



Registry communications to:
Eureka Group Holdings Limited
c/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

Eureka Group Holdings Limited Annual General Meeting

The Eureka Group Holdings Limited Annual General Meeting (**AGM**) will be held on Friday, 31 October 2025 at 10:00 am (Brisbane Time).

You are encouraged to participate in the meeting using the following options:

MAKE YOUR VOTE COUNT

To access the Notice of Meeting and other meeting documentation visit <https://www.eurekagroupholdings.com.au/investors/asx-announcements/>

To lodge a proxy, visit <https://au.investorcentre.mpms.mufg.com/> and log in using your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) which can be found on your Holding Statement. Once logged in, select the Voting tab at the top of the page.

For your proxy appointment to be effective it must be received by 10:00 am (Brisbane Time) on Wednesday, 29 October 2025. Any proxy appointment received after that time will not be valid for the AGM.

ATTENDING THE MEETING IN PERSON

The meeting will be held at:
HPX Group, Level 35, 1 Eagle Street, Brisbane City QLD 4000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports.

To do so, log on to our share registry's website at <https://au.investorcentre.mpms.mufg.com/>

EUREKA GROUP HOLDINGS LIMITED
ACN 097 241 159
NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY MEMORANDUM

TAKE NOTICE that the Annual General Meeting of Shareholders of the Company will be held at the place, date and time specified below:

DATE: Friday, 31 October 2025

TIME: 10:00 am (AEST)

PLACE: HPX Group, Level 35, 1 Eagle Street, Brisbane City QLD 4000

The business of the Meeting affects your shareholding and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00 pm (AEDT) on Wednesday, 29 October 2025.

<https://www.eurekagroupholdings.com.au/>

1 October 2025

Dear Shareholder,

2025 Annual General Meeting of Eureka Group Holdings Limited

On behalf of the Directors of Eureka Group Holdings Limited (**Eureka**), I am pleased to invite you to attend Eureka's 2025 Annual General Meeting (**Meeting**) which will be held in person at the offices of HPX Group, Level 35, 1 Eagle Street, Brisbane City QLD 4000 at 10:00 am (AEST) on Friday, 31 October 2025.

Accessing Meeting Documents

Eureka's Notice of Meeting which sets out the details of the resolutions being put to the Meeting, important voting information and an Explanatory Memorandum can be found online at: <https://www.eurekagroupholdings.com.au/investors/asx-announcements/>

Printed copies of the Notice of Meeting or Proxy Form will only be sent to Shareholders who elected to receive them in hard copy by the relevant date.

Electronic Communications

We encourage all shareholders to switch to electronic communications by providing an email address at <https://au.investorcentre.mpms.mufig.com/>. This enables the fastest possible flow of information to you in the most secure, sustainable and cost-effective manner possible.

We look forward to your attendance and participation at the Meeting.

Yours sincerely



Russell Banham
Non-Executive Chairman
Eureka Group Holdings Limited

Participation Information - 2025 Annual General Meeting

Vote and Ask Questions

Shareholders or Proxyholders can attend the meeting in person at the offices of HPX Group, Level 35, 1 Eagle Street, Brisbane City QLD 4000 at 10:00 am (AEST) on Friday, 31 October 2025.

Shareholders and proxyholders will have the ability to ask questions during the Meeting.

Vote by Proxy

Shareholders can also participate prior to the Meeting by completing and submitting their proxy instructions online at: <https://au.investorcentre.mpms.mufig.com/>

All proxy instructions are to be received by the Company's share registry by 10:00 am (AEST) on Wednesday, 29 October 2025 in order to be valid.

Other Options for Asking Questions

Questions may be submitted prior to the Meeting via email to the Company Secretary at cosec@sourceservices.com.au by 5:00 pm (AEST) on Friday, 24 October 2025.

Eureka Group Holdings Limited
ACN 097 241 159

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Eureka Group Holdings Limited (**Company**) will be held in person at the offices of HPX Group, Level 35, 1 Eagle Street, Brisbane City QLD 4000 at 10:00 am (AEST) on Friday, 31 October 2025. (**Meeting** or **Annual General Meeting**).

This Notice of Annual General Meeting (**Notice**) is an important document and should be read in its entirety. The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Annual General Meeting. The Proxy Form and Explanatory Memorandum form part of this Notice.

Capitalised terms are defined in Schedule 1 of this Notice.

BUSINESS OF THE MEETING

- A. Address by the Chairman**
- B. Address by the Managing Director and Chief Executive Officer**
- C. Receive the 2025 Annual Report**

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2025, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: No vote is required on this item of business.

- D. Ordinary Resolutions**

Resolution 1: Remuneration Report

To consider and, if in favour, pass the following resolution as an **ordinary** resolution in accordance with section 250R(2) of the *Corporations Act 2001* (Cth):

"That, the Company adopt the Remuneration Report for the year ended 30 June 2025 in accordance with section 250R(2) of the Corporations Act 2001 (Cth)."

Note: This resolution is advisory only and does not bind the Company or the Directors.

This resolution shall be determined under section 250R(2) of the *Corporations Act 2001* (Cth). Votes must not be cast on this resolution by Key Management Personnel and closely related parties in contravention of section 250R or 250BD *Corporations Act 2001* (Cth). Restrictions also apply to votes cast as proxy unless exceptions apply.

Resolution 2: Election of Ms Carolyn Tregarthen as Director

To consider and, if in favour, pass with or without amendment, the following resolution as an **ordinary** resolution:

“That, Ms Carolyn Tregarthen, who retires at the conclusion of the meeting in accordance with ASX Listing Rule 14.5 and Rule 9.6(b) of the Constitution, and being eligible, be elected as a Director of the Company.”

Note: There are no voting exclusions on this resolution.

Resolution 3: Re-election of Ms Sue Renkin as Director

To consider and, if in favour, pass with or without amendment, the following resolution as an **ordinary** resolution:

“That, Ms Sue Renkin, who retires at the conclusion of the meeting in accordance with ASX Listing Rule 14.4 and Rule 9.6(b) of the Constitution, and being eligible, be re-elected as a Director of the Company.”

Note: There are no voting exclusions on this resolution.

Resolution 4: Approval to issue Performance Rights to Managing Director, Mr Simon Owen

To consider and, if in favour, pass with or without amendment, the following resolution as an **ordinary** resolution:

“That, pursuant to ASX Listing Rule 10.14, and for all other purposes, the Shareholders of the Company approve the granting of 1,062,737 Performance Rights to Mr Simon Owen, Managing Director and Chief Executive Officer (or his nominee), under the Company’s Employee Incentive Plan, and on the terms outlined in the Explanatory Memorandum.”

Note: This Resolution is subject to voting exclusions as set out within this Notice of Meeting.

Resolution 5: Conditional Spill Resolution

Resolution 5 will only be put to the meeting if at least 25% of the votes cast on Resolution 1 (Remuneration Report) are cast against the adoption of the Remuneration Report.

Note: If you do not want the spill meeting to take place – vote “Against” this Resolution.
If you do want the spill meeting to take place – vote “For” this Resolution.

If required, to consider and, if in favour, pass with or without amendment, the following resolution as an **ordinary** resolution:

“That, subject to and conditional on at least 25% of the votes validly cast against Resolution 1 Adoption of Company’s Remuneration Report for the year ended 30 June 2025:

- 1. a general meeting of the Company (Spill Meeting) be held within 90 days of the passing of this resolution;*
- 2. all of the non-executive directors in office when the Board resolution to approve the Director’s Report for the financial year ended 30 June 2025 was passed, and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- 3. resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting.”*

Note: This Resolution is subject to voting exclusions as set out within this Notice of Meeting.
The Directors unanimously recommend that you vote against this item.

BY ORDER OF THE BOARD



Stephanie So
Company Secretary
1 October 2025

IMPORTANT INFORMATION

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7:00 pm (AEDT) on Wednesday, 29 October 2025 (**Entitlement Time**).

This means that if you are not the registered holder of a Share at the Entitlement Time, you will not be entitled to attend and vote at the Meeting.

ANNUAL REPORT

The Company's 2025 Annual Report may be accessed on the Company's website at <https://www.eurekagroupholdings.com.au/investors/annual-reports/> and via ASX at <https://www.asx.com.au/markets/company/EGH>

EXPLANATORY MEMORANDUM

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in, and comprises part of, this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

VOTING INTENTIONS

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of Resolutions 1 to 4 (inclusive) and, if required, against resolution 5. In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of Resolutions 1 to 4 (inclusive) and, if required, against resolution 5.

VOTING EXCLUSION STATEMENTS

Resolution 1 (Remuneration Report) and Resolution 5 (Conditional Spill Resolution)

A vote on this resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a) a member of the KMP details of whose remuneration are included in the Remuneration Report; and/or
- b) a Closely Related Party of such member of the KMP.

However, the above persons may cast a vote on this resolution as a proxy if the vote cast is not cast on behalf of the person described above and either:

- a) the voter is appointed as proxy by writing that specifies the way the proxy is to vote on the resolution; or
- b) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company, or, if the Company is part of a consolidated entity, for the entity.

Resolution 2 (Election of Ms Carolyn Tregarthen as Director)

No voting exclusions apply.

Resolution 3 (Re-Election of Ms Sue Renkin as Director)

No voting exclusions apply.

Resolution 4 (Approval to issue Performance Rights to Managing Director, Mr Simon Owen)

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- Mr Simon Owen;
- any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in respect of which Shareholder approval is sought; and
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chairman; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

SHAREHOLDER QUESTIONS

Whilst Shareholders will be provided with the opportunity to ask questions at the Meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its directors at the Annual General Meeting to the Company Secretary at cosec@sourceservices.com.au by 5:00 pm (AEST) on Friday, 24 October 2025

Please note that not all questions may be able to be answered during the Meeting. In this case answers will be made available on the Company's website after the Meeting.

PROXY VOTING

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- A Proxy Form accompanies this Notice.
- If a Shareholder wishes to appoint a proxy, the Shareholder must complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- A proxy need not be a Shareholder.
- If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.

- If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- The Proxy Form (together with any relevant authority) must be **received by no later than 10:00 am (AEST) on Wednesday, 29 October 2025** before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).
- The completed Proxy Form may be:
 - Mailed to the address on the Proxy Form; or
 - Faxed to Eureka Group Holdings Limited, Attention Company Secretary, on facsimile number +61 2 9287 0309.
 - Voted online via the Company's Share Registry at <https://au.investorcentre.mpms.mufg.com>
 Select 'View single holding' and enter Eureka Group Holdings Limited or the ASX Code: EGH in the Issuer name field, your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), postcode (Within Australia) or select Country (Outside Australia), tick the 'I'm not a robot' and 'I have read and agree to the terms & conditions' boxes ' and click 'Submit'. If you wish to read the 'terms & conditions', please click on the link. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.
- If you have any queries on how to cast your votes, please call the Company's share registry on 1300 554 474 or +61 1300 554 474 (from outside Australia) between the hours of 8:00 am and 8:00 pm (AEDT).

JOINT HOLDERS

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or an attorney or corporate representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

CORPORATE REPRESENTATIVES

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D of the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

Eureka Group Holdings Limited
ACN 097 241 159
(Company)

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Eureka Group Holdings Limited (**Company**) to be held at the offices of HPX Group, Level 35, 1 Eagle Street, Brisbane City QLD 4000 at 10:00 am (AEST) on Friday, 31 October 2025.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

Terms defined in the Explanatory Memorandum have the same meaning where used in this Notice or as otherwise defined in the Glossary.

2. Annual Report

In accordance with section 317 of the Corporations Act, the Company is required to lay before the Annual General Meeting the report of the Directors, the Auditor's report and the Financial Report.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.

As permitted by the Corporations Act, a printed copy of the Company's 2025 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the Company's 2025 Annual Report may be accessed via the ASX and on the Company's website at <https://www.eurekagroupholdings.com.au/investors/annual-reports/>

Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, if the question is relevant to:

- (a) the content of the auditor's report; or
- (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Written questions for the auditor must be delivered by 5:00pm on Friday, 24 October 2025 (AEST).

Please send any written questions for the auditors to:

The Company Secretary
Eureka Group Holdings Limited
Level 5, 120 Edward Street,
Brisbane, QLD, Australia, 4000

or via email to: cosec@sourceservices.com.au

3. Resolution 1 – Adoption of Remuneration Report

3.1. General

In accordance with subsection 250R(2) of the Corporations Act, the Company is required to put to its Annual General Meeting a Resolution for the Remuneration Report to be adopted by Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2025.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and
- explains the basis for remunerating Non-executive Directors and senior executives.

A copy is available on the Company's website at

<https://www.eurekagroupholdings.com.au/investors/annual-reports/> and on the ASX.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

3.2. Voting Consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company, at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting, at which all of the Directors (other than the Managing Director) of the Company, would need to stand for re-election.

3.3. Directors' Recommendation

As the Resolution relates to matters including the remuneration of the Directors, the Board makes no recommendation regarding this Resolution.

4. Resolution 2 – Election of Ms Carolyn Tregarthen as Director

4.1. General

Clause 9.6(b) of the Company's Constitution states that a Director appointed to fill a casual vacancy or as an addition to the existing Board must not hold office without election past the next annual general meeting of the Company following the Director's appointment.

Ms Carolyn Tregarthen was appointed as a Director of the Company on 25 February 2025 and retires in accordance with Clause 9.6(b) of the Constitution and ASX Listing Rule 14.5 and stands for election.

4.2. Voting Consequences

If Resolution 2 is passed, Ms Tregarthen will be elected as a Director of the Company for a term of 3 years, subject to the rotational requirements contained in the Constitution and the Listing Rules.

If Resolution 2 is not passed, Ms Tregarthen will not be elected as a Director and will cease office from the close of the Meeting.

4.3. Biography

Ms Carolyn Tregarthen has over 30 years' experience in Financial Services and Real Estate focused on funds, investment and asset management across both Australia and the United States. Carolyn has demonstrated strong leadership and transformation experience combined with Profit and Loss accountability and delivery, at a number of organisations including Macquarie Bank and Lendlease.

Ms Tregarthen's most recent executive role was as Managing Director of the Lendlease Communities business in the United States, where she was responsible for the development and ongoing management of a portfolio of over 40,000 homes and 12,000 hotel beds. Prior to that Carolyn held executive roles at Lendlease in Australia in Investment Management, and leading a global transformation program; and at Macquarie Bank as a Division Director in the Banking and Financial Services Group.

Ms Tregarthen is a Graduate of the Australian Institute of Company Directors (AICD) and a former Member of the Institute of Chartered Accountants Australia and New Zealand.

4.4. Independence

Ms Carolyn Tregarthen was appointed as an Independent Non-Executive Director on 25 February 2025.

If elected, the Board considers Ms Tregarthen to be an independent director. She is not considered by the Company to hold any interest, position, or relationship that might influence, or reasonably be perceived to influence, in a material respect, her ability to bring an independent judgment to bear on matters before the Board and to act in the best interests of the Company as a whole rather than the interests of an individual security holder or other party.

4.5. Directors' Recommendation

The Directors (with Ms Tregarthen abstaining) recommend that Shareholders vote in favour of this Resolution.

5. Resolution 3 – Re-Election of Ms Sue Renkin as Director

5.1. General

Clause 9.2 of the Company's Constitution states that no Director who is not the Managing Director of the Company, may hold office for a continuous period in excess of three years or until the third annual general meeting following the Director's appointment, whichever is the longer, without submitting for re-election.

Ms Sue Renkin, Non-Executive Director of the Company, was appointed as a director on 24 November 2017 and last re-elected at the Company's 2022 Annual General Meeting. Accordingly, Ms Renkin retires as a Non-Executive Director in accordance with the requirement of Rule 9.2(a) of the Constitution and ASX Listing Rule 14.4. Being eligible, she offers herself for re-election.

5.2. Voting Consequences

If Resolution 3 is passed, Ms Renkin will be re-elected as a Director of the Company for a term of 3 years', subject to the rotational requirements contained in the Constitution and the Listing Rules.

If Resolution 3 is not passed, Ms Renkin will not be re-elected as a Director and will cease office from the close of the Meeting.

5.3. Biography

Ms Sue Renkin has almost 30 years of experience as CEO for private hospitals, emergency services and not for profit entities. She now operates a portfolio career as a non-executive director and executive coach and mentor.

Ms Renkin is Chair of Executive Growth Australia, Chair of the Southeastern Melbourne Primary Health Network and a strategic advisor to aged care companies.

Ms Renkin has previously been honored for her executive career as a Telstra Business Woman of the Year.

Ms Renkin holds a Master of Business Administration and Graduate Diploma of Corporate Governance, is a Registered Nurse and a member of the Australian Institute of Company Directors (AICD).

5.4. Independence

Ms Sue Renkin was appointed as an Independent Non-Executive Director on 24 November 2017.

If elected, the Board considers Ms Renkin to be an independent director. She is not considered by the Company to hold any interest, position, or relationship that might influence, or reasonably be perceived to influence, in a material respect, her ability to bring an independent judgment to bear on matters before the Board and to act in the best interests of the Company as a whole rather than the interests of an individual security holder or other party.

5.5. Directors' Recommendation

The Directors (with Ms Renkin abstaining) recommend that Shareholders vote in favour of this Resolution.

6. Resolution 4 – Approval to issue Performance Rights to Managing Director, Mr Simon Owen

6.1. General

Resolution 4 seeks Shareholder approval for the Company to grant Performance Rights to Mr Simon Owen, Managing Director and Chief Executive Officer (or his nominee).

Performance Rights confer an entitlement to be issued one Share subject to the satisfaction of any performance criteria on the terms set out in the Plan.

The objective of the proposed grant of Performance Rights to Mr Owen is primarily to link the reward of Performance Rights to Shareholder value creation and align his interests with those of Shareholders and to encourage the long-term sustainable growth of the Company.

The Performance Rights shall be issued under and subject to the terms of the Plan.

6.2. ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a company must not issue Equity Securities to a director of the Company under an employee incentive scheme unless the issue has been approved by holders of ordinary securities.

Once approval is obtained pursuant to ASX Listing Rule 10.14, the Company is entitled to rely on ASX Listing Rule 10.12, Exception 8 as an exception to any requirement that may otherwise apply requiring Shareholder approval under ASX Listing Rule 10.11. Similarly, approval will not be required under ASX Listing Rule 7.1.

6.3. **Requirements of ASX Listing Rule 10.15**

The following information is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

Name of the person & category in ASX Listing Rule 10.14.1 – 10.14.3

Mr Owen is a Director of the Company and falls within the category of persons as set out in Listing Rule 10.14.1.

Number and class of securities proposed to be issued

The number of Performance Rights that may be granted to Mr Owen for the Performance Period 1 July 2025 to 30 June 2028 is 1,062,737, calculated by dividing \$600,000 (120% of Mr Owen's total fixed remuneration) by the volume-weighted-average-price (VWAP) of the Company's shares for the 10-calendar days as at 30 June 2025. The 10-day VWAP at 30 June 2025 was \$0.5646.

Each Performance Right entitles Mr Owen to receive, upon vesting and exercise, one Share in the Company. Details of the relevant vesting conditions are summarised below.

Details of Mr. Owen's current total remuneration package

Mr Owen's total remuneration package consists of fixed remuneration and performance-linked remuneration based on the Company's performance and Mr Owen's individual performance.

Details of Mr Owen's total maximum remuneration package are as follows:

Total fixed remuneration, inclusive of superannuation (TFR)	\$ 500,000
Short-term cash bonus, inclusive of superannuation (120% of TFR)	\$ 600,000
<u>LTI (performance rights, 120% of TFR)</u>	<u>\$ 600,000</u>
Total potential remuneration package	\$1,700,000

Number of Performance Rights Previously Issued

Mr Owen has previously received 962,772 Performance Rights and 2,872,462 unquoted options under the Plan. Those Performance Rights and options were issued to Mr Owen (or his nominee) for no consideration. No fee is payable upon exercise of those Performance Rights. The options have an exercise price of \$0.5222.

Summary of material terms of Performance Rights

A summary of the material terms of the Performance Rights are set out in section 6.4.

Why Performance Rights are being used

Performance Rights are designed to incentivise employees, and in this case, to incentivise Mr Owen as Managing Director and Chief Executive Officer of the Company. The Performance

Rights act to provide an incentive for the achievement of long-term operational and strategic goals that lead to long-term growth as well as a retention incentive for key employees, such as Mr Owen. Furthermore, equity-based incentives assist in the alignment of Shareholders and Directors' interests.

The value that the Company attributes to the Performance Rights and its basis

The Performance Rights will be independently valued on a 'fair value' basis at the grant date. The Performance Rights will be valued using the Black Scholes Model, as the performance hurdles are non-market based hurdles. Service and non-market performance conditions attached to the arrangements will not be taken into account in measuring fair value. The fair value for accounting purposes in accordance with AASB 2 *Share-based Payments* is expected to be \$513,310.

Valuation Date	12 September 2025
Share Price (Valuation Date)	\$0.525
Exercise Price	\$0.000
Risk free rate (%)	3.425%
Volatility (%)	30%
Expected Life (years)	2.92
Dividend Rate	2.857%
Estimated Value per Right	\$0.483
Estimated Total Gross Value to Mr Owen*	\$513,310

*Before adjustment to the fair value to allow for performance probabilities.

Importantly, no value will be received by Mr Owen if the Performance Rights lapse prior to the vesting date.

The date on which the Company will grant the Performance Rights

It is intended that the Performance Rights will be issued within five (5) days after the Meeting, but in any event will be issued no later than 12 months after the Meeting.

Price of securities

The Performance Rights will be granted for no consideration. Furthermore, no fee is payable upon exercise of the Performance Rights.

No loans given to acquire securities

There are no loan arrangements with Mr Owen in relation to the acquisition of the Performance Rights.

Summary of the material terms of the Plan

A summary of the material terms of the Plan is set out in Schedule 2.

Other Information

Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

6.4. Key Terms of Performance Rights

The Vesting Date of the Performance Rights will be 30 September 2028, or three years from the Grant Date, whichever is earlier, subject to meeting the Performance Conditions.

The Performance Rights will expire on 30 September 2030, being the date which is two years from the Vesting Date, if not lapsed earlier.

Performance Conditions

Vesting of the Performance Rights is dependent on, and subject to, satisfaction of the following Performance Conditions:

(i) *EPS Vesting Condition (40% weighting):*

40% of Mr. Owen's Performance Rights will be subject to a vesting condition relating to the growth in the Company's earnings per share (EPS) over the Performance Period, compounded annually.

EPS will be determined by reference to the underlying net profit attributable to the Company for the Performance Period, divided by the weighted average number of Shares on issue across the Performance Period. Unless otherwise determined by the Board, business acquisitions by the Group are to be included in the EPS calculation, and the Board may otherwise from time to time adjust the EPS to exclude the effects of other certain one-off costs.

The starting EPS for the EPS calculation will be 30 June 2025 which is the EPS calculated in accordance with the above principles for FY25 having regard to the audited consolidated accounts for FY25.

The Board will determine at the end of the Performance Period the proportion of the Performance Rights that are subject to this EPS Vesting Condition that will vest as follows:

The Company's Underlying EPS compound annual growth rate (CAGR) over the Performance Period	Proportion of the relevant Performance Rights that satisfy the EPS Vesting Condition
EPS CAGR is less than 5%	0%
EPS CAGR is equal to 5% and less than 7.5%	Between 30% and 50% on a straight-line basis
EPS CAGR is equal to 7.5% and less than 10%	Between 50% and 100% on a straight-line basis
EPS CAGR is equal to or greater than 10%	100%

(ii) **Growth in AUM Vesting Condition (30% weighting):**

30% of Mr. Owen's Performance Rights will be subject to a vesting condition relating to the Company's growth in Assets Under Management (**AUM**) over the Performance Period.

This condition will be determined by reference to annual growth in AUM of the Company. AUM is to be grossed up to include 100% of the value of assets held in funds, joint ventures, and capital partnerships.

At the end of the Performance Period the proportion (if any) of the Performance Rights that are subject to the Growth in AUM Vesting Condition will vest is as follows:

The Company's growth in AUM over the Performance Period	Proportion of the relevant Performance Rights that satisfy the Growth in AUM Vesting Condition
AUM growth is less than 7.5% p.a.	0%
AUM growth is equal to 7.5% and less than 10% p.a.	Between 30% and 50% on a straight-line basis
AUM growth is equal to 10% and less than 12.5% p.a.	Between 50% and 100% on a straight-line basis
AUM growth is equal to or greater than 12.5% p.a.	100%

(iii) **Access to Capital Vesting Condition (30% weighting):**

30% of Mr. Owen's Performance Rights will be subject to a vesting condition relating to Company's ability to access capital on competitive pricing and flexible terms to fund Growth in AUM.

This condition will be determined by the Board at its discretion, and considerations will include:

- Availability and access to multiple deep pools of capital including equity, debt, joint ventures, capital partnerships and funds to support growth in AUM;
- Breadth and quality of coverage of research reports from brokers and analysts; and
- Quality of investor reporting and relationships.

6.5. **Financial Benefit - Section 208 of Corporations Act**

The Board has considered the application of Chapter 2E of the Corporations Act to the issue of Performance Rights to Mr Owen and considers that the financial benefit given by such grant of Performance Rights constitutes reasonable remuneration to Mr Owen given (i) the circumstances of the Company and (ii) Mr Owen's role and responsibilities at the Company, for the purposes of the exception contained in section 211(1) of the Corporation Act. Therefore, the

Company is not seeking Shareholder approval pursuant to section 208 of the Corporations Act in addition to the approval being sought under the Listing Rules.

6.6. Voting Consequences

If shareholder approval is obtained, the Company will proceed to issue the Performance Rights to Mr Owen. If shareholder approval is not obtained, the Company will not be able to proceed with the issue of the Performance Rights, and the Company will need to consider alternative remuneration arrangements to appropriately incentivise Mr Owen.

6.7. Directors Recommendation

The Directors (with Mr Owen abstaining) recommend that Shareholders vote in favour of this Resolution.

7. Resolution 5 – Conditional Spill Resolution

7.1. General

This Resolution (**Spill Resolution**) is a conditional resolution and will only be put to a vote at the Meeting in the event that Shareholders at the Meeting cast at least 25% of votes against Resolution 1, being the adoption of the Remuneration Report.

The Corporations Act provides that, if at least 25% of the votes cast on the resolution to adopt the Remuneration Report at two (2) consecutive annual general meetings are cast against the adoption of the resolution, shareholders must be given the opportunity to vote on a resolution in the form of this Resolution at the second meeting (the “two strikes” rule). Greater than 25% of the votes cast on adoption of the 2024 Remuneration Report at the Annual General Meeting held on 31 October 2024 were cast against the resolution, which constituted a “first strike”.

The Spill Resolution will therefore only need to be put to Shareholders at this Meeting if there is a “second strike” (i.e. if at least 25% of the votes cast on Resolution 1 are against the adoption of the Remuneration Report).

If this Resolution is put to the Shareholders, this Resolution will be considered as an ordinary resolution, which means that, to be passed, the resolution requires the approval of a simple majority of votes cast by or on behalf of Shareholders entitled to vote on the matter.

If more than 50% of the votes cast are in favour of the Spill Resolution, the Company must convene a general meeting (**Spill Meeting**) within 90 days of this Meeting, to consider the composition of the Board. If a Spill Meeting is required, the details of the Spill Meeting will be notified to Shareholders in due course.

If a Spill Meeting is held, immediately before the end of the Spill Meeting, each of the Directors who were in office when the Board approved the last Directors' Report and who remain in office at the time of the Spill Meeting will automatically cease to hold office, unless they are willing to stand for re-election and are re-elected at the Spill Meeting. This means that if a Spill Meeting is held, the following directors will automatically cease to hold office as Directors of the Company immediately before the end of the Spill Meeting, unless they are willing to stand for re-election and are re-elected at the meeting:

- Mr Russell Banham, Independent Non-Executive Chairman;
- Mr Gregory Paramor, Independent Non-Executive Director;
- Ms Sue Renkin, Independent Non-Executive Director;
- Ms Carolyn Tregarthen, Independent Non-Executive Director; and
- Mr John Whiteman, Independent Non-Executive Director.

Accordingly, even if Ms Tregarthen and Ms Renkin are elected and re-elected at this Meeting, they will still be required to be re-elected at the Spill Meeting (if held) to remain in office after the Spill Meeting (if held).

Each of these Directors would be eligible to stand for re-election at the Spill Meeting, however there is no guarantee that they would do so.

As Mr Owen is the Managing Director of the Company, he is excluded from the requirements under the Corporations Act to seek re-election at the Spill Meeting (if held) and will continue to hold office regardless of the outcome of this Resolution or the Spill Meeting (if held).

7.2. Directors' Recommendation

As each of the above-named Directors would have a personal interest in this Resolution, and will be excluded from voting on the Resolution, the Board unanimously recommends that Shareholders vote against this Resolution, if it is put to the Meeting.

The Chairman of the Meeting intends to vote all "open" proxies against this Spill Resolution if it is put to the Meeting.

SCHEDULE 1: Glossary

The following definitions are used in the Notice of Annual General Meeting and the Explanatory Memorandum:

2025 Annual Report or Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the financial year ended 30 June 2025.

\$ means Australian dollars.

AEST means Australian Eastern Standard Time.

Annual General Meeting or Meeting means the annual general meeting of the Company to be held on Friday, 31 October 2025 pursuant to the Notice of Annual General Meeting.

ASX means ASX Limited ACN 008 624 691 or the securities exchange market operated by the ASX, as the context requires.

Auditor's Reports means the auditor's report on the Financial Report.

Board or **Board of Directors** means the board of Directors of the Company.

Chair or **Chairman** means the chair of the Meeting, proposed to be the chairman of the Company, who is currently Mr Russell Banham.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Eureka Group Holdings Limited ACN 097 241 159.

Constitution means the constitution of the Company, as amended from time to time.

Corporations Act means *Corporations Act 2001* (Cth).

Corporations Regulation means *Corporations Regulations 2001* (Cth).

Directors means the directors of the Company.

Directors' Report means annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities contained in the 2025 Annual Report.

Plan means the Employee Incentive Plan adopted by Shareholders at the 2023 annual general meeting.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum set out in the body of this document.

Key Management Personnel or **KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice of Annual General Meeting or **Notice** means the notice of Annual General Meeting set out in the body of this document.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the section of the 2025 Annual Report that is included under section 300A(1) of the Corporations Act.

Resolution means a resolution set out in the Notice, to be passed by the requisite majority of Shareholders of the Company on a show of hands or by the requisite majority of votes given on a poll.

Shareholder means a holder of Shares in the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

SCHEDULE 2: Summary of the Employee Incentive Plan

A summary of the key terms of the Plan is set out below:

1. Eligibility

A person is eligible to participate in the Plan (**Eligible Participant**) if they have been determined by the Board to be eligible to participate in the Plan from time to time and are an “ESS participant” (as that term is defined in Division 1A of the Corporations Act) in relation to the Company or an associated entity of the Company.

Under the Plan, Eligible Participants may be offered the following awards:

(a) Exempt share awards

Shares granted for no consideration or at a purchase price which is a discount to the then market value of Shares, with the intention that up to \$1,000 (or such other amount which is exempted from tax under the applicable tax acts from time to time) of the total value or discount received by each Eligible Participant and which is taxed upfront will be exempt from tax (subject to the individual facts and circumstances of each Participant, and awards being subject to the minimum holding period set out in Division 83A of the Income Tax Assessment Act 1997 (Cth)).

(b) Salary sacrifice share awards

Shares granted in lieu of remuneration which is conditional on the Eligible Participant and the Company entering into an agreement setting out the terms and conditions of the salary sacrifice arrangement. The Board may determine the amount of the remuneration which may be sacrificed by each Eligible Participant in any Australian income tax year, but that amount may not exceed \$5,000.

(c) Shares

Fully paid ordinary shares in the capital of the Company.

(d) Performance share awards

Shares granted which are subject to performance hurdles, service conditions and exercise conditions (as applicable).

(e) Options

A right to acquire a Share upon satisfaction of applicable performance hurdles, service conditions and exercise conditions (including the payment of the exercise price, if any).

(f) Rights

A right to acquire a Share upon satisfaction of any applicable performance hurdles, service conditions and exercise conditions (other than the payment of an exercise price).

(each an **Award**).

Participation in the Plan is at the Board's discretion.

2. Maximum allocation

Under the Corporations Act, the Company must not make an offer of Awards under the Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:

- (a) the total number of Plan Shares (defined below) that may be issued or acquired upon exercise of the convertible securities offered; plus
- (b) the total number of Plan Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3 year period, would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time (**Corporations Act Limit**).

Plan Shares means all Shares issued or transferred to a participant, including upon the valid exercise of an Award.

The Corporations Act Limit does not apply to an offer of Awards under the Plan in respect of which no monetary consideration is payable (either upfront, or on exercise of convertible securities).

For the purposes of Listing Rule 7.2 Exception 13(b), the maximum number of Awards (irrespective of whether the issue is for monetary consideration or no monetary consideration) that may be issued under the Plan is the number that is otherwise approved by Shareholders from time to time.

3. Restriction on dealing

Rights, options and performance share awards are non-transferable.

4. Vesting conditions

Rights and options

Rights and/or options may only be exercised if:

- (a) the rights and/or options vest in accordance with the applicable performance hurdles and service conditions; and
- (b) the exercise conditions (if any) have been met.

Any right or option that has not vested may not be exercised, unless (subject to applicable laws) the Board exercises its absolute discretion, in circumstances where the Board considers it to be in the best interests of the Company and/or its subsidiaries to:

- (a) vary or waive the relevant performance hurdles, service conditions and/or exercise conditions, and declare the rights and/or options to have vested; or
- (b) bring forward the date upon which rights and/or options may be exercised.

Performance share awards

Performance share awards may only vest in accordance with the applicable performance hurdles and service conditions (if any), unless (subject to applicable laws) the Board exercises its absolute discretion, in circumstances where it considers it to be in the best interests of the Company and/or its subsidiaries to:

- (a) vary or waive the relevant performance hurdles or service conditions, and declare the performance share awards to have vested; or
- (b) bring forward the date upon which the performance share awards may vest.

5. Exercise of rights and options

A right or an option may only be exercised if at the time of exercise:

- (a) the right or option has become vested under the Plan;
- (b) the right or option has not lapsed or been forfeited under the Plan; and
- (c) the exercise price (if any) has been paid to the Company in such manner approved by the Board.

6. Certain rights in relation to rights, options and performance share awards

Any right, option or performance share award held by a participant will not give any right to the participant:

- (a) to receive any dividends declared by any of the Company or its subsidiaries; or
- (b) to receive notice of, or to vote or attend at, a meeting of the Shareholders of any of the Company or its subsidiaries,

until the participant's Shares are issued or transferred (as the case requires) to, and registered in the name of, the participant before the record date for determining entitlements to the dividend or the date of the meeting of Shareholders (as the case may be).

7. Share awards

Exempt share awards

The Company may grant share awards for no consideration or at a purchase price that is a discount to the then market value of Shares, with the intention that up to \$1,000 (or such other amount that is exempted from tax under the Income *Tax Assessment Act 1936* (Cth) and/or the Income *Tax Assessment Act 1997* (Cth) as applicable and amended from time to time) of

the total value or discount received by each participant will be exempt from tax. The Company must offer the Share awards on a non-discriminatory basis in accordance with Division 83A of the *Income Tax Assessment Act 1997* (Cth) as amended from time to time.

Salary sacrifice share awards

Share awards may be offered under a salary sacrifice arrangement in accordance with the terms of the invitation.

8. Holding lock

Any participant's Shares may be subject to a holding lock of up to a maximum of 10 years from the grant date at the Board's absolute discretion. The Board may remove the Holding Lock applying to the Participant's Shares at their discretion in circumstances including, but not limited to, the following:

- (a) in special circumstances such as where the Participant:
 - (i) suffers serious injury or illness;
 - (ii) suffers financial hardship;
 - (iii) is affected by a natural disaster; or
 - (iv) such other material adverse circumstances;
- (b) where the then market value of Participant's Shares exceed the market value of Shares at the grant date; or
- (c) upon the cessation of the Participant's employment.

9. Lapsing and forfeiture

Last vesting date

Rights and options will lapse, and performance share awards will be forfeited if those awards have not vested (and have not otherwise been forfeited), by the last date on which awards are able to vest as specified under the invitation to a participant.

Qualifying event

The Board may waive any vesting conditions where a participant ceases to be employed by the Company or any of its subsidiaries as the result of a qualifying event.

A qualifying event means:

- (a) death;
- (b) serious injury or illness that prohibits continued employment;
- (c) retirement;
- (d) retrenchment; or

- (e) such other circumstances that result in a participant leaving the employment of the Company or any of its subsidiaries and that the Board determines (in its absolute discretion) is a qualifying event.

Forfeiture

Rights, options and performance share awards will be forfeited where:

- (a) the Board determines in its absolute discretion that a participant has acted fraudulently or dishonestly, or is in material breach of his or her obligations to the Company or any of its subsidiaries; or
- (b) a participant ceases to be employed by the Company or any of its subsidiaries other than as a result of a qualifying event, whether or not those awards have vested.

Last exercise date

Rights and options that have vested and that have not been exercised will lapse on the date specified on the invitation to a participant as the last date on which awards are able to be exercised unless those awards have otherwise been forfeited.

10. Rights attaching to Shares issued under the Plan

Ranking of Shares

Each participant's Shares issued under an Award granted pursuant to the Plan will rank equally in all respects with all existing Shares from the date of issue.

Rights and bonus issues

A participant has the right to participate in rights issues and bonus issues by the Company:

- (a) in relation to a participant's Shares that are registered in the participant's name; or
- (b) in the case of exempt share awards or salary sacrifice share awards, that are registered in the name of a trustee, once those share awards are allocated.

Dividends

A participant will have a vested and indefeasible entitlement to any dividends declared and distributed by the Company on participant's Shares that, at the books closing date for determining entitlement to those dividends, are standing to the account of the participant.

Voting rights

A participant may exercise any voting rights attaching to a participant's Shares registered in the participant's name or, in the case of exempt share awards or salary sacrifice share awards, registered in the name of a trustee, once those share awards are allocated to the participant.

11. Adjustment

The Board will:

- (a) reduce the exercise price of rights and/or options (if any) in the event of a rights issue; and/or
- (b) change the number of underlying Shares to which Awards relate in the event of a bonus issue,
in accordance with the Listing Rules.

12. Reorganisation

In the event of a reorganisation of the Company's share capital, the Board of the Company will review and modify the terms of the Awards if required by, and in accordance with, the Listing Rules.

13. Suspension or termination of the Plan

The Plan may be suspended or terminated at any time by resolution of the Board. Suspension or termination of the Plan will not prejudice the accrued rights of participants.

14. Amendment of Plan

Subject to the following paragraph, the Board may at any time amend any provision of the Plan rules.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation, the Listing Rules or to correct manifest error or mistake or for the purpose of enabling participants to receive a more favourable taxation treatment in respect of their participation in the Plan.

LODGE YOUR VOTE



ONLINE

<https://au.investorcentre.mpms.mufg.com>



BY MAIL

Eureka Group Holdings Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

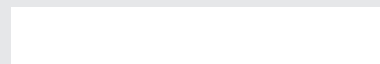
I/We being a member(s) of Eureka Group Holdings Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY



the Chairman of the
Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting
as your proxy, please write the name of the person or
body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEST) on Friday, 31 October 2025 at HPX Group, Level 35, 1 Eagle Street, Brisbane City QLD 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 4 & 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in Favour of Resolutions 1 to 4, and Against Resolution 5 if it is put to the Meeting.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

1 Remuneration Report

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Conditional Spill Resolution

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Election of Ms Carolyn Tregarthen
as Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Re-election of Ms Sue Renkin as
Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Approval to issue Performance
Rights to Managing Director,
Mr Simon Owen

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

EGH PRX2501C

For personal use only



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufig.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufig.com/en/mufig-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Wednesday, 29 October 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufig.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufig.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Eureka Group Holdings Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

For personal use only