

27 October 2022

Inderpit Singh  
ASX Limited  
Level 6, Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

Dear Mr Singh

## **Eureka Group Holdings Limited (ASX:EGH) – Cleansing notice in respect of accelerated non-renounceable pro-rata entitlement offer**

### **Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)**

This notice is given by Eureka Group Holdings Limited ACN 097 241 159 (**Company**).

This notice is given in accordance with section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**), as modified by Australian Securities and Investments Commission's Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Legislative Instrument**).

### **Background**

The Company has announced an accelerated non-renounceable pro-rata entitlement offer (comprising both institutional and retail components) to raise up to approximately \$28.244 million (**Entitlement Offer**).

The Entitlement Offer will involve the offer of approximately 60,075,308 million fully paid ordinary shares in the Company (**New Shares**) on the basis of 1 New Share for every 4 Shares held by shareholders (**Shareholders**) in the Company at 7.00pm (AEST) on Monday, 31 October 2022 at an issue price of \$0.47 per New Share.

The Entitlement Offer is underwritten by MA Moelis Advisory Australia Pty Limited and Taylor Collison Limited (together, the **Underwriters**).

### **Cleansing notice in respect of the Entitlement Offer**

With respect to the Entitlement Offer, the Company advises that:

- (a) the New Shares will be offered without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act, as modified by the Legislative Instrument;
- (c) as at the date of this notice, the Company has complied with:

- i. the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
  - ii. sections 674 and 674A of the Corporations Act as it applies to the Company;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) or 708AA(9) of the Corporations Act, which is required to be set out under section 708AA(7) of the Corporations Act;
- (e) the potential effect of the issue of the New Shares pursuant to the Entitlement Offer on the control of the Company and the consequences of that effect will depend on a number of factors, including the extent to which Shareholders take up New Shares under the Entitlement Offer and are described below.
- i. if all Shareholders take up their entitlements under the Entitlement Offer, then there will be no dilution pursuant to the Entitlement Offer;
  - ii. if 50% of Shareholders take up their entitlements under the Entitlement Offer, then new investors may receive 30,037,654 New Shares (being 10% of shares on issue in Eureka following the Entitlement Offer)<sup>1</sup> and the interests of those Shareholders who do not take-up their entitlements under the Entitlement Offer will be further diluted;
  - iii. if 25% of Shareholders take up their entitlements under the Entitlement Offer, then new investors may receive 45,056,481 New Shares (being 15% of shares on issue in Eureka following the Entitlement Offer)<sup>2</sup> and the interests of those Shareholders who do not take-up their entitlements under the Entitlement Offer will be further diluted; and
  - iv. if no Shareholders take up their entitlements under the Entitlement Offer, then new investors may receive 60,075,308 New Shares (being 20% of shares on issue in Eureka following the Entitlement Offer)<sup>3</sup> and the interests of those Shareholders who do not take-up their entitlements under the Entitlement Offer will be further diluted;
- (f) the current level of holdings of the substantial shareholders in the Company (based on substantial shareholder notices provided to the Company and lodged with ASX prior to the date of this notice or as otherwise known to the Company) is as follows:

Substantial Shareholder	Existing Shares <sup>1</sup>	Voting power prior to Entitlement Offer (%)	Entitlement
NAOS Asset Management Limited ( <b>NAOS</b> )	49,888,002	20.76%	12,472,000
Cooper Investors Pty Limited ( <b>Cooper</b> )	32,934,541	13.71%	8,233,635
Tribeca Investment Partners ( <b>Tribeca</b> )	25,365,406	10.56%	6,341,351
Ethical Partners Funds	23,085,250	9.61%	5,771,312

<sup>1</sup> Assuming Eureka raises the maximum amount under the Entitlement Offer of \$28.2M and has 240,301,231 shares on issue before the Entitlement Offer.

<sup>2</sup> Assuming Eureka raises the maximum amount under the Entitlement Offer of \$28.2M and has 240,301,231 shares on issue before the Entitlement Offer.

<sup>3</sup> Assuming Eureka raises the maximum amount under the Entitlement Offer of \$28.2M and has 240,301,231 shares on issue before the Entitlement Offer.

Substantial Shareholder	Existing Shares <sup>1</sup>	Voting power prior to Entitlement Offer (%)	Entitlement
Management Pty Ltd ( <b>Ethical</b> )			
Charter Hall Property Securities Management Limited ( <b>CH</b> )	19,706,125	8.20%	4,926,531
Australian Retirement Trust Pty Ltd ( <b>RT</b> )	17,881,208	7.44%	4,470,302

It is not anticipated that any other shareholder or potential investor will increase their relevant interest above 20% as a result of participating in the Entitlement Offer.

Yours faithfully

Murray Boyte  
*Executive Chairman*  
**Eureka Group Holdings Limited**

For further information contact:

**Eureka Group Holdings Limited**

Murray Boyte

Executive Chairman

+61 7 5568 0205

## About Eureka Group Holdings Limited

### About Eureka Group Holdings Limited

Eureka Group Holdings Limited (**Eureka**) focuses on providing quality and affordable rental accommodation for independent seniors within a comfortable community environment. Eureka owns 33 villages, 5 of which are owned in a joint venture and an additional 8 villages under management, representing 2,250 units.

Australia's ageing population presents significant challenges in providing affordable housing and care services to our senior citizens. Eureka is positioned for exponential growth in the provision of affordable rental housing, making a contribution to a growing social issue whilst returning value to shareholders.

**Website:** [www.eurekagroupholdings.com.au](http://www.eurekagroupholdings.com.au)

### For more information:

Murray Boyte, Executive Chair

Cameron Taylor, Chief Executive Officer

**Executive Chair**

**Chief Executive Officer**

+61 7 5568 0205

+0437 490 557

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