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

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EUREKA GROUP HOLDINGS LIMITED

ANNUAL GENERAL MEETING

The Eureka Group Holdings Limited Annual General Meeting (**AGM**) will be held on Friday, 30 October 2026 at 10:00 am (AEST | 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 (AEST | Brisbane Time) on Wednesday, 28 October 2026. 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:
The office of Morgans, Riverside Centre,
Level 29, 123 Eagle Street, Brisbane City QLD 4000

COMMUNICATION PREFERENCE

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/

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eureka Group

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, 30 October 2026

TIME: 10:00 am (AEST)

PLACE: Morgans, Riverside Centre, Level 29/123 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 6:00 pm (AEST) on Wednesday, 28 October 2026.

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

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30 September 2026

Dear Shareholder,

2026 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 2026 Annual General Meeting (**Meeting**) which will be held in person at the offices of Morgans, Riverside Centre, Level 29/123 Eagle Street, Brisbane City QLD 4000 at 10:00 am (AEST) on Friday, 30 October 2026.

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.mufg.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 - 2026 Annual General Meeting

Vote and Ask Questions

Shareholders or Proxyholders can attend the meeting in person at the offices of Morgans, Riverside Centre, Level 29/123 Eagle Street, Brisbane City QLD 4000 at 10:00 am (AEST) on Friday, 30 October 2026.

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.mufg.com/.

All proxy instructions are to be received by the Company's share registry by 10:00 am (AEST) on Wednesday, 28 October 2026 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@source.com.au by 5:00 pm (AEST) on Friday, 23 October 2026.

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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 Morgans, Riverside Centre, Level 29/123 Eagle Street, Brisbane City QLD 4000 at 10:00 am (AEST) on Friday, 30 October 2026 (**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 2026 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2026, 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 and Special Resolutions

Resolution 1: Remuneration Report

To consider and, if thought fit, pass the following resolution as an **advisory** 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 2026 in accordance with section 250R(2) of the Corporations Act 2001 (Cth)."

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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: Re-election of Mr Greg Paramor AO as Director

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

"That, Mr Greg Paramor, who retires at the conclusion of the Meeting in accordance with ASX Listing Rule 14.4 and Rule 9.2 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 3: Re-election of Mr Russell Banham as Director

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

"That, Mr Russell Banham, who retires at the conclusion of the Meeting in accordance with ASX Listing Rule 14.4 and Rule 9.2 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: Renewal of the Omnibus Equity Plan

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

"That, pursuant to ASX Listing Rule 7.2, Exception 13, and for all other purposes, Shareholders approve the renewal of the Company's Omnibus Equity Plan (previously approved by Shareholders at the 2023 Annual General Meeting), on the terms set out in the Explanatory Memorandum."

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

Resolution 5: Approval of Potential Termination Benefits under the Omnibus Equity Plan

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

"That, for a period commencing from the date this Resolution is passed and ending on the third anniversary of that date, approval be given for all purposes, including Part 2D.2 of the Corporations Act 2001 (Cth), for the giving of benefits to any current or future person holding a managerial or executive office of the Company or a related body corporate in connection with

that person ceasing to hold such office, in relation to equity-based incentives issued under the Company's Omnibus Equity Plan, on the terms set out in the Explanatory Memorandum."

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

Resolution 6: Renewal of Proportional Takeover Provisions in the Constitution

To consider and, if thought fit, pass the following resolution as a **special** resolution:

"That, for the purposes of section 648G(4) and section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the renewal of the proportional takeover approval provisions contained in the Company's Constitution, for a further period of three years from the date of approval of this Resolution, be approved."

Note: There are no voting exclusions on this resolution.

Resolution 7: Approval to issue FY25 Deferred STI Shares to Managing Director and Chief Executive Officer, Mr Simon Owen

To consider and, if thought fit, pass 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 issue of up to 537,842 Shares to Mr Simon Owen, Managing Director and Chief Executive Officer (or his nominee), being the FY25 Deferred STI Shares granted under the Company's Omnibus Equity Plan, 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 8: Approval to issue FY26 Deferred STI Shares to Managing Director and Chief Executive Officer, Mr Simon Owen

To consider and, if thought fit, pass 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 issue of up to 529,412 Shares to Mr Simon Owen, Managing Director and Chief Executive Officer (or his nominee), being the FY26 Deferred STI Shares to be granted under the Company's Omnibus Equity Plan, 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 9: Approval to issue LTI Performance Rights to Managing Director and Chief Executive Officer, Mr Simon Owen

To consider and, if thought fit, pass 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 grant of up to 1,032,887 Performance Rights to Mr Simon Owen,

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Managing Director and Chief Executive Officer (or his nominee), under the Company's Omnibus Equity Plan, on the terms outlined in the Explanatory Memorandum."

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

BY ORDER OF THE BOARD

DPetravicius

Daniel Petravicius
Company Secretary
30 September 2026

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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 6:00 pm (AEST) on Wednesday, 28 October 2026 (**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 2026 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 9 (inclusive). In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote all undirected proxies in favour of Resolutions 1 to 9 (inclusive).

VOTING EXCLUSION STATEMENTS

Resolution 1 (Remuneration Report)

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 (Re-election of Mr Greg Paramor as Director)

No voting exclusions apply.

Resolution 3 (Re-election of Mr Russell Banham as Director)

No voting exclusions apply.

Resolution 4 (Renewal of the Omnibus Equity Plan)

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, or 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:

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(a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such 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 Chair; 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.

Resolution 5 (Approval of Potential Termination Benefits under the Omnibus Equity Plan)

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 a Director of the Company or an associate of a Director who would be a beneficiary of the approval.

Section 250BD of the Corporations Act also applies to Resolution 5, as described above in the voting exclusions for Resolution 4.

Resolution 6 (Renewal of Proportional Takeover Provisions in the Constitution)

No voting exclusions apply.

Resolution 7 (Approval to issue FY25 Deferred STI Shares to Managing Director and Chief Executive Officer, 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 Plan, and an associate of that person or those persons.

Section 250BD of the Corporations Act also applies to Resolution 7, as described above in the voting exclusions for Resolution 4.

Resolution 8 (Approval to issue FY26 Deferred STI Shares to Managing Director and Chief Executive Officer, 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 Plan, and an associate of that person or those persons.

Section 250BD of the Corporations Act also applies to Resolution 8, as described above in the voting exclusions for Resolution 4.

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Resolution 9 (Approval to issue LTI Performance Rights to Managing Director and Chief Executive Officer, 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 Plan, and an associate of that person or those persons.

Section 250BD of the Corporations Act also applies to Resolution 9, as described above in the voting exclusions for Resolution 4.

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@source.com.au by 5:00 pm (AEST) on Friday, 23 October 2026.

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.

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- 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, 28 October** 2026 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 by 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.

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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 Morgans, Riverside Centre, Level 29/123 Eagle Street, Brisbane City QLD 4000 at 10:00 am (AEST) on Friday, 30 October 2026.

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 2026 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the Company's 2026 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, 23 October 2026 (AEST).

Please send any written questions for the auditors to:

The Company Secretary
Eureka Group Holdings Limited
Level 12, 120 Edward Street,
Brisbane City, QLD, Australia, 4000

or via email to: cosec@source.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 2026.

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**).

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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 – Re-election of Mr Greg Paramor AO as Director

4.1. General

Rule 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.

Mr Greg Paramor, Non-Executive Director of the Company, was last re-elected as a Director on 26 October 2023. Accordingly, Mr Paramor retires as a Non-Executive Director in accordance with the requirement of Rule 9.2 of the Constitution and ASX Listing Rule 14.4. Being eligible, he offers himself for re-election.

4.2. Voting Consequences

If Resolution 2 is passed, Mr Paramor 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 2 is not passed, Mr Paramor will not be re-elected as a Director and will cease office from the close of the Meeting.

4.3. Biography

Mr Paramor has extensive property expertise with more than 50 years' experience in the real estate and fund management industry. He was the co-founder of Growth Equities Mutual, Paladin Australia and the James Fielding Group. He was the CEO of Mirvac Group between 2004 and 2008 before becoming the Managing Director of Folkestone Limited, a specialist property funds management group. Mr Paramor is currently a non-executive director of ASX-listed Charter Hall Group, a board member of the Sydney Swans, the Chair of BackTrack Youth Works, a Trustee of The Nature Conservancy (Australia) and a board member of the Garvan Research Foundation. He was awarded an Officer in the General Division (AO) of the Order of Australia in January 2015.

Mr Paramor is a Director and Shareholder of Leftfield Investments Pty Ltd, Trustee of Eureka Villages WA Fund, and a Non-Executive Director and Shareholder of Providence Wealth Advisory Group, which is an investor of Eureka Villages WA Fund.

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4.4. Independence

Mr Greg Paramor was first appointed as an Independent Non-Executive Director on 19 June 2020 and was last re-elected as a Director on 26 October 2023.

If re-elected, the Board considers Mr Paramor to be an independent Director. He 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, his 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 Mr Paramor abstaining) recommend that Shareholders vote in favour of this Resolution.

5. Resolution 3 – Re-Election of Mr Russell Banham as Director

5.1. General

Rule 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.

Mr Russell Banham, Non-Executive Chairman of the Company, was last re-elected as a Director on 26 October 2023 and was appointed as Non-Executive Chairman on 25 February 2025. Accordingly, Mr Banham retires as a Non-Executive Director in accordance with the requirement of Rule 9.2 of the Constitution and ASX Listing Rule 14.4. Being eligible, he offers himself for re-election.

5.2. Voting Consequences

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

5.3. Biography

Mr Banham is an experienced company director with a demonstrated history of working in various industries including mining and metals, property development and management, manufacturing and gaming and hospitality. He is skilled in financial management, risk management and corporate governance. He was an audit partner and had functional leadership responsibilities at Deloitte, Ernst & Young and Andersen. Mr Banham also served as an

independent non-executive director of HKSE-listed MGM China Holdings Limited and was a member of the Audit and Risk Management Committee of the Queensland Audit Office.

5.4. Independence

Mr Russell Banham was appointed as an Independent Non-Executive Director on 21 November 2018 and was last re-elected as a Director on 26 October 2023.

If re-elected, the Board considers Mr Banham to be an independent Director. He 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, his 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 Mr Banham abstaining) recommend that Shareholders vote in favour of this Resolution.

6. Resolution 4 – Renewal of the Omnibus Equity Plan

6.1. General

Resolution 4 seeks Shareholder approval for the renewal of the Company's Omnibus Equity Plan (**Plan**).

The Plan was approved by Shareholders at the 2023 Annual General Meeting held on 26 October 2023. Under ASX Listing Rule 7.2, Exception 13, that approval operates as an exception to Listing Rule 7.1 for three years and accordingly expires at the 2026 AGM. Shareholder approval is required for the Company to maintain its capacity to issue securities under the Plan without those issuances counting towards its 15% placement capacity under Listing Rule 7.1.

The Plan governs the issue of equity-based incentives, including performance rights, options and shares, to eligible employees and directors of the Company. The Plan is designed to incentivise and retain key personnel, align the interests of Shareholders and management, and enable the Company to attract, retain and motivate employees without the need to use the Company's cash resources.

6.2. ASX Listing Rule 7.2, Exception 13(b)

ASX Listing Rule 7.1 restricts the number of equity securities a company can issue over a 12-month period without Shareholder approval. ASX Listing Rule 7.2, Exception 13 provides an exception for issues under an employee incentive scheme approved under ASX Listing Rule 10.14, or (relevantly here) approved for the purposes of Listing Rule 7.1 more generally, for a period of three years from the date of shareholder approval.

Approval of this Resolution does not itself authorise the issue of any securities to a director of the Company. Separate Shareholder approval is being sought under ASX Listing Rule 10.14 for

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specific issues of securities to the Managing Director and Chief Executive Officer, Mr Simon Owen, under Resolutions 7, 8 and 9 of this Notice.

6.3. Summary of Plan Terms

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

6.4. Specific information required by Listing Rule 7.2, Exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2, exception 13(b), the following information is provided in relation to the Plan:

(a) A summary of the material terms of the Plan is in Schedule 2.

(b) As at the date of this Notice, approximately 6,857,525 Equity Securities have been issued under the Plan.

(c) The maximum number of Equity Securities permitted to be issued under the Plan pursuant to Listing Rule 7.2, exception 13(b), following approval of Resolution 4 is 27,305,871. This number comprises approximately 5% of the Company's Shares currently on issue. Please refer to Section 2 of Schedule 2 for further information.

(d) A voting exclusion statement is included in the Notice.

6.5. Voting Consequences

If Shareholder approval is obtained, the Company will retain the ability to issue securities under the Plan without such issues counting towards the Company's 15% placement capacity under Listing Rule 7.1 for a further three years. If Shareholder approval is not obtained, future issues under the Plan (other than those separately approved under Resolutions 7, 8 and 9 of this Notice) will count towards the Company's 15% placement capacity under Listing Rule 7.1, which may constrain the Company's ability to use the Plan to incentivise and retain employees.

6.6. Directors' Recommendation

The Directors (with Mr Owen abstaining, to the extent he is regarded as having an interest) recommend that Shareholders vote in favour of this Resolution.

7. Resolution 5 – Approval of Potential Termination Benefits under the Omnibus Equity Plan

7.1. General

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold a 'managerial or executive office'. The Listing Rules also provide certain limitations on the payment of 'termination benefits' to officers of listed entities.

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As is common with employee incentive schemes, the Plan provides the Board with the discretion to, amongst other things, determine that some or all of the Equity Securities granted to a participant under the Plan (**Plan Securities**) will not lapse in the event of that participant ceasing their engagement with the Company before such Plan Securities have vested. This 'accelerated vesting' of Plan Securities may constitute a 'termination benefit' prohibited under the Corporations Act, regardless of the value of such benefit, unless Shareholder approval is obtained.

This Resolution seeks Shareholder pre-approval for the giving of benefits to current or future directors and senior executives in connection with the cessation of their office or employment, where those benefits arise under equity-based incentives granted under the Plan. For example, the accelerated vesting, retention or continued vesting of unvested performance rights, options or other equity securities on cessation of employment or office in certain prescribed circumstances (such as death, total and permanent disability, retirement, redundancy or other circumstances approved by the Board), in accordance with the terms of the Plan.

Approval of this Resolution allows the Company to provide appropriate exit arrangements for key personnel within the limits prescribed by law, without the need for a separate Shareholder resolution each time a termination benefit falling within the pre-approval is contemplated.

7.2. Part 2D.2 of the Corporations Act

Sections 200B and 200E of the Corporations Act generally prohibit a company from giving a termination benefit to a person holding a managerial or executive office (which includes a director) in connection with that person ceasing to hold such office, where the value of the benefit exceeds the statutory cap (broadly, one year's average base salary, or such other amount as the Company may determine, subject to certain exceptions), unless Shareholder approval is obtained or another exception applies.

Shareholder pre-approval of this kind may be given for a period of up to three years. Potential termination benefits under the Plan were previously approved by Shareholders at the 2023 Annual General Meeting. That approval expires in 2026, and Resolution 5 seeks its renewal for a further three years.

As noted above, under the terms of the Plan and subject to the Listing Rules, the Board possesses the discretion to vary the terms or conditions of the Plan Securities. Notwithstanding the foregoing, without the consent of the participant in the Plan, no amendment may be made to the terms of any granted Plan Securities which reduces the rights of the participant in respect of that Plan Securities, other than an amendment introduced primarily to comply with legislation, to correct any manifest error or mistake or to take into consideration possible adverse tax implications.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Plan Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Plan Securities.

The exercise of this discretion by the Board may constitute a 'benefit' for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in respect of any current or future participant in the Plan who holds:

(a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and

(b) Plan Securities at the time of their leaving.

7.3. Valuation of the termination benefits

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Plan Securities that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

(a) the participant's length of service and the status of the vesting conditions attaching to the relevant Plan Securities at the time the participant's employment or office ceases; and

(b) the number of unvested Plan Securities that the participant holds at the time they cease employment or office.

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to, without first obtaining shareholder approval, termination benefits if the value of those benefits and the termination benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules.

7.4. Voting Consequences

If Resolution 5 is passed, the Company will have pre-approval to provide termination benefits of the kind described above to relevant persons for a period of three years from the date the Resolution is passed. If Resolution 5 is not passed, any such termination benefit above the statutory threshold will require separate Shareholder approval before it can be given.

7.5. Directors' Recommendation

The Directors (with any Director who may benefit from the approval abstaining) recommend that Shareholders vote in favour of this Resolution.

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8. Resolution 6 – Renewal of Proportional Takeover Provisions in the Constitution

8.1. General

The Company's Constitution contains proportional takeover bid approval provisions (**Takeover Provisions**) which enable the Company to refuse to register securities acquired under a proportional takeover bid unless a resolution is passed by Shareholders in general meeting approving the offer. Under the Corporations Act, proportional takeover provisions expire after three years from adoption or renewal and may then be renewed. The Takeover Provisions in the current Constitution will expire on 25 October 2026 and will cease to apply on that date.

Resolution 6 seeks the approval of Shareholders to modify the Constitution by re-inserting the Takeover Provisions for a further three years under sections 648G(4) and 136(2) of the Corporations Act. The proposed Takeover Provisions are set out in Schedule 3 and are identical to those previously approved by Shareholders in 2023.

The Corporations Act requires the Company to provide Shareholders with an explanation of the Takeover Provisions as set out below.

8.2. Information required by section 648G of the Corporations Act

(a) <u>What is a proportional takeover bid?</u>

A proportional off-market takeover bid (**PT Bid**) is a takeover offer sent to all Shareholders but only for a specified portion of each Shareholder's Securities. Accordingly, if a Shareholder accepts in full the offer under a PT Bid, it will dispose of the specified portion of its securities in the Company and retain the balance of the Securities.

(b) <u>Effect of renewal</u>

If re-inserted, under Rules 6.9 to 6.13 of the Constitution, if a PT Bid is made to Shareholders of the Company, the registration of a transfer giving effect to a takeover contract resulting from acceptance of an offer made under the PT Bid is prohibited unless and until an approving resolution is passed or deemed to have been passed in accordance with Rule 13 of the Constitution. The Directors must ensure that an approving resolution is voted on before the 14th day before the last day of the bid period. The Directors may determine whether the approving resolution is voted on at a general meeting of Shareholders or by way of a postal ballot conducted in accordance with the procedures set out in the Constitution.

The resolution is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than one-half, excluding the votes of the bidder and its associates. If an approving resolution has not been voted on as at the end of the day before the 14th day before the last day of the offer period, the resolution is taken to have been passed. Where the resolution approving the PT Bid is passed or deemed to have been passed in accordance with Rule 13 of the Constitution, transfers of Securities resulting from accepting the PT Bid may be registered provided they otherwise comply with the Corporations Act, the ASX Listing Rules, the ASX Operating Rules and the Company's Constitution. If the resolution is rejected, then under the Corporations Act the PT Bid is deemed to be withdrawn.

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The Directors consider that Shareholders should have the opportunity to re-insert the Takeover Provisions. Without the Takeover Provisions applying, a PT Bid for the Company may enable effective control of the Company to be acquired without Shareholders having the opportunity to dispose of all of their Securities to the bidder. Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their Securities whilst leaving themselves as part of a minority interest in the Company.

Without the Takeover Provisions, if there was a PT Bid and Shareholders considered that control of the Company was likely to pass, Shareholders would be placed under pressure to accept the PT Bid even if they did not want control of the Company to pass to the bidder. Re-inserting the Takeover Provisions will make this situation less likely by permitting Shareholders to decide whether a PT Bid should be permitted to proceed.

(c) No knowledge of present acquisition proposals

As at the date of this notice, no Director is aware of a proposal by any person to acquire or increase the extent of a substantial interest in the Company.

(d) Potential advantages and disadvantages

The renewal of the Takeover Provisions will enable the Directors to formally ascertain the views of Shareholders about a PT Bid. Without these provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that re-insertion of the Takeover Provisions has no potential advantages or potential disadvantages for them, as they remain free to make a recommendation on whether a PT Bid should be accepted.

The Directors consider that re-inserting the Takeover Provisions benefits all Shareholders in that they will have an opportunity to consider a PT Bid and then attend or be represented by proxy at a meeting of Shareholders called specifically to vote on the proposal. Accordingly, Shareholders are able to prevent a PT Bid proceeding if there is sufficient support for the proposition that control of the Company should not be permitted to pass under the PT Bid. Furthermore, knowing the view of Shareholders assists each individual Shareholder to assess the likely outcome of the PT Bid and whether to accept or reject that bid.

As to the possible disadvantages to Shareholders re-inserting the Takeover Provisions, potentially, the proposal makes a PT Bid more difficult and PT Bids will therefore be discouraged. This may reduce the opportunities which Shareholders may have to sell all or some of their Securities at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's Share price. The Takeover Provisions may also be considered an additional restriction on the ability of individual Shareholders to deal freely on their Securities.

The Directors consider that there are no other advantages or disadvantages for Directors or Shareholders which arose during the period during which the Takeover Provisions were in effect, other than those discussed in this Section.

On balance, the Directors consider that the renewal of the Takeover Provisions:

(a) has greater possible advantages compared to the possible disadvantages;

(b) continue to serve an important protective function for Shareholders; and

(c) is in the interest of Shareholders.

8.3. Voting Consequences

If Resolution 6 is passed, the proportional takeover provisions will continue in effect for a further three years from the date of this Meeting. If Resolution 6 is not passed, the proportional takeover provisions will cease to have effect.

8.4. Directors' Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

9. Resolution 7 – Approval to issue FY25 Deferred STI Shares to Managing Director and Chief Executive Officer, Mr Simon Owen

9.1. General

Resolution 7 seeks Shareholder approval under ASX Listing Rule 10.14 for the Company to issue up to 537,842 Shares to Mr Simon Owen, Managing Director and Chief Executive Officer (or his nominee), being deferred short-term incentive (STI) shares in respect of FY25 (**FY25 Deferred STI Shares**).

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.

9.2. Background

When Mr Owen was appointed as Chief Executive Officer (announced in August 2024), his remuneration package included an STI component, one-third of which is payable in cash and two-thirds of which is deferred for 12 months and delivered as deferred shares under the Plan.

The FY25 Annual Report noted that Mr Owen achieved an STI outcome of 80% of his maximum award for FY25, resulting in a total STI award of $480,000, of which $160,000 was payable in cash and $320,000 was to be delivered as deferred shares. 537,842 Shares have been granted, and vested on 21 August 2026, being 12 months from the announcement of the FY25 results on 21 August 2025. The FY25 Deferred STI Shares carry no exercise price and are subject only to a 12-month service condition, with forfeiture on misconduct.

9.3. Why Shareholder approval is now required

At the time of Mr Owen's appointment as Chief Executive Officer in August 2024, he was not a related party of the Company, and the deferral of his STI into Shares would not, at that time, have required Shareholder approval. Mr Owen became a related party of the Company on 1 July

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2025, upon his appointment as Managing Director, which triggered the ASX Listing Rule requirement for Shareholder approval of the issue of equity securities to him. Accordingly, the FY25 Deferred STI Shares were not previously the subject of a Shareholder approval under ASX Listing Rule 10.14, and no exception under ASX Listing Rule 10.16 is available.

9.4. Requirements of ASX Listing Rule 10.15

Name of the person: Mr Simon Owen, Managing Director and Chief Executive Officer, falling within the category of persons in ASX Listing Rule 10.14.1.

Number and class of securities: up to 537,842 Shares.

Vesting: the FY25 Deferred STI Shares vested on 21 August 2026, being 12 months from the announcement of the FY25 results, subject only to a 12-month service condition (which has been met), with forfeiture on misconduct. There are no performance hurdles attached to the FY25 Deferred STI Shares.

Timing of issue: as the vesting date of 21 August 2026 falls before the 2026 AGM, the Company allowed vesting to occur but has deferred the issue of the Shares until after Shareholder approval is obtained at the 2026 AGM, the subject of this Resolution. It is intended that the FY25 Deferred STI Shares will be issued within five (5) days after the Meeting, and in any event no later than three (3) years after the Meeting in accordance with ASX Listing Rule 10.15.7.

Price of securities: the FY25 Deferred STI Shares will be issued for no consideration, and no fee is payable upon issue.

Current total remuneration package: refer to section 11.3 below for details of Mr Simon Owen's current total remuneration package.

Previous Equity Securities: Mr Owen has previously received 2,988,281 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.

No loans: there are no loan arrangements with Mr Owen in relation to the acquisition of the FY25 Deferred STI Shares.

Other information: details of any securities issued to Mr Owen under the Plan will be published in the annual report of the Company relating to the period in which they were issued, together with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. In addition, 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.

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9.5. Financial Benefit - Section 208 of Corporations Act

The Board has considered the application of Chapter 2E of the Corporations Act to issue the FY25 Deferred STI Shares to Mr Owen and considers that the financial benefit given by such grant of deferred Shares constitutes reasonable remuneration to Mr Owen given:

(a) the circumstances of the Company; and

(b) Mr Owen's role and responsibilities at the Company,

for the purposes of the exception contained in section 211(1) of the Corporations 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.

9.6. Voting Consequences

If Shareholder approval is obtained, the Company will proceed to issue the FY25 Deferred STI Shares to Mr Owen. If Shareholder approval is not obtained, the Company will not be able to issue the FY25 Deferred STI Shares and will need to consider alternative arrangements to satisfy the vested entitlement such as a cash payment.

9.7. Directors' Recommendation

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

10. Resolution 8 – Approval to issue FY26 Deferred STI Shares to Managing Director and Chief Executive Officer, Mr Simon Owen

10.1. General

Resolution 8 seeks Shareholder approval under ASX Listing Rule 10.14 for the Company to issue up to 529,412 Shares to Mr Simon Owen, Managing Director and Chief Executive Officer (or his nominee), being deferred short-term incentive shares in respect of FY26 (**FY26 Deferred STI Shares**).

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.

As Mr Owen is now a related party of the Company (having been appointed Managing Director on 1 July 2025), any issue of equity securities to him under the Plan requires Shareholder approval under ASX Listing Rule 10.14.

The FY26 Annual Report noted that Mr Owen achieved an STI outcome of 90% of his maximum award for FY26, resulting in a total STI award of $539,400, of which $179,800 was payable in

cash and $359,600 which is to be delivered as deferred shares. 529,412 Shares which are to be granted, subject to this Resolution, will vest on 20 August 2027, being 12 months from the announcement of the FY26 results on 20 August 2026. The FY26 Deferred STI Shares carry no exercise price and are subject only to a 12-month service condition, with forfeiture on misconduct.

10.2. Requirements of ASX Listing Rule 10.15

Name of the person: Mr Simon Owen, Managing Director and Chief Executive Officer, falling within the category of persons in ASX Listing Rule 10.14.1.

Number and class of securities: up to 529,412 Shares, calculated by dividing $359,600 by the 10-day volume-weighted-average-price (VWAP) of the Company's shares calculated as the average of the five trading days before and five trading days after the announcement of the Company's FY26 financial results. The 10-day VWAP was $0.68.

Vesting: the FY26 Deferred STI Shares may vest on 20 August 2027, being 12 months from the announcement of the FY26 results, subject only to a 12-month service condition, with forfeiture on misconduct. There are no performance hurdles attached to the FY26 Deferred STI Shares.

Timing of issue: it is intended that the FY26 Deferred STI Shares will be issued within five (5) days after vesting, and in any event no later than three (3) years after the Meeting in accordance with ASX Listing Rule 10.15.7.

Price of securities: the FY26 Deferred STI Shares will be issued for no consideration, and no fee is payable upon issue.

Current total remuneration package: refer to section 11.3 below for details of Mr Simon Owen's current total remuneration package.

Previous Equity Securities: Mr Owen has previously received 2,988,281 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.

No loans: there are no loan arrangements with Mr Owen in relation to the acquisition of the FY26 Deferred STI Shares.

Other information: details of any securities issued to Mr Owen under the Plan will be published in the annual report of the Company relating to the period in which they were issued, together with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. In addition, 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.

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10.3. Financial Benefit - Section 208 of Corporations Act

The Board has considered the application of Chapter 2E of the Corporations Act to issue the FY26 Deferred STI Shares to Mr Owen and considers that the financial benefit given by such grant of deferred Shares constitutes reasonable remuneration to Mr Owen given:

(a) the circumstances of the Company; and

(b) Mr Owen's role and responsibilities at the Company,

for the purposes of the exception contained in section 211(1) of the Corporations 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.

10.4. Voting Consequences

If Shareholder approval is obtained, the Company will proceed to issue the FY26 Deferred STI Shares to Mr Owen on the finalised terms. If Shareholder approval is not obtained, the Company will not be able to issue the FY26 Deferred STI Shares and will need to consider alternative remuneration arrangements, such as a cash payment.

10.5. Directors' Recommendation

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

11. Resolution 9 – Approval to issue LTI Performance Rights to Managing Director and Chief Executive Officer, Mr Simon Owen

11.1. General

Resolution 9 seeks Shareholder approval under ASX Listing Rule 10.14 for the Company to grant up to 1,032,887 Performance Rights to Mr Simon Owen, Managing Director and Chief Executive Officer (or his nominee), under the Plan, as his long-term incentive (**LTI**) award.

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.

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.

11.2. Key Terms of Performance Rights

The Vesting Date of the Performance Rights will be 30 September 2029, or three years from the Grant Date, whichever is earlier, subject to meeting the Performance Conditions.

The Performance Rights will expire on 30 September 2031, 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) Underlying EPS Growth 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 underlying earnings per share (**uEPS**) over the Performance Period, compounded annually.

uEPS 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 uEPS calculation, and the Board may otherwise from time to time adjust the uEPS to exclude the effects of other certain one-off costs.

The starting uEPS for the uEPS calculation will be 30 June 2026 which is the uEPS calculated in accordance with the above principles for FY26 having regard to the audited consolidated accounts for FY26.

The Board will determine at the end of the Performance Period the proportion of the Performance Rights that are subject to this uEPS 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%

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(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;
- Additional facility secured on improved terms; and
- Refinancing completed within Board approved parameters.

11.3. 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: Mr Simon Owen, Managing Director and Chief Executive Officer, falling within the category of persons in Listing Rule 10.14.1.

Number and class of securities: the number of Performance Rights that may be granted to Mr Owen for the Performance Period 1 July 2026 to 30 June 2029 is 1,032,887, calculated by dividing $678,400 (106% 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 2026. The 10-day VWAP at 30 June 2026 was $0.6568.Each Performance Right entitles Mr Owen to receive, upon vesting and exercise, one Share in the Company.

Vesting: the relevant vesting conditions are set out in section 11.2 above.

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Timing of issue: it is intended that the performance rights, the subject of this Resolution, will be issued within five (5) days after shareholder approval is granted at the Meeting, and in any event no later than three (3) years after the Meeting in accordance with ASX Listing Rule 10.15.7.

Price of securities: the Performance Rights will be granted for no consideration, and no fee is payable upon issue, vesting or exercising performance rights.

Current total remuneration package:Mr Owen's total remuneration package, as of 1 July 2026, 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)	$ 640,000
Short-term cash bonus, inclusive of superannuation (106% of TFR)	$ 678,400
LTI (performance rights, 106% of TFR)	$ 678,400
Total potential remuneration package	**$1,996,800**

Previous Equity Securities: Mr Owen has previously received 2,988,281 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 the Plan: A summary of the material terms of the Plan is set out in Schedule 2 of this Notice.

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 have been independently valued on a 'fair value' basis at the valuation date. The Performance Rights were 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 have not been 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 $0.609.

Valuation Date	27 August 2026
Share Price (Valuation Date)	$0.650
Exercise Price	$0.000
Risk free rate (%)	4.565%
Volatility (%)	30.0%
Expected Life (years)	2.92
Dividend Rate	2.246%
Estimated Value per Right	$0.609

Estimated Total Gross Value to Mr Owen* $628,748

*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.

No loans: there are no loan arrangements with Mr Owen in relation to the grant of performance rights.

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. In addition, 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.

11.4. 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:

(a) the circumstances of the Company; and

(b) Mr Owen's role and responsibilities at the Company,

for the purposes of the exception contained in section 211(1) of the Corporations 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.

11.5. Voting Consequences

If Shareholder approval is obtained, the Company will proceed to grant the Performance Rights to Mr Owen on the finalised terms. If Shareholder approval is not obtained, the Company will not be able to proceed with the grant and will need to consider alternative arrangements to appropriately incentivise Mr Owen.

11.6. Directors' Recommendation

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

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SCHEDULE 1: Glossary

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

2026 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 2026.

$ means Australian dollars.

AEDT means Australian Eastern Daylight Time.

AEST means Australian Eastern Standard Time.

Annual General Meeting or Meeting means the annual general meeting of the Company to be held on Friday, 30 October 2026 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 2026 Annual Report.

Plan means the Omnibus Equity Plan Rules adopted by Shareholders at the 2023 annual general meeting, as proposed to be renewed pursuant to Resolution 4.

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

FY25 Deferred STI Shares means the Shares the subject of Resolution 7, being the Shares to be issued to Mr Owen (or his nominee) in satisfaction of the deferred component of his FY25 short-term incentive award.

FY26 Deferred STI Shares means the Shares the subject of Resolution 8, being the Shares to be issued to Mr Owen (or his nominee) in satisfaction of the deferred component of his FY26 short-term incentive award.

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.

Performance Rights means rights to acquire a Share upon satisfaction of the applicable performance hurdles, service conditions and exercise conditions (if any), granted or to be granted under the Plan, including the rights the subject of Resolution 9.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the section of the 2026 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.

Securities means the securities of the Company within the meaning of section 761A of the Corporations Act and includes a Share.

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.

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SCHEDULE 2: Summary of the Omnibus Equity 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:

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(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;

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(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.

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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.

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SCHEDULE 3: Proportional Takeover Provisions in the Constitution

6. Transfer of Shares

6.9 Resolution required for proportional takeover provisions

Despite rules 6.1, 6.2 and 6.3, if offers are made under a proportional takeover bid for securities of the Company in accordance with the Corporations Act:

(a) rules 6.9 to 6.13 apply;

(b) the registration of a transfer giving effect to a takeover contract resulting from acceptance of an offer made under the takeover bid is prohibited unless and until a resolution (an "approving resolution") to approve the bid is passed or taken to be passed in accordance with rule 6.12 or rule 6.13; and

(c) the Directors must ensure that an approving resolution is voted on in accordance with rules 6.10 to 6.11 before the 14th day before the last day of the bid period.

6.10 Procedure for resolution

The Directors may determine whether the approving resolution is voted on:

(a) at a meeting of persons entitled to vote on the resolution convened and conducted, subject to the provisions of rule 6.11, as if it were a general meeting of the Company convened and conducted in accordance with this Constitution and the Corporations Act with such modifications as the Directors determine the circumstances require; or

(b) by means of a postal ballot conducted in accordance with the following procedure:

(i) a notice of postal ballot and ballot paper must be sent to all persons entitled to vote on the resolution not less than 14 days before the date specified in the notice for closing of the postal ballot, or such lesser period as the Directors determine the circumstances require;

(ii) the non-receipt of a notice of postal ballot or ballot paper by, or the accidental omission to give a notice of postal ballot or ballot paper to, a person entitled to receive them does not invalidate the postal ballot or any resolution passed under the postal ballot;

(iii) the notice of postal ballot must contain the text of the resolution and the date for closing of the ballot and may contain any other information the Directors consider appropriate;

(iv) each ballot paper must specify the name of the person entitled to vote;

(v) a postal ballot is only valid if the ballot paper is duly completed and:

(A) if the person entitled to vote is an individual, signed by the individual or a duly authorised attorney; or

(B) if the person entitled to vote is a corporation, executed under seal or as permitted by the Corporations Act or under the hand of a duly authorised officer or duly authorised attorney;

(C) a postal ballot is only valid if the ballot paper and the power of attorney or other authority, if any, under which the ballot paper is signed or a copy of that power or authority certified as a true copy by a solicitor, notary public or other authorised person, is received before the close of business on the date specified in the notice of postal ballot for closing of the postal ballot at the Registered Office or share registry of the Company or at such other place as is specified for that purpose in the notice of postal ballot; and

(D) a person may revoke a postal ballot vote by notice in writing which to be effective must be received by the Company before the close of business on the date for closing of the postal ballot.

6.11 Persons entitled to vote

(a) The only persons entitled to vote on the approving resolution are those persons who, as at the end of the day on which the first offer under the bid was made, held bid class securities. Each person who is entitled to vote is entitled to one vote for each bid class security held by that person at that time.

(b) Neither the bidder nor any associate of the bidder is entitled to vote on the resolution.

6.12 Resolution passed or rejected

If the resolution is voted on in accordance with rules 6.9 to 6.11, then it is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than one-half, and otherwise is to be taken to have been rejected.

6.13 Resolution taken as passed

If a resolution to approve the bid has not been voted on as at the end of the day before the 14th day before the last day of the offer period, then a resolution to approve the bid is taken to have been passed in accordance with rule 6.12.

6.14 Takeover rules cease to have effect

Rules 6.9 to 6.13 cease to have effect on the day 3 years after the later of their adoption or last renewal.

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eureka Group

ABN 15 097 241 159

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

*During business hours Monday to Friday

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

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LODGEMENT OF A PROXY FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (AEST) on Wednesday, 28 October 2026,** being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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

ONLINE
https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre website using the holding details as shown on the Voting 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.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

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

QR Code

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 they choose. 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" must be received at support@cm.mpms.mufg.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.mufg.com/en/mufg-corporate-markets.

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.

SAMPLE

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6

X99999999999

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PROXY FORM

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

STEP 1

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, 30 October 2026 at Morgans, Riverside Centre, Level 29/123 Eagle Street, Brisbane City QLD 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 4, 5, 7, 8 & 9: 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, 7, 8 & 9, 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.

STEP 2

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*
1	Remuneration Report	☐	☐	☐
2	Re-election of Mr Greg Paramor AO as Director	☐	☐	☐
3	Re-election of Mr Russell Banham as Director	☐	☐	☐
4	Renewal of the Omnibus Equity Plan	☐	☐	☐
5	Approval of Potential Termination Benefits under the Omnibus Equity Plan	☐	☐	☐
6	Renewal of Proportional Takeover Provisions in the Constitution	☐	☐	☐
7	Approval to issue FY25 Deferred STI Shares to Managing Director and Chief Executive Officer, Mr Simon Owen	☐	☐	☐
8	Approval to issue FY26 Deferred STI Shares to Managing Director and Chief Executive Officer, Mr Simon Owen	☐	☐	☐
9	Approval to issue LTI Performance Rights to Managing Director and Chief Executive Officer, Mr Simon Owen	☐	☐	☐

* 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.

SAMPLE

STEP 3

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).