chief Executive Officer.
19. In the absence of the Committee Chair or appointed delegate, the members will elect one of their number as Chair of the meeting.

Quorum

20. Two members constitute a quorum for meetings of the Committee.

Notice, agenda and documents

21. Unless otherwise agreed or considered necessary by the chair, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting documentation, will be circulated in advance by the secretary to each Committee member and any other individual invited to attend.

Minutes and reporting

22. The secretary will keep minute books to record the proceedings and resolutions of Committee meetings.
23. The Committee Chair will report to the Board following each Committee meeting and refer matters to other Committees where relevant.

Advice and resourcing

24. The Committee may appoint and instruct expert advisers who will be advisers solely to the Committee. The Committee may meet with external advisers without management being present.
25. The Committee will have sufficient resources, as determined by the Committee, to run effectively.
26. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise.
27. The Committee will determine the compensation payable to independent advisers, and the Group Company Secretary will assist the Committee in securing the service determined necessary and the cost of such advisers are to be borne by the Group.
28. Each Committee member, with the consent of the Committee Chair (whose consent must not be unreasonably withheld) and the assistance of the Group Company Secretary, may seek independent professional advice at the expense of the Group on any matter connected with the discharge of his or her responsibilities.

29. The Committee will have unrestricted access to personnel, records, external auditors, (with or without management present) and senior management as appropriate.

Committee's performance evaluation

30. The Committee will review its performance at least annually by reference to this charter.
31. The performance evaluation will have regard to the extent to which the Committee has met its responsibilities in terms of this charter.

Review and publication of the charter

32. The Committee will review its charter annually to keep it up to date and consistent with the Committee's authority, objectives and responsibilities. The charter may be amended by resolution of the Board.
33. The charter is available on the Company's website and the key features will be published in the annual report or a link to the governance section of the website provided.

This Charter was approved by the Board on 25 March 2025

This Charter was amended by resolution of the Board on 27 May 2025 to incorporate a delegated authority to approve certain acquisitions on behalf of the Board.