

31 October 2024

Dear Shareholder

NOTICE TO INELIGIBLE SHAREHOLDERS OF ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER

On 24 October 2024, Eureka Group Holdings Limited (**Eureka** or the **Company**) announced that it is undertaking a capital raising of approximately \$70.4 million (before costs) through the issue of new fully paid ordinary shares at an offer price of \$0.61 per share (**New Shares**), comprising:

- (a) a fully underwritten placement of New Shares to institutional investors to raise approximately \$15.0 million (before costs) (**Placement**); and
- (b) a fully underwritten pro rata accelerated non-renounceable entitlement offer to raise approximately \$55.4 million (before costs), whereby eligible shareholders will be invited to subscribe for 1 New Share for every 3.4 existing shares held on the record date (**Entitlement Offer**),

(together, the **Offers**).

The Entitlement Offer is being made without a prospectus or product disclosure document in accordance with section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by the *Australian Securities and Investments Commission (ASIC) Legislative Instrument (Non-Traditional Rights Issues) 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73*.

The Entitlement Offer comprises an offer to eligible institutional shareholders (**Institutional Entitlement Offer**) and an offer to Eligible Retail Shareholders (as defined below) (**Retail Entitlement Offer**) to participate on the same terms.

The Institutional Entitlement Offer has already closed and the results have been announced to the ASX.

The Company has today lodged a retail entitlement offer booklet with the ASX (available to view on the ASX website at <https://www.asx.com.au/markets/company/egh>), which sets out further details in respect of the Retail Entitlement Offer.

Eligibility criteria

The Company has determined, pursuant to ASX Listing Rule 7.7.1(a) and section 9A of the Corporations Act, that it would be unreasonable to make offers to shareholders in all countries outside Australia and New Zealand in connection with the Retail Entitlement Offer. This is due to the legal and regulatory requirements in countries other than Australia and New Zealand and the potential costs to the Company of complying with these requirements, compared with the relatively small number of shareholders in those countries, the relatively small number of existing shares they hold and the relatively low value of new shares to which those shareholders would otherwise be entitled to subscribe for.

Shareholders who are eligible to participate in the Retail Entitlement Offer (**Eligible Retail Shareholders**) are shareholders who:

- are registered as the holder of existing shares as at **7.00pm (AEDT) on Monday, 28 October 2024 (Record Date)**;
- have a registered address on the Company's share register that is in Australia or New Zealand;
- are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States (to the extent such person holds existing shares for the account or benefit of such person in the United States);
- were not invited to participate in the Institutional Entitlement Offer or treated as an ineligible institutional shareholder for that purpose; and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Retail Shareholder as stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A of the Corporations Act, the Company wishes to advise you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for New Shares under the Retail Entitlement Offer.

Treatment of ineligible shareholders

Ineligible shareholders are not entitled to participate in the Entitlement Offer.

As the Entitlement Offer is non-renounceable, entitlements are not transferable and will not be traded on the ASX. The shareholdings of ineligible shareholders will be diluted as a result of the Offers.

The Company has obtained approval from ASIC to appoint MA Moelis Australia Securities Pty Ltd (AFSL 308241) as nominee for the purposes of section 615 of the Corporations Act (**Sale Nominee**) to arrange for the sale of the New Shares which would otherwise have been available to ineligible shareholders had they been eligible to participate in the Entitlement Offer. The proceeds of sale (if any), net of expenses, will be distributed to ineligible shareholders in proportion to their entitlements at the Record Date.

Neither the Sale Nominee nor the Company will be liable for the failure to sell New Shares or to sell them at any particular price.

No action required

This notice is to inform you about the Retail Entitlement Offer. This notice is not an offer to issue new shares to you, nor an invitation for you to apply for new shares. You are not required to do anything in response to this notice.

On behalf of the Board and management of the Company, we regret that you are not eligible to participate in the Entitlement Offer but thank you for your continued support.

If you have any further questions, you should contact your stockbroker, accountant or other professional adviser.

Authorised for release by the board of directors.

Laura Fanning
Company Secretary
Eureka Group Holdings Limited