

EUREKA GROUP HOLDINGS LIMITED
ABN 15 097 241 159

NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY MEMORANDUM

Date of Meeting: 23 November 2017
Time of Meeting: 11:00am (Brisbane time)
Place of Meeting: Brisbane Club, Private Room,
Level 4, 241 Adelaide Street,
Brisbane QLD 4000

This Notice of Annual General Meeting should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

**NOTICE OF ANNUAL GENERAL MEETING
EUREKA GROUP HOLDINGS LIMITED ABN 15 097 241 159**

Notice is given that the Annual General Meeting of shareholders of **Eureka Group Holdings Limited ABN 15 097 241 159 (Company or EGH)** will be held at Brisbane Club, Private Room, Level 4, 241 Adelaide Street, Brisbane QLD 4000 on 23 November 2017 at 11:00am (Brisbane time).

AGENDA

BUSINESS

- Item 1 is not required to be voted on as a Resolution.
- Item 2 will be proposed as a non-binding ordinary Resolution.
- Item 3 will be proposed as an ordinary Resolution.
- Item 4 will be proposed as an ordinary Resolution.
- Item 5 will be proposed as an ordinary Resolution.

ORDINARY BUSINESS

ITEM 1 – ANNUAL REPORT

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Comprehensive Income, Statement of Financial Position, Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2017.

ITEM 2 – ADOPT REMUNERATION REPORT

To consider and, if thought fit, pass the following as a non-binding ordinary Resolution:

"That the Remuneration Report for the year ended 30 June 2017 (as set out in the Directors Report) be adopted."

The vote on this Item 2 is advisory only and does not bind the Directors or the Company.
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ITEM 3 – RE-ELECTION OF ROBIN LEVISON AS A DIRECTOR

To consider and, if thought fit, pass the following resolution, as an ordinary Resolution:

"That Mr. Robin Levison who retires in accordance with Clause 16.1 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

SPECIAL BUSINESS

ITEM 4 – INCREASE TOTAL AGGREGATE REMUNERATION OF NON-EXECUTIVE DIRECTORS' FEES

To consider and, if thought fit, to pass the following resolution as an ordinary Resolution for the purpose of increasing the total aggregate remuneration of Non-Executive Directors' fees:

"That in accordance with rule 13.3 of the Constitution, ASX Listing Rule 10.17 and for all other purposes, approval be given to the company to increase the total aggregate remuneration of non-executive directors' fees to \$450,000."

ITEM 5 – ADOPTION OF THE EUREKA OMNIBUS EQUITY PLAN

To consider and, if thought fit, to pass the following resolution, as an ordinary Resolution:

*"That, for the purposes of ASX Listing Rule 7.2 and for all other purposes, approval be given for the Company to adopt the Eureka Omnibus Equity Plan (the **Omnibus Plan**) as described in the Explanatory Memorandum."*

GENERAL BUSINESS

To transact any business that may be properly brought before the meeting.

For further information, please refer to the Explanatory Memorandum which forms part of this Notice of Meeting.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'O. Schweizer', with a stylized flourish extending from the end.

Oliver Schweizer
Company Secretary
23 October 2017

Voting Exclusion Statements

- | | |
|--------|---|
| Item 2 | The Corporations Act prohibits any votes being cast on this Resolution by or on behalf of a person who is disclosed in the Remuneration Report as a member of the key management personnel of the Company (including the Directors and the Chairman) or a closely related party of that key management personnel. However, such a person may cast a vote on this Resolution as a proxy for a person who is permitted to vote and the appointment of the proxy specifies the way the proxy is to vote on the Resolution. |
| Item 4 | The Company will disregard any votes on this Resolution cast by the Directors and any of their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decided. |
| Item 5 | The Company will disregard any votes cast by Directors who are eligible to participate in the Omnibus Plan. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form, to vote as the proxy decides. |

NOTES

Appointing a proxy

A Shareholder who is entitled to attend and vote at the meeting has the right to appoint a proxy to attend and vote at the Meeting on their behalf. There is a proxy form included with this notice. A proxy need not be a member of the Company. A proxy may be an individual or a body corporate.

A Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If proportions or number are not specified, each proxy can exercise half the available votes. If you require a second proxy form please contact the Share Registry on 1300 554 474 or from overseas +61 2 8280 7454.

For an appointment of a proxy to be effective, the proxy's appointment (and, if the appointment is signed by an attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company by 11:00am (Brisbane time) on 21 November 2017.

A reply envelope is enclosed for the return of your proxy form. Alternatively, you can send in your proxy form to the Company by doing any of the following:

- Faxing it to + 61 2 9287 0309; or
- Delivering it to the Company's share registry (Link Market Services Limited) at Level 12, 680 George Street, Sydney, NSW, 2000; or
- Posting it to the Company's share registry (Link Market Services Limited) at Locked Bag A14, Sydney South NSW 1235, Australia.

Corporate Shareholders

Corporate Shareholders wishing to appoint a representative to attend the Meeting on their behalf must provide that person with a properly executed letter confirming that they are authorised to act as the company's representative. The authorisation may be effective either for this Meeting only or for all meetings of the Company.

Eligibility to vote at the Meeting

The Company has determined, for the purposes of voting at the Meeting, that the Company's shares are taken to be held by those Shareholders registered at 7:00pm (Sydney time) on 21 November 2017.

Registration

If you are attending the Meeting, please bring your personalised proxy form with you. If you do not bring your form, you will still be able to attend the Meeting, but upon registration, representatives from the Company will need to verify your identity.

How undirected proxies held by the Chairman of the Meeting will be voted

The Chairman of the Company will chair the Meeting and will vote undirected proxies where a Shareholder appoints the Chairman of the meeting as the Shareholder's proxy in favour of all of the Resolutions. The Company encourages all Shareholders who submit proxies to direct their proxy how to vote on each Resolution.

EXPLANATORY MEMORANDUM EUREKA GROUP HOLDINGS LIMITED ABN 15 097 241 159

This Explanatory Memorandum is provided to Shareholders of the Company to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at Brisbane Club, Private Room, Level 4, 241 Adelaide Street, Brisbane QLD 4000 on 23 November 2017 at 11:00am (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

ITEM 1 – ANNUAL REPORT

The Company's Annual Report comprising the Directors' Report and the Auditors' Report, Directors' Declaration, Statement of Comprehensive Income, Statement of Financial Position, Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2017 were released to ASX on 24 August 2017.

The Company will take Shareholders' questions and comments about the management of the Company. The auditor of the Company will be available to take shareholders' questions and comments about the conduct of the audit and the preparation and content of the auditor's report. The financial report and other items referred to in Item 1 will be laid before the meeting in accordance with the Corporations Act. No voting is required for this Item.

ITEM 2 – ADOPT REMUNERATION REPORT

The Board has submitted its Remuneration Report to shareholders for consideration and adoption by way of a non-binding ordinary Resolution.

The Remuneration Report is set out in the Directors' section of the Annual Report. The report:

- explains the Board's policy for determining the nature and amount of remuneration of directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- details and explains any performance conditions applicable to the remuneration of the executive Directors and senior executives of the Company.

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

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report. A vote on this Resolution is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, Shareholders will then vote to determine whether the Directors will need to stand for re-election. If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

At the Company's last annual general meeting, the votes cast against the remuneration report represented less than 25% of the total votes cast.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of adopting the Remuneration Report.

ITEM 3 – RE-ELECTION OF ROBIN LEVISON AS A DIRECTOR

In accordance with Clause 16.1 of the Company's Constitution, Mr. Robin Levison retires as a director of the Company and offers himself for re-election.

Mr. Levison was first appointed to the Company's Board on 24 December 2013 and was last re-elected on 24 November 2014. Mr. Levison is currently a non-executive Director and Chair of the Board.

Board members are selected for their individual qualities, relevant background in business and experience, both local and global, experience with relevant stakeholder groups and for the contribution they make to the Company's overall Board composition. In considering the overall Board composition, the Company seeks to balance a variety of skills, professional backgrounds, stakeholder experience and personal attributes. It is important for the Company to have committed and appropriately selected Directors for the successful operation of its business and the creation of shareholder value.

Mr Levison holds a Masters of Business Administration from the University of Queensland and is a member of Chartered Accountants Australia and New Zealand. Robin has 15 years of Public Company Management experience. During this time, he served as Managing Director at Industree Limited and Spectrum Resources and has held senior roles at KPMG, Barclays Bank and Merrill Lynch. Robin is also the Chair of the University of Queensland Business, Economics and Law Alumni Ambassador Council and is a Graduate and Fellow of Australian Institute of Company Directors.

Other Listed company directorships in the last 3 years: PPK Group Limited.

Directors' recommendation

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

ITEM 4 – INCREASE TOTAL AGGREGATE REMUNERATION OF NON-EXECUTIVE DIRECTORS' FEES

In accordance with Rule 13.3 of the Company's Constitution and ASX Listing Rule 10.17, Resolution 4 proposes to increase the total aggregate remuneration of non-executive directors' fees by \$200,000 to \$450,000.

The proposed increase to the total aggregate remuneration of non-executive director fees, provides the Board with the flexibility to appoint additional non-executive directors, consistent with the growth of the Company and allowing for broadening the skill base of the Board collectively.

The Board is not proposing any increase to the existing non-executive directors' remuneration at this time.

As detailed in the 2017 Annual Report, the current fees paid to non-executive directors are as follows:

Chairman	\$120,000
Non-Executive Directors	\$60,000 each

Item 4 proposes the increase of the total aggregate amount of non-executive directors' fees to \$450,000.

In the preceding three years (as at 12 October 2017), the following securities have been issued to non-executive Directors under Listing Rule 10.11 or 10.14 with the approval of Shareholders:

Issue date	Issued to	Securities issued
2 April 2015 (approved by Shareholders on 23 March 2015)	Kathlac Pty Ltd ATF McIntosh Family Trust (Mr Lachlan McIntosh is a director and trust beneficiary of this entity)	530,135 Shares

Directors' recommendation

As the Directors' have an interest in this Resolution they will abstain from offering a recommendation for Item 4.

ITEM 5 – ADOPTION OF THE EUREKA OMNIBUS EQUITY PLAN

The Board is seeking Shareholder approval to introduce a comprehensive equity plan referred to as the Eureka Omnibus Equity Plan (the **Omnibus Plan**). The Omnibus Plan will allow the Board to issue a range of incentive awards with the purpose of providing competitive, performance based remuneration in alignment with the interest of shareholders. The Omnibus Plan will operate in accordance with the terms of the Eureka Omnibus Equity Plan Trust Deed under which the Trustee may subscribe for or acquire, deliver, allocate or hold shares for the benefit of the participant.

Participants will be able to access the relevant taxation concessions available under the *Income Tax Assessment Act 1997* (ITAA 1997). If this Resolution is passed the Board may grant awards under the Omnibus Plan in respect of the 2018 Financial Year long term incentive program.

ASX Listing Rule 7.1 provides that, subject to certain exceptions, the Company may only issue equity securities up to 15% of the number of Shares on issue as at the date 12 months prior to the issue of the equity securities without Shareholder approval.

ASX Listing Rule 7.2 exception 9 provides that ASX Listing Rule 7.1 does not apply to the issue of equity securities by the Company under an employee incentive scheme, if the scheme was established before the entity listed and a summary of the terms were included in the prospectus, or if the scheme has been approved by securityholders within three years from the date of issue of the relevant securities.

The Company is seeking approval to exempt future issues of equity securities under the Omnibus Plan to be exempt from the 15% capacity under ASX Listing Rule 7.1 in accordance with ASX Listing Rule 7.2 exception 9. As at the date of this Notice of Meeting, no awards have been made under the Omnibus Plan.

Terms of the Omnibus Plan

The key terms of the Omnibus Plan are as follows:

Eligibility

Under the Omnibus Plan, eligible employees and officers (including Non-Executive Directors) may be offered the following awards:

1. Exempt share awards or salary sacrifice share awards;
2. Performance Share Awards;
3. Options; or
4. Rights.

Participation in the Omnibus Plan is at the Board's discretion and no individual has a contractual right to participate in it or to receive any guaranteed benefits.

Restriction on dealing

Rights, Options and Performance Share Awards are non-transferable.

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 its related bodies corporate 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, 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.

If instructed to do so in writing by the Board, each participant will take all necessary actions and enter into all necessary documentation to give effect to the re-designation of a Performance Share Award that has vested to be a share.

Plan limit

No invitation will be made if the number of Shares that have been or would be issued in any of the following circumstances in aggregate would exceed 5% of the total number of Shares on issue at the date of the invitation:

- a) the number of participant's Shares that may be issued, transferred or granted if all awards under the Omnibus Plan were exercised; and
- b) the number of Shares that were, or may be, issued as a result of offers made at any time during the previous 3 year period:
 - I. under any other Company employee incentive scheme covered by an applicable class order issued by ASIC; and
 - II. any ASIC exempt arrangement of a similar kind to an employee incentive scheme (as defined in the ASIC class order).

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 Omnibus Plan;
- b) The Right or Option has not lapsed or been forfeited under the Omnibus Plan; and
- c) The Exercise Price (if any) has been paid to the Company in such manner approved by the Board.

Certain rights in relation to Rights, Options and Performance

Any Right, Option or Performance Share 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).

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.

Holding lock

Any participant's Share 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 a participant's Shares at its discretion.

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 its related bodies corporate 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 its related bodies corporate 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 its related bodies corporate; or
- b) a participant ceases to be employed by the Company or its related bodies corporate 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 or unless that date has been extended.

Rights attaching to Shares issued under the Omnibus Plan

Ranking of Shares

Each participant's Shares issued under an award granted pursuant to the Omnibus 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.

Suspension or Termination of the Omnibus Plan

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

Adjustment

The Board will:

- (a) reduce the exercise price of Rights and/or Options (if any) in the event of a new 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.

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.

Directors' Recommendation

The Directors recommends that Shareholders vote in favour of the Resolution.

Supplementary Information for Shareholders

In respect of the 2018 Financial Year, the Board is planning to issue Options and Rights to the Chief Executive Officer and the Chief Financial Officer as part of the executive remuneration incentive plan, with the key terms outlined below.

Options

Options will be issued with an exercise price represented by the volume weighted average share price of Shares over the 30 trading days following the announcement of the company's 2017 results. Options will be capable of vesting 3 years from the grant date subject to the Share price being at 75c or greater on 10 trading days in any 20 sequential trading days following the grant date.

While the Share price hurdle may be met, the Options will not be capable of being exercised until the 4 year service condition has been met by the executive.

Rights

Rights will be issued at face value having regard to the volume weighted average share price of Shares over the 30 trading days following the announcement of the Company's 2017 results. The Rights award will be divisible into two tranches of equal value, both tranches being subject to the company's Shares achieving a total shareholder return compared to the constituents of the All Ordinaries Small Cap Index excluding companies in the materials, industrials, energy and utilities sectors.

30% of the Rights in each tranche will vest when the company's total shareholder return is equivalent to the median return of the constituents of the above index with 100% vesting when the company's total shareholder return is at the 75th percentile of the constituents of the index. Vesting between the median and 75th percentile will be on a straight-line proportional basis.

Should the Performance Hurdle not be met in respect of the first tranche, the Rights will be re-tested at the end of the fourth year and vest in accordance with the schedule described above. All unvested Rights at the end of the fourth year will lapse.

The Board has determined that they will review the appropriateness of an absolute Share price hurdle and the relative total shareholder return hurdle in respect of any awards to be granted in the 2019 Financial Year. The issue and exercise price will be based on the volume weighted average share price over the 30 trading days following the announcement of the company's 2018 annual results.

No Options or Rights are proposed to be issued to the Directors at this time. Any future awards proposed to be made to Directors will require Shareholder approval in accordance with the ASX Listing Rules.

A copy of the Eureka Omnibus Equity Plan is set out on the Company's website at www.eurekagroupholdings.com.au.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Robin Levison (Chairman) on (07) 5568 0205

GLOSSARY

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

Annual General Meeting means the general meeting of the Company to be held on 23 November 2017 pursuant to the Notice of Annual General Meeting;

ASIC means the Australian Securities and Investments Commission;

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

ASX Listing Rule means the official listing rules of the ASX;

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

Business Day means a day which is not a Saturday, Sunday or public holiday in Sydney;

Chairman means the chairman of the Company, who is currently Robin Levison;

Company or **EGH** 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);

Directors means the directors of the Company;

Exercise Condition means any criteria, requirements or conditions determined by the Board in accordance with the Omnibus Plan and set out in an invitation to a participant;

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

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

Omnibus Plan means the Eureka Omnibus Equity Plan, being the subject of Resolution 5;

Option means a right to acquire a Share upon satisfaction of any applicable Performance Hurdles, Service Conditions and Exercise Conditions (including the payment of the exercise price, if any) in accordance with the terms set out in the Omnibus Plan and the Invitation;

Performance Hurdle means any performance based criteria, requirements or conditions determined by the Board and set out in the invitation to a participant in accordance with the Omnibus Plan;

Performance Share Award means a Share granted under the Omnibus Plan, which is subject to Performance Hurdles, Service Conditions and Exercise Conditions in accordance with the terms set out in the Omnibus Plan and the Invitation;

Qualifying Event has the meaning given in Item 5 of the Explanatory Memorandum.

Remuneration Report means the section of the Annual Report for the 2017 financial year that is included under section 300A(1) of the Corporations Act;

Resolution means a resolution 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;

Service Condition means any time-based criteria, requirements or conditions determined by the Board and set out in the invitation to a participant in accordance with the Omnibus Plan;

Share means a fully paid ordinary share in the issued capital of the Company and **Shares** means any two or more of them;

Shareholder means a holder of a Share; and

Share Right means 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) in accordance with the terms set out in the Omnibus Plan and the invitation to a participant.



eureka
GROUP HOLDINGS

ABN 15 097 241 159

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Eureka Group Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Eureka Group Holdings Limited and entitled to attend 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 **11:00am on Thursday, 23 November 2017 at Brisbane Club, Private Room, Level 4, 241 Adelaide Street, Brisbane QLD 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 4 and 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 4 and 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 each item of business.

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

For Against Abstain*

- 2 Adopt Remuneration Report
- 3 Re-Election of Robin Levinson as a Director
- 4 Increase total aggregate remuneration of Non-Executive Director' Fees
- 5 Adoption of the Eureka Omnibus Equity Plan

☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐



* 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 PRX1701C



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 attend 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:

- (a) 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
- (b) 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" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

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 **11:00am on Tuesday, 21 November 2017**, 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

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the 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) as shown on the front of the Proxy Form).



BY MAIL

Eureka Group Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

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

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