Tribeca

Tribeca Investment Partners Pty Ltd

Level 23, 1 O'Connell Street Sydney NSW 2000 PO Box R278 Royal Exchange NSW 1225 T.+61 2 9640 2600 F.+61 2 9640 2640 www.tribecalp.com.au ABN 64 080 430 100 APSL 280070

To: Company Announcements

Organisation: ASX

Fax: 1300 135 638

From: Kylie Osgood

Pages: 4 (Including cover sheet)

Date: 9 May 2016

Re: Notice of Variation of substantial shareholder

Message:

Please find attached our Notice of Variation of Substantial Shareholder.

Regards

Kylie Osgood

Chief Operating Officer and Company Secretary

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To_Company Name/Scheme Eureka Group Holdings Ltd

ACN/ARSN 15 097 241 159

1. Details of substantial holder(1)

Name _____Tribeca Investment Partners Pty Ltd ______

ACN/ARSN (if applicable) 64 080 430 100

Therewas a change in the interests of the

substantial holder on 03/05/16

The previous notice was given to the company on 09/12/15

The previous notice was dated 07/12/15

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial hidder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial hidding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice | | Present notice | |
|-------------------------|-----------------|------------------|----------------|------------------|
| | Person's votes | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary | 11,469,430 | 5.53% | 13,667,248 | 6.54% |
| | | | | · |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change(6) | Consideration Given in relation to change(7) | Class and number of securities affected | Person's votes affected |
|----------------|--|------------------------|--|---|----------------------------|
| | Refer to Annexure A | | | | |
| | - | | | Ī | |
| | | | - | | |

4. Present relevant interests

Particulars of each relevant interest of the subdantial holder invoting securities after the changeare as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as indder(8) | Nature of relevant interest(6) | Classand number of securities | Person's votes |
|-----------------------------|---------------------------------------|---|--------------------------------|-------------------------------------|----------------|
| Tribeca investment | Various custodian | Various clients of | | ordinary | 13,667,248 |
| Partners Pty Ltd | Nominee companies | Investment manager | | 13,667,248 | |

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| | - |
| | • |

6. Addresses

The addressesof persons named in this form are as follows:

| Name | Address | |
|-------------------------------------|--|-------|
| Tribeca Investment Partners Pty Ltd | Level 23, 1 O'Connell St SYDNEY NSW 2000 | · |
| | | |

Signature

print name

Kylie Osgood

capacity Company Secretary

sign here

Bond.

date 09/05/16

DIRECTIONS

- (f) If there are a number of subdantial holders with similar or related relevant interests (eg a coporation and its related coporations, or the manager and trustee of an equity trust), the names could be included in an annexue to the form. If the relevant interests of a group of persons are essionably similar, they may be referred to throughout the form as a specifically named group if the marrhership of each group, with the names and address as of members is collective and in paragraphs of the form
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 67 B(7) of the Corporations Act 2001
- (4) The voting shares of a company conditute one class unless divided into separate classes
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Includedetalisof.
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 67 to (4) applies, a copy of any document settling out the terms of any relevant agreement, and a statement by the personglying full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - anyqualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies)

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the subdantial holder or its associate in relation to the acquisitions, even if they even of paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg.) If the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that associations ince the last substantial holding notice.

Tribeca

Tribeca Investment Partners Pty Ltd

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| | | | | | T. | +61 2 9640 2600 |
| | _ | | | | | +61 2 9640 2640 ww.tribecalp.com.au |
| | Annexure A | | | | | V 64 080 430 100 AFSL 239070 |
| | | | | | | |
| | | Person whose relevant interest | Nature of | | | |
| | te of change | changed | Change | Concideration (| Nace and nur | nber of Securities |
| U Da | to or change | Changed | Change | Consideration | Jiass allu liui | iliper of Jecurities |
| 20 | 4/01/16 | Tribeca Investment Partners Pty Ltd | Sell | \$11,818.03 | ordinary | 19,917 |
| | | | Sell | \$6,190.61 | ordinary | 10,677 |
| | | · | Sell | \$1,044.66 | ordinary | 1,900 |
| | 29/02/16 | Tribeca Investment Partners Pty Ltd | Sell | \$12,097.12 | ordinary | 21,586 |
| | 1/03/16 | Tribeca Investment Partners Pty Ltd | Buy | \$6,993.23 | ordinary | 12,389 |
| | 16/03/16 | Tribeca Investment Partners Pty Ltd | Buy | \$17,040.73 | ordinary | 27,025 |
| | 17/03/16 | Tribeca Investment Partners Pty Ltd | Buy | \$61,418.44 | ordinary | 98,000 |
| GR | 21/03/16 | Tribeca Investment Partners Pty Ltd | Buy | \$23,787.06 | ordinary | 37,427 |
| $(\bigcup \bigcup)$ | 22/03/16 | Tribeca Investment Partners Pty Ltd | Buy | \$249,648.62 | ordinary | 386,530 |
| | 5/04/16 | Tribeca Investment Partners Pty Ltd | Buy | \$1,147.33 | ordinary | 1,767 |
| | | - | Buy | \$8,041.27 | ordinary | 12,433 |
| | | • | Buy | \$69,807.08 | ordinary | 110,800 |
| | | | Buy | \$3,369.71 | ordinary | 5,307 |
| | | | Buy | \$225,203.58 | ordinary | 353,728 |
| | | • | Sell | \$200,645.12 | ordinary | 313,508 |
| (C/Ω) | | | Buy | \$13,035.77 | ordinary | 20,000 |
| | 3/05/16 | Tribeca Investment Partners Pty Ltd | Buy | \$977,681.25 | ordinary | 1,500,000 |
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