

*Not for distribution or release in the United States or to US persons*

## ASX ANNOUNCEMENT

Monday, 28 October 2024

### Successful completion of Placement and Institutional Entitlement Offer

Eureka Group Holdings Limited (ASX:EGH) (“Eureka” or the “Company”) is pleased to announce the successful completion of the institutional component of its fully underwritten \$70.4 million Equity Raising announced on Thursday, 24 October 2024.

The institutional component raised in total \$63.8 million and comprised an institutional placement (“Placement”) which raised \$15.0 million and a 1 for 3.4 accelerated non-renounceable pro-rata entitlement offer (“Institutional Entitlement Offer”) which raised \$48.8 million. The proceeds raised from the institutional component will result in the issue of 104.6 million new fully paid ordinary shares (“New Shares”) at an issue price of \$0.61 per share (“Offer Price”). New Shares issues under the Placement and Institutional Entitlement Offer will rank pari passu with existing Eureka shares from the date of issue.

The retail component of the entitlement offer (“Retail Entitlement Offer”) will open on Thursday, 31 October 2024 and is expected to raise approximately \$6.6 million, taking the full size of the Equity Raising to \$70.4 million, and is fully underwritten.

#### Institutional Placement

The Placement attracted strong bid demand significantly in excess of the available shares, from both existing eligible institutional shareholders and new institutional investors. As noted in the ASX announcement on Thursday, 24 October 2024, the Placement was not offered to the 5 largest shareholders of Eureka, to provide shares for new and smaller investors. Due to strong demand, New Shares issued under the Placement will be issued to 14 new institutional shareholders to assist with the broadening of the Eureka shareholder base. Approximately 24.6 million New Shares will be issued under the Placement which is the equivalent to ~8% of existing Eureka shares on issue prior to the Equity Raising.

#### Institutional Entitlement Offer

The Institutional Entitlement Offer was well supported by existing shareholders with the vast majority of eligible institutional investors taking up their entitlements (other than the Company’s largest shareholder, Aspen Group Limited). The consequent shortfall under the Institutional Entitlement Offer also attracted strong demand with broad support from both existing and new shareholders. Approximately 80.0 million New Shares will be issued under the Institutional Entitlement Offer at the Offer Price.

The settlement of the New Shares under the Placement and Institutional Entitlement Offer is expected to occur on Friday, 1 November 2024, with allotment of the New Shares and normal trading to commence on Monday, 4 November 2024.

Commenting on the Placement and Institutional Entitlement offer the Chief Executive Officer of Eureka, Mr Simon Owen, said it was pleasing that the Company had significantly broadened the institutional base of the share register.

“The high level of participation amongst existing shareholders was also very welcome and reflects the strong investor confidence in our growth strategy,” Mr Owen said.

“This is a step change for the capital position of the Company and we are now well placed to expand Eureka’s portfolio of seniors’ rental communities.

“I look forward to updating the market in the coming weeks about the first tranche of villages that Eureka expects to acquire as we look to accelerate our growth profile off the back of a very successful capital raising.”

### Retail Entitlement Offer

Eligible retail shareholders who hold shares in Eureka as at 7.00pm (AEDT) on Monday, 28 October 2024 (“**Record Date**”) with a registered address in Australia and New Zealand will be invited to participate in the Retail Entitlement Offer at the same Offer Price and ratio as under the Institutional Entitlement Offer.

The Retail Entitlement Offer will open on Thursday, 31 October 2024 and is expected to close at 5.00pm (AEDT) on Monday, 11 November 2024.

Eligible retail shareholders that take up their full entitlement may also apply for additional New Shares in excess of their entitlement through the oversubscription facility up to a maximum of 50% of their entitlement (“**Oversubscription Facility**”).<sup>1</sup>

Further details on the Retail Entitlement Offer will be provided to eligible retail shareholders via access to an information booklet (“**Retail Offer Booklet**”), including a personalised entitlement and acceptance form, on Thursday, 31 October 2024. A copy of the Retail Offer Booklet is also expected to be lodged with the ASX on the same date. The Retail Offer Booklet will contain additional details on how to participate in the Retail Entitlement Offer and eligible retail shareholders should review the document carefully.

The Company has obtained approval from the Australian Securities and Investments Commission 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.

### Timetable

Event	Date (2024)
Trading halt and announcement of the Acquisitions and Equity Raising	Thursday, 24 October
Institutional Entitlement Offer and Placement conducted	Thursday, 24 October
Trading halt lifted and trading re-commences on an ex-entitlement basis	Monday, 28 October
Record date for Retail Entitlement Offer	Monday, 28 October at 7.00pm (AEDT)
Retail Entitlement Offer opens and booklet is dispatched	Thursday, 31 October

<sup>1</sup> Subject to the availability of additional new Eureka shares, any scale back to the extent that demand exceeds supply (with the scale back being determined by Eureka based on a pro rata basis based on the number of additional new Eureka shares validly applied for by each participating eligible shareholder) and any requirements under law or the Listing Rules, in Eureka’s absolute discretion

Event	Date (2024)
Settlement of New Shares under the Institutional Entitlement Offer and Placement	Friday, 1 November
Allotment and ASX quotation of New Shares issued under the Institutional Entitlement Offer and Placement	Monday, 4 November
Retail Entitlement Offer closes	Monday, 11 November at 5.00pm (AEDT)
Announcement of results of Retail Entitlement Offer	Thursday, 14 November
Settlement of New Shares issued under the Retail Entitlement Offer	Friday, 15 November
Allotment of New Shares issued under the Retail Entitlement Offer	Monday, 18 November
ASX Quotation of New Shares issued under the Retail Entitlement Offer	Tuesday, 19 November
Dispatch of holding statements for New Shares issued under Retail Entitlement Offer	Wednesday, 20 November

All dates are referenced to Sydney time. These timings are indicative only and subject to variation. Eureka reserves the right to alter the timetable at its absolute discretion and without notice, subject to the ASX Listing Rules. In particular, Eureka reserves the right to extend the closing date of the Retail Entitlement Offer or to withdraw to Entitlement Offer without prior notice. Any extension of the closing date will have a consequential effect on issue date of New Shares under the Retail Entitlement Offer.

### Additional Information

Please refer to the Investor Presentation lodged on the ASX on 24 October 2024 for additional information on the Acquisitions and the Equity Raising.

### Underwriters and Advisers

MA Moelis Australia Advisory Pty Limited and Morgans Corporate Limited are acting as bookrunners, underwriters and joint lead managers on the Equity Raising.

BG Capital Corporation Pty Limited is acting as financial adviser and Hamilton Locke as legal adviser in relation to the Equity Raising.

*This announcement was approved and authorised for release by Eureka's Board of Directors.*

-Ends-

### For further information:

**Investors**, contact Simon Owen, CEO, 07 2145 6322

### IMPORTANT NOTICES

This announcement does not, and should not be considered to, constitute or form part of any offer to sell, or solicitation of an offer to buy any shares in Eureka, and no part of this announcement forms the basis of any contract or commitment whatsoever with any person. This announcement does not constitute an offer or solicitation in any jurisdiction in which such offer or solicitation is not permitted under applicable law. Distribution of this announcement in or from certain jurisdictions may be restricted or prohibited by law. Recipients must inform themselves of and comply with all restrictions or prohibitions in such jurisdictions. Neither Eureka, its officers, advisers or representatives accept any liability to any person in relation to the distribution or possession of this announcement from or in any jurisdiction.

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. In particular, this announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or in any jurisdiction in which such an offer would be illegal. The New Shares to be offered and sold in the Equity Raising have not been, and will not be, registered under the U.S. Securities Act of 1933 (the **US Securities Act**) or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States unless they are offered and sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Any advice in this announcement is general advice. This advice has been prepared without taking into account the objectives, financial situation and needs of the recipients of this announcement. For that reason, recipients should consider the appropriateness of the advice having regard to their own objectives, financial situation and needs and, if necessary, seek appropriate independent legal, financial and other professional advice.

#### **FORWARD LOOKING STATEMENTS**

This announcement includes certain statements, opinions, estimates, projections and forward-looking statements with respect to the expected future performance of Eureka. These statements, which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties are based on, and are made subject to, certain assumptions which may not prove to be correct or appropriate. Actual results may be materially affected by changes in economic and other circumstances which may be beyond the control of Eureka. Except to the extent implied by law, no representations or warranties, express or implied, are made by Eureka, the Joint Lead Managers or their respective officers, advisers or representatives as to the validity, certainty or completeness of any of the assumptions or the accuracy or completeness of the forward-looking statements or that any such statement should or will be achieved. The forward-looking statements should not be relied on as an indication of future value or for any other purpose.

For personal use only