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CORRS CHAMBERS WESTGARTH

Sydney
Melbourne
Brisbane
Perth
Port Moresby

8 March 2024

Online lodgement
Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Partner
Sandy Mak (02) 9210 6171
Email: sandy.mak@corrs.com.au

Dear Sir / Madam

Bidder's Statement – Aspen Group Limited's off-market takeover bid for Eureka Group Holdings Limited

We act for Aspen Group Limited ACN 004 160 927 (**Aspen**) in relation to its off-market takeover bid (**Offer**) under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) for all the current and to be issued ordinary shares in Eureka Group Holdings Limited ACN 097 241 159 (ASX:EGH) (**Eureka**).

In accordance with item 5 of section 633(1) of the Corporations Act, we enclose a copy of Aspen's bidder's statement dated 8 March 2024 (**Bidder's Statement**) in relation to the Offer.

For the purposes of section 633(2) and section 633(4)(a) of the Corporations Act, Aspen hereby gives notice to the ASX that Aspen has set 7.00pm (Sydney time) on 9 March 2024 as the time and date for determining the persons to whom the Bidder's Statement is to be sent in accordance with items 6 and 12 of section 633(1) of the Corporations Act.

The Bidder's Statement has been lodged today with the Australian Securities and Investments Commission and served on Eureka.

Yours faithfully
Corrs Chambers Westgarth

Sandy Mak

Sandy Mak
Partner

Bidder's Statement

containing an offer by **Aspen Group Limited** ACN 004 160 927

to acquire all of Your Eureka Shares in

Eureka Group Holdings Limited (ASX:EGH) ACN 097 241 159

For each Eureka Share you will receive 0.26 Aspen Securities

ACCEPT NOW

This is an important document and requires your immediate attention.

If you are in any doubt about how to deal with this document, you should contact your broker, financial adviser or legal adviser.

Legal Adviser

CORRS CHAMBERS WESTGARTH

Financial Advisor

MST Financial

Key Dates

Announcement Date	8 March 2024
Date of this Bidder's Statement	8 March 2024
Date of Offer	[●] 2024
Offer closes (unless extended or withdrawn)	7.00pm (Sydney time) on 28 May 2024

Note: The closing date for the Offer may change as permitted by the Corporations Act.

Key Contacts

Share registrar for the Offer Automic Pty Ltd Level 5, 126 Phillip Street Sydney NSW 2000	**Offer Information Line** 1300 972 485 (within Australia) +61 2 9068 1924 (outside Australia) between 8.30am and 7.00pm (Sydney time). *Calls to these numbers may be recorded.

Important Notices

Nature of this document

This Bidder's Statement is issued by Aspen Group Limited ACN 004 160 927 (**Bidder** or **Aspen**) to Eureka Group Holdings Limited ACN 097 241 159 (**Eureka**) under Part 6.5 of the Corporations Act and sets out certain disclosures required by the Corporations Act together with the terms of the Aspen Offer to acquire your Eureka Shares.

You should read this Bidder's Statement in its entirety.

Australian Securities and Investments Commission and ASX

This Bidder's Statement is dated 8 March 2024. It includes an Offer dated [●] 2024 to acquire all Eureka Shares.

A copy of this Bidder's Statement was lodged with ASIC and the ASX on 8 March 2024. Neither ASIC, the ASX nor any of their respective officers take any responsibility for the content of this Bidder's Statement.

General information only

The information in this Bidder's Statement is general information only, and does not take into account your individual investment objectives, financial situation or needs. You should consider whether the information in this Bidder's Statement is appropriate for you in light of your objectives, financial situation and needs. Accordingly, before making a decision whether or not to accept the Aspen Offer and whether Aspen Securities are an appropriate investment, you may wish to consult with your financial or other professional adviser.

Forward-looking statements

Some of the statements appearing in this Bidder's Statement may be in the nature of forward-looking statements. You should be aware that such statements are only predictions and are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to the industry in which Eureka and Aspen Group operate, as well as general economic conditions, prevailing exchange rates, interest rates and conditions in the financial markets. Actual events or results may differ materially from the events or results expressed or implied in any forward-looking statement. None of Aspen Group, its related bodies corporate or any of their respective officers or employees, nor any person named in this Bidder's Statement with their consent, or any person involved in the preparation of this Bidder's Statement, makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward-looking statement, or any events or results expressed or implied in any forward-looking statement, except to the extent required by law. You are cautioned not to place undue reliance on any forward-looking statement. The forward-looking statements in this Bidder's Statement reflect views held only as at the date of this Bidder's Statement.

Foreign Eureka Shareholders

Eureka Shareholders should note that the consideration under the Aspen Offer is Aspen Securities, which are fully paid ordinary stapled securities in Aspen Group comprising fully paid ordinary shares in the Bidder stapled to fully paid ordinary units in Aspen Property Trust ARSN 104 807 767 (**Aspen Property Trust**). Those securities are proposed to be listed on the ASX. The Aspen Offer is subject to disclosure requirements in Australia which are different from those applicable in other countries. Aspen Securities will only be issued under the Aspen Offer to Eureka Shareholders with a registered addresses in Eureka's Register in Australia, its external territories or New Zealand, unless Aspen determines (in its absolute discretion) that it is:

- not unlawful, onerous or impracticable to make the Aspen Offer to a Eureka Shareholder in a jurisdiction that is outside Australia and New Zealand and to issue Aspen Securities to such a Eureka Shareholder on acceptance of the Aspen Offer; and
- not unlawful for such a Eureka Shareholder to accept the Aspen Offer in such circumstances in the relevant jurisdiction.

The distribution of this Bidder's Statement in jurisdictions outside Australia may be restricted by law, and persons who come into possession of it should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Bidder's Statement does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. For further information see **Section 12.14**.

Ineligible Foreign Shareholders will not be entitled to Aspen Securities as part of the Offer Consideration. Instead, Aspen will appoint an ASIC approved Sale Nominee and the Aspen Securities to which they would otherwise be entitled will be issued to the Sale Nominee. Those Aspen Securities will be offered for sale and the net proceeds will be provided to the Ineligible Foreign Shareholders in Australian dollars in accordance with **Section 15.9** of this Bidder's Statement. This Bidder's Statement does not constitute an offer to issue or sell, or the solicitation of an offer to buy, any securities referred to in this Bidder's Statement in any jurisdiction in which the offer or issue of such securities would be unlawful.

Based on the information available to the Bidder as at the Last Practicable Date as far as the Bidder is aware there are no Ineligible Foreign Shareholders.

Notice to Eureka Shareholders in New Zealand

In offering Aspen Securities as part of the Aspen Offer to Eureka Shareholders in New Zealand, Aspen is relying on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*. This document is not a prospectus or an investment statement under New Zealand law, and may not contain all the information that a prospectus or investment statement under New Zealand law is required to contain.

Privacy

Aspen has collected your information from the Eureka Register for the purpose of making this Offer and, if accepted, administering a record of your acceptance of the Offer for your holding of Eureka Shares and for issuing of any consideration due to you. The Corporations Act requires the name and address of shareholders to be held in a public register. Your information may be disclosed on a confidential basis to the related bodies corporate of the Aspen and external service providers (for example Automic and providers of print and mail service) and may be required to be disclosed to regulators such as ASIC.

If you would like details of information held about you by Aspen or Automic, please contact them at the addresses set out in the corporate directory.

Information on Eureka

The information on Eureka and Eureka Shares contained in this Bidder's Statement has been prepared by the Bidder using publicly available information (including information in documents filed by Eureka or published by Eureka on its website). None of the information in this Bidder's Statement concerning Eureka's business has been verified by Eureka or the Eureka Board or independently verified by Aspen Group for the purposes of this Bidder's Statement. Accordingly, subject to the Corporations Act, neither Aspen Group, its directors, officers or employees make any representation or warranty, express or implied, as to the accuracy or completeness of this information. The information on Eureka in this Bidder's Statement should not be considered comprehensive.

Further information relating to Eureka's business may be included in Eureka's Target's Statement which Eureka must provide to Eureka Shareholders in response to this Bidder's Statement.

Implied value of Aspen Offer

As you are being offered Aspen Securities as the consideration for Your Eureka Shares, the implied value to you of the Aspen Offer will vary with the price Aspen Securities trade on the ASX. Further information on the implied value of the Aspen Offer is contained in this Bidder's Statement.

You are advised to exercise caution in relation to the Aspen Offer. If you are in any doubt about any of the contents of this Bidder's Statement, you should obtain independent professional advice.

Websites

Both the Aspen Group and Eureka maintain internet sites. The Aspen Group internet site is www.aspengroup.com.au. The Eureka internet site is www.eurekagroupholdings.com.au. Information contained in, or otherwise accessible through, these internet sites are not a part of this Bidder's Statement. All references in this Bidder's Statement to these internet sites are for information purposes only.

Defined terms

A number of defined terms are used in this Bidder's Statement. Unless the contrary intention appears, the context requires otherwise, or words are defined in **Section 16** of this Bidder's Statement, words and phrases in this Bidder's Statement have the same meaning and interpretation as in the Corporations Act.

Miscellaneous

All amounts are in Australian currency unless otherwise specified. All references to time are to the local time in Sydney, New South Wales. A number of figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Bidder's Statement are subject to the effect of rounding. Accordingly, actual figures may differ.

Chairman's Letter

8 March 2024

Dear Eureka Shareholder

On behalf of Aspen Group Limited (**Aspen**), I am pleased to present to you this offer to acquire all of your shares in Eureka (the **Aspen Offer**).

Aspen Group (ASX: APZ) (which comprises Aspen and Aspen Property Trust) is a leading provider of quality accommodation on competitive terms. Our core customer base is the approximate 40% of Australian households with income of less than $90,000 per annum who can afford to pay no more than $400 per week to rent or $400,000 to purchase their housing needs.

Aspen Group provides value for customers and securityholders through acquiring suitable properties at attractive prices, cost effective development, offering a variety of lease terms to suit customers' needs, disciplined cost management, and prudent capital management.

Aspen Group's property portfolio has grown four-fold over the past five years to over $500 million and we expect the rapid growth to continue given the abundant opportunities available in acutely undersupplied segments of Australia's housing market.

Summary of the Aspen Offer

Aspen is offering you 0.26 Aspen Securities for every Eureka Share that you hold.

The Offer represents a 15.6% increase to the consideration of 0.225 Aspen Securities per Eureka Share proposed by the Bidder in a non-binding and indicative offer to the Eureka Board for its consideration as announced by Eureka to the ASX on 29 March 2023.

The Aspen Offer has an implied value of $0.46 per Eureka Share based on the closing price of Aspen Securities on the ASX of $1.76 per Aspen Security on 7 March 2024, and an implied net asset value of $0.55 based on the audited net asset value per Aspen Security as at 31 December 2023.

Key reasons to accept the Aspen Offer

If you accept the Offer and the Offer becomes unconditional, you will be entitled to become a securityholder in Aspen Group and based on Aspen's Offer ratio would benefit from a:

- 58% increase to distributions per security (**DPS**) for Aspen Securities when compared to the corresponding estimated Eureka DPS of 1.40 cents per Eureka share;[1]
- 21 – 25% increase to the underlying operating earnings per security (**EPS**) for Aspen Securities when compared to the corresponding estimated Eureka EPS of 2.80 cents per Eureka Share;[2] and
- 10% increase to net asset value (**NAV**) per Aspen Security when compared to the corresponding Eureka NAV of 0.49 cents per Eureka Share.[3]

[1] Based on an assumed FY24 DPS of 8.50 cents per Aspen Security being Aspen Group's disclosed DPS guidance as a minimum distribution for FY24, and a DPS of 1.40 cents per Eureka Share being Aspen's estimate of Eureka's DPS based on Eureka's most recent half year DPS of 0.70 cents on an annualised basis.

[2] Underlying operating earnings (**EPS**) is a non-IFRS measures that is determined to present, in the opinion of the directors, the operating activities of Aspen Group in a way that appropriately reflects Aspen Group's underlying operating performance. Refer to Aspen Group's financial reports for full definition of EPS. Assumes FY24 EPS of 13.00 – 13.50 cents for Aspen Group being Aspen Group's disclosed EPS guidance range, and 2.80 cents for Eureka being Aspen's estimate of Eureka's EPS based on Aspen's definition of EPS. Eureka may have a different definition of underlying earnings.

[3] Based on Aspen Group's NAV of $2.10 per Aspen Security and Eureka's NAV of $0.49 per Eureka Share as at 31 December 2023.

It is also our view that you will also benefit from the better growth prospects that Aspen Group has compared to Eureka on a standalone basis for the following reasons:

- Aspen Group has a fully integrated platform and stable management team with a successful track record[4] over the past 5 years of generating attractive returns to securityholders through growth in net asset value, earnings, distributions, and stock price;
- Aspen Group has a broader business model and portfolio providing affordable accommodation to all household types, not just retirees, presenting Aspen Group with a total addressable market and opportunity set many times larger than Eureka's; and
- Aspen Group is larger and, in the event the Offer is successful, will become a more significant group that is several times larger than Eureka on a stand-alone basis with greater economies of scale. The Combined Group will be more relevant on the ASX, particularly to large institutional investors which could improve stock trading liquidity, stock price, and cost of capital.

If Aspen does not acquire at least 90% of Eureka Shares during the Offer Period, and therefore does not become entitled to compulsorily acquire the remaining Eureka Shares on issue, some of these benefits that would otherwise accrue to Eureka Shareholders that have accepted the Offer may not be fully realised.

Next steps

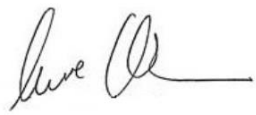
Details of the Aspen Offer, including its terms and the benefits you will receive from accepting the Aspen Offer are set out in this Bidder's Statement. The Bidder's Statement also includes important information about a holding of Aspen Securities, including risks associated with Aspen Group and the Aspen Offer. We urge you to read all of the Bidder's Statement carefully, and then to ACCEPT the Offer as soon as possible.

The Offer is scheduled to close at 7.00pm (Sydney time) on 28 May 2024, unless extended. To accept the Offer, please follow the instructions in this Bidder's Statement and on the accompanying Acceptance Form. If you require any assistance on the process of accepting the Offer, please contact the Aspen Offer Information Line on 1300 972 485 (within Australia) or +61 2 9068 1924 (outside Australia) between 8.30am and 7.00pm (Sydney time).

We appreciate your consideration of our Offer and look forward to receiving your acceptance prior to Offer close and welcoming you as an Aspen Securityholder.

Yours faithfully

Aspen Group Limited



Clive Appleton

Chairman, Aspen Group Limited

[4] Past performance is not a reliable indicator of future performance.

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1 Why you should **ACCEPT** the Aspen Offer

The Aspen Offer provides significant benefits to you as a Eureka Shareholder. The key reasons why you should accept the Aspen Offer are as follows:

1	The Aspen Offer is attractive and is expected to result in significant accretion to estimated FY24 DPS, underlying EPS and NAV for Eureka shareholders
2	Aspen Group has a proven track record[5] of adding value through its fully integrated platform with strong ownership, operating, development, and capital management skills
3	The Combined Group would be larger and more diversified than the individual entities alone which improves economies of scale and reduces risk
4	Aspen believes it can extract superior returns from Eureka's portfolio
5	The Combined Group would have greater opportunities for growth
6	The Combined Group would have a stronger and more robust balance sheet than if Eureka continues to operate on a standalone basis
7	The Combined Group would have increased scale and relevance on the ASX
8	Aspen Securities are attractively priced at $1.76 per Aspen Security[6]
9	You will not incur brokerage in accepting the Offer except in very limited circumstances [7]
10	No Australian stamp duty should be payable by you on acceptance of the Offer[8]
11	Eureka Share price may fall if Aspen's Offer lapses
12	No competing offer has emerged for your Eureka Shares

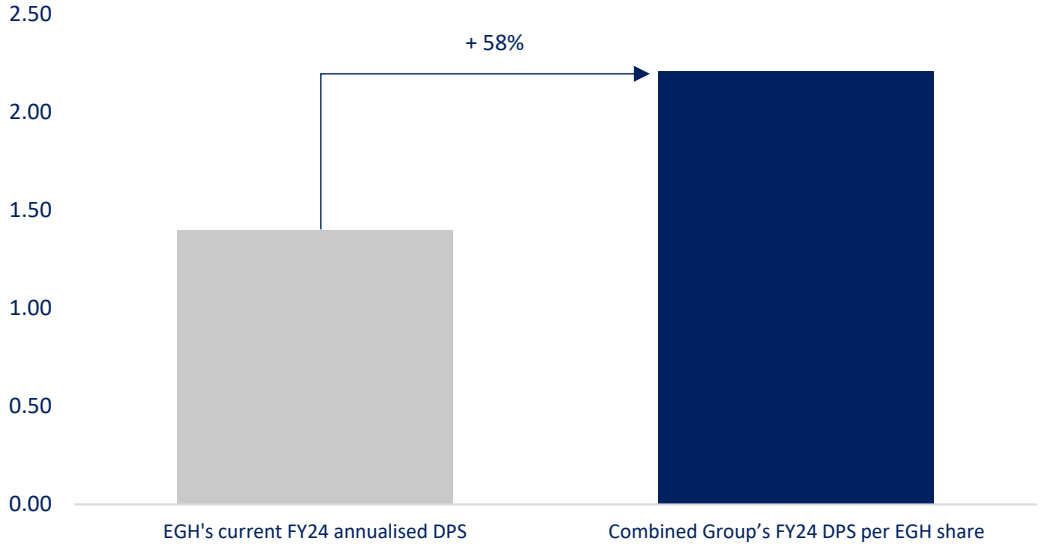
It should be noted that certain benefits regarding Aspen Group outlined in this **Section 1** assume that Eureka becomes a wholly owned subsidiary of the Bidder (to form the **Combined Group**). If the Bidder does not acquire at least 90% of Eureka Shares during the Offer Period, and therefore does not become entitled to compulsorily acquire the remaining Eureka Shares on issue, some of these benefits that would otherwise accrue to Eureka Shareholders that have accepted the Offer may not be fully realised.

[5] Past performance is not a reliable indicator of future performance.
[6] Based on the closing price of Aspen Securities on the ASX on 7 March 2024.
[7] See **Sections 1.9** and **15.15** of this Bidder's Statement.
[8] See **Section 10** of this Bidder's Statement.

1.1 The Aspen Offer is attractive and results in significant accretion to estimated FY24 DPS, EPS and NAV for Eureka shareholders

Aspen's Offer to Eureka's shareholders is highly accretive in terms of Eureka's estimated FY24 distribution per share (**DPS**), underlying earnings per share (**EPS**), and net asset value (**NAV**) per security as at 31 December 2023 based on the ratio for the Offer Consideration.

1.1.1 Significant increase in DPS for Eureka shareholders



Source: Aspen and Eureka announcements and financial accounts, and Aspen estimates. In cents per security.

Aspen Group expects to pay a minimum DPS of 8.50 cents in FY24 on all issued Aspen Securities (including Aspen Securities issued as part of the Offer). This equates to 2.21 cents per Eureka Share based on Aspen's Offer ratio, an **increase of 58%** on Eureka's current annualised DPS.[9]

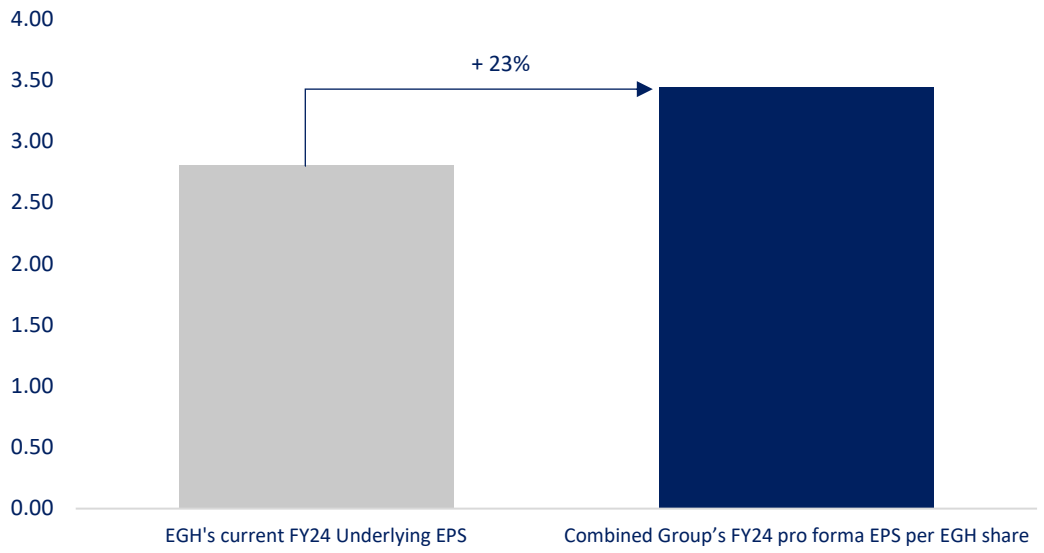
Aspen Securities typically trade ex-distribution in December and June each year, whereas Eureka Shares will trade ex-dividend in April 2024 for its declared interim dividend of 0.7 cents per share. Depending on the timing of acceptance of the Offer and the distributions made by Aspen and Eureka, accepting Aspen's Offer[10] may result in Eureka Shareholders accruing distributions from both entities.

See **Section 2** for further details on the proposed treatment of the Aspen 2HY24 Distribution and Eureka HY24 Distribution.

[9] Based on an assumed FY24 DPS of 8.50 cents per Aspen Security being Aspen Group's disclosed DPS guidance as a minimum distribution for FY24, and a DPS of 1.40 cents per Eureka Share being Aspen's estimate of Eureka's DPS based on Eureka's most recent half year DPS of 0.70 cents on an annualised basis.

[10] Aspen will not deduct from the Offer the value of any distributions declared or made by Eureka from 29 February 2024 until the Offer closes, provided it is less than $2.50 million in aggregate but reserves all other rights in respect of any excess above this or any other distribution made by Eureka. Eureka Shareholders will receive the Eureka HY24 Distribution of 0.70 cents per share from Eureka if they continue to hold Eureka Shares on the record date for that distribution, which is 5 April 2024, and will receive the Aspen 2HY24 Distribution if they accept Aspen's Offer, the conditions are satisfied or waived and they are issued with Aspen Securities before the record date for that distribution, which is expected to be 28 June 2024.

1.1.2 Material accretion in EPS for Eureka shareholders



Note: Based on Aspen's estimate of Eureka's EPS and the midpoint of Aspen's pro forma FY24 underlying operating EPS guidance for the Combined Group of 13.25 cents.

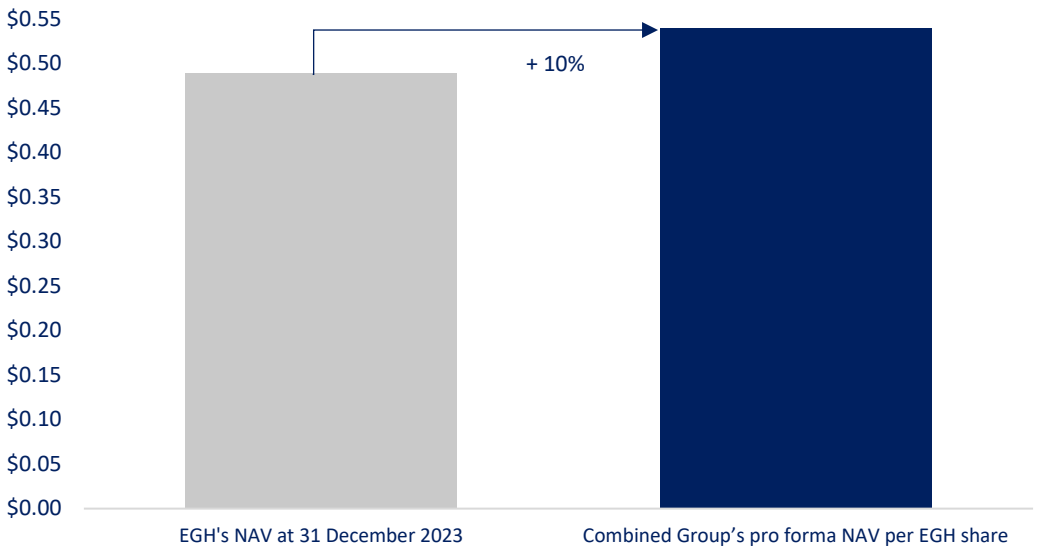
Aspen estimates pro forma FY24 EPS[11] of 13.00 – 13.50 cents for the Combined Group, representing no change on Aspen Group's current FY24 guidance. This equates to 3.38-3.51 cents per Eureka Share, which represents an **increase of 21-25%** on Aspen's estimate of Eureka's EPS on a standalone basis. Aspen's estimate of FY24 EPS for the Combined Group is based on the following assumptions:

- FY24 EPS of 13.00-13.50 cents per Aspen Security for Aspen Group being Aspen Group's disclosed EPS guidance in its latest financial accounts disclosed to the ASX;
- FY24 EPS of 2.80 cents per Eureka Share for Eureka which is an assumption made by Aspen in the absence of specific guidance from Eureka;
- cost synergies of $2.2 million per annum by merging the companies, mainly related to eliminating duplication of board and administrative functions[12]; and
- total transaction costs of $10.6 million for the Combined Group.

[11] Underlying operating earnings (**EPS**) is a non-IFRS measure that is determined to present, in the opinion of the directors, the operating activities of Aspen Group in a way that appropriately reflects Aspen Group's underlying operating performance. Refer to Aspen Group's financial reports for the full definition of EPS. Assumes FY24 EPS of 13.00 – 13.50 cents for Aspen Group being Aspen Group's disclosed EPS guidance range, and 2.80 cents for Eureka being Aspen's estimate of Eureka's EPS based on Aspen's definition of EPS. Eureka may have a different definition of underlying earnings.

[12] Assuming the Bidder acquires at least 90% of Eureka Shares during the Offer Period, and becomes entitled to compulsorily acquire the remaining Eureka Shares on issue.

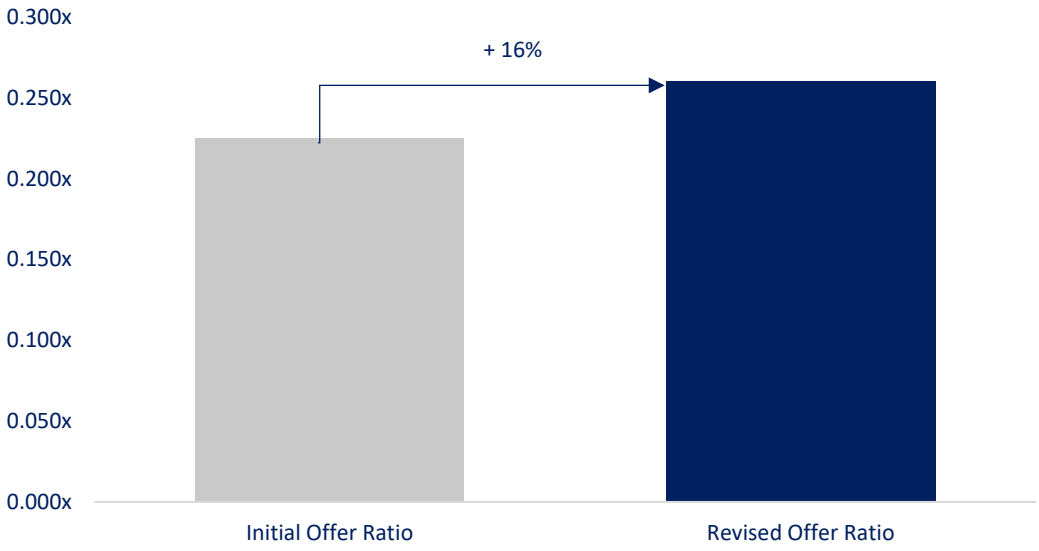
1.1.3 Substantial uplift in NAV per share



Source: Aspen and Eureka announcements and financial accounts. In A$ per share.

Aspen's and Eureka's NAV per security at 31 December 2023 were $2.10 and $0.49[13], respectively. Based on the Offer Consideration of 0.26 Aspen Securities per 1 Eureka Share the Combined Group would have a pro forma NAV of $2.07 per security,[14] which would equate to a NAV of $0.54 per Eureka Share, representing a **10% increase** to Eureka's standalone NAV.

1.1.4 Premium to Initial Indicative Offer



The Aspen Offer represents a 16% premium to the initial indicative offer price set out in the First Offer of 0.225 Aspen Securities per 1 Eureka Share.

[13] Based on Aspen Group's NAV of $2.10 per Aspen Security and Eureka's NAV of $0.49 per Eureka Share as at 31 December 2023.

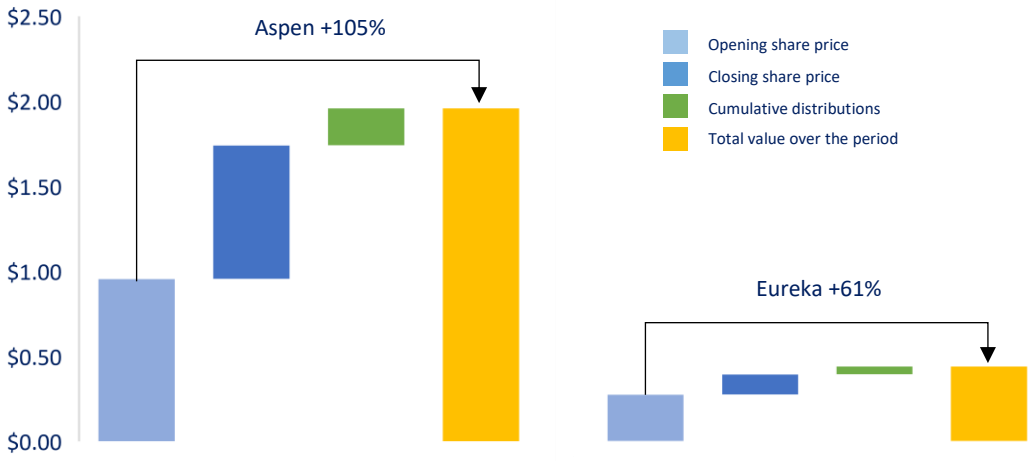
[14] Assumes all Eureka Performance Rights have been vested and converted into Eureka Shares but that no additional Eureka Shares are issued after the Last Practicable Date including under the Eureka Dividend Reinvestment Plan. See **Section 8.3(b)(i)** for certain pro forma adjustments and assumptions in estimating the net assets of the Combined Group.

1.2 Aspen Group has a proven track record[15] of adding value through its fully integrated platform with strong ownership, operating, development, and capital management skills

Aspen's board and executive management team have extensive real estate experience with four members each holding senior roles in the industry for over 30 years. Aspen's Joint Chief Executive Officers have led Aspen for 5 years and own a substantial combined stake in Aspen Group of over 8%.

Over the last 5 years, Aspen's management team have consistently outperformed Eureka's in terms of shareholder returns, profitability, growth and adding value to its portfolio.

1.2.1 Total Shareholder Return comparison



Source: Aspen and Eureka announcements and financial accounts, and ASX. In A$ per share.

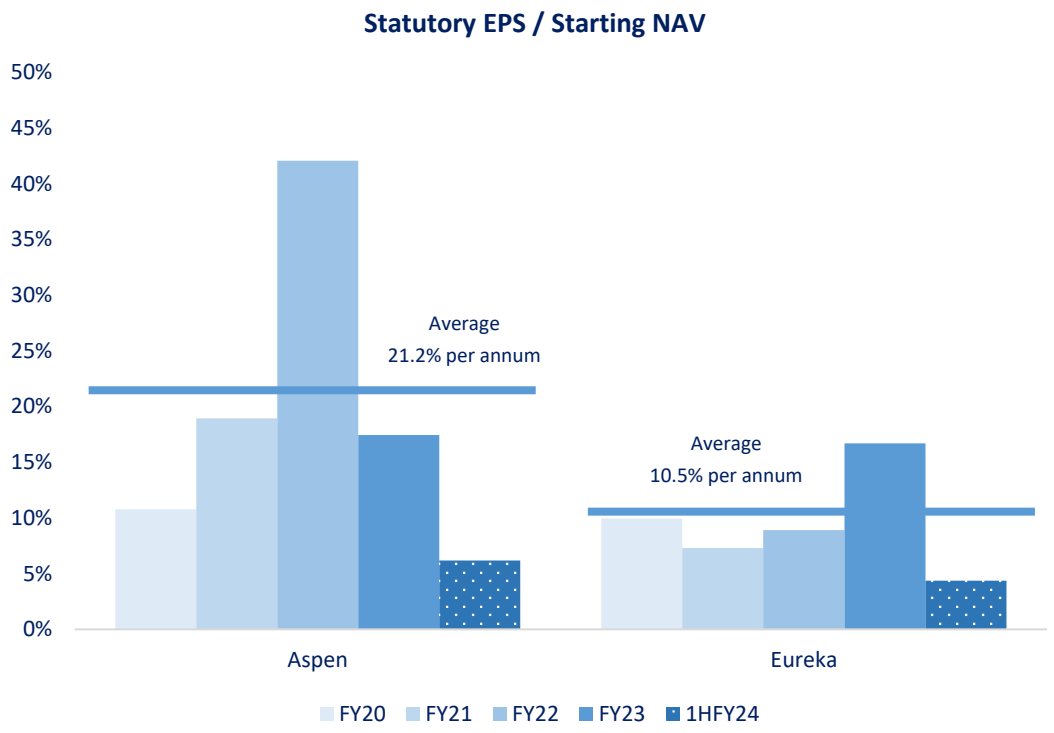
Over the period from when Aspen's current management team joined the company to when Aspen acquired its initial 13.7% stake in Eureka (from 14 March 2019 to 13 December 2022), Aspen Group's stock generated a total shareholder return of 105% relative to Eureka's 61%, an outperformance of 72%.

The period after the initial acquisition of 13.7% in Eureka has been excluded as, in Aspen's opinion, the relative trading prices of Aspen Securities and Eureka Shares has been disturbed by the potential for Aspen to make a takeover offer.

1.2.2 Return on book equity – statutory earnings / starting NAV

Over the period from the end of FY19 to 1HFY24, Aspen Group generated an average annualised return of equity (**ROE**) of 21.2%, about twice the rate achieved by Eureka, while also growing its business and portfolio at a substantially faster rate.

[15] Past performance is not a reliable indicator of future performance.

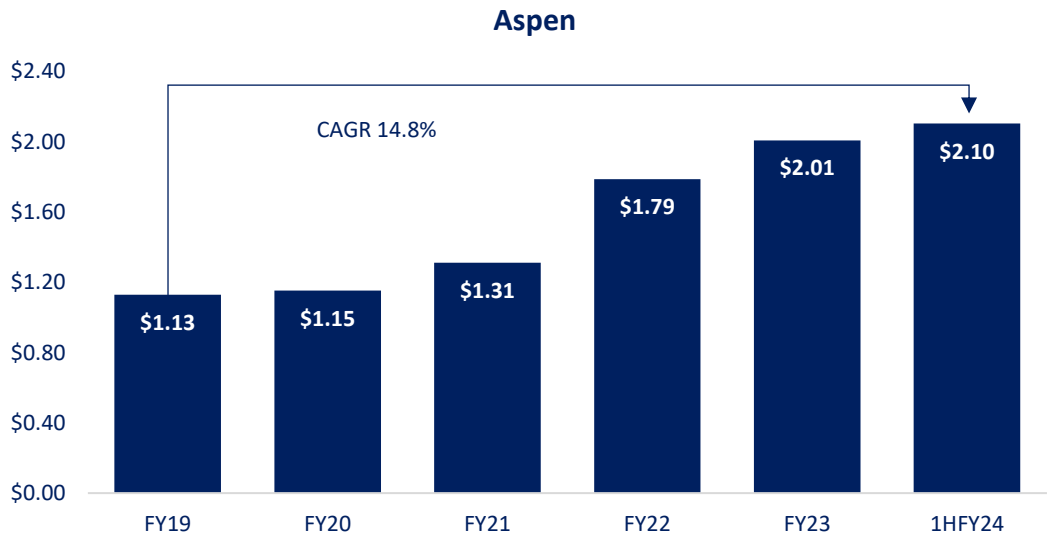


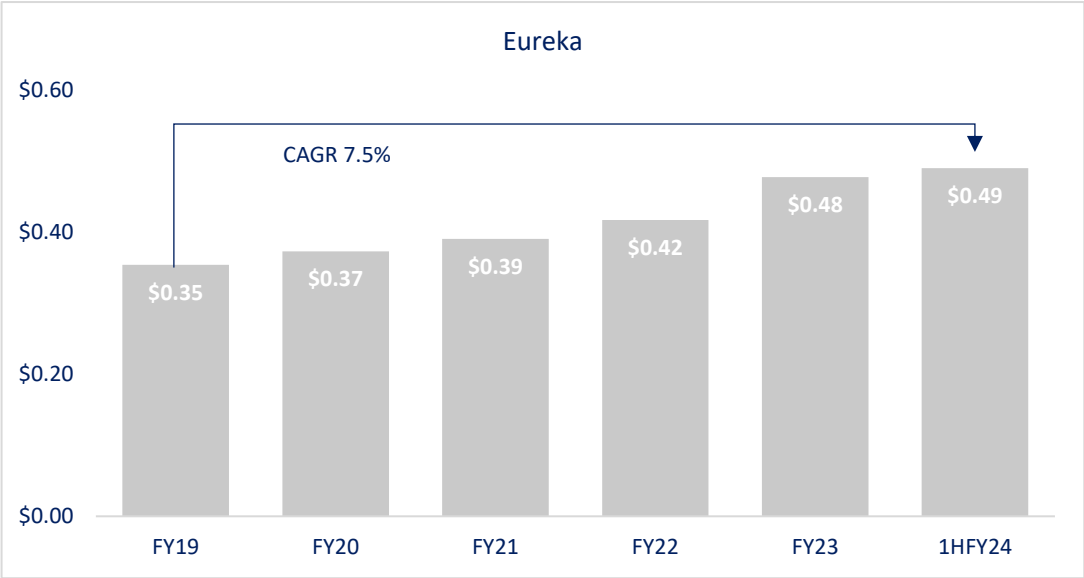
Source: Aspen and Eureka announcements and financial accounts. ROE has been calculated as statutory earnings each financial year divided by NAV at the start of the financial year

1.2.3 Net asset value growth comparison

Aspen's management adds value for securityholders through acquiring suitable properties at attractive prices, refurbishing existing buildings and greenfield development, offering a variety of lease terms and services to customers, operating the assets well and recycling capital.

Over the period from 30 June 2019 to 31 December 2023 Aspen's NAV per security has increased by a compound average of 14.8% per annum, nearly double Eureka's growth of 7.5% per annum.





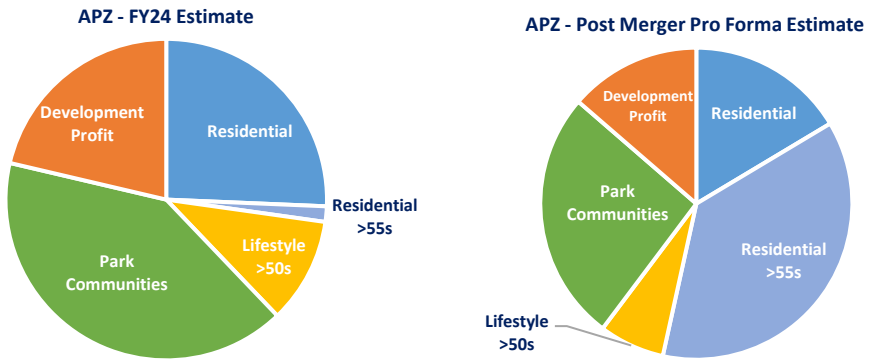
Source: Aspen and Eureka announcements and financial accounts. In A$ per share.

1.3 The Combined Group would be larger and more diversified than the individual entities alone which improves economies of scale and reduces risk

The Combined Group would have an Australia-wide footprint with presence in every Australian State and the Northern Territory. Aspen Group has senior head office employees in proximity to most of its properties in Sydney, Adelaide and Perth, and Eureka's Queensland team would complement this platform.

The Combined Group would own and manage almost 8,000 dwellings and sites including about 1,200 approved sites for future development, highly diversified by geography, property type, tenant type, lease type, and regulation.

Property NOI and Development Profit Mix



Source: Aspen's FY24 estimates for Aspen, Eureka and the Combined Group.

1.4 Aspen believes it may extract superior returns from Eureka's portfolio

Aspen believes that in the event it acquires 100% of Eureka following the Offer it may be able to extract a superior return from Eureka's portfolio.

If Aspen becomes entitled to proceed with compulsory acquisition it intends to implement the strategies below which in its view will place the Combined Group in a position to increase profitability, reduce risk and generate superior returns for securityholders from Eureka's existing portfolio as at the date of this Bidder's Statement than Eureka currently extracts:

- selling marginal properties, particularly small communities in remote locations with stagnant population and high capex requirements;
- upgrading the more attractive properties to improve appeal and help withstand new competition. In Aspen's opinion a large proportion of units would benefit from bathroom & kitchen upgrades and air conditioners which are estimated to cost around $30,000-35,000 per unit;
- reducing property operating costs including Eureka's unallocated corporate overheads that are directly related to leasing, marketing/branding, information technology and travel;
- maintaining or reducing rents comfortably below $400 per week so they remain affordable to the core target customer base, single aged pensioners, who receive only $640 per week including Commonwealth Rent Assistance;
- broadening the target customer base by providing self-contained units where possible and not forcing tenants to buy food packages; and
- optimising and simplifying Eureka's property ownership structure and third party property and funds management contracts which are expensive to run and dilute opportunities and returns for securityholders in Aspen's opinion.

Further information on Aspen's intentions is set out in **Section 7** of this Bidder's Statement.

1.5 The Combined Group would have greater opportunities for growth

Aspen Group has a broader investment mandate and significantly larger total addressable market than Eureka, and therefore greater opportunities to acquire properties at an attractive price and create value for securityholders.

Aspen Group's core target customer base is the approximate 40% of Australian households with income of less than $90,000 per annum who can afford to pay no more than $400 per week to rent or $400,000 to purchase their housing needs. Aspen estimates that its total addressable market is worth at least $1 trillion of housing stock.

Aspen Group has a more substantial development platform and pipeline than Eureka from which additional value can be created. Aspen generates development profits from the sale of houses in land lease communities and land in residential communities. This component of the business is highly profitable, generating about 20% return on invested capital (**ROIC**) and the current pipeline is over 10-years based on current approved sites and sales rates. Development land has been acquired at very attractive prices which has helped limit total development inventory and surplus land to less than 7% of Aspen Group's total assets, and it is highly diversified across 9 active projects and several Australian States, which further mitigates risk.

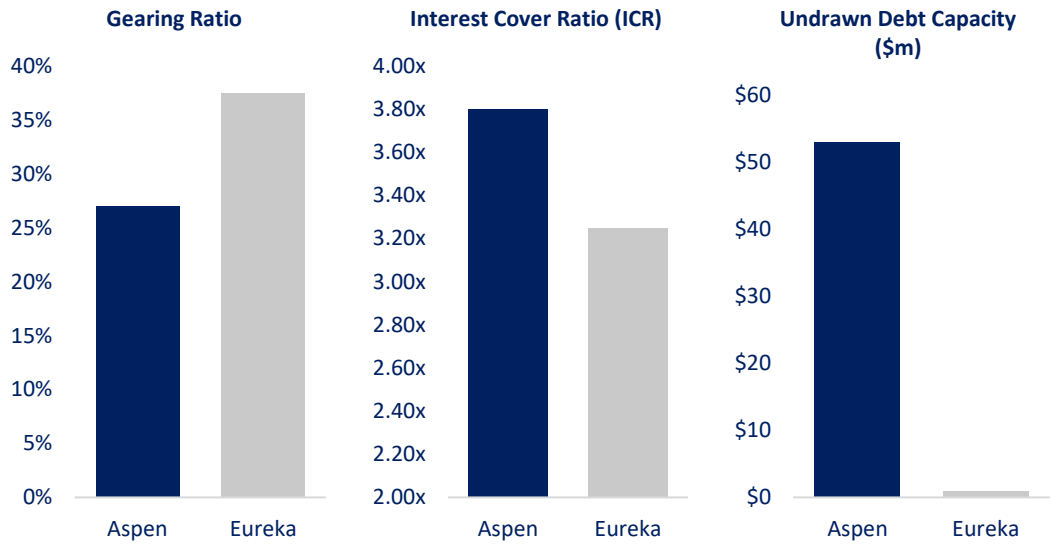
Aspen loosely targets an average net operating income and development profit mix of 80/20% to optimise returns for securityholders while maintaining a manageable level of development volatility and risk. Aspen expects its FY24 earnings to be broadly in line with the targeted mix. As Eureka undertakes substantially less development, the pro forma FY24 estimated mix for the Combined Group would reduce to a net operating income and development profit mix of approximately 87/13%, which enables Aspen to increase its development activity while maintaining its target risk profile. If Aspen were to rebalance the mix to the targeted 80/20% in

future years by leveraging its significant development platform and approved pipeline, development profit and underlying earnings could increase by about $5 million or 2 cents per security for the Combined Group.[16]

1.6 The Combined Group would have a stronger and more robust balance sheet than if Eureka continues to operate on a stand-alone basis

Aspen has demonstrated prudent capital controls whilst delivering superior returns to securityholders. Aspen Group directly owns 100% of its property portfolio, whereas Eureka has only partial equity interests in the property portfolio owned by a Tasmanian joint venture and the unlisted Eureka Villages WA Fund which increases complexity, lessens control, and gives rise to competing and conflicting interests between various stakeholders.

Additionally, Aspen's balance sheet is currently more robust than Eureka's with lower reported gearing[17], higher reported interest cover ratio[18], and more undrawn debt capacity as at 31 December 2023 as illustrated below:



Source: Aspen and Eureka announcements and financial accounts.

Aspen's focus on capital management has ensured maintenance of gearing and risk at appropriate levels.

Aspen estimates that the Combined Group would have lower pro forma gearing, higher pro forma interest cover ratio, and more capacity to debt fund capital expenditure and acquisitions, than Eureka on a standalone basis.

[16] Based on pro forma FY24 estimated net operating income of $53.5 million and development profit of $8.0 million for the Combined Group prior to increasing the contribution mix to 80%/20%. Eureka Shareholders should note that Aspen's ability to rebalance this mix could only occur after FY24 is uncertain and would depend upon a number of factors and is subject to committing and executing on a development pipeline.

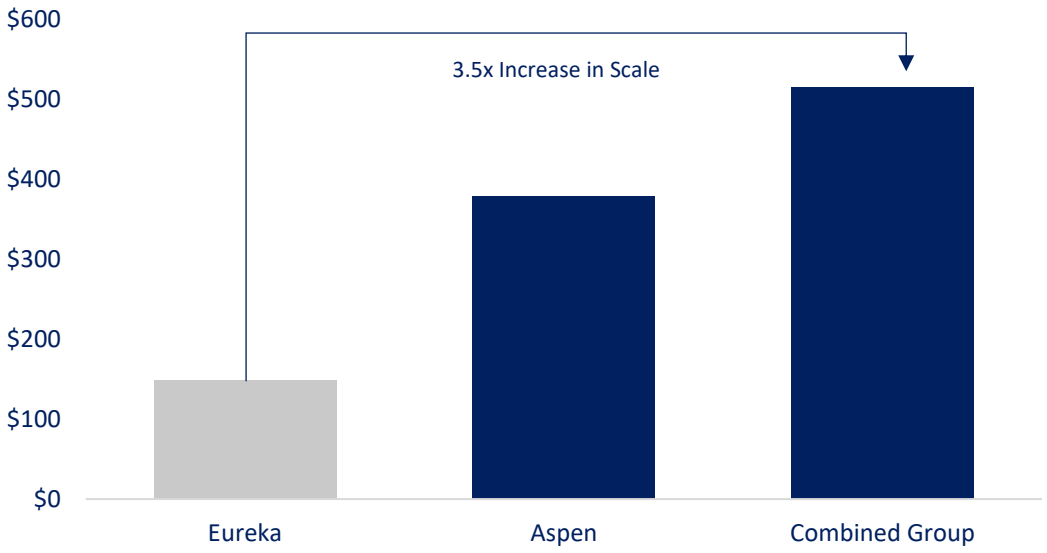
[17] Gearing ratio as reported by both entities at 31 December 2023.

[18] Interest cover ratio (**ICR**) as reported by both entities at 31 December 2023.

1.7 Increased scale and relevance on the ASX

The Combined Group would initially have net assets of about $514 million[19], approximately 3.5x the current scale of Eureka and 1.4x the current scale of Aspen Group. Aspen believes the larger Combined Group would be more relevant on the ASX, especially to large institutional investors including index funds, potentially improving stock liquidity, stock price and cost of capital.

1.7.1 Indicative net assets of the Combined Group

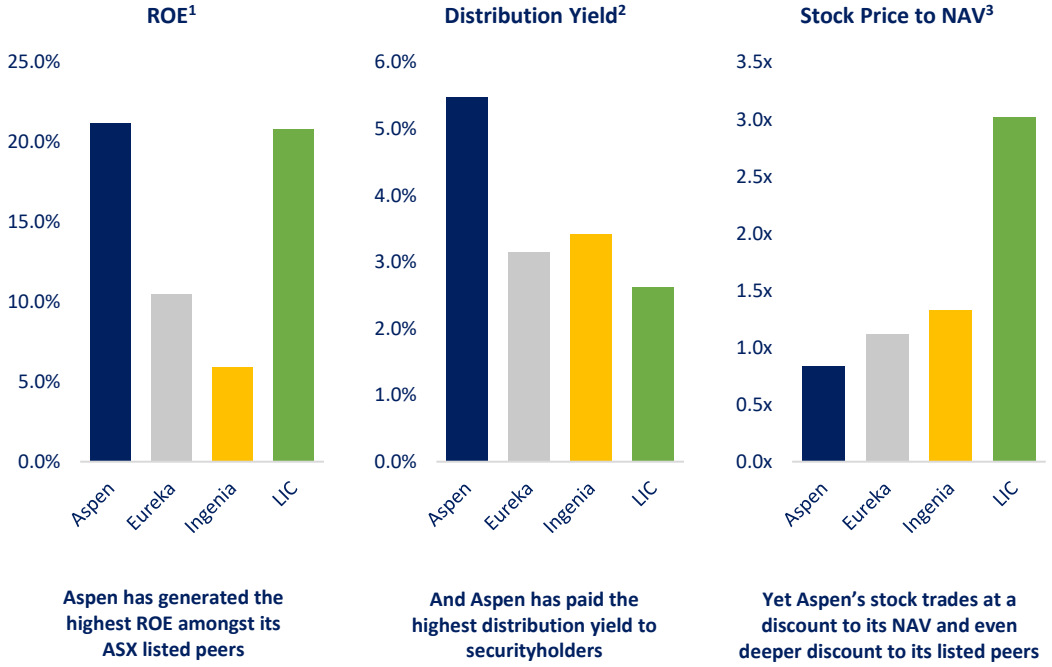


Source: Aspen and Eureka announcements and financial accounts. In A$ millions.

[19] See **Section 8.3(b)(i)** for certain pro forma adjustments and assumptions in estimating the net assets of the Combined Group.

1.8 Aspen Securities are attractively priced at $1.76 per Aspen Security

1.8.1 Historical Average ROE (left), Historical DPS / NAV (middle) and Price / NAV (right)



Source: Aspen, Eureka, Ingenia & Lifestyle Communities (LIC) announcements and financial accounts, and ASX.

Note 1: Historical average annual return on equity commencing FY20 and ending 1HFY24 based on the statutory earnings for each period divided by net asset value at the start of each period.

Note 2: Historical average annual distribution yield commencing FY20 and ending 1HFY24 based on total distribution for each period divided by net asset value at the start of each period.

Note 3: Based on closing prices of stocks on the ASX on 7 March 2024 and the most recently stated net asset value (NAV) of the entities as at 31 December 2023.

Since FY20 Aspen's management team has outperformed its listed peers delivering outsized return on equity of 21% whilst paying an attractive average distribution yield of 5.5% to securityholders. Despite this, Aspen's stock, based on its trading price on the Last Practicable Date, currently trades at a 16% discount to its net asset value and even greater discount to its listed peers. As a result, accepting the Aspen Offer could provide Eureka Shareholders with an attractive entry point into a larger company that has the potential to re-rate and drive future shareholder returns.

Based on Aspen's stated NAV and guidance, Aspen Securities are currently trading at a:

- price / NAV per Aspen Security of 0.84x based on NAV per Aspen Security of $2.10 at 31 December 2023;
- price / EPS ratio of 13.0-13.5x based on current FY24 EPS guidance of 13.00-13.50 cents; and
- distribution yield of 4.8% based on current minimum FY24 DPS guidance of 8.50 cents.

1.9 You will not incur brokerage in accepting the Offer except in very limited circumstances

If Your Eureka Shares are registered on an Issuer Sponsored Holding in your name and you deliver them directly to the Bidder, you will not incur any brokerage fees in connection with your acceptance of the Offer.

If Your Eureka Shares are in a CHESS Holding, or if you are a beneficial owner whose Eureka Shares are registered in the name of a broker, bank, custodian or other nominee you should ask your "Controlling Participant" (usually your broker) or that nominee whether they will charge any transactional fees or service charges in connection with acceptance of the Offer.

If you are an Ineligible Foreign Shareholder, the cash proceeds that you will receive (following the sale by the Sale Nominee of the Aspen Securities that you would otherwise be entitled to receive under the Offer) will be net of brokerage and sale expenses.

You may incur brokerage if you choose to sell Your Eureka Shares on market. See **Sections 2** and **15.15** of this Bidder's Statement for more information regarding payment of brokerage fees.

1.10 No Australian stamp duty should be payable by you on acceptance of the Offer

No Australian stamp duty should be payable by Eureka Shareholders through their Offer acceptance – refer to **Section 10** for further details.

1.11 Eureka Share price may fall if Aspen's Offer lapses

Given the benefits that Aspen believes are available to Eureka shareholders under the Aspen Offer, Eureka Shares may fall in price if the Aspen Offer lapses. As aforementioned, it is Aspen's opinion that Eureka's share price has been disturbed for a substantial period due to the potential of a takeover offer.

Aspen was able to acquire a 13.7% stake in Eureka at a price of $0.39 per Eureka Share in December 2022. Immediately after Aspen acquired its stake, the Eureka share price increased, reversing a consistent downward trend throughout calendar year 2022.

While Eureka's share price closed at $0.45 on the last trading date prior to announcement of the Aspen Offer, being 19 January 2024, Aspen believes that the share price was supported by the expectation of a takeover offer by Aspen since at least December 2022 as a consequence of the acquisition of an interest in Eureka by Aspen. If the Aspen offer lapses, Eureka's shares may trade below current levels.

1.12 No competing offer has emerged for your Eureka Shares

As far as Aspen is aware, the Aspen Offer is the only proposal for Eureka that has been publicly announced at the date of this Bidder's Statement that provides you with an opportunity to sell your Eureka Shares.

As at the date of this Bidder's Statement, Aspen is not aware of any other party intending to make a competing proposal that includes an offer for Eureka Shares and there is no certainty that any such offer will be made.

2 Frequently asked questions in relation to the Aspen Offer

The table below answers some key questions that you may have about the Aspen Offer and is qualified by, and should be read in conjunction with, the detailed information contained in this Bidder's Statement. You should read this Bidder's Statement in full before deciding whether or not to accept the Offer.

If you have further questions, please call the Offer Information Line on 1300 972 485 (within Australia) or +61 2 9068 1924 (outside Australia) between 8.30am and 7.00pm (Sydney time).

What is the Offer?	The Bidder is offering to buy all Your Eureka Shares by way of an off-market takeover. You may only accept the Offer for all Your Eureka Shares. If you accept the Offer, and the Offer is declared or becomes unconditional, you will receive the Offer Consideration of 0.26 Aspen Securities, for each Eureka Share that you hold. If you are an Ineligible Foreign Shareholder you will not be provided with Aspen Securities. Instead, you will receive the net proceeds of the sale of the Aspen Securities you would have otherwise been entitled to. Refer to **Section 15.9** for further details.
Who is making the Offer?	The Offer is being made by Aspen Group Limited ACN 004 160 927 (**Bidder**), which collectively with the Aspen Property Trust forms Aspen Group. See **Section 4** of this Bidder's Statement for more information on the Bidder and Aspen Group.

Who may accept this Offer	Any person who is capable of, during the Offer Period, giving good title to a parcel of Eureka Shares that:
	• are on issue as at the Record Date; or
	• are issued or come into existence before the end of the Offer Period;
	  ○ as a result of the vesting of and conversion of the Eureka Performance Rights; and
	  ○ pursuant to the Eureka Dividend Reinvestment Plan.

Who is Aspen Group?	Aspen Group (ASX: APZ) is an ASX-listed provider of quality accommodation on competitive terms in residential, retirement lifestyle and park communities with total property holdings in excess of $550 million comprising over 5,000 dwellings and sites.
What is an Aspen Security?	Aspen Securities consist of one Aspen Share and one Aspen Unit, stapled together and jointly quoted on the ASX under the ASX code 'APZ'.

What is the value of an Aspen Security?	The implied value of the Aspen Offer is $0.46 per Eureka Share based on the closing price of Aspen Securities on the ASX of $1.76 per Aspen Security on 7 March 2024, and an implied net asset value of $0.55 based on the NAV per Aspen Security on 31 December 2023 of $2.10. The implied values above may change as a result of movements in the market price of Aspen Securities and NAV per Aspen Security.
Are there any circumstances in which you will not be entitled to receive Aspen Securities?	If you are an Ineligible Foreign Shareholder, you will not be provided with Aspen Securities. Instead, you will be paid the net proceeds of the sale of the Aspen Securities you would have otherwise been entitled to. An Ineligible Foreign Shareholder is an Eureka Shareholder whose address as shown in the register of shareholders of Eureka is in a jurisdiction other than Australia or its external territories or New Zealand, unless Aspen determines (in its absolute discretion) that it is: • not unlawful, onerous or impracticable to make the Aspen Offer to a Eureka Shareholder in a jurisdiction that is outside Australia and New Zealand and to issue Aspen Securities to such a Eureka Shareholder on acceptance of the Aspen Offer; and • not unlawful for such a Eureka Shareholder to accept the Aspen Offer in such circumstances in the relevant jurisdiction. Based on the information available to the Bidder as at the Last Practicable Date as far as the Bidder is aware there are no Ineligible Foreign Shareholders. See **Section 15.9** for further information.
When does the Aspen Offer close?	The Aspen Offer closes at 7.00pm (Sydney time) on 28 May 2024, unless it is extended or withdrawn as permitted by the Corporations Act.
How I accept the Aspen Offer?	See the Section on "How to accept this Offer" in **Section 15.5**.
Why accept the Offer?	The Bidder believes that Eureka Shareholders should accept the Offer for the following key reasons: (a) the Aspen Offer is attractive and results in significant accretion to estimated FY24 distribution per share, underlying earnings per share and net asset value for Eureka Shareholders than if Eureka were to remain a standalone entity; (b) Aspen Group has a proven track record of adding value through its fully integrated platform with strong ownership, development and capital management skills[20];

[20] Past performance is not a reliable indicator of future performance.

	(c) the Combined Group would be larger and more diversified than the individual entities alone which improves economies of scale and reduces risk; (d) Aspen believes it can extract superior returns from Eureka's portfolio; (e) the Combined Group would have greater opportunities for growth; (f) the Combined Group would have a stronger and more robust balance sheet than if Eureka continues to operate on a standalone basis; (g) increased scale and relevance on ASX; (h) Aspen Securities are attractively priced at $1.76 per Aspen Security[21]; (i) you will not incur brokerage in accepting the Offer except in very limited circumstances; (j) no Australian stamp duty should be payable by you on acceptance of the Offer[22]; (k) Eureka's share price may fall if Aspen's Offer lapses; and (l) no competing offer has emerged for your Eureka shares. See **Section 1** of this Bidder's Statement for more information on the benefits of the Offer.
Are there any risks in accepting the Aspen Offer?	If you accept the Aspen Offer, you will be issued with Aspen Securities as part of the Offer Consideration (unless you are an Ineligible Foreign Shareholder). There are a number of risk factors associated with an investment in Aspen Securities and with the Aspen Offer itself. See **Section 11** for more information on the potential risk factors of an investment in Aspen Securities.
Will my new Aspen Securities be listed on the ASX?	Within seven days of the date of this Bidder's Statement, Aspen Group will apply to the ASX for quotation of the Aspen Securities to be issued in conjunction with the Aspen Offer. Quotation will depend on the ASX exercising its discretion to admit the new Aspen Securities to the Official List. However, as Aspen Group is already admitted to the Official List of the ASX and securities in Aspen Group in the same class or on the same terms as those to be issued under the Aspen Offer are already quoted, Aspen Group is of the view that the quotation of the Aspen Securities will be granted.
Will my Aspen Securities have the same rights and liabilities as all other Aspen Securities?	Yes, the Aspen Securities issued under this Aspen Offer will rank equally with existing Aspen Securities, including for any distribution with a record date that falls on or after the date the Aspen Securities are issued under the Aspen Offer. Refer to **Section 5.7** for further information about the rights and liabilities attaching to the Aspen Securities issued under the Aspen Offer.

[21] Based on the closing price of Aspen Securities on the ASX on 7 March 2024.
[22] Refer to **Section 10**.

What are the Conditions of the Aspen Offer?	The Offer is conditional on: (a) the Bidder acquiring a relevant interest in more than 50.1% of Eureka Shares on issue at that time; (b) no Material Adverse Change; (c) no Prescribed Occurrences; (d) no material acquisitions, disposals, capital expenditure or changes in the conduct of business in respect of the Eureka Group; (e) Leftfield Investments providing its written consent and waiver of any Change of Control Right resulting from a change of control of Eureka, or written confirmation from either Leftfield or Eureka that no such right exists; (f) no destruction or damage to any properties such that the aggregate of the destruction or damage to the properties exceeds or would reasonably be expected to exceed $5,000,000; (g) no changes to the control of, constitutional documents, responsible entities or trustees of any Eureka Group Member or any changes to any unincorporated joint ventures or partnerships to which a Eureka Group Member is a party; (h) no contract or commitment for the provision by Eureka Group Members of investment management, property management, administration or related services is terminated or amended in a way that is adverse to a Eureka Group Member; (i) obtaining all required regulatory approvals; (j) no regulatory intervention in connection with the Offer; (k) no distributions being announced, made, declared or paid by Eureka except where such distributions in, or in respect of any half year do not exceed, and are not reasonably likely to exceed $2.50 million; (l) no misrepresentation, breach, event of default, review event, cancellation event, prepayment event or similar event under any Debt Facility (including any notices of demand in connection to a misrepresentation, default or non-compliance under a Debt Facility) or any amendments to, or waivers requested and/or granted by a lender under a Debt Facility; and (m) no Eureka Group Member becomes Insolvent. The Conditions are set out in full in **Annexure A** to this Bidder's Statement. Aspen recommends that Eureka Shareholders read that section of the Bidder's Statement in full.

	Details as to how the Conditions can be waived are set out in **Section 15.11** of this Bidder's Statement.
When will I be notified of the status of the Conditions?	If the Conditions are satisfied or waived, the Bidder will, as soon as practicable, give the ASX and Eureka a notice that states the Conditions have been satisfied or waived.
What if the Conditions are not satisfied or waived?	If the Conditions are not satisfied or waived by the end of the Offer Period, then the Aspen Offer will lapse and your acceptance will be cancelled. You will continue to hold Your Eureka Shares and be free to deal with Your Eureka Shares as if the Aspen Offer had not been made, unless you have already sold Your Eureka Shares to someone else.
When will I receive the Offer Consideration?	If you accept the Offer, and the Conditions are fulfilled or waived, the Bidder will provide the Offer Consideration due to you for Your Eureka Shares to which you are entitled under this Offer on or before the earlier of: (a) one month after the Offer is accepted, or one month after the Conditions are fulfilled or waived (whichever is later); and (b) 21 days after the end of the Offer Period.
Can I withdraw my acceptance?	Under the Offer Terms, you cannot withdraw your acceptance unless a withdrawal right arises under the Corporations Act. Such withdrawal right will arise if, after you have accepted the Aspen Offer, the Bidder varies the Aspen Offer in a way that extends the Offer Period for more than one month, the time the Bidder has to meet its obligations under the Aspen Offer.
Can I sell my Eureka Shares on ASX?	Yes, but you may incur brokerage costs if you do. If you have already accepted the Offer, you will be unable to settle any subsequent sale of Your Eureka Shares, subject to you being entitled to withdraw your acceptance – see FAQ "Can I withdraw my acceptance?" in **Section 2** of this Bidder's Statement.
How will Ineligible Foreign Shareholders be treated?	All Eureka Shareholders are invited to accept the Offer on the same basis. However, Ineligible Foreign Shareholders that accept the Aspen Offer will not receive Aspen Securities. Rather, Aspen will appoint an ASIC approved Sale Nominee and the Aspen Securities that Ineligible Foreign Shareholders would have been entitled to receive will be issued to, and sold by, a Sale Nominee and the net cash proceeds attributable to each Ineligible Foreign Shareholder will be paid to them in Australian dollars. Refer to **Section 15.9** for further information. Based on the information available to the Bidder as at the Last Practicable Date as far as the Bidder is aware there are no Ineligible Foreign Shareholders.
What is the Bidder's current interest in Eureka Shares?	As at the date of this Bidder's Statement: • the Bidder's voting power in Eureka is 13.64%; and

	• the Bidder has a Relevant Interest in 41,157,590 Eureka Shares.
What are the tax consequences if I accept the Aspen Offer?	Refer to **Section 10** for a summary of the potential Australian tax consequences for Eureka Shareholders that accept the Aspen Offer. The Australian tax consequences summarised are of a general nature only and it is recommended that Eureka Shareholders seek their own independent professional advice in relation to their specific facts and circumstances.
What if I accept the Offer and the Bidder increases the Offer Consideration?	If the Bidder increases the Offer Consideration, all Eureka Shareholders who accept the Offer (whether or not they have accepted the Offer before or after the increase) will be entitled to the benefit of the increased Offer Consideration, should the Offer become unconditional. If you have already received payment in respect of the Offer at the time the Offer Consideration is increased, you will be paid the difference between the amount you have received and the higher Offer Consideration.
Will I need to pay brokerage or stamp duty if I accept the Offer?	If Your Eureka Shares are registered in an Issuer Sponsored Holding (your SRN starts with an "I") in your name and you deliver them directly to the Bidder, you will not incur any brokerage fees in connection with your acceptance of the Offer. If Your Eureka Shares are registered in a CHESS Holding (your HIN starts with an "X"), or if you are a beneficial owner whose Eureka Shares are registered in the name of a broker, bank, custodian or other nominee, you should ask your "Controlling Participant" (usually your broker) or nominee whether they will charge any transactional fees or service charges in connection with acceptance of the Offer. If you are an Ineligible Foreign Shareholder, the cash proceeds that you will receive (following the sale by the Sale Nominee of the Aspen Securities that you would otherwise be entitled to receive under the Offer) will be net of brokerage and sale expenses. You may incur brokerage costs if you choose to sell Your Eureka Shares on the ASX. No Australian stamp duty should be payable by Eureka Shareholders through their Offer acceptance – refer to **Section 10** for further details.

What choices do I have as a Eureka Shareholder?	As a Eureka Shareholder, you have the following choices in respect of Your Eureka Shares: (a) accept the Offer for all of the Eureka Shares you hold; (b) sell some or all of Your Eureka Shares on the ASX (unless you have previously accepted the Offer and have not validly withdrawn your acceptance). If you sell some of Your Eureka Shares you can accept the Offer for the balance of Your Eureka Shares; or (c) do nothing. Even if you do not accept the Offer, if the Bidder at the end of the Offer Period becomes entitled to do so under the Corporations Act, it intends to exercise its rights to compulsorily acquire Your Eureka Shares at the Offer Consideration (in which case the same value will be available to you for Your Eureka Shares but you will be paid later in time).
Can I accept the Offer for part of my holding in Eureka?	No. You cannot accept the Offer for part of your holding. You may only accept the Offer **for all** of Your Eureka Shares. However, if you hold one or more parcels of Eureka Shares as trustee or nominee, you may accept the Offer as if a separate offer had been made in relation to each of those parcels and any parcel you hold in your own right. A person holding Eureka Shares on trust for, as nominee for, or on account of, another person should see **Section 15.1(f)** of this Bidder's Statement.
What happens if I do not accept the Offer?	If you do not accept the Offer, you will remain a Eureka Shareholder unless the Bidder becomes entitled to acquire Your Eureka Shares under the compulsory acquisition provisions in the Corporations Act and proceeds to do so. Further information on the Bidder's intentions is set out in **Section 7** of this Bidder's Statement. If the Bidder gains control of Eureka but is not entitled to or does not otherwise compulsorily acquire the remaining Eureka Shares, those Eureka Shareholders who do not accept the Offer will become minority Eureka Shareholders in circumstances where Eureka has a controlling shareholder (being the Bidder), with possibly less influence over the future direction of Eureka than they may have had previously.
Am I entitled to the Eureka HY24 Distribution?	If you are a registered holder of a Eureka Share on the record date for the Eureka HY24 Distribution, namely 5 April 2024, you will be entitled to receive the Eureka HY24 Distribution, even if you accept the Offer. The Bidder also confirms that it will not reduce the Offer Consideration as a result of the payment of the Eureka HY24 Distribution provided such payment does not trigger the no Distributions Condition. Nothing in this Bidder's Statement restricts the Bidder's ability to rely upon or waive the No Distributions Condition, or the Bidder's right to otherwise adjust the Offer Consideration in accordance with **Section 15.8**.

Am I entitled to receive the Aspen 2HY24 Distribution if I accept the Offer?	If you accept the Aspen Offer and the Aspen Offer is declared or becomes unconditional you may be entitled to receive the Aspen 2HY24 Distribution if the Aspen Securities issued as consideration to you are issued prior to the record date for the Aspen 2HY24 Distribution. The Bidder anticipates that the record date for the Aspen 2HY24 Distribution will be 28 June 2024. Refer to **Section 15.8** for the timing of payment. Subject to **Section 15.8**, the Bidder is unable to provide any assurance or guarantee that Aspen Securities will be issued prior to the record date for the Aspen 2HY24 Distribution. To maximise the likelihood of receiving the Aspen 2HY24 Distributions, the Bidder urges all Eureka Shareholders to accept the Offer as soon as possible.
How does the Offer apply to my Eureka Performance Rights?	The Bidder is not making a separate offer to holders of Eureka Performance Rights. However, the Offer extends to all Eureka Shares that are issued before the end of the Offer Period as a result of the vesting and conversion of any Eureka Performance Rights on issue at the Record Date. This means that holders of Eureka Performance Rights that vest will be able to accept the Offer in respect of the Eureka Shares issued during the Offer Period as a result of their conversion.
How does the Offer apply to Eureka Shares under the Eureka Dividend Reinvestment Plan?	The Offer extends to all Eureka Shares that are issued before the end of the Offer Period under the Eureka Dividend Reinvestment Plan.
Is there a number that I can call if I have further queries in relation to the Offer?	If you have any further queries in relation to the Offer, you can call 1300 972 485 (within Australia) or +61 2 9068 1924 (outside Australia), Monday to Friday between 8.30am and 7.00pm (Sydney time).

3 Overview of the Aspen Offer

The following is a summary only of the Aspen Offer and is qualified by the detailed information contained in the rest of the Bidder's Statement. You should read this Bidder's Statement in full before deciding how to deal with Your Eureka Shares.

The terms and conditions of the Aspen Offer are contained in **Section 15**.

3.1 Summary of the Aspen Offer terms and conditions

(a) **Aspen Offer**

The Bidder is offering to buy all Your Eureka Shares on the Offer Terms set out in **Section 15**.

Subject to the Offer Terms, you will receive the Offer Consideration of 0.26 Aspen Securities for every Eureka Share acquired from you.

The Aspen Offer relates to the Eureka Shares that exist or will exist as at the Record Date. The Aspen Offer also extends to all Eureka Shares that are issued during the period from the Record Date to the end of the Offer Period due to:

- the vesting of and conversion of the Eureka Performance Rights that exist on the Record Date; and
- the Eureka Dividend Reinvestment Plan and pursuant to the modification granted by ASIC as described in **Section 12.18** of this Bidder's Statement.

If you are an Ineligible Foreign Shareholder you will not receive Aspen Securities or any rights with respect to Aspen Securities. The Eureka Shares which you would otherwise receive will be sold for your benefit and you will receive the net proceeds of the sale (see **Section 15.9**).

Persons resident in Australia, its external territories and New Zealand are not Ineligible Foreign Shareholders. A person is also not an Ineligible Foreign Shareholder if the Bidder determines (in its absolute discretion) that it is:

- not unlawful, onerous or impracticable to make the Aspen Offer to a Eureka Shareholder in the relevant jurisdiction outside of Australia and New Zealand and to issue Aspen Securities to such a Eureka Shareholder on acceptance of the Aspen Offer; and
- not unlawful for such a Eureka Shareholder to accept the Aspen Offer in such circumstances in the relevant jurisdiction.

(b) **Offer Period**

The Aspen Offer is scheduled to open on [•] 2024, and close on 7.00pm (Sydney time) on 28 May 2024 (but it may be extended or withdrawn).

(c) **Payment date**

If you accept the Aspen Offer and the Aspen Offer is declared or becomes unconditional, in the usual case, you will be provided with the Offer Consideration within or on the later of:

- one month of your acceptance of the Aspen Offer; or
- 21 days after the end of the Offer Period,

provided that all relevant documents have been received and correctly completed.

If the Aspen Offer is subject to a Condition when accepted, you will be provided with the Offer Consideration within or on the later of:

- one month after the Aspen Offer becomes unconditional; or
- 21 days after the end of the Offer Period,

provided that all relevant documents have been received and correctly completed.

(d) **How to accept the Offer**

You may only accept the Offer for all Your Eureka Shares. How you accept the Aspen Offer depends on whether Your Eureka Shares are held in an Issuer Sponsored Holding or a CHESS Holding (your personalised Acceptance Form outlines which type of holding you have).

In all cases, your acceptance of the Aspen Offer must be received before the end of the Offer Period, which is 7:00pm on 28 May 2024, unless extended.

Issuer sponsored shareholders (holder number beginning with "I")	To accept the Offer, you may either: (a) complete and sign the Acceptance Form enclosed with this Bidder's Statement and return it to the address indicated on the form; or (b) lodge your acceptance via Automic's Investor Portal following the instructions on the Acceptance Form,
CHESS sponsored shareholders (holder number beginning with "X")	To accept the Offer, you may either: (a) complete and sign the Acceptance Form enclosed with this Bidder's Statement and return it to the address indicated on the form; (b) instruct your "Controlling Participant" (usually your broker) to accept the Offer on your behalf; or (c) lodge your acceptance via Automic's Investor Portal following the instructions on the Acceptance Form, in sufficient time to allow your acceptance to be processed and instructions to be relayed to your Controlling Participant and for them to be acted on before the end of the Offer Period.

Full details on how to accept the Offer are set out in **Section 15.5** of this Bidder's Statement and on your Acceptance Form. If you have any questions on how to accept, please call the Offer Information Line on 1300 972 485 (within Australia) or +61 2 9068 1924 (outside Australia) between 8.30am and 7.00pm (Sydney time).

(e) **Ranking of Aspen Securities**

The Aspen Securities issued under the Aspen Offer will rank equally with existing Aspen Securities including for any distribution with a record date that falls on or after the Aspen Securities are issued.

(f) **How will Ineligible Foreign Shareholders be treated?**

Generally speaking, if your address on Eureka's register of shareholders is in a jurisdiction other than Australia, its external territories or New Zealand, you will be considered an Ineligible Foreign Shareholder. Ineligible Foreign Shareholders that accept the Aspen Offer will not receive Aspen Securities and should read **Section 15.9** for further information.

Based on the information available to the Bidder as at the Last Practicable Date as far as the Bidder is aware there are no Ineligible Foreign Shareholders.

(g) **What will the tax consequences be?**

Section 10 provides a brief overview of the Australian income tax, GST and stamp duty implications for Eureka Shareholders who accept the Aspen Offer. The information applies only to Eureka Shareholders who are individuals, trusts, complying superannuation funds and corporate shareholders that hold their Eureka Shares on capital account for Australian income tax purposes. The summary at **Section 10** does not consider any tax implications in jurisdictions outside of Australia. Note that this information is general only, does not constitute tax advice and does not take into account your personal circumstances. Aspen recommends you seek independent professional advice in relation to your own particular circumstances.

(h) **Do I pay brokerage or stamp duty if I accept?**

You will not pay brokerage on the disposal of your Eureka Shares if you accept the Aspen Offer. If Your Eureka Shares are in a CHESS Holding or you hold Your Eureka Shares through a bank, custodian or other nominee, you should ask your Controlling Participant (usually, your broker or the bank, custodian or other nominee) whether it will charge any transaction fees or services charges.

If you are an Ineligible Foreign Shareholder, the cash proceeds that you will receive (following sale by the Sale Nominee of the Aspen Securities that you would otherwise be entitled to receive under the Aspen Offer) will be net of sale expenses (see **Section 15.9**).

No Australian stamp duty should be payable by Eureka Shareholders through their Offer acceptance – refer to **Section 10** for further details.

(i) **Further information**

If you have any questions in relation to the Aspen Offer or how to accept it, or if you have lost your personalised Acceptance Form and require a replacement, please call the Offer Information Line on 1300 972 485 (callers in Australia) or +61 2 9068 1924 (callers outside Australia) between 8.30am and 7.00pm (Sydney time).

4 Information about the Bidder and Aspen Group

4.1 The Bidder and Aspen Group

The Bidder under the Offer is Aspen Group Limited ACN 004 160 927 which collectively with the Aspen Property Trust ARSN 104 807 767 (**Aspen Property Trust**) (whose responsible entity is Evolution Trustees Limited ACN 611 839 519 (AFSL: 486217) (**Responsible Entity**) comprise Aspen Group.

4.2 Aspen Group's business model

Aspen Group (ASX: APZ) is an ASX-listed provider of quality accommodation on competitive terms in residential, retirement lifestyle and park communities, with leading ESG[23] credentials that are inherent in its business model.

Aspen Group provides quality accommodation that is affordable to the approximate 40% of households in Australia that can afford to pay no more than about $400 per week to rent or $400,000 to purchase their housing needs. Aspen Group's portfolio has been carefully curated to adhere to these affordable rent and price points and, importantly, satisfy the varying needs and wants of its core customer base. Accordingly, Aspen Group's portfolio comprises a mixture of property types including residential, retirement lifestyle and park communities, located across Australia, and a variety of lease types including over dwellings and land sites (where the customer owns their house).

Aspen's Business Model and Integrated Platform

Owner

Proprietary approach - 100% focused on optimising returns for Aspen securityholders

Operator

Boosting profitability through intensive operational management and provision of various lease terms and services

Developer

Cost effective creation of quality accommodation through brownfield and greenfield development

Capital Manager

Disciplined acquisitions and recycling capital to align portfolio with our target customer base, and enhance return on capital

Provider of Quality Accommodation on Competitive Terms

Core Customer Base

Four million Australian households with annual income <$90k

Acute Housing Shortages

<$400pw rent and <$400k price

TAM* > $1 trillion of housing stock

* TAM – Total Addressable Market – based on Aspen's estimate of 4m households with an average house value of $250,000

[23] ESG – Environment, Social and Governance credentials. Please refer to Aspen's ESG Statement on its website.

Aspen is Helping Solve Australia's Affordable Housing Problem

Creating Affordable Housing
Disciplined acquisitions and cost effective development

Looking after our Customers in community environments

Local Engagement
Supporting community clubs, schools and sporting groups

Saving Resources
Energy-efficient dwellings, energy-saving devices

Aspen Social
Supporting charities with subsidised rents

Indigenous Programs
Protecting heritage items

Diversity & Inclusion
Highly diverse workforce and majority female

Governance and Alignment
Majority of Board is independent
CEOs own combined stake in Aspen of over 8%

4.3 History of Aspen Group[24]

Over the past 10 years Aspen Group has been transformed from an underperforming highly diversified property owner and fund manager that struck trouble during the global financial crisis (**GFC**), to a highly successful specialist provider of affordable accommodation. Post-GFC under previous management, Aspen Group disposed of its commercial properties and funds including the unlisted Aspen Parks Property Fund which owned one of Australia's largest portfolios of park properties at the time, and redeployed the capital into park and lifestyle properties for its own balance sheet. Stiffening competition and very low interest rates during this period led to a rapid increase in the price of suitable properties which limited the growth of Aspen Group. In early 2019 when the current executive team joined Aspen Group, the strategy was broadened to include residential property so that Aspen Group could service the entire spectrum of household types that require more affordable accommodation. This move significantly increased Aspen Group's total addressable market and opportunity set.

Since FY19, Aspen Group has been one of the fastest growing and best performing ASX-listed real estate groups, and it has achieved the following:

- significant improvement in the senior executive team and platform, with new offices opened in Adelaide and Perth to complement the Sydney headquarters;
- improved scale with a more than four-fold increase in the value of its property portfolio;
- increased diversification into more Australian States and property types including residential in metropolitan locations, which has materially reduced earnings volatility, seasonality and risk, and improved long term growth prospects in Aspen Group's opinion;
- increased the value-add activities of brownfield and greenfield development without materially changing the risk profile of the group, with development inventory currently less than 7% of total assets;
- reduction in management expense ratio[25] from 4.2% in FY19 to 1.1% in 1HFY24;
- material increase in EBITDA margin[26] from 20% in FY19 to 36% in 1HFY24;
- 20% per annum compound growth in EPS;
- 15% per annum compound growth in NAV per security;
- 11% per annum compound growth in DPS while reducing the distribution payout ratio from 97% to 62% in HY24 to retain cash to fund growth initiatives;
- maintained a strong balance sheet with conservative gearing[27] of 27% and interest cover ratio[28] of 3.8x at 31 December 2023 against the backdrop of rapidly increasing interest rates; and
- 83% increase in the price of Aspen Securities from $0.96 on the day the new executive team joined Aspen to the current $1.76[29] as at the Last Practicable Date.

[24] Past performance is not a reliable indicator of future performance.
[25] Management Expense Ratio is corporate overheads divided by total assets.
[26] EBITDA margin is underlying earnings before interest, tax, depreciation and amortisation divided by total revenue.
[27] Gearing is net debt divided by total assets less cash less retirement village resident loan obligations and deferred revenue.
[28] Interest Cover Ratio is EBITDA divided by total interest paid as defined under Aspen's debt covenant.
[29] From 14 March 2019 to 7 March 2024.

4.4 Aspen's Management Team

Aspen's current management platform, the senior executives and their prior career experience are summarised below:

Aspen Group Limited Board Clive Appleton (Chair), Guy Farrands (NED), Edwina Gilbert (NED), John Carter (ED), David Dixon (ED)				
Joint Chief Executive Officers				
John Carter 40 years in real estate and finance Mill Hill Capital, UBS, Jones Lang Lasalle, Colliers			**David Dixon** 35 years in real estate and finance Mill Hill Capital, Morgan Stanley, Credit Suisse, Deutsche Bank, Bankers Trust	
Head of Operations	**Head of Sales & Marketing**	**Head of Asset Management & Development**	**Acquisitions & Disposals**	**Group Financial Controller**
Ben Schmidt 19 years in hospitality and operations InterContinental Hotels, Metro Trains Melbourne	**Bec Carter** 13 years in real estate and marketing Belle Property, McGrath, Elders, Channel 7	**Patrick Maddern** 14 years in real estate and finance Mill Hill Capital, EY, Ferrier Hodgson	**Adam O'Connell** 17 years in real estate and finance BDO, Anglo American	**Winston Chan** 25 years in accounting and finance PWC, PKF, BDO, Automic Group
Operations & Revenue Managers	**Marketing and Business Development**	**Asset & Development Managers**		**Finance & Accounting**
Sydney, Adelaide and Perth	Sydney, Adelaide	Sydney, Adelaide, Perth		Sydney, Philippines
External Service Providers under Contract				
		Project Manager		Accounting, CoSec, Registry, IT, Custodian, RE
Property Managers				

4.5 Aspen's portfolio has attractive investment return drivers

In Aspen's opinion, the performance of all of its property types are highly correlated to Australia's general residential market which will provide attractive investment returns over the long term because:

- ✓ Housing is essential – not discretionary
- ✓ There are no substitutes – housing is not being interrupted by work from home practices or online shopping like office buildings and shopping centres
- ✓ Vacancy rate is rarely above 3% - office market vacancy rates are frequently over 10%
- ✓ Leasing incentives are rare and typically not material – rents are not being artificially inflated and therefore are more sustainable and can grow more
- ✓ Rental properties generate a relatively high net income margin of 60-70% -even higher where land tax subsidy is available
- ✓ Volatility (risk) of returns is considered low compared to some other asset classes such as listed equities
- ✓ Residential assets support a relatively high level of low cost debt -particularly with owner-occupiers who provide personal guarantees
- ✓ Governments and banks have strong vested interests to support the market, owner-occupiers and renters
- ✓ The value of land in desirable locations typically appreciates in real terms over the long run due to increasing scarcity and building density as population and wealth increases
- ✓ The residential market is very deep and liquid – it is 3.7x larger than the ASX market capitalisation and 7.9x larger than commercial real estate by value

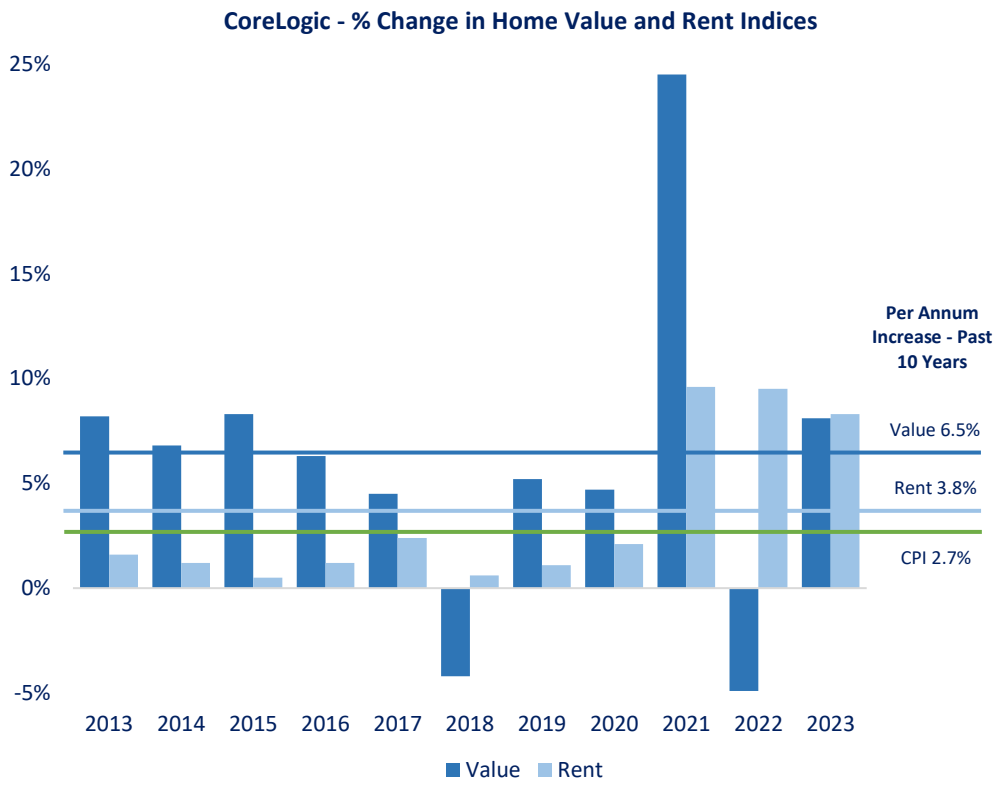
Aspen strives to make higher returns than the general residential market through the following means:

- ✓ Investing at the affordable end of the housing market which is the most essential (least discretionary) and acutely undersupplied with limited solutions in sight
- ✓ Creating quality housing at less than new replacement cost through disciplined acquisitions and cost-effective development
- ✓ Keeping rents competitive to help ensure high levels of occupancy regardless of the economic environment
- ✓ Securing land tax exemptions and other subsidies where available
- ✓ Helping households receive government support to help pay the rent - for example, Commonwealth Rent Assistance which can be available to lifestyle property tenants, but not retirement village tenants
- ✓ Applying its intensive operating skills to generate profit and value above passive rent collection
- ✓ Positioning for the appreciating land dynamic – a large proportion of Aspen Group's portfolio value is in the underlying land in attractive locations that are densifying, with strong potential for development into more valuable uses in the future

The chart below illustrates the real growth in rents and prices across CoreLogic's Home Value and Rent Indices over the 10 years to December 2023:

- Rent increased by 1.1% per annum more than the CPI[30]
- Property value increased by 3.8% per annum more than CPI and 1.4% per annum more than real growth in GDP[31]

Aspen believes that over the long run, rents are highly correlated to wages and other household income (including government subsidies), whereas values can sustain a higher rate of growth as wealth increases and becomes more concentrated in wealthier households.

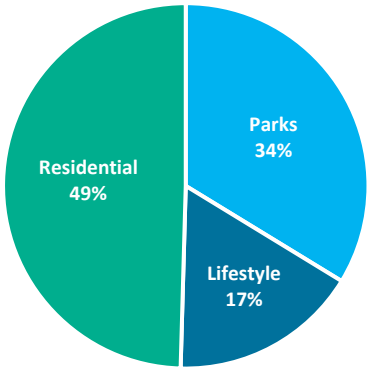


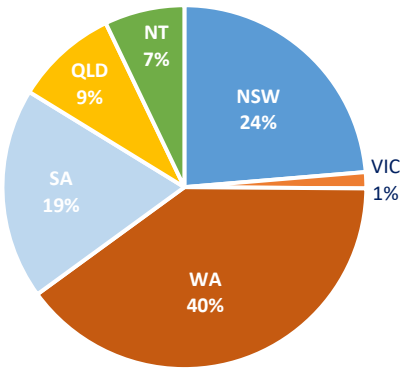
Source: CoreLogic – 10 year period to December 2023

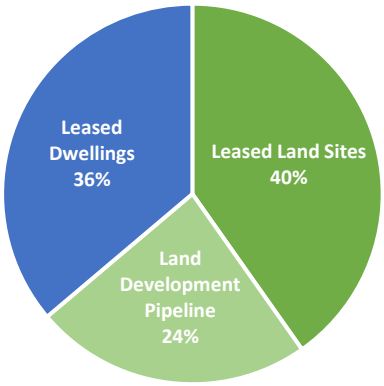
[30] CPI – Consumer Price Index – source: Australian Bureau of Statistics.
[31] GDP – Gross Domestic Product – source: Australian Bureau of Statistics.

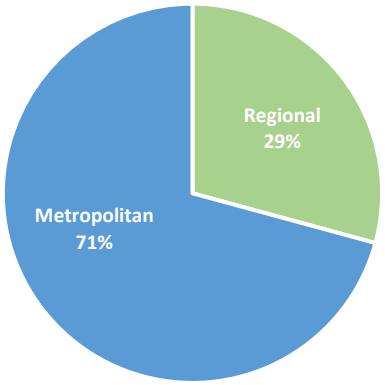
4.6 Aspen's portfolio[32]

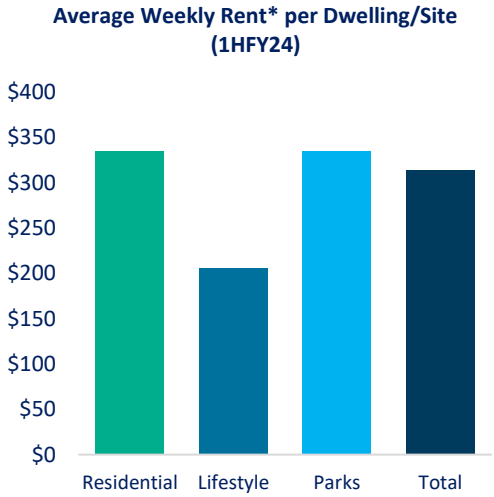
The following charts illustrate Aspen's property portfolio as at 31 December 2023:

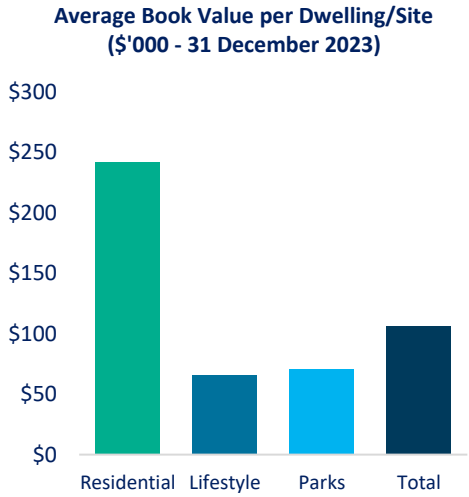












* Rent includes a small amount of ancillary income at some of the properties

[32] Past performance is not a reliable indicator of future performance.

Photos of some of Aspen's different property types are shown below:

Residential – UniResort Upper Mount Gravatt QLD

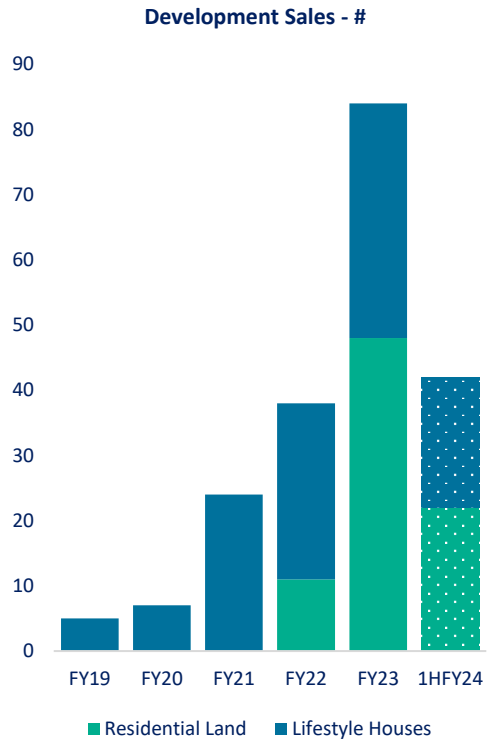
Lifestyle – Alexandrina Cove Lifestyle Village SA

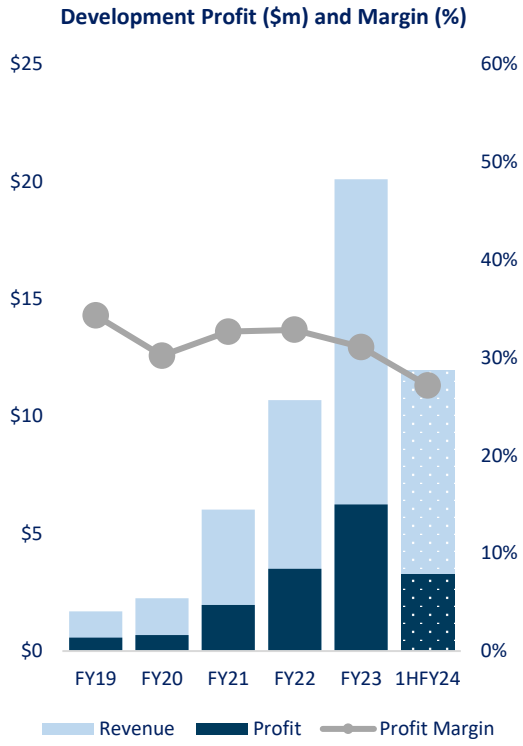
Park – Barlings Beach NSW

Aspen Group creates quality accommodation for its customers and attractive returns for securityholders through cost-effective development of new land and dwellings (greenfield) and refurbishing existing dwellings (brownfield).

Aspen Group currently has nine active greenfield development projects underway comprising seven lifestyle projects where it sells new houses to customers who rent the underlying land site, and two residential land projects. Aspen Group has been achieving attractive profit margins of around 30% and return on invested capital of around 20%.

Aspen Group mitigates risk by maintaining a targeted conservative profit mix of 80% from net rental income and 20% from development profit. Aspen Group's balance sheet exposure to total development inventory including spare land is very low at less than 7% of total assets.





Information about the Combined Group is set out in **Section 8**.

4.7 Directors and company secretary

The board of directors and company secretary of the Bidder are as follows:

Clive Appleton

Chairman & Independent Director

Bec, MBA, AMP (Harvard), GradDip (Mktg), FAICD

Mr Appleton has had a successful career in property and funds management with over 30 years' experience in several of Australia's leading retail property investment, management and development groups. Mr Appleton's early career was spent with the Jennings Group where he held senior executive roles from 1986, responsible for managing and developing the retail assets. In 1990, following a restructure of Jennings to become Centro Properties Limited, Mr Appleton became Managing Director. From 1997 to 2004 he was the Managing Director of the Gandel Group, one of Australia's leading retail property investment, management and development groups. In 2005 Mr Appleton joined APN Property Group Limited as Managing Director. From December 2011 to June 2015, Mr Appleton was a Non-Executive Director of Federation Centres. Mr Appleton is currently Deputy Chairman of the Gandel Group, a Non-Executive Director of

Vicinity Limited, Perth Airport Pty Limited, and Perth Airport Development Group Pty Limited and the non-Executive Chairman of Pancare Foundation.

Mr Appleton was appointed as a Non-Executive Director of Aspen Group Limited on 30 April 2012.

Directorships of other listed entities within last 3 years:

- Non-Executive Director of Vicinity Limited (ASX: VCX) – appointed September 2018 to current
- Non-Executive Director of APN Property Group Limited – held from 2004 to 2021

Guy Farrands

Independent Non-Executive Director

Bec, Grad Dip Man, FAPI, MAICD

Mr Farrands has over 30 years' experience in direct and ASX listed property markets in Australia and internationally across commercial, retail, industrial, residential and retirement property classes. He was Managing Director and/or CEO of the ASX listed groups ALE Property Group, GEO Property Group and Valad Property Group. Mr Farrands was also Chief Financial Officer of Viva Energy REIT (now Waypoint REIT). His previous roles include division Director of the real estate division of Macquarie Bank's Investment Banking Group where he managed IPOs, equity raisings and mergers and acquisitions, Associate Director and joint Head of Property for Heine Management Limited and Manager in the Investment Sales Department at Jones Lang LaSalle.

Appointed a Non-Executive Director of Aspen Group Limited on 26 November 2012 and Chairman of the Audit Committee (reconstituted as the Audit, Risk and Compliance Committee in February 2016) on 22 January 2013.

Directorships of other listed entities within last 3 years:

- Executive Director of ALE Property Group – held from October 2020 to December 2021

Edwina Gilbert

Independent Non-Executive Director

LLB BA (Syd), GAICD

Ms Gilbert has worked in the automotive industry since 2003 as Managing Director until 2020 and is currently the Chair of the Phil Gilbert Motor Group. Ms Gilbert has held numerous industry advisory positions including NSW Chair of the Hyundai Dealer Council from 2010 to 2015. She is currently on the board of the peak industry body representing franchised new car dealers in Australia, the Australian Automotive Dealer's Association. Ms Gilbert brings significant executive experience with a digital first marketing approach and has deep operational and commercial acumen.

Appointed a Non-Executive Director of Aspen Group Limited on 18 August 2023 and to the Audit, Risk and Compliance Committee on 19 October 2023.

Directorships of other listed entities within last 3 years:

- Non-Executive Director of Car Group – appointed 2016 to current
- Non-Executive Director of Infomedia – appointed 2023 to current

John Carter

Executive Director & Joint Chief Executive Officer

BappSc (Property Resource Mgmt) (UniSA), MBA (Syd), AAPI, GAICD

Mr Carter has over 30 years' experience in real estate and financial markets. On 14 March 2019, Mr Carter was appointed joint Chief Executive Officer of Aspen Group Limited. In 2004, he established Mill Hill Capital to pursue private equity opportunities in real estate, agriculture and equities. Prior to this Mr Carter was Managing Director, Co-head of Equities and on the Australian Executive Committee of UBS in Australasia from 2001 to 2004. From 1991 to 2001 Mr Carter was

Head of Real Estate at UBS. Prior to UBS Mr Carter was involved in commercial real estate at two international real estate consultancy groups.

Appointed a Non-Executive Director of Aspen Group Limited on 23 February 2015. With Mr Carter's appointment as joint CEO of Aspen Group Limited, he became an Executive Director from 14 March 2019.

Directorships of other listed entities within last 3 years: Nil

David Dixon

Executive Director, Joint Company Secretary & Joint Chief Executive Officer

Bbus (Finance and Economics) (UTS)

Mr Dixon has over 30 years' experience in real estate and financial markets. On 14 March 2019, Mr Dixon was appointed joint Chief Executive Officer of Aspen Group Limited. Mr Dixon is a joint owner and Managing Director of Mill Hill Capital, a real estate private equity group. From 2010 to 2014 Mr Dixon was Head of Real Estate Investment Banking (**REIB**) for Morgan Stanley. For the period 2006 to 2010, he was joint Head of REIB at Credit Suisse. Mr Dixon was joint Head of REIB at Deutsche Bank from 1998 to 2006 and for part of this period he held a dual role in its Equity Capital Markets division. Prior to Deutsche Bank, Mr Dixon helped build Bankers Trust's real estate franchise into one of Australia's largest, most active, and diversified investors at that time.

Mr Dixon was appointed to the Aspen Group Limited positions of joint Company Secretary on 18 November 2019 and Executive Director on 22 November 2023.

Directorships of other listed entities within last 3 years: Nil

Mark Licciardo

Joint Company Secretary

Mark Licciardo was appointed to the position of joint Company Secretary on 30 September 2016. Mark is the founder of Mertons Corporate Services, now part of Acclime Australia and is responsible for Acclime Australia's Listed Services Division. He is also an ASX experienced director and chair of public and private companies, with expertise in the listed investment, infrastructure, biotechnology, and digital sectors. He currently serves as a director on a number of Australian company boards as well as foreign controlled entities and private companies. During his executive career, Mark held roles in banking and finance, funds management, investment and infrastructure development businesses, including being the Company Secretary for ASX:100 companies Transurban Group and Australian Foundation Investment Company Limited. Mark holds a Bachelor of Business degree in accounting, a Graduate Diploma in Governance and is a Fellow of the Chartered Governance Institute, the Governance Institute of Australia, and the Australian Institute of Company Directors.

No current director of the Bidder has been the subject of any disciplinary action, criminal conviction, personal bankruptcy or disqualification in Australia or elsewhere in the last 10 years, which is relevant or material to the performance of their duties as director or which is relevant to an investor's decision as to whether to accept the Aspen Offer. No such director has been an officer of a company that has entered into any form of external administration as a result of insolvency during the time that they were an officer, or within a 12-month period after they ceased to be an officer.

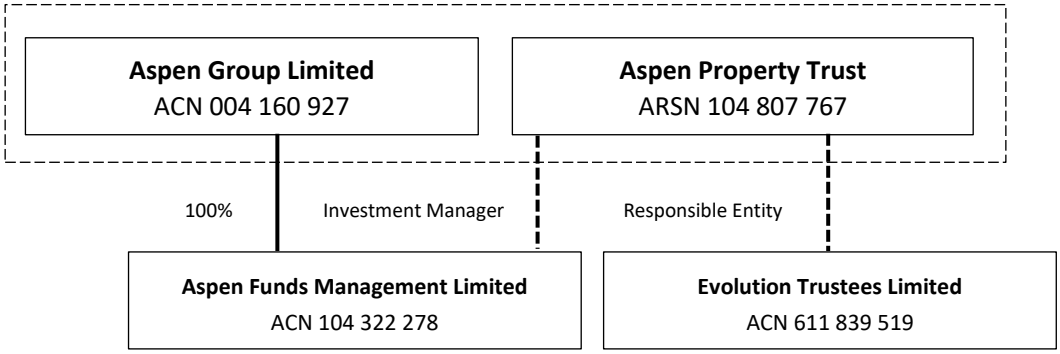
4.8 Corporate structure and ownership

As outlined in **Section 4.1**, Aspen Group comprises the stapled head entities Aspen Group Limited ACN 004 160 927 (the **Bidder**) and Aspen Property Trust ARSN 104 807 767 (**Aspen Property Trust**).

The Bidder is a public company limited by shares with a board of directors (**Aspen Board**).

The Aspen Property Trust is a trust governed by a responsible entity, Evolution Trustees Limited ACN 611 839 519 (**Evolution**) (AFSL: 486217), which is independent from the Bidder and has its own board of directors. Evolution, in its capacity as Responsible Entity of the Aspen Property Trust, has engaged Aspen Funds Management Limited ACN 104 322 278 (AFSL: 227933), a wholly-owned subsidiary of the Bidder as investment manager of the Aspen Property Trust (**AFML** or **Investment Manager**).

The corporate structure of Aspen Group is set out below.



As at the date of this Bidder's Statement, the following entities have a substantial interest in Aspen Group:

Substantial holder	Number of Aspen Securities	% of Aspen Securities
Cooper Investors Pty Ltd	18,725,542	10.39%
Brahman Pure Alpha Pte Ltd	14,741,511	8.18%
MA Financial Group	14,341,836	7.96%

As a publicly traded company, Aspen Group's investors comprise a wide variety of institutions and individuals. So far, as the directors are aware, no organisation or individual (together with any Associates) exercises control over Aspen Group.

4.9 Historical financial information of Aspen Group

The historical financial information[33] of Aspen Group presented in this section relates to Aspen Group on a stand-alone basis and accordingly does not reflect any impact of the Aspen Offer. The financial information presented in this section comprises the last two full years and half year audited financial statements prior to the date of this Bidder's Statement, being:

- the historical consolidated statement of financial position of Aspen Group as at 30 June 2022, 30 June 2023 and 31 December 2023;
- the historical consolidated income statement of Aspen Group for the financial years ending 30 June 2022 and 30 June 2023, and half year ending 31 December 2023; and
- the historical consolidated statement of cash flows of Aspen Group the financial years ending 30 June 2022 and 30 June 2023, and half year ending 31 December 2023,

(collectively, the **Aspen Group Historical Financial Information**).

(a) Basis of preparation of Aspen Group Historical Financial Information

The Aspen Group Historical Financial Information included in this section is intended to provide Eureka Shareholders with information to assist them in understanding the historical financial performance and financial position of Aspen Group. The Aspen Group Historical Financial Information has been prepared on a going concern basis.

Eureka Shareholders should also note that past performance is not a reliable indicator of future performance.

The Aspen Group Historical Financial Information as at and for the years ending 30 June 2022 and 30 June 2023 and half year as at and for the half year ending 31 December 2023 has been derived from the consolidated financial statements of Aspen Group for those respective years, which were audited in accordance with Australian Auditing Standards (**AAS**). The Aspen Group Historical Financial Information presented below has been prepared in accordance with the measurement and recognition principles contained in the AAS. The financial information also complies with the recognition and measurement requirements of International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board.

The Aspen Group Historical Financial Information is a summary only and does not represent the complete financial statements and should therefore be read in conjunction with the financial statements for the respective periods, including the description of the accounting policies contained in those financial statements and the notes to those financial statements – these are available from Aspen Group's website at https://aspengroup.com.au/.

The preparation of financial statements requires management to make critical judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses. Actual results may differ from these estimates.

[33] Past performance is not a reliable indicator of future performance.

(b) Historical consolidated statements of financial position

The following table sets out Aspen Group's historical consolidated statements of financial position as at 30 June 2022, 30 June 2023 and 31 December 2023:

	Half Year ended 31 December 2023 $'000	30 June 2023 $'000	30 June 2022 $'000
Assets			
Current assets			
Cash and cash equivalents	5,000	8,922	10,730
Trade and other receivables	3,062	2,639	1,183
Prepaid expenses	2,490	394	511
Investment property assets held for sale	1,283	6,543	-
Inventories	12,451	9,322	2,542
Net investment in sublease	-	-	158
Total current assets	24,286	27,820	15,124
Non-current assets			
Investment properties	499,226	449,538	386,062
Property, plant and equipment	36,744	34,380	26,523
Inventories	12,468	12,374	13,300
Intangible assets	44	72	140
Right of use assets	726	844	612
Deferred tax assets	-	5,239	6,576
Derivative asset	2,215	3,260	3,605
Investments at fair value through profit and loss	18,905	19,700	516
Total non-current assets	570,328	525,407	437,334
Total assets	**594,614**	**553,227**	**452,458**
Liabilities			
Current liabilities			
Trade and other payables	16,035	14,903	16,256
Resident Loans	33,640	32,223	25,817
Provisions	1,633	1,771	1,607
Lease liability	225	217	348
Deferred management revenue (DMF)	764	744	647
Total current liabilities	52,297	49,858	44,675
Non-current liabilities			
Interest bearing loans and borrowings	155,807	138,506	127,670
Deferred management revenue (DMF)	3,053	2,955	2,503
Deferred tax liability	3,850		
Lease liability	630	743	589
Total non-current liabilities	163,340	142,204	130,762
Total liabilities	**215,637**	**192,062**	**175,437**
Net assets	**378,977**	**361,165**	**277,021**
Equity			
Issued capital	599,863	599,104	562,602
Reserves	16,550	14,118	6,966
Accumulated losses	(233,599)	(248,220)	(288,710)
Non-controlling interest	(3,837)	(3,837)	(3,837)
Equity attributable to equity holders of the parent	**378,977**	**361,165**	**277,021**
Net asset value per security	**$2.10**	**$2.01**	**$1.79**
Net tangible asset value per security	**$2.10**	**$1.98**	**$1.74**

(c) Historical consolidated income statements

The following table sets out Aspen Group's historical consolidated income statements for the financial years ending 30 June 2022 and 30 June 2023, and for the half year ending 31 December 2023:

	Half Year ended 31 December 2023	Year ended 30 June 2023	Year ended 30 June 2022
	$'000	$'000	$'000
Rental income	27,422	46,333	32,326
Home and land sales	11,963	15,408	10,690
Food and Beverage, other ancillary sales, and net gaming revenue	2,715	3,927	3,007
Other revenue	289	468	654
Total revenue	**42,389**	**66,136**	**46,677**
Net fair value gain on revaluation of Investment properties	23,751	38,968	58,921
Reversal of previous impairment on property, plant and equipment	-	-	2,876
Gain from sale of investment properties	281	344	263
Fair value loss on retirement village resident loans	(1,674)	(2,820)	(668)
Fair value gain / (loss) on revaluation of investment in securities	(795)	3,082	(80)
Expenses and other items			
Operational expenses	(4,245)	(7,007)	(5,093)
Property expenses	(5,595)	(10,355)	(9,109)
Cost of Homes sold	(8,716)	(10,377)	(7,182)
Employee expenses	(8,316)	(14,079)	(10,718)
Administration expenses	(994)	(2,113)	(2,139)
Depreciation and amortisation expenses	(667)	(1,201)	(986)
Other expenses	-	(768)	(1,828)
Total expenses	**(28,533)**	**(45,900)**	**(37,055)**
Earnings before interest and income tax expense (EBIT)	**35,419**	**59,810**	**70,934**
Finance income	104	183	114
Finance costs	(3,108)	(3,916)	(1,848)
Other finance income / (expense) – fair value (loss) / gain on interest rate swaps	(1,045)	(345)	3,605
Profit before income tax	**31,370**	**55,732**	**72,805**
Income tax (expense) / benefit	(9,089)	(1,337)	2,576
Statutory net profit after tax	**22,281**	**54,395**	**75,381**
Other comprehensive income			
Items that will not subsequently be reclassified to profit or loss:			
Revaluation of property, plant and equipment	2,207	6,519	5,124
Other comprehensive income	2,207	6,519	5,124
Total comprehensive income for the period attributable to the security holders of Aspen Group Limited	**24,488**	**60,914**	**80,505**
Basic earnings per security	12.38	31.22	55.16
Diluted earnings per security	12.24	30.88	54.64

The following table sets out the adjustments made by Aspen to statutory total comprehensive income to derive Underlying Operating Earnings for each of the periods:

	Half Year ended 31 December 2023 $'000	Year ended 30 June 2023 $'000	Year ended 30 June 2022 $'000
Statutory total comprehensive income	**24,488**	**60,914**	**80,505**
Other comprehensive income adjustments:			
Revaluation of property, plant and equipment	(2,207)	(6,519)	(5,124)
Statutory net profit after tax	**22,281**	**54,395**	**75,381**
Adjustments:			
Depreciation of property, plant and equipment	667	1,201	986
Property revaluation gains	(23,751)	(37,750)	(61,797)
Fair value loss on retirement village resident loans	1,674	2,820	668
(Gain) / loss from sale of investment properties	(281)	(344)	(263)
Fair value loss / (gain) on interest rate swaps	1,045	345	(3,605)
Share based payments expense	868	1,236	862
Fair value (gain) / loss on revaluation of investment in securities	795	(3,082)	80
Deferred tax movements expense / (benefit)	9,089	1,337	(2,576)
Others	(57)	745	2,102
Underlying Operating Earnings	**12,330**	**20,903**	**11,838**
Underlying EPS (cents)	**6.85**	**12.00**	**8.65**

(d) Historical consolidated cashflow statements

The following table sets out Aspen Group's historical consolidated cash flow statements for the financial years ending 30 June 2022 and 30 June 2023, and for the half year ending 31 December 2023:

	Half Year ended 31 December 2023 $'000	Year ended 30 June 2023 $'000	Year ended 30 June 2022 $'000
Cash flows from operating activities			
Receipts from customers (inclusive of GST)	42,221	71,838	51,313
Payments to suppliers and employees (inclusive of GST)	(31,585)	(53,029)	(34,066)
Net cash flows from operating activities	**10,636**	**18,809**	**17,247**
Cash flows used in investing activities			
Acquisition of investment properties, including transaction costs	(12,106)	(6,215)	(64,255)
Payment for development of investment properties	(17,764)	(29,841)	(26,048)
Acquisition of property, plant and equipment	(677)	(2,268)	(1,619)
Purchase of investment in listed securities	-	(16,105)	-
Proceeds from sale of investment property assets, net of selling costs	9,998	4,029	6,519
Dividends received	276	276	-
Interest received	104	183	114
Net cash flows used in investing activities	**(20,169)**	**(49,941)**	**(85,289)**
Cash flows from financing activities			
Proceeds from borrowings	18,000	37,000	53,587
Repayment of borrowings	-	(26,292)	-
Proceeds from net investment in sublease	-	158	1,255
Payment of lease liability	(106)	(410)	(1,629)
Distributions paid	(7,625)	(11,706)	(8,401)
Payment of financing and borrowing costs	(4,649)	(5,206)	(3,238)
Issuance of stapled securities, net of issue costs	(9)	35,780	28,921
Net cash flows from financing activities	**5,611**	**29,324**	**70,495**
Net (decrease) / increase in cash and cash equivalents	(3,922)	(1,808)	2,453
Cash and cash equivalents at beginning of year	8,922	10,730	8,277
Cash and cash equivalents at end of year	**5,000**	**8,922**	**10,730**

4.10 Publicly available information

Aspen Securities form part of the Offer Consideration and accordingly the Corporations Act requires that this Bidder's Statement includes all information that would be required for a prospectus or product disclosure statement (as applicable) for an offer of Aspen Securities.

Aspen Group is a listed "disclosing entity" for the purposes of the Corporations Act and as such is subject to regular reporting and disclosure obligations. Among other things, Aspen Group is subject to the ASX Listing Rules which require continuous disclosure of any information that a reasonable person would expect to have a material effect on the price or value of its securities (subject to some exceptions).

The ASX maintains files containing publicly disclosed information about all listed entities. Aspen Group's file is available for inspection on the ASX website (www.asx.com.au). A list of announcements made by Aspen Group to the ASX since 20 October 2023 (being the date on which Aspen Group lodged its 2023 annual financial report with ASIC) is contained in **Annexure B**. Copies of all documents lodged with the ASX in relation to Aspen Group can also be inspected at the registered office of Aspen Group during normal business hours. Aspen Group's website at https://aspengroup.com.au/ also includes a wide range of information on Aspen Group (including copies of the above documents) and its activities.

In addition, Aspen Group is also required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Aspen Group may be obtained from, or inspected at, an ASIC office.

On request to Aspen Group and free of charge, Eureka Shareholders may obtain a copy of:

- Aspen Group's annual financial report for the year ended 30 June 2023 (being the annual financial report most recently lodged with ASIC before lodgement of this Bidder's Statement with ASIC);
- any continuous disclosure notices given by Aspen Group after the lodgement of the annual report for the year ended 30 June 2023 with ASIC and before the lodgement of this Bidder's Statement with ASIC; and
- Aspen Group's half year financial report lodged with ASIC for the half year ending 31 December 2023 (being the half year report most recently lodged with ASIC before lodgement of this Bidder's Statement with ASIC),

within two Business Days of making the request.

Requests for free copies of these documents may be made by contacting the Offer Information Line on 1300 972 485 (callers in Australia) or +61 2 9068 1924 (callers outside Australia) between 8:30am and 7:00pm (Sydney time) on Business Days.

5 Information about Aspen Securities

5.1 Capital structure

As at the Last Practicable Date, the issued securities in Aspen Group consists of:

- 180,230,053 fully paid ordinary shares in the Bidder; and
- 180,230,053 fully paid ordinary units in Aspen Property Trust.

Each fully paid ordinary share in the Bidder is stapled to one fully paid ordinary unit in Aspen Property Trust. The securities trade together on the ASX under the code 'APZ'.

In addition, Aspen Group has 4,019,620 performance rights on issue under the Aspen Performance Rights Plan. Refer to **Section 5.6** below for further information on the Performance Rights Plan.

5.2 Substantial securityholders

Based on the information lodged with the ASX or known to Aspen Group as at the Last Practicable Date, the substantial Aspen Group securityholders are as follows:

Substantial holder	Number of Aspen Securities	% of Aspen Securities
Cooper Investors Pty Ltd	18,725,542	10.39%
Brahman Pure Alpha Pte Ltd	14,741,511	8.18%
MA Financial Group	14,341,836	7.96%

5.3 Recent security price performance

Aspen Securities are quoted on ASX. Set out below is a table showing relevant trading prices of Aspen Securities on ASX:

Comparative trading price of Aspen Group securities	Price ($)
VWAP of Aspen Securities on ASX for the 10 trading days up and including the Last Practicable Date prior to the date of this Bidder's Statement being lodged with ASIC	$1.71
VWAP of Aspen Securities on ASX for the 30 trading days up to and including the Last Practicable Date prior to the date of this Bidder's Statement being lodged with ASIC	$1.71
Highest trading price in the four months up to and including the Last Practicable Date prior to the date of this Bidder's Statement being lodged with ASIC	$1.80
Lowest trading price in the four months up to and including the Last Practicable Date prior to the date of this Bidder's Statement being lodged with ASIC	$1.60
Closing price of Aspen Securities traded on ASX on the Last Practicable Date prior to the date this Bidder's Statement being lodged with ASIC	$1.76

5.4 Distributions

The following table sets out the distributions paid per Aspen Security in respect of the financial periods since 1 July 2020.

Period	Aspen Group Limited dividend (cents per security)	Aspen Property Trust dividend (cents per security)	Aggregate distribution of Aspen Group for period (cents per security)	Tax deferred/non-assessable income
HY24	0.00	4.25	4.25	86.3%

Period	Aspen Group Limited dividend (cents per security)	Aspen Property Trust dividend (cents per security)	Aggregate distribution of Aspen Group for period (cents per security)	Tax deferred/non-assessable income
FY23	0.00	4.25	4.25	83.4%
HY23	0.00	3.50	3.50	81.5%
FY22	0.00	3.50	3.50	88.9%
HY22	0.00	3.10	3.10	85.0%
FY21	0.00	3.50	3.50	82.0%
HY21	0.00	3.10	3..10	70.7%
FY20	0.00	3.25	3.25	69.8%
HY20	0.00	2.75	2.75	56.5%

Aspen Group makes distributions which may consist of a distribution from the Aspen Property Trust and or a dividend from the Bidder on a semi-annual basis. This is subject to and following consideration by the Board of financial results and Aspen Group's operating outlook. Aspen Group currently has a policy to distribute 65-75% of underlying operating earnings.

Distributions are paid by direct credit to the account nominated by the Aspen Securityholder for this purpose. Aspen Securityholders are also sent distribution statements, detailing their distributions, and annual tax statements, which include any tax-deferred or tax-free component of their distributions.

In relation to future distributions, Eureka Shareholders who have accepted the Offer may be entitled to receive a second half FY24 distribution (**Aspen 2HY24 Distribution**) if Aspen has declared the Offer unconditional and has issued Aspen Securities to such accepting shareholders pursuant to the Offer Terms prior to the record date for the Aspen 2HY24 Distribution which is expected to be 28 June 2024.

5.5 Directors interest in Aspen Securities

As at the date of this Bidder's Statement, the directors of the Bidder have the following relevant interests in Aspen Securities:

Director	Relevant Interest	Voting Power
Clive Appleton	880,583 securities	0.49%
Guy Farrands	196,046 securities	0.11%
Edwina Gilbert	0 securities	0.00%
John Carter	7,990,059 securities 1,037,183 performance rights	4.43%
David Dixon	7,613,078 securities 1,037,184 performance rights	4.22%
Total	**16,679,766 securities** **2,074,365 performance rights**	**9.25%**

5.6 Aspen Performance Rights Plan

Aspen Group operates the Aspen Performance Rights Plan as part of its strategy to reward and retain executives and senior managers. The Aspen Performance Rights Plan facilitates the grant of performance rights to executives and senior managers of Aspen Group.

A performance right granted under the Aspen Performance Rights Plan is a conditional right to acquire a fully paid ordinary Aspen Security for nil consideration (although the terms of the Aspen Performance Rights Plan enable the Aspen Board to impose an exercise price if considered appropriate). A performance right holder will only be able to convert their performance rights to the extent the vesting conditions are satisfied. Performance is assessed relative to two measures, total shareholder returns and net asset value, with each measure accounting for 50% of the potential entitlement. The vesting conditions for each measure determine the award and are measured over a three-year period from the start of the financial year in which they are offered. The Aspen Board may consider introducing additional or different conditions for future grants of rights should prevailing market conditions support such a decision. Presently, continued employment and meeting total shareholder return and net asset value hurdles are the only two vesting conditions.

As at the date of this Bidder's Statement, Aspen Group has 4,019,620 outstanding performance rights on issue.

5.7 Rights and liabilities attaching to Aspen Securities

(a) Introduction

Each Aspen Security comprises one Aspen Share and one Aspen Unit, which are stapled and quoted and traded on the ASX as a stapled security under the ticker code 'APZ'.

You can transfer either an Aspen Share or an Aspen Unit if the transfer is accompanied by a transfer of an equal number of Aspen Shares or Aspen Units (as the case may be). Further, any issue of new Aspen Shares by Aspen Group or issue of Aspen Units by Aspen Property Trust must be matched by an issue of an equal number of Aspen Units or Aspen Shares (as the case may be).

The Aspen Securities to be issued pursuant to the Aspen Offer will be fully paid and will rank equally for distribution and other rights in all respects with existing Aspen Securities then on issue.

The following is a summary of the principal rights attaching to Aspen Securities. It does not purport to be exhaustive or to constitute a definitive statement of the rights and liability of holders of Aspen Securities. Aspen Securityholders should seek their own advice when trying to establish their rights in specific circumstances.

(b) Aspen Shares

The rights and liabilities attaching to the Aspen Shares which will be issued as part of the consideration under the Offer are set out in the Aspen Company Constitution and in the Corporations Act. A full copy of the Aspen Company Constitution is available at https://aspengroup.com.au/.

The main rights and liabilities attaching to the Aspen Shares are summarised below.

(i) Voting

At a general meeting, every member present in person or by proxy, attorney or representative has one vote on a show of hands and one vote on a poll for each fully paid Aspen Share held (with adjusted voting rights for partly paid shares). If the total number of votes to which a member is entitled on a poll does not constitute a whole number, the Bidder will disregard the fractional part of that total. If an Aspen Share is held jointly, only the vote of the member whose name appears first in the Aspen Register counts.

Voting at any meeting of members is by a show of hands unless a poll is demanded or required under the Corporations Act. A poll may be demanded by at least five members entitled to vote on the resolution, members with at least 5% per cent of the votes that may be cast on the

resolution on the poll or the chairperson. If votes are equal on a proposed resolution, the chairperson has a casting vote on a show of hands or on a poll.

(ii) **Dividends and capitalisation of profits**

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, the Bidder may pay dividends as the Aspen Board resolves but only out of profits of the Bidder. Each Aspen Share confers the right to an equal share in any dividends (with adjusted rights for partly paid Aspen Shares).

Subject to the ASX Listing Rules, the Aspen Board may capitalise any profits of the Bidder and distribute that capital to the holders of Aspen Shares, in the same proportions as the Aspen shareholders are entitled to a distribution by dividend.

(iii) **Issue of further Aspen Shares**

The Bidder may (subject to the restrictions on the issue of shares imposed by the Aspen Company Constitution, the Corporations Act and the ASX Listing Rules) issue or grant options in unissued Aspen Shares. The Bidder may also issue preference shares, including redeemable preference shares.

Notwithstanding the above, the Bidder must not allot or issue Aspen Shares to any person or permit securities held by any person to convert to Aspen Shares unless there is a contemporaneous and corresponding allotment or issue of Aspen Units.

(iv) **Variation of class rights**

The Bidder may vary or cancel rights attached to shares in that class, or convert shares from one class to another by:

- the written consent of the holders of at least 75% of the votes in that class; or
- special resolution of the Bidder and separate special resolution passed by holders of shares in that class.

(v) **Conversion, reductions of capital and buy-backs**

The Bidder may by ordinary resolution of members convert all or any Aspen Shares into a larger or smaller number of Aspen Shares, provided the Aspen Shares may only be converted if the related Aspen Units are also converted at the same time and to the same extent.

The Bidder, subject to applicable laws may also at its discretion reduce its share capital and buy-back Aspen Shares in itself on any terms and at any time, provided the Bidder must not reduce its share capital or buy-back any Aspen Shares unless there is a contemporaneous buy-back of the corresponding number of Aspen Unit in a manner which ensures that a person who holds Aspen Shares holds an equal number of Aspen Units.

(vi) **Transfer of Aspen Shares**

Holders of Aspen Shares may transfer Aspen Shares by a written transfer instrument in any usual form or other form approved by the Aspen Board or by a proper transfer. However, the directors can refuse to register a transfer where it is permitted to do so, or required to do so, by applicable law or the transfer is, or might be, in breach of the ASX Listing Rules or an escrow agreement entered into by the Bidder. All transfers must comply with the Aspen Company Constitution and the Corporations Act.

(vii) **Unmarketable parcels**

Subject to applicable laws, the Bidder has the power to sell unmarketable parcels of Aspen Shares held by members.

(viii) **General meeting and notices**

Each member is entitled to receive at least 28 days prior notice of meetings of the holders of the Aspen Shares, and to attend and vote at such meetings, or appoint a proxy or attorney to attend and vote in place of the holder.

Notice will be given in person, by sending it by post to the address of the Aspen shareholder in the register of members or by facsimile number or electronic address (if any) nominated by the Aspen shareholder.

(ix) **Directors**

The Bidder must have at least three, and not more than 10 directors. A director may be appointed by resolution at a general meeting. The directors may appoint a new director to fill a casual vacancy or as an addition to the Aspen Board. No director, other than the managing director, may hold office for longer than three years without re-election.

(x) **Officers' indemnity**

To the extent permitted by law, the Bidder indemnifies each person who is or has been an officer of the Bidder against:

- any liability incurred by that person as an officer of the Bidder; or
- legal costs incurred in defending any liability incurred by that person as an officer of the Bidder.

The Bidder, to the extent permitted by law, may insure a person who is or has been an officer of the Bidder against a liability incurred by such person in the person's relevant capacity as an officer of the Bidder.

(xi) **Proportional takeover provisions**

Proportional takeover provisions were adopted by holders of Aspen Securities and renewed at the 2023 Annual General Meeting. The provisions prohibit the registration of transfers of Aspen Shares acquired under a proportional takeover bid unless a resolution is passed by securityholders approving the bid. The provisions cease to have effect on the third anniversary of their adoption or last renewal unless renewed.

(c) **Aspen Units**

Aspen Property Trust is governed by the Aspen Property Trust Constitution and has been registered as a managed investment scheme. As such, the rights and liabilities attaching to the Aspen Units which will be issued as part of the consideration of the Aspen Offer are set out in the Aspen Property Trust Constitution and in the Corporations Act. A full copy of the Aspen Property Trust Constitution is available at https://aspengroup.com.au/.

The main rights and liabilities attaching to the Aspen Units are summarised below.

(i) **Aspen Property Trust unitholders' rights and obligations**

The beneficial interest in the Aspen Property Trust is divided into Aspen Units.

Each Aspen Unit, subject to the terms of the Aspen Property Trust Constitution, confers an equal and undivided interest in the Aspen Property Trust's assets as a whole, subject to the liabilities of the Aspen Property Trust, but it does not confer an interest in any particular asset.

(ii) **Aspen Units**

The Responsible Entity can issue Aspen Units in accordance with the Aspen Property Trust Constitution. The Responsible Entity may in its absolute discretion accept or refuse, in whole or in part, any application for Aspen Units without giving any reason for the rejection. The Responsible Entity must, however, reject an application for Aspen Units if the applicant does not apply at the same time for an identical number of Aspen Shares.

The Responsible Entity may also, at any time, issue different classes of Aspen Units and has the power to issue options (for consideration or no consideration) in respect of the Aspen Units.

As required by the Corporations Act, the Aspen Property Trust Constitution contains provisions for calculating the issue price of Aspen Units, which subject to certain exceptions is calculated based on the market price of Aspen Securities less the application price of Aspen Shares.

(iii) **Transfers**

Aspen Units may be transferred in any manner permitted by ASX Settlement Pty Ltd (whether via the CHESS System or any replacement system) or in any form approved by the Responsible Entity.

The Responsible Entity must request a holding lock or prevent a transfer of any Aspen Units if:

- required by the ASX Listing Rules;
- registration of the transfer is prohibited under the proportional takeover provisions of the Aspen Property Trust Constitution;
- registration is prohibited under the stapling provisions of the Aspen Property Trust Constitution (i.e. the form of transfer purports to transfer an Aspen Unit separate to an Aspen Share); or
- the transfer is in breach of the ASX Listing Rules or any "restriction agreement" within the meaning of the ASX Listing Rules.

(iv) **Redemption of Aspen Units**

Subject to the Corporations Act and the ASX Listing Rules, while the Aspen Units remain quoted on the ASX the Responsible Entity is not obliged to give effect to a redemption request.

(v) **Income**

The Responsible Entity will determine the distributable income of the Aspen Property Trust for each financial year. Unless the Responsible Entity determines otherwise prior to the end of the financial year, the distributable income of the Aspen Property Trust will be the net income of the Aspen Property Trust calculated in accordance with income tax legislation.

The unitholders of the Aspen Property Trust are entitled to a share in the Aspen Property Trust's income based on the number of Aspen Units held. The Aspen Property Trust Constitution provides that the Responsible Entity may decide whether to permit or require a unitholder to reinvest some or all of any distribution to acquire Aspen Units in the Aspen Property Trust. No reinvestment in additional Aspen Units may occur unless, contemporaneously the unitholder of the Aspen Property Trust subscribed for or purchased an identical number of Aspen Shares which when issued or acquired are then stapled to the additional Aspen Units.

The Responsible Entity may also at any time distribute any amount of capital to Aspen Property Trust unitholders pro rata to the number of Aspen Units held as at a time decided by the Responsible Entity.

(vi) **Meetings**

The Responsible Entity may call a meeting of the unitholders of the Aspen Property Trust at any time and must do so if required by the Corporations Act. The provisions of the Corporations Act governing notice of a meeting of unitholders, proxies and voting for meetings of members of a registered scheme applies to the Aspen Property Trust.

(vii) **Liability of Aspen Property Trust unitholders**

Liability of the unitholders of the Aspen Property Trust is limited to amounts (if any) which remain unpaid in relation to the Aspen Property Trust unitholder's subscription for their Aspen Units. In the absence of a separate agreement with a unitholder of the Aspen Property Trust, the recourse of the Responsible Entity and any creditor is limited to the assets of the Aspen Property Trust, and Aspen Property Trust unitholders are not required to indemnify the Responsible Entity if there is a deficiency in the assets of the Aspen Property Trust or to meet the claim of any creditor of the Responsible Entity in respect of the Aspen Property Trust.

(viii) **Responsible Entity's powers and duties**

The Responsible Entity of the Aspen Property Trust is Evolution.

Subject to the Aspen Property Trust Constitution, the Responsible Entity has all the powers in respect of the Aspen Property Trust that it is possible under law to confer on a trustee as though it were the absolute owner of the assets of the Aspen Property Trust and acting in its personal capacity. The Responsible Entity's power includes the power to:

- borrow or raise money, whether or not on security of the assets of the Aspen Property Trust;
- invest in, dispose of or otherwise deal with Aspen Property Trust property and rights;
- vary the principle investment policy (to invest either directly or indirectly in real property);
- authorise any person to act as agent or delegate;
- incur all other types of obligations and liabilities including giving a guarantee;
- enter into an arrangement with a person to underwrite the subscription or purchase of units or options on such terms as the Responsible Entity determines;
- subject to the Corporations Act and ASX Listing Rules, apply to unstaple the Aspen Units from Aspen Shares and/or apply to have Aspen Units removed from quotation; and
- subject to the Corporations Act and ASX Listing Rules, cause the stapling of any other security or securities to the Aspen Units.

The Responsible Entity may also appoint an investment responsible entity of the Aspen Property Trust, to act in relation to the investments of the Aspen Property Trust or any part of the Aspen Property Trust, on the terms determined by the Responsible Entity. The Responsible Entity has the power to revoke the appointment of an investment responsible entity of the Aspen Property Trust.

Notwithstanding any other provision in the Aspen Property Trust Constitution, in exercising any power or discretion conferred on it, the Responsible Entity may, subject to the Corporations Act, while stapling applies, have regard to the interests of the unitholders of the Aspen Property Trust and the shareholders of the Bidder as a whole and not only to the interests of the unitholders of the Aspen Property Trust alone.

(ix) **Interested dealings**

Subject to the Corporations Act, the Responsible Entity or any of its associates may:

- deal with itself (as responsible entity of the Aspen Property Trust or in another capacity), the Bidder, an associate or with any unitholder of the Aspen Property Trust;
- be interested in any contract or transaction with itself (as responsible entity of the Aspen Property Trust or in another capacity), the Bidder or any Aspen Property Trust unitholder or associate or retain for its own benefit any profits or benefits derived from any such contract or transaction; or
- act in the same or a similar capacity in relation to any other managed investment scheme.

(x) **Valuation of Assets**

The Responsible Entity may at any time cause the valuation of any asset of the Aspen Property Trust and must do so when required by the Corporations Act. The Responsible Entity may determine the net asset value of the Aspen Property Trust at any time.

The Responsible Entity may determine valuation methods and policies for each category of asset and change them from time to time. Unless the Responsible Entity determines otherwise, the value of an asset for the purpose of calculating the net asset value will be its market value.

(xi) **Responsible Entity's limitation of liability**

Subject to the extent that the Corporations Act imposes liability, the Responsible Entity is not liable for any loss suffered by the Aspen Property Trust unitholders in respect of the Aspen Property Trust and is not liable to any person who is not a unitholder of the Aspen Property Trust to any extent beyond the assets of the Aspen Property Trust.

(xii) **Responsible Entity's indemnities**

The Responsible Entity is entitled to be indemnified out of the assets of the Aspen Property Trust for any liability incurred by it in properly performing or exercising any of its powers or duties in relation to the Aspen Property Trust. The indemnity includes any liability incurred as a result of any act or omission of a delegate or agent appointed by the Responsible Entity and continues to

apply after the Responsible Entity retires or is removed from the office it holds in relation to the Aspen Property Trust.

(xiii) **Remuneration and recovery of expenses**

The Responsible Entity is entitled to a maximum annual management fee made up of:

- in respect of that part of the value of the assets of the Aspen Property Trust that is less than $10 million, a fee of 0.5% of the value of the assets of the Aspen Property Trust; and
- in respect of that part of the value of the assets of the Aspen Property Trust that exceeds $10 million, a fee of 0.25% of the value of the assets of the Aspen Property Trust,

calculated monthly at the rate of one twelfth of the relevant percentage of the value of the assets of the Aspen Property Trust as at the last day of each month, and payable in arrears within five Business Days after the last day of the relevant month.

The Responsible Entity may accept lower fees than it is entitled to receive under the Aspen Property Trust Constitution.

The Aspen Property Trust Constitution also provides for the payment of an investment management fee to the Responsible Entity, however, such fee is waived so long as the Responsible Entity engages an external party as investment responsible entity. Presently the Responsible Entity has engaged Aspen Funds Management Limited ACN 104 322 278 (AFSL: 227933), a wholly-owned subsidiary of the Bidder as investment responsible entity.

In addition to these fees, and any other right of indemnity under the Aspen Property Trust Constitution or the law, all expenses incurred by the Responsible Entity in relation to the proper performance of its duties in respect of the Aspen Property Trust are payable or reimbursable out of the assets of the Aspen Property Trust to the extent that such reimbursement is not prohibited by the Corporations Act.

(xiv) **Winding up the Aspen Property Trust**

Following termination of the Aspen Property Trust, the Responsible Entity must realise the assets of the Aspen Property Trust. This must be completed in 180 days if practical and in any event as soon as possible after that.

The net proceeds of realisation, after making allowance for all liabilities of the Aspen Property Trust (actual and anticipated) and meeting the expenses (including anticipated expenses) of the termination, must be distributed to the unitholders of the Aspen Property Trust in accordance with the number of Aspen Units held.

(xv) **Amendments to the Aspen Property Trust Constitution**

If the Corporations Act allows, the Aspen Property Trust Constitution may be amended by special resolution or by deed executed by the Responsible Entity.

(xvi) **Small holdings**

While the Aspen Property Trust is listed on the ASX and subject to any applicable laws, the Responsible Entity may in its discretion from time to time sell or redeem any Aspen Units which comprise less than a marketable parcel as provided in the ASX Listing Rules without request by the unitholder.

(xvii) **Stapling**

The Responsible Entity must use every reasonable endeavour to procure that if the Aspen Securities are and continue to be listed on the ASX as one joint security, that the Aspen Securities are dealt with under the Aspen Property Trust Constitution in a manner consistent with the provisions relating to the Aspen Shares in the Aspen Company Constitution.

(xviii) **Proportional takeover offers**

The Aspen Property Trust Constitution contains corresponding proportional takeover provisions to that described in **Section 5.7(b)(xi)** above.

6 Information on Eureka

6.1 Disclaimer

This overview of Eureka and all information concerning Eureka contained in this Bidder's Statement has been prepared using publicly available information.

None of the information in this Bidder's Statement concerning Eureka's business has been verified by Eureka or the Eureka Board or independently verified by Aspen Group or its directors for the purposes of this Bidder's Statement. Accordingly, subject to the Corporations Act, Aspen Group does not make any representation or warranty, express or implied, as to the accuracy or completeness of this information. The information on Eureka in this Bidder's Statement should not be considered comprehensive.

Further information relating to Eureka's business may be included in Eureka's Target's Statement which Eureka must provide to Eureka Shareholders in response to this Bidder's Statement.

6.2 Overview of Eureka and its principal activities

ASX-listed Eureka (ASX: EGH) is an Australian provider of affordable rental accommodation for independent seniors and disability pensioners within a comfortable community environment. The principal activities of Eureka include the provision of:

- accommodation and services to residents; and
- specialist property management and caretaking services for seniors' independent living communities.

As disclosed in Eureka's financial report for the half year ending 31 December 2023, Eureka had 100% ownership interests in 1,630 units, a 50% interest in a joint venture over 6 properties in Tasmania, and a 33% stake in the Eureka Villages WA Fund that owns 6 properties in Western Australia. Eureka also manages 677 units on behalf of third parties.

The Eureka portfolio based on Eureka's latest financial report for the half year ended 31 December 2023 is outlined below:

$m	Properties Owned Outright	Tasmania Joint Venture	Eureka Villages WA Fund	Property Management Contracts
Units - #	1,630	254	321	677
Investment property (100%)	$230.0	$33.4	$46.9	
Debt (100%)	($91.9)	($8.9)	($20.9)	
Net assets (100%)		$24.5	$26.5	
Eureka's interest	100%	50%	33%	
Net assets – Eureka interest		**$12.3**	**$8.7**	
Debt / Property Value	**40%**	**27%**	**45%**	

6.3 Eureka Directors

As at the date of this Bidder's Statement, the Eureka Board consists of four directors The Eureka Board consists of:

(a) Murray Boyte, Executive Chairman;

(b) Sue Renkin, Independent Non-Executive Director;

(c) Russell Banham, Independent Non-Executive Director; and

(d) Greg Paramor, Independent Non-Executive Director.

Profiles of the Eureka Directors are available on Eureka's website at https://www.eurekagroupholdings.com.au/investors/board-and-management/

6.4 Interests of Eureka Directors in Eureka

According to documents provided by Eureka to the ASX, as at the Last Practicable Date before the date of this Bidder's Statement, the Eureka Directors' interests in Eureka Shares are:

Director	Number of Eureka Shares	% of Eureka Shares (undiluted basis)
Murray Boyte	1,204,180	0.40%
Sue Renkin	0	0.00%
Russell Banham	0	0.00%
Greg Paramor	5,748,657	1.91%
Total	**6,952,837**	**2.30%**

6.5 Key management personnel of Eureka

Eureka has not had a permanent Chief Executive Officer since July 2023, and the Bidder understands that the current key management personnel of Eureka are as follows:

(a) Murray Boyte, Acting Chief Executive Officer; and

(b) Laura Fanning, Chief Financial Officer.

6.6 Eureka's issued securities

According to documents provided by Eureka to the, as at the Last Practicable Date before the date of this Bidder's Statement, Eureka's issued securities consist of:

(a) 301,747,603 Eureka Shares; and

(b) 792,581 Eureka Performance Rights.

See **Section 6.7** for further information in relation to the Eureka Performance Rights.

Based on documents lodged with the ASX as at the Last Practicable Date before the date of this Bidder's Statement, the substantial holders of Eureka Shares are as follows:

Substantial holder	Number of Eureka Shares	% of Eureka Shares (undiluted basis)
Cooper Investors Pty Limited	66,637,778	22.08%
Aspen Group Limited	41,157,590	13.64%
Tribeca Investment Partners	35,761,887	11.85%
Filetron Pty Ltd	28,968,833	9.62%
1851 Capital Pty Ltd	14,693,725	4.87%

6.7 Eureka's Performance Rights

Eureka currently has in place an employee equity plan that was approved by Eureka Shareholders at the 2023 annual general meeting held on 26 October 2023 (**2023 Equity Plan**). 126,953 Eureka Performance Rights are still governed by the previous version of the employee equity plan approved by Eureka Shareholders at the 2020 annual general meeting held on 6 October 2020 (**2020 Equity Plan**). Under the terms of the 2023 Omnibus Equity Plan and 2020 Omnibus Equity Plan, Eureka may invite certain employees to participate in the plan and receive options over Eureka Shares, Eureka Performance Rights, performance share awards or Eureka Shares.

According to documents provided by Eureka to ASX, as at the Last Practicable Date, Eureka had on issue the following Eureka Performance Rights:

Issued to	Number	Grant Date	Vesting date	Expiry date	Governing equity plan
Laura Fanning (Chief Financial Officer)	126,953	4 May 2022	30 September 2024	30 September 2026	2020 Equity Plan
Laura Fanning (Chief Financial Officer)	213,001	8 January 2024	30 September 2026	30 September 2028	2023 Equity Plan
Undisclosed "ESS Participants" as defined in the 2023 Equity Plan	452,627	8 January 2024	30 September 2026	30 September 2028	2023 Equity Plan
Total	792,581				

The Eureka Performance Rights vest and become exercisable (if applicable) to the extent that the relevant vesting conditions are satisfied. The Bidder understands that the Eureka Performance Rights will not vest until 30 September 2024 at the earliest unless there is a "Change of Control Event" as defined in the 2023 Equity Plan or 2020 Equity Plan (as applicable). A Change of Control Event will occur where a takeover bid is made and an entity obtains voting power (as defined in the Corporations Act) of more than 50% and the takeover bid becomes unconditional, in which case the Eureka Board may in its absolute discretion determine that the Eureka Performance Right will vest and be exercised immediately.

The Bidder is not making a separate offer to the holders of any Eureka Performance Rights. However, the Aspen Offer extends to all Eureka Shares that are issued or otherwise come into existence before the end of the Offer Period as a result of the vesting and exercise of any Eureka Performance Rights on issue at the Record Date. This means that holders of Eureka Performance Rights that vest will be able to accept the Offer in respect of the Eureka Shares issued during the Offer Period as a result of their conversion.

6.8 Bidder interests in Eureka Shares

As at the date of this Bidder's Statement and as at the date immediately before the first Offer is sent:

- the Bidder's voting power in Eureka was 13.64%; and
- the Bidder had a Relevant Interest in 41,157,590 Eureka Shares.

6.9 Historical financial information of Eureka

The historical financial information[34] of Eureka presented in this section relates to Eureka on a stand-alone basis and accordingly does not reflect any impact of the Aspen Offer. The financial information presented in this section comprises:

- the historical consolidated statement of financial position of Eureka as at 30 June 2022, 30 June 2023 and 31 December 2023;
- the historical consolidated income statement of Eureka for the financial years ending 30 June 2022 and 30 June 2023, and half year ending 31 December 2023; and
- the historical consolidated statement of cash flows of Eureka for the financial years ending 30 June 2022 and 30 June 2023, and half year ending 31 December 2023,

(collectively, the **Eureka Historical Financial Information**).

The Eureka Historical Financial Information as at and for the years ending 30 June 2022 and 30 June 2023, and half year as at and for the half year ending 31 December 2023 has been derived from the consolidated financial statements of Eureka for those respective years.

The Eureka Historical Financial Information is a summary only and does not represent the complete financial statements and should therefore be read in conjunction with the financial statements for the respective periods, including the description of the accounting policies contained in those financial statements and the notes to those financial statements. These can be found in Eureka's annual reports for those periods. Copies of those Annual Reports are available from Eureka's website at https://www.eurekagroupholdings.com.au/.

(a) Historical consolidated statement of financial position

The consolidated statements of financial position of Eureka as at 30 June 2022, 30 June 2023 and 31 December 2023 are set out below and have been extracted from the audited financial statements of Eureka for the years ending 30 June 2022 and 30 June 2023, and half year ending 31 December 2023.

Aspen notes the following regarding Eureka's financial position as at 31 December 2023:

- drawn debt was $92.01 million leaving only $0.99 million of undrawn capacity in its $93.00 million debt facility;
- balance sheet debt as a percentage of assets pledged by the group for its debt facility was 39% compared to Eureka's target gearing range of 30-40%;
- equity accounted investments includes a $9.00 million minority 32.76% equity stake in the Eureka Villages WA Fund which has drawn debt of $21 million equating to 48% of its investment property assets based on the $44 million purchase price;
- current liabilities exceeded current assets by $1.26 million; and
- current liabilities did not include provisions for $2.99 million of other near term funding requirements including:
    - a contractual amount of $0.88 million for the Brassall extension project which is now nearing completion and being funded post 31 December 2023; and
    - a dividend of 0.7 cents per security totalling $2.11 million declared by Eureka after the end of the period.

[34] Past performance is not a reliable indicator of future performance.

	31 December 2023 $'000	30 June 2023 $'000	30 June 2022 $'000
Current assets			
Cash and cash equivalents	3,230	1,815	1,837
Trade and other receivables	1,355	499	756
Loans receivable	-	-	340
Pre payments and other assets (including Investment property assets held for sale)	2,067	991	1,287
Total current assets	6,652	3,305	4,220
Non-current assets			
Loans receivable	-	-	42
Equity accounted investments	21,219	10,934	7,196
Investment property	230,042	213,072	159,660
Property, plant and equipment	332	348	523
Right of use assets	699	766	1,265
Intangible assets	8,247	8,452	8,471
Other assets	16	535	1,391
Total non-current assets	260,555	234,107	178,548
Total assets	**267,207**	**237,412**	**182,768**
Current liabilities			
Trade and other payables	6,689	5,936	3,231
Provisions	1,001	946	671
Other financial liabilities	217	248	2,847
Total current liabilities	7,907	7,130	6,749
Non-current liabilities			
Trade and other payables	161	161	161
Provisions	41	31	41
Other financial liabilities	575	606	1,053
Borrowings	91,887	69,579	70,018
Deferred tax liabilities	18,555	15,949	5,713
Total non-current liabilities	111,219	86,326	76,986
Total liabilities	**119,126**	**93,456**	**83,735**
Net assets	**148,081**	**143,956**	**99,033**
Equity			
Share capital	127,678	127,378	98,422
Reserves	(23)	434	115
Retained profits	20,426	16,144	496
Total equity	**148,081**	**143,956**	**99,033**
Net asset value per security	**$0.49**	**$0.48**	**$0.42**
Net tangible asset value per security	**$0.46**	**$0.45**	**$0.38**

(b) **Historical consolidated income statements**

The consolidated income statements for the financial years ending 30 June 2022 and 30 June 2023, and for the half year ending 31 December 2023 have been extracted from the audited financial statements of Eureka for those periods.

Aspen notes the following regarding Eureka's consolidated income statement for the half year ending 31 December 2023:

- total revenue and other income on an annualised basis increased by 11.0% compared to FY23;
- total operating expenses on an annualised basis increased at a faster rate of 11.7% compared to FY23
- the margin between total revenue and other income, and total operating expenses declined to only 14.1% in HY23 compared to 14.7% in FY23 and 21.6% in FY22;
- there were significant increases in operating expenses on an annualised basis in the following categories compared to FY23:
    - employee expenses increased by 16.5% despite Eureka not having a permanent CEO for most of the period; and
    - other expenses increased by 23.8% - this category includes technology and branding expenses which Eureka excludes in underlying earnings despite their recurring nature.

	Half Year ended 31 December 2023 $'000	Year ended 30 June 2023 $'000	Year ended 30 June 2022 $'000
Rental income	14,286	24,795	20,395
Catering income	2,991	5,533	4,842
Service and caretaking fees	2,995	6,092	4,512
Total revenue	20,272	36,420	29,749
Finance income	10	19	21
Other income	10	125	1,112
Total revenue and other income	**20,292**	**36,564**	**30,882**
Village operating expenses	(9,367)	(17,441)	(14,558)
Employee expenses	(3,271)	(5,617)	(4,497)
Finance costs	(2,323)	(3,720)	(2,106)
Marketing expenses	(80)	(386)	(119)
Depreciation & amortisation	(402)	(846)	(737)
Other expenses	(1,980)	(3,198)	(2,193)
Total operating expenses	**(17,423)**	**(31,208)**	**(24,210)**
Share of profit of equity accounted investments	1,677	4,246	1,500
Net gain on change in fair value of:			
Investment property	4,515	22,051	2,291
Other assets	-	-	20
Impairment of:			
Financial assets	27	(146)	-
Other assets	-	(1,756)	-
Total other items	**6,219**	**24,395**	**3,811**
Profit before income tax	**9,088**	**29,751**	**10,483**
Income tax (expense) / benefit	(2,789)	(10,593)	(2,310)
Profit for the year	**6,299**	**19,158**	**8,173**
Other comprehensive income			
Items that may be reclassified to profit or loss			
Gain / (loss) on cash flow hedges	(519)	535	-
Share of other comprehensive income / (expense) of equity accounted investment	(92)	-	-
Income tax benefit / (expense)	183	(161)	-
Other comprehensive income for the year, net of tax	(428)	374	-
Total comprehensive income for the year	**5,871**	**19,532**	**8,173**
Basic earnings per share (cents per share)	2.09	6.97	3.48
Diluted earnings per share (cents per share)	2.09	6.95	3.47

The following table sets out the adjustments Eureka made to statutory profit to derive its definition of EPS for each of the periods.

Aspen notes the following regarding Eureka's stated underlying earnings for the half year ending 31 December 2023:

- depreciation & amortisation and finance costs includes a component of accounting depreciation and interest for right of use assets which essentially represents gross rent. The amount was not disclosed in 1HFY23 and was $0.34 million in FY23. Aspen treats gross rent as an operating expense in its underlying earnings and it is therefore deducted from EBITDA;
- strategic project expenses of technology and branding have been excluded from Eureka's underlying earnings despite their recurring nature. Aspen expenses these items in its underlying earnings; and
- Eureka defines its underlying profit before tax as underlying EBITDA less finance costs, depreciation and amortisation. However, Eureka has been omitting its share of interest expense in its joint venture leading to an overstatement of underlying profit before tax.

	Half Year ended 31 December 2023	Year ended 30 June 2023	Year ended 30 June 2022
	$'000	$'000	$'000
Profit after income tax expense	**6,299**	**19,158**	**8,173**
Income tax expense	2,789	10,593	2,310
Depreciation & amortisation	402	846	737
Finance costs	2,323	3,720	2,106
EBITDA[1]	**11,813**	**34,317**	**13,326**
Net (gain)/loss on change in fair value of:			
Investment properties, including joint venture properties	(5,615)	(25,284)	(9,961)
Lismore property, due to flood impact[3]	-	-	7,150
Other assets	-	-	(20)
Impairment of:			
Financial assets	-	146	-
Other assets	-	1,756	-
Loss (profit) on sale of assets	(2)	46	136
Lismore flood event – insurance income less expenses	-	-	(655)
Transaction costs including acquisitions, disposals and asset	113	515	40
Strategic projects including technology, brand and capital funding	642	895	562
Interest expense included in the share of profit of equity accounted investment	142	227	107
Other	(37)	(4)	(65)
Underlying EBITDA[2]	**7,056**	**12,614**	**10,620**
Underlying Profit before tax[3]	**4,331**	**8,049**	**7,777**
Underlying EPS (cents)	**1.44**	**2.92**	**3.31**

1. EBITDA (Earnings before interest, tax, depreciation and amortisation) is an unaudited non-IFRS measure. The directors of Eureka believe it is a readily calculated measure that has broad acceptance and is referred to by regular users of published financial statements as a proxy for overall operating performance. EBITDA is calculated from amounts disclosed in the financial statements.

2. Underlying EBITDA is an unaudited non-IFRS measure that represents the operating performance of the Eureka Group and excludes valuation adjustments, asset disposals and certain non-core or non-recurring transactions.

3. Underlying Profit before tax is an unaudited non-IFRS measure and equals Underlying EBITDA less finance costs, depreciation and amortisation.

(c) Historical consolidated cash flow statements

The consolidated cash flow statements for the financial years ending 30 June 2022 and 30 June 2023, and for the half year ending 31 December 2023 of Eureka set out below has been extracted from the audited financial statements of Eureka for those periods.

	Half Year ended 31 December 2023 $'000	Year ended 30 June 2023 $'000	Year ended 30 June 2022 $'000
Cash flows from operating activities			
Receipts from customers	19,597	36,964	29,386
Payments to suppliers & employees	(14,035)	(25,777)	(21,073)
Distributions from joint venture	300	508	1,150
Insurance proceeds	-	29	1,027
Interest received	10	11	21
Interest paid	(2,104)	(3,029)	(2,228)
Net cash provided by operating activities	**3,768**	**8,706**	**8,283**
Cash flows used in investing activities			
Payments for additions to investment property	(13,153)	(32,465)	(21,457)
Payments for investments in associates	(9.000)	-	-
Payments for property, plant & equipment	(20)	(31)	(102)
Payments for intangible assets	-	(749)	(5,309)
Payments for other assets	(482)	(65)	(83)
Payments to sell property assets	-	(10)	(245)
Proceeds from sale of investment properties	-	35	664
Proceeds from sale of non-current assets held for sale	-	-	5,478
Proceeds from the sale of intangible assets	-	330	-
Proceeds from repayments of loans provided	30	91	162
Net cash used in investing activities	**(22,625)**	**(32,864)**	**(20,892)**
Cash flows from financing activities			
Proceeds from borrowings	32,841	34,989	23,100
Repayment of borrowings	(10,556)	(35,340)	(10,200)
Payment of dividends	(1,718)	(2,602)	(2,246)
Proceeds from share issue	-	29,126	2,240
Payments for share issue transactions	-	(1,711)	(98)
Principal portion of lease payments	(168)	(276)	(223)
Payment of transaction costs related to borrowings	(127)	(50)	(17)
Net cash provided by financing activities	**20,272**	**24,136**	**12,556**
Net (decrease) / increase in cash and cash equivalents	1,415	(22)	(53)
Cash and cash equivalents at beginning of year	1,815	1,837	1,890
Cash and cash equivalents at end of year	**3,230**	**1,815**	**1,837**

6.10 Publicly available information

Eureka is a listed disclosing entity for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, as an ASX-listed company, Eureka is subject to the ASX Listing Rules, which subject to certain limited exceptions, require continuous disclosure of any information Eureka has concerning it that a reasonable person would expect to have a material effect on the price or value of the Eureka Shares.

The ASX website lists all announcements issued by Eureka. These documents are available in electronic form from www.asx.com.au. Eureka is also required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Eureka may be obtained for a fee from, or inspected at, an office of ASIC. Further information about Eureka is available at https://www.eurekagroupholdings.com.au/.

The most recent audited financial statements of Eureka for the year ended 30 June 2023 were lodged with the ASX on 26 September 2023. Eureka's audited financial statements for the half year ended 31 December 2023 were lodged with the ASX on 29 February 2024.

7 Bidder's intentions in relation to Eureka

7.1 Introduction

This **Section 7** sets out the Bidder's intentions in relation to the following:

(a) the continuation of the business and operations of Eureka;

(b) any major changes to the business or operations of Eureka and any redeployment of the fixed assets of Eureka; and

(c) the future employment of the present employees of Eureka.

The intentions set out in this **Section 7** have been formed on the basis of publicly available facts and information concerning Eureka and the general business environment which are known at the time of preparing this Bidder's Statement. Final decisions will only be reached by Aspen Group in the light of material information and circumstances at the relevant time. Accordingly, the statements set out in this section are statements of current intention only and may change as new information becomes available or circumstances change, and the statements in this section should be read in this context.

7.2 Overview and rationale for Aspen Offer

Aspen views Eureka as a complementary business and a strategic fit. Both Aspen Group and Eureka are in the same fundamental business of providing affordable accommodation to Australian households. In particular, Aspen considers the Aspen Offer a key step in the expansion and further diversification of the collective portfolios of Aspen Group and Eureka. As noted in **Section 1.2** the Combined Group would have an Australia-wide footprint with meaningful exposure to every state in Australia and the Northern Territory and a combined property portfolio valued at over $750 million.

A merger of Aspen Group and Eureka provides further opportunities to:

- reduce corporate overheads as a proportion of total assets (management expense ratio) to improve profitability and returns to securityholders;
- derive revenue and cost synergies through improved operational management, marketing/branding, information technology systems and other means;
- recycle capital from marginal properties that are expected to produce sub-optimal returns, into new acquisitions, capital improvements and development;
- attract a broader base of equity investors which may lead to an improved stock price and lower cost of capital for the group;
- reduce financial leverage from Eureka's current elevated levels; and
- provide better career opportunities for most employees across the group.

7.3 Continuation of operations

Whether Eureka becomes wholly or majority owned by the Bidder, other than are set out elsewhere in this **Section 7** and subject to the completion of the operational and strategic review outlined in **Section 7.4(c)**, it is the Bidder's present intention to:

(a) replace all members of Eureka's Board with nominees of Aspen;

(b) seek to maintain the employment of substantially all of Eureka's existing employees in the same or other capacities on terms and conditions consistent with Aspen's current competitive remuneration levels and structure;

(c) continue to own affordable accommodation in substantially the same manner as at the date of this Bidder's Statement;

(d) maintain gearing around a level consistent with Aspen's long term target gearing ratio range of 30-40%;

(e) identify and dispose of properties that are not expected to generate adequate investment returns for Eureka;

(f) identify and restructure, dispose or terminate contracts to manage third party properties, joint venture interests and funds that are not expected to generate adequate profitability; and

(g) consider whether raising equity and or reducing dividends is required to strengthen Eureka's balance sheet.

Until the operational and strategic review outlined in **Section 7.4(c)** is complete it is not presently possible to identify the specific properties, contracts, joint venture interests or funds that the Bidder may elect to dispose, restructure or terminate as outlined in (e) and (f) above.

7.4 Intentions for Eureka upon becoming entitled to proceed with compulsory acquisition

If the Bidder and its Associates acquire a Relevant Interest in 90% of the Eureka Shares by the end of the Offer Period and the Bidder becomes entitled to compulsorily acquire the outstanding Eureka Shares in accordance with the Corporations Act, the Bidder intends to proceed with compulsory acquisition and its intentions for Eureka are as set out in this **Section 7.4**.

(a) **Eureka Performance Rights**

As mentioned in **Section 6.7** of this Bidder's Statement, the Offer does not extend to any Eureka Performance Rights. However, the Offer extends to all Eureka Shares that are issued before the end of the Offer Period as a result of the vesting and exercise of any Eureka Performance Rights on issue at the Record Date. This means that holders of Eureka Performance Rights that vest will be able to accept the Offer in respect of the Eureka Shares issued during the Offer Period as a result of their conversion.

As outlined in **Section 6.7**, it is the Bidder's understanding that the Eureka Performance Rights on issue will not vest until the Bidder has acquired Voting Power greater than 50%. To the extent there are any Eureka Performance Rights on issue at the end of the Offer Period, the Bidder may seek to acquire any remaining Eureka Performance Rights if it becomes entitled to do so under Part 6A.1 of the Corporations Act.

(b) **Corporate matters**

The Bidder would:

(i) arrange for Eureka to be removed from the official list of ASX; and

(ii) replace the members of the Eureka Board with nominees of Aspen Group.

Replacement board members have not yet been identified by Aspen and their identity will depend on the circumstances at the relevant time.

(c) **General operational and strategic review**

At the end of the Offer Period, the Bidder intends to conduct a review of Eureka's operations on both a strategic and financial level to evaluate Eureka's performance, profitability, business operations and strategy.

Once this has been completed, the Bidder will determine the level of financial and other resources necessary to optimise Eureka's operations. In particular, the Bidder will determine the optimal strategy in terms of realising maximum value for its investment in Eureka, and in doing so, will keep all options open for value maximisation.

(d) **Eureka portfolio**

Subject to the operational and strategic review described in **Section 7.4(c)** and the operating and economic environment at the time, Aspen intends to undertake the following actions in connection with the development, management and sale of Eureka's existing portfolio:

- the sale of marginal properties, particularly small communities in remote locations with stagnant population and high capex requirements;

- upgrade the more attractive properties within Eureka's existing portfolio to improve appeal and help withstand new competition. In Aspen's opinion a large proportion of units would benefit from bathroom and kitchen upgrades, and air conditioning which are estimated to cost around $30,000-35,000 per unit;
- reduce property operating costs including Eureka's unallocated corporate overheads that are directly related to leasing, marketing/branding, information technology and travel;
- maintain or reduce rents below $400 per week so they remain affordable to the core target customer base, single age pensioners, who receive only $640 per week including Commonwealth Rent Assistance;
- broaden the target customer base by providing self-contained units so that tenants are not forced to buy food packages; and
- optimising and simplifying Eureka's property ownership structure and 3rd party property and funds management contracts which are expensive to run and dilute opportunities and returns for securityholders in Aspen's opinion.

(e) **Impact on employees**

Subject to the statements made about existing members of the Eureka Board and the operational review described in **Section 7.4(c)**, it is the Bidder's current intention to seek to retain substantially all of Eureka's employees. Aspen would aim to identify suitable alternative roles for any Eureka employees in business areas that are adversely affected by any integration. If redundancies do occur, those individuals will be treated in accordance with their legal and contractual entitlements.

7.5 Intentions for Eureka as a partly-owned but controlled entity

If the Bidder obtains control of Eureka, but is not entitled to compulsorily acquire the outstanding Eureka Shares, subject to **Section 7.7**, its intentions are set out in this **Section 7.5**.

(a) **Corporate matters**

The Bidder intends, subject to the Corporations Act and the constitution of Eureka, to seek to replace all of the members of the Eureka Board, with nominees of Aspen Group. Replacement board members have not yet been identified by Aspen and their identity will depend on the circumstances at the relevant time.

Subject to the ASX Listing Rules, the Bidder intends to ask the Eureka Directors to review whether Eureka should remain listed on ASX or be removed from the official list of ASX, having regard to considerations such as the costs associated with maintaining that listing, the Bidder's final level of ownership, the number of remaining Eureka Shareholders and the level of trading in Eureka's Shares. The Bidder expects that a final decision as to Eureka's removal from the official list of ASX will ultimately be made by ASX in accordance with published ASX guidance.

In this regard, ASX guidance indicates that the usual conditions that the ASX would expect to be satisfied in order for it to approve the removal of Eureka from the official list in the context of a successful takeover bid include:

(i) the Bidder owning or controlling at least 75% of Eureka Shares, with the Offer remaining open for at least two weeks following the date upon which the Bidder has attained the ownership or control of at least 75% of Eureka Shares; and

(ii) excluding the Bidder and its related bodies corporate, the number of Eureka Shareholders having holdings with a value of at least $500 is fewer than 150.

In such cases, provided the application for the removal of Eureka from the official list of the ASX is made within one month from the end of the Offer Period, the ASX will not typically require shareholder approval for Eureka's removal from the official list of the ASX.

Even if the above conditions in (i) and (ii) are not satisfied, the ASX may approve an application for Eureka to be removed from the official list of the ASX with Eureka Shareholder approval.

Where such removal is sought 12 months after the close of the Offer, subject to the ASX's discretion, the Bidder may be entitled to vote on the resolution approving the removal.

If Eureka is removed from the official list of the ASX, there are risks with remaining as a minority shareholder in Eureka as opposed to a securityholder in Aspen Group, including the reduced or non-existent liquidity of Eureka Shares.

(b) **General operational and strategic review**

The Bidder intends to propose the Eureka Board pursue the strategic review referred to in **Section 7.4(c)** (to the extent appropriate) and allow the Bidder to participate in that review.

(c) **Other intentions**

The Bidder intends to implement the intentions set out in **Section 7.4**, which are consistent with the Bidder obtaining control of Eureka where they are consistent with Eureka being a controlled entity of (but not wholly-owned by) the Bidder and are considered to be in the best interests of Eureka Shareholders as a whole.

It is possible that, even if the Bidder is not entitled to proceed to compulsory acquisition of minority holdings after the end of the Offer Period under Part 6A.1 of the Corporations Act, it may subsequently become entitled to exercise rights of general compulsory acquisition under Part 6A.2 of the Corporations Act, for example, as a result of further acquisitions of Eureka Shares in reliance on the "3% creep" exception in item 9 of section 611 of the Corporations Act. The Bidder will make an assessment at the relevant time based on the then current circumstances as to whether or not it will undertake any such further acquisitions of Eureka Shares.

7.6 Intentions if the Bidder does not acquire control of Eureka

The Bidder reserves its right to waive the Minimum Acceptance Condition (and any other Conditions) to the Offer. However, the Bidder has not yet decided whether it will waive the Minimum Acceptance Condition (or any other Condition).

This **Section 7.6** sets out the Bidder's intentions if it does not obtain control of Eureka (i.e. where the Bidder has elected to waive the Minimum Acceptance Condition and acquires less than 50.1% of Eureka Shares).

The Bidder's intention, if it does not acquire control of Eureka, is to seek to obtain representation on the Eureka Board. The Bidder has not made any decision as to who would be nominated for appointment to the Eureka Board in that case.

The Bidder also intends to seek to have Eureka grant it access rights in respect of certain information of Eureka, and other information received by the Bidder's nominees to the Eureka Board in that capacity from time to time.

The Bidder may acquire additional Eureka Shares, including under the "3% creep" provisions of the Corporations Act and by other means. The Bidder has not decided whether it will acquire further Eureka Shares, as that will be dependent upon (among other things) the extent of the Voting Power of the Bidder in Eureka and market conditions at the time.

7.7 Limitations in giving effect to intentions

The ability of the Bidder to implement the intentions set out in **Sections 7.5** and **7.6** will be subject to the legal obligation of Eureka Directors to have regard to the interests of Eureka and all Eureka Shareholders and the requirements of the Corporations Act and the ASX Listing Rules, including in relation to transactions between related parties. These rules may limit or modify the implementation of the intentions outlined above.

Also, as a result of those requirements, the approval of minority Eureka Shareholders may be required for the implementation of some of the intentions outlined above.

Eureka Shareholders should be aware that if Eureka becomes a controlled entity of the Bidder, but the Bidder is not entitled to proceed to compulsory acquisition in accordance with Part 6A.1 of the Corporations Act, and Eureka continues to be listed on the ASX following the Offer, then the decrease in the number of Eureka Shares available for ASX trading may have a material adverse effect on their liquidity and market value.

8 Profile of the Combined Group on completion of the Aspen Offer

8.1 Introduction

This **Section 8** provides a profile of the Combined Group and the effect of the Aspen Offer on Aspen Group, assuming that Eureka becomes a wholly-owned subsidiary of the Bidder. If the Bidder does not acquire at least 90% of Eureka Shares during the Offer Period and therefore does not become entitled to compulsorily acquire the remaining Eureka Shares on issue, some of the benefits that would otherwise accrue to Aspen Group if Eureka were to become a wholly-owned subsidiary of the Bidder may not be fully realised.

8.2 Aspen Group strategy and rationale for making the Aspen Offer

If you accept the Offer, following completion you will become a securityholder in a larger and financially stronger entity, with a robust development platform and opportunities for greater growth. The Combined Group will own and manage a property portfolio valued at $870 million comprising about 8,000 dwellings and sites, including about 1,200 development sites, and a market capitalisation of $435 million.[35]

Aspen Securityholders will include former Eureka Shareholders who choose to retain the Aspen Securities issued to them, and based on the Aspen's Offer ratio will benefit from the following (among other things) if the Offer becomes unconditional:

- the combination of two highly complementary businesses operating the same fundamental business of providing affordable accommodation to Australian households;
- a larger and more diversified business with meaningful exposure to every State in Australia and the Northern Territory, allowing the Combined Group to take advantage of a broader range of opportunities;
- expected material synergies, particularly with respect to corporate overhead costs which the Bidder estimates will generate savings of $2.2 million per annum;[36]
- estimated FY24 pro forma EPS of 13.00-13.50 cents per Aspen Security which is 21% to 25% above the Bidder's estimate of Eureka's FY24 EPS on a stand-alone basis of 2.80 cents per Eureka Share;[37]
- potentially increased distributions due to Aspen's current FY24 guidance for a minimum DPS of 8.50 cents being at or below its policy to distribute 65-75% of the estimated FY24 pro forma EPS, and 58% above the Bidder's estimate of Eureka's FY24 DPS on a stand-alone basis of 1.40 cents per Eureka Share based on its 1HFY24 distribution annualised; and
- an increase in scale and relevance with total owned and managed property assets of $870 million and a market capitalisation of approximately $435 million[38] providing greater access to additional capital and stock liquidity, as well as a larger platform to compete with more established competitors in the market such as Ingenia Communities Group and Lifestyle Communities Limited.

See **Section 1** for further information on the benefits of the Aspen Offer.

[35] Based on Aspen Group's close price of $1.76 on the Last Practical Date multiplied by securities on issue post-merger (assuming the Bidder acquires 100% of Eureka Shares including and assuming all Performance Rights have been converted to Eureka Shares).

[36] Assuming the Bidder acquires at least 90% of Eureka Shares during the Offer Period, and becomes entitled to compulsorily acquire the remaining Eureka Shares on issue.

[37] See **Section 1.1.2** for the assumptions underpinning Aspen's estimate of Eureka's FY24 EPS.

[38] Based on Aspen Group's close price of $1.76 on the Last Practical Date multiplied by securities on issue post-merger (assuming the Bidder acquires 100% of Eureka Shares including and assuming all Performance Rights have been converted to Eureka Shares).

8.3 Financial profile of the Combined Group

This section contains the following pro forma financial information (**Pro Forma Financial Information**) comprising the pro forma historical statement of financial position of the Combined Group as at 31 December 2023 (**Pro Forma Historical Statements of Financial Position**) and the pro forma forecast operating EPS and DPS of the Combined Group for the financial year ending 30 June 2024 (**Pro Forma Forecast Financial Information**).

(a) **Basis of preparation**

(i) **Overview**

The directors of the Bidder are responsible for the preparation and presentation of the Pro Forma Financial Information which should be read in conjunction with the underlying financial information from which it is derived, the Bidder's current intentions regarding Eureka set out in **Section 7**, the potential risk factors set out in **Section 11**, Aspen Group's accounting policies, and other information contained within this Bidder's Statement.

The Pro Forma Financial Information has been presented in an abbreviated form and for illustrative purposes only. It does not contain all the presentation, disclosures and comparative information that are usually provided in an annual report (or half yearly report) prepared in accordance with the Corporations Act.

(ii) **Pro Forma Historical Statements of Financial Position**

The Combined Group Pro Forma Historical Statements of Financial Position have been prepared to illustrate the impact of transactions relating to the Aspen Offer as if they occurred on 31 December 2023 and is based on the following information:

- audited Aspen Group historical statement of financial position as at 31 December 2023 (as lodged with the ASX on 22 February 2024);
- audited Eureka historical statement of financial position as at 31 December 2023 (as lodged with the ASX on 29 February 2024); and
- other significant transactions, adjustments and events that have occurred post 31 December 2023 for Aspen Group and Eureka based on publicly available information and other additional information considered necessary to reflect the Directors pro forma adjustments.

The Pro Forma Historical Statements of Financial Position have been prepared assuming a range of scenarios:

- acquisition of 100% of Eureka; and
- acquisition of 50.1% of Eureka.

The Pro Forma Historical Statements of Financial Position, which assume that 100% of the Eureka Performance Rights have been converted into Eureka Shares but no Eureka Shares have been issued under the Eureka Dividend Reinvestment Plan, have been prepared in accordance with the recognition and measurement principles contained in AAS (including Australian Accounting Interpretations) adopted by the Australian Accounting Standard Board, which comply with the recognition and measurement principles of the International Accounting Standards Board and interpretations adopted by the International Accounting Standards Board.

The Pro Forma Historical Statements of Financial Position have been prepared in accordance with and should be read in conjunction with the accounting policies detailed in Aspen Group's Annual Report for the year ended 30 June 2023.

In preparing the Pro Forma Historical Statements of Financial Position, the Bidder has reviewed publicly available information to identify accounting policy differences where the impact is potentially material to the Combined Group and can be reliably estimated. Although no material differences were identified, significant accounting policy differences may be identified after the acquisition of Eureka. A preliminary assessment has not identified any significant material differences between the accounting policies adopted by Aspen Group and Eureka.

The Pro Forma Historical Statements of Financial Position are provided for illustrative purposes only and are not presented as being necessarily indicative of the Combined Group's future financial position.

(iii) **Pro Forma Forecast Financial Information**

The Aspen Board has considered the requirements of applicable law and practice, including ASIC Regulatory Guide 170, in concluding that forecast financial statements for the Combined Group cannot be provided as it does not have a reasonable basis for such forecasts.

As an alternative, Aspen has proposed the following:

- pro-forma forecast of underlying EPS for the Combined Group for the year ending 30 June 2024 and assuming Aspen is successful in acquiring either 100% or 50.1% of Eureka Shares (**Forecast Underlying EPS**); and
- pro-forma forecast DPS for the Combined Group for the year ending 30 June 2024 and assuming Aspen is successful in acquiring either 100% or 50.1% of Eureka Shares (**Forecast DPS**).

Underlying EPS is a non-IFRS measure that is determined to present, in the opinion of the Aspen Board the operating activities of Aspen Group in a way that appropriately reflects Aspen Group's underlying operating performance. Refer to Aspen Group's latest financial reports released to the ASX for the full definition of EPS.

DPS is based on Aspen's minimum guidance of 8.50 cents which is at the low end of Aspen's policy to distribute 65-75% of underlying EPS based on guidance of 13.00-13.50 cents. Aspen does not expect its FY24 DPS to change as a consequence of the Aspen Offer. The entire distribution is expected to be paid by Aspen Property Trust and a high proportion of the distribution is expected to be tax deferred.

The Pro Forma Forecast Financial Information Is based on the following information or assumptions:

- in connection with the Forecast Underlying EPS:
  - FY24 EPS of 13.00-13.50 cents per Aspen Security for Aspen Group being Aspen Group's disclosed EPS guidance;
  - FY24 EPS of 2.80 cents per Eureka Share for Eureka which is an assumption made by Aspen after considering Eureka's 1HFY23 accounts and in the absence of specific guidance from Eureka for FY24;[39]
  - cost synergies of $2.2 million per annum by merging the companies, mainly related to eliminating duplication of board and administrative functions, noting that a large portion of Eureka's unallocated corporate overheads are required to operate its properties, management contracts, and new fund;[40]
  - total transaction costs of $10.6 million for the Combined Group;
  - information contained within ASX announcements made by Eureka; and
  - other additional information considered necessary to reflect the directors' pro forma adjustments set out in **Section 8.3(c)**.
- in connection with the Forecast DPS:
  - FY24 DPS of 8.50 cents per Aspen Security being Aspen Group's minimum DPS guidance for FY24, noting Aspen Group has declared a first half FY24 DPS of 4.25 cents;

[39] See footnote 11.

[40] Assuming the Bidder acquires at least 90% of Eureka Shares during the Offer Period, and becomes entitled to compulsorily acquire the remaining Eureka Shares on issue.

- estimated FY24 DPS of 1.40 cents per Eureka Share;[41] and
- other additional information considered necessary to reflect the directors' pro forma adjustments set out in **Section 8.3(c)**.

In preparing the Pro Forma Forecast Financial Information, Aspen has been subject to certain limitations. In particular, Eureka has not provided access to non-public information to assist Aspen in completing the Bidder's Statement and Pro Forma Forecast Financial Information contained therein. Aspen has needed to rely on publicly available financial information to assist in completion of the Pro Forma Forecast Financial Information and the Pro Forma Forecast Financial Information should be read in conjunction with the assumptions and pro forma adjustments underlying their preparation as set out in **Sections 8.3(c)**.

The Pro Forma Forecast Financial Information presented in this statement is provided for illustrative purposes and may not reflect the financial performance or position of the Combined Group that would have resulted had the acquisition of Eureka actually been completed on the dates indicated. Importantly, the Pro Forma Forecast Financial Information and other forward looking statements (including in this **Section 8.3**) involve known and unknown risks, uncertainties and other important factors which may materially impact on actual outcomes, many of which are outside the control of Aspen Group. These factors may cause the actual results, performance or achievements of Aspen Group and the Combined Group to materially differ from the results, performance or achievements expressed or implied by the Pro Forma Forecast Financial Information. Such risks, uncertainties and other important factors include, among other things, those matters set out in **Section 11**. Accordingly, you are cautioned not to place undue reliance on such financial information.

The Pro Forma Forecast Financial Information and other forward looking statements (including in this **Section 8.3**) do not constitute an express or implied representation that future financial performance or distributions (or any other matter) will be achieved in the amounts or by the dates indicated and are presented merely as a guide to assist Eureka Shareholders in assessing the Offer.

[41] Eureka has not publicly disclosed distribution guidance for FY24. Eureka's annualised DPS is 1.40 cents based on its most recent half year dividend of 0.70 cents per share for the half year ending 31 December 2023.

(b) Pro Forma Historical Statements of Financial Position

(i) Combined Pro Forma Historical Statements of Financial Position as at 31 December 2023 for 100% ownership

	Aspen Group	Eureka	Combined Group Pro Forma		
Statement of Financial Position - $'000	**31 December 2023**	**31 December 2023**	**31 December 2023**	**100% Merger Adjustments**	**Notes**
Current assets					
Cash and cash equivalents	5,000	3,230	8,230		
Trade and other receivables	3,062	1,355	4,417		
Inventories	12,451	-	12,451		
Prepaid expenses	2,490	-	2,490		
Investment property assets held for sale	1,283	-	1,283		
Other assets	-	2,067	2,067		
Total current assets	**24,286**	**6,652**	**30,938**		
Non-current assets					
Investment properties	499,226	230,042	729,268		
Property, plant and equipment	36,744	332	37,076		
Equity accounted investments	-	21,219	21,219		
Inventories	12,468	-	12,468		
Intangible assets	44	8,247	8,291		a
Right-of-use assets	726	699	1,425		
Derivative financial assets	2,215	-	2,215		
Investments at fair value through profit & loss	18,905	-	590	(18,315)	b
Other assets	-	16	16		
Total non-current assets	**570,328**	**260,555**	**812,568**		
Total assets	**594,614**	**267,207**	**843,506**		
Current liabilities					
Trade and other payables	16,035	6,689	25,612	2,888	c
Lease liabilities	225	-	225		
Resident loans	33,640	-	33,640		
Provisions	1,633	1,001	2,634		
Deferred management revenue	764	-	764		
Other financial liabilities	-	217	217		
Total current liabilities	**52,297**	**7,907**	**63,092**		
Non-current liabilities					
Interest bearing loans and borrowings	155,807	91,887	258,294	10,600	d
Trade and other payables	-	161	161		
Provisions	-	41	41		
Lease liabilities	630	-	630		
Deferred tax	3,850	18,555	3,171	(19,234)	e
Deferred management revenue	3,053	-	3,053		
Other financial liabilities	-	575	575		
Total non-current liabilities	**163,340**	**111,219**	**265,925**		
Total liabilities	**215,637**	**119,126**	**329,017**		
Net assets	**378,977**	**148,081**	**514,489**		
Equity					
Issued capital	599,863	127,678	747,934	20,393	f
Reserves	16,550	(23)	16,550	23	g
Retained profits (accumulated losses)	(233,599)	20,426	(246,158)	(32,985)	g
Non-controlling interest	(3,837)	-	(3,837)		
Total equity	**378,977**	**148,081**	**514,489**		
Securities	180,230	301,748	248,189	67,959	f
Net asset value per security (NAV)	**2.10**	**0.49**	**2.07**		
Net tangible asset value per security (NTA)	**2.10**	**0.46**	**2.04**		

Pro forma adjustments and assumptions for 100% ownership

a. Aspen has not formed an opinion on the value of Eureka's intangible management contracts

b. Aspen's 13.6% stake in Eureka consolidated

c. Provision for additional distribution to be paid on new Aspen Securities issued for Eureka takeover

d. Total transaction costs of the Combined Group of $10.6 million funded with debt

e. Aspen's cost base for Eureka will essentially equal the purchase price, therefore Aspen's deferred capital gains tax liability on its investment in Eureka's assets is expected to be nil at the time of acquisition. Also adjusting for the deferred tax impact on Aspen's current 13.6% stake

f. Issue of 0.26 Aspen Securities per Eureka Share acquired by Aspen Group

g. Acquisition elimination entries to reflect Eureka acquisition and acquisition costs incurred

(ii) Combined Pro Forma Historical Statements of Financial Position as at 31 December 2023 for 50.1% ownership

	Aspen Group	Eureka	Combined Group Pro Forma		
Statement of Financial Position - $'000	**31 December 2023**	**31 December 2023**	**31 December 2023**	**50.1% Merger**	**Notes**
Current assets					
Cash and cash equivalents	5,000	3,230	8,230		
Trade and other receivables	3,062	1,355	4,417		
Inventories	12,451	-	12,451		
Prepaid expenses	2,490	-	2,490		
Investment property assets held for sale	1,283	-	1,283		
Other assets	-	2,067	2,067		
Total current assets	**24,286**	**6,652**	**30,938**		
Non-current assets					
Investment properties	499,226	230,042	729,268		
Property, plant and equipment	36,744	332	37,076		
Joint venture investment	-	21,219	21,219		
Inventories	12,468	-	12,468		
Intangible assets	44	8,247	8,291		
Right-of-use assets	726	699	1,425		
Derivative financial assets	2,215	-	2,215		
Investments at fair value through profit and loss	18,905	-	590	(18,315)	a
Other assets	-	16	$16		
Total non-current assets	**570,328**	**260,555**	**812,568**		
Total assets	**594,614**	**267,207**	**843,506**		
Current liabilities					
Trade and other payables	16,035	6,689	23,944	1,220	b
Lease liabilities	225	-	225		
Resident loans	33,640	-	33,640		
Provisions	1,633	1,001	2,634		
Deferred management revenue	764	-	764		
Other financial liabilities	-	217	217		
Total current liabilities	**52,297**	**7,907**	**61,424**		
Non-current liabilities					
Interest bearing loans and borrowings	155,807	91,887	255,194	7,500	c
Trade and other payables	-	161	161		
Provisions	-	41	41		
Lease liabilities	630	-	630		
Deferred tax	3,850	18,555	21,726	(679)	d
Deferred management revenue	3,053	-	3,053		
Other financial liabilities	-	575	575		
Total non-current liabilities	**163,340**	**111,219**	**281,380**		
Total liabilities	**215,637**	**119,126**	**342,804**		
Net assets	**378,977**	**148,081**	**500,702**		
Equity					
Issued capital	599,863	127,678	653,107	(74,434)	e
Reserves	16,550	(23)	16,550	23	f
Retained profits (accumulated losses)	(233,599)	20,426	(236,640)	(23,467)	f
Non-controlling interest	(3,837)	-	67,685	71,522	g
Total equity	**378,977**	**148,081**	**500,702**		
Net assets for Securityholders	378,977	148,081	433,017		
Securities	180,230	301,748	208,938	28,708	e
Net asset value per security (NAV)	**$2.10**	**$0.49**	**$2.07**		
Net tangible asset value per security (NTA)	**$2.10**	**$0.46**	**$2.03**		

Pro forma adjustments and assumptions for 50.1% ownership

a. Aspen's 13.6% stake in Eureka consolidated

b. Provision for additional distribution to be paid on new Aspen Securities issued for the Eureka takeover

c. Total transaction costs of the entities combined of $7.5 million funded with debt

d. Adjusting for the deferred tax impact on Aspen's current 13.6% stake in Eureka consolidated

e. Issue of 0.26 Aspen Securities per Eureka Share acquired by Aspen Group

f. Acquisition elimination entries to reflect Eureka acquisition and acquisition costs incurred

g. Value of Eureka's equity owned by the 49.9% minority holders adjusted for the $2.017m provision for Eureka's dividend in relation to 1HFY24 and Aspen's estimate of Eureka's transaction costs of $4.75 million

(iii) **Post balance date events**

This section outlines the post-balance date events for both Aspen Group and Eureka which the Bidder's directors believe are material in providing Eureka Shareholders a relevant and accurate presentation of the financial position of the Combined Group.

- On 29 February 2024 Aspen paid a distribution of 4.25 cents per security. Aspen's 31 December 2023 accounts included a provision for the total amount of the distribution of $7.65 million.
- On 1 March 2024 Aspen settled the acquisition of 81 apartments in Burwood, VIC at a total cost of approximately $8.6 million. Expected net rental yield is over 8%. The purchase was initially funded with debt which is expected to be repaid with proceeds recycled from property sales.
- Aspen is nearing completion of the CoVE Maylands project and has commenced a leasing program which is progressing well.
- Aspen has continued to sell some if its houses in Perth and has commenced a sales program for some of its houses at Burleigh Heads. Aspen expects sales prices to be at or above book value and reflect approximately 3% net rental yield. Aspen expects total proceeds from property sales to be at least the amount of the cost of acquiring the Burwood, VIC apartments.
- On 29 February 2024 Eureka declared a dividend of 0.70 cents per share. Eureka's 31 December 2023 accounts did not include a provision for the total amount of the dividend of $2.11 million.
- Eureka has announced that it is nearing completion of its Brassall project and that it has been funding it with equity and debt.

(c) Pro Forma Forecast Financial Information

(i) Forecast EPS for year ending 30 June 2024 assuming 100% ownership

	Aspen Group Estimates[1]				
	Aspen	Eureka	Aspen - 100% Scenario Pro Forma		
Underlying Operating Earnings - $'000	**FY24 (E) (Midpoint Guidance)**	**FY24 (E)**	**FY24 (E) (Midpoint Guidance)**	**100% Merger Adjustments**	**Notes**
Rental & Ancillary Revenues	59,000	35,909	94,909	0	
Direct Property Expenses	(29,500)	(16,159)	(45,659)	0	
Property Net Operating Income (NOI)	**29,500**	**19,750**	**49,250**	**0**	
Property NOI Margin	**50%**	**55%**	**52%**		
Rental & Ancillary Revenues - 50% Joint Venture	0	2,710	2,710	0	
Direct Property Expenses - 50% Joint Venture	0	(1,329)	(1,329)	0	
Property Net Operating Income (NOI) - 50% JV	**0**	**1,381**	**1,381**	**0**	
Property NOI Margin - 50% Joint Venture	**0%**	**51%**	**51%**		
Distributions from Aspen's stake in Eureka	**575**	**$0**	**$0**	**(575)**	a
Distributions from Eureka Villages WA Fund	**0**	**360**	**360**	**0**	
Development Revenues	27,500	$0	27,500	0	
Direct Development Expenses	(19,500)	$0	(19,500)	0	
Development Profit	**8,000**	**$0**	**8,000**	**0**	
Development Profit Margin	**29%**	**0%**	**29%**		
Management Revenues	13	6,023	6,036	0	
Direct Management Expenses	0	-(3,482)	(3,482)	0	
Management Gross Profit	**13**	**2,541**	**2,554**	**0**	
Corporate Overheads (unallocated)	**(7,233)**	**(9,160)**	**(14,516)**	**1,878**	b
Underlying EBITDA	**30,855**	**14,872**	**47,030**	**1,302**	
Net Finance Expense	(7,000)	(5,040)	(12,734)	(694)	c
Net Finance Expense - 50% Joint Venture[2]	0	(556)	(556)	0	
Total Net Finance Expense	**(7,000)**	**(5,596)**	**(13,290)**	**(694)**	
Amortisation of Intangible Management Rights[3]	0	(508)	(508)	0	
Interest - Lease Liabilities[4]	0	(27)	$0	27	b
Depreciation of right of use assets[4]	0	(296)	$0	296	b
Tax Paid	0	0	$0	0	d
Underlying Operating Earnings	**23,855**	**8,446**	**33,232**	**931**	
Total Securities on Issue (weighted)	180,011	301,757	247,767	67,756	e
Underlying EPS - cents	**13.25**	**2.80**	**13.41**	**0.16**	

Notes:

1. Based on Aspen's treatment of expenses as underlying or non-underlying in its definition of Underlying Operating Earnings.
2. Aspen believes Eureka's underlying profit before tax as reported in its financial results presentations does not include Eureka's share of interest expense in its joint venture.

3. Aspen has not formed an opinion on the value of Eureka's intangible management contracts under Aspen's ownership and therefore the amount of amortisation that would be applicable for Aspen's underlying earnings.
4. Aspen includes gross rent payable for its office premises as an underlying expense in corporate overheads and therefore treats interest on lease liability and depreciation for right of use assets of office premises as non-underlying to avoid double-counting.

Pro forma adjustments and assumptions for 100% ownership

a. Aspen's 13.6% stake in Eureka consolidated
b. Aspen's estimate of overhead cost synergies of $2.20 million and reclassification of Eureka's interest on lease liabilities and depreciation of right of use assets to corporate overheads, consistent with Aspen's treatment of these expenses
c. Total transaction costs of the Combined Group of $10.6 million funded with debt at an interest cost of 6.5%
d. Assumes Aspen's historic tax losses are sufficient to shelter the Combined Group's pro forma taxable income
e. Issue of 0.26 Aspen Securities per Eureka Share acquired by Aspen on a weighted basis

(ii) Forecast EPS for year ending 30 June 2024 assuming 50.1% ownership

	Aspen Group Estimates[1]				
	Aspen	Eureka	Aspen – 50.1% Scenario Pro Forma		
Underlying Operating Earnings - $'000	**FY24 (E) (Midpoint Guidance)**	**FY24 (E)**	**FY24 (E) (Midpoint Guidance)**	**50.1% Merger Adjustments**	**Notes**
Rental & Ancillary Revenues	59,000	35,909	94,909	0	
Direct Property Expenses	(29,500)	(16,159)	(45,659)	0	
Property Net Operating Income (NOI)	**29,500**	**19,750**	**49,250**	**0**	
Property NOI Margin	**50%**	**55%**	**52%**		
Rental & Ancillary Revenues - 50% Joint Venture	0	2,710	2,710	0	
Direct Property Expenses - 50% Joint Venture	0	(1,329)	(1,329)	0	
Property Net Operating Income (NOI) - 50% JV	**0**	**1,381**	**1,381**	**0**	
Property NOI Margin - 50% Joint Venture	**0%**	**51%**	**51%**		
Distributions from Aspen's stake in Eureka	**575**	**$0**	**0**	**(575)**	a
Distributions from Eureka Villages WA Fund	**0**	**360**	**360**	**0**	
Development Revenues	27,500	0	27,500	0	
Direct Development Expenses	(19,500)	0	(19,500)	0	
Development Profit	**8,000**	**0**	**8,000**	**0**	
Development Profit Margin	**29%**	**0%**	**29%**		
Management Revenues	13	6,023	6,036	0	
Direct Management Expenses	0	-3,482	-3,482	0	
Management Gross Profit	**13**	**2,541**	**2,554**	**0**	
Corporate Overheads (unallocated)	**(7,233)**	**(9,160)**	**(16,716)**	**(323)**	b
Underlying EBITDA	**30,855**	**14,872**	**44,830**	**(898)**	
Net Finance Expense	(7,000)	(5,040)	(12,527)	(488)	c
Net Finance Expense - 50% Joint Venture[2]	0	(556)	(556)	0	
Total Net Finance Expense	**(7,000)**	**(5,596)**	**(13,084)**	**(488)**	
Amortisation of Intangible Management Rights[3]	$0	(508)	(508)	0	
Interest - Lease Liabilities[4]	$0	(27)	0	27	b
Depreciation of right of use assets[4]	$0	(296)	0	296	b
Tax Paid	$0	0	0	0	d
Underlying Operating Earnings before minority interests	**23,855**	**8,446**	**31,238**	**(1,063)**	
Non-controlling interests	**0**	**0**	**(4,060)**	**(4,060)**	**e**
Underlying Operating Earnings	**23,855**	**8,446**	**27,178**	**(5,123)**	
Total Securities on Issue (weighted)	180,011	301,757	208,617	28,606	f
Underlying EPS - cents	**13.25**	**2.80**	**13.03**	**(0.22)**	

Notes:

1. Based on Aspen's treatment of expenses as underlying or non-underlying in its definition of underlying operating earnings

2. Aspen believes Eureka's underlying profit before tax as reported in its financial results omits Eureka's share of interest expense in its joint venture
3. Aspen has not formed an opinion on the value of Eureka's intangible management contracts under Aspen's ownership and therefore the amount of amortisation that would be applicable for Aspen's underlying earnings
4. Aspen includes gross rent payable for its office premises as an underlying expense in corporate overheads and therefore treats interest on lease liability and depreciation for right of use assets of office premises as non-underlying to avoid double-counting

Pro forma adjustments and assumptions for 50.1% ownership

a. Aspen's 13.6% stake in Eureka consolidated
b. Aspen's estimate of overhead cost synergies of $0 and reclassification of Eureka's interest on lease liabilities and depreciation of right of use assets to corporate overheads, consistent with Aspen's treatment of these expenses
c. Total transaction costs of the Combined Group of $7.5 million funded with debt at an interest cost of 6.5%
d. Assumes Aspen's historic tax losses are sufficient to shelter the enlarged group's pro forma taxable income
e. The share of Eureka's earnings attributable to the 49.9% minority shareholders of Eureka adjusted for the assumed $4.75 million increase in debt in Eureka to fund its transaction costs at an interest cost of 6.5%
f. Issue of 0.26 Aspen Securities per Eureka Share acquired by Aspen on a weighted basis

(iii) Post balance date events

This section outlines the post-balance date events for both Aspen Group and Eureka which the Bidder's directors believe are material in providing Eureka Shareholders a relevant and accurate presentation of the financial position of the Combined Group.

- On 29 February 2024 Aspen paid a distribution of 4.25 cents per security. Aspen's 31 December 2023 accounts included a provision for the total amount of the distribution of $7.65 million.
- On 1 March 2024 Aspen settled the acquisition of 81 apartments in Burwood, VIC at a total cost of approximately $8.6 million. Expected net rental yield is over 8%. The purchase was initially funded with debt which is expected to be repaid with proceeds recycled from property sales.
- Aspen is nearing completion of the CoVE Maylands project and has commenced a leasing program which is progressing well.
- Aspen has continued to sell some if its houses in Perth and has commenced a sales program for some of its houses at Burleigh Heads. Aspen expects sales prices to be above book value and reflect approximately 3% net rental yield. Aspen expects total proceeds from property sales to be at least the amount of the cost of acquiring the Burwood, VIC apartments.
- On 29 February 2024 Eureka declared a distribution of 0.70 cents per share. Eureka's 31 December 2023 accounts did not include a provision for the total amount of the distribution of $2.11 million.
- Eureka has announced that it is nearing completion of its Brassall project and that it has been funding it with equity and debt.

(iv) Forecast DPS for year ending 30 June 2024 assuming 100% and 50.1% ownership

Aspen has provided minimum distribution guidance for FY24 of 8.50 cents per security and has already paid an interim distribution of 4.25 cents per security. The 8.50 cents per security guidance equates to 63-65% of Aspen's FY24 EPS guidance of 13.00-13.50 cents per security which is at or below the bottom end of Aspen's policy to distribute 65-75% of earnings.

Given Aspen's pro forma FY24 EPS is expected to remain in the range of 13.00-13.50 cents per security under both the 100% and 50.1% ownership scenarios, Aspen continues to expect to pay a minimum distribution for FY24 of 8.50 cents per security.

The implied minimum final DPS of 4.25 cents per security equates to only $2.9 million of additional distribution that would be paid by Aspen to Eureka shareholders under the 100% ownership scenario. This additional distribution represents only approximately 12% of Aspen's expected FY24 earnings.

8.4 Capital Structure

Set out below is the current capital structure of Aspen Group, and the immediate post-Aspen Offer capital structure under the scenario whereby Eureka becomes a wholly-owned subsidiary of Aspen Group, and whereby 50.1% of Eureka is held by Aspen Group.

Unless otherwise expressly stated, all statements in this Bidder's Statement about financial metrics per Aspen Security post the Aspen Offer (including EPS, DPS and NAV) assume that all Eureka Performance Rights have been vested and converted into Eureka Shares but that no additional Eureka Shares are issued including under the Eureka Dividend Reinvestment Plan.

Eureka as a wholly owned subsidiary of Aspen	
Current Aspen Securities on issue	180,230,053
Current Eureka Shares on issue	302,540,184
Current Eureka Shares on issue (excluding Aspen's current holdings)	261,382,594
Merger ratio	0.26
Aspen Securities to be issued as consideration for Eureka Shares[42]	67,959,474
Total Aspen Securities on issue post-Offer	248,189,474
50.1% ownership by Aspen of Eureka	
Current Aspen Securities on issue	180,230,053
Current Eureka Shares on issue	302,540,184
Current Eureka Shares on issue (excluding Aspen's current holdings)	261,382,594
Merger ratio	0.26
Aspen Securities to be issued as consideration for Eureka Shares[43]	28,707,911
Total Aspen Securities on issue post-Offer	208,937,911

9 Sources of Offer Consideration

9.1 Consideration under the Offer

The consideration for the acquisition of the Eureka Shares under the Aspen Offer will be satisfied wholly by the issue of Aspen Securities.

[42] Assumes: (a) no Aspen Securities are issued in respect of the 41,157,590 Eureka Shares held by the Bidder; (b) all Eureka Performance Rights have been vested and converted into Eureka Shares; and (c) no additional Eureka Shares are issued after the Last Practicable Date including under the Eureka Dividend Reinvestment Plan.

[43] Assumes: (a) no Aspen Securities are issued in respect of the 41,157,590 Eureka Shares held by the Bidder; (b) all Eureka Performance Rights have been vested and converted into Eureka Shares; and (c) no additional Eureka Shares are issued after the Last Practicable Date including under the Eureka Dividend Reinvestment Plan.

Based on the number of Eureka Shares on issue as at the date of the Bidder's Statement, and assuming that:

- acceptances are received by the Bidder under the Aspen Offer in respect of all Eureka Shares on issue as at the date of this Bidder's Statement (other than those Eureka Shares it already owns); and
- all of the Eureka Performance Rights issued by Eureka as at the date of this Bidder's Statement vest, are exercised and the holders of such Eureka Performance Rights accept the Aspen Offer,

then the maximum number of Aspen Securities that Aspen Group would be required to issue under the Aspen Offer, if acceptances are received for all of the Eureka Shares, is 67,959,474 Aspen Securities (subject to rounding under **Section 15.2(c)**) (**Maximum Total Consideration**). The Maximum Total Consideration does not provide for any Eureka Shares issued under the Eureka Dividend Reinvestment Plan. As at the date of this Bidder's Statement it is not possible to identify the specific terms of the Eureka Dividend Reinvestment Plan (i.e. the pricing) or shareholder participation under the Eureka Dividend Reinvestment Plan.

Aspen Group, including the Bidder and Responsible Entity of the Aspen Property Trust have each confirmed that it will issue on demand, the Aspen Securities necessary to satisfy the Maximum Total Consideration and the Offer Consideration in respect of Eureka Shares issued under the Eureka Dividend Reinvestment Plan. As at the date of this Bidder's Statement, the Bidder is not aware of any reason why Aspen Group would not be able to issue the Maximum Total Consideration and the Offer Consideration in respect of Eureka Shares issued under the Eureka Dividend Reinvestment Plan.

9.2 Other costs

Aspen will fund its transaction costs in connection with the Offer using its existing cash reserves.

10 Tax considerations

10.1 Overview

Section 10 is a general summary of the Australian income tax, GST and stamp duty considerations for Eureka Shareholders who accept the Offer.

This summary is general in nature and does not provide an exhaustive consideration of all possible Australian income tax, GST and stamp duty implications that could apply to Eureka Shareholders who accept the Offer as they may vary based on each Eureka Shareholders' facts and circumstances. This summary only considers tax implications from an Australian perspective and does not consider any tax implications in jurisdictions outside of Australia.

This summary only considers Eureka Shareholders who are individuals, trusts, complying superannuation entities and corporate shareholders that hold their Eureka Shares on capital account for Australian income tax purposes. In particular, it does not consider the implications for Eureka Shareholders that hold their Eureka Shares as trading stock or otherwise on revenue account. This summary is intended only as general guidance to the Australian tax implications of accepting the Offer and is based upon Australian taxation law and administrative practice in effect as at the date of this Bidder's Statement. **Section 10** does not constitute tax advice and any specific facts or circumstances that may apply to specific Eureka Shareholders have not been considered. As the potential tax consequences of accepting the Offer depends on each Eureka Shareholder's individual facts and circumstances, all Eureka Shareholders are advised to seek independent professional advice with respect to their own Australian and foreign tax consequences of accepting the Offer according to their own particular facts and circumstances.

10.2 Australian Tax Resident Shareholders

(a) **CGT event**

Acceptance of the Offer will involve the disposal by Eureka Shareholders of their Eureka Shares in exchange for Aspen Securities. This disposal of the Eureka Shares will constitute a CGT event for Australian CGT purposes.

The date for disposal for CGT purposes should be the date the contract to dispose of the Eureka Shares is formed, which will be the date the Eureka Shareholder accepts the Offer.

If a Eureka Shareholder does not accept the Offer and their Eureka Shares are compulsorily acquired in accordance with Part 6A.1 of the Corporations Act, the date of disposal for CGT purposes should be the date when Aspen becomes the beneficial owner of the Eureka Shares.

(b) **Availability of partial scrip for scrip roll-over relief**

Assuming that Aspen becomes the owner of 80% or more of the Eureka Shares, a Eureka Shareholder that makes a capital gain should be eligible for CGT scrip for scrip roll-over relief to the extent that they receive eligible proceeds for the disposal of their Eureka Shares.

Each Aspen Security comprises two separate CGT assets; a share in Aspen Group Limited and a unit in Aspen Property Trust. For the purposes of CGT scrip for scrip roll-over relief, the Aspen Group Limited share component of each Aspen Security is eligible proceeds and the Aspen Property Trust unit component of each Aspen Security is ineligible proceeds.

The portion of the Aspen Security that is eligible proceeds will be the percentage of the value of the Aspen Security represented by the shares in Aspen Group Limited (**Aspen Company Percentage**). The portion of the Aspen Security that is ineligible proceeds will be the percentage of the value of the Aspen Security represented by the units in Aspen Property Trust (**Aspen Trust Percentage**). One reasonable method of apportionment may be the net tangible asset value of Aspen Group Limited as a percentage of the net tangible asset value of the Aspen Group.

If a capital loss arises for a Eureka Shareholder on disposal, CGT scrip for scrip roll-over relief does not apply.

(c) **Consequences of Choosing CGT Scrip for Scrip Roll-over Relief**

Broadly, if an Eureka Shareholder makes a capital gain and chooses to obtain partial CGT scrip for scrip roll-over relief, the consequences should be that:

- The Aspen Company Percentage of the capital gain made on the disposal of Eureka Shares will be disregarded.
- The Aspen Trust Percentage of the capital gain made on the disposal of Eureka Shares will be included in assessable income.
- The initial cost base of an Aspen Security acquired will be:
    - in respect of the share in Aspen Group Limited – the cost base of the Eureka Share disposed of multiplied by the Aspen Company Percentage; and
    - in respect the unit in Aspen Property Trust, the value taken into account as disposal proceeds of the Eureka Share.
- The Eureka Shareholder will be taken to have acquired the Aspen Group Limited component of their Aspen Securities at the time they originally acquired their Eureka Shares.
- The Eureka Shareholder will be taken to have acquired the Aspen Property Trust component of their Aspen Securities at the time of CGT event attributable to the disposal of the Eureka Shares.

(d) **Calculation of capital gain or loss**

A capital gain will be made to the extent the capital proceeds received by the Eureka Shareholder from the disposal of their Eureka Shares (being the market value of the Aspen Securities at the date of the CGT event) exceeds the cost base of those Eureka Shares. A capital loss will be made to the extent the capital proceeds received by the Eureka Shareholder from the disposal of their Eureka Shares are less than the reduced cost base of those shares.

The capital proceeds received on the disposal of the Eureka Shares should be equal to the market value of the 0.26 Aspen Securities received by Eureka Shareholders for each Eureka Share. The value of those Aspen Securities should be their market value on the date of the CGT event applicable to the Eureka Shareholder.

Generally the cost base will be equal to the cost of acquiring the Eureka Share, plus any incidental costs of acquisition and disposal (such as brokerage fees and legal costs). The reduced cost base of a Eureka Share is determined similarly to the cost base. However, depending on the Eureka Shareholder's particular individual facts and circumstances there may be some differences in the calculation of the reduced cost base.

Individuals, complying superannuation entities or trusts that make a capital gain (to which rollover does not apply) and have held Eureka Shares for at least 12 months, should be entitled to discount the amount of that capital gain after applying any available capital losses.

The CGT discount is:

(i) 50% if the Eureka Shareholder is an individual or trust; and

(ii) 33 1/3% if the Eureka Shareholder is a complying superannuation entity.

For trusts, the ultimate availability of a CGT discount will depend on a beneficiary's entitlement to the discount. The CGT discount is not available to Eureka Shareholders that are companies.

Where a capital loss from the disposal of the Eureka Shares is realised, this may be used to offset capital gains realised in that or subsequent income years (subject to satisfying certain conditions). Capital losses cannot however be deducted against ordinary income.

10.3 Foreign tax resident Eureka Shareholders

Section 10.3 applies to Eureka Shareholders that are not residents of Australia for Australian income tax purposes. It does not apply to non-resident Eureka Shareholders who have held their Eureka Shares at any time in carrying on a business at or through a permanent establishment in Australia.

Eureka Shareholders that are non-residents should only be subject to Australian income tax on disposal of those shares if those shares are taxable Australian property. The Eureka Shares should only be taxable Australian property if:

- more than 50% of the market value of Eureka's assets are taxable Australian property (being direct and indirect interests in Australian real property); and
- the shareholder has a non-portfolio interest in Eureka.

A non-portfolio interest exists where the shareholder, together with its associates holds a 10% or greater interest in Eureka:

- at the time of the CGT event; or
- for a period of 12 months within the 24 months leading up to the CGT event.

As at the date of this Bidder's Statement, Aspen expects that more than 50% of the market value of Eureka's assets are taxable Australian property.

If a non-resident Eureka Shareholder's Eureka Shares are taxable Australian property:

- CGT rollover may be available in respect of the Aspen Group Percentage of any capital gain in the manner described above, but only if the shares in Aspen Group Limited are also taxable Australian property; and
- the CGT discount may be applicable if the Eureka Shareholder acquired their Eureka Shares on or before 8 May 2012.

10.4 Foreign resident capital gains withholding (FRCGW)

If a Eureka Shareholder has Eureka shares which qualify as an indirect Australian real property interest, Aspen may be required to withhold and remit to the ATO 12.5% of the consideration otherwise payable to you under the Offer.

The FRCGW provisions place obligations on the purchaser of non-portfolio (10% or greater) shareholdings in a company whose principal assets are taxable Australian property if the market value of that shareholding is $750,000 or more.

The obligation to withhold 12.5% of the purchase price and remit that amount to the ATO is not required where the shareholder provides either a Clearance Certificate from the Commissioner of Taxation (which attests to their Australian tax residency) or a Vendor Declaration that the entity is and will be an Australian tax resident or the membership interest is not an indirect Australian real property interest.

Eureka Shareholders who have an amount withheld should generally be entitled to a credit for the amount withheld upon lodging an Australian income tax return.

10.5 GST

GST should not be payable by Eureka Shareholders on the acquisition of their Eureka Shares by Aspen, or on the receipt of Aspen Securities as consideration under the Offer. Eureka Shareholders who are registered for GST may not be entitled to input taxed credits (or may only be entitled to reduced input taxed credits) for any GST incurred on costs associated with the disposal of their Eureka Shares.

10.6 Duty

No Australian stamp duty should be payable by Eureka Shareholders on the sale of their Eureka Shares to Bidder under the Offer.

No Australian stamp duty should be payable on the receipt of Aspen Securities as consideration for acceptance of the Offer if, as currently expected:

i. Bidder and Aspen Property Trust are both considered to be relevantly "listed" for stamp duty purposes;

ii. the percentage of total shares/units that will be issued in Bidder and Aspen Property Trust as consideration for acceptance of the Offer will be less than 90%; and

iii. no person and their related persons will hold 90% or more of the shares/units in the Bidder / Aspen Property Trust.

11 Potential risk factors

11.1 Overview

In deciding whether or not to accept the Aspen Offer, you should read this entire Bidder's Statement carefully. You should also carefully consider the risk factors outlined in this **Section 11** and your personal circumstances. This **Section 11** is general only and does not take into account your individual objectives, financial situation or needs.

If the Aspen Offer becomes unconditional, Eureka Shareholders who accept the Aspen Offer (other than an Ineligible Foreign Shareholder) will become Aspen Securityholders.

This **Section 11** outlines:

- the specific risks that are common to the existing businesses of Aspen Group and Eureka, and which will therefore be risks to which the Combined Group will be exposed (see **Section 11.2**);
- the risks that arise from the Aspen Offer and the creation of the Combined Group (see **Section 11.3**);
- other sector risks (see **Section 11.4**);
- the risk of the Aspen Group trust structure (see **Section 11.5**); and
- other general risks (see **Section 11.6**).

Many of these risks are outside the control of Aspen Group and Eureka. Although the Combined Group will have in place a number of strategies to minimise exposure to, and mitigate the effects of, some of the risks outlined in this section, there can be no guarantee that such arrangements will protect the Combined Group from these risks.

There is no guarantee or assurance that the risks will not change or that other risks or matters that may adversely affect the business of Aspen Group and the sectors in which it operates will not emerge. Before accepting the Aspen Offer, you should be satisfied that you have a sufficient understanding of the risks involved having regard to your investment objectives, financial circumstances and taxation position and seek advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser.

11.2 Risks specific to the Combined Group

This section identifies the key risks that may affect the future operating and financial performance of the Combined Group. These risk factors are not exhaustive of the risks faced by potential investors in Aspen Securities.

If any of the following risks materialise, the Combined Group's business, financial condition and operational results are likely to suffer. In this case, the trading price of Aspen Securities may fall and you may lose all or part of your investment, and/or the distributable income of Aspen Group may be lower than expected, with distributions being reduced or being cut to zero.

(a) Occupancy and rental rate levels

Occupancy and rental rate levels can have a direct impact on the Combined Group's net income, which in turn may impact returns to Combined Group securityholders. Rental and ancillary income is variable and occupancy and rental rate levels are dependent upon various market conditions and other risks outlined in this **Section 11**.

Additionally, competing accommodation may be established in close proximity to the existing properties of the Combined Group, or properties to be acquired. This may have a negative impact on occupancy and rental rate levels at the properties of the Combined Group which reduces revenue and could adversely impact returns to Combined Group securityholders.

(b) **Property valuation risk**

The value of the properties of the Combined Group may fluctuate from time to time due to market and other conditions. Factors relevant to determining value include supply, demand and the state of the general property market, and these may change significantly over time for a variety of reasons. This includes both negative impacts (such as declines in occupancy and rental rates), as well as positive impacts (such as obtaining development approvals on excess land, or improvements in occupancy or rental rates).

External valuations and directors' valuations represent only the analysis and opinion of such persons at a certain date and they are not guarantees of present or future values. Changes in the value of the property portfolio of the Combined Group could adversely or positively impact returns to the Combined Group securityholders.

(c) **Tenancy risk**

There is a risk that tenants with medium or long-term leases may be unable or unwilling to honour their lease obligations. This may result in a reduction in the Combined Group income and increased costs associated with recovering outstanding amounts and re-letting the tenancy, each of which could reduce returns to the Combined Group securityholders. In addition, there is a risk that tenants may not renew leases that currently exist, and which the Combined Group assumes may be renewed.

(d) **Property expenses**

Increases in property expenses and the cost of managing the properties of the Combined Group may impact negatively on profitability and could reduce returns to the Combined Group securityholders.

(e) **Capital expenditure**

There is a risk that capital expenditure requirements could be more expensive and produce poorer outcomes than expected, resulting in increased funding requirements and potentially a lower net asset value and/or earnings.

(f) **Purchasing additional properties**

The Combined Group expects to acquire additional properties over time; however, there is no guarantee additional properties can be acquired nor that they will produce the same return on investment as the existing portfolio of the Combined Group. Acquisitions of additional properties may require the raising of new capital. If additional properties are acquired and they do not produce the same or a higher return on investment as the existing portfolio of the Combined Group, this could reduce returns to Combined Group securityholders.

Further, whilst it is the Aspen Group's policy to conduct thorough due diligence in relation to any property acquisition, there are inherent risks in such an acquisition. These risks could include lower than expected yields, unexpected problems or other latent liabilities.

(g) **Property illiquidity risks**

Property assets are by their nature illiquid investments. Therefore, it may not be possible for the Combined Group to dispose of its property assets in a timely manner should it decide or need to do so, and the Combined Group may incur selling costs in disposing of these properties. In addition, the ongoing value of properties held by the Combined Group may fluctuate due to a number of factors including rental levels, occupancy assumptions, vacancy periods, rental incomes and capitalisation rates, all of which may change for a variety of reasons. Valuations represent only the analysis and opinion of qualified people at a certain point in time and there is no guarantee that a property will achieve a capital gain on its sale or that the value of the property will not fall as a result of the assumptions on which the relevant valuations are based proving to be incorrect.

(h) **Retention of key personnel**

The Combined Group will be dependent upon a number of key management and executive personnel to manage the day-to-day requirements of the business. The loss of the services of one or more key personnel could have an adverse effect on the Combined Group. The Combined Group's ability to manage the Combined Group's properties will depend in part on the efforts of these individuals.

Additionally, some of Eureka's employees are qualified and experienced with in-depth industry knowledge. There is a risk that the Aspen Offer may adversely affect the ability of the Combined Group to retain key employees and/or attract new employees with appropriate qualifications and experience at comparable cost, which may negatively affect the financial performance of the Combined Group.

(i) **Environmental risk**

As an owner of real property, the Combined Group will be subject to various laws and regulations regarding environmental matters. These laws vary by jurisdiction and are subject to change. Current and future environmental laws could impose significant costs or liabilities on the Combined Group. For instance, under certain environmental laws, current or former owners or operators of real property may become liable for costs and damages resulting from soil or water contaminated by hazardous substances (for example, as a result of leaking underground storage tanks). Under these laws, an owner or operator may be liable regardless of whether they knew of, or were responsible for, the presence of such substances. These laws may result in significant unforeseen costs to the Combined Group, reduce the value of affected properties, potentially impact earnings and distributions, and impair its ability to sell or rent real property or to borrow money using contaminated property as collateral, on acceptable terms or at all. The Combined Group may be required to comply from time to time with environmental management issues that arise from factors beyond its control.

(j) **Borrowing risk**

Loan facilities are obtained for fixed periods of time. On expiry of any loan facility a new facility may not be available or the terms of that facility may not be the same. If the existing facilities cannot be refinanced at maturity or new facilities are not entered into, the Combined Group may need to sell properties to meet the Combined Group's debt repayment obligation, and there is a risk that the sale prices may be less than the book value of the properties of the Combined Group. Aspen has recently refinanced its bilateral debt facility with a new syndicated debt facility with an increased limit of $210 million and term of 3 years ending 15 December 2026.

(k) **Limitations on the ability of the Combined Group to raise further capital**

The ability of the Combined Group to raise capital on favourable terms for future refinancing and capital expenditure depends on a number of factors including general economic and political conditions, the state and volatility of capital markets, and the reputation, performance and financial strength of the Combined Group. Limitations on the ability of the Combined Group to raise capital could reduce returns to the Combined Group securityholders.

(l) **Leverage risk**

As the Combined Group uses leverage (invests in a way that magnifies the gain or loss it would normally receive from a given investment or group of investments), its net asset value is likely to be more volatile and the risk of large losses is greater.

(m) **Concentration risk**

When investments are concentrated in a smaller number of investments or investment types, the failure of a single investment will have a material impact on the price of the Aspen Securities. Similarly, where the investments are concentrated in a single industry sector or geographic location, there is a risk that circumstances may arise which impact the sector or geography as a whole and therefore have an adverse impact on the price of the Aspen Securities.

The Combined Group will seek, in a manner consistent with its strategy, to maintain a diversified portfolio. However, at certain times the portfolio may be more concentrated in particular types of investments.

(n) **General counterparty risk**

The Combined Group could lose money if an entity with which it does business becomes unwilling or unable to meet its obligations to the Combined Group (as applicable).

11.3 Risks relating to the Aspen Offer and the creation of the Combined Group

In addition to the risk factors set out in **Section 11.2**, the following risks may arise as a result of the Aspen Offer and/or the creation of the Combined Group.

(a) **Acquisition of less than 100% of Eureka**

If the Bidder acquires less than 90% of all of the Eureka Shares on issue under the Aspen Offer, this would prevent the Bidder from compulsorily acquiring all remaining Eureka Shares.

Certain benefits regarding the Combined Group outlined in **Section 1**, including the cost synergies achieved as between the entities, assume that Eureka becomes a wholly-owned subsidiary of the Bidder. If the Bidder does not acquire at least 90% of Eureka Shares during the Offer Period, and therefore does not become entitled to compulsorily acquire the remaining Eureka Shares on issue, some of these benefits that would otherwise accrue to Eureka Shareholders that have accepted the Offer may not be fully realised.

Eureka Shareholders should also note that there is a risk that if the Aspen Offer completes and the Bidder does not acquire 100% of Eureka Shares, holders who do not accept the Aspen Offer become holders in a less liquid investment (and consequently Eureka Shares may trade below their current pricing levels or the implied value of the Aspen Offer).

(b) **Issue of Aspen Securities as consideration**

Eureka Shareholders are being offered Aspen Securities as consideration under the Aspen Offer. As a result, the value of the consideration will fluctuate depending upon the market value of Aspen Securities. Accordingly, the market value of Aspen Securities at the time you receive them may vary significantly from their market value on the date of your acceptance of the Aspen Offer.

(c) **Sale of Aspen Securities**

Under the Aspen Offer, the Aspen Group will issue a significant number of new Aspen Securities. Some Eureka Shareholders may not intend to continue to hold their Aspen Securities and may wish to sell them. There is a risk that increased sales of Aspen Securities may adversely impact on the price of, and demand for, Aspen Securities.

(d) **Counterparty change of control risk**

Eureka and Eureka Group Members may be parties to agreements that contain pre-emptive or default rights or change of control provisions that may be triggered if the Bidder acquires Eureka Shares representing a majority of the voting rights of Eureka or if Eureka is delisted.

These provisions, if triggered, could have negative consequences including enabling a counterparty to terminate a contract, accelerate payment obligations or require a Eureka Group entity to renegotiate a contract or dispose of an interest.

The Bidder has not been granted any form of due diligence access and is therefore unable to presently quantify the potential counterparty risk. To the extent there are any material risks known to Eureka Directors, they must be disclosed in the Target's Statement to be issued by Eureka.

(e) **Integration risks**

There is a risk that implementation and other one-off costs of integration may be substantial or greater than reasonably anticipated. This could have a material adverse impact on the Combined Group's financial position and performance.

The transition of information systems and data, technical, financial and legal information and resources may not proceed smoothly and may divert management's attention from managing the Combined Group's businesses. There is a risk that revenue streams or operations could be disrupted or that costs associated with the transition may be greater than expected, which could adversely affect the Combined Group's financial position and performance.

Additionally, such integration may take longer than expected and anticipated efficiencies, benefits and potential synergies of that integration may be less than targeted.

(f) **Assumptions by Bidder**

The Bidder has made certain assumptions in estimating EPS and EPS accretion of the Combined Group on a pro forma basis for the year ending 30 June 2024. See **Section 1.1.2** of this Bidder's Statement. There is a risk that the assumptions may not be accurate and the EPS and EPS accretion per security on a pro forma basis for the year ending 30 June 2024 may be higher or lower than estimated.

(g) **Impairment of goodwill and other intangible assets**

The financial statements of the Combined Group will be prepared in conformity with AAS and consistent with the current accounting policies of Aspen Group. Under AAS, intangible assets that have an indefinite useful life including goodwill, are not subject to amortisation and are reviewed annually for impairment. Individual assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an individual asset may not be recoverable. Changes to the carrying amounts of intangible assets of the Combined Group could have an adverse impact on the reported financial performance of the Combined Group.

(h) **Accounting revisions may be required**

Eureka has particular accounting policies and methods which are fundamental to how it records and reports its financial position and results of operations. The management of Eureka may have exercised judgement in selecting and applying certain accounting policies or methods which might have been reasonable under the circumstances yet might have resulted in reporting materially different outcomes than would have been reported under Aspen Group's policies and methods.

Some differences between Aspen Group's and Eureka's policies and methods have been identified to date. This includes Eureka's treatment of some of its information technology and branding expenses as non-underlying, abnormal, or one-off in nature, which Aspen may classify as normal underlying expenses of the business. The integration of Eureka's accounting functions may lead to revisions of these accounting policies, which may adversely impact the Combined Group's reported results of operations and/or financial position and performance.

(i) **Reliance on public information**

In preparing the information relating to Eureka contained in this Bidder's Statement, the Bidder has relied on publicly available information relating to Eureka. Risks may exist in relation to Eureka (which may affect the Combined Group) of which the Bidder may be unaware. However, as Eureka is an ASX-listed entity, any substantial threats to Eureka's business should have been disclosed pursuant to Eureka's periodic and continuous disclosure obligations.

If any material risks are known to Eureka's Directors, they must be disclosed in the Target's Statement to be issued by Eureka.

11.4 Other sector risks

In addition to the other risk factors set out in **Section 11**, the business activities of the Combined Group will be subject to various industry specific risks that may impact on the future performance of the Combined Group. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Combined Group and cannot be mitigated.

The general risks to which participants in the property investment and development industry are exposed include the following (which you are currently exposed to through your holding of Eureka and will continue to be exposed to as an Aspen Securityholder).

(a) **Property market risks**

The Combined Group will be subject to the prevailing property market conditions in the sectors in which it operates. Adverse changes in market sentiment or market conditions may impact the Combined Group's ability to acquire, manage or develop assets, as well as the value of the Combined Group's properties and other assets. These could materially adversely impact upon the value, earnings, gearing levels and the carrying value of the assets of the Combined Group.

(b) **Risks from investments**

The value of properties held by the Combined Group may fluctuate from time to time due to fluctuations in the property market and to other conditions. Factors relevant to determining the value of the properties held by the Combined Group include the rental income generated from the properties, the occupancy levels at the properties and the property yield. The values of the properties are also affected by the expenses that are incurred by the Combined Group in managing and maintaining the properties.

Factors which may adversely impact upon returns generated by the properties include:

- the overall conditions in the national and local economy, such as changes to growth in gross domestic product, employment, inflation and interest rates;
- local real estate conditions, such as changes in the demand and supply for housing;
- the perception of prospective tenants regarding the attractiveness and convenience of the properties;
- changes in property laws and/or taxes;
- external factors including floods, fires, earthquakes, war, terrorist activities or other force majeure events;
- unforeseen capital expenditure; and
- investor demand and liquidity in investments.

The values of the properties held by the Combined Group may materially impact the value of the Combined Group.

(c) **Competition**

The Combined Group will face competition which could lead to, among others, the following adverse outcomes:

- oversupply of accommodation in the Combined Group's markets;
- excess competition and higher prices for new investment opportunities that are suited to the Combined Group;
- loss of tenants to competitors;
- a reduction in rents; and
- loss of key personnel to competitors.

(d) **Fixed nature of costs**

Many costs associated with the ownership and management of property assets are fixed in nature. The values of properties (and the value attributed to the Combined Group) may be adversely affected if the income from the asset declines and these fixed costs remain unchanged.

11.5 Risk related specifically to investing in the Aspen Property Trust

(a) **Trust structure risk**

Investing in any type of collective investment involves certain risks an investor would not face if investing in markets directly. Investors in the Aspen Property Trust could experience the following risks:

- the actions of other investors could interfere with orderly management of Aspen Property Trust and cause the net asset value of the Aspen Property Trust to fall;
- the investor cannot direct or influence how money is invested while it is in Aspen Property Trust;
- the buying and selling of investments by Aspen Property Trust may not be optimal for the tax efficiency of any given investor; and
- the Aspen Property Trust is subject to various investment laws and regulations that limit the use of certain securities and investment techniques that might improve performance.

In addition, there are risks associated with the structure of Aspen Property Trust, which include:

- the Investment Manager (acting as investment manager of the Aspen Property Trust) may at times find their obligations to the Aspen Property Trust to be in conflict with their obligations to other investment portfolios they manage (although in such cases, all portfolios will be dealt with equitably and currently the Investment Manager does not manage any other investment portfolios);
- the risk that Evolution breaches its AFSL or discontinues its business of acting as Responsible Entity of Australian managed investment schemes or for some other reason is forced to resign as Responsible Entity of the Aspen Property Trust in circumstances where a suitable replacement cannot be found, requiring the Aspen Property Trust to be wound up; and
- the risk that AFML breaches the conditions of its AFSL or discontinues its business of acting as Investment Manager of Australian managed investment schemes or for some other reason is forced to resign as Investment Manager of the Aspen Property Trust in circumstances where a suitable replacement cannot be found, requiring the Aspen Property Trust to be wound up.

(b) **Conflict of interest risk**

AFML may act as investment manager of other funds and mandates not described in this Bidder's Statement, and entities related to Evolution may act in various capacities (such as responsible entity, trustee and custodian) for other funds or accounts. AFML and Evolution have implemented policies and procedures to identify and where possible mitigate or avoid the conflict.

In addition, Evolution has in place governance frameworks, group policies and divisional procedures to ensure conflicts are identified and managed appropriately. These conflict policies are aimed at ensuring that conflicts involving individuals or related entities of Evolution are identified, reported, assessed and managed in a timely and appropriate manner in order to uphold the best interests of clients, members and shareholders. This ensures that Evolution and its related entities are adopting and promoting a culture of awareness and effective management of conflicts of interests when carrying out its operations. As part of the management of conflicts, Evolution maintains a conflicts of interest policy and register of corporate conflicts, including related party conflicts, when acting in multiple capacities. When such a conflict is identified, the register provides for certain controls to be utilised in order to manage this conflict. Examples of controls include engaging on 'arm's length' or third party terms, use of information barriers and compliance plans.

11.6 Other general risks

In addition to the other risk factors set out in **Section 11**, the business activities of the Combined Group will be subject to various general economic risks that may impact on the future performance of the Combined Group. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Combined Group and cannot be mitigated.

(a) **General economic conditions**

The operating and financial performance of the Combined Group is influenced by a variety of general economic conditions and business conditions, including the level of inflation, interest rates and government fiscal, monetary and regulatory policies. Higher than expected inflation rates generally or specific to the property sector could be expected to increase costs. A prolonged deterioration in general economic conditions could materially and adversely affect the Combined Group's operations and/or financial position and performance.

(b) **Equity market conditions**

The market price of Aspen Securities will be affected by the financial performance of the Combined Group and other varied and often unpredictable factors influencing equity and credit markets generally. These factors include international stock markets, interest rates, domestic and international economic conditions, domestic and international political stability, investor sentiment, and the demand for equities generally.

(c) **Taxation changes may occur**

Changes in tax law (including goods and services taxes and stamp duties), or changes in the way taxation laws are interpreted may impact the tax liabilities of the Combined Group or the tax treatment of an Aspen Securityholder's investment. In particular, both the level and basis of taxation may change. In addition, an investment in Aspen Securities involves tax considerations which may differ for each Aspen Securityholder. Each prospective securityholder is encouraged to seek professional tax advice in connection with any investment in Aspen Group.

(d) **Litigation and disputes**

Disputes or litigation may arise from time to time in the course of business activities. There is a risk that material or costly disputes or litigation could adversely affect the Combined Group's financial performance and the value of Aspen Securities.

(e) **Insurance**

Aspen Group carries a range of insurance cover for various assets. However, there are certain events for which Aspen Group may not be able to maintain insurance cover. These events may include, but are not limited to, acts of war or political instability and catastrophic events such as floods.

(f) **Occupational health and safety**

Failure to comply with the necessary occupational health and safety legislative requirements across the jurisdictions in which the Combined Group operates could result in fines, penalties and compensation for damages as well as reputational damage.

(g) **Foreign exchange/currency risk**

All information in this Bidder’s Statement is presented in Australian dollars. Aspen Securityholders who reside outside of Australia, or who rely on funding denominated in a currency other than the Australian dollar, should be aware of the impact that fluctuations in exchange rates may have on the value of their investments in, and returns from, Aspen Group.

(h) **Changes in accounting policy**

Aspen Group must report and prepare financial statements in accordance with prevailing accounting standards and policies. There may be changes in these accounting standards and policies in the future which may have an adverse impact on Aspen Group’s financial performance and financial position as reported in its financial statements.

(i) **Regulatory risk**

The Combined Group may be affected by government legislation and regulations (including environmental and industrial relations legislation). Changes in legislation and regulations pertaining to, but not limited to, tenancy laws, stamp duty and taxation laws, environmental laws and industrial relations laws may have a material adverse effect on the forecast capital expenditure of the Combined Group or on the Combined Group's financial position or financial performance (such as by directly or indirectly reducing its income from its properties or increasing its costs in relation to the properties).

(j) **Other factors**

Other factors may impact on an entity's performance including natural disasters, changes or disruptions to political, regulatory, legal or economic conditions or to the national or international financial markets including as a result of epidemics, terrorist attacks or war.

12 Other material information

12.1 Status of Conditions

The Aspen Offer is subject to the Conditions set out in **Annexure A**. The Bidder will provide updates on any material developments relating to the status of these conditions through announcements to the ASX.

As at the date of this Bidder's Statement, the Bidder is not aware of any events or circumstances which would result in the non-fulfilment of any of the Conditions.

12.2 Potential for waiver of defeating conditions

The Aspen Offer is subject to the Conditions set out in **Annexure A**. Under the terms of the Aspen Offer and the Corporations Act, any or all of those Conditions may be waived by the Bidder.

If an event occurs which results (or would result) in the non-fulfilment of a Condition, the Bidder might not make a decision as to whether it will either rely on that occurrence, or instead waive the defeating Condition in respect of that occurrence, until the date for giving notice as to the status of the Conditions of the Aspen Offer under section 630(3) of the Corporations Act (see **Section 12.1**).

If the Bidder decides that it will waive a Condition it will announce that decision to the ASX in accordance with section 650F of the Corporations Act.

If any of the Conditions are not fulfilled, and the Bidder decides to rely on that non fulfilment, then any contract resulting from acceptance of the Offer will become void at (or, in some cases, shortly after) the end of the Offer Period, and the relevant Eureka Shares will be returned to the holder.

12.3 Date for determining holders of Eureka Shares

For the purposes of section 633(2) of the Corporations Act, the time and date for determining the people to whom information is to be sent under item 6 and 12 of section 633(1) of the Corporations Act is the Record Date being 7.00pm (Sydney time on 9 March 2024).

12.4 Consents

This Bidder's Statement contains references to, statements made by, and/or statements said to be based on statements made by the Bidder and the Responsible Entity. Each of the Bidder and the Responsible Entity has given its written consent to the inclusion of:

(a) each reference to its name;

(b) each statement it has made; and

(c) each statement which is said to be based on a statement it has made,

in the form and context in which each reference or statement (as applicable) appears and has not withdrawn that consent as at the date of this Bidder's Statement.

Corrs Chambers Westgarth has acted as Australian legal adviser to the Bidder, MST Financial Services Pty Ltd has acted as Australian financial advisor and Automic has acted as share registrar for the Bidder in relation to the Aspen Offer. Each of Corrs Chambers Westgarth, MST Financial Services Pty Ltd and Automic has given its written consent to be named in this Bidder's Statement in the form and context in which it is named and has not withdrawn that consent as at the date of this Bidder's Statement. Neither Corrs Chambers Westgarth, MST Financial Services Pty Ltd nor Automic has made or purported to make, any statement in this Bidder's Statement or any statement on which a statement in this Bidder's Statement is based, and should not be regarded as authorising the issue of this Bidder's Statement or any statements in it.

12.5 Ineligible Foreign Shareholders

Eureka Shareholders who are Ineligible Foreign Shareholders will not be entitled to receive Aspen Securities as consideration for their Eureka Shares pursuant to the Aspen Offer, unless the Bidder otherwise determines in its absolute discretion.

A Eureka Shareholder is an Ineligible Foreign Shareholder for the purposes of the Offer if their address as shown in the register of shareholders of Eureka is in a jurisdiction other than Australia or its external territories or New Zealand, unless Aspen determines (in its absolute discretion) that it is:

- not unlawful, onerous or impracticable to make the Aspen Offer to a Eureka Shareholder in a jurisdiction that is outside Australia and New Zealand and to issue Aspen Securities to such a Eureka Shareholder on acceptance of the Aspen Offer; and
- not unlawful for such a Eureka Shareholder to accept the Aspen Offer in such circumstances in the relevant jurisdiction.

Notwithstanding anything else in this Bidder's Statement, the Bidder is not under any obligation to spend any money, or undertake any action, in order to satisfy itself concerning any of these matters.

Based on the information available to the Bidder as at the Last Practicable Date as far as the Bidder is aware there are no Ineligible Foreign Shareholders. In the event an Ineligible Foreign Shareholders acquires Eureka Shares during the Offer Period, the Aspen Securities which would otherwise have been issued to any such Ineligible Foreign Shareholders will instead be issued to a Sale Nominee that will be appointed by the Bidder and approved by ASIC. The Sale Nominee will sell these Aspen Securities and the net proceeds of the sale of such securities will then be remitted to the relevant Ineligible Foreign Shareholders. See **Section 15.9** for further details.

12.6 Institutional acceptance facility

The Bidder reserves the right to introduce an institutional acceptance facility. If it does so, it will announce details of the facility in a supplementary bidder's statement.

12.7 Social security and superannuation implications of Aspen Offer

Acceptance of the Aspen Offer may have implications under your superannuation arrangements or on your social security entitlements. If in any doubt, you should seek specialist advice.

12.8 Disclosure of interests of certain persons

Other than as set out below or elsewhere in this Bidder's Statement, no:

(a) Aspen Director or proposed Aspen Director;

(b) director of the Responsible Entity or proposed director of the Responsible Entity;

(c) promoter of Aspen Group; or

(d) broker or underwriter in relation to the issue of Aspen Securities pursuant to the Offer,

(together, the **Interested Persons**) has, or had within two years before the date of this Bidder's Statement, any interest in:

(e) the formation or promotion of Aspen Group;

(f) any property acquired or proposed to be acquired by Aspen Group in connection with its formation or promotion or in connection with the issue of Aspen Securities under the Aspen Offer; or

(g) the offer or issue of Aspen Securities under this Bidder's Statement.

12.9 Disclosure of fees and benefits received by certain persons

Other than as set out below or elsewhere in this Bidder's Statement, no amounts have been paid or agreed to be paid, and no benefits have been given or agreed to be given:

(a) to an Aspen Director or proposed Aspen Director to induce them to become, or to qualify as, an Aspen Director;

(b) to a director of the Responsible Entity or proposed director of the Responsible Entity to induce them to become, or to qualify as, a director of the Responsible Entity; or

(c) for services provided by an Interested Person in connection with the formation or promotion of Aspen Group or the offer of Aspen Securities under the Offer.

In relation to the Aspen Offer, Corrs Chambers Westgarth has acted as Australian legal advisor, and MST Financial Services Pty Ltd has acted as financial advisor. The fee for professional services paid or payable to MST Financial Services Pty Ltd as financial advisor to date is approximately $88,000 in time-based fees and a success fee of up to $725,000 could be payable. The fee for professional services paid or payable to Corrs Chambers Westgarth as legal adviser to date is approximately $307,340 and is otherwise entitled to professional fees in accordance with its normal time based charges.

12.10 Disclosure of interests of Aspen Directors

(a) **Interests in Aspen Securities**

As at the date of this Bidder's Statement, the Aspen Directors had the following Relevant Interests in Aspen Securities:

Director	Relevant Interest	Voting Power
Clive Appleton	880,583 securities	0.49%
Guy Farrands	196,046 securities	0.11%
Edwina Gilbert	0 securities	0.00%
John Carter	7,990,059 securities 1,037,183 performance rights	4.43%
David Dixon	7,613,078 securities 1,037,184 performance rights	4.22%
Total	**16,679,766 securities** **2,074,365 performance rights**	**9.25%**

(b) **Interests in Eureka Shares**

As at the date of this Bidder's Statement, no Aspen Director had a Relevant Interest in any Eureka Shares.

12.11 Eureka Performance Rights

The Bidder is not making a separate offer to holders of Eureka Performance Rights. However, holders of Eureka Performance Rights whose Eureka Performance Rights vest and are converted into Eureka Shares during the Offer Period will be able to accept the Offer in respect of the Eureka Shares which they are issued. To the extent there are any Eureka Performance Rights on issue at the end of the Offer Period, the Bidder may seek to acquire any remaining Eureka Performance Rights if it becomes entitled to do so under Part 6A.1 of the Corporations Act.

12.12 Interests in Eureka Shares

As at the date of this Bidder's Statement, and as at the date immediately before the first Offer is sent:

- the Bidder's voting power in Eureka is 13.64%; and
- the Bidder had a Relevant Interest in 41,157,590 Eureka Shares.

12.13 Dealings in Eureka Shares

Neither the Bidder nor any of its Associates has provided, or agreed to provide, consideration for Eureka Shares during the four months before the date of this Bidder's Statement.

During the period of four months before the date of this Bidder's Statement, neither the Bidder nor any Associate of the Bidder gave, or offered to give, or agreed to give a benefit to another person which was likely to induce the other person, or an Associate of the other person, to:

- accept the Offer; or
- dispose of Eureka Shares,

and which is not offered to all holders of Eureka Shares under the Aspen Offer.

12.14 Foreign jurisdictions

The distribution of this Bidder's Statement outside Australia may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this Bidder's Statement should inform themselves of, and observe, those restrictions.

The Aspen Offer is being proposed and will be conducted in accordance with the laws in force in Australia and with the ASX Listing Rules. The disclosure requirements in relation to the Aspen Offer in Australia will differ from those applying in other jurisdictions. The financial statements included in this Bidder's Statement have been prepared in accordance with generally accepted accounting principles in Australia that will differ from those in other jurisdictions. Substantially, all of the directors of Aspen and the assets of Aspen Group are located in Australia. As a result, investors who reside in places other than Australia may have difficulties in enforcing their rights and any claims they may have arising under the laws of the jurisdiction in which they are resident against the Bidder or any of its directors, officers or employees. It may be difficult to compel the Bidder and its affiliates to subject themselves to a judgment of a court outside Australia. This Bidder's Statement is not a New Zealand product disclosure statement or other similar offering or disclosure document under New Zealand law and has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the *Financial Markets Conduct Act 2013* (NZ) or any other relevant New Zealand law. The offer of Aspen Securities under the Aspen Offer is being made to existing Eureka Shareholders with registered addresses in New Zealand in reliance upon an exemption from the relevant New Zealand securities regime and accordingly, this Bidder's Statement may not contain all the information that a product disclosure statement under New Zealand law is required to contain.

12.15 No escalation agreements

Neither the Bidder nor any of its Associates has entered into any escalation agreement that is prohibited by section 622 of the Corporations Act.

12.16 No collateral benefits

Other than as described in this Bidder's Statement, during the period of four months before the date immediately before the date of the Aspen Offer, neither the Bidder nor any of its Associates gave, or offered to give, or agreed to give a benefit to another person which was likely to induce the other person, or an Associate of the other person, to:

(a) accept the Aspen Offer; or

(b) dispose of Eureka Shares,

and which is not offered to all holders of the Eureka Shares under the Aspen Offer.

12.17 Expiry date

No Aspen Securities will be issued on the basis of this Bidder's Statement after the date which is 13 months after the date of this Bidder's Statement.

12.18 ASIC modifications and exemptions

ASIC has enacted various legislative instruments providing for modifications and exemptions that apply generally to all persons, including the Bidder, in relation to the operation of Chapter 6 of the Corporations Act.

Among others, the Bidder has relied on:

(a) the modification to section 636(3) of the Corporations Act set out in ASIC Corporations (Takeovers Bids) Instrument 2023/683 to include in this Bidder's Statement, without obtaining specific consents, statements which are made in, or based on statements made in, documents lodged with ASIC or given to ASX. If you would like to receive a copy of any of those documents, or the relevant parts of the documents containing the statements (free of charge) during the Offer Period, please contact the Offer Information Line on 1300 972 485 (within Australia) or +61 2 9068 1924 (outside Australia) between 8.30am and 7.00pm (Sydney time).

(b) ASIC Corporations (Consents to Statements) Instrument 2016/72 which permits bidder's statements to include or be accompanied by certain statements:

   (i) fairly representing a statement by an official person; or

   (ii) from a public official document or a published book, journal or comparable publication.

Specific relief

Aspen has also been granted a modification to sections 617, 636 and 652C of the Corporations Act (in each case as notionally inserted by ASIC Instrument 24-0170) to permit the Offer, to the extent necessary, to extend to any Eureka Shares issued under the Eureka Dividend Reinvestment Plan between the Announcement Date and the end of the Offer Period.

12.19 Other material information

Except as disclosed elsewhere in this Bidder's Statement, there is no other information that is:

(a) material to the making of a decision by a Eureka Shareholder whether or not to accept the Offer;

(b) known to the Bidder; and

(c) which has not previously been disclosed to Eureka Shareholders.

13 Fees and other costs

13.1 Consumer advisory warning

Did you know?

Small differences in both investment performance and fees and costs can have a substantial impact on your long term returns. For example, total annual fees and costs of 2% of your investment balance rather than 1% could reduce your financial return by up to 20% over a 30-year period (for example reduce it from $100,000 to $80,000).

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs.

You may be able to negotiate to pay lower fees where applicable.
Ask the fund or your financial adviser.

To find out more

If you would like to find out more or see the impact of the fees based on your own circumstances, the Australian Securities and Investments Commission (ASIC) Moneysmart website (moneysmart.gov.au) has a managed funds fee calculator to help you check out different fee options.

13.2 Fees and other costs

This section shows fees and other costs that you may be charged in relation to your investment in the Aspen Property Trust. These fees and costs may be deducted from your money, from the returns on your investment or from the assets of the managed investment scheme as a whole.

Taxes are set out in another part[44] of this document.

You should read all the information about fees and costs, because it is important to understand their impact on your investment.

13.3 Fees and costs summary

ASPEN PROPERTY TRUST		
TYPE OF FEE OR COST	**AMOUNT[4]**	**HOW AND WHEN PAID**
Ongoing annual fees and costs		
Management fees and costs The fees and costs for managing your investment[2]	1.48%[1] per annum	The management fees and costs are expressed as a percentage of the NAV of the Aspen Property Trust, and is comprised of: 1. a responsible entity fee of 0.06% per annum; 2. a management fee of 0.24% per annum payable to AFML; and 3. administration and management expenses of 1.18% per annum. 1. The responsible entity fee is calculated and accrued daily and is payable monthly in arrears within 14 days of the end of the month in which it was incurred. This fee is deducted from the Aspen Property Trust's assets. 2. The investment management fee payable to AFML is calculated daily and payable quarterly in arrears within 5 Business Days of the end of the quarter in which it was

[44] See **Section 10** (Taxation considerations) of this document.

ASPEN PROPERTY TRUST		
TYPE OF FEE OR COST	**AMOUNT[4]**	**HOW AND WHEN PAID**
		incurred . This fee is deducted from the Aspen Property Trust's assets. 3. Administration and management expenses are deducted from the Aspen Property Trust's assets as and when they are incurred. See a further description in the 'Additional explanation of fees and costs' in section 13.5 below.
Performance fees Amounts deducted from your investment in relation to the performance of the product	Nil	Not applicable
Transaction costs The costs incurred by the scheme when buying or selling assets	0.13% per annum	The transaction costs, which are expressed as a percentage of the NAV of the Aspen Property Trust, are variable and are paid out of the assets of the Aspen Property Trust as and when they are incurred.
Member activity related fees and costs (fees for services or when your money moves in or out of the product)[3]		
Establishment fee The fee to open your investment	Nil	Not applicable
Contribution fee[2] The fee on each amount contributed to your investment	Nil	Not applicable
Buy-sell spread An amount deducted from your investment representing the costs incurred in transactions by the scheme	Buy Nil Sell Nil	Not applicable
Withdrawal fee[2] The fee on each amount you take out of your investment	Nil	Not applicable
Exit fee[2] The fee to close your investment	Nil	Not applicable
Switching fee The fee for changing investment options	Not applicable	Not applicable

1. This excludes any abnormal or extraordinary expenses. See the information on management fees and costs in the 'Additional explanation of fees and costs' below.
2. This fee does not include any amount payable to an adviser. See also the section 'adviser remuneration' in the 'Additional explanation of fees and costs' section below.
3. Additional fees may be charged by your financial adviser if you have one. See the information in the 'Additional explanation of fees and costs' below.
4. Unless otherwise stated, all fees and costs are inclusive of GST and net of any ITCs and RITCs available to the Aspen Property Trust. The prescribed rate of RITCs is currently at either 55% or 75% (depending on the nature of the fee or expense).

13.4 Example of annual fees and costs for the Aspen Property Trust

This table gives an example of how the ongoing annual fees and costs in the Aspen Property Trust can affect your investment over a 1-year period. You should use this table to compare this product with other products offered by managed investment schemes.

EXAMPLE: ASPEN PROPERTY TRUST		BALANCE OF $50,000* WITH A CONTRIBUTION OF $5,000 DURING THE YEAR
Contribution fees	Nil	For every additional $5,000 you put in, you will be charged **$0**.
PLUS Management fees† and costs	1.48% per annum	**And**, for every $50,000 you have in the Aspen Property Trust you will be charged or have deducted from your investment **$740** each year.
PLUS Performance fees	Nil	**And**, you will be charged or have deducted from your investment **$0** in performance fees each year.
PLUS Transaction costs	0.13% per annum	**And**, you will be charged or have deducted from your investment **$65** in transaction costs.
EQUALS Cost of **ASPEN PROPERTY TRUST**	1.61%	If you had an investment of $50,000 at the beginning of the year and you put in an additional $5,000 during that year, you would be charged fees and costs of **$805†** **What it costs you will depend on the fees you negotiate‡**

* The additional management costs will be on a pro-rata basis and will vary depending on when you have made the additional investment during the year. This example is prescribed by the *Corporations Act* 2001 (Cth), and is based on an assumption that the additional $5,000 is invested at the end of the year (and therefore, the management costs are calculated using the $50,000 balance only). This example also assumes that the value of your investment remains the same during the year.

† Additional fees may apply, such as the buy-sell spread which is not expressed in this example but this buy-sell spread is currently 0% upon entry and 0% upon exit. The dollar value of these buy-sell spread costs based on an application or a withdrawal of $50,000 is currently $0 for each individual transaction. Additional fees may be payable to third parties including financial advisers (if you have consulted one) for investing in the Aspen Property Trust. Please refer to the relevant Statement of Advice or advisor disclosure document in which details of the relevant fees should be set out. The management fees and costs and transaction costs are based on the financial year which ended on 30 June 2023 and the example assumes no abnormal expenses are incurred and does not include the costs associated with the bid set out in this Bidder's Statement (see also the 'Additional explanation of fees and costs' below). As a result, the total fees and costs that you are charged may differ from the figures shown in the table.

ASIC provides a fees calculator at moneysmart.gov.au, which you may use to calculate the effects of fees and costs on your investment in the Aspen Property Trust.

13.5 Additional explanation of fees and costs

(a) Management fees and costs

Aspen Group is a stapled group comprising Aspen Group Limited and Aspen Property Trust. The Corporations Act requires us to set out in this **Section 13.5(a)** fees and costs information in relation to Aspen Property Trust (and referable to the Aspen Unit component of a stapled Aspen Security in the Aspen Group).

Management fees and costs comprise the additional fees or costs that a unitholder incurs by investing in the Aspen Property Trust rather than by investing directly in the assets. These are described in further detail below. Management fees and costs do not include transaction costs (i.e. costs associated with investing the underlying assets) or the Buy-Sell Spread (as defined below).

The management fees and costs per annum are comprised of:

- the Responsible Entity's fees of 0.06% of the net asset value of the Aspen Property Trust;
- the investment management fee payable to AFML of 0.24% of the net asset value of the Aspen Property Trust; and
- administration and management expenses of 1.18% of the net asset value of the Aspen Property Trust, including custodian fees, administration fees, audit fees and costs, and certain other ordinary expenses of operating the Aspen Property Trust.

The actual management fees and costs may vary from time to time. As required by law, the management fees and costs are expressed as a percentage of the NAV of the Aspen Property Trust, and the fees are based on those that currently apply and any of the other costs are based on the costs in the financial year which ended on 30 June 2023.

The management fees and costs shown above do not include abnormal or extraordinary expenses that may be incurred in the future (such as litigation costs, the costs of convening member meetings and termination and wind-up costs). Such expenses are not included in the above but are expected to occur infrequently and are recoverable from the Aspen Property Trust as long as they are properly incurred in operating the Aspen Property Trust.

As required by law, the above management fees and costs include the entirety of the investment management fee payable to AFML. Note that this investment management fee is not an actual cost borne by investors (except for any non-recoverable GST related to the investment management fee), given that the investors will hold stapled securities, which includes shares in Aspen Group Limited (**AGL**). AFML is a wholly-owned subsidiary of AGL.

(b) Transaction costs

Transaction costs include the costs associated with buying and selling assets such as brokerage, clearing costs, settlement costs, stamp duties, custody transaction costs and the costs associated with over-the-counter (or OTC) derivative instruments entered into for the primary purpose of hedging.

The net transaction costs of the Aspen Property Trust are 0.13% of the net asset value of the Aspen Property Trust. As required by law, this is based on the transaction costs incurred in the financial year which ended on 30 June 2023. This does not include the transaction costs associated with the bid in the current financial year which are paid by the Bidder. The actual transaction costs may vary from year to year without notice to investors.

The transaction costs shown in this Fees and Costs section are shown net of any amount recovered by the Buy-Sell Spread. As no Buy Spread or Sell Spread is charged at the date of this Bidder's Statement, the gross transactions costs are also 0.13%.

Transaction costs for the Aspen Property Trust are paid out of the assets of the Aspen Property Trust as and when incurred and are not fees paid to the Responsible Entity.

Transaction costs do not include borrowing costs, property operating costs and do not generally include implicit transaction costs or market impact costs such as the difference between the bid and ask price of assets traded by the Aspen Property Trust.

(c) **Incidental fees and costs**

Standard government fees, duties and bank charges may also apply to your investments and withdrawals (if applicable) including dishonour fees and conversion costs.

(d) **Can the fees change or be updated?**

Yes, all fees can change. Reasons might include changing economic conditions and changes in regulation.

However, the Responsible Entity will give you 30 days' prior written notice of any increase to fees or as otherwise required by law. The Aspen Property Trust Constitution sets the maximum amount the Responsible Entity can charge for all fees. Within the limits of the Aspen Property Trust Constitution, we can change these fees without a member's consent. If the Responsible Entity wished to raise fees above the amounts allowed for in the Aspen Property Trust Constitution, the Responsible Entity would need the approval of Aspen Property Trust unitholders.

The maximum annual management fee that can be charged under the Aspen Property Trust Constitution (exclusive of GST) is:

- in respect of that part of the value of the assets of the Aspen Property Trust that is less than $10 million, a fee of 0.5% of the value of the assets of the Aspen Property Trust; and
- in respect of that part of the value of the assets of the Aspen Property Trust that exceeds $10 million, a fee of 0.25% of the value of the assets of the Aspen Property Trust.

The maximum annual investment management fee of 0.5% of the value of the assets of the Aspen Property Trust, calculated monthly at the rate of one twelfth of 0.5% of the value of the assets of the Aspen Property Trust as at the last day of each month. Such fee is waived so long as the Responsible Entity engages an external party as investment management services provider. Presently, the Responsible Entity has engaged AFML as investment manager which charges the above-mentioned management fee which is charged as an expense of the Aspen Property Trust.

(e) **Adviser remuneration**

We do not pay any commissions to your financial adviser or advisory firms.

However, additional fees and costs may be paid by you to a financial adviser (or other service provider) if you consulted one. The details of these fees and costs should be set out in the statement of advice provided by your adviser if you are a retail client.

(f) **Taxation**

Unless otherwise stated, all fees and costs are inclusive of GST and net of any ITCs and RITCs available to the Aspen Property Trust. The GST recovery by the Aspen Property Trust based on its entitlement to ITCs and RITCs may change the total level of costs incurred as stated above.

(g) **For more information on fees and other costs**

If you would like to better understand how our fee structure may impact your investment in the Aspen Property Trust, we recommend that you speak to your financial advisor of visit ASIC's website at www.moneysmart.gov.au where a fee calculator is available to help you compare the fees of different managed investment products.

14 Additional information regarding the Aspen Property Trust

14.1 Labour standards and environmental, social or ethical considerations in relation to the Aspen Property Trust

The Responsible Entity does not take into account labour standards or environmental, social or ethical considerations for the purpose of selecting, retaining or realising the Aspen Property Trust's investments.

14.2 Complaints in relation to Aspen Property Trust

The Responsible Entity has established procedures for dealing with complaints in relation to the Aspen Property Trust that can be found on its website at https://www.evolutiontrustees.com.au/wp-content/uploads/2023/07/Complaints-Handling-Website.pdf

The Responsible Entity aims to provide each Aspen Securityholder with a professional and high level of client service in managing the Aspen Property Trust. If you have a complaint with regards to the Aspen Property Trust, you may contact the Responsible Entity in writing using the address details provided in this Bidder's Statement or by email to info@evolutiontrustees.com.au, detailing the complaint.

We will aim to acknowledge receipt of your complaint within 24 hours of receiving it or as soon as practicable after that.

We will endeavour to resolve your complaint fairly and as quickly as we can. We will respond to your complaint within the maximum response timeframe of 30 days. If we are unable to formally respond within the maximum response time because we have not had a reasonable opportunity to do so, we will write to you to let you know of the delay.

All investors can access the Responsible Entity's complaints procedures outlined above.

If an investor is not satisfied with the final complaint outcome proposed, any aspect of the complaints handling process or a delay in responding within the maximum response time, the Australian Financial Complaints Authority (**AFCA**) may be able to assist. AFCA operates the external complaints resolution scheme of which the Responsible Entity is a member. If you seek assistance from AFCA, their services are provided at no cost to you.

You can contact AFCA on 1800 931 678, or by writing to

Australian Financial Complaints Authority
GPO Box 3
Melbourne VIC 3001
info@afca.org.au
afca.org.au

14.3 Service providers of Aspen Property Trust

The Responsible Entity has appointed service providers to provide specific services to the Aspen Property Trust.

The Responsible Entity monitors the performance of each service provider and their compliance with contractual obligations and may remove a service provider and appoint a replacement. The Responsible Entity may also appoint a new service provider to provide additional services. Changes to a material service provider will be disclosed to investors in the Aspen Property Trust's periodic disclosures where required by law or the ASX Listing Rules.

The service providers are not responsible for the preparation of this Bidder's Statement and accept no responsibility for any information contained in it. Other than the Investment Manager, they do not participate in the investment decision making process.

The following material service provider agreement has been entered into:

Investment Management Agreement

AFML has been appointed to provide investment management services for the Aspen Property Trust under an Investment Management Agreement with the Responsible Entity. The Investment Management Agreement sets out the services provided by AFML, as the Investment Manager, on an ongoing basis together with the service standards. The role of the Investment Manager is to actively manage the investments and assets of the Aspen Property Trust, in accordance the Aspen Property Trust's strategic investment policies and objects and any other policy issued by the Responsible Entity. The Investment Manager also ensures that the Aspen Property Trust's investments are consistent with and comply with the Responsible Entity's obligations under the Corporations Act and ASIC policies. Contact details for the Investment Manager are:

Aspen Funds Management Limited

Suite 21, 285A Crown Street, Surry Hills NSW 2010

Telephone: +61 2 9151 7500

Email: homemail@aspengroup.com.au

The Investment Management Agreement provides for termination of the Investment Manager in a number of circumstances including if a receivership, administrators (or similar) is appointed in relation to the Investment Manager, liquidation of the Investment Manager, if the Investment Manager the ceases to carry on business as an investment manager, unremedied breach of the Investment Management Agreement that adversely affects the rights of the members, Where, after consultation, the Responsible Entity considers it reasonably necessary to ensure compliance with its duties and obligations under the applicable law or if required by applicable law, the Aspen Property Trust terminates in accordance with the Aspen Property Trust Constitution or the Corporations Act; or an ordinary resolution is passed by the unitholders of the Aspen Property Trust at a meeting properly convened directing the Responsible Entity to terminate the appointment of the Investment Manager in respect of the Aspen Property Trust.

Otherwise, the Responsible Entity does not have the right to unilaterally terminate the appointment of AFML as the Investment Manager. The Investment Manager may terminate the Investment Management Agreement in a number of circumstances including by providing 3 months' notice.

The Investment Management Agreement with the Aspen Property Trust will continue until terminated by the Responsible Entity or the Investment Manager.

Under the Investment Management Agreement, the Responsible Entity must indemnify the Investment Manager out of the assets of the Aspen Property Trust against any loss, liability, cost, charge or expense reasonably incurred by the Investment Manager arising out of, or in connection with, the Investment Manager or any of its officers or agents properly acting under the Investment Management Agreement or on account of any bona fide investment decision made by the Investment Manager or its officers or agents except insofar as any loss, liability, cost, charge or expense is caused by the negligence, fraud, default or dishonesty of the Investment Manager or any of its officers, employees or agents, the Investment Manager's breach of the Investment Management Agreement, or any act or omission of the Investment Manager or any of its officers, employees or agents that causes the Responsible Entity to be liable to the members for which the Responsible Entity has no right of indemnity from the Aspen Property Trust. This obligation continues after the termination of the Investment Management Agreement.

14.4 Cooling off period

Cooling off rights do not apply to acceptances made under the Offer.

14.5 Other material information

Except as disclosed elsewhere in this Bidder's Statement, there is no other information that is:

- material to the making of a decision by a Eureka Shareholder whether or not to accept the Aspen Offer; and
- known to the Bidder,

which has not previously been disclosed to Eureka Shareholders.

15 Terms of the Aspen Offer

15.1 Offer

(a) The Bidder is offering to acquire all of Your Eureka Shares on and subject to the terms set out in this **Section 15**.

(b) Subject to **Sections 15.7(c)** and **15.8**, by accepting the Aspen Offer, you undertake to transfer to the Bidder not only the Eureka Shares to which the Aspen Offer relates, but also all Rights attached to those Eureka Shares.

(c) The Aspen Offer is being made to each person registered as the holder of Eureka Shares in the Eureka Register at the Record Date.

(d) The Aspen Offer also extends to all Eureka Shares that are issued during the period from the Record Date to the end of the Offer Period due to:

(i) the vesting of and conversion of the Eureka Performance Rights that exist on the Record Date; and

(ii) the Eureka Dividend Reinvestment Plan and pursuant to the modification granted by ASIC as described in **Section 12.18** of this Bidder's Statement.

(e) If, at the time the Offer is made to you, or at any time during the Offer Period, another person is registered as the holder of some or all of Your Eureka Shares:

(i) a corresponding offer on the same terms as this Offer is taken to have been made to that other person in respect of those Eureka Shares;

(ii) a corresponding offer on the same terms as this Offer is taken to have been made to you in respect of any other Eureka Shares you hold to which the Offer relates; and

(iii) this Offer is taken to have been withdrawn immediately at that time in relation to the Eureka Shares you have ceased to hold.

(f) If at any time during the Offer Period you are registered as the holder of one or more parcels of Eureka Shares as trustee or nominee for, or otherwise on account of, another person, you may accept as if a separate offer on the same terms and conditions as this Offer had been made in relation to each of those parcels and any parcel you hold in your own right. To validly accept the Offer for each parcel, you must comply with the procedure in section 653B(3) of the Corporations Act. If, for the purposes of complying with that procedure, you require additional copies of this Bidder's Statement and/or the Acceptance Form, please call the Offer Information Line on 1300 972 485 (within Australia) or +61 2 9068 1924 (outside Australia) between 8.30am and 7.00pm (Sydney time) to request those additional copies.

(g) If Your Eureka Shares are registered in the name of a broker, investment adviser or dealer, bank, trust company or other nominee, you should contact them for assistance in accepting the Offer.

(h) Offers on terms and conditions identical to those contained in this Offer have been despatched or will be despatched to all holders of Eureka Shares registered as such in the Eureka Register on the Record Date.

(i) The Offer is dated [●] 2024.

15.2 Offer Consideration

(a) **Consideration offered**

(i) Subject to this **Section 15**, the consideration under the Offer is 0.26 Aspen Securities for each Eureka Share.

(ii) If the Bidder improves the consideration offered under the Offer, the Corporations Act contains provisions to ensure that any Eureka Shareholder who has already accepted the Offer receives the benefit of the consideration.

(b) **Ineligible Foreign Shareholders**

If at the time this Aspen Offer is made to you, you are an Ineligible Foreign Shareholder, then, despite any other provision of this Aspen Offer, you are not entitled to be offered or to receive Aspen Securities as consideration under the Aspen Offer. Instead, if you accept this Aspen Offer, you will be paid a cash amount determined in accordance with **Section 15.9**.

(c) **Rounding of securities**

If you become entitled to a fraction of one Aspen Security, that fraction will be rounded down to the nearest whole Aspen Security (even if the result is zero).

(d) **Ranking of Aspen Securities**

The Aspen Securities to be issued under the Aspen Offer will be issued fully paid and will rank equally in all respects with all other Aspen Securities currently on issue.

15.3 Offer Period

(a) Unless withdrawn, the Aspen Offer will remain open for acceptance during the period commencing on the date of this Offer and ending at 7.00pm (Sydney time) on the later of:

(i) 28 May 2024; or

(ii) any date to which the Offer Period is extended in accordance with the Corporations Act.

(b) The Bidder may, in accordance with the Corporations Act, extend the period during which this Offer remains open for acceptance.

(c) If, within the last seven days of the Offer Period, either of the following events occurs:

(i) the Aspen Offer is varied to improve the Offer Consideration; or

(ii) the Bidder's Voting Power in Eureka increases to more than 50%,

then the Offer Period will automatically be extended so that it ends 14 days after the relevant event referred to in paragraph (i) or (ii) in accordance with section 624(2) of the Corporations Act.

15.4 Official quotation of Aspen Securities

Aspen Group has been admitted to the official list of ASX. Securities of the same class as those to be issued as Offer Consideration have been granted official quotation by ASX. The Aspen Offer and any contract that results from your acceptance of this Aspen Offer are subject to Aspen Group applying to ASX within seven days of the date of this Bidder's Statement, for the admission of the new Aspen Securities to official quotation in accordance with section 625(3) of the Corporations Act. If quotation is not granted, any contract that results from your acceptance of this Aspen Offer will be automatically void. Official quotation of securities by ASX is not granted automatically on application. However, the Bidder has no reason to believe that the new Aspen Securities to be issued under the Aspen Offer will not be admitted to quotation by ASX.

15.5 How to accept this Offer

(a) **General**

(i) Subject to **Sections 15.1(e)** and **15.1(f)**, you may accept this Offer only for all of Your Eureka Shares.

(ii) You may accept this Aspen Offer at any time during the Offer Period.

(iii) Depending on which subregister your Eureka shares are held accept the offer by completing and lodging your acceptance; via your CHESS controlling participant, or online using the Automic Investor Portal, or physically by form.

(b) **Accept the Offer**

Submit the Acceptance Forms and any associated documents as follows:

Option A: Online acceptance (recommended)

Visit https://investor.automic.com.au/#/signup on your browser and register.

Please follow these instructions:

1. Click “Register” then select "Eureka Takeover Offer" from the dropdown list in the Issuer Name Field
2. Enter your Holder Identification Number (HIN/SRN) as shown on the top of the access letter or your Eureka holding statement
3. Enter your postcode OR country of residence (only if outside Australia)
4. Tick the box "I'm not a robot" and then select "Next"
5. Complete the prompts to set up your username and password details
6. Once you are logged in, select “Offers” from the left-hand vertical menu and follow the prompts

Option B: Paper acceptance

To accept the Offer via paper acceptance, please post the Acceptance Forms and any associated documents in an envelope at your own risk, and send to Automic Group, GPO Box 5193, Sydney NSW 2000.

(c) **Eureka Shares held in your name in a CHESS Holding**

(i) If Your Eureka Shares are held in your name in a CHESS Holding (in which case your Holder Identification Number will commence with “X”) and you are not a Participant, you should instruct your broker or Controlling Participant (this is normally the stockbroker through whom you bought Your Eureka Shares or ordinarily acquire shares on ASX) to initiate acceptance of this Offer on your behalf in accordance with Rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period.

(ii) If Your Eureka Shares are held in your name in a CHESS Holding (in which case your Holder Identification Number will commence with “X”) and you are a Participant, you should initiate acceptance of this Offer in accordance with Rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period.

(iii) Alternatively, to accept this Offer for Eureka Shares held in your name in a CHESS Holding (in which case your Holder Identification Number will commence with “X”), you may sign and complete the Acceptance Form in accordance with the terms of this Offer and the instructions on the Acceptance Form and ensure that it (including any documents required by the terms of this Offer and the instructions on the Acceptance Form) to the addresses shown on the Acceptance Form before the end of the Offer Period with sufficient time for your acceptance to be processed.

(iv) If Your Eureka Shares are held in your name in a CHESS Holding (in which case your Holder Identification Number will commence with “X”), you must comply with any other applicable ASX Settlement Operating Rules.

(v) Neither the Bidder nor Automic will be responsible if your Controlling Participant does not acknowledge and confirm your acceptance in sufficient time.

(d) **Eureka Shares held in your name on Eureka’s issuer sponsored subregister**

To accept this Aspen Offer for Eureka Shares held in your name on Eureka’s issuer sponsored subregister (in which case your Security Holder Reference Number will commence with “I”), you may:

(i) complete and sign the Acceptance Form in accordance with the terms of this Offer and the instructions on the Acceptance Form; and

(ii) ensure that the Acceptance Form (including any documents required by the terms of this Offer and the instructions on the Acceptance Form) is returned to the addresses shown on the Acceptance Form.

(e) **Acceptance Form and other documents**

(i) The Acceptance Form forms part of the Offer.

(ii) If your Acceptance Form (including any documents required by the terms of this Offer and the instructions on the Acceptance Form) is returned by post, for your acceptance to be valid you must ensure that they are posted or delivered in sufficient time for them to be received by the Bidder at one of the addresses shown on the Acceptance Form before the end of the Offer Period.

(iii) When using the Acceptance Form to accept this Offer in respect of Eureka Shares in a CHESS Holding, you must ensure that the Acceptance Form (and any documents required by the terms of this Offer and the instruction on the Acceptance Form) are received by the Bidder in time for the Bidder to instruct your Controlling Participant to initiate acceptance of this Offer on your behalf in accordance with Rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period.

(iv) The postage and transmission of the Acceptance Form and other documents are at your own risk. No acknowledgements of receipt of any such documents will be given to you by or on behalf of Aspen.

15.6 Validity of acceptances

(a) Subject to this **Section 15.6**, your acceptance of the Offer will not be valid unless it is made in accordance with the procedures set out in **Section 15.5**.

(b) The Bidder will determine, in its sole discretion, all questions as to the form of documents, eligibility to accept the Offer and time of receipt of an acceptance of the Offer. The Bidder is not required to communicate with you prior to making this determination. The determination of the Bidder will be final and binding on all parties.

(c) Notwithstanding **Section 15.5**, the Bidder may, in its sole discretion, at any time and without further communication to you, deem any Acceptance Form it receives to be a valid acceptance in respect of Your Eureka Shares, even if a requirement for acceptance has not been complied with, but the payment of the consideration in accordance with the Offer may be delayed until any irregularity has been resolved or waived and any other documents required to procure registration have been received by the Bidder.

(d) Where you have satisfied the requirements for acceptance in respect of only some of Your Eureka Shares, the Bidder may, in its sole discretion, regard the Offer to be accepted in respect of those of Your Eureka Shares but not the remainder.

(e) The Bidder will provide the consideration to you in accordance with **Section 15.8**, in respect of any part of an acceptance determined by the Bidder to be valid.

15.7 The effect of acceptance

(a) Once you have accepted this Offer, you will be unable to revoke your acceptance. The contract resulting from your acceptance will be binding on you and you will be unable to withdraw Your Eureka Shares from the Offer or otherwise dispose of Your Eureka Shares, except as follows:

(i) if, by the end of the relevant time specified in **Section 15.7(b)**, the Conditions have not been satisfied or waived, this Aspen Offer will automatically terminate and Your Eureka Shares will be returned to you; or

(ii) if the Offer Period is varied in a way that postpones for more than one month the time when the Bidder has to meet its obligations under the Offer and, at the time, this Offer is subject to the Conditions, you may be able to withdraw your acceptance and Your Eureka Shares in accordance with section 650E of the Corporations Act. A notice will be sent to you at the time explaining your rights in this regard.

(b) The relevant times for the purposes of **Section 15.7(a)(i)** are:

(i) in relation to Condition 3 in **Annexure A**, three Business Days after the end of the Offer Period; and

(ii) in relation to all other Conditions in **Annexure A**, the end of the Offer Period.

(c) By signing and returning the Acceptance Form, or otherwise accepting this Offer pursuant to **Section 15.5**, you will be taken to have:

(i) subject to **Sections 15.7(a)** and **15.7(b)** irrevocably accepted this Offer (and any variation of it) in respect of Your Eureka Shares, and, subject to the Conditions to this Offer being fulfilled or freed, agreed to transfer Your Eureka Shares to the Bidder (even if the number of Eureka Shares specified on the Acceptance Form differs from the number of Your Eureka Shares), subject to **Sections 15.1(e)** and **15.1(f)**;

(ii) represented and warranted to the Bidder, as a fundamental condition of the contract resulting from your acceptance, that at the time of acceptance, and the time the transfer of Your Eureka Shares (including any Rights) to the Bidder is registered, that all Your Eureka Shares are fully paid, and will be free from all mortgages, charges, liens, encumbrances and adverse interests of any nature (whether legal or otherwise) and free from restrictions on transfer of any nature (whether legal or otherwise), that you have full power and capacity to accept this Offer and to sell and transfer the legal and beneficial ownership in Your Eureka Shares (including any Rights) to the Bidder, that you have paid to Eureka all amounts which have fallen due for payment to Eureka in respect of Your Eureka Shares and that the Bidder will acquire good title to and beneficial ownership of Your Eureka Shares free from all encumbrances;

(iii) irrevocably authorised the Bidder (and any director, secretary or nominee of the Bidder) to alter the Acceptance Form on your behalf by inserting correct details of Your Eureka Shares, filling in any blanks remaining on the form and rectifying any errors or omissions as may be considered necessary by the Bidder to make it an effective acceptance of this Offer, or to enable registration of Your Eureka Shares in the name of the Bidder, and agreed to provide any document reasonably required to make your Acceptance Form a valid acceptance of the Offer or otherwise give effect to your acceptance;

(iv) if you signed the Acceptance Form in respect of Eureka Shares which are held in a CHESS Holding, irrevocably authorised the Bidder (or any director, secretary or agent of the Bidder):

(A) to instruct your Controlling Participant to initiate acceptance of this Offer in respect of Your Eureka Shares in accordance with Rule 14.14 of the ASX Settlement Operating Rules; and

(B) to give any other instructions in relation to Your Eureka Shares to your Controlling Participant, as determined by the Bidder acting in its own interests as a beneficial owner and intended registered holder of those Eureka Shares;

and acknowledge that:

(C) with respect to **Section 15.7(c)(iv)(A)**, the Bidder (or its agents or nominees) will merely forward your Acceptance Form to your Controlling Participant (being the only person who can accept this Offer on your behalf) and that it is your responsibility to allow sufficient time for your Controlling Participant to initiate acceptance of this Offer;

(D) the Bidder (or its agents or nominees) is not responsible for any delays incurred by the process described in **Section 15.7(c)(iv)(B)** or any losses whatsoever you incur by the fact that your acceptance is not processed before the end of the Offer Period; and

(E) you must promptly give any further instructions or take any further actions necessary concerning Your Eureka Shares to your Controlling Participant to initiate acceptance of this Offer on your behalf in accordance with Rule 14.14 of the ASX Settlement Operating Rules prior to the end of the Offer Period;

(v) irrevocably authorised and directed Eureka to pay to the Bidder, or to account to the Bidder for, all Rights in respect of Your Eureka Shares, subject, if this Offer is rescinded or rendered void, to the Bidder accounting to you for any such Rights received by the Bidder;

(vi) irrevocably authorised the Bidder to notify Eureka on your behalf that your place of address for the purpose of serving notices upon you in respect of Your Eureka Shares is the address specified by the Bidder in the notification;

(vii) even though the Bidder has not yet paid the consideration due to you:

(A) irrevocably appointed the Bidder and any director, secretary or nominee of the Bidder severally from time to time as your agent and attorney to exercise all your powers and rights in relation to Your Eureka Shares, including (without limitation) powers and rights to requisition, convene, attend and vote in person, by proxy or by body corporate Representative, at all general and class meetings of Eureka and to request Eureka to register, in the name of the Bidder or its nominee, Your Eureka Shares, as appropriate, with full power of substitution (such power of attorney, being coupled with an interest, being irrevocable); and

(B) agreed not to attend or vote in person, by proxy or by body corporate Representative at any general or class meeting of Eureka or to exercise or purport to exercise any of the powers and rights conferred on the Bidder (and its directors, secretaries and nominees) in **Section 15.7(c)(vii)**;

(viii) agreed that in exercising the powers and rights conferred by the powers of attorney granted under **Section 15.7(c)(vii)**, the attorney will be entitled to act in the interests of the Bidder as the beneficial owner and intended registered holder of Your Eureka Shares;

(ix) agreed to do all such acts, matters and things that the Bidder may require to give effect to the matters the subject of this **Section 15.7(c)** (including the execution of a written form of proxy to the same effect as this **Section 15.7(c)** which complies in all respects with the requirements of the constitution of Eureka) if requested by the Bidder;

(x) agreed to indemnify the Bidder and each of its agents and attorneys in respect of any claim or action against it or any loss, damage or liability whatsoever incurred by it as a result of you not producing your Holder Identification Number or Security Holder Reference Number or in consequence of the transfer of Your Eureka Shares to the Bidder being registered by Eureka without production of your Holder Identification Number or your Security Holder Reference Number for Your Eureka Shares;

(xi) represented and warranted to the Bidder that, unless you have notified it in accordance with **Section 15.1(f)**, Your Eureka Shares do not consist of separate parcels of Eureka Shares;

(xii) irrevocably authorised the Bidder (and any nominee) to transmit a message in accordance with Rule 14.17 of the ASX Settlement Operating Rules to transfer Your Eureka Shares to the Bidder's Takeover Transferee Holding, regardless of whether it has paid the consideration due to you under this Offer; and

(xiii) agreed, subject to the Conditions of this Offer being fulfilled or freed (even though the Bidder has not yet paid the consideration due to you), to execute all such documents, transfers and assurances, and do all such acts, matters and things that the Bidder may consider necessary or desirable to convey Your Eureka Shares registered in your name and Rights to the Bidder.

(d) The undertakings and authorities referred to in **Section 15.7(c)** will remain in force after you receive the consideration for Your Eureka Shares and after the Bidder becomes registered as the holder of Your Eureka Shares.

15.8 Payment of consideration

(a) Subject to this **Section 15.8** and the Corporations Act, if you accept the Aspen Offer, and the Conditions are fulfilled or waived, then the Bidder will provide the consideration due to you for Your Eureka Shares to which you are entitled under this Offer by before the earlier of:

(i) one month after the Offer is accepted or one month after the Conditions are fulfilled or waived (whichever is later); and

(ii) 21 days after the end of the Offer Period.

(b) Where additional documents are required, either by the Acceptance Form or otherwise, to be given to the Bidder with your acceptance of the Offer (such as a power of attorney):

(i) if those documents are given with your Acceptance Form, the Bidder will provide the consideration in accordance with **Section 15.8(a)**;

(ii) if those documents are given after your Acceptance Form and before the end of the Offer Period while this Offer is subject to the Conditions, the Bidder will pay you the consideration for Your Eureka Shares to which you are entitled under this Offer on or before the earlier of:

(A) one month after the Offer Conditions are fulfilled or waived; and

(B) 21 days after the end of the Offer Period, provided the Offer Conditions have been fulfilled or waived;

(iii) if those documents are given after your Acceptance Form and before the end of the Offer Period while this Offer is not subject to any Conditions, the Bidder will provide the consideration due to you on or before the earlier of:

(A) one month after the Bidder is given those documents; and

(B) 21 days after the end of the Offer Period;

(iv) if those documents are given after the end of the Offer Period, the Bidder will pay you the consideration for Your Eureka Shares within 21 days after the date that the Bidder is given those documents.

If you do not provide the Bidder with the required additional documents within 21 days after the end of the Offer Period, the Bidder may, in its sole discretion, rescind any contract arising from the Offer.

(c) If you accept this Offer, the Bidder is entitled to all Rights in respect of Your Eureka Shares (subject to **Section 15.7(c)**), and the Bidder may require you to provide all documents necessary to vest title to those Rights in the Bidder, or otherwise to give it the benefit or

value of those Rights. If you do not give those documents to the Bidder, or if you have received or become entitled to the benefit of those Rights before the Bidder provides the consideration to you, the Bidder will deduct from the consideration otherwise due to you the amount (or value, as reasonably assessed by the Bidder) of those Rights in accordance with **Section 15.8**.

(d) If:

(i) you have (or a previous holder of Your Eureka Shares has) received the benefit of any Rights (whether in respect of non-cash benefits or otherwise);

(ii) you are (or any previous holder of Your Eureka Shares is) entitled to receive the benefit of any Rights under the terms that provide for or otherwise apply to those Rights (for example, if the Right is to receive a dividend or distribution, if you are (or any previous holder of Your Eureka Shares is) the registered holder of the share at the specified time for determining those entitled to the dividend or distribution); or

(iii) Your Eureka Shares were issued (or otherwise came into existence) on or after the Record Date in respect of any Rights,

then:

(iv) in the case of Rights to non-cash benefits, the Bidder may deduct from the Aspen Securities to be issued as consideration to you, such number of Aspen Securities that would equate to the value of the non-cash benefit (as reasonably assessed by the Bidder) based on the 5-day VWAP from the trading day immediately prior to the initial announcement by Eureka of such non-cash benefit; or

(v) in the case of Rights to cash benefits, the Bidder may deduct from the Aspen Securities to be issued as consideration to you, such number of Aspen Securities that would equate to the value of the cash benefit based on the 5-day VWAP from the trading day immediately prior to the initial announcement by Eureka of such cash benefit.

If the Bidder does not, or cannot, make such a deduction, you must pay such value or amount to the Bidder.

(e) Subject to **Sections 15.9** and **15.10**, the obligation of Aspen Group to issue and allot any Aspen Securities to which you are entitled as Offer Consideration under the Aspen Offer will be satisfied by Aspen Group either by:

(i) entering your name on Aspen Group's register; or

(ii) despatching or procuring the despatch to you by prepaid post to your address recorded in Eureka's register of members at the Record Date, a holding statement in your name in accordance with the ASX Listing Rules (for Issuer Sponsored Holdings) or a confirmation of issue in your name (for CHESS Holdings).

(f) If, at the time you accept the Offer, any of the following:

(i) *Banking (Foreign Exchange) Regulations 1959* (Cth);

(ii) Part 4 of the *Charter of the United Nations Act 1945* (Cth);

(iii) *Charter of the United Nations (Dealing with Assets) Regulations 2008* (Cth);

(iv) any other regulations made under Part 4 of the *Charter of the United Nations Act 1945* (Cth);

(v) *Autonomous Sanctions Regulations 2011* (Cth); or

(vi) any other law of Australia,

require that an authority, clearance or approval of the Reserve Bank of Australia, the Australian Taxation Office or any other Government Agency be obtained before you receive any consideration for your Aspen Securities, or would make it unlawful for Aspen

Group to provide any consideration to you for Your Eureka Shares, you will not be entitled to receive any consideration for Your Eureka Shares until all requisite authorities, clearances or approvals have been received by Aspen Group.

15.9 Ineligible Foreign Shareholders

Based on the information available to the Bidder as at the Last Practicable Date as far as the Bidder is aware there are no Ineligible Foreign Shareholders. If an Ineligible Foreign Shareholder is or becomes during the Offer Period the registered holder of Eureka Shares to which the Offer applies then the following will apply.

If you are an Ineligible Foreign Shareholder, you will not be entitled to receive Aspen Securities as part of the Offer Consideration as a result of accepting the Aspen Offer, and Aspen Group will:

(a) arrange for the appointment of a sale nominee approved by ASIC in accordance with s 619(3) of the Corporations Act (as modified by ASIC Corporations (Takeover Bids) Instrument 2023/683) (**Sale Nominee**);

(b) arrange for the issue to the Sale Nominee of the number of Aspen Securities to which all Ineligible Foreign Shareholders (including you) would have been entitled but for this **Section 15.9**. Aspen Group may arrange for the Aspen Securities to be issued to the Sale Nominee in tranches. Aspen Group has the sole and complete discretion as to when and in how many tranches to aggregate the Aspen Securities to be issued to the Sale Nominee as a result of acceptances of the Aspen Offer;

(c) cause the Aspen Securities so issued to be offered for sale by the Sale Nominee (in one or more tranches) on the ASX as soon as practicable and otherwise in the manner, at the price and on such other terms and conditions as are determined by the Sale Nominee; and

(d) promptly pay, or procure that the Sale Nominee pay to you the amount ascertained in accordance with the following formula, being your pro rata share of the proceeds from the Aspen Securities sold in the relevant sale tranche, less brokerage and sale expenses:

(N x A) / B

where:

'N' is the amount which is received by the Sale Nominee upon the sale of the Aspen Securities in the relevant tranche under this **Section 15.9** less brokerage and sale expenses;

'A' is the number of Aspen Securities which would, but for **Section 15.9**, otherwise have been allotted to you; and

'B' is the total number of Aspen Securities allotted to the Sale Nominee in the relevant tranche under this **Section 15.9**.

You will be sent your share of the proceeds of the sale of Aspen Securities by the Sale Nominee, as agent for Aspen Group, in Australian currency, by cheque drawn on an Australian bank .

Payments made by cheque will be posted to you, at your risk, by ordinary mail (or in the case of overseas shareholders, by airmail) at the address shown on the relevant register within the period required by the Corporations Act.

Under no circumstances will interest be paid on your share of the proceeds of the sale of Aspen Securities by Aspen Group or the Sale Nominee, regardless of any delay in remitting these proceeds to you.

The Sale Nominee may sell the Aspen Securities in such manner, at such price or prices and on such terms as the Sale Nominee determines, and at the risk of the Ineligible Foreign Shareholders. The Sale Nominee will sell the Aspen Securities on ASX following the issue of those securities to it and the Sale Nominee has sole and complete discretion with regards to the number of tranches in which to sell the Aspen Securities that are issued to it.

As the market price of Aspen Securities will be subject to change from time to time, the sale price of the Aspen Securities sold by the Sale Nominee and the proceeds of those sales cannot be guaranteed.

Neither the Bidder, Aspen Group nor the Sale Nominee gives any assurance as to the price that will be achieved for the sale of the Aspen Securities by the Sale Nominee.

15.10 Nature and benefit of Conditions

(a) The Conditions are conditions subsequent. The non-fulfilment of any of those conditions subsequent does not, until the end of the Offer Period (or in the case of the No Prescribed Occurrences Condition until the third Business Day after the Offer Period) prevent a contract to sell Your Eureka Shares from arising, but entitles the Bidder by written notice to you, to rescind the contract resulting from your acceptance of the Aspen Offer.

(b) Subject to the Corporations Act, the Bidder alone is entitled to the benefit of the Conditions, or to rely on any non-fulfilment of any of them.

(c) Each Prescribed Occurrence is separate, several and distinct and no Prescribed Occurrence will be taken to limit the meaning and effect of any other Prescribed Occurrence.

15.11 Freeing the Offer of Conditions

(a) The Bidder may declare this Aspen Offer, and any contract resulting from its acceptance, free from the Conditions, either generally or by reference to a particular fact, matter, event, occurrence or circumstance by giving a notice to Eureka and to ASX, in accordance with section 650F of the Corporations Act. This notice may be given:

(i) in the case of Condition 3 in **Annexure A** to this Bidder's Statement, no later than three Business Days after the end of the Offer Period; and

(ii) in the case of all the other Conditions in **Annexure A** to this Bidder's Statement, not less than seven days before the end of the Offer Period.

(b) If, at the end of the Offer Period (or in the case of Condition 3 in **Annexure A** to this Bidder's Statement, at the end of the third Business Day after the end of the Offer Period), the Conditions have not been fulfilled or waived and the Bidder has not declared the Offer free from the Conditions, all contracts resulting from the acceptance of the Offer and all acceptances that have not resulted in binding contracts will be automatically void.

15.12 Notice on status of Conditions

The date for giving the notice on the status of the Conditions required by section 630(1) of the Corporations Act is 20 May 2024 (subject to variation in accordance with section 630(2) of the Corporations Act if the Offer Period is extended).

15.13 Withdrawal of this Offer

(a) This Offer may be withdrawn with the consent in writing of ASIC, which consent may be subject to conditions. If ASIC gives such consent, the Bidder will give notice of the withdrawal to ASX and to Eureka and will comply with any other conditions imposed by ASIC.

(b) If, at the time this Offer is withdrawn, the Conditions have been satisfied or waived, all contracts arising from acceptance of the Offer before it was withdrawn will remain enforceable.

(c) If, at the time this Offer is withdrawn, the Offer remains subject to the Conditions, all contracts arising from its acceptance will become void (whether or not the events referred to in the Conditions have occurred).

(d) A withdrawal pursuant to this **Section 15.13** will be deemed to take effect:

(i) if the withdrawal is not subject to conditions imposed by ASIC, after the date that consent in writing is given by ASIC; or

(ii) if the withdrawal is subject to conditions imposed by ASIC, after the date those conditions are satisfied.

15.14 Variation of this Offer

The Bidder may vary this Offer in accordance with the Corporations Act.

15.15 No stamp duty or brokerage charges

(a) The Bidder will pay any stamp duty payable on the transfer of Your Eureka Shares to it under and in accordance with this Offer.

(b) If Your Eureka Shares are registered in an Issuer Sponsored Holding in your name and you deliver them directly to the Bidder, you will not incur any brokerage in connection with your acceptance of the Offer.

(c) If Your Eureka Shares are registered in a CHESS Holding, or if you are a beneficial owner whose Eureka Shares are registered in the name of a broker, bank, custodian or other nominee, no brokerage is payable by you, but you should ask your Controlling Participant or that nominee whether it will charge any transaction fees or service charges in connection with your acceptance of the Offer.

(d) If you are an Ineligible Foreign Shareholder, the cash proceeds that you will receive (following the sale by the Sale Nominee of the Aspen Securities that you would otherwise be entitled to receive under the Offer) will be net of brokerage and sale expenses.

15.16 Foreign laws

This Offer is not registered in any jurisdiction outside Australia (unless an applicable foreign law treats it as registered as a result of this Bidder's Statement being lodged with ASIC). It is your sole responsibility to satisfy yourself that you are permitted by any foreign law applicable to you to accept this Offer.

15.17 Governing law

This Offer and any contract that results from your acceptance of it are to be governed by the laws in force in New South Wales.

16 Definitions and interpretation

16.1 Definitions

In this Bidder's Statement and in the Acceptance Form unless the context otherwise appears, the following terms have the meanings shown below.

AAS	means the Australian Auditing Standards
Acceptance Form	means the acceptance form accompanying this Bidder's Statement.
AFCA	means the Australian Financial Complaints Authority.
AFML or Investment Manager	means Aspen Funds Management Limited ACN 104 322 278 (AFSL: 227933).
Announcement Date	means 8 March 2024.
ASIC	means the Australian Securities and Investments Commission.
Aspen or the **Bidder**	means Aspen Group Limited ACN 004 160 927.
Aspen 2HY24 Distribution	has the meaning given in **Section 5.4** of this Bidder's Statement.
Aspen Board	means the board of directors of the Bidder.
Aspen Company Constitution	means the constitution of the Bidder, as amended from time to time.
Aspen Company Percentage	has the meaning given in **Section 10.2(b)** of this Bidder's Statement.
Aspen Director	means any director on the Aspen Board.
Aspen Group	Aspen Group (ASX: APZ), the stapled group comprising Aspen Group Limited ACN 004 160 927 and Aspen Property Trust ARSN 104 807 767.
Aspen Group Historical Financial Information	has the meaning given in **Section 4.9** of this Bidder's Statement.
Aspen Performance Rights Plan	means the performance rights plan by which performance rights to acquire a Aspen Securities are issued to executive and senior manager of Aspen Group.
Aspen Property Trust	means Aspen Property Trust ARSN 104 807 767.
Aspen Property Trust Constitution	means the constitution of the Aspen Property Trust, as amended from time to time.
Aspen Register	means the register of securityholders for Aspen Group.
Aspen Security	means a fully stapled security in the capital of Aspen Group, comprising one Aspen Share and one Aspen Unit.
Aspen Securityholder	a person who is the registered holder of one or more Aspen Security.
Aspen Share	means a fully paid ordinary share in the Bidder.
Aspen Trust Percentage	has the meaning given in **Section 10.2(b)** of this Bidder's Statement.
Aspen Unit	means a fully paid ordinary unit in the Aspen Property Trust.
Associate	has the meaning given in Division 2 of Part 1.2 of the Corporations Act as if section 12(1) of the Corporations Act included a reference to the Bidder's Statement and Eureka was the designated body, and associated has a corresponding meaning.
ASX	means ASX Limited ABN 98 008 624 691, or the Australian Securities Exchange where the context requires.

ASX Listing Rules	means the listing rules of ASX as amended or varied from time to time.
ASX Settlement	means ASX Settlement Pty Limited ACN 008 504 532.
ASX Settlement Operating Rules	means the operating rules of the settlement facility provided by ASX Settlement as amended or varied from time to time.
ATO	means the Australian Tax Office.
Automic	means Automic Pty Ltd (ACN 152 260 814).
Bidder's Statement	means this document, containing a statement of the Bidder under Part 6.5 Division 2 of the Corporations Act relating to the Offer in respect of Eureka.
Business Day	means a day on which the banks are open for business in Sydney, other than a Saturday, Sunday or public holiday in New South Wales.
Change of Control Right	has the meaning given in Condition 5 in **Annexure A** to this Bidder's Statement.
CHESS Holding	means a holding of Eureka Shares which is registered on the CHESS subregister being a register administered by ASX Settlement and which records uncertificated holdings of Eureka Shares.
Combined Group	means the Aspen Group following the completion of the Aspen Offer and, unless the context otherwise requires assumes the Bidder acquires 100% of Eureka.
Conditions	means the conditions to the Offer as outlined in **Annexure A** to this Bidder's Statement**.**
Controlling Participant	in relation to Your Eureka Shares, has the same meaning as in the ASX Settlement Operating Rules.
Corporations Act	means the *Corporations Act 2001* (Cth).
Debt Facility	means any debt facility taken out by one or more Eureka Group Members.
DPS	means distributions per security.
EPS	means "underlying operating earnings" per security as defined in Aspen Group's latest financial reports released to the ASX.
Eureka	means Eureka Group Holdings Limited (ASX:EGH) ACN 097 241 159.
Eureka Board	means the board of directors of Eureka.
Eureka Director	means any director on the Eureka Board.
Eureka Dividend Reinvestment Plan	means the dividend reinvestment plan of Eureka as announced to the ASX on 26 February 2021.
Eureka Group	means: (a) Eureka; (b) each entity that is a subsidiary of Eureka; and (c) any entity that, directly or indirectly through one or more intermediaries, is controlled by Eureka from time to time, and a reference to Eureka Group Member is to any member of the Eureka Group.
Eureka Historical Financial Information	has the meaning given in **Section 6.9** of this Bidder's Statement.

Eureka HY24 Distribution	has the meaning given in Condition 11 in **Annexure A** of this Bidder's Statement.
Eureka Performance Rights	means a performance right issued by Eureka to acquire a Eureka Share, details of which are set out in **Section 6.7** of this Bidder's Statement**.**
Eureka Register	means the register of members of Eureka maintained in accordance with the Corporations Act.
Eureka Share	means a fully paid ordinary share in Eureka.
Eureka Shareholder	means each person who is registered as the holder of a Eureka Share in the Eureka Register.
Eureka Villages WA Fund	means the Eureka Villages WA Property Trust.
Evolution or **Responsible Entity**	means Evolution Trustees Limited ACN 611 839 519 (AFSL: 486217) in its capacity as responsible entity of the Aspen Property Trust.
First Offer	The non-binding indicative proposal from the Bidder, as announced by Eureka to the ASX on 29 March 2023, to acquire all issued shares of Eureka that the Bidder and its Associates did not already own for 0.225 Aspen Securities per Eureka Share.
FRCGW	means foreign resident capital gains withholding.
Government Agency	means any foreign or Australian government or governmental, semi-governmental, administrative, monetary, fiscal or judicial body, department, commission, authority, tribunal, agency or entity or any minister of the Crown in right of the Commonwealth of Australia or any State, any other federal, state, provincial, or local government, and including any self-regulatory organisation established under statute or otherwise discharging substantially public or regulatory functions, and the ASX or any other stock exchange.
GST	means goods and services tax.
Holder Identification Number or **HIN**	has the same meaning as in the ASX Settlement Operating Rules.
Ineligible Foreign Shareholder	means an Eureka Shareholder whose address as shown in the register of shareholders of Eureka is in a jurisdiction other than Australia or its external territories or New Zealand, unless Aspen determines (in its absolute discretion) that it is: (a) not unlawful, onerous or impracticable to make the Aspen Offer to a Eureka Shareholder in a jurisdiction that is outside Australia and New Zealand and to issue Aspen Securities to such a Eureka Shareholder on acceptance of the Aspen Offer; and (b) not unlawful for such a Eureka Shareholder to accept the Aspen Offer in such circumstances in the relevant jurisdiction.
Insolvent	Means each of the following: (a) Eureka or any Eureka Group Member grants, or agrees to grant, a Security Interest (as defined in section 51A of the Corporations Act) in the whole, or a substantial part, of its business or property;

(b) Eureka or any Eureka Group Member resolves that any of them be wound up;

(c) a liquidator or provisional liquidator is appointed to Eureka or any Eureka Group Member;

(d) a court makes an order for the winding up of Eureka or any Eureka Group Member;

(e) an administrator of Eureka or of any Eureka Group Member is appointed under sections 436A, 436B or 436C of the Corporations Act;

(f) Eureka or any Eureka Group Member executes a deed of company arrangement;

(g) a restructuring practitioner for Eureka or any Eureka Group Member, is appointed under section 453B of the Corporations Act;

(h) Eureka or any Eureka Group Member makes a restructuring plan under Division 3 of Part 5.3B of the Corporations Act; or

(i) a receiver, or a receiver and manager, is appointed in relation to the whole, or a substantial part, of the property of Eureka or any Eureka Group Member..

Interested Persons	has the meaning in **Section 12.8** of this Bidder's Statement.
Investment Management Agreement	means the investment management agreement dated 30 November 2018 between AFML and the Responsible Entity.
Issuer Sponsored Holding	means a holding of Eureka Shares on the Eureka issuer sponsored subregister.
Last Practicable Date	means the last practicable date being 7 March 2024, prior to the date of this Bidder's Statement.
Leftfield	means Leftfield Investments Pty Limited ACN 129 109 164.
Material Adverse Change	means one or more Specified Events which whether individually or when aggregated with all other Specified Events that have occurred (including prior to the Announcement Date), will occur, or are reasonably likely to occur, has had, will have or would be considered reasonably likely to have the effect set out in paragraph (iv) or (v) of Condition 2 in **Annexure A**.
Maximum Total Consideration	has the meaning given in **Section 9.1** of this Bidder's Statement.
Minimum Acceptance Condition	means Condition 1 in **Annexure A** to this Bidder's Statement.
NAV	means net asset value.
No Distributions Condition	means Condition 11 in **Annexure A** to this Bidder's Statement**.**
No Prescribed Occurrences Condition	means Condition 3 in **Annexure A** to this Bidder's Statement.
Offer or **Aspen Offer**	means the offer for Eureka Shares on the terms and conditions contained in **Section 15** of this Bidder's Statement.

Offer Consideration	means 0.26 Aspen Securities per Eureka Share for all of Your Eureka Shares, subject to the terms and conditions set out in **Section 15** of this Bidder's Statement.
Offer Period	means the period during which the Offer will remain open for acceptance in accordance with **Section 15.3** of this Bidder's Statement.
Offer Terms	means the terms of the Aspen Offer set out in **Section 15**.
Participant	means an entity admitted to participate in the Clearing House Electronic Sub-register system under Rule 4.3.1 and 4.4.1 of the ASX Settlement Operating Rules.
Prescribed Occurrences	means the prescribed occurrences set out in Condition 3 in **Annexure A** to this Bidder's Statement.
Pro Forma Financial Information	has the meaning given in **Section 8.3** in this Bidder's Statement.
Pro Forma Forecast Financial Information	has the meaning given in **Section 8.3** in this Bidder's Statement.
Pro Forma Historical Statements of Financial Position	has the meaning given in **Section 8.3** in this Bidder's Statement.
Record Date	means 7.00pm (Sydney time) on 9 March 2024, being the date set by the Bidder under section 633(2) of the Corporations Act.
Relevant Interest	has the meaning given in sections 608 and 609 of the Corporations Act.
Representative	means, in relation to a party, its directors, employees, officers, agents and advisers.
Rights	means all accretions, rights or benefits of whatever kind attaching to or arising from Eureka Shares directly or indirectly on or after the Announcement Date (including all dividends and distributions and all rights to receive them and rights to receive or subscribe for Eureka Shares, notes, bonds, options or other shares declared, paid or issued by any Eureka Group Member). Rights do not include any franking credits attached to any dividend.
Sale Nominee	means the nominee approved by ASIC for the purpose of **Section 15.9** of this Bidder's Statement.
Security Holder Reference Number or SRN	has the same meaning as "SRN" in the ASX Settlement Operating Rules.
Security Interest	has the meaning given in section 51A of the Corporations Act.
Specified Event	means the specified events set out in Condition 2 in **Annexure A** to this Bidder's Statement.
Takeover Bid	means the off-market takeover bid under Chapter 6 of the Corporations Act constituted by the despatch of the Offer.
Takeover Transferee Holding	has the same meaning as in the ASX Settlement Operating Rules.
Target's Statement	means the target's statement to be prepared by Eureka in relation to the Takeover Bid in compliance with Part 6.5 of the Corporations Act.
Trading Days	has the meaning given in the ASX Listing Rules.
Voting Power	has the meaning given in section 610 of the Corporations Act.

VWAP	Volume-Weighted Average Price on the ASX.
Your Eureka Shares	Your Eureka Shares means, subject to **Sections 15.1(e)** and **15.1(f)** of this Bidder's Statement, the Eureka Shares: (a) in respect of which you are registered, or entitled to be registered, as holder in the Eureka Register as at the Record Date; and (b) to which you are able to give good title at the time you accept this Offer during the Offer Period.

16.2 Interpretation

In this Bidder's Statement and in the Acceptance Form, the following rules of interpretation apply unless the contrary intention appears or the context requires otherwise:

(a) A reference to time is a reference to Sydney time.

(b) Headings are for convenience only and do not affect interpretation.

(c) The singular includes the plural and conversely.

(d) A reference to a section is to a section of this Bidder's Statement.

(e) A gender includes all genders.

(f) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.

(g) A$, $, dollars or cents is a reference to the lawful currency in Australia, unless otherwise stated.

(h) A reference to a person includes a body corporate, an unincorporated body or other entity and conversely.

(i) A reference to a person includes a reference to the person's executors, administrators, successors, substitutes (including, but not limited to, persons taking by novation) and assigns.

(j) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and all regulations and statutory instruments issued under it.

(k) A reference to any instrument or document includes any variation or replacement of it.

(l) A term not specifically defined in this Bidder's Statement has the meaning given to it (if any) in the Corporations Act, the ASX Listing Rules or the ASX Settlement Operating Rules, as the case may be.

(m) A reference to a right or obligation of any two or more persons confers that right, or imposes that obligation, as the case may be, jointly and individually.

(n) A reference to law includes any applicable law, legislation, regulation, common law, ASX Listing Rule or order of a Government Agency.

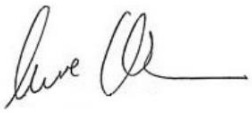
17 Approval of Bidder's Statement

This Bidder's Statement has been approved by a unanimous resolution passed by the directors of Aspen Group Limited.

Date: 8 March 2024

Signed for and on behalf of

Aspen Group Limited



Clive Appleton

Chairman

Annexure A – Conditions to the Offer

Condition 1 – Minimum Acceptance Condition

At the end of the Offer Period, the Bidder has a Relevant Interest in more than 50.1% of Eureka Shares (on issue at that time).

Condition 2 – No Material Adverse Change

(a) Between the Announcement Date and the end of the Offer Period (each inclusive) none of the following occurs:

(i) an event, change, condition, matter, circumstance or thing occurs, will occur, or is reasonably likely to occur;

(ii) information is disclosed or announced by Eureka concerning any event, change, condition, matter, circumstance or thing that has occurred (including prior to the Announcement Date), will occur, or is reasonably likely to occur; or

(iii) information concerning any event, change, condition, matter, circumstance or thing that has occurred (including prior to the Announcement Date), will occur, or is reasonably likely to occur, becomes known to the Bidder,

(each a **Specified Event**) which, whether individually or when aggregated with all other events, changes, conditions, matters, circumstances or things that have occurred (including prior to the Announcement Date), will occur, or are reasonably likely to occur, has had, will have or would be considered reasonably likely to have:

(iv) a material adverse effect on the business, assets, liabilities, financial or trading position, profitability or prospects of Eureka Group, taken as a whole; or

(v) without limiting the generality of **Condition 2, Subsection (a)(iv)**, the effect of:

a. reducing net asset value by more than 5%; or

b. reducing EPS by more than 5%.

(b) For the purposes of **Condition 2, Subsection (iii)**, the Bidder shall not be taken to know of information concerning any event, change, condition, matter, circumstance or thing before the Announcement Date, unless the information has been fully and fairly disclosed by the Bidder in its public filings with the ASX before the Announcement Date.

Condition 3 – No Prescribed Occurrences

During the period from the date of this Bidder's Statement until the end of the Offer Period (inclusive), none of the following happens:

(a) Eureka converts all or any of its shares into a larger or smaller number of shares;

(b) Eureka or a subsidiary of Eureka resolves to reduce its share capital in any way;

(c) Eureka or a subsidiary of Eureka:

(i) enters into a buyback agreement; or

(ii) resolves to approve the terms of a buyback agreement under sections 257C(1) or 257D(1) of the Corporations Act;

(d) Eureka or a subsidiary of Eureka issues shares, or grants an option over its shares, or agrees to make such an issue or grant such an option, other than an issue of shares under the Eureka Dividend Reinvestment Plan;

(e) Eureka or a subsidiary of Eureka issues, or agrees to issue, convertible notes;

(f) Eureka or a subsidiary of Eureka disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property;

(g) Eureka or a subsidiary of Eureka grants, or agrees to grant, a Security Interest in the whole, or a substantial part, of its business or property;

(h) Eureka or a subsidiary of Eureka resolves that any of them be wound up;

(i) a liquidator or provisional liquidator is appointed to Eureka or a subsidiary of Eureka;

(j) a court makes an order for the winding up of Eureka or of a subsidiary of Eureka;

(k) an administrator of Eureka or of a subsidiary of Eureka is appointed under sections 436A, 436B or 436C of the Corporations Act;

(l) Eureka or a subsidiary of Eureka executes a deed of company arrangement;

(m) a restructuring practitioner for Eureka or for a subsidiary of Eureka, is appointed under section 453B of the Corporations Act;

(n) Eureka or a subsidiary of Eureka makes a restructuring plan under Division 3 of Part 5.3B of the Corporations Act; or

(o) a receiver, or a receiver and manager, is appointed in relation to the whole, or a substantial part, of the property of Eureka or for a subsidiary of Eureka.

Condition 4 – No material acquisitions, disposals, capital expenditure or changes in the conduct of business

Between the Announcement Date and the end of the Offer Period (each inclusive) (other than with the prior written consent of the Bidder), no Eureka Group Member:

(a) enters into or announces any transaction, which would or would be likely to involve a material change in:

  (i) the manner in which the Eureka Group or any Eureka Group Member conducts its business; or

  (ii) the nature (including balance sheet classification), extent or value of the assets or liabilities of the Eureka Group or any Eureka Group Member;

(b) without limiting the generality of paragraph (a), enters into, agrees to enter into or announces any transaction which would, or would be likely to, involve any Eureka Group Member:

  (i) acquiring or disposing of, or agreeing to acquire or dispose of, any assets (including any real property, units in trusts or shares in companies) or entering into contracts or commitments which have an aggregate value in excess of $10,000,000; or

  (ii) entering into any other agreement, contract or commitment that is not in the ordinary course of business;

(c) waives any material third party default where the financial impact on the Eureka Group or any Eureka Group Member will be in excess of $5,000,000 (individually or in aggregate); or

(d) accepts as a compromise of a matter less than the full compensation due to a Eureka Group Member where the financial impact of the compromise on that Eureka Group Member is more than $5,000,000 (individually or in aggregate),

except as have been fully and fairly disclosed by Eureka in its public filings with the ASX prior to the Announcement Date.

Condition 5 – Eureka Villages WA Fund

Between the Announcement Date and the end of the Offer Period (each inclusive), either:

(a) Leftfield Investments Pty Limited ACN 129 109 164 (**Leftfield**) as trustee of the Eureka Villages WA Property Trust (**Eureka Villages WA Fund**) provides to Eureka and to the Bidder in writing a binding, irrevocable and unconditional waiver or release of any rights (including unilateral termination rights) in connection with a change of control provision, material covenant or related event of default that may be triggered or exercised in response to, or resulting from the making of the Aspen Offer, the acquisition of Eureka Shares by the Bidder, or any change in control or delisting of Eureka if the Aspen Offer is successful (**Change of Control Right**); or

(b) either Leftfield or Eureka provides written confirmation to the Bidder that no such Change of Control Right exists.

Condition 6 – No destruction or damage to any properties

Between the Announcement Date and the end of the Offer Period (each inclusive), none of the freehold or leasehold properties owned or managed by Eureka Group Members are destroyed and there is no physical damage to any property such that the aggregate of the amount or value of the destruction or damage to the freehold or leasehold properties exceeds or would reasonably be expected to exceed $5,000,000 after recovery of any insured amounts.

Condition 7 – Responsible entity, trustee, joint ventures and other changes

Between the Announcement Date and the end of the Offer Period (each inclusive), none of the following occurs (other than with the prior written consent of the Bidder):

(a) any Eureka Group Member implements, or agrees or proposes to implement or otherwise participate in, any transaction, proposal or arrangement under which (if implemented) management of any Eureka Group Member or would be 'externalised' in any way;

(b) any entity is removed or replaced as responsible entity of any Eureka Group Member or an agreement is entered into, or there is any intention announced by Eureka, to remove or replace any responsible entity of any Eureka Group Member;

(c) the trustee of any Eureka Group Member ceases to be the trustee of that Eureka Group Member, unless the outgoing trustee is replaced as trustee by a Eureka Group Member;

(d) in relation to any Eureka Group Member that is the trustee of a trust, the relevant trust is wound up, dissolved, terminated or liquidated, the trust deed is terminated or ceases to be enforceable, or the trustee retires, resigns or is otherwise replaced as trustee of the relevant trust;

(e) a change of control (as defined in section 50AA of the Corporations Act) occurs or is agreed to occur in respect of any Eureka Group Member, other than as a result of the Offer;

(f) a change is made or agreed to be made to any of the constitutional documents of any Eureka Group Member;

(g) any special or extraordinary resolution is passed or agreed to be passed in respect of any other Eureka Group Member; or

(h) in relation to a partnership or an unincorporated joint venture to which a Eureka Group Member is party, the relevant partnership or unincorporated joint venture is dissolved, wound up or terminated or the relevant Eureka Group Member ceases to be a partner or party to the unincorporated joint venture.

Condition 8 – Amendments to agreements

Between the Announcement Date and the end of the Offer Period (each inclusive), other than with the prior written consent of the Bidder, no contract or commitment (or any series of related contracts or commitments) for the provision by Eureka Group Members of investment management, property management, administration or related services is terminated or amended in a way that is adverse to a Eureka Group Member.

Condition 9 – Regulatory approvals

Between the Announcement Date and the end of the Offer Period (each inclusive), all approvals, waivers, exemptions, declarations, statements of no objection, orders, notices or consents that are required by law, or by or from any Government Agency, as are necessary to permit:

(a) the Offer to be lawfully made to and accepted by Eureka Shareholders; and

(b) the Offer and any transactions or arrangements contemplated by this Bidder's Statement to be completed (including, without limitation, full, lawful and effectual implementation of the intentions set out in **Section 7** of this Bidder's Statement),

are:

(c) granted, given, made or obtained on an unconditional basis, remain in full force and effect in all respects, and not become subject to any notice, intimation or indication of intention to revoke, suspend, restrict, modify or not renew the same; or

(d) no longer required, including as a result of the expiry of any statutory period.

Condition 10 – No regulatory action

Between the Announcement Date and the end of the Offer Period (each inclusive):

(a) there is not in effect any preliminary or final decision, order or decree issued by any Government Agency;

(b) no action or investigation is announced, commenced or threatened by any Government Agency; and

(c) no application is made to any Government Agency,

in consequence of or in connection with the Offer (other than an application to, or a decision or order of, ASIC or the Takeovers Panel, under or relating to a breach of Chapters 6, 6A, 6B or 6C of the Corporations Act or relating to unacceptable circumstances within the meaning of section 657A of the Corporations Act in consequence of, or in connection with, the Offer) which restrains, prohibits or impedes, or threatens to restrain, prohibit or impede, or materially impact upon, the making of the Offer and the completion of Takeover Bid or which requires the divestiture by the Bidder of any Eureka Shares or any material assets of Eureka.

Condition 11 – No distributions

Between the Announcement Date and the end of the Offer Period (each inclusive), Eureka does not announce, make, declare or pay any distribution (whether by way of dividend, capital reduction or otherwise and whether in cash or in specie), other than where in relation to any such distribution in, or in respect of, a financial half year of the Eureka Group ending 31 December 2024 (**Financial Half Year**) (**Eureka HY24 Distribution**), the amount of the Eureka HY24 Distribution, when aggregated with the amount of all other such distributions declared or paid by Eureka in, or in respect of, that Financial Half Year, does not exceed, and is not reasonably likely to exceed $2.50 million.

Condition 12 – Debt Facilities

Between the Announcement Date and the end of the Offer Period (each inclusive):

(a) there is no misrepresentation under or breach of, or any event of default, review event, cancellation event, prepayment event or similar event under, a Debt Facility;

(b) there are no amendments made to, or waivers, standstills or similar indulgences requested by a Eureka Group Member or granted by the lender under (including, without limitation, in respect of any financial covenants) a Debt Facility;

(c) no notices or demands have been served on Eureka or any Eureka Group Member in relation to misrepresentation, default or non-compliance under a Debt Facility; and

(d) no lender under a Debt Facility cancels (or suspends) any commitments under, requires repayment of or is entitled to require repayment of or otherwise terminates any such Debt Facility or requires that any action be taken thereunder (including the acceleration of the performance of any obligation thereunder).

Condition 13 – No Eureka Group insolvency

Between the Announcement Date and the end of the Offer Period (each inclusive) no Eureka Group Member becomes Insolvent.

Annexure B – ASX Announcements

A list of public announcements Aspen Group has released since its annual financial report for the year ended 30 June 2023 is summarised below. This information may be relevant to your assessment of the Aspen Offer.

22 February 2024	Aspen Group - 1H FY24 Results
22 February 2024	Aspen Group - 1HFY24 Results Presentation
22 February 2024	APT Interim Financial Report December 2023
22 February 2024	Update - Dividend/Distribution - APZ
22 February 2024	APZ Appendix 4D and Interim Financial Report December 2023
23 January 2024	Intended takeover offer for Eureka Group Holdings Limited
20 December 2023	Amended Constitution
18 December 2023	Change in Substantial Holding of MA Financial Group
15 December 2023	Change in Substantial Holding of Rural Equities Limited
13 December 2023	Distribution estimate for 1H FY24
13 December 2023	Dividend/Distribution - APZ
6 December 2023	Change of Director's Interest notice – D Dixon
6 December 2023	Change of Director's Interest notice – J Carter
5 December 2023	Notification regarding unquoted securities
4 December 2023	Acquisition – 386 Burwood Highway Burwood VIC
30 November 2023	Cleansing Notice
30 November 2023	Application for quotation of securities
22 November 2023	Initial Director's Interest – D Dixon
22 November 2023	Results of 2023 Annual General Meeting
22 November 2023	Aspen Group 2023 AGM Presentation
22 November 2023	Aspen Group 2023 AGM Addresses
9 November 2023	MA Financial Group – Perth Tour
20 October 2023	2023 Notice of Annual General Meeting and Proxy Form
20 October 2023	Appendix 4G and Corporate Governance Statement

Corporate Directory

Aspen Group Limited
(Principal and Registered Office)

Suite 21, 285A Crown Street
Surry Hills NSW 2010

Legal Adviser to the Offer

Corrs Chambers Westgarth
Level 37, Quay Quarter Tower
50 Bridge Street
Sydney NSW 2000

Financial Adviser to the Offer

MST Financial Services Pty Ltd
Level 13, 14 Martin Place
Sydney NSW 2000

Share Registry for the Offer

Automic Pty Ltd
Level 5, 126 Phillip Street Sydney
Sydney NSW 2000

Offer Information Line

T: 1300 972 485 (within Australia)
T: +61 2 9068 1924 (outside Australia)

Aspen Group Limited
ACN 004 160 927

Return your Form:

By Mail:
Automic Group
GPO Box 5193
Sydney NSW 2001

For all enquiries:
Phone:
(within Australia) 1300 972 485
(outside Australia) +61 2 9068 1924

Takeover Acceptance Form – Issuer Sponsored Holders

Your acceptance must be received by no later than the end of the Offer Period, which is 7:00pm (Sydney, Australia time) on the last day of the Offer Period, being 28 May 2024 (unless extended or withdrawn by the Bidder).

This form and the Bidder's Statement are important documents that require your immediate attention. This form relates to an offer (**Offer**) by Aspen Group Limited ACN 004 160 927 (**Aspen** or **Bidder**) to purchase all or any of your fully paid ordinary shares **(Shares**) in Eureka Group Holdings Limited ACN 097 241 159 (**Eureka**), the terms of which are set out in the Bidder's Statement dated 8 March 2024 as replaced or supplemented (**Bidder's Statement**). Capitalised terms used in this form have the same meaning as in the Bidder's Statement, unless otherwise defined.

If you are in doubt about how to deal with this Offer, please contact your financial or other professional advisor.

Note this form can only be used in relation to the Eureka shareholding represented by the details printed above and overleaf.

Registration name and Offer details

The consideration for Your Eureka Shares will be paid to the name(s) as they appear on the Eureka Register, as provided to the Bidder. The current address recorded on the Bidder's copy of the Eureka Register is printed above and overleaf. If you have recently bought or sold Shares your holding may differ from that shown. If you have already sold all your Shares, do not complete or return this form.

Step 1: Accept the Offer

Only sign and return this form if you wish to accept the Offer for all or any of your Shares.

By signing this form, you represent and warrant to the Bidder, as set out in Section 15.7 of the Bidder's Statement, that both at the time of acceptance and at the time the transfer to the Bidder of Your Eureka Shares is registered:

- all of Your Eureka Shares are and will be fully paid and free from all mortgages, charges, liens, encumbrances and adverse interests of any nature (whether legal or otherwise) and free from restrictions on transfer of any nature (whether legal or otherwise);
- that you have full power and capacity to accept this Offer and to sell and transfer the legal and beneficial ownership in Your Eureka Shares (including any Rights) to the Bidder; and
- that you have paid to Eureka all amounts which at the time of acceptance have fallen due for payment to Eureka in respect of Your Eureka Shares.

Step 2: Signing instructions

Individual: Where the Eureka shareholding is in one name, the Eureka Shareholder must sign.

Joint holding: Where the Eureka shareholding is in more than one name, all of the Eureka Shareholders must sign.

Power of Attorney: Where signing under a Power of Attorney (**POA**), you must attach an original certified copy of the POA to this form.

Companies: Where the Eureka shareholding is in the name of a company, this form must be signed in accordance with the Corporations Act, either as:

- a sole director and a company secretary OR a sole director (if no company secretary exists), OR
- two directors, OR
- a director and a company secretary.

Overseas companies: Where the Eureka shareholding is in the name of an overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Step 3: Contact Details

Entering contact details is not compulsory but will assist us if we need to contact you.

If you have any queries about the terms of the Offer or how to accept, please call the Aspen Offer Information Line, Monday to Friday, between 8.30am and 5.00pm (Sydney time) on 1300 972 485 (within Australia) and +61 2 9068 1924 (outside Australia).

Turn over to complete the form

SAMPLE

Acceptance Form

TAKEOVER OFFER FOR SHARES IN EUREKA GROUP HOLDINGS LIMITED

Registered Holder Details

Your Holding

Securityholder Reference Number (SRN):

For your security keep your SRN confidential.

Number of Eureka Shares held as at 7:00pm (AEDT) on 9 March 2024 (Register Date)

By accepting the Offer for all of your Shares, you are accepting the Offer for all of your Shares as recorded by the Bidder as being held by you at the date your acceptance is processed (even if different to the number stated above).

STEP 1 - Accept the Offer

Option A: Online acceptance (recommended)

Visit https://investor.automic.com.au/#/home

To accept the Offer online, simply scan the barcode to the right with your tablet or visit https://investor.automic.com.au/#/signup on your browser and register.

Please follow these instructions:

1. Click "Register" then select " Eureka Group Takeover Offer" from the dropdown list in the Issuer Name Field
2. Enter your Holder Reference (SRN) as shown on the top of this letter
3. Enter your postcode OR country of residence (only if outside Australia)
4. Tick the box "I'm not a robot" and then select "Next"
5. Complete the prompts to set up your username and password details
6. Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.

Option B: Paper acceptance

This section must be completed if you are NOT accepting the Offer online.

If you correctly sign and return this form you will be deemed to have accepted the Offer in respect of **all or any** of your Shares. Your form must be received before the Offer closes. **Please ensure you select ONE option below.**

☐ **Accept –** 0.26 Aspen Securities for each Share, subject to the terms and conditions of the Offer, as set out in the Bidder's Statement.

STEP 2 - Signatory of Eureka Shareholder(s)

I/We accept the Offer made by the Bidder for the number of my/our Shares stated above and I/we agree to be bound by the terms and conditions of the Offer and transfer the accepted number of my/our Shares as per the above instruction.

Individual or Eureka Shareholder 1	Individual or Eureka Shareholder 2	Individual or Eureka Shareholder 3
Sole Director and Sole Company Secretary/ Sole Director (cross out titles as applicable)	**Director**	**Director/Company Secretary (cross out titles as applicable)**

STEP 3 - Contact Details

Contact Name:	Contact Daytime Telephone:	Date
		/ /

Privacy Notice

Automic Pty Ltd (ACN 152 260 814) trading as Automic Group advises that Chapter 2C of the Corporation Act 2001 requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Primarily, your personal information is used in order to provide a service to you. We may also disclose the information that is related to the primary purpose and it is reasonable for you to expect the information to be disclosed. You have a right to access your personal information, subject to certain exceptions allowed by law and we ask that you provide your request for access in writing (for security reasons). Our privacy policy is available on our website – www.automic.com.au

SAMPLE

Aspen Group Limited
ACN 004 160 927

Return your Form:

To Your Controlling Participant:
Return this from directly to your stockbroker

By Mail:
Automic Group
GPO Box 5193
Sydney NSW 2001

For all enquiries:
Phone:
(within Australia) 1300 972 485
(outside Australia) +61 2 9068 1924

Takeover Acceptance Form – CHESS Sub-register

Your acceptance must be received by no later than the end of the Offer Period, which is 7:00pm (Sydney, Australia time) on the last day of the Offer Period, being 28 May 2024 (unless extended or withdrawn by the Bidder).

This form and the Bidder's Statement are important documents that require your immediate attention. This form relates to an offer (**Offer**) by Aspen Group Limited ACN 004 160 927 (**Aspen** or **Bidder**) to purchase all or any of your fully paid ordinary shares (**Shares**) in Eureka Group Holdings Limited ACN 097 241 159 (**Eureka**), the terms of which are set out in the Bidder's Statement dated 8 March 2024 as replaced or supplemented (**Bidder's Statement**). Capitalised terms used in this form have the same meaning as in the Bidder's Statement, unless otherwise defined.

If you are in doubt about how to deal with this Offer, please contact your financial or other professional advisor.

Note this form can only be used in relation to the Eureka shareholding represented by the details printed above and overleaf.

Registration name and Offer details

The consideration for Your Eureka Shares will be paid to the name(s) as they appear on the Eureka Register, as provided to the Bidder. The current address recorded on the Bidder's copy of the Eureka Register is printed above and overleaf. If you have recently bought or sold Shares your holding may differ from that shown. If you have already sold all your Shares, do not complete or return this form.

Step 1: Accept the Offer

Only sign and return this form if you wish to accept the Offer for all or any of your Shares.

As your Shares are in a CHESS Holding, you may contact your Controlling Participant directly (normally your stockbroker) with instructions to accept the Offer. If you do this, your Controlling Participant will provide you with details as to what they require in order to accept the Offer on your behalf. If you want the Bidder to contact your Controlling Participant on your behalf, sign and return this form to the address above so that it is received in sufficient time to allow your instruction to be acted upon by the close of the Offer Period. This will authorise the Bidder and Automic Pty Ltd as share registry for the Offer (**Aspen Registry**) to request your Controlling Participant to initiate acceptance of the Offer on your behalf.

By signing this form, you represent and warrant to the Bidder, as set out in Section 15.7 of the Bidder's Statement, that both at the time of acceptance and at the time the transfer to the Bidder of Your Eureka Shares is registered:

- all of Your Eureka Shares are and will be fully paid and free from all mortgages, charges, liens, encumbrances and adverse interests of any nature (whether legal or otherwise) and free from restrictions on transfer of any nature (whether legal or otherwise);
- that you have full power and capacity to accept this Offer and to sell and transfer the legal and beneficial ownership in Your Eureka Shares (including any Rights) to the Bidder; and
- that you have paid to Eureka all amounts which at the time of acceptance have fallen due for payment to Eureka in respect of Your Eureka Shares.

You should allow sufficient time for your Controlling Participant or the Bidder to initiate the acceptance of the Offer on your behalf. Neither the Bidder nor Aspen Registry will be responsible for any delays incurred by the process of requesting your Controlling Participant to accept the Offer.

Step 2: Signing instructions

Individual: Where the Eureka shareholding is in one name, the Eureka Shareholder must sign.

Joint holding: Where the Eureka shareholding is in more than one name, all of the Eureka Shareholders must sign.

Power of Attorney: Where signing under a Power of Attorney (**POA**), you must attach an original certified copy of the POA to this form.

Companies: Where the Eureka shareholding is in the name of a company, this form must be signed in accordance with the Corporations Act, either as:

- a sole director and a company secretary OR a sole director (if no company secretary exists), OR
- two directors, OR
- a director and a company secretary.

Overseas companies: Where the Eureka shareholding is in the name of an overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Step 3: Contact Details

Entering contact details is not compulsory but will assist us if we need to contact you.

If you have any queries about the terms of the Offer or how to accept, please call the Aspen Offer Information Line, Monday to Friday, between 8.30am and 5.00pm (Sydney time) on 1300 972 485 (within Australia) and +61 2 9068 1924 (outside Australia).

Turn over to complete the form

SAMPLE

Acceptance Form

TAKEOVER OFFER FOR SHARES IN EUREKA GROUP HOLDINGS LIMITED

Registered Holder Details

Your Holding

Holder Identification Number (HIN):

For your security keep your HIN confidential.

Number of Eureka Shares held as at 7:00pm (AEDT) on 9 March 2024 (Register Date)

By accepting the Offer for all of your shares, you are accepting the Offer for all of your Shares as recorded by the Bidder as being held by you at the date your acceptance is processed (even if different to the number stated above).

STEP 1 - Accept the Offer

Option A: Online acceptance (recommended)

Visit https://investor.automic.com.au/#/home

To accept the Offer online, simply scan the barcode to the right with your tablet or visit https://investor.automic.com.au/#/signup on your browser and register.

Please follow these instructions:

1. Click "Register" then select "Eureka Group Takeover Offer" from the dropdown list in the Issuer Name Field
2. Enter your Holder Number (HIN) as shown on the top of this letter
3. Enter your postcode OR country of residence (only if outside Australia)
4. Tick the box "I'm not a robot" and then select "Next"
5. Complete the prompts to set up your username and password details
6. Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.

Option B: Paper acceptance

This section must be completed if you are NOT accepting the Offer online.

If you correctly sign and return this form you will be deemed to have accepted the Offer in respect of **all or any** of your Shares. Your form must be received before the Offer closes. **Please ensure you select ONE option below.**

☐ **Accept –** 0.26 Aspen Securities for each Share, subject to the terms and conditions of the Offer, as set out in the Bidder's Statement.

STEP 2 - Signatory of Eureka Shareholder(s)

I/We accept the Offer made by the Bidder for the number of my/our Shares stated above and I/we agree to be bound by the terms and conditions of the Offer and transfer the accepted number of my/our Shares as per the above instruction.

Individual or Eureka Shareholder 1	Individual or Eureka Shareholder 2	Individual or Eureka Shareholder 3
Sole Director and Sole Company Secretary/ Sole Director (cross out titles as applicable)	**Director**	**Director/Company Secretary (cross out titles as applicable)**

STEP 3 - Contact Details

Contact Name:	Contact Daytime Telephone:	Date
		/ /

Privacy Notice

Automic Pty Ltd (ACN 152 260 814) trading as Automic Group advises that Chapter 2C of the Corporation Act 2001 requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Primarily, your personal information is used in order to provide a service to you. We may also disclose the information that is related to the primary purpose and it is reasonable for you to expect the information to be disclosed. You have a right to access your personal information, subject to certain exceptions allowed by law and we ask that you provide your request for access in writing (for security reasons). Our privacy policy is available on our website – www.automic.com.au

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