

ASX ANNOUNCEMENT

9 February 2024

Update on Proposed Takeover Offer

Eureka Group Holdings Limited (ASX: EGH) (Eureka) provides the following update in relation to proposed takeover offer announced by Aspen Group Limited (ASX: APZ) (Aspen).

On 23 January 2024, Aspen announced its intention to make an off-market takeover bid to acquire all of the fully paid ordinary shares in Eureka (the Proposed Bid).

At this stage, the Eureka Board has not received a formal offer or a Bidder's Statement from Aspen and as such, is not in a position to provide a recommendation in relation to the Proposed Bid. Aspen has indicated in its Proposed Bid that it will not be issuing a Bidder's Statement until after the financial accounts to December 2023 for both Eureka and Aspen have been released, which is expected to be in late February 2024.

The Eureka Board will examine the Bidder's Statement when it is issued by Aspen and then provide a detailed response and recommendation in writing to shareholders as part of the Target's Statement.

In the interim, based on its initial assessment of the Proposed Bid, the Eureka Board considers the current offer inadequate and that it undervalues Eureka, as the Implied Bid Price of 43.6 cents per Eureka share¹ represents either a discount or no meaningful premium over Eureka's share price at any time in the past 12 months.

The all-scrip Proposed Bid proposes a merger ratio of 0.26 Aspen securities per Eureka share, with the Implied Bid Price representing a 5.3% discount to Eureka's closing price of 46.0 cents per Eureka share as at 8 February 2024.

The Eureka Board advises shareholders to take NO ACTION until they receive information from the Board on its formal recommendation regarding the Proposed Bid.

The Eureka Board is committed to acting in the best interests of all shareholders, including engaging in discussions with Aspen. The Board notes that no contact was made by Aspen to Eureka prior to or since it announced to ASX its intended takeover bid.

The Eureka Board believes that the Company has an attractive future as the only listed pure play provider of affordable seniors' rental accommodation in Australia, with a resilient revenue stream underpinned by inflation-indexed Government payments, and it will continue to pursue opportunities that are aligned with Eureka's business model to deliver future earnings and net asset growth for all shareholders.

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

¹ Based on Aspen's last closing price of \$1.68 and Eureka's close of \$0.46 per share on 8 February 2024.

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For further information:

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