

**EUREKA GROUP HOLDINGS LIMITED
ACN 097 241 159**

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY MEMORANDUM**

Date of Meeting: Wednesday 21 November 2018
Time of Meeting: 11:00am (Brisbane time)
Place of Meeting: The Brisbane Club
241 Adelaide Street
Brisbane QLD 4000

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Eureka Group Holdings Limited ACN 097 241 159 (**Company**) will be held at The Brisbane Club, 241 Adelaide Street, Brisbane QLD 4000 on Wednesday 21 November 2018 at 11:00am (Brisbane time).

ITEMS OF BUSINESS

ORDINARY BUSINESS

1. ANNUAL REPORT

To receive and consider the Company's Annual Report comprising the Directors' Report, Financial Statements and Auditor's Report for the financial year ended 30 June 2018.

Note: There is no requirement for Shareholders to approve these reports.

2. REMUNERATION REPORT

To consider and, if thought fit, pass the following as a non-binding ordinary Resolution in accordance with section 250R(2) of the Corporations Act:

"That the Remuneration Report (which forms part of the Directors' Report) of the Company for the year ended 30 June 2018 be adopted."

Note: This Resolution is advisory only and does not bind the Company. The Directors will consider the outcome of the vote, and any comments made by Shareholders about the Remuneration Report at the meeting, when reviewing the Company's remuneration policies. A voting exclusion statement applies to the Resolution for Item 2. Further details of this exclusion are set out in the accompanying Notes.

3. ELECTION OF MURRAY BOYTE AS A DIRECTOR

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

"That Mr Murray Boyte who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 13.2 of the Constitution and, being eligible, be elected as a Director."

Note: Information about the candidate appears in the accompanying Explanatory Memorandum.

4. ELECTION OF SUE RENKIN AS A DIRECTOR

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

"That Ms Sue Renkin who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 13.2 of the Constitution and, being eligible, be elected as a Director."

Note: Information about the candidate appears in the accompanying Explanatory Memorandum.

NOTICE OF ANNUAL GENERAL MEETING

5. RE-ELECTION OF LACHLAN MCINTOSH AS A DIRECTOR

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

“That Mr Lachlan McIntosh who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 16.1 of the Constitution and, being eligible, be re-elected as a Director.”

Note: Information about the candidate appears in the accompanying Explanatory Memorandum.

GENERAL BUSINESS

To transact any business that may be properly brought before the meeting.

For further information, please refer to the Explanatory Memorandum which forms part of this Notice of Meeting.

BY ORDER OF THE BOARD



Laura Fanning
Company Secretary

19 October 2018

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NOTES

These Notes and the accompanying Explanatory Memorandum form part of this Notice of Meeting.

Voting Exclusion Statements

- Item 2 The Corporations Act prohibits, and the Company will disregard, any votes being cast on this Resolution by or on behalf of a person who is a member of the key management personnel of the Company details of whose remuneration are included in the Remuneration Report or a closely related party of the key management personnel. However, such a person may cast a vote on this Resolution as a proxy for a person who is permitted to vote if:
- 1) the appointment of the proxy specifies the way the proxy is to vote on the Resolution; or
 - 2) the proxy is the chairperson of the meeting and the appointment of the chairperson as proxy does not specify the way the proxy is to vote and expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

Appointing a proxy

A Shareholder who is entitled to attend and vote at the meeting has the right to appoint a proxy to attend and vote at the Meeting on their behalf. There is a Proxy Form included with this Notice. A proxy need not be a member of the Company. A proxy may be an individual or a body corporate.

A Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If proportions or number are not specified, each proxy can exercise half the available votes. If you require a second Proxy Form please contact the Share Registry on 1300 554 474 or from overseas +61 2 8280 7454.

For an appointment of a proxy to be effective, the proxy's appointment (and, if the appointment is signed by an attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company by 11:00am (Brisbane time) on 19 November 2018.

A proxy can be appointed:

Online: Visit www.linkmarketservices.com.au using the holding details shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote.

Alternatively, please complete and sign the Proxy Form enclosed with this Notice of Meeting and return it by:

By fax: + 61 2 9287 0309

By hand: Link Market Services Limited
1A Homebush Bay Drive, Rhodes, NSW 2138; or
Level 12, 680 George Street, Sydney, NSW 2000

By mail: Link Market Services Limited
Locked Bag A14, Sydney South NSW 1235

A reply envelope is enclosed for the return of your Proxy Form.

Corporate Shareholders

Corporate Shareholders wishing to appoint a representative to attend the Meeting on their behalf must provide that person with a properly executed letter confirming that they are authorised to act as the company's representative. The authorisation may be effective either for this Meeting only or for all meetings of the Company.

NOTES

Eligibility to vote at the Meeting

The Company has determined, for the purposes of voting at the Meeting, that the Company's shares will be taken to be held by those persons recorded on the Company's register of Shareholders at 7:00pm (Sydney time) on 19 November 2018.

Registration

If you are attending the Meeting, please bring your personalised Proxy Form with you. If you do not bring your form, you will still be able to attend the Meeting, but upon registration, representatives from the Company will need to verify your identity.

How undirected proxies held by the Chairman of the Meeting will be voted

The Chairman of the Company will chair the Meeting and at the date of this Notice of Meeting, intends to vote all undirected proxies in favour of all of the Resolutions.

Unless amended, the Proxy Form expressly authorises the Chair to exercise undirected proxies in his/her discretion in relation to all Resolutions even where such Resolutions are connected directly or indirectly with financial benefits to be given and shares to be issued to entities associated with certain directors of the Company.

The Company encourages all Shareholders who submit proxies to direct their proxy how to vote on each Resolution.

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum is provided to Shareholders of the Company to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at The Brisbane Club, 241 Adelaide Street, Brisbane QLD 4000 on Wednesday 21 November 2018 at 11:00am (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

ITEM 1 – ANNUAL REPORT

The Company's Annual Report comprising the Directors' Report, Financial Statements and the Auditor's Report for the financial year ended 30 June 2018 were released to ASX on 31 August 2018.

The Company will take Shareholders' questions and comments about the management of the Company. The auditor of the Company will be available to take Shareholders' questions and comments about the conduct of the audit and the preparation and content of the auditor's report. The Annual Report will be laid before the meeting in accordance with the Corporations Act. No voting is required for this Item.

ITEM 2 – REMUNERATION REPORT

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding ordinary Resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The report:

- explains the Board's policy for determining the nature and amount of remuneration of Directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and other key management personnel; and
- details and explains any performance conditions applicable to the remuneration of the executive Directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. A vote on this Resolution is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution are, once again, against the adoption of the Remuneration Report, Shareholders will then vote to determine whether the Directors will need to stand for re-election. If more than 50% of the votes cast on this Resolution are in favour, a separate re-election meeting must be held within 90 days.

At the Company's last annual general meeting, the votes cast against the Remuneration Report represented less than 25% of the total votes cast.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of adopting the Remuneration Report.

EXPLANATORY MEMORANDUM

ITEMS 3-5 – ELECTION OF DIRECTORS

The ASX Listing Rules and the Company's Constitution prescribe a process by which Directors regularly retire from office. Retiring Directors may offer themselves for election or re-election.

ITEM 3 – ELECTION OF MURRAY BOYTE AS A DIRECTOR

In accordance with ASX Listing Rule 14.4 and clause 13.2 of the Constitution, Mr Murray Boyte, having been appointed by the Directors as an addition to the Board, retires at the conclusion of the Meeting, and being eligible, offers himself for election as a Director of the Company.

Mr Boyte was appointed to the Board on 24 November 2017 as a non-executive Director and Chair of the Board and has served as Executive Chairman since 30 April 2018.

Mr Boyte has a Bachelor of Commerce and Administration from Victoria University, Wellington, New Zealand. He is a member of the Institute of Directors New Zealand, the Australian Institute of Company Directors and Chartered Accountants Australia and New Zealand.

Mr Boyte has over 35 years' experience in merchant banking and finance and has held executive positions and Directorships in the transport, horticultural, financial services, investment, property, and health service industries. He was Chief Executive Officer of ASX listed Ariadne Australia Limited from 2002 to 2015.

Mr Boyte currently serves as a director of ASX listed National Tyre & Wheel Limited and NZX listed Abano Healthcare Group Limited.

Mr Boyte is a member of the Company's Audit & Risk Committee and Nomination & Remuneration Committee.

Directors' recommendation

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

ITEM 4 – ELECTION OF SUE RENKIN AS A DIRECTOR

In accordance with ASX Listing Rule 14.4 and clause 13.2 of the Constitution, Ms Sue Renkin, having been appointed by the Directors as an addition to the Board, retires at the conclusion of the Meeting, and being eligible, offers herself for election as a Director of the Company.

Ms Renkin was appointed to the Board on 24 November 2017 as a non-executive Director. Ms Renkin is the Chair of the Audit & Risk Committee.

She holds a Master of Business Administration from Monash University, a Graduate Diploma in Corporate Governance from UNE and attended Harvard Business School for a course on Competition and Strategy.

Ms Renkin has enjoyed almost thirty years as CEO for private hospitals, emergency services and not for profit entities. She now operates a portfolio career as a non-executive director, executive coach and mentor and is a past National Telstra Business Woman of the year.

She is the current chairman of Southern Metropolitan Cemeteries Trust, a director of GMHBA Limited, a member of the Global Leadership Board International Women's Forum, chairman of Monash Bio Medical Research Institute and a member of the GJK Facility Services Advisory Board.

Directors' recommendation

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

EXPLANATORY MEMORANDUM

ITEM 5 – RE-ELECTION OF LACHLAN MCINTOSH AS A DIRECTOR

In accordance with ASX Listing Rule 14.4 and clause 16.1 of the Constitution, Mr Lachlan McIntosh retires at the conclusion of the meeting and, being eligible, offers himself for re-election as a Director of the Company.

Mr McIntosh was first appointed to the Company's Board on 20 July 2009 and was last re-elected on 30 November 2016. Mr McIntosh is currently a non-executive Director and a member of the Nominations & Remuneration Committee and the Audit & Risk Committee.

Mr McIntosh holds a Bachelor of Commerce degree and is a Member of Chartered Accountants Australia and New Zealand.

He specialises in corporate finance and mergers and acquisitions. He has had substantial experience in the real estate and retirement accommodation industry along with significant experience in the franchising industries and mining services industries.

Mr McIntosh currently serves as a director of ASX listed Onterran Limited.

Directors' recommendation

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

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GLOSSARY

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

Annual General Meeting means the general meeting of the Company to be held on Wednesday 21 November 2018 pursuant to the Notice of Annual General Meeting;

ASX means ASX Limited ACN 008 624 691 or the securities exchange market operated by the ASX, as the context requires;

ASX Listing Rule means the official listing rules of the ASX;

Board or **Board of Directors** means the board of Directors of the Company;

Chairman means the chairman of the Company, who is currently Mr Murray Boyte;

Company means Eureka Group Holdings Limited ACN 097 241 159;

Constitution means the constitution of the Company, as amended from time to time;

Corporations Act means *Corporations Act 2001* (Cth);

Directors means the directors of the Company;

Explanatory Memorandum means the explanatory memorandum set out in the body of this document;

Notice of Annual General Meeting or **Notice** means the notice of Annual General Meeting set out in the body of this document;

Remuneration Report means the section of the Annual Report for the 2018 financial year that is included under section 300A(1) of the Corporations Act;

Resolution means a resolution set out in the Notice, to be passed by the requisite majority of Shareholders of the Company on a show of hands or by the requisite majority of votes given on a poll;

Share means a fully paid ordinary share in the issued capital of the Company and **Shares** means any two or more of them; and

Shareholder means a holder of a Share.



eureka
GROUP HOLDINGS

ABN 15 097 241 159

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Eureka Group Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEST) on Wednesday, 21 November 2018 at The Brisbane Club, 241 Adelaide Street, Brisbane QLD 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director - Murray Boyte	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Director - Sue Renkin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Director – Lachlan McIntosh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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STEP 1

STEP 2

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEST) on Monday, 19 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Eureka Group Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**