

ASX Announcement
8 March 2022

Underwriting of Dividend Reinvestment Plan for Interim Dividend

In accordance with ASX Listing Rule 3.10.9, Eureka Group Holdings Limited (“Eureka” or the “Company”) is pleased to advise that it has fully underwritten the Dividend Reinvestment Plan (DRP) for the interim dividend of 0.63 cents per share payable on 23 March 2022.

Eureka is actively pursuing growth via acquisition, expansion and greenfield development and the underwriting enables Eureka to take advantage of these opportunities by preserving the Company’s cash.

The DRP underwriting from Taylor Collison Limited stockbrokers (the “Underwriter”) is with full sub-underwriting support from Eureka’s existing major shareholders.

The total amount of the interim dividend is \$1,478,414.37.

Shares will be issued to the Underwriter at the same price as the DRP issue price for an underwriting fee of 3.0% of the total underwritten amount. A summary of the significant events that could lead to a termination of the underwriting agreement is contained in Appendix A.

This announcement was approved and authorised for release by Eureka’s Executive Chairman.

For further information, contact Murray Boyte, Executive Chairman on 07 5568 0205.

Appendix A: Summary of significant events that could trigger a right to terminate

- (a) any adverse change or event involving a prospective change, in the condition, financial or otherwise, or in the assets, liabilities, earnings, business, operations, management, profits, losses or prospects of the Company;
- (b) a new adverse circumstance arises that would have been required by the Corporations Act to be disclosed to ASX had the new circumstance arisen before execution of the underwriting agreement;
- (c) there is introduced or announced a change of law or new policy which does or is likely to prohibit or regulate the underwriting of the DRP, capital issues or stock markets;
- (d) the Company is or will be prevented from conducting or completing the allotment of the Shortfall Shares by or in accordance with the Listing Rules, ASIC, ASX, any applicable laws or an order of a court of competent jurisdiction;
- (e) ASIC makes a determination, exemption or order which would prevent the Company from making the Offer under 708A, including a determination under section 708A(2);
- (f) the Company ceases to be admitted to the official list of ASX or the Company's shares cease trading or are suspended from official quotation or cease to be quoted on ASX;
- (g) ASX does not grant permission for the official quotation of the shortfall shares;
- (h) the Company engages in conduct that is misleading or deceptive or which is likely to mislead or deceive in connection with the DRP underwriting;
- (i) a general moratorium on commercial banking activities in Australia, the USA, HK, the UK or the EU is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking, security settlement or clearing services in any of those countries;
- (j) trading in all securities quoted or listed on ASX, the LSE, HKSE or the NYSE is suspended or limited in a material respect for more than one day on which that exchange is open for trading;
- (k) hostilities not presently existing commence or a major escalation in existing hostilities occurs involving any one or more of Australia, the USA, NZ, Canada (Ontario, Quebec, British Columbia), Singapore, Malaysia, HK, the UK, any member state of the EU (excluding those which became member states from 2004 onwards), Norway, Switzerland or the PRC ("Specified Jurisdictions") or a terrorist act is perpetrated on any of those countries in those countries or elsewhere in the world;
- (l) the occurrence of any material adverse change or prospective change or disruption to the political conditions or financial markets of any Specified Jurisdiction;
- (m) a warranty contained in the underwriting agreement on the part of the Company is untrue or incorrect when given or taken to be given or becomes untrue or incorrect;
- (n) the Company fails to perform or observe any of its obligations under the underwriting agreement;
- (o) a change in senior management or the board of directors of the Company occurs or is announced;
- (p) any of the following occurs:
 - (i) a director or proposed director of the Company is charged with an indictable offence in relation to any financial or corporate matter;
 - (ii) any government agency commences or announces an intention to commence any public proceedings against the Company or any of its directors in their capacity as directors; or
 - (iii) any director or proposed director of the Company is disqualified from managing a corporation under any applicable law; or
- (q) an insolvency event occurs in respect of the Company or there is an act which has occurred or any omission made which would result in an insolvency event occurring in respect of the Company.