

via ASX Online

6 February 2025

Market Announcements Office
Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

**Off-market takeover bid by SEQ Hospitality Group Pty Ltd for Eumundi Group Limited (ASX:EBG)
– notice of withdrawal of takeover offer**

We act for SEQ Hospitality Group Pty Ltd ACN 681 115 471 (**SEQ**) in relation to its proposed acquisition of all of the ordinary shares in Eumundi Group Limited ACN 010 947 476 (ASX:EBG) (**Eumundi**) by way of scheme of arrangement between Eumundi and its shareholders (**Scheme**) and concurrent off-market takeover bid under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) (**Takeover Offer**).

SEQ has today obtained ASIC's consent to withdraw unaccepted offers under its Takeover Offer pursuant to section 652B of the Corporations Act. A formal notice under which SEQ withdraws its Takeover Offers, effective as at 5.00pm (AEST) today, is **enclosed**.

Yours sincerely

Clayton Utz

Contact **Jim Peterson, Legal Consultant**
+61 7 3292 7144
jpeterson@claytonutz.com
Mobile +61 407 739 677

Lisa Houston, Senior Associate
+61 7 3292 7114
lhouston@claytonutz.com
Mobile +61 432 946 864

Enc

Our ref 23562/23561/81041954

SEQ HOSPITALITY GROUP PTY LTD
ACN 681 115 471

To: Australian Securities and Investments Commission (**ASIC**)

ASX Limited (**ASX**)

Eumundi Group Limited ABN 30 010 947 476 (**Eumundi**)

NOTICE OF WITHDRAWAL OF TAKEOVER OFFER

We refer to the proposed acquisition by SEQ Hospitality Group Pty Ltd ACN 681 115 471 (**SEQ**) of all of the ordinary shares in Eumundi for \$1.62 cash per Eumundi Share by way of:

- a members' scheme of arrangement between Eumundi and its shareholders (**Scheme**); and
- a concurrent off-market takeover offer under Chapter 6 of the Corporations Act conditional on, amongst other things, the Scheme not being approved by Eumundi Shareholders or the Court (**Takeover Offer**), and contained in SEQ's bidder's statement dated 6 November 2024 (as supplemented by the first supplementary bidder's statement dated 6 December 2024 and the second supplementary bidder's statement dated 16 December 2024 and varied by the notice of variation dated 13 December 2024) (**Bidder's Statement**). Unless otherwise specified, terms defined in the Bidder's Statement have the same meaning in this notice.

On 31 January 2025, Eumundi Shareholders approved the Scheme at the scheme meeting. On 4 February 2025, the Federal Court of Australia made orders approving the Scheme. Accordingly, the Condition to the Takeover Offer in section 9.7(g) of the Bidder's Statement, being the Scheme not being approved by the requisite majority of Eumundi Shareholders or the Court, will not be satisfied.

In accordance with section 652B of the Corporations Act, ASIC has provided its consent for SEQ to withdraw all unaccepted offers under the Takeover Offer. As a condition of such consent, SEQ is required to provide this notice of withdrawal to ASX, Eumundi and ASIC.

Accordingly, SEQ hereby gives notice pursuant to section 625B of the Corporations Act and section 9.13 of the Bidder's Statement that it withdraws the Takeover Offer effective as at 5.00pm (AEST) on 6 February 2025.

Effect of withdrawal

In accordance with section 9.13 of the Offer Terms, all offers under the Takeover Offer which had been accepted at the time of withdrawal of the Takeover Offer are void. All unaccepted offers under the Takeover Offer are withdrawn in accordance with section 652B of the Corporations Act.

As the Scheme is now legally Effective, Eumundi Shareholders will have their Eumundi Shares acquired under the terms of the Scheme.

A copy of this notice was lodged with ASIC on 6 February 2025. Neither ASIC nor any of its officers takes any responsibility for the contents of this notice.

Dated 6 February 2025

Signed for and on behalf of
SEQ Hospitality Group Pty Ltd
by



Martin Ward
Director