

## DISPATCH OF SCHEME BOOKLET

Eumundi Group Limited ACN 010 947 476 (**Company** or **Eumundi**) (ASX:EBG) refers to its recent announcements in relation to the scheme of arrangement between Eumundi and its shareholders under which SEQ Hospitality Group Pty Ltd ACN 681 115 471 (**SEQ**) proposes to acquire 100% of the Eumundi Shares on issue (**Scheme**) for a cash consideration of \$1.62 per Eumundi Share.

A copy of the Scheme Booklet containing information about the Scheme, the independent expert's report and the notice convening the meeting of Eumundi Shareholders to consider and vote on the Scheme (**Scheme Meeting**) was announced to ASX on 20 December 2024.

### Dispatch of Scheme Booklet

Eumundi Shareholders who have elected to receive communications electronically have been sent an email which contains instructions about how to view or download a copy of a letter regarding the Scheme (**Cover Letter**) and the Scheme Booklet, and how to lodge their proxies online for the Scheme Meeting.

Eumundi Shareholders who have elected to receive communications in hard copy have been sent a printed copy of the Cover Letter and Scheme Booklet together with a Proxy Form for the Scheme Meeting.

Eumundi Shareholders who have not elected to receive communications electronically or in hard copy have been sent a physical 'Notice and Access' letter containing details on how to access a copy of the Cover Letter and Scheme Booklet online together with instructions on how to lodge their proxies online for the Scheme Meeting.

A copy of the Cover Letter is attached to this announcement.

### Details of Scheme Meeting

The Scheme Meeting will be held as a physical meeting at 10:00am (AEST) on 31 January 2025 at HoggoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Qld 4000.

Further information in relation to the Scheme and how to participate and vote at the Scheme Meeting is set out in the Scheme Booklet (including the Notice of Scheme Meeting). Eumundi Shareholders are encouraged to read the Scheme Booklet (including the Independent Expert's Report) in full before making a decision on how to vote on the Scheme.

### Further information

If Eumundi Shareholders have any questions in relation to the Scheme Booklet or the Scheme, they are encouraged to contact Eumundi's Company Secretary on (07) 3212 6299 for callers within Australia or +61 7 3212 6299 for callers outside Australia from Monday to Friday between 8:30am to 5:00pm (Brisbane time), excluding public holidays.

This announcement has been authorised for release to the ASX by the Board of Directors of Eumundi.

~ ENDS ~

**For further information, please contact:**

**Duncan Cornish**

**Company Secretary**

Ph: (07) 3212 6299

Email: [dcornish@corpservices.com.au](mailto:dcornish@corpservices.com.au)



EUMUNDI GROUP

Dear Shareholder,

## LETTER TO EUMUNDI SHAREHOLDERS REGARDING SCHEME BOOKLET

On 30 October 2024, Eumundi Group Limited ABN 30 010 947 476 (ASX:EBG) (**Company** or **Eumundi**) announced that it had entered into an implementation deed with SEQ Hospitality Group Pty Ltd ACN 681 115 471 (**SEQ**) under which SEQ proposed to acquire all the issued share capital in Eumundi (**Eumundi Shares**) by way of a scheme of arrangement (**Scheme**) and an off-market takeover offer (**Takeover Offer**) to be implemented in the alternative under a dual and concurrent process (together, the **Transaction**).

The Eumundi Directors unanimously recommend that EBG Shareholders accept the Takeover Offer and vote in favour of the Scheme, subject to the qualifications regarding Superior Proposals and the conclusion of the Independent Expert described in detail below.

### Initial transaction documents

The initial transaction documents in relation to the Takeover Offer were dispatched to holders of Eumundi Shares (**Eumundi Shareholders**) in November and December 2024. A copy of SEQ's Bidder's Statement and Eumundi's Target's Statement can be accessed at Eumundi's website: <https://eumundigroup.com.au/asx-announcements/>.

### Recent increase to purchase price

On 12 December 2024, SEQ released a First Supplementary Bidder's Statement which advised that if SEQ acquired a Relevant Interest in at least 65% of Eumundi Shares by no later than 7pm (Sydney time) on 17 January 2025, SEQ would concurrently:

- increase the offer price under the Takeover Offer on or before 20 January 2025; and
- increase the amount to be paid to each Eumundi Shareholder if the Scheme is successful,

from \$1.55 cash to \$1.62 cash per Eumundi Share (**Price Increase**).

SEQ subsequently issued a notice on 13 December 2024 confirming that SEQ held a Relevant Interest in excess of 65% of Eumundi Shares, and served a further notice giving effect to the Price Increase under the Takeover Offer pursuant to section 650D of the *Corporations Act 2001* (Cth). Further, each of SEQ and Eumundi have executed a deed of variation amending the Implementation Deed (and the attaching deed poll and scheme of arrangement) to give effect to the Price Increase.



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## EUMUNDI GROUP

Accordingly, the Price Increase is now unconditional, such that:

- all Eumundi Shareholders will receive \$1.62 cash per Eumundi Share held if the Scheme is successful; and
- if the Scheme is unsuccessful but the Takeover Offer becomes or is declared unconditional, all Eumundi Shareholders who accept (or have accepted) the Takeover Offer, will receive \$1.62 cash per Eumundi Share held.

Copies of the documents released by SEQ and Eumundi in relation to the Price Increase can be accessed at Eumundi's website: <https://eumundigroup.com.au/asx-announcements/>.

### **Recommendation of Eumundi Directors**

The Eumundi Directors unanimously recommend that EBG Shareholders accept the Takeover Offer and vote in favour of the Scheme, in each case in the absence of a Superior Proposal and subject to the Independent Expert concluding, and continuing to conclude, that the Takeover Offer is '*fair and reasonable*' and that the Scheme is '*in the best interests*' of Eumundi Shareholders.

### **Scheme Booklet**

This letter encloses the Scheme Booklet, which sets out all the information you need to decide how to vote on the Scheme (including the recommendation of the Eumundi Board and the Independent Expert's Report prepared by BDO Corporate Finance Ltd).

The Scheme Booklet is an important document and requires your prompt attention. You should read the Scheme Booklet carefully and in its entirety before deciding whether or not to vote in favour of the resolution to approve the Scheme.

An electronic version of the Scheme Booklet can be accessed at Eumundi's website: <https://eumundigroup.com.au/asx-announcements/>. Only those Eumundi Shareholders who have elected to receive shareholder communications via post will receive a printed copy of the Scheme Booklet and proxy form. All other Eumundi Shareholders will receive instructions (via an email or physical Notice and Access letter) about how to view or download a copy of the Scheme Booklet and submit their proxies. If you would like to receive a printed copy of the Scheme Booklet, please contact Eumundi's Company Secretary, Duncan Cornish, using the contact details set out below.

### **Scheme Meeting**

The Scheme Meeting (to approve the Scheme) will be held at **10:00am (AEST) on Friday, 31 January 2025** at HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000. All



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information on how to attend the Scheme Meeting and how to appoint a proxy, attorney or corporate representative is set out in the Scheme Booklet.

***Importantly, you can VOTE IN FAVOUR of the Scheme AND accept the Takeover Offer at the same time because the terms of each of the Takeover Offer and the Scheme determine which Transaction process will proceed.***

***Even where you accept the Takeover Offer, please make sure you also vote on the Scheme Resolution at the Scheme Meeting.***

***Your acceptance of the Takeover Offer and vote for the Scheme Resolution is important. If the Minimum Acceptance Condition for the Takeover Condition is not satisfied before the Scheme Meeting, you will need to ensure you vote on the Scheme Resolution.***

#### **Appointing a proxy**

Even if you are planning to attend the Scheme Meeting, you are encouraged to appoint a proxy or lodge a proxy vote prior to the Scheme Meeting. If you appoint a proxy, please appoint a proxy online via the instructions provided or otherwise submit your physical proxy form (if you have received a printed copy by post) via the instructions on the proxy form prior to the deadline of **10:00am (AEST) on Wednesday, 29 January 2025**.

#### **Support**

If you have any questions in respect of voting at the Scheme Meeting, including regarding appointing a proxy, please contact Computershare by phone on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

If you have any questions in respect of the Scheme, please contact Eumundi's Company Secretary, Duncan Cornish, on (07) 3212 6299 (within Australia) or +61 7 3212 6299 (outside Australia) from **Monday to Friday between 8:30am to 5:00pm (Brisbane time)**.

Yours sincerely

**Joe Ganim**

Chair

