

# Domain Holdings Australia Limited

ACN 094 154 364

## Retail Entitlement Offer Information Booklet

Details of an underwritten 1 for 12.33 accelerated non-renounceable pro rata entitlement offer of fully paid ordinary shares in Domain Holdings Australia Limited (**Domain**) at an offer price of \$3.80 per New Share.

The equity raising is fully underwritten and Domain has obtained a commitment from its major shareholder Nine Entertainment Co. Holdings Limited (**NEC**) to participate in the offer for its full entitlement on certain conditions as explained in section 1.2.

The offer closes at 5:00 pm (Sydney time) on Thursday, 28 April 2022.

This is an important document which is accompanied by a personalised Entitlement and Acceptance Form. Both should be read in their entirety. This document is not a prospectus under the Corporations Act and has not been lodged with ASIC.

If you have any questions, you should seek advice from your stockbroker, accountant or other independent professional adviser, or call the Entitlement Offer Information Line on 1300 363 917 (from within Australia) or +61 1300 363 917 (from outside Australia) at any time between 8:30 am and 5:30 pm (Sydney time) on Monday to Friday during the Retail Entitlement Offer period.

***Not for distribution or release in the United States***

## IMPORTANT NOTICES

This Information Booklet should be read in its entirety (including the accompanying Entitlement and Acceptance Form) before you decide whether to participate in the Retail Entitlement Offer. In particular, the Investor Presentation details important factors and risks that could affect the financial and operating performance of Domain Holdings Australia Limited (ACN 094 154 364) (**Domain** or the **Company**). Please refer to the "Key risks" section of the Investor Presentation for details. When making an investment decision in connection with the Retail Entitlement Offer, it is essential that you consider these risk factors carefully in light of your individual personal circumstances, including financial and taxation issues.

### **NOT A PROSPECTUS, NOT INVESTMENT ADVICE OR FINANCIAL PRODUCT ADVICE**

The Entitlement Offer is being made without a prospectus in accordance with section 708AA of the Corporations Act as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73*. All references in this Information Booklet to the Corporations Act are references to the Corporations Act as modified by the ASIC Instruments.

The information in this Information Booklet is not a prospectus, product disclosure statement, disclosure document or other offering document under the Corporations Act (or any other law) and has not been lodged with ASIC.

This Information Booklet does not contain all the information which a prospective investor may require to make an informed decision in relation to the application for New Shares, nor does it contain all the information which would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Corporations Act (or any other law). It should be read in conjunction with Domain's other periodic statements and continuous disclosure announcements lodged with ASX.

It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. Domain is not licensed to provide financial product advice in respect of the New Shares. Neither ASIC nor ASX takes responsibility for the contents of this Information Booklet.

### **FUTURE PERFORMANCE**

This Information Booklet contains certain forward looking statements and comments about future events, including of Domain's expectations about the performance of its business and the effect of the proceeds raised under the Entitlement Offer on that business. Forward looking statements can generally be identified by the use of forward looking words such as, "anticipate", "believe", "expect", "project", "forecast", "estimate", "outlook", "upside", "likely", "intend", "should", "could", "may", "target", "guidance", "plan", and other similar expressions, and include, but are not limited to, statements regarding the outcome and effects of the Retail

Entitlement Offer. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements and include statements in this Information Booklet regarding the conduct and outcome of the Entitlement Offer and the use of proceeds.

You are cautioned not to place undue reliance on any forward looking statement. While due care and attention has been used in the preparation of forward looking statements, forward looking statements, opinions and estimates provided in this Information Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends which are based on interpretations of current market conditions. Forward looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance and may involve known and unknown risks, uncertainties and other factors, many of which are outside the control of Domain, its directors and management. A number of important factors could cause Domain's actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward looking statements, including the risk factors set out in the "Key risks" sections of the Investor Presentation. Actual results, performance or achievements may vary materially from any forward looking statements and the assumptions on which statements are based. Subject to any continuing obligations under applicable law or any relevant Listing Rules, Domain disclaims any intent or obligation to update any forward looking statements, whether as a result of new information, future events or results or otherwise.

### **PAST PERFORMANCE**

Investors should note that any reference to Domain's past performance in this Information Booklet is given for illustrative purposes only and cannot be relied upon as an indicator of (and provides no guarantee or guidance as to) Domain's future financial position, operating or financial performance, or share price performance. The historical information (including any pro forma historical financial information) is not represented as being indicative of Domain's views on its future financial condition and/or performance.

### **DISCLAIMER OF REPRESENTATIONS**

No person is authorised to give any information, or to make any representation, in connection with the Retail Entitlement Offer that is not contained in this Information Booklet. Any information or representation that is not in this Information Booklet may not be relied on as having been authorised by Domain, or its related bodies corporate, in connection with the Retail Entitlement Offer. Except as required by law, and only to the extent so required, none of Domain, or any other person, warrants or guarantees the future performance of Domain or any return on any

investment made in connection with this Information Booklet.

### FOREIGN JURISDICTIONS

This Information Booklet, including the ASX Offer Announcements reproduced in it and the Entitlement and Acceptance Form, do not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Retail Entitlement Offer, the New Shares or otherwise permit a public offering of the New Shares, in any jurisdiction outside of Australia unless otherwise specified.

The distribution of this Information Booklet (including an electronic copy) outside Australia may be restricted by law. In particular, this Information Booklet, any ASX Offer Announcements reproduced in it and the Entitlement and Acceptance Form may not be distributed in the United States or elsewhere outside Australia and New Zealand. If you come into possession of the information in this Information Booklet, you should observe such restrictions.

See section 4.8 for further information on foreign offer restrictions.

### UNITED STATES

None of the information in this Information Booklet or the accompanying Entitlement and Acceptance Form constitutes an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this Information Booklet (or any part of it), any accompanying ASX announcements, nor the accompanying Entitlement and Acceptance Form may be released or distributed, directly or indirectly, in the United States.

The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (**U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered, or sold, directly or indirectly, in the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States. In particular, the New Shares to be offered and sold in the Retail Entitlement Offer will only be offered and sold outside the United States in "offshore transactions", as defined in Rule 902(h) under the U.S. Securities Act in reliance on Regulation S under the U.S. Securities Act.

### UNDERWRITERS

The Underwriters have acted as lead managers and underwriters to the Entitlement Offer (including the Retail Entitlement Offer). Neither the Underwriters, nor any of their respective affiliates or related bodies corporate (as that term is defined in the Corporations Act), nor any of their respective directors, employees, officers, representatives, agents, partners, consultants, advisers or intermediaries (together the **Underwriter Parties**), nor the advisers to the Company or any

other person including clients named in this document, have authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this Information Booklet (or any other materials released by the Company) and, except to the extent expressly referred to in this Information Booklet, none of them makes or purports to make any statement in this Information Booklet and there is no statement in this Information Booklet which is based on any statement by any of them.

The Underwriter Parties take no responsibility for any part of this Information Booklet or any action taken by you on the basis of that information. To the maximum extent permitted by law, the Underwriters exclude and disclaim all liability (including, without limitation, any liability arising from fault or negligence on the part of any person) for any direct, indirect, consequential or contingent loss or damage whatsoever arising from the use of any part of this Information Booklet or otherwise arising in connection with it.

The Underwriter Parties make no recommendation as to whether you or your related parties should participate in the Retail Entitlement Offer nor do they make any representations or warranties, express or implied, to you concerning the Entitlement Offer or any such information, and, by returning your personalised Entitlement and Acceptance Form or otherwise paying for your New Shares through BPAY® in accordance with the instructions on your personalised Entitlement and Acceptance Form, you represent, warrant and agree that you have not relied on any statements made by the Underwriter Parties in relation to the New Shares or the Entitlement Offer generally and you further expressly disclaim that you are in a fiduciary relationship with any of them.

Each Underwriter is a full service financial institution engaged in various activities, which may include trading, financing, financial advisory, investment management, research, principal investment, hedging, market making, brokerage and other financial and non-financial activities including for which they have received or may receive customary fees and expenses.

Each Underwriter is acting for and providing services to the Company in relation to the Entitlement Offer and will not be acting for or providing services to Shareholders or potential investors. Each Underwriter has been engaged solely as an independent contractor and is acting solely in a contractual relationship on an arm's length basis with the Company. The engagement of the Underwriters is not intended to create any fiduciary obligations, agency or other relationship between the Underwriters and the Company, Shareholders or potential investors.

The Underwriters will receive fees and expenses for acting as lead managers and underwriters to the Entitlement Offer. The Underwriter Parties may, from time to time, hold interests in the securities of, or earn brokerage, fees or other benefits from the

Company and may in the future be lenders to the Company or its affiliates.

#### **TAXATION**

There will be tax implications associated with participating in the Retail Entitlement Offer and receiving New Shares. Section 5 of this Information Booklet provides a general summary of the Australian tax implications of the Retail Entitlement Offer for Eligible Retail Shareholders. This summary does not take account of the individual circumstances of particular Eligible Retail Shareholders and does not constitute tax advice. Accordingly, Eligible Retail Shareholders should seek specific advice applicable to their own particular circumstances from their own financial or tax advisers. Neither Domain, nor any of its officers, nor its taxation adviser, nor any other adviser to Domain, accepts any liability or responsibility in respect of any statement concerning the taxation consequences of the Retail Entitlement Offer.

#### **DEFINITIONS, TIME AND CURRENCY**

Defined terms used in this Information Booklet are contained in section 6. All references to time are to Sydney time, unless otherwise indicated.

All references to dollars (\$) or cents (¢) in this Information Booklet are to Australian currency unless otherwise indicated.

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- A ASX OFFER ANNOUNCEMENTS
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## CHAIRMAN'S LETTER

8 April 2022

**Dear Shareholder,**

On behalf of the directors of Domain Holdings Australia Limited (**Domain** or the **Company**), I am pleased to invite you to participate in a 1 for 12.33 accelerated pro rata non-renounceable entitlement offer of new fully paid ordinary shares in Domain (**New Shares**) at an offer price of \$3.80 (**Offer Price**) per New Share (**Entitlement Offer**).

On Friday, 1 April 2022, Domain announced its intention to raise up to A\$180 million through the Entitlement Offer to fund the acquisition by Domain (through one of its subsidiaries) of Realbase Pty Ltd, the largest real estate campaign management technology platform in Australia and New Zealand (**ANZ**). This marks a significant step forward in the evolution of Domain's Marketplace strategy. The acquisition is highly strategic, and meaningfully increases the scale and impact of Domain's Agent Solutions unit. Realbase currently provides services to agents on ~40% of all property transactions in ANZ, enabling agents to seamlessly construct, price, design, order and manage the campaign marketing products required to list and market a property, on-market or off-market. Our mission in Agent Solutions is to build on our track record of trusted partnerships to help agents build profitable and sustainable businesses, and deliver value at every stage of the property lifecycle. The acquisition strengthens Domain's position as the leading provider of a holistic end-to-end agent workflow.

### The Entitlement Offer

The Entitlement Offer will be conducted in two stages:

- an accelerated non-renounceable institutional entitlement offer of New Shares to eligible institutional shareholders (**Institutional Entitlement Offer**), which is already complete; and
- a non-renounceable retail entitlement offer of New Shares to eligible retail shareholders (**Retail Entitlement Offer**), which will be conducted in accordance with the Key Dates for the Entitlement Offer set out below.

This information booklet relates to the Retail Entitlement Offer (**Information Booklet**). Under the Retail Entitlement Offer, eligible retail shareholders are entitled to subscribe for 1 New Share for every 12.33 existing fully paid ordinary shares in Domain (**Shares**) held at 7:00 pm (Sydney time) on Tuesday, 5 April 2022 (**Record Date**), at the Offer Price of \$3.80 per New Share. This is the same price that was offered to institutional investors who participated in the Institutional Entitlement Offer.

The Offer Price represents:

- a 5.2% discount to the last traded price of Shares prior to announcement of the Entitlement Offer (A\$4.01 per Share); and
- a 4.9% discount to TERP, calculated by reference to the closing Share price on the trading day prior to announcement of the Entitlement Offer (\$3.99 per Share)\*.

Eligible retail shareholders who take up their Entitlement in full may also apply for additional New Shares in excess of their Entitlement (**Additional Shares**) on the following basis:

- the maximum number of Additional Shares that the eligible retail shareholder may apply for is the number representing 25% of their Entitlement;
- Additional Shares will only be available to the extent there is a shortfall in the number of Entitlements taken up by retail shareholders (and includes Entitlements that would have been available to ineligible retail shareholders if they were eligible retail shareholders);
- allocations of Additional Shares will be determined by, and may be scaled back by, Domain in its absolute discretion (in consultation with the Underwriters); and
- any Additional Shares will be issued at the Offer Price.

New Shares will be issued on a fully paid basis and will, from their date of issue, rank equally with existing Shares then on issue.

The Entitlement Offer is to be fully underwritten by Macquarie Capital (Australia) Limited ABN 79 123 199 548 and UBS Securities Australia Limited ACN 008 586 481 (each an **Underwriter** and together the

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\* TERP is the theoretical price at which Domain shares should trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equate to TERP. TERP is calculated by reference to Domain's closing price of \$4.01 on 31 March 2022.

**Underwriters**). A summary of the key terms of the underwriting agreement between Domain and the Underwriters is provided in Appendix C of the Investor Presentation. Domain's major shareholder, Nine Entertainment Co. Holdings Limited (**NEC**) has also agreed to sub-underwrite the Entitlement Offer.

### Use of proceeds

Domain (through its wholly owned subsidiary) has entered into a binding agreement to acquire all of the issued share capital of Realbase Pty Ltd ACN 645 511 422 (the **Acquisition**) for upfront cash consideration of A\$180 million (**Upfront Consideration**). Additional contingent consideration of up to A\$50 million may be payable for achievement of stretch financial performance targets.

The Entitlement Offer seeks to raise a total of approximately \$180 million in gross proceeds which will be used to fund the Upfront Consideration of the Acquisition.

Details about the use of proceeds from the Entitlement Offer and the Acquisition, as well as the conditions and risks associated with these, are provided in the Investor Presentation.

### Information Booklet

This Information Booklet is important and requires your immediate attention. It is accompanied by your personalised Entitlement and Acceptance Form (either online via <https://shareholders.domain.com.au/group/> or in hard copy) which contains details of your Entitlement as well as important information, including:

- **key dates** for the Entitlement Offer;
- instructions on **how to apply**, setting out how to accept all or part of your Entitlement in the Retail Entitlement Offer if you choose to do so; and
- the ASX Offer Announcements and Investor Presentation.

The Retail Entitlement Offer closes at 5:00 pm (Sydney time) on Thursday, 28 April 2022.

To participate, you need to ensure that you have completed your application by paying Application Monies in accordance with the instructions on the Entitlement and Acceptance Form, so that your payment is received by Domain by no later than 5:00 pm (Sydney time) on Thursday, 28 April 2022.

Should you require a replacement copy of the Information Booklet or Entitlement and Acceptance Form, these will be available for download on the Company's offer website at <https://shareholders.domain.com.au/group/>.

Please refer to the instructions in section 2 of this Information Booklet for further information.

### United States

Shareholders in the United States are not eligible to participate in the Retail Entitlement Offer. Similarly, shareholders (including custodians and nominees) who hold Shares (as defined below) on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the Retail Entitlement Offer on behalf of those persons.

### No Entitlements trading

Your Entitlement cannot be traded on ASX or any other exchange or privately transferred. If you do not take up some or all of your Entitlement, your rights will lapse. Please see section 1.7 for more information.

### Additional information

Further information on the Entitlement Offer is detailed in this Information Booklet. You should read the entirety of this Information Booklet carefully (including the "Key risks" sections of the Investor Presentation) before deciding whether to participate in the Entitlement Offer.

If you have any further questions, you should seek advice from your stockbroker, accountant or other independent professional adviser.

Further details about the Entitlement Offer can be found at <https://shareholders.domain.com.au/group/>.

On behalf of the board of directors of Domain, I thank you for your ongoing support.

Yours sincerely,



**Nick Falloon**

Chairman

Domain Holdings Australia Limited

## KEY DATES FOR THE ENTITLEMENT OFFER†

EVENT	TIME / DATE
Announcement of the Entitlement Offer and Institutional Entitlement Offer open	By 9.00am (AEDT) on Friday, 1 April 2022
Institutional Entitlement Offer closes	By 8.00pm (AEDT) on Friday, 1 April 2022
Announce results of the Institutional Entitlement Offer	By 9.00am on Monday, 4 April 2022
Trading in Domain shares resumes on ex-entitlement basis	By 9.00am on Monday, 4 April 2022
Record date for determining entitlement for the Entitlement Offer	7.00pm on Tuesday, 5 April 2022
Despatch of Information Booklet	By 9.00am on Friday, 8 April 2022
Retail Entitlement Offer opens	10.00am on Friday, 8 April 2022
Settlement of Institutional Entitlement Offer	Monday, 11 April 2022
Allotment and normal trading of New Shares issued under the Institutional Entitlement Offer	Tuesday, 12 April 2022
Retail Entitlement Offer closing date	5.00pm on Thursday, 28 April 2022
Results of Retail Entitlement Offer announced to ASX	Monday, 2 May 2022
Settlement of Retail Entitlement Offer	Wednesday 4 May 2022
Allotment of New Shares issued under the Retail Entitlement Offer	Before 12.00pm on Thursday, 5 May 2022
Normal trading of New Shares issued under the Retail Entitlement Offer	Friday, 6 May 2022
Despatch of holding statements	Monday, 9 May 2022

**Note:** The timetable above is indicative only and may be subject to change. All times and dates refer to Australian Eastern Standard Time (unless otherwise stated). Domain reserves the right to amend any or all of these dates and times without notice, subject to the Corporations Act, the Listing Rules and other applicable laws. In particular, Domain reserves the right to extend the closing date of the Retail Entitlement Offer, to accept late applications under the Offer (either generally or in particular cases) and to withdraw the Offer without prior notice. Any extension of the closing date will have a consequential effect on the issue date of New Shares.

The commencement of quotation of New Shares is subject to confirmation from ASX.

### Enquiries

If you have any questions, or would like a paper copy of this Information Booklet and your personalised Entitlement and Acceptance Form, you should seek advice from your stockbroker, accountant or other independent professional adviser, or call the Entitlement Offer Information Line on 1300 363 917 (from within Australia) or +61 1300 363 917 (from outside Australia) at any time between 8:30 am and 5:30 pm (Sydney time) on Monday to Friday during the Retail Entitlement Offer period. Further details on the Entitlement Offer can be found at <https://shareholders.domain.com.au/group/>.

† Ashurst note: timetable and dates throughout booklet to be updated once dates are confirmed.



## 1. OVERVIEW OF THE ENTITLEMENT OFFER

### 1.1 Entitlement Offer

The Entitlement Offer is an offer of approximately 47.4 million New Shares at the Offer Price of \$3.80 per New Share. Under the Entitlement Offer, all Eligible Institutional Shareholders and all Eligible Retail Shareholders are entitled to subscribe for 1 New Share for every 12.33 Shares held on the Record Date.

The Entitlement Offer is comprised of two parts, being:

- the **Institutional Entitlement Offer**: Eligible Institutional Shareholders were invited to take up their Entitlements. The Institutional Entitlement Offer closed on Friday, 1 April 2022; and
- the **Retail Entitlement Offer**: Eligible Retail Shareholders are now being invited to take up all or part of their Entitlements. The Retail Entitlement Offer closes at 5:00 pm (Sydney time) on Thursday, 28 April 2022.

The Entitlement Offer is non-renounceable, which means that Entitlements are personal to you and non-transferable and cannot be sold or traded on ASX or any other securities exchange, or assigned or otherwise dealt with.

New Shares issued under the Entitlement Offer will, from their date of issue, rank equally with existing Shares then on issue.

### 1.2 Underwriting

The Entitlement Offer is to be fully underwritten by the Underwriters. A summary of the key terms of the Underwriting Agreement and the commitment from NEC is provided in Appendix C and 1 (respectively) of the Investor Presentation.

Domain's major shareholder, NEC, has also agreed to sub-underwrite the Entitlement Offer up to the Sub-Underwriting Cap.

### 1.3 Who is eligible to participate in the Retail Entitlement Offer

Under the Retail Entitlement Offer, Eligible Retail Shareholders are being offered the opportunity to subscribe for 1 New Share for every 12.33 Shares held at the Record Date, at the Offer Price of \$3.80 per New Share.

**Eligible Retail Shareholders** are those Shareholders who:

- are registered as a holder of a Share at the Record Date;
- as at the Record Date, have a registered address in Australia or New Zealand as recorded on Domain's share register;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent they are holding Shares for the account or benefit of such person in the United States);
- the Underwriters have determined (in their absolute discretion) did not successfully receive an offer to participate in the Institutional Entitlement Offer; and
- are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus, product disclosure statement or offer document to be lodged or registered.

Determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Domain and the Underwriters. To the maximum extent permitted by law, each of Domain and the Underwriters disclaim any duty or liability (including for fault or negligence) in respect of that determination and the exercise or otherwise of that discretion.

### 1.4 What is your Entitlement

Your Entitlement is set out in your personalised Entitlement and Acceptance Form available on the offer website at <https://shareholders.domain.com.au/group/> and has been calculated as 1 New Share for every 12.33 Shares you held at the Record Date. If the result is not a whole number your Entitlement will be rounded up to the nearest whole number. If you have more than one registered

holding of Shares, you will receive more than one personalised payment reference number and you will have separate Entitlements for each separate holding.

**Note:** The Entitlement stated on your personalised Entitlement and Acceptance Form may be in excess of the actual Entitlement you may be permitted to take up; for example, you are not permitted to take up an Entitlement to the extent you are holding Shares for the account or benefit of a person in the United States (see definition of Eligible Retail Shareholders in section 1.3 of this Information Booklet).

### 1.5 **Additional Shares**

Eligible Retail Shareholders (other than Listing Rule 10.11 Persons) who take up their Entitlement in full may also apply for additional New Shares in excess of their Entitlement (**Additional Shares**) on the following basis (**Retail Top Up Facility**):

- The maximum number of Additional Shares that the Eligible Retail Shareholder may apply for is the number representing 25% of their Entitlement;
- Additional Shares will only be available to the extent there are Retail Shortfall Shares;
- Allocations of Additional Shares will be determined by, and may be scaled back by, Domain in its absolute discretion (in consultation with the Underwriters); and
- Any Additional Shares will be issued at the Offer Price.

There is no guarantee that there will be a sufficient number of Additional Shares for issue to Eligible Retail Shareholders who apply for them under the Retail Top Up Facility. Allocations of Additional Shares under the Retail Top Up Facility will be determined by Domain in its absolute discretion and any allotment of Additional Shares under the Retail Top Up Facility is not guaranteed. If Eligible Retail Shareholders apply for more Additional Shares than are available for issue, Domain will apply a scale back (again, in its absolute discretion, in consultation with the Underwriters). See further below.

Details on how to apply for Additional Shares are set out in section 2.2 of this Information Booklet.

Listing Rule 10.11 Persons are not permitted to apply for any Additional Shares.

### 1.6 **Scale-back policy**

Domain reserves the right to scale-back applications for Additional Shares in its absolute discretion.

In the event of a scale-back, Domain will refund to each Eligible Retail Shareholder to which the scale-back applies the difference between the Application Monies received by Domain in respect of their application, and the value of the amount of New Shares (including any Additional Shares) which are issued to the Eligible Retail Shareholder (calculated by reference to the Offer Price). No interest will be paid on any Application Monies received and returned.

### 1.7 **Can you trade your Entitlement?**

The Entitlement Offer is non-renounceable, which means that your Entitlement is personal to you, is non-transferable, and cannot be sold or traded on ASX (or any other securities exchange), or assigned or otherwise dealt with. If you do not take up your Entitlements by 5:00 pm (Sydney time) on Thursday, 28 April 2022, your Entitlement will lapse.

By allowing your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares you would have acquired had you taken up your Entitlement, and you will not receive any value for your Entitlement. Your percentage shareholding in Domain will also be diluted to the extent that New Shares are issued under the Entitlement Offer.

### 1.8 **Reconciliation**

The Entitlement Offer is a complex structure and in some instances Shareholders may believe that they will own more Shares in Domain than they actually do on the Record Date. This results in a need for reconciliation.

If reconciliation is required, it is possible that Domain may need to issue a small quantity of additional New Shares (**Top Up Shares**) to ensure all Eligible Shareholders receive their full Entitlement. Any Top Up Shares will be issued at the Offer Price.

## 1.9 **ASX quotation**

Subject to approval being granted, quotation of the New Shares issued under the Retail Entitlement Offer is expected to commence on Thursday, 5 May 2022 (on a normal settlement basis).

Holding statements will be despatched in accordance with the Listing Rules. It is the responsibility of each applicant to confirm their holding before trading in New Shares. Any applicant who sells New Shares before receiving confirmation of their holding in the form of a holding statement will do so at their own risk.

Domain and the Underwriters disclaim all liability (to the maximum extent permitted by law) to persons who trade New Shares (including Additional Shares) before receiving their holding statements, whether on the basis of confirmation of the allocation provided by Domain, the Underwriters, the Registry or otherwise.

## 1.10 **Ineligible Retail Shareholders**

All Shareholders who are not Eligible Retail Shareholders, Eligible Institutional Shareholders or Ineligible Institutional Shareholders are Ineligible Retail Shareholders. Ineligible Retail Shareholders will not be entitled to participate in the Retail Entitlement Offer.

Domain has determined that it would be unreasonable on this occasion to extend the Retail Entitlement Offer to Ineligible Retail Shareholders, having regard to:

- the number of Shares held by Ineligible Retail Shareholders in each applicable jurisdiction;
- the number and value of New Shares that Ineligible Retail Shareholders in each applicable jurisdiction would be offered; and
- the cost of complying with the legal and regulatory requirements which would apply to an offer of Shares to Ineligible Retail Shareholders in each of those places.

## 1.11 **Rights of Domain and the Underwriters**

### (a) **Adjusting Entitlements**

Domain reserves the right (in its absolute sole discretion) to reduce the number of New Shares allocated to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if their claims prove to be overstated or they fail to provide information to substantiate their claims.

### (b) **Acknowledgement**

By taking up or exercising an Entitlement, Eligible Shareholders irrevocably acknowledge and agree that Domain and the Underwriters may do anything contemplated by paragraph 1.11(a) above or otherwise in this Information Booklet. Shareholders also acknowledge that:

- there is no time limit on the ability of Domain and the Underwriters to require any of the actions set out above; and
- where Domain and the Underwriters exercise their right to correct a Shareholder's Entitlement, the Shareholder is treated as continuing to accept or not take up any remaining Entitlement (as the case may be).

## 2. **HOW TO APPLY**

### 2.1 **What you may do – choices available**

If you have any questions, you should seek advice from your stockbroker, accountant or other independent professional adviser. You should also read this Information Booklet in full, including the "Key risks" section of the Investor Presentation.

The number of New Shares to which Eligible Retail Shareholders are entitled is shown in your personalised Entitlement and Acceptance Form. If you are an Eligible Retail Shareholder, you may do any one of the following.

- (1) Take up all of your Entitlement (or take up all of your Entitlement and, provided you are not a Listing Rule 10.11 Person, also apply for Additional Shares) (see section 2.2 of this Information Booklet).

- (2) Take up part of your Entitlement and let the balance lapse (see section 2.3 of this Information Booklet).
- (3) Do nothing and let your Entitlement lapse (see section 2.4 of this Information Booklet).

You should bear in mind that if you do not take up all of your Entitlement, your percentage shareholding in Domain will be diluted.

## 2.2 **If you wish to take up all of your Entitlement (or take up all of your Entitlement and apply for Additional Shares)**

If you wish to take up **all** of your Entitlement (or, provided you are not a Listing Rule 10.11 Person, you wish to take up all of your Entitlement and apply for Additional Shares) you must make your payment by BPAY®<sup>†</sup> for the full amount payable (being the Offer Price multiplied by the number of New Shares, including any Additional Shares you are applying for under the Retail Top Up Facility, which must not exceed an aggregate total of 25% of your Entitlement) so that it is received by 5:00 pm (Sydney time) on Thursday, 28 April 2022.

By paying by BPAY®, you are not required to submit a personalised Entitlement and Acceptance Form but are taken to make the statements on that form.

Application Monies received by Domain in excess of the amount in respect of your Entitlement will be treated as an application to apply for as many Additional Shares as the amount of the excess will pay for in full (priced at the Offer Price) up to an amount equal to 25% of your Entitlement. If you apply (or are taken to apply) for an amount of Additional Shares in excess of the amount that is equal to 25% of your Entitlement, you will be taken to be applying only for the amount of Additional Shares that is equal to 25% of your Entitlement.

If you take up and pay for your Entitlement so that payment is received by 5:00 pm (Sydney time) on Thursday, 28 April 2022, you will be allotted your New Shares on Thursday, 5 May 2022. Domain's decision on the number of New Shares allotted to you will be final. If you have also applied and paid for Additional Shares (up to an amount which does not exceed 25% of your Entitlement), then, subject to Domain's absolute discretion (in consultation with the Underwriters) to scale back your application for Additional Shares (in whole or part), you will also be issued those Additional Shares on Thursday, 5 May 2022. Domain's decision on the number of Additional Shares allotted to you will be final.

Listing Rule 10.11 Persons are not permitted to apply for any Additional Shares.

## 2.3 **If you wish to take up part of your Entitlement**

If you wish to take up **part** of your Entitlement and reject the balance, you must make your payment by BPAY® for the full amount payable (being the Offer Price multiplied by the number of New Shares you are taking up – you will need to calculate this number yourself).

By paying by BPAY®, you are not required to submit a personalised Entitlement and Acceptance Form but are taken to make the statements set out in section 2.6 of this Information Booklet.

If you take up and pay for your Entitlement so that payment is received by 5:00 pm (Sydney time) on Thursday, 28 April 2022, you will be allotted your New Shares on Thursday, 5 May 2022. Domain's decision on the number of New Shares allotted to you will be final.

For the avoidance of doubt, if you choose to take up only part of your Entitlement, you will not be eligible to apply for any Additional Shares under the Retail Top Up Facility.

## 2.4 **If you do not wish to take up your Entitlement**

If you do not wish to take up all or any part of your Entitlement, do not take any further action and all or that part of your Entitlement will lapse. By allowing your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares you would have acquired had you taken up your Entitlement and you will not receive any value for your Entitlement. Your percentage shareholding in Domain will also be diluted to the extent that New Shares are issued under the Entitlement Offer.

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<sup>†</sup> BPAY® is a bill payment service. For further information, please see <http://www.bpay.com.au/>.

**Payment****(a) General**

The Offer Price of \$3.80 per New Share accepted is payable on acceptance of your Entitlement. Payment must be received by 5:00 pm (Sydney time) on Thursday, 28 April 2022.

Payment will only be accepted in Australian currency and must be (other than with the express consent of the Company) through the BPAY® facility according to the instructions set out in your personalised Entitlement and Acceptance Form and in this Information Booklet.

Cash, cheque, bank draft and money order payments will not be accepted. Receipts for payment will not be issued.

Application Monies received from Eligible Retail Shareholders will be held by Domain on trust for applicants until the New Shares are allotted.

Domain reserves the right to cancel the Entitlement Offer at any time prior to the allotment of New Shares under the Institutional Entitlement Offer. If the Entitlement Offer is cancelled, all Application Monies will be refunded without interest. To the fullest extent permitted by law, each Eligible Retail Shareholder agrees that any Application Monies paid by them to Domain will not entitle them to any interest against Domain, and that any interest earned in respect of Application Monies will belong to Domain. This will be the case, whether or not all or none (if the Entitlement Offer is withdrawn) of the New Shares applied for by a person are issued to that person.

Domain will treat you as applying for as many New Shares as your payment will pay for in full, up to your Entitlement.

In addition, provided you are not a Listing Rule 10.11 Person, any Application Monies received for more than your final allocation of New Shares will be treated as an application to apply for as many Additional Shares as that excess amount will pay for, in full, priced at the Offer Price (up to an amount equal to 25% of your Entitlement). If you apply (or are taken to apply) for an amount of Additional Shares in excess of the amount that is equal to 25% of your Entitlement, you will be taken to be applying only for the amount of Additional Shares that is equal to 25% of your Entitlement. Any Application Monies (greater than \$2.00) received in excess of both your full Entitlement and any Additional Shares for which you would have been entitled to apply will be refunded as soon as practicable after the close of the Retail Entitlement Offer. No interest will be paid on any Application Monies received or refunded.

**(b) Payment by BPAY®**

For payment by BPAY®, please follow the instructions on the offer website at <https://shareholders.domain.com.au/group/> and your personalised Entitlement details (which includes the Biller Code and your unique Customer Reference Number). You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

If you are paying by BPAY®, please make sure to use the specific Biller Code and unique Customer Reference Number provided to you on the offer website. If you have multiple holdings and receive more than one payment reference number, when taking up your Entitlement in respect of one of those holdings, please only use the Customer Reference Number specific to the Entitlement. If you do not use the correct Customer Reference Number specific to that holding, your application will not be recognised as valid. If you inadvertently use the same Customer Reference Number for more than one of your Entitlements, you will be deemed to have applied for only your Entitlement (including any Additional Shares) to which that Customer Reference Number applies, and any excess amount will be refunded.

Please bear in mind that, by paying through BPAY®:

- you do not need to submit a personalised Entitlement and Acceptance Form, but are taken to have made the statements set out in section 2.6 of this Information Booklet; and
- if you pay for less than your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

It is your responsibility to ensure that your BPAY® payment is received by the Registry by no later than 5:00 pm (Sydney time) on Thursday, 28 April 2022.

You should be aware that your Australian financial institution branch may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment.

If you are unable to pay via BPAY®, please contact the Registry at the relevant contact numbers set out in the Corporate Directory of this Information Booklet.

## 2.6

### **Payment and application is binding**

A payment made through BPAY® (or otherwise applying to participate in the Retail Entitlement Offer) constitutes a binding offer to acquire New Shares (including any Additional Shares) on the terms and conditions set out in this Information Booklet and, once paid, cannot be withdrawn.

By making a payment by BPAY®, or otherwise applying to participate in the Entitlement Offer, you:

(a) declare that:

- (i) all details and statements made in the personalised Entitlement and Acceptance Form are complete and accurate;
- (ii) you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Retail Entitlement Offer and your personalised Entitlement and Acceptance Form; and
- (iii) you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;

(b) acknowledge that:

- (i) once Domain receives your payment, you may not withdraw it except as allowed by law;
- (ii) you have read and understood this Information Booklet and the personalised Entitlement and Acceptance Form;
- (iii) the information contained in this Information Booklet is not investment advice or a recommendation that the New Shares are suitable for you, given your investment objectives, financial circumstances or particular needs;
- (iv) this Information Booklet is not a prospectus, product disclosure statement or offer document, does not contain all of the information you may require in order to assess an investment in Domain and is given in the context of Domain's past and ongoing continuous disclosure announcements to ASX;
- (v) determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Domain and the Underwriters;
- (vi) to the maximum extent permitted by law, each of Domain, the Underwriters and their respective directors, employees, officers, representatives, agents, partners, consultants, advisers or intermediaries disclaim any duty or liability (including for fault or negligence) in respect of that determination and the exercise or otherwise of that discretion; and
- (vii) neither Domain, the Underwriters nor any of their respective directors, employees, officers, representatives, agents, partners, consultants, advisers or intermediaries guarantee the performance of the New Shares or the performance of Domain nor do they guarantee the repayment of capital from Domain;

(c) agree to:

- (i) apply for, and be issued with up to, the number of New Shares (including Additional Shares) that you apply for at the Offer Price of \$3.80 per New Share; and

- (ii) be bound by the terms of this Information Booklet and the provisions of Domain's constitution;
- (d) authorise Domain to:
- (i) register you as the holder of any New Shares you are allotted and authorise Domain, each of the Underwriters and each of their respective officers or agents to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instruction of the Registry by using the contact details set out in the personalised Entitlement and Acceptance Form; and
  - (ii) correct any errors in your personalised Entitlement and Acceptance Form or other form provided to you;
- (e) represent and warrant that:
- (i) the law of any place does not prohibit you from:
    - (A) being given this Information Booklet (or a personalised Entitlement and Acceptance Form);
    - (B) accessing the offer website at <https://shareholders.domain.com.au/group/>; or
    - (C) making an application for New Shares (including, to avoid any doubt, making an application for any Additional Shares);
  - (ii) you are an Eligible Retail Shareholder; and
  - (iii) if you have applied for any Additional Shares, you are not a Listing Rule 10.11 Person.

By making a payment by BPAY® or otherwise applying to participate in the Retail Entitlement Offer you will also be treated as:

- (f) having represented and warranted that you are not engaged in the business of distributing securities;
- (g) acknowledging on your own behalf and on behalf of each person on whose account you are acting that:
  - (i) you are not in the United States and you are not acting for the account or benefit of a person in the United States;
  - (ii) the New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States and that the New Shares may not be offered or sold, directly or indirectly, in the United States, or to persons acting for the account or benefit of persons in the United States (to the extent such persons are acting for the account or benefit of a person in the United States);
  - (iii) the New Shares in the Retail Entitlement Offer will only be offered and sold outside the United States in "offshore transactions", as defined and in compliance with Regulation S under the U.S. Securities Act;
  - (iv) if in the future you decide to sell or otherwise transfer any New Shares, you will only do so in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, including in standard brokered transactions on the ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States;
  - (v) you have not and will not send this Information Booklet, the Entitlement and Acceptance Form or any other materials relating to the Retail Entitlement Offer to any person in the United States or any other country outside Australia or New Zealand; and
  - (vi) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are applying for New Shares is:
    - (A) resident in Australia or New Zealand; and

- (B) is not in the United States and is not acting for the account or benefit of a person in the United States.

### 3. EFFECT OF THE OFFER ON DOMAIN

#### 3.1 Pre-commitment and sub-underwriting by Nine Entertainment Co. Holdings Limited (NEC)

Domain's largest shareholder, NEC, (through its subsidiaries) currently a holder of 59.03% of Domain shares has committed that it will participate in the Entitlement Offer for its full Entitlement of New Shares.

NEC has also agreed to sub-underwrite the Institutional Entitlement Offer and the Retail Entitlement Offer up to 18,949,476 New Shares, being the number of New Shares in which NEC will be permitted to acquire a relevant interest under item 9 of section 611 of the Corporations Act (**Sub-Underwriting Cap**) as at completion of the Entitlement Offer. If there is sufficient shortfall to require New Shares up to the Sub-Underwriting Cap to be acquired by NEC under its sub-underwriting commitment, NEC's total shareholding on completion of the Entitlement Offer will increase from approximately 59.03% to 62.03%.

This requires that NEC subscribe under its sub-underwriting for that number of New Shares equal to the Sub-Underwriting Cap at that time available:

- any shortfall remaining under the institutional tranche after participation on a pro-rata basis by other institutional investors in any shortfall (excluding from that participation a proportion of the shortfall equal to NEC's shareholding proportion); and
- any shortfall remaining under the retail tranche (after taking into account any shortfall shares allocated to participants in a retail 'top-up' facility (**Retail Top-Up Facility**)) as a 'first in line' sub-underwriter.

Nine will not be entitled to receive a fee from the Underwriters for its sub-underwriting commitment.

The expected impact of the Entitlement Offer on NEC's voting power in Domain is as follows in the table below. In the table below the "take-up" figures under the Institutional Entitlement Offer are:

- exclusive of NEC's take up of its pro-rata entitlement (which is assumed to be subscribed by NEC in full in accordance with its binding commitment);
- inclusive of Entitlements taken up by Eligible Shareholders and participation by other institutional investors in any shortfall; and
- inclusive of any take up under the Retail Top-Up Facility. The table below also assumes that the Underwriting Agreement is not terminated.

	Institutional Offer (0% take-up)	Institutional Offer (25% take-up)	Institutional Offer (50% take-up)	Institutional Offer (75% take-up)	Institutional Offer (100% take-up)
Retail Offer (0% take-up)	62.03%	61.53%	60.95%	60.37%	59.78%
Retail Offer (25% take-up)	61.92%	61.34%	60.76%	60.18%	59.60%
Retail Offer (50% take-up)	61.73%	61.15%	60.57%	59.99%	59.41%



Retail Offer (75% take-up)	61.55%	60.96%	60.38%	59.80%	59.22%
Retail Offer (100% take-up)	61.36%	60.78%	60.20%	59.62%	59.03%

Accordingly, following completion of the Entitlement Offer and on the assumption that the Underwriting Agreement is not terminated, NEC's voting power in the Company will be no less than its current voting power of 59.03% and will not exceed 62.03%.

Although the issue of New Shares which are not taken up by Eligible Shareholders under the Entitlement Offer (with the exception of NEC), and which are underwritten by the Underwriters, may increase the voting power in Domain of the Underwriters (or eligible institutional investors who may be allocated New Shares via the bookbuild process to be conducted by the Underwriters or any additional sub-underwriters appointed by the Underwriters), it is not expected to have any material effect on the control of Domain.

Accordingly the Entitlement Offer is not expected to have any material effect or consequence on the control of Domain.

Please see the cleansing statement given by Domain to ASX under section 708AA(2)(f) of the Corporations Act on 1 April 2022 for more details on the control implications of NEC's pre-commitment and sub-underwriting arrangements.

If the Underwriting Agreement is terminated then Domain may determine to proceed with the Entitlement Offer or may determine to withdraw the Entitlement Offer. If the Underwriting Agreement is terminated and Domain determines to proceed with the Entitlement Offer then NEC would be able to elect to not proceed with its pre-commitment to take up its Entitlements in full. NEC may determine to proceed in full or in part for its Entitlements in that circumstance. NEC's sub-underwriting commitment would cease upon termination of the Underwriting Agreement.

If in any circumstances it is necessary for a person to rely on item 10A of section 611 of the Corporations Act as modified then the terms of the Offer are taken to include the requirements of item 10A(c) of section 611 of the Corporations Act.

#### 4. **IMPORTANT INFORMATION**

##### 4.1 **Responsibility for Information Booklet**

This Information Booklet (including the ASX Offer Announcements and any personalised Entitlement and Acceptance Form) has been prepared by Domain. This Information Booklet is dated 8 April 2022 (other than the ASX Offer Announcements, which were released to the ASX and published on the ASX website on the date shown on them). Statements made in this Information Booklet are made only as at the date of this Information Booklet. The information in this Information Booklet remains subject to change without notice.

No party other than Domain has authorised or caused the issue of this Information Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Information Booklet.

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Information Booklet. Any information or representation that is not in this Information Booklet may not be relied on as having been authorised by Domain, or its related bodies corporate in connection with the Entitlement Offer.

##### 4.2 **Status of Information Booklet**

The Retail Entitlement Offer is being made pursuant to provisions of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations

(Disregarding Technical Relief) Instrument 2016/73) which allow rights issues to be conducted without a prospectus.

Neither this Information Booklet nor the Entitlement and Acceptance Form is required to be lodged or registered with ASIC. This Information Booklet is not a prospectus under the Corporations Act and no prospectus for the Entitlement Offer will be prepared or issued. These documents do not contain, or purport to contain, all of the information that a prospective investor may require in evaluating an investment in Domain. They do not contain all the information which would be required to be disclosed in a prospectus.

As a result, it is important for Eligible Retail Shareholders to carefully read and understand the information on Domain and the Entitlement Offer made publicly available, prior to accepting all or part of their Entitlement. In particular, please refer to this Information Booklet, the Investor Presentation and other announcements made available at <http://www.asx.com.au/>.

This Information Booklet does not contain financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. Domain is not licensed to provide financial product advice in respect of the New Shares. Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If, after reading the Information Booklet including the Investor Presentation (in particular, the "Key risks" section), you have any questions about the Entitlement Offer, you should contact your stockbroker, accountant or other independent professional adviser.

#### 4.3 **Information Booklet availability**

Eligible Retail Shareholders in Australia and New Zealand can obtain a copy of this Information Booklet (along with their personalised Entitlement and Acceptance Form) on the Company's offer website at <https://shareholders.domain.com.au/group/>. You will need to provide your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**), Surname/Company and postcode to access the online application system.

In addition, Eligible Retail Shareholders in Australia and New Zealand can obtain a copy of this Information Booklet during the period of the Entitlement Offer by accessing the ASX website or accessing the Domain website at <https://shareholders.domain.com.au/group/>. The electronic version of this Information Booklet on the ASX website and the Domain website will not include a personalised Entitlement and Acceptance Form.

Persons who access the electronic version of this Information Booklet should ensure that they download and read the entire Information Booklet.

This Information Booklet (including the accompanying personalised Entitlement and Acceptance Form) may not be released or distributed to, or relied upon by, persons in the United States or persons that are acting for the account or benefit of a person in the United States.

#### 4.4 **Notice to nominees and custodians**

If Domain believes you hold Shares as a nominee or custodian you will have received, or will shortly receive, a letter in respect of the Entitlement Offer from Domain.

Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to Eligible Institutional Shareholders who were invited to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not) and Ineligible Institutional Shareholders.

Persons acting as custodians and/or nominees must not take up Entitlements or apply for New Shares on behalf of, and must not send the Information Booklet or any other document relating to the Retail Entitlement Offer (including providing access to, or details of, the offer website) to, any person that is in the United States or elsewhere outside Australia and New Zealand.

Domain does not undertake to determine whether or not any registered holder is acting as a nominee or custodian or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee or custodian for a foreign person, that holder, in dealing with its beneficiary, will need to assess, taking into account guidance deemed provided in this Information Booklet, whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with the terms of the Retail Entitlement Offer and all applicable foreign laws.

#### 4.5 **No cooling off**

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been made.

#### 4.6 **Privacy Statement**

If you complete an application for New Shares, you will be providing personal information to Domain (directly or through the Registry). Domain collects, holds and will use that information in accordance with its Privacy Policy (available online at [domain.com.au](http://domain.com.au)) for purposes including assessment of your application, servicing your needs as a Shareholder and facilitating distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Registry and for other purposes permitted under Domain's Privacy Policy.

You can access, correct and update the personal information that is held about you. If you wish to do so, please contact the Registry at the relevant contact numbers set out in the Corporate Directory of this Information Booklet.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if the information required on the Entitlement and Acceptance Form is not provided, Domain may not be able to accept or process your application.

#### 4.7 **Governing Law**

This Information Booklet, the Entitlement Offer and the contracts formed on acceptance of the Entitlement Offers pursuant to the personalised Entitlement and Acceptance Forms (whether online or hard copy) are governed by the laws applicable in New South Wales, Australia. Each applicant for New Shares submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

#### 4.8 **Foreign offer restrictions**

This Information Booklet has been prepared to comply with the requirements of the securities laws of Australia.

This Information Booklet does not constitute an offer in any other jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Entitlement Offer, the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia and New Zealand. Distribution of this Information Booklet outside Australia and New Zealand may be restricted by the securities laws of other jurisdictions. Any non-compliance with these restrictions may contravene applicable securities laws. See the "Foreign selling restrictions" section of the Investor Presentation for more information.

##### **(a) New Zealand**

This Information Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;

- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

## **(b) United States**

This Information Booklet does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which, or to any person to whom, such an offer would be illegal. None of this Information Booklet, any accompanying ASX announcements, the Investor Presentation reproduced in it, or the Entitlement and Acceptance Form may be distributed or released in the United States.

The New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States. In particular, the New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold outside the United States in "offshore transactions" as defined in Rule 902(h) in reliance on Regulation S under the U.S. Securities Act.

## **4.9 Underwriting**

The Entitlement Offer is lead managed and underwritten by the Underwriters pursuant to an underwriting agreement dated 1 April 2022 (**Underwriting Agreement**).

A summary of the key terms of the Underwriting Agreement is provided in Appendix C of the Investor Presentation.

The Underwriting Agreement contains certain customary:

- conditions precedent (that must be satisfied or waived before the Underwriters are obliged under the Underwriting Agreement to, among other things, underwrite the Retail Entitlement Offer); and
- representations, warranties and indemnities in favour of the Underwriters.

The Underwriting Agreement is subject to generally customary termination events (a summary of these are included in the summary in Annexure C of the Investor Presentation). If the Underwriting Agreement is terminated then Domain may determine to proceed with the Entitlement Offer or may determine to withdraw the Entitlement Offer. If the Underwriting Agreement is terminated and Domain determines to proceed with the Entitlement Offer then NEC would be able to elect to not proceed with its pre-commitment to take up its Entitlements in full. NEC may determine to proceed in full or in part for its Entitlements in that circumstance. NEC's sub-underwriting commitment would cease upon termination of the Underwriting Agreement.

The Underwriters reserve the right, at any time, to appoint sub-underwriters in respect of any part of the Entitlement Offer. As set out in section 3 of this Information Booklet, NEC has entered into a Sub-Underwriting Agreement with the Underwriters, under which it has agreed to sub-underwrite the Entitlement Offer up to the Sub-Underwriting Cap. Further details of this sub-underwriting arrangement are included in the Appendix 3B lodged with ASX on Friday, 1 April 2022.

The Underwriters are entitled to be paid fees and expenses under the Underwriting Agreement, and receive certain indemnities. Any sub-underwriters appointed by the Underwriters may be paid a fee determined by negotiation with the relevant sub-underwriter. Any sub-underwriter's fees in respect of the Entitlement Offer would be paid by the Underwriters.

## **4.10 Disclaimer of representations**

Except as required by law, and only to the extent so required, none of Domain or any other person, warrants or guarantees the future performance of Domain or any return on any investment made pursuant to this Information Booklet.

## **5. AUSTRALIAN TAXATION CONSIDERATIONS**

Set out below is a general summary (**Summary**) of the key Australian tax implications of the Retail Entitlement Offer for Eligible Retail Shareholders who:

- are residents of Australia for Australian income tax purposes;
- hold their Shares and will hold their New Shares and Entitlements on capital account for Australian tax purposes; and
- acquired (or are taken to have acquired) their existing Shares on or after 20 September 1985.

The Summary does not apply to Eligible Retail Shareholders who:

- (a) are not residents of Australia for Australian income tax purposes;
- (b) hold their Shares or will hold their New Shares as revenue assets or trading stock, such as banks, insurance companies and taxpayers carrying on a business of share trading;
- (c) have acquired their Shares or will acquire their New Shares for the purposes of resale at a profit;
- (d) are subject to the Taxation of Financial Arrangements rules in Division 230 of the *Income Tax Assessment Act 1997* (Cth) in respect of their Shares, New Shares or Entitlements;
- (e) are subject to special tax rules, such as entities that are exempt from Australian income tax, partnerships, insurance companies or trusts that are subject to special taxation regimes (such as "attribution managed investment trusts" and trusts that are taxed as companies); or
- (f) acquired their Shares or will hold their New Shares or Entitlements under an arrangement that constitutes an 'employee share scheme' for Australian tax purposes.

The Summary is intended as a general guide only and is not an authoritative or exhaustive statement of all potential tax implications for each Eligible Retail Shareholder.

The Summary is not advice and should not be relied on as such. It also does not take account of any individual circumstances of any particular Eligible Retail Shareholder. Taxation is a complex area of law and the taxation consequences for each Eligible Retail Shareholder may differ depending on their own particular circumstances. Accordingly, Eligible Retail Shareholders should seek specific advice applicable to their own particular circumstances from their own financial or tax advisers. Neither Domain, nor any of its officers, nor its taxation adviser, nor any other adviser to Domain, accepts any liability or responsibility in respect of any statement concerning the taxation consequences of the Retail Entitlement Offer.

The Summary is based on the law in effect and administrative practice as at the date of this Information Booklet. Future changes in Australian taxation law, including changes in interpretation or application of the law by the courts or taxation authorities in Australia, may affect the taxation treatment of the Retail Entitlement Offer and an investment in the New Shares or the holding and disposal of the New Shares. The Summary does not address the taxation implications of the Retail Entitlement Offer under the laws of any jurisdiction other than the laws of Australia.

## 5.1 **Issue of Entitlements**

The issue of the Entitlements should not of itself result in any amount being included in the assessable income of an Eligible Retail Shareholder.

## 5.2 **Exercise of Entitlements and applying for Additional Shares**

If you exercise all or part of your Entitlements and, to the extent relevant, apply for Additional Shares, you will be allocated New Shares. In this case:

- (a) the Entitlement will cease to exist and a capital gains tax (**CGT**) event will occur, but any capital gain or loss made on the exercise of the Entitlement should be disregarded for CGT purposes;
- (b) the New Shares (other than any Additional Shares) acquired as a result of exercising the Entitlement should be treated for CGT purposes as having been acquired on the day on which the Entitlement is exercised;

- (c) the Additional Shares (if any) acquired as a result of applying for Additional Shares should be treated for CGT purposes as having been acquired on the day on which the Additional Shares are issued or allotted; and
- (d) the cost base (and reduced cost base) of the New Shares for CGT purposes should include the Offer Price payable by you for those New Shares plus certain non-deductible incidental costs you incur in acquiring them (if any).

### 5.3 **Entitlements not exercised**

If you do not exercise all or some of your Entitlements, those Entitlements will lapse and you will not receive any consideration for the lapsed Entitlements. The lapsing of your Entitlements for no consideration should not have any tax implications.

### 5.4 **New Shares**

If you exercise all or some of your Entitlements, and, to the extent relevant, apply for Additional Shares, you will acquire New Shares. Any future dividends or other distributions made in respect of those New Shares should generally be subject to the same taxation treatment as dividends or other distributions made in respect of Shares held in the same circumstances.

On any future disposal of New Shares, you may make a capital gain or capital loss. Broadly, you will make a capital gain, on disposal where the capital proceeds of that disposal are more than the cost base, and you will make a capital loss where those capital proceeds are less than the reduced cost base of those shares.

Any capital gain arising to Eligible Retail Shareholders who are individuals or trusts (other than trusts that are complying superannuation funds) can generally be reduced by 50% (after first offsetting any current year or prior year capital losses) if the New Shares are held for at least 12 months between the date the New Shares are treated as having been acquired (as outlined in section 5.2 above) and the date of disposal for CGT purposes. Taxation of trusts and their beneficiaries is a complex area of the taxation law and trustees should seek specific advice in relation to the tax consequences arising to them (and their beneficiaries) of any capital gains of the trust.

For Eligible Retail Shareholders that are complying superannuation funds, any capital gain can generally be reduced by one-third (after first offsetting any current year or prior year capital losses) if the New Shares are held for at least 12 months between the date the New Shares are treated as having been acquired (as outlined in section 4.2 above) and the date of disposal for CGT purposes.

The CGT discount is not available to Eligible Shareholders that are companies.

A capital loss made by an Eligible Shareholder can only be used to offset a capital gain made in the same or later income year (subject to satisfying any applicable loss utilisation tests). A capital loss cannot be used to offset other income nor can it be carried back to offset capital gains of earlier income years.

### 5.5 **Provision of Tax File Number or Australian Business Number**

If an Eligible Retail Shareholder has quoted their Australian business number (**ABN**), tax file number (**TFN**) or an exemption from quoting their TFN in respect of an existing Share, this quotation or exemption will also apply in respect of any New Shares acquired by that Eligible Retail Shareholder.

While you are not required to quote your TFN, tax may be required to be deducted by Domain from any distributions at the highest marginal tax rate if an ABN or TFN has not been quoted, or an appropriate TFN exemption has not been provided.

### 5.6 **GST**

No liability to GST should arise for Eligible Retail Shareholders in respect of the issue, exercise or lapse of their Entitlement or the acquisition of New Shares and Additional Shares pursuant to the Retail Entitlement Offer. If an Eligible Retail Shareholder incurs GST on acquisitions (e.g. GST on legal, financial or tax advice), to the extent that the acquisition relates to the exercise of the Entitlement or the acquisition of New Shares and Additional Shares, they may not be entitled to claim

input tax credits or only entitled to reduced input tax credits in relation to that GST. Eligible Retail Shareholders should seek independent tax advice in relation to their individual circumstances.

#### 5.7 **Stamp duty**

No stamp duty should be payable by Eligible Retail Shareholders in respect of the issue, exercise or lapse of their Entitlement or the acquisition of New Shares and Additional Shares pursuant to the Retail Entitlement Offer.

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## 6. GLOSSARY

**ABN** means Australian Business Number.

**ACN** means Australian Company Number.

**Acquisition** means the acquisition by Domain (through one of its subsidiaries) of all of the issued share capital of Realbase.

**Additional Shares** has the meaning given in the Chairman's Letter and in section 1.5 of the Information Booklet

**Application Monies** means the aggregate amount payable for the New Shares (including any Additional Shares) applied for through BPAY® (or, with the express consent of the Company, through such other agreed payment mechanism), being the consideration for New Shares (including any Additional Shares) under the Retail Entitlement Offer.

**ASIC** means the Australian Securities and Investments Commission.

**ASIC Instruments** means ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84.

**ASX** means ASX Limited ACN 008 624 691 or, where the context requires, the securities exchange operated by it on which Shares are quoted.

**ASX Offer Announcements** means the ASX announcements reproduced in Annexure A to this Information Booklet, being the announcement to ASX on Friday, 1 April 2022 in respect of the launch of the Entitlement Offer, the Investor Presentation and the announcement to ASX on Monday, 4 April 2022 of the successful completion of the Institutional Entitlement Offer.

**Biller Code** means the specific "Biller Code" stated on the Entitlement and Acceptance Form.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Customer Reference Number** means the unique reference number stated on the Entitlement and Acceptance Form.

**Eligible Institutional Shareholder** means institutional shareholders who were invited to participate in the Institutional Entitlement Offer and ultimately did so.

**Eligible Retail Shareholders** has the meaning given in section 1.3 of the Information Booklet.

**Eligible Shareholders** means all Eligible Institutional Shareholders and all Eligible Retail Shareholders.

**Entitlement** means the number of New Shares for which an Eligible Shareholder is entitled to subscribe under the Entitlement Offer, being 1 New Share for every 12.33 Shares held at the Record Date.

**Entitlement and Acceptance Form** means the personalised form accompanying this Information Booklet to be used to make an application in accordance with the instructions set out on that form or the offer website at <https://shareholders.domain.com.au/group/>.

**Entitlement Offer** means the accelerated non-renounceable pro rata entitlement offer of 1 New Share for every 12.33 Shares held at the Record Date.

**Entitlement Offer Information Line** means the information line operated in relation to the Retail Entitlement Offer, which can be contacted by dialling 1300 363 917 (from within Australia) or +61 1300 363 917 (from outside Australia) at any time between 8:30 am and 5:30 pm (Sydney time) on Monday to Friday during the Retail Entitlement Offer period.

**GST** has the same meaning as in the *A New Tax System (Goods and Services Tax) Act 1999* (Cth).

**Ineligible Institutional Shareholder** means institutional shareholders who were treated as ineligible institutional shareholders under the Institutional Entitlement Offer.

**Ineligible Retail Shareholders** has the meaning given in section 1.10 of this Information Booklet.

**Information Booklet** means this information booklet in relation to the Retail Entitlement Offer, including the ASX Offer Announcements reproduced in Annexure A to this Information Booklet, and the personalised Entitlement and Acceptance Form accompanying this information booklet.



**Institutional Entitlement Offer** means the accelerated non-renounceable pro rata entitlement offer made to Eligible Institutional Shareholders and successfully completed on Friday, 1 April 2022.

**Investor Presentation** means the Investor Presentation released to ASX by Domain on Friday, 1 April 2022 and reproduced in Annexure B to this Information Booklet.

**Listing Rule 10.11 Person** means each of the following persons.

- (a) A "related party" of the Company (as that term is defined in the Listing Rules).
- (b) A person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company.
- (c) A person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so.
- (d) An associate of any person referred to in limbs (a) to (c) of this definition.
- (e) A person who ASX states prior to that person making an application for Additional Shares is a person whose relationship with the Company or a person referred to in limbs (a)-(d) of this definition is such that, in ASX's opinion, the issue or agreement should be approved by the Company's shareholders.

**Listing Rules** means the official listing rules of the ASX.

**NEC** means Nine Entertainment Co. Holdings Limited.

**New Shares** means the fully paid ordinary shares in Domain to be offered under the Entitlement Offer and includes (unless the context requires otherwise) Additional Shares.

**Offer Price** means \$3.80, being the price payable per New Share under the Entitlement Offer.

**Realbase** means Realbase Pty Ltd ACN 645 511 422.

**Record Date** means 7:00 pm (Sydney time) on Tuesday, 5 April 2022, being the record date for determining Eligible Shareholders' entitlement to participate in the Entitlement Offer (including in the Retail Entitlement Offer).

**Registry** means Link Market Services Limited.

**Retail Entitlement Offer** means the accelerated non-renounceable pro rata entitlement offer of 1 New Share for every 12.33 Shares held at the Record Date at an Offer Price of \$3.80 made to Eligible Retail Shareholders.

**Retail Entitlement Shares** means the New Shares to be offered to Shareholders under the Retail Entitlement Offer.

**Retail Shortfall Shares** means the number of:

- (a) Retail Entitlement Shares, including the Retail Entitlement Shares which would have been offered to Ineligible Retail Shareholders if they had been entitled to receive New Shares under the Retail Entitlement Offer; less
- (b) the number of Retail Entitlement Shares in respect of which Domain receives a valid application on or before 5.00 pm (Sydney time) on Thursday, 28 April 2022.

**Retail Top Up Facility** means the opportunity for Eligible Retail Shareholders who take up all of their Entitlement to also apply for Additional Shares in excess of their Entitlement, up to an additional 25% of their Entitlement.

**Share** means a fully paid ordinary share in the capital of Domain.

**Shareholder** means a holder of a Share.

**Sub-Underwriting Agreement** means the sub-underwriting agreement between NEC and the Underwriters under which NEC has agreed to sub-underwrite the Entitlement Offer.

**Sub-Underwriting Cap** means up to 18,949,476 New Shares.

**TERP** means the theoretical ex-rights price.

**U.S. Securities Act** means the U.S. Securities Act of 1933 (as amended).

**Underwriters** means Macquarie Capital (Australia) Limited ABN 79 123 199 548 and UBS Securities Australia Limited ACN 008 586 481.

**Underwriting Agreement** means the underwriting agreement between Domain and the Underwriters under which the Underwriters have agreed to lead manage and underwrite the Entitlement Offer.

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**ANNEXURE A**

**ASX OFFER ANNOUNCEMENTS**

**Part A – ASX Announcement of Entitlement Offer released by Domain on 1 April 2022**

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# Domain

## ASX ANNOUNCEMENT

### Acquisition of Realbase and A\$180 million equity raising

**Sydney, 1 April 2022:** Domain Holdings Australia Limited (ASX:DHG) ("**Domain**" or the "**Company**") today announces that it has entered into a binding agreement to acquire (through one of its wholly owned subsidiaries) 100% of Realbase Pty Ltd ("**Realbase**"), 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 (the "**Acquisition**").<sup>1</sup>

This marks a significant step forward in the evolution of Domain's Marketplace strategy. The acquisition of Realbase is highly strategic, meaningfully accelerating the scale and impact of Domain's Agent Solutions business unit, with complementary offerings that create a holistic end-to-end solution for real estate agents. On a pro forma basis, the acquisition more than doubles Domain's Agent Solutions' revenue for FY22F.

Realbase is the largest real estate campaign management technology platform in Australia and New Zealand, providing services to agents on ~40% of all property transactions. Operating through a number of leading brands, including Campaigntrack and Realhub, Realbase's platforms enable real estate agents to seamlessly construct, price, order and track the campaign marketing products required to list and market a property, on-market or off-market.

#### Highlights

- Domain has entered into an agreement to acquire (through one of its wholly owned subsidiaries) 100% of Realbase, a leading campaign management technology platform in the Australia and New Zealand region, at an enterprise value of A\$180 million, plus contingent consideration of up to A\$50 million.<sup>1</sup> Achievement of maximum earn out payments would result in an approximately fivefold increase in Realbase's EBITDA by FY26, compared to FY22.
- Realbase is a highly strategic acquisition which provides complementary Marketplace offerings that progress Domain's strategy to deliver solutions that help agents and consumers at every stage of the property journey.
- The Acquisition significantly accelerates Domain's Agent Solutions strategy and increases market coverage from ~35% to ~50% of all Australian property transactions.
- Potential to unlock significant pre-tax EBITDA synergies and scaling efficiencies of up to approximately A\$18 million p.a. by FY26.

<sup>1</sup> 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.

- Attractive transaction metrics, with the acquisition price representing 8.0x expected FY22 revenue and 20.5x expected FY22 EBITDA (excluding synergies), based on upfront cash consideration of A\$180 million.
- Leveraging the management teams of Realbase and Domain provides the opportunity to accelerate stand-alone growth as well as synergies. Realbase has a strong senior management team which will continue to stay on to run the business.
- Expected to be EPS accretive on a pro-forma FY22 basis and also in the first full year of ownership, before synergies.
- The Acquisition will be funded via an A\$180 million underwritten pro-rata accelerated non-renounceable entitlement offer (the “**Entitlement Offer**” or “**Equity Raising**”).
- Domain’s largest shareholder, Nine Entertainment Co. Holdings Limited (ASX:NEC) (“**Nine**”), is supportive of the Acquisition and Equity Raising and has committed to take up 100% of its entitlement under the Entitlement Offer (representing ~59% of the Equity Raising).

Domain CEO, Jason Pellegrino, said “Our mission in Agent Solutions is to build on our track record of trusted partnerships with agents to help them build profitable and sustainable businesses, and deliver value at every stage of the property journey. For some time we have been impressed by Realbase’s technological capabilities and products including innovative campaign management, high growth digital proposals and a rapidly expanding social media marketing offer. Each of Realbase’s solutions complements and extends the value proposition Domain can take to agents. The acquisition of Realbase meaningfully increases the scale and impact of Domain’s Agent Solutions unit and strengthens our position as the leading provider of end-to-end agent workflow solutions.”

Realbase CEO, Frank Greeff, said “When we first started discussing a more connected relationship with Domain and its products, we quickly saw how compatible we were in technology, perspective and team culture. Realbase has a mission to transform real estate through technology, striving to provide customers with the best suite of tools. We are looking forward to scaling and growing alongside a company with a long-standing reputation for trust and quality in the industry. As a collective, our focus is to help agents win listings, and market and sell properties, and the combination with Domain will allow us to continue to provide immense value to our clients. The connection of our best-in-class tools with Domain’s existing Agent Solutions, and buyer and seller focused portal offering is a perfect match. We are very excited for the future of this business and our relationship.”

## Acquisition of Realbase

Realbase is the largest campaign management technology platform in Australia and New Zealand (“**ANZ**”), providing services to agents on ~40% of all property transactions in the region.<sup>2</sup> Realbase operates through two key brands, Realhub and Campaigntrack, which enable real estate agents to seamlessly construct, price, order and track the campaign marketing products required to list and market a property, on-market and off-market. This includes managing the total marketing schedule on a property listing, including real estate portal listings, the provision of visual content, signboards, brochures, flyers and social and print media advertising.

<sup>2</sup> Based on number of properties marketed via Realhub and Campaigntrack platforms divided by number of total properties sold in Australia and New Zealand.

Realbase has national coverage across ANZ with strong relationships with major real estate franchise groups. Domain anticipates Realbase will generate ~A\$22 million revenue and ~A\$9 million EBITDA in FY22.

The Acquisition provides highly complementary Marketplace offerings, supplementing Domain's Agent Solutions capabilities and filling key product gaps, such as campaign management and digital proposals, and accelerating Domain's social media marketing capabilities. The Acquisition positions Domain's Agent Solutions business as a leading provider of a holistic end to end workflow solution for agents across the property sale lifecycle. In addition, the Acquisition will materially accelerate Domain's workflow solutions coverage of Australian property transactions from ~35% to ~50%.

Realbase brings to Domain a management team with significant experience in sustained market leadership in real estate marketing, and a proven ability to launch successful high growth platforms and solutions.

The Acquisition is expected to generate significant upsell and cross-sell opportunities through providing a broader platform and deeper service offering that is embedded in the agent workflow. Realbase's broad geographic coverage is expected to materially improve Domain's listing coverage, while Domain's experienced sales team is expected to improve Realbase's product penetration. Domain also expects customer overlap between Domain and Realbase to support business development and account management efficiencies.

Following the Acquisition and Equity Raising, Domain expects net debt / EBITDA to be ~1.6x by 30 June 2022.

### Terms of the Acquisition

Under the terms of the signed agreement, Domain will acquire (through one of its wholly owned subsidiaries) 100% of Realbase for cash consideration of A\$180 million ("**Upfront Consideration**") plus contingent consideration of up to A\$50 million based on the achievement of stretch financial performance targets ("**Earn Out Consideration**").<sup>3</sup>

The Earn Out Consideration may be payable for achievement of stretch financial performance for a mix of revenue and EBITDA metrics over a three-year period from FY24 to FY26. Domain may elect to pay the Earn Out Consideration either in cash and / or scrip. The maximum consideration payable (Upfront Consideration plus 100% of the Earn Out Consideration) for Realbase is A\$230 million.

Completion of the Acquisition is subject to customary closing conditions and is anticipated to occur in late April 2022.

### Overview of the Entitlement Offer

The Upfront Consideration will be fully funded by a fully underwritten 1 for 12.33 pro rata accelerated non-renounceable entitlement offer to raise A\$180m, offered at \$3.80 per new ordinary Domain share.

Domain's largest shareholder, Nine, is supportive of the Acquisition and Equity Raising and has committed to take up 100% of its entitlement under the Entitlement Offer (representing ~59% of the Equity Raising) and has committed to sub-underwrite the institutional and retail tranches of the Entitlement Offer up to 18.9 million New Shares ("**Sub-Underwriting Cap**"). If there is sufficient shortfall to require New Shares up to the Sub-Underwriting Cap to be acquired by Nine under its sub-underwriting commitment, Nine's total shareholding on completion of the Entitlement Offer would increase from 59.03% to up to 62.03%, as described in the investor presentation which Domain has filed with the ASX today.

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<sup>3</sup> 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.

The Entitlement Offer will be conducted at an offer price of A\$3.80 ("**Offer Price**") per new ordinary Domain share ("**New Shares**"). The Offer Price represents:

- 4.9% discount to the Theoretical Ex-Rights Price of A\$3.99 per share on Thursday, 31 March 2022 ("**TERP**"); and
- 5.2% discount to the last closing price of A\$4.01 per share on Thursday, 31 March 2022.

Approximately 47.4 million New Shares are expected to be issued under the Entitlement Offer. The number of New Shares to be issued is equivalent to approximately 8.1% of existing Domain shares on issue. Each New Share issued under the Entitlement Offer will rank equally with existing Domain shares on issue. Domain will, upon issue of the New Shares, seek quotation of the New Shares on ASX.

Macquarie Capital (Australia) Limited and UBS Securities Australia Limited are acting as underwriters, bookrunners and Joint Lead Managers to the Entitlement Offer.

## Entitlement Offer details and key dates

### ***Institutional Entitlement Offer***

Eligible institutional shareholders will be invited to participate in the institutional component of the Entitlement Offer ("**Institutional Entitlement Offer**"), which is being conducted today, on Friday, 1 April 2022. Eligible institutional shareholders can choose to take up all, part or none of their entitlement.

Institutional entitlements that eligible institutional shareholders do not take up, and institutional entitlements that would otherwise have been offered to ineligible institutional shareholders, may be offered to eligible institutional shareholders who apply for New Shares in excess of their entitlement, as well as to certain other eligible institutional investors, through an institutional shortfall bookbuild to be conducted concurrently with the Institutional Entitlement Offer.

### ***Retail Entitlement Offer***

Eligible retail shareholders will be invited to participate in the retail component of the Entitlement Offer ("**Retail Entitlement Offer**") at the same Offer Price and offer ratio as under the Institutional Entitlement Offer. The Retail Entitlement Offer 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 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.

Event	Date
Trading halt and announcement of Acquisition and Equity Raising	1 April 2022
Institutional Entitlement Offer opens	1 April 2022
Institutional Entitlement Offer closes	1 April 2022
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	28 April 2022
Settlement of Retail Entitlement Offer (5:00pm, Sydney time)	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

## Trading update

Domain's FY22 Q3 trading reflects ongoing favourable operating momentum. New 'for sale' listings have increased in the high single digit range, with continued benefits from growth in depth penetration and pricing.

The results of Domain's transformation to date underpin our confidence to continue to invest in our Marketplace strategy, while retaining our disciplined investment approach and commitment to ongoing margin expansion.

FY22 ongoing cost guidance is unchanged from the update provided with our half year results in February 2022, with expenses expected to increase in the low-teens range from the FY21 ongoing expense base of \$195.5 million. This excludes the impact of the JobKeeper and Zipline expenses which are included in FY22 H1 trading expenses.

## Additional information

Additional information regarding the Acquisition and the Entitlement Offer is contained in the investor presentation released to the ASX today.



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.

The Retail Offer Booklet will be released separately and mailed to eligible retail shareholders.

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**

**Authorised for lodgement:** Catriona McGregor, Group General Counsel and Company Secretary

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# 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.<sup>1</sup>

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

<sup>1</sup> 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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**ANNEXURE B**  
**INVESTOR PRESENTATION**



UNITED STATES

Domain

# Domain

Australia's home of property

## Acquisition of Realbase and Entitlement Offer

1 April 2022



# Important notices and disclaimer

This presentation (**Presentation**) has been prepared by Domain Holdings Australia Limited (ABN 43 094 154 364) (**Domain**) in relation to Domain's pro-rata accelerated non-renounceable entitlement offer of new fully paid ordinary shares in Domain (**New Shares**) to existing holders of ordinary shares with a registered address in Australia, New Zealand and certain other jurisdictions (**Entitlement Offer**).

The Entitlement Offer will be made to:

- Eligible institutional shareholders of Domain (**Institutional Entitlement Offer**); and
- Eligible retail shareholders of Domain (**Retail Entitlement Offer**),

under section 708AA of the Corporations Act 2001 (Cth) (**Corporations Act**), as notionally modified by the Australian Securities and Investments Commission (**ASIC**) Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73.

The Entitlement Offer is fully underwritten by Macquarie Capital (Australia) Limited and UBS Securities Australia Limited as joint lead managers, bookrunners and underwriters to the Entitlement Offer (the **Underwriters**).

By reviewing or retaining these materials, or attending or participating in this Presentation, you acknowledge and represent that you have read, understood and accepted the terms of this "Important Notices and Disclaimer".

## Summary information

This Presentation contains summary information about Domain and its associated entities, and their activities current as at the date of this Presentation (1 April 2022) (unless otherwise indicated) together with information regarding the proposed acquisition of all of the issued share capital in Realbase Pty Ltd (**Realbase**) (**Acquisition**).

Certain information in this Presentation has been sourced from Realbase, its representatives or associates, including as part of the due diligence process that Domain undertook in respect of the Acquisition. As described further in the risk factors outlined in "Appendix A - Key Risks" section of this Presentation, although steps have been taken to confirm the information, Domain has not been able to verify the accuracy, reliability or completeness of all such information and no representation or warranty, expressed or implied, is made by Domain as to its accuracy, reliability or completeness. If any such information is or proves to be inaccurate, incomplete, incorrect, or misleading, there is a risk that the actual financial position and performance of Realbase, and therefore Domain following completion of the Acquisition, may be materially different to the financial position and performance expected by Domain and reflected in this Presentation. There is also no assurance that the due diligence conducted was conclusive, and that all material issues and risks in respect of the Acquisition have been identified or managed appropriately.

The information contained in this Presentation is of a general nature and does not purport to include or summarise all information that an investor should consider when making an investment decision nor does it contain all the information which would be required in a product disclosure statement, prospectus or other disclosure document prepared in accordance with the requirements of the Corporations Act. Domain and the Underwriters are not responsible for updating, nor undertakes to update, this Presentation. This Presentation should be read in conjunction with Domain's other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange (**ASX**), which are available at [www.asx.com.au](http://www.asx.com.au).

Certain information in this Presentation has been sourced from publicly available information. While steps have been taken to review that information, no representation or warranty, expressed or implied, is made as to its fairness, accuracy, correctness, completeness or adequacy. Certain market and industry data used in connection with this Presentation may have been obtained from research, surveys or studies conducted by third parties, including industry or general publications. Neither Domain nor its representatives have independently verified any such market or industry data provided by third parties or industry or general publications.

## Not an offer

This Presentation is for information purposes only and is not a prospectus, product disclosure statement or other disclosure or offering document under Australian law or any other law (and will not be lodged with ASIC). This Presentation is not and should not be considered an offer or an invitation to acquire any entitlements or New Shares or any other financial product and neither this Presentation nor any of the information contained herein shall form the basis of any contract or commitment. The distribution of this Presentation in jurisdictions outside Australia may be restricted by law and you should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The Retail Entitlement Offer will be made on the basis of the information to be contained in the retail offer booklet to be prepared for eligible retail shareholders of Domain in Australia and New Zealand (**Retail Offer Booklet**) and made available following its lodgement with ASX. Any eligible retail shareholder of Domain in Australia and New Zealand who wishes to participate in the Retail Entitlement Offer should consider the Retail Offer Booklet before deciding whether to apply under the Retail Entitlement Offer. Anyone who wishes to apply for New Shares under the Retail Entitlement Offer will need to apply in accordance with the instructions contained in the Retail Offer Booklet and the entitlement and application form.



# Important notices and disclaimer

## International restrictions

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The distribution of this Presentation in other jurisdictions outside Australia may also be restricted by law and any such restrictions should be observed. Any failure to comply with such restrictions may constitute a violation of applicable securities laws (see "Appendix B - International offer restrictions" section of this Presentation). By accepting this Presentation you represent and warrant that you are entitled to receive such presentation in accordance with the above restrictions and agree to be bound by the limitations contained herein.

## Investment Risk

An investment in shares in Domain is subject to known and unknown risks, some of which are beyond the control of Domain, including possible loss of income and principal invested. Domain does not guarantee any particular rate of return or the performance of Domain, nor does it guarantee any particular tax treatment. Investors should have regard to (amongst other things) the risk factors outlined in this Presentation when making their investment decision. See the "Appendix A - Key Risks" section of this Presentation for certain risks relating to an investment in Domain shares.

## Not investment or financial product advice

The information contained in this Presentation does not constitute investment or financial product advice (nor taxation, accounting or legal advice), is not a recommendation to acquire New Shares and does not and will not form the basis of any contract or commitment for the acquisition of New Shares. This Presentation has been prepared without taking into account the investment objectives, financial position or needs of any particular individual. Before making an investment decision, prospective investors should consider the appropriateness of the information (including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of Domain and the values and the impact that different future outcomes may have on Domain) having regard to their own investment objectives, financial situation and needs and should seek legal, accounting and taxation advice appropriate to their jurisdiction. Domain is not licensed to provide investment or financial product advice in respect of Domain shares. Cooling off rights do not apply to the acquisition of New Shares pursuant to the Entitlement Offer.

## Future performance and forward looking statements

This Presentation contains certain forward looking statements and comments about future events, including Domain's expectations about the performance of its businesses, the effect of the funds raised under the Entitlement Offer on those businesses, the outcome of the Acquisition and the future performance (including potential or further expected synergies) of Domain and Realbase. Forward looking statements can generally be identified by the use of forward looking words such as, "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "target" and other similar expressions. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements and include statements in this Presentation regarding the conduct and outcome of the Entitlement Offer, the use of proceeds, the outcome of the Acquisition, the future performance (including potential or further expected synergies) of Domain and Realbase post Acquisition. You are cautioned not to place undue reliance on any forward looking statement. While due care and attention has been used in the preparation of forward looking statements, forward looking statements, opinions and estimates provided in this Presentation are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends which are based on interpretations of current market conditions. Forward looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance and may involve known and unknown risks, uncertainties and other factors, many of which are outside the control of Domain, its directors and management. A number of important factors could cause Domain's actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward looking statements, including the risk factors described in the "Appendix A - Key Risks" section of this Presentation. Actual results, performance or achievements may vary materially from any forward-looking statements and the assumptions on which statements are based. Domain disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise.

Investors are strongly cautioned not to place undue reliance on forward-looking statements, particularly in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the COVID-19 pandemic and geopolitical tensions.

# Important notices and disclaimer

## Past Performance

Past performance and pro-forma historical information in this Presentation is given for illustrative purposes only and should not be relied upon (and is not) an indication of future financial condition and/or performance including future share price information. Historical information in this Presentation relating to Domain is information that has been released to the market. For further information, please see past announcements released to ASX.

## Financial information

All dollar values are in Australian dollars (\$) or AUD) unless stated otherwise. All references starting with "FY" refer to the financial year for Domain, ending 30 June. For example, "FY21" refers to the financial year ended 30 June 2021.

Investors should be aware that this Presentation contains certain financial information and measures that are "non-IFRS financial information" under Regulatory Guide 230: 'Disclosing non-IFRS financial information' published by ASIC and are not recognised under Australian Accounting Standards (AAS) and International Financial Reporting Standards (IFRS). The non-IFRS financial information includes pro forma financial information, EBITDA, EBITDA margin and cash conversion. The non-IFRS financial information does not have a standardised meaning prescribed by the applicable AAS or IFRS, and therefore, may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with the applicable AAS or IFRS. The non-IFRS financial information has not been subject to audit or review in accordance with AAS. Although Domain believes the non-IFRS financial information and financial measures provide useful information to users in measuring Domain's financial performance and condition, investors are cautioned not to place undue reliance on any non-IFRS financial information or financial measures included in this Presentation.

## Effect of Rounding

A number of figures, amounts, percentages, estimates, calculations of value and fractions in this Presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Presentation.

# Important notices and disclaimer

## Disclaimer

None of the Underwriters, nor any of their respective related bodies corporate, shareholders or affiliates, nor their respective officers, directors, employees, affiliates, agents or advisers (each a **Limited Party**) have authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this Presentation and no Limited Party makes or purports to make any statement in this Presentation and there is no statement in this Presentation which is based on any statement by a Limited Party.

No representation or warranty, express or implied, is made by Domain, its related bodies corporate, any of their respective officers, directors, employees, agents or advisers, nor any Limited Party as to the accuracy, reliability, completeness or fairness of the information, opinions and conclusions contained in this Presentation. In particular, the Limited Parties have not independently verified such information and take no responsibility for any part of this Presentation or the Entitlement Offer.

To the maximum extent permitted by law, Domain, its related bodies corporate, their respective officers, directors, employees, agents or advisers, and each Limited Party expressly disclaims any and all liability, including, without limitation, any liability arising out of fault or negligence, for any direct, indirect, consequential or contingent loss or damage arising from the use of information contained in this Presentation. Statements made in this Presentation are made only at the date of the Presentation. Domain and the Underwriters do not undertake to update this Presentation after the date that it is released to the market. The information in this Presentation remains subject to change by Domain without notice.

The Limited Parties make no recommendations as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties to you concerning the Entitlement Offer, and you represent, warrant and agree that you have not relied on any statements made by a Limited Party in relation to the Entitlement Offer and you further expressly disclaim that you are in a fiduciary relationship with any of them.

To the maximum extent permitted by law, you agree to release and indemnify the Underwriters and their respective Limited Parties from and against all claims, actions, damages, remedies or other matters, whether in tort, contract or under law or otherwise, arising from or which may arise from or in connection with the provision of, or any purported reliance on, this Presentation and you covenant that no claim or allegations will be made against the any Limited Party in relation to this Presentation.

Each Underwriter, together with its affiliates, is a full service financial institution engaged in various activities, which may include trading, financing, financial advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services including for which they have received or may receive customary fees and expenses or other transaction consideration. In the course of these activities, the Underwriters and their respective affiliates may at any time for their own account and for the accounts of their clients make or hold investments in equity securities or other financial products of the Domain or their affiliates, and receive customary fees and expenses or other transaction consideration in respect of such activities. The Underwriters are acting as the joint lead managers, bookrunners and underwriters of the Offer and will receive fees and expenses for acting in this capacity.

In connection with the institutional bookbuild, one or more institutional investors may elect to acquire an economic interest in the New Shares (**Economic Interest**), instead of subscribing for or acquiring the legal or beneficial interest in those securities. Each Underwriter (or its affiliates) may, for its own account, write derivative transactions with those investors relating to the New Shares to provide the Economic Interest, or otherwise acquire New Shares in Domain in connection with the writing of those derivative transactions in the institutional bookbuild and/or the secondary market. As a result of those transactions, each Underwriter (or its affiliates) may be allocated, subscribe for or acquire New Shares or securities of Domain in the institutional bookbuild and/or the secondary market, including to hedge those derivative transactions, as well as hold long or short positions in those securities. These transactions may, together with other securities in Domain acquired by an Underwriter or its affiliates in connection with their ordinary course sales and trading, principal investing and other activities, result in an Underwriter or its affiliates disclosing a substantial holding and earning fees.

Investors acknowledge and agree that determination of eligibility of investors for the purposes of the Institutional Entitlement Offer or the Retail Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Domain and/or the Limited Parties, and each of Domain and the Limited Parties disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law. The Limited Parties may rely on information provided by or on behalf of institutional investors in connection with managing, conducting and underwriting the Entitlement Offer and without having independently verified that information and the Limited Parties do not assume any responsibility for the accuracy or completeness of that information.

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# 01. Transaction summary



# Transaction summary (1/2)

## Acquisition summary

- Domain has entered into a binding agreement to acquire (through its wholly owned subsidiary) 100% of Realbase Pty Ltd (**Realbase**) (**Acquisition**) for upfront cash consideration of A\$180 million (**Upfront Consideration**)
  - Upfront Consideration represents 8.0x expected FY22F revenue and 20.5x expected FY22F EBITDA, before synergies
- Additional contingent consideration of up to A\$50 million may be payable for achievement of stretch financial performance for a mix of revenue and EBITDA metrics over the testing period (**Earn Out Consideration**). The Earn Out periods are FY24-26, and may be paid in cash or scrip, at Domain's election
  - Achievement of maximum earn out payments would follow from an approximately fivefold increase in EBITDA by FY26 compared to FY22
- The Offer and Acquisition is expected to be EPS accretive on a pro forma FY22 basis and also in the first full year of ownership, before synergies

## Overview of Realbase

- Realbase is the largest real estate campaign management platform in Australia and New Zealand, operating through leading brands of Campaigntrack and Realhub, as well as AIM social marketing and Engage digital proposals
- Realbase's campaign management platforms (Campaigntrack and Realhub) enables real estate agents to construct, price, order and track the campaign marketing products required to market a property
- In addition, Realbase has an extensive product suite including digital proposals (Engage), print/sign/content, social media (AIM), traditional media and commercial
- Realbase provides services to agents on ~40% of all property transactions in Australia and New Zealand and is the #1 campaign management platform
- Opportunity for further increased penetration as agents retaining manual proposal, campaign management and social marketing processes seek the efficiency gains of digitisation

## Strategic rationale

- Accelerates Agent Solutions scale and impact:** Realbase is a strategic asset that has scale and a complementary product set which extends the Domain Agent Solutions end-to-end agent workflow. It increases market coverage from ~35% to ~50%, accelerating Agent Solutions' goal of helping agents with 100% of transactions
- Provides highly complementary coverage:** Realbase and Domain have complementary products, and distinct strengths in different geographic locations and agent partners. Together they deliver a compelling proposition to accelerate the growth of both businesses and achieve synergy benefits
- Delivers higher value solutions for customers:** Complementary product sets and data provide the opportunity through Domain's Marketplace, to deliver higher value solutions to all customers

# Transaction summary (2/2)

<b>Financial benefit and synergies</b>	<ul style="list-style-type: none"> <li>Realbase has demonstrated a strong track record of growth and Domain expects Realbase's revenue to grow ~21% from FY21A to FY22F</li> <li>The Offer and Acquisition is expected to be EPS accretive on a pro forma FY22 basis and also in the first full year of ownership, before synergies</li> <li>Highly strategic transaction expected to generate annual pre-tax synergies of up to A\$18m EBITDA by FY26</li> </ul>
<b>Funding overview</b>	<ul style="list-style-type: none"> <li>Domain today has launched a A\$180 million fully underwritten accelerated non-renounceable entitlement offer ("<b>Entitlement Offer</b>" or "<b>Offer</b>")</li> <li>The Offer will be conducted at A\$3.80 per New Share ("<b>Offer Price</b>"), representing a: <ul style="list-style-type: none"> <li>5.2% discount to the last closing price of A\$4.01 on 31 March 2022</li> <li>4.9% discount to TERP<sup>1</sup> of A\$3.99</li> </ul> </li> </ul>
<b>Major shareholder participation</b>	<ul style="list-style-type: none"> <li>Domain's largest shareholder, Nine Entertainment Co Holdings Limited (through its subsidiaries) ("Nine") currently a holder of 59.03% of Domain shares is supportive of the Acquisition and has committed that it will participate in the Entitlement Offer for its full entitlement of Offer Shares.</li> <li>Nine has also committed that it will sub-underwrite the institutional and retail tranches of the Entitlement Offer up to approximately 18.9m Offer Shares</li> <li>Nine's commitments are conditional on the Underwriting Agreement remaining in force and not being terminated</li> </ul>
<b>Use of Offer Proceeds</b>	<ul style="list-style-type: none"> <li>The proceeds raised as part of the Offer will be used to fund the Upfront Consideration</li> </ul>
<b>Timing</b>	<ul style="list-style-type: none"> <li>The Acquisition is expected to complete in late April 2022</li> </ul>
<b>Trading update and outlook</b>	<ul style="list-style-type: none"> <li>FY22 Q3 trading reflects ongoing favourable operating momentum. New 'for sale' listings have increased in the high single digit range</li> <li>FY22 ongoing cost guidance is unchanged from the February 2022 update, with expenses expected to increase in the 'low-teens' range from the FY21 ongoing expense base of \$195.5 million</li> </ul>

Notes: 1. The theoretical ex-rights price ("TERP") is the theoretical price at which Domain shares should trade at immediately after the ex-date for the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which Domain shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equal the TERP. TERP is calculated by reference to Domain's last closing share price of A\$4.01 on 31 March 2022.



## 02. Overview of Realbase





# Realbase is the largest Campaign Management technology platform in Australia and New Zealand

## Company overview

- Realbase is a **leading campaign management technology platform** in the Australian and New Zealand (ANZ) region
- National coverage across ANZ** with ~40% penetration<sup>1</sup> of total property transactions with strong relationships with major franchises
- Realbase's campaign management platforms, with two key brands **Realhub** and **Campaigntrack**, enable agents to **seamlessly construct, price, order and track the campaign marketing products required to list and market a property on-market and off-market**
- In addition to campaign management platforms, Realbase has a **comprehensive and diversified product suite** including digital proposals, brochures/signboards/visual content, social media, traditional media and commercial
- Attractive, profitable financial profile with ~\$22m FY22F revenue, ~39% EBITDA margin and ~21% forecast revenue growth (FY21A-22F)

## Company highlights



**Leading**  
campaign management  
platform in ANZ



**~40%**  
market penetration  
across ANZ<sup>1</sup>







**~\$22m**  
FY22F revenue<sup>2</sup>  
+21% vs \$18m in  
FY21A



**~\$9m**  
FY22F EBITDA<sup>2</sup>  
+29% vs \$7m in  
FY21A










Notes: 1. Based on number of properties marketed via Realhub and Campaigntrack platforms divided by number of total properties sold in Australia and New Zealand; 2. Domain full year forecasts.

# Realbase product offering

Product	Campaign Management Platform	Digital Proposals	Social Marketing	Content, Print and Sign	Commercial	Media
Realbase brands	 Campaigntrack  Realhub	 Engage	 AIM	CT Content CT Print CT Sign	Commercial	Media
Product overview	<b>All purpose campaign management tech</b> Agents construct, price, order and track campaign marketing products Suppliers receive and process orders	<b>Proposals tech</b> Digital proposals Integrates with CRMs, PriceFinder and Real Time Agent Integrates with electronic signature software to convert to authority	<b>Social marketing tech</b> Automatic ads on Google and Facebook Unique artwork engine builds brand awareness using on-brand templates	<b>Marketing services</b> Content House: photo, video, floorplan CT Sign: signboards CT Print: brochures / flyers	<b>Marketing tech / services for commercial properties</b> Including use of Realhub / Campaigntrack, media bookings (commercial portals, print media, social media etc)	<b>Marketing tech / services for print media</b> Bulk buying / placing ads in print media

# Major clients, integrations and partnerships

For personal use only

Major customers	Extensive suite of 3rd party integrations	Major partnerships
<p><b>Australia</b></p>  <p><b>New Zealand</b></p>  <p>Customers include major franchises, with ongoing cross-sell opportunities</p>	<p><b>Agency CRM</b></p>  <p><b>Listing Portal</b></p>  <p><b>Property Data</b></p>  <p><b>Print / Payment Supplier</b></p>  <p><b>Other</b></p>  <p>Extensive suite of integrations reinforce Realbase's embeddedness, market position and supports a seamless workflow</p>	<p><b>Portal providers</b></p>  <p><b>Media suppliers</b></p>  <p><b>Social &amp; Digital Media suppliers</b></p>  <p><b>Print / Sign / Content suppliers</b></p> <p>Supplier JVs</p> <p>3rd party suppliers</p> <p><b>Other</b></p> <p>BNPL</p> <p>Auctioneers</p> <p>Realbase has well established partnerships across a broad range suppliers to support its products</p>

# Significantly attractive, profitable financial profile

~\$22m

FY22F revenue<sup>1</sup>

~\$9m

FY22F EBITDA<sup>1</sup>

~39%

FY22F EBITDA<sup>1</sup>  
margin

~21%

FY21A-22F<sup>1</sup>  
revenue growth

~29%

FY21A-22F<sup>1</sup>  
EBITDA growth

~85%

FY21A Cash  
conversion<sup>2</sup>

Notes: 1. Domain full year forecast. 2. Cash conversion percentage calculated as (EBITDA – capex – capitalised costs) / EBITDA

# Growth opportunities for Realbase

## Opportunity

## Initiatives



### Campaign Management Platform

- Migrate Campaigntrack customers onto single Realhub platform which has a more advanced technology stack
- Grow penetration in less penetrated states (QLD, WA, TAS)
- Deliver additional value added data and analytics services
- Cross-sell other Domain products in Agent Solutions and Core Listings



### Digital Proposals


- Launch new versions with improved analytics and customisation templates
- Cross-sell to Campaign Management platform customers
- Deeper integration into upstream and downstream workflow solutions



### Social Marketing

- Cross-sell to Campaign Management platform customers
- Broaden coverage as digital and social media becomes a standard component of listing campaigns
- Continue to upsell spend per property, based on improved data, targeting and performance
- Fully integrate with Engage, delivering a strong solution for agents to target prospective vendors
- Utilise Domain data to more efficiently target audiences and deliver high intent buyer enquiries to customers

# Investment highlights

- 
- 1 ~40% of properties sold in ANZ are marketed via Realbase<sup>1</sup>**
  - 2 Realbase is the #1 Campaign Management platform** in ANZ, and with high growth products in the digital proposals and social media categories
  - 3 Strong, attractive and profitable financial profile.** Realbase's revenue is expected to grow ~21% from FY21A to FY22F
  - 4 Demonstrated track record of new product innovation.** Realbase has demonstrated new product 'extension' adjacent to its Campaign Management platforms
  - 5 The Campaign Management platform model delivers and enhances deep customer relationships**
  - 6 Highly experienced management team** has delivered a track record of growth, sustained market leadership and product leadership in agent solutions vertical

Notes: 1. Based on number of properties marketed via Realhub and Campaigntrack platforms divided by number of total properties sold in Australia and New Zealand.



### 03. Combination rationale



# Creating a Property Marketplace to inspire confidence for all of life's property decisions

Domain  
HomeLoans  
Home Loans  
Powered by  
lendi

Domain  
Insure  
Insurance Services

Audiences

DomainMedia  
Online Media Advertising

Domain  
Print Media & Advertising



pricefinder  
ids  
AUSTRALIAN  
PROPERTY MONITORS  
Property Data and Research

RealTime  
AGENT  
Digital end-to-end solutions  
MarketNow  
Payment Solutions  
homepass  
Open for Inspection Tool

Properties

Domain  
Leading National Residential  
Listings Search Platform

allhomes  
No 1. Canberra/ACT Listings  
Search Platform

Commercial  
Real Estate  
Leading National Commercial  
Listings Platform

REALBASE

Realhub  
Engage

Campaigntrack  
AIM

“Consistent with our stated strategy, the Acquisition of Realbase provides a strong opportunity for Domain to accelerate its growth in the Agent Solutions vertical, with our agent platform brands underpinning approximately 50% of all property transactions in the Australian market, up from approximately 35% before the Acquisition”

Jason Pellegrino, Domain CEO and Managing Director



# Realbase acquisition is aligned to Domain's Marketplace strategy

<b>Accelerates Domain's Agent Solutions scale and impact</b>	<ul style="list-style-type: none"> <li>Realbase is a strategic asset with scale and a complementary product set which extends the Domain Agent Solutions end-to-end agent workflow</li> <li>The acquisition represents a significant scale up, increasing Agent Solutions' coverage of Australian property transactions from ~35% to ~50%. It accelerates Agent Solutions' goal to help agents with 100% of transactions</li> <li>On a pro forma basis, the acquisition more than doubles Agent Solutions' revenue for FY22F</li> </ul>
<b>Provides highly complementary coverage</b>	<ul style="list-style-type: none"> <li>Realbase's key products are highly complementary to Domain's agent workflow, adding the leading campaign management platforms, high growth digital proposal tool already integrated with PriceFinder, and AIM's attractive social marketing tool</li> <li>Realbase and Domain together have national reach, each with distinct strengths in different geographic locations and agent partners. Together this provides a compelling proposition to accelerate the growth of both businesses, and achieve synergy benefits</li> <li>Realbase can benefit from Domain's significant distribution and agent relationship management capabilities</li> </ul>
<b>Delivers higher value solutions for customers</b>	<ul style="list-style-type: none"> <li>Realbase and Domain's complementary product and data sets provide compelling value into Domain's Marketplace</li> <li>Together there is the opportunity to drive higher quality solutions to all customers including agents, consumers, financial institutions and government</li> <li>Realbase can unlock value in its data assets for customers through Domain's data analytics, insight development and data activation capabilities</li> </ul>
<b>Proven management team</b>	<ul style="list-style-type: none"> <li>Proven management team with a track record of both sustained market leadership and launching successful high growth platforms and solutions               <ul style="list-style-type: none"> <li>Deep and long tenured relationships across the Australian agent community</li> <li>Proven ability to launch additional successful high growth products (e.g. Engage digital proposals and AIM social marketing)</li> </ul> </li> </ul>

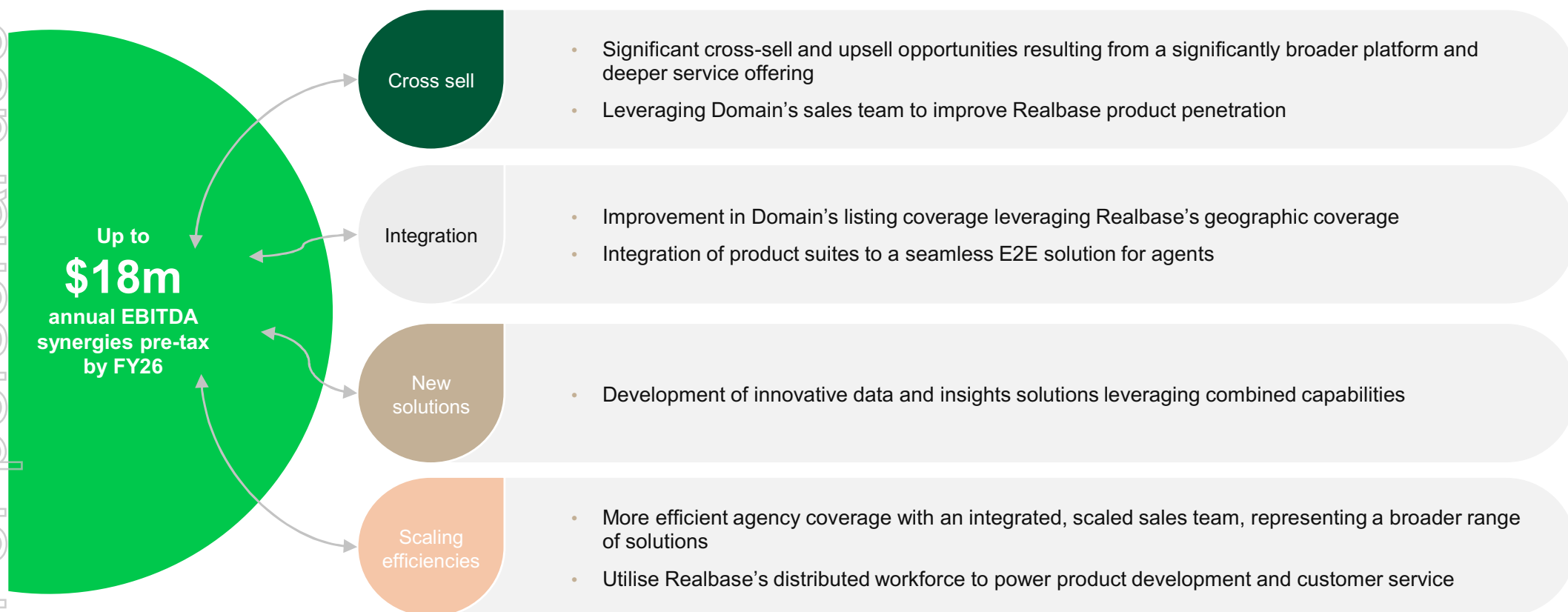
# Supplementing Domain's capabilities

Realbase completes the end-to-end agent workflow offered by Domain Agent Solutions



# Synergies

Highly strategic transaction expected to generate annual pre-tax EBITDA synergies of up to ~A\$18m by FY26, with a significant portion of expected synergies derived through revenue opportunities across cross-sell, integration and new solutions offered





## 04. Trading update & outlook



## Trading update and outlook

- FY22 Q3 trading reflects ongoing favourable operating momentum. New 'for sale' listings have increased in the high single digit range, with continued benefits from growth in depth penetration and pricing.
- The results of Domain's transformation to date underpin our confidence to continue to invest in our Marketplace strategy, while retaining our disciplined investment approach, and commitment to ongoing margin expansion.
- FY22 ongoing cost guidance is unchanged from the update provided with our half year results in February 2022, with expenses expected to increase in the low-teens range from the FY21 ongoing expense base of \$195.5 million. This excludes the impact of the JobKeeper and Zipline expenses which are included in FY22 H1 trading expenses.



## 05. Offer details



# Acquisition terms and funding

The Offer and Acquisition is expected to be EPS accretive on a pro forma FY22 basis and also in the first full year of ownership, before synergies

## Key acquisition terms

<b>Acquisition</b>	<ul style="list-style-type: none"> <li>Domain has agreed to acquire Realbase for               <ul style="list-style-type: none"> <li>— <b>Upfront Consideration of \$180m</b></li> <li>— <b>Earn Out Consideration of up to \$50m</b></li> </ul> </li> <li>The Earn Out periods are FY24-26, and may be paid in cash or scrip, at Domain's election</li> <li>The Acquisition values Realbase at approximately 20.5x EV / FY22F EBITDA pre synergies</li> </ul>
<b>Offer</b>	<ul style="list-style-type: none"> <li>A 1 for 12.33 pro rata accelerated non renounceable entitlement offer to raise approximately A\$180 million</li> </ul>
<b>Pro forma gearing</b>	<ul style="list-style-type: none"> <li>Following the acquisition, Domain expects net debt / EBITDA of ~1.6x by 30 June 2022</li> </ul>
<b>Timing</b>	<ul style="list-style-type: none"> <li>Completion of the Acquisition is subject to customary closing conditions and is anticipated to occur in late April 2022</li> </ul>

## Sources and uses

<b>Sources</b>	<b>A\$m</b>
Equity raising	180
Existing cash to fund transaction costs	5
<b>Total</b>	<b>185</b>
<b>Uses</b>	<b>A\$m</b>
Acquisition – Upfront consideration	180
Costs associated with the transaction (and capital raising)	5
<b>Total</b>	<b>185</b>

# Equity raising overview

<b>Entitlement Offer structure and size</b>	<ul style="list-style-type: none"> <li>A 1 for 12.33 pro rata accelerated non-renounceable entitlement offer to raise approximately A\$180 million ("<b>Entitlement Offer</b>")</li> <li>Approximately 47.4 million new fully paid ordinary shares in Domain ("<b>New Shares</b>") to be issued under the Entitlement Offer, representing approximately 8.1% of existing Domain shares on issue</li> </ul>
<b>Offer Price</b>	<ul style="list-style-type: none"> <li>New Shares will be issued at the Offer Price of A\$3.80 per New Share ("<b>Offer Price</b>")</li> <li>Offer Price represents: <ul style="list-style-type: none"> <li>4.9% discount to TERP<sup>1</sup> of A\$3.99</li> <li>5.2% discount to the last closing price of A\$4.01 on 31 March 2022</li> </ul> </li> </ul>
<b>Use of proceeds</b>	<ul style="list-style-type: none"> <li>Proceeds from the Entitlement Offer will be used to fund the Upfront Consideration</li> </ul>
<b>Institutional investors</b>	<ul style="list-style-type: none"> <li>The Institutional Entitlement Offer will be conducted by way of a bookbuild process on Friday, 1 April 2022</li> <li>Entitlements under the Institutional Entitlement Offer that are not taken up and entitlements of ineligible shareholders under the Entitlement Offer ("<b>Institutional Shortfall</b>") will be offered for sale in the bookbuild process managed by the Underwriters at the Offer Price to existing institutional shareholders up to their pro rata share of the Institutional Shortfall, with the balance subscribed for by Nine (to the extent of its sub-underwriting commitment described below)</li> </ul>
<b>Retail investors</b>	<ul style="list-style-type: none"> <li>The Retail Entitlement Offer will open on Friday, 8 April 2022 and close on Thursday, 28 April 2022</li> <li>Eligible retail shareholders may also apply for additional new shares in excess of their entitlement, at the Offer Price, up to a maximum of 25% over their pro-rata entitlement</li> </ul>
<b>Ranking</b>	<ul style="list-style-type: none"> <li>New Shares will rank pari passu (on equal terms) with existing Domain shares from issue</li> </ul>
<b>Major shareholder participation</b>	<ul style="list-style-type: none"> <li>Domain's largest shareholder, Nine Entertainment Co Holdings Limited (through its subsidiaries) ("Nine") currently a holder of 59.03% of Domain shares is supportive of the Acquisition and has committed that it will participate in the Entitlement Offer for its full entitlement of Offer Shares.</li> <li>Nine has also committed that it will sub-underwrite the institutional and retail tranches of the Entitlement Offer up to approximately 18.9m Offer Shares as described below.</li> <li>Nine's commitments are conditional on the Underwriting Agreement remaining in force and not being terminated.</li> </ul>
<b>Underwriting and Nine sub-underwriting</b>	<ul style="list-style-type: none"> <li>Macquarie Capital (Australia) Limited and UBS Securities Australia Limited are acting as Joint Lead Managers, Bookrunners and Underwriters</li> <li>The Entitlement Offer is fully underwritten</li> <li>Nine has agreed to sub-underwrite the institutional and retail tranches up to approximately 18.9m Offer Shares ("Sub-Underwriting Cap"). If there is sufficient shortfall to require Offer Shares up to the Sub-Underwriting Cap to be acquired by Nine under its sub-underwriting commitment, Nine's total shareholding on completion of the Entitlement Offer would increase from 59.03% to 62.03%.</li> <li>Under Nine's sub-underwriting arrangements, Nine must subscribe for (up to its Sub-Underwriting Cap): <ul style="list-style-type: none"> <li>any Institutional Shortfall not taken up after participation on a pro-rata basis by other institutional shareholders; and</li> <li>any shortfall remaining under the retail tranche and after the Retail Top Up facility</li> </ul> </li> <li>See the notice lodged with ASX today by Domain under section 708AA(7) of the Corporations Act, which provided further details about the potential impact of Nine's sub-underwriting commitment on its shareholding levels.</li> </ul>

Notes: 1. The theoretical ex-rights price ("TERP") is the theoretical price at which Domain shares should trade at immediately after the ex-date for the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which Domain shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equal the TERP. TERP is calculated by reference to Domain's last closing share price of A\$4.01 on 31 March 2022.



# Pro-forma balance sheet

## Pro forma historical balance sheet as at 31 December 2021

Item	Domain (reported) <sup>1</sup>	Impact of equity raise <sup>2</sup>	Impact of Realbase acquisition <sup>3</sup>	Pro forma (unaudited) <sup>3</sup>
Cash and cash equivalents	53	180	(177)	56
Trade and other receivables	49	-	3	52
Other current assets	1	-	1	2
Goodwill and other intangible assets	1,185	-	182	1,367
Right of use assets	20	-	2	22
Other non-current assets	13	1	1	15
<b>Total assets</b>	<b>1,321</b>	<b>181</b>	<b>12</b>	<b>1,514</b>
Trade and other payables	55	5	5	65
Payables – related parties	3	-	2	5
Other current liabilities	19	-	3	22
Lease liability – non-current	20	-	2	22
Other non-current liabilities	297	-	-	297
<b>Total liabilities</b>	<b>394</b>	<b>5</b>	<b>12</b>	<b>411</b>
Contributed equity (net of shares held trust)	1,289	179	-	1,468
Retained losses	(329)	(3)	-	(332)
Other equity	(33)	-	-	(33)
<b>Total equity</b>	<b>927</b>	<b>176</b>	<b>-</b>	<b>1,103</b>

Notes: 1. Reported balance sheet as per the reviewed financial statements for the half year ended 31 December 2021. 2. Reflects the impact of the equity raise including transaction costs associated with the Acquisition and related deferred tax assets. 3. The pro forma balance sheet includes the unaudited provisional assets and liabilities of Realbase and impacts of the Acquisition. The difference between the agreed consideration and the net assets acquired has been allocated to Goodwill and other intangibles. The Acquisition will be subject to a formal purchase price allocation exercise post completion.

# Raising timetable

Event	Date
Trading halt and announcement of Acquisition and Equity Raising, and Institutional Entitlement Offer opens	Friday, 1 April 2022
Institutional Entitlement Offer closes	Friday, 1 April 2022
Announcement of results of Institutional Entitlement Offer	Monday, 4 April 2022
Trading halt lifted – shares recommence trading on an “ex-entitlement” basis	Monday, 4 April 2022
Entitlement Offer record date (7:00pm, Sydney time)	Tuesday, 5 April 2022
Retail Entitlement Offer opens and Retail Offer Booklet made available	Friday, 8 April 2022
Settlement of new shares issued under the Institutional Entitlement Offer	Monday, 11 April 2022
Allotment and normal trading of New Shares issued under the Institutional Entitlement Offer	Tuesday, 12 April 2022
Retail Entitlement Offer closes (5:00pm, Sydney time)	Thursday, 28 April 2022
Settlement of Retail Entitlement Offer	Wednesday, 4 May 2022
Allotment of New Shares issued under the Retail Entitlement Offer	Thursday, 5 May 2022
Normal trading of New Shares issued under the Retail Entitlement Offer	Friday, 6 May 2022
Despatch of holding statements in respect of New Shares issued under the Retail Entitlement Offer	Monday, 9 May 2022

Note: All dates and times are indicative 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. All times and dates are in reference to Sydney, Australia time.

## Appendix A

### Key risks



# Key risks

There are a number of risks, of a general and specific nature, which may affect the future operating and financial performance of Domain, its investment returns and the value of its shares. Many of the circumstances giving rise to these risks are beyond the control of Domain.

- This section describes certain specific areas that are believed to be the major risks associated with an investment in Domain. Broadly, these risks include:
  - risks specific to Domain's business and the industry in which Domain operates;
  - risks relating to the acquisition of all of the issued share capital in Realbase Pty Ltd (Realbase) (the Acquisition); and
  - general risks associated with the current economic conditions including, among other things, changes in legislation or regulatory policies and variations in prevailing exchange rates and interest rates.
- Each of the risks described below could, if they eventuate, have a material adverse effect on Domain's operating and financial performance. There may be other risks which Domain is not presently aware of or may arise in the future, which may also have a material impact on Domain's performance. You should consider carefully the risks described in this section, as well as other information in this presentation, and consult your financial or other professional adviser before making an investment decision.

# Domain business specific risks

<b>Potential for declines in property market conditions</b>	Domain's business is focussed on the Australian property market, which is subject to changing conditions due to macroeconomic factors including interest rates, unemployment and consumer confidence. A significant change in one or more of these factors can affect conditions in the property market, impacting listing and transaction levels, which has the potential to reduce the demand for Domain's services.
<b>Competition</b>	The markets for real estate advertising and technology services are highly competitive. Increased competition from existing businesses in the market, or the emergence of new entrants or disruptive business models into these markets, has the potential to adversely affect Domain's growth prospects and financial performance. Continuing to improve Domain's products and services, in particular the user experience and value delivered to customers, is also key to ensuring the business remains competitive. There can be no guarantee the strategies undertaken by Domain will ensure that its growth prospects, competitiveness and financial performance are not affected by competitors.
<b>Equity raising and underwriting risk</b>	<p><i>Conditions precedent to underwriting obligations</i></p> <p>Domain has entered into an underwriting agreement under which the Underwriters have agreed to fully underwrite the Entitlement Offer. If certain conditions are not satisfied or certain events occur, the Underwriters may terminate the Underwriting Agreement. Termination of the Underwriting Agreement would have an adverse impact on the proceeds raised under the Entitlement Offer and Domain's sources of funding for the Acquisition. If the Underwriting Agreement is terminated, Domain will not be entitled to terminate the Acquisition agreement. In these circumstances, Domain would need to find alternative funding for that part of the Offer not taken up by investors (without the benefit of underwriting) to meet its contractual obligations. Termination of the Underwriting Agreement could materially adversely affect Domain's business, cash flow, financial condition and results of operations.</p> <p>These conditions to the Underwriting Agreement include that the Acquisition agreement has been entered into and has not been breached, terminated, rescinded or varied in any material respect without the Underwriter's consent and no condition precedent under such agreement is able to be waived or becomes incapable of being satisfied.</p> <p><i>Termination and restructure events</i></p> <p>There are certain events which trigger termination of the Underwriting Agreement during the Institutional and Retail Offer periods. The ability of the Underwriters to terminate the Underwriting Agreement in respect of some events will depend on whether the event has or is likely to have a material adverse effect on the success, marketing or settlement of the Offer, the value of the securities, or the willingness of investors to subscribe for securities, or where they may give rise to liability for the Underwriters.</p> <p>Please see page 45 below for a summary of the Underwriting Agreement, including the termination provisions.</p>

# Domain business specific risks

<b>Dilution</b>	Investors who do not participate in the Entitlement Offer, or do not take up all of their entitlement under the Entitlement Offer, will have their percentage security holding in Domain diluted by not participating to the full extent in the Entitlement Offer. Investors may also have their investment diluted by future capital raisings by Domain. Domain may issue new shares to finance future acquisitions or pay down debt which may, under certain circumstances, dilute the value of an investor's interest in Domain.
<b>Control implications</b>	<p>As detailed in the Cleansing Notice, Nine may increase its voting power in Domain to a maximum of approximately 62.03% on completion of the Entitlement Offer depending on the level of take up by shareholders of their entitlements. This is consistent with Nine's right to "creep" by up to 3% under an exception to the takeovers threshold contained in the Corporations Act.</p> <p>Notwithstanding that the Entitlement Offer is not expected to have any material effect or consequence on the control of Domain, there is a risk that ASIC or another party could bring an action to the Takeovers Panel ("Panel") claiming that the Entitlement Offer gives rise to unacceptable circumstances. If an action is brought in the Panel and is successful, there are a broad range of orders that the Panel can make, including requiring Domain to amend the terms of the Entitlement Offer or withdraw the Entitlement Offer.</p>
<b>Key personnel and labour issues</b>	<p>Domain's growth and profitability may be limited by the loss of key management, the inability to attract new suitably qualified personnel or by increases in remuneration costs associated with attracting and retaining personnel. The departure of key personnel, or a shortage of skilled employees with the appropriate experience, could adversely affect Domain's business and its future ability to pursue its growth strategies.</p> <p>Nine may nominate directors to the Domain board from time to time. One of Nine's nominated directors, Lizzie Young, has given notice to resign her employment with Nine with effect from late June 2022. Domain anticipates that she will cease to be a director of Domain at that time and a replacement director will be nominated by Nine.</p>
<b>Insurance</b>	The availability of insurance at an appropriate term and price is not guaranteed. It is possible that the occurrence of an event may not be fully covered, or covered at all, by insurance.

# Domain business specific risks

<b>IT and cyber risk</b>	<p>Domain relies on IT infrastructure and systems and the efficient and uninterrupted operation of core technologies. Domain's core technologies and other systems and operations could be exposed to damage or interruption from system failures, computer viruses, cyber-attacks, power or telecommunication provider's failure or human error. These events may cause one or more of Domain's core technologies to become unavailable. Any interruptions to these operations would impact Domain's ability to operate and could result in business interruption, loss of customers and revenue, damaged reputation and weakening of competitive position and could therefore adversely affect Domain's operating and financial performance.</p> <p>Domain uses technologies which involve the collection of confidential information. Through the ordinary course of business, Domain may be exposed to cyberattacks. Cyberattacks may lead to a compromise or breach of technology systems used by Domain to protect confidential information. It is possible that measures taken by Domain will not be sufficient to detect or prevent unauthorised access to, or disclosure of, confidential information, whether malicious or inadvertent.</p> <p>There is a risk that, if a cyberattack is successful, any data security breaches or Domain's inadvertent failure to protect confidential information could result in a loss of information integrity, breaches of Domain's obligations under applicable laws or client arrangements, system outages and the hacking of Domain systems. Each of these has the potential to have a materially adverse impact on Domain's reputation and financial performance.</p>
<b>Climate change</b>	<p>Climate change may cause certain physical and environmental risks that cannot be predicted by Domain, including events such as increased severity of weather patterns and incidence of extreme weather events and longer term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change in the industry in which Domain operates.</p> <p>Domain may also be impacted by the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. Domain may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact Domain and its profitability. While Domain will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that Domain will not be impacted by these occurrences.</p>



# Domain business specific risks

<b>Reliance on third parties</b>	<p>Domain's ability to provide its platform is reliant on the performance and availability of Domain's technology and communication systems and that of its suppliers and other third parties. Providers may choose to cease to do business, or change the terms of which they do business, with Domain.</p> <p>As such, Domain could become subject to additional costs or business disruption should any such supplier fail to enable Domain to provide its customers with reliable, real-time access to its platform and if arrangements with suppliers be terminated or altered in any way (including an increase in the cost of supply) that is detrimental to Domain and Domain cannot find alternative sources of technology or systems on commercially reasonable terms or on a timely basis.</p> <p>Any changes or interruptions to Domain's key third party vendor or provider relationships, or reduced availability of these services may disrupt Domain's operations, necessitate Domain to update its general business processes, replace the offering with a competitor or undertake investment to build its own service offering. Operational delays, damage to reputation and loss of consumers may result from any disruption of Domain's systems and infrastructure, which may arise due to matters outside of Domain's influence or control.</p>
<b>Future dividends and franking capacity</b>	<p>While Domain maintains a progressive dividend policy with interim and final dividends generally being in line with improved earnings and balance sheet strength, any future dividends and the level of franking will ultimately be determined by the Board of Domain having regard to a range of factors including the performance of Domain's businesses, the availability of cash, capital requirements of the business and obligations under debt instruments. There is no guarantee that any dividend will be paid by Domain or, if paid, that they will be paid at previous levels, or with the same level of franking as prior periods.</p>
<b>Acquisition and divestment risk</b>	<p>Domain periodically considers acquisition and divestment opportunities. There can be no assurance that Domain will identify suitable acquisition or divestment opportunities or other projects at acceptable prices, or successfully execute those opportunities.</p> <p>In addition, Domain's past and future acquisitions and divestments may subject it to unanticipated risks and liabilities, or may disrupt its operations. Acquisitions may not deliver projected benefits or value, and integrations may not be successful, resulting in interruptions to the achievement of business strategy. Due diligence undertaken in making acquisitions may not have identified all liabilities and risks associated with the relevant business. This may divert management's attention and resources from Domain's day to day operations.</p> <p>Domain has entered into an agreement for its wholly owned subsidiary, Australian Property Monitors Pty Limited (ACN 061 438 006), to acquire all of the issued share capital in Realbase. If the transaction completes there can be no guarantee that Domain's investment in Realbase will generate the returns that are expected to be achieved from the investment or that Domain will receive a return on investment from the transaction. Refer below to page 36 for specific risks associated with the Realbase acquisition.</p>



# Domain business specific risks

<b>Litigation</b>	<p>Domain is subject to the usual business risk that disputes or litigation may arise from time to time in the course of its business activities. Litigation and disputes can be costly, including amounts payable in respect of judgements and settlements made against, or agreed to by, Domain. They can also take up significant time and attention from management and the Board and have an impact on Domain's operational activities. As such, Domain's involvement in litigation and disputes could have an adverse impact on its financial position and performance.</p>
<b>Economic and financial risks</b>	<p><b>Level of economic activity</b> Domain's operational and financial performance is linked to both the overall level of activity in the economy and the level of activity in the property market. A reduction in economic activity (for example, during periods of economic recession, including, but not limited to, as a result of the impact of the COVID-19 pandemic), and particularly a reduction in demand for housing and property marketing services, can negatively impact the level of revenue and earnings generated by Domain.</p> <p><b>Continued access to capital markets</b> Domain's ability to service its existing debt will depend on its future performance and cash flows, which in turn will be affected by various factors, certain of which are outside of its control (such as changes in interest and foreign exchange rates, and general economic conditions). Any inability to service its existing debt may have a material adverse effect on Domain. Further, to the extent that additional equity or debt funding is not available from time to time on acceptable terms, Domain may not be able to operate its business in the ordinary course, take advantage of acquisition and other growth opportunities, develop new business or respond to competitive pressures.</p> <p><b>Financing covenants and ability to refinance</b> Domain has various covenants in relation to its banking facilities. Factors such as increases in base rates, increased borrowings and weak operational performance could lead to Domain breaching its debt covenants. In certain circumstances, lenders may require that such banking facilities be repaid immediately. Under such a scenario, there is no guarantee that Domain will be able to secure alternative financing on commercially acceptable terms or at all.</p> <p>Further, where existing loans either approach or reach maturity, Domain may seek to re-negotiate with existing and new lenders to extend the maturity date of those loans. Domain's earnings profile, credit rating, state of the economy and other factors may influence the outcome of those negotiations. Where refinancing occurs at a higher cost, this may impact the profitability of Domain's operations.</p>

# Risks associated with the acquisition of Realbase

<b>Completion risk</b>	<p>There is a risk that the Acquisition may not complete on the current terms and expected timing.</p> <p>As completion of the Acquisition is expected to occur only after completion of the Institutional Component of the Entitlement Offer, there is a risk that Domain will have raised the full/the institutional proceeds of the offer and the transaction will be terminated. If this occurs, Domain will utilise the proceeds of the Entitlement Offer by way of general working capital. If completion of the Acquisition is delayed, Domain may incur additional costs and it may take longer than anticipated for Domain to realise the benefits of the Acquisition. Any failure to complete, or delay in completing, the Acquisition may have a material adverse effect on Domain's operations, financial position and performance, and the price of its shares.</p>
<b>Integration risk</b>	<p>The integration of a business the size of Realbase carries numerous risks, including potential delays, additional unanticipated costs in implementing necessary changes, and difficulties in integrating various operations. The success of the Acquisition will be dependent on the effective and timely consolidation of the Realbase business alongside Domain's business following completion of the Acquisition, while retaining the features of Realbase's business which have contributed to its success. These risks are particularly accentuated by the disruptions caused by COVID-19, which may make integration difficult, delayed or in some instances unachievable.</p> <p>Integration risks include:</p> <ul style="list-style-type: none"> <li>• possible loss of key Realbase or Domain personnel or corporate knowledge;</li> <li>• reduced employee productivity due to uncertainty arising as a result of the Acquisition;</li> <li>• possible difficulties in bringing together the cultures and management styles of both organisations in an effective manner;</li> <li>• disruption to the ongoing operations of both businesses;</li> <li>• impacts to personnel affecting their health and overall wellbeing as a result of COVID-19, which could involve higher than usual absences from work;</li> <li>• higher than anticipated costs, delays or failures relating to integration of businesses, IT, accounting or other systems;</li> <li>• impacts to the existing business of Domain from the increase in scale of the business post Acquisition; and</li> <li>• unanticipated costs arising from unforeseen litigation or regulatory actions.</li> </ul>
<b>Legal risk</b>	<p>The Acquisition will involve Domain and its related bodies corporate entering into a number of transaction documents, including a share purchase agreement. While the documents contain some protections in respect of certain historical liabilities of Realbase, there is always a risk that potential liabilities or risks in relation to Realbase's business or other costs are not matters for which Domain has protection under those transaction documents, potentially exposing Domain to the risk of future costs or disputes arising in relation to the Acquisition.</p>
<b>Future earnings</b>	<p>To the extent that the actual financial performance achieved by Realbase is weaker than anticipated by Domain in its analysis of whether to pursue the Acquisition, there are any difficulties in integrating the operations of Realbase with Domain, or operating costs are higher than anticipated, the profitability and future earnings of Realbase may be materially less favourable than the pro-forma financial performance presented in this Presentation.</p>

# General risks

<b>COVID-19 impact</b>	<p>The ongoing COVID-19 pandemic have had a significant impact on the Australian and global economy and the ability of individuals, businesses, and governments to operate. Across Australia and the world, travel, trade, business, working arrangements and consumption have been materially impacted by the pandemic. In addition, events relating to COVID-19 have resulted in significant volatility across financial, commodity and other markets, including in the prices of securities trading on the Australian Securities Exchange (ASX) (including the price of Domain securities) and on other foreign securities exchanges.</p> <p>While government restrictions have begun to ease, there continues to be considerable uncertainty as to the duration of and further impact of COVID-19. A new wave of infections, prolonged period of social distancing, quarantines, travel restrictions, work stoppages, health authority actions, lockdowns and other related measures within Australia (or overseas), or an escalation of currently existing measures, may directly and indirectly impact a number of aspects of Domain's business and may particularly cause demand for housing to weaken.</p> <p>In addition, there is a risk of a COVID-19 related infection occurring at a location in which Domain operates, which could have a negative impact on Domain's ability to operate at that location. This may also create a risk of broader infection of Domain's workforce which could negatively impact on Domain's ability to meet its contractual obligations, and may adversely impact Domain's financial and business performance.</p> <p>Domain is also exposed to counterparty risk in respect of its customers failing to fulfil their contractual obligations. This risk may be heightened as a result of COVID-19 and may cause Domain's financial performance and business to be impacted where its customers experience financial difficulties, reduce or discontinue operations or default on obligations owed to Domain.</p>
<b>Geopolitical tensions</b>	<p>Ongoing or new geopolitical tensions may have an impact on the Australian and global economy which could result in significant volatility across the Australian property market, financial commodity and other markets including in the price of securities trading on the ASX (including Domain) and on other foreign securities exchanges. Geopolitical tensions may also have an impact on the cost of resources globally which may result in increased costs for Domain.</p>
<b>General equity market and investment risk</b>	<p>The price of Domain shares will fluctuate due to various factors including movements in Australian equity markets, recommendations by brokers and analysts, interest rates, inflation, Australian and international economic conditions, changes in government, fiscal, monetary and regulatory policies, global and geo-political events and hostilities, natural disasters, changing climatic conditions, pandemics, public health emergencies, acts of terrorism, investor perceptions and other factors that may affect Domain's financial position and earnings.</p>

# General risks

<b>Future earnings</b>	Domain's business is affected by a range of industry specific and general legal and regulatory controls. Changes in these types of controls can have an adverse effect on Domain's financial performance. Further, any major shift in regulatory policy may impact on the profitability of Domain and its customers.
<b>Business interruptions</b>	Significant business interruptions as a result of natural disasters (such as fire, earthquake, flood or cyclone), pandemics or public health emergencies, may have a materially adverse impact on the business activities of Domain and its clients and may lead to a decrease in profitability and earnings.
<b>Taxation risk</b>	Future changes in Australian taxation law, including changes in interpretation or application of the law by courts or taxation authorities in Australia, may affect taxation treatment of an investment in Domain shares or the holding and disposal of those shares. Further, changes in tax law, or changes in the way tax law is expected to be interpreted in the jurisdictions in which Domain operates may impact the future tax liabilities of Domain.
<b>Changes in accounting policy</b>	Changes to Australian Accounting Standards could affect Domain's reported earnings and its financial position from time to time.
<b>Legal, regulatory and policy changes</b>	Changes in laws, regulations and government policies in the jurisdictions in which Domain operates may adversely affect Domain's business and its overall financial performance. The impact of future regulatory, legislative and policy changes upon the business of Domain cannot be predicted. If the amount and complexity of these changes increase, the cost of compliance and the risk of non-compliance will also increase.

## Appendix B

### International Offer restrictions



# International Offer restrictions

This document does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

## Bermuda

No offer or invitation to subscribe for New Shares may be made to the public in Bermuda or in any manner that would constitute engaging in business in or from within Bermuda. In addition, no invitation is being made to persons resident in Bermuda for exchange control purposes to subscribe for New Shares.

## Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces"), only to persons to whom New Shares may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This document is not a prospectus, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons who are "accredited investors" within the meaning of National Instrument 45-106 – Prospectus Exemptions, of the Canadian Securities Administrators.

No securities commission or authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of the New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws. While such resale restrictions generally do not apply to a first trade in a security of a foreign, non-Canadian reporting issuer that is made through an exchange or market outside Canada, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission. Securities legislation in certain Provinces may provide a purchaser with remedies for rescission or damages if an offering memorandum contains a misrepresentation, provided the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's Province. A purchaser may refer to any applicable provision of the securities legislation of the purchaser's Province for particulars of these rights or consult with a legal adviser.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as there are Canadian tax implications for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

## Cayman Islands

No offer or invitation to subscribe for New Shares may be made to the public in the Cayman Islands or from within the Cayman Islands.



# International Offer restrictions

## Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

## New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

## Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007 no. 75. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act. The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in the Norwegian Securities Trading Act).



# International Offer restrictions

## Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

## Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares constitutes a prospectus or a similar notice, as such terms are understood under art. 35 of the Swiss Financial Services Act or the listing rules of any stock exchange or regulated trading facility in Switzerland.

No offering or marketing material relating to the New Shares has been, nor will be, filed with or approved by any Swiss regulatory authority or authorised review body. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to investors who qualify as "professional clients" (as defined in the Swiss Financial Services Act). This document is personal to the recipient and not for general circulation in Switzerland.

## United Arab Emirates

This document does not constitute a public offer of securities in the United Arab Emirates and the New Shares may not be offered or sold, directly or indirectly, to the public in the UAE. Neither this document nor the New Shares have been approved by the Securities and Commodities Authority ("SCA") or any other authority in the UAE.

No marketing of the New Shares has been, or will be, made from within the UAE other than in compliance with the laws of the UAE and no subscription for any securities may be consummated within the UAE. This document may be distributed in the UAE only to "professional investors" (as defined in the SCA Board of Directors' Decision No.13/RM of 2021, as amended).

No offer or invitation to subscribe for New Shares is valid, or permitted from any person, in the Abu Dhabi Global Market or the Dubai International Financial Centre.

# International Offer restrictions

## United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

## Appendix C

### Underwriting agreement summary



# Underwriting agreement summary

Macquarie Capital (Australia) Limited and UBS Securities Australia Limited are acting as joint lead managers, joint bookrunners and joint underwriters (the **Underwriters**) for the Offer. The Offer is an accelerated non-renounceable entitlement offer of ordinary shares (**Shares**) in Domain Holdings Australia Limited (**Domain**) on a pro rata basis (**Offer Shares**) to existing institutional (**Institutional Offer**) and retail holders (**Retail Offer**) of Shares with a registered address in Australia, New Zealand and certain other jurisdictions.

Domain has entered into an underwriting agreement with the Underwriters in respect of the Offer (**Agreement**). The Agreement contains conditions precedent, representations and warranties, and indemnities in favour of the Underwriters. An Underwriter may also, in certain circumstances, terminate its obligations under the Agreement if any of the following termination events set out in clause 13.1 occur by notice to Domain and the other Underwriter:

- (a) ASX: (i) announces that Domain will be removed from the official list or that any Shares will be delisted or suspended from quotation by ASX; (ii) removes Domain from the official list; or (iii) ceases to quote Domain's Shares on ASX;
- (b) ASX does not, or states that it will not, agree to grant official quotation of all the Offer Shares on an unconditional basis (or on a conditional basis which in the opinion of the Underwriters would not have a material adverse effect on the Offer) by the time required, or if approval is given but subsequently withdrawn, qualified or withheld;
- (c) a statement contained in the materials released to ASX in connection with the Offer (**Offer Materials**) is or becomes misleading or deceptive (including by omission) or likely to mislead or deceive, or the Offer Materials omit any material information they are required to contain;
- (d) Domain alters its capital structure without the consent of the Underwriters, other than by issuing Shares pursuant to the terms of the Offer or as otherwise permitted under the Agreement;
- (e) the Offer Materials include any forecast, expression of opinion, forward looking statement, belief, intention or expectation which is not (or ceases to be) fairly and properly supportable or which is not based on (or there cease to be) reasonable grounds;
- (f) any event specified in the Offer timetable is delayed, without the consent of the Underwriters: (i) in respect of events up to and including the Institutional Offer settlement date, for 1 business day or more; and (ii) in respect of events following the Institutional Offer settlement date, for more than 4 business days;
- (g) Domain withdraws the Offer or any component of it or indicates that it does not intend to or is unable to proceed with the Offer or any component of it;
- (h) (i) any certificate which is required to be furnished by Domain under the Agreement is not furnished when required; or (ii) \* a statement in that certificate is false, misleading, untrue or incorrect (including by omission);
- (i) Domain or any of its material subsidiaries (representing in excess of 5% of the consolidated assets or earnings of the Domain group) becomes insolvent;
- (j) \* there is a material adverse change, or an event occurs which is likely to give rise to a material adverse change, in the assets, liabilities, financial position, results, condition, operations or prospects of the Domain group from the position fairly disclosed by Domain to ASX before the date of the Agreement or in the drafts of the announcements provided to the Underwriters immediately prior to execution of the Agreement;
- (k) \*there is an event or occurrence, including any statute, order, rule, regulation, directive or request of any government agency which makes it illegal for the Underwriter to satisfy an obligation under the Agreement, or to market, promote, underwrite or settle the Offer;
- (l) Domain or any of its affiliates, directors or officers engage in any fraudulent conduct or activity whether or not in connection with the Offer;
- (m) a director or senior manager of Domain is charged with an indictable offence relating to financial or corporate matters or a director of Domain is disqualified from managing a corporation;
- (n) a change in the Chair, Chief Executive Officer or Chief Financial Officer of Domain occurs or is announced by Domain (other than one that has been announced to ASX prior to the date of the Agreement);
- (o) any of the following: (i) there is an application to any government agency (excluding ASIC) for any order, declaration or other remedy, or any other government agency commences any other formal investigation (questions of enquiry will not of themselves constitute an "investigation") or hearing or announces its intention to do so, in each case in connection with the Offer (or any part of it); (ii) ASIC issues or threatens to issue proceedings in relation to the Offer or commences any formal inquiry or investigation into the Offer (or announces its intention to do so); or (iii) ASIC or any other government agency commences or gives notice of an intention to commence a prosecution of Domain or any of its directors or employees or commences a hearing or investigation into Domain, and such application or commencement of any investigation, prosecution or proceedings (as applicable) becomes public or is not withdrawn within 2 Business Days after it is made or if it is made within 2 Business Days of the Institutional Offer settlement date or the Retail Offer settlement date (as applicable), it has not been withdrawn by 8.00am on the relevant settlement date;
- (p) \* Domain is in breach of any terms and conditions of the Agreement;

# Underwriting agreement summary

- (a) \* any representation or warranty made by Domain in the Agreement is or becomes incorrect, untrue or misleading;
- (b) certain documents and any other information supplied by or on behalf of Domain to the Underwriters for the purposes of due diligence investigations, the Offer Materials or the Offer, is or becomes false, misleading or deceptive, or is or becomes likely to mislead or deceive;
- (c) \* a new circumstance that would be adverse from the point of view of an investor arises that would have been required to be disclosed in the Offer Materials had it arisen before the Offer Materials were lodged with ASX;
- (d) in the reasonable opinion of the Underwriter who gives notice to the other Underwriter and Domain of its intention to terminate its obligations under the Agreement, an obligation arises on the Company to give ASX a notice in accordance with section 708AA(10) or section 708AA(12) of the Corporations Act;
- (e) \* there is introduced, or there is a public announcement of a proposal to introduce, a new Commonwealth or State law, or the Reserve Bank of Australia, or any Commonwealth or State authority or ASIC, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced prior to the date of the Agreement) any of which does or is likely to prohibit or regulate the Offer, capital markets or stock markets;
- (f) either: (i) \* Domain contravenes the Corporations Act, its Constitution, any of the ASX Listing Rules, any other applicable law or regulation or order or request made by or on behalf of ASIC, ASX or any government agency; (ii) \* any aspect of the Offer does not comply with the Corporations Act or the ASX Listing Rules, any other applicable laws; or (iii) Domain is prevented from allotting and issuing the Offer Shares under the ASX Listing Rules, applicable laws, a court order or a government agency;
- (g) (i) \* a suspension or material limitation in trading of securities generally on ASX, HKEX, LSE, NASDAQ or NYSE for one day, or a substantial part of that day, on which that exchange is open for trading; (ii) \* a general moratorium on commercial banking activities in Australia, New Zealand, the People's Republic of China, Hong Kong, the United States or the United Kingdom is declared by the relevant central banking authority or there is a material disruption in commercial banking or securities settlement or clearance services in any of those countries; (iii) \* any adverse change or disruption from the situation existing at the time of this document to the existing financial markets, political or economic conditions of Australia, the People's Republic of China, Hong Kong, the European Union, the United States of America, the United Kingdom or the international financial markets or any change in national or international political, financial or economic conditions; or (iv) \* hostilities not presently existing commence (whether war has been declared or not) or an escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, New Zealand, the United States of America, United Kingdom, Japan, any member state of the European Union, the People's Republic of China, Hong Kong or any member state of the North Atlantic Treaty Organization or a national state of emergency is declared or escalated by or in any of those countries, or chemical, nuclear or biological weapons of any sort are used in connection with the Ukraine conflict that is ongoing at the date of the Agreement or a major terrorist act is perpetrated anywhere in the world.

No event set out above and marked with an "\*" entitles an Underwriter to exercise its rights to terminate its obligations under the Agreement unless, in the actual and reasonable opinion of that Underwriter, the event:

- (a) has, or is likely to have, individually or in the aggregate, a material adverse effect on the success, marketing or settlement of the Offer, the value of the Shares or the willingness of investors to subscribe for or settle Offer Shares having taken into account the willingness of any sub-underwriters to proceed to acquire Institutional Shortfall Shares and/or Retail Shortfall Shares pursuant to their sub-underwriting commitments other than in the case of an event in paragraph (w) above where: (i) such event occurs after Domain has released the announcement of the results of the Institutional Offer; and (ii) all amounts payable by Nine under its commitment letter (Obligations) have first been deposited into a trust account maintained by Domain or its share registry on irrevocable terms that such funds are to be used to satisfy those Obligations; and Domain has first offered a withdrawal right to investors who have applied for Offer Shares for a reasonable period of time, the Terminating Underwriter must have first taken into account the willingness of any sub-underwriters to proceed to acquire any shortfall and Nine must have also agreed to extend its sub-underwriting commitments to cover any Offer Shares which are the subject of withdrawal requests;
- (b) has, or is likely to have, individually or in the aggregate, a material adverse effect on the business, financial position or prospects of the Domain group; or
- (c) leads, or is likely to lead: (i) to that Underwriter (or its Affiliates) contravening or being involved in a contravention of the Corporations Act or any other applicable law; or (ii) to a liability for that Underwriter (or its Affiliates) under the Corporations Act or any other applicable law.

If an Underwriter terminates its obligations under the Agreement (Terminating Underwriter), the Terminating Underwriter will be discharged from any of its obligations that remain to be performed under the Agreement. The exercise by the Terminating Underwriter of its termination rights does not automatically terminate the obligations of the other Underwriter, who may elect in writing to assume all the rights and obligations of the Terminating Underwriter or nominate a proposed replacement Underwriter to assume all the obligations of the Terminating Underwriter. In the absence of such election within 2 business days by the other Underwriter, that other Underwriter will be treated as also having terminated its obligations under the Agreement. Termination of the Agreement by an Underwriter could have an adverse impact on the amount of proceeds raised under the Offer. For the avoidance of doubt, termination of the Agreement does not require Domain to withdraw the Offer.

The Agreement is also subject to customary conditions precedent, representations, warranties and indemnities.

For details of fees payable to the Underwriters, see the Appendix 3B released to ASX on the date of this Presentation.

For personal use only

# Thank you.

Contact:  
[corporate.relations@domain.com.au](mailto:corporate.relations@domain.com.au)

Domain

# CORPORATE DIRECTORY

**DOMAIN HOLDINGS AUSTRALIA LIMITED**  
**ACN 094 154 364 (ASX Code: DHG)**

**REGISTERED OFFICE**

Level 5, 100 Harris Street  
Pymont, NSW 2009

**REGISTRY**

Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW Australia 2000

**WEBSITE**

[www.domain.com.au](http://www.domain.com.au)

**ENTITLEMENT OFFER INFORMATION LINE**

Australia: 1300 363 917  
International: +61 1300 363 917

Open between 8:30 am and 5:30 pm (Sydney time) on Monday to Friday during the Retail Entitlement Offer period.

**OFFER WEBSITE**

<https://shareholders.domain.com.au/group/>