

Domain

ASX ANNOUNCEMENT

Completion of Institutional Entitlement Offer

Sydney, 4 April 2022: Domain Holdings Australia Limited (ASX:DHG) (“**Domain**” or the “**Company**”) is pleased to announce the successful completion of the institutional component (“**Institutional Entitlement Offer**”) of its fully underwritten \$180 million, 1 for 12.33 accelerated non-renounceable pro-rata entitlement offer (the “**Entitlement Offer**” or “**Equity Raising**”) announced on Friday, 1 April 2022. The Equity Raising is being undertaken to acquire (through one of its subsidiaries) 100% of Realbase Pty Ltd (“**Realbase**”), a leading campaign management technology platform in the Australia and New Zealand region, for upfront cash consideration of A\$180 million plus contingent consideration of up to A\$50 million which may be payable for achievement of stretch financial performance targets.¹

The Institutional Entitlement Offer raised approximately \$162 million and was well supported by eligible institutional shareholders, with a take-up rate of approximately 96% including the participation of Domain’s largest shareholder, Nine Entertainment Co. Holdings Limited (“**Nine**”).

Shares not taken up by eligible institutional shareholders attracted strong demand from existing institutional investors, and were allocated in accordance with the arrangement disclosed in the investor presentation dated Friday, 1 April 2022.

The retail component of the Entitlement Offer, which has been fully sub-underwritten by Nine, will raise the balance of the Equity Raising of approximately A\$18 million (“**Retail Entitlement Offer**”).

Domain CEO Jason Pellegrino said “We are pleased by the strong support that our institutional shareholders have shown for the Equity Raising and for Domain’s acquisition of Realbase. We believe that the strong investor response is an endorsement for the transaction’s compelling strategic rationale.”

Commencement of the Retail Entitlement Offer

Eligible retail shareholders on the Record Date of Tuesday, 5 April 2022 at 7:00pm (Sydney time), will be invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as under the Institutional Entitlement Offer. The Retail Entitlement Offer, which will raise approximately A\$18 million, will open on 10:00am (Sydney time) on Friday, 8 April 2022 and close at 5.00pm (Sydney time) on Thursday, 28 April 2022 (“**Retail Offer Period**”). Eligible

¹ Contingent consideration of up to A\$50 million may be payable for achievement of stretch financial performance targets based on a mix of revenue and EBITDA metrics over a three-year period from FY24 to FY26. Domain may elect to pay the contingent consideration either in cash and / or scrip. Please see the Investor Presentation dated Friday, 1 April 2022 for more details.

retail shareholders can also elect to participate in a Retail Top-Up Facility on the terms described.

Further details about the Retail Entitlement Offer will be set out in a booklet (“**Retail Offer Booklet**”), which Domain will lodge with the ASX by Friday, 8 April 2022. The closing date for the receipt of Entitlement and Acceptance Forms and application payments is 5.00pm (Sydney time) on Thursday, 28 April 2022. The Retail Offer Booklet and accompanying Entitlement and Acceptance Form are expected to be despatched to eligible retail shareholders on Friday, 8 April 2022.

Equity Raising Timetable

The below timetable is indicative only and Domain reserves the right to amend any or all of these events, dates and times subject to the Corporations Act 2001 (Cth), ASX Listing Rules and other applicable laws.

Domain expects its trading halt to be lifted on Monday, 4 April 2022 and Domain shares to recommence trading from market open.

Event	Date
Announcement of results of Institutional Entitlement Offer	4 April 2022
Announcement of completion of Institutional Entitlement offer, trading halt lifted, existing shares recommence trading on an “ex-entitlement” basis	4 April 2022
Entitlement Offer record date (7:00pm, Sydney time)	5 April 2022
Retail Entitlement Offer information booklet lodged with ASX	8 April 2022
Retail Entitlement Offer opens	8 April 2022
Settlement of New Shares issued under the Institutional Entitlement Offer	11 April 2022
Allotment of New Shares issued under the Institutional Entitlement Offer	12 April 2022
Trading commences on a normal basis for New Shares issued under the Institutional Entitlement Offer	12 April 2022
Retail Entitlement Offer closes (5:00pm, Sydney time)	28 April 2022
Settlement of Retail Entitlement Offer	4 May 2022
Allotment of New Shares issued under the Retail Entitlement Offer	5 May 2022
Normal trading of New Shares issued under the Retail Entitlement Offer	6 May 2022
Despatch of holding statements in respect of New Shares issued under the Retail Entitlement Offer	9 May 2022

Additional information

Additional information regarding the Acquisition and the Entitlement Offer is contained in the investor presentation released to the ASX on Friday, 1 April 2022. The Retail Offer Booklet will be released separately and mailed to eligible retail shareholders.

The Acquisition and Entitlement Offer Investor Presentation contains important information that shareholders should consider, including information about the risk factors and the foreign selling restrictions with respect to the Entitlement Offer.

You should seek appropriate professional advice before making any investment decision. If you have any questions about the Retail Entitlement Offer, please contact the Domain Offer Information Line on 1300 363 917 (within Australia) or +61 1300 363 917 (outside Australia) between 8.30am and 5.00pm (Sydney time), Monday to Friday during the Retail Offer Period.

Blackpeak Capital acted as financial adviser and Ashurst as legal adviser to Domain in relation to the Acquisition.

ENDS

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