

ASX ANNOUNCEMENT

17 April 2024

Substantial Shareholder and Eureka Directors Reject Unconditional Aspen Offer

The Board of Directors of Eureka Group Holdings Limited (ASX: EGH) (**Eureka**) notes the second supplementary bidder's statement lodged by Aspen Group Limited (**Aspen**) on 16 April 2024 (**Second Supplementary Bidder's Statement**) declaring that its unsolicited all-scrip takeover offer to acquire all of the shares in Eureka for 0.26 Aspen securities for every one Eureka share is now unconditional.

The Eureka Board has received written notice from Filetron Pty Ltd as trustee for Hunter Discretionary Trust (**Filetron**), which holds 19.44% of Eureka shares,¹ stating its position remains unchanged and that **it will not accept** Aspen's offer as set out in Aspen's replacement bidder's statement dated 15 March 2024 (**Bidder's Statement**) and as supplemented by the Second Supplementary Bidder's Statement (**Offer**).

Filetron has consented to being named and to having its statement not to accept the Offer referred to in this announcement.

The Eureka Directors who hold or control Eureka shares have also advised the Board that they **will not accept** the Offer in relation to all Eureka shares they own or control, being 2.3% of Eureka shares.

The Eureka Board continues to conclude that the Offer is inadequate, materially undervalues Eureka shares and is not in the best interests of Eureka shareholders. Shareholders who accept the Offer will be receiving Aspen securities with an implied value materially LESS than the current price of Eureka shares. Based on the last closing price of Aspen securities prior to the date of this announcement, the implied value of the Offer is \$0.450² per Eureka share which is materially less than the current price at which Eureka shares trade on the ASX of \$0.530³ (representing a 15.1% discount).

Given Filetron and the Eureka Directors will not accept the Offer:

- Aspen will not be able to achieve the 90% threshold needed to compulsorily acquire all Eureka shares during the Offer period. This means that the purported merger benefits, including estimated synergies, claimed by Aspen will not be attainable; and
- Scrip-for-scrip roll-over relief will not be available to Eureka shareholders who accept the Offer.

The Independent Expert's Report by Lonergan Edwards & Associates Limited (**Independent Expert**), contained in Eureka Target's Statement dated 8 April 2024, concluded the Aspen offer outlined in the Bidder's Statement is **neither fair nor reasonable** for Eureka shareholders not associated with Aspen.

¹ Based on Filetron's notice of change of interests of substantial holder dated 5 April 2024.

² Based on the closing price of Aspen securities of \$1.730 as at 16 April 2024.

³ Based on the closing price of Eureka shares of \$0.530 as at 16 April 2024.

The Independent Expert has confirmed to Eureka that the Second Supplementary Bidder's Statement does not impact its opinion and the Independent Expert continues to conclude that the Offer is **neither fair nor reasonable** for Eureka shareholders not associated with Aspen.

The Directors continue to unanimously recommend that shareholders **REJECT THE OFFER** and **IGNORE ALL DOCUMENTS** sent to them by Aspen.

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

-Ends-

For further information:

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