

ASX Announcement 3 October 2022

REA Group Notice of 2022 Annual General Meeting

On behalf of REA Group Ltd (ASX:REA) please find attached the following documents in relation to REA Group Ltd's 2022 Annual General Meeting (AGM), to be held on Thursday, 10 November 2022, commencing at 9.00am (AEDT):

- Notice of Meeting
- Voting Form
- Online Meeting Guide

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The release of this announcement was authorised by Tamara Kayser, Company Secretary.

About REA Group Ltd: (www.rea-group.com): (www.rea-group.com): REA Group Ltd ACN 068 349 066 (ASX:REA) ("REA Group") is a multinational digital advertising business specialising in property. REA Group operates Australia's leading residential and commercial property websites - realestate.com.au and realcommercial.com.au - as well as the leading website dedicated to share property, Flatmates.com.au and property research website, property.com.au. REA Group owns Smartline Home Loans Pty Ltd and Mortgage Choice Pty Ltd, Australian mortgage broking franchise groups, and PropTrack Pty Ltd, a leading provider of property data services. In Australia, REA Group holds strategic investments in Simpology Pty Ltd, a leading provider of mortgage application and e-lodgement solutions for the broking and lending industries; Realtair Pty Ltd, a digital platform providing end-toend technology solutions for the real estate transaction process, Campaign Agent Pty Ltd, Australia's leading provider of Buy Now Pay Later solutions for the Australian real estate market and Managed Platforms Pty Ltd, an emerging Property Management software platform. Internationally, REA Group holds a controlling interest in REA India Pte. Ltd. operator of established brands Housing.com, Makaan.com and PropTiger.com. REA Group also holds a significant minority shareholding in Move, Inc., operator of realtor.com in the US, and the PropertyGuru Group, operator of leading property sites in Malaysia, Singapore, Thailand and Vietnam.



3 October 2022

Dear shareholder,

REA GROUP'S 2022 ANNUAL GENERAL MEETING

On behalf of your Board, I invite you to the 2022 Annual General Meeting (**AGM** or **Meeting**) of REA Group Ltd. The AGM will be held on Thursday, 10 November 2022 commencing at 9.00am (AEDT).

The AGM will be held as a hybrid meeting, which will allow our shareholders and proxy holders the flexibility to attend the AGM in person or to participate online.

Attending the AGM in person

Shareholders and proxy holders who wish to attend the AGM in person can do so at REA Group Ltd's Head Office, Ground Floor, 511 Church Street, Richmond, Victoria, 3121. If you decide to attend in person, you will need to register upon arrival on the day of the AGM. The registration desk will be open from 8.30am (AEDT).

For the health and safety of all attendees, if you feel unwell or have any symptoms of COVID-19, we ask that you do not attend the AGM in person, and instead join the AGM online. We will continue to monitor the COVID-19 situation closely, and attendance in person will be subject to government regulations in force at the time of the Meeting. If it becomes necessary or appropriate to make alternative arrangements for the holding of the Meeting, the Company will give shareholders as much notice as possible. Any additional information will be announced to the ASX and made available at https://www.rea-group.com/investor-centre/annual-general-meeting/.

Accessing the AGM online

We encourage shareholders and proxy holders who do not attend in person to join the AGM virtually via the online portal at https://meetings.linkgroup.com/REA22. The online portal will go live from 8.30am (AEDT) on Thursday, 10 November 2022.

Information on how to join and participate in the AGM (including how to vote and ask questions) is available in the 'Online Meeting Guide' available at https://www.rea-group.com/investor-centre/annual-general-meeting/.

A copy of the AGM webcast will also be available online after the meeting concludes at https://www.rea-group.com/ investor-centre/webcasts/.

Notice of Meeting and Voting Form

The Notice of Meeting and other important information about the AGM is available for download from REA Group's website at https://www.rea-group.com/investor-centre/annual-general-meeting/.

The Voting Form can be accessed at https://investorcentre.linkgroup.com.

Items of business

At the AGM, Owen Wilson, REA Group's Chief Executive Office, and I will provide an overview of REA Group's operations and performance during the financial year ended 30 June 2022 and an update on matters important to REA Group, its shareholders and stakeholders.

The items of business to be considered at the AGM are set out in the Notice of Meeting, along with explanatory notes containing further details on those items, and other important information in relation to the AGM.

REA Group's Annual Report is available on REA Group's website at <u>https://www.rea-group.com/about-us/news-and-</u>insights/annual-reports/.

Your Board and management team look forward to welcoming you to the AGM, either in person or virtually.

Yours sincerely

Hamish McLennan Chairman



Notice of Meeting 2022

Changing the way the world experiences property

The 2022 **Annual General Meeting** of REA Group Ltd will be held on Thursday 10 November 2022 commencing at 9.00am (AEDT)

Notice is given that the 2022 Annual General Meeting (**AGM** or **Meeting**) of REA Group Ltd (the **Company**) will be held on Thursday, 10 November 2022 at 9.00am (AEDT).

Shareholders and proxy holders can participate in the AGM in person or via the online portal at <u>https://</u><u>meetings.linkgroup.com/REA22/</u>. Shareholders and proxy holders who wish to attend the AGM in person can do so at REA Group Ltd's Head Office, Ground Floor, 511 Church Street, Richmond, Victoria, 3121. If you decide to join the Meeting at our Head Office, you will need to register upon arrival on the day of the AGM. The registration desk will be open from 8.30am (AEDT).

Further information on how to participate virtually is set out in this Notice of Meeting and in the 'Online Meeting Guide' available online at <u>https://www.rea-group.com/</u> <u>investor-centre/annual-general-meeting/</u>. For any enquiries relating to online participation, please contact the Company's share registry on 1300 554 474.

AGM AGENDA

8.30am: In person registration commences and online portal opens. For those attending online, follow the instructions in the 'Online Meeting Guide' to log onto the online portal and register your attendance by entering your details and accepting the terms and conditions.

9.00am: AGM commences Chairman's address CEO presentation Items of business

ITEMS OF BUSINESS

1 Consideration of Reports

To receive and consider the Company's Financial Report, including the Financial Statements, and the reports of the Directors and Auditor for the year ended 30 June 2022.

2 Remuneration Report

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

That the Remuneration Report for the year ended 30 June 2022 be adopted.

The Remuneration Report is set out on pages 44 to 57 of the 2022 Annual Report. Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

3 Re-election and election of Directors

To consider and, if thought fit, pass the following resolutions as separate ordinary resolutions:

- a. That Kelly Bayer Rosmarin, having been appointed as a Director of the Company since the last Annual General Meeting, and being eligible, be elected as a Director of the Company.
- b. That Michael Miller, who retires in accordance with the Company's Constitution, and being eligible, be re-elected as a Director of the Company.
- c. That Tracey Fellows, who retires in accordance with the Company's Constitution, and being eligible, be re-elected as a Director of the Company.
- d. That Richard Freudenstein, who retires in accordance with the Company's Constitution, and being eligible, be re-elected as a Director of the Company.

4 Grant of Performance Rights to Owen Wilson

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

That approval be given for all purposes for the grant of performance rights under the 2025 REA Group long-term incentive plan (**LTI Plan 2025**), to the Chief Executive Officer, Owen Wilson, on the terms set out in the Explanatory Notes.

Please refer to the Explanatory Notes and Important Information for Shareholders section, which form part of this Notice of Meeting, for information regarding each item of business and how to participate in the Meeting.

By order of the Board

Jamar Kayrer

Tamara Kayser Company Secretary

3 October 2022

EXPLANATORY NOTES

Item 1 - Consideration of Reports

In accordance with section 317 of the Corporations Act, the Company is required to lay before the AGM:

- the reports of the Directors and Auditor, for the year ended 30 June 2022; and
- the Financial Report, including the Financial Statements of the Company and its controlled entities, for the year ended 30 June 2022.

Whilst there is no formal resolution or vote required on Item I, shareholders will be given a reasonable opportunity to comment and raise questions on the matters contained within the reports. Shareholders will also be able to ask questions of the Company's auditor (Ernst & Young). Shareholders can access a copy of the Company's 2022 Annual Report (which includes the Financial Report, the Directors' Report and the Auditor's Report) on REA Group's website at <u>https://www.rea-group.com/about-us/news-</u> and-insights/annual-reports/.

Item 2 – Remuneration Report

The Corporations Act requires that a resolution to adopt the Remuneration Report must be put to a vote at the AGM. The vote on this item is advisory only and is not binding on the Directors or the Company. However, the Board will have regard to the outcome of the vote and the discussion at the Meeting when reviewing the Company's remuneration practices and policies.

The Remuneration Report is presented within the Directors' Report on pages 44 to 57 of the Company's 2022 Annual Report and is available on the Company's corporate website at <u>https://www.rea-group.com/about-us/news-and-insights/annual-reports/</u>.

The Remuneration Report sets out the remuneration policy for the Company and explains the remuneration arrangements in place for key management personnel **(KMP)**.

Voting Exclusion Statement:

The Company will disregard any votes cast on Item 2:

- by, or on behalf of, a member of the Company's KMP named in the Company's 2022 Remuneration Report, or their closely related parties (regardless of the capacity in which the vote is cast); or
- as a proxy by a person who is a member of the KMP at the date of the Meeting, or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Item 2:

- in accordance with a direction on the Voting Form or received online (as applicable); or
- by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy as the Chairman sees fit, even though the item is connected with the remuneration of the Company's KMP.

Recommendation: The Board recommends that shareholders vote in favour of Item 2.

Item 3 - Re-election and election of Directors

The Human Resources Committee is responsible for identifying suitable candidates to recommend to the Board to fill Board vacancies, either in response to casual vacancies or to complement the existing skills, experience and diversity of the Board. External consultants may be engaged (where appropriate) to assist in a search for a candidate. The Company's 2022 Corporate Governance Statement at https://www.rea-group.com/investor-centre/corporategovernance/ provides further information on the Company's Director appointment, election and re-election process.

Kelly Bayer Rosmarin, appointed as a non-executive Director of the Company on I January 2022, offers herself for election as a Director of the Company. Appropriate checks into Ms Bayer Rosmarin's background and experience were completed before Ms Bayer Rosmarin was appointed to the Board. Her expertise and experience is set out below. If elected, the Board considers that Ms Bayer Rosmarin would be an independent Director of the Company.

Michael Miller, Tracey Fellows and Richard Freudenstein are retiring by rotation at the end of the AGM and, being eligible, are standing for re-election at the AGM in accordance with the Company's Constitution and the ASX Listing Rules. Their expertise and experience are set out below. The Board considers that, if re-elected, Michael Miller, Tracey Fellows and Richard Freudenstein would not be independent Directors of the Company given their appointment as nominee directors of the Company's major shareholder, News Corp.

3a) Kelly Bayer Rosmarin

Non-executive Director appointed 1 January 2022



Ms Bayer Rosmarin is CEO of Optus and Consumer Australia, and is currently a Director of Airtel Africa plc. She has experience in banking, risk management and regulated markets. Prior to joining Optus,

Ms Bayer Rosmarin spent 14 years with Commonwealth Bank of Australia where she held several senior positions, most recently as Group Executive of Institutional Banking and Markets. Ms Bayer Rosmarin holds a bachelor's degree in Industrial Engineering and Engineering Management and a Master of Science in Management Science and Industrial Engineering from Stanford University.

Special responsibilities: Member of the Audit, Risk & Compliance Committee

Recommendation: On the basis of her experience, qualifications and skills, and her contribution to the Board's activities, the Board (other than Kelly Bayer Rosmarin) recommends that shareholders vote in favour of Kelly Bayer Rosmarin's election.

3b) Michael Miller

B.A.Sc Communication and Media

Non-executive Director appointed 12 November 2015



Mr Miller is Executive Chairman Australasia of News Corp Australia, a role he has held since November 2015. He has over 25 years' experience working in senior executive roles in the media industry,

most recently as the CEO of APN News and Media (now HT&E Limited). Mr Miller was previously the Regional Director for News Limited in New South Wales, the Managing Director of Advertiser News Media in South Australia, and News Limited's Group Marketing Director.

Recommendation: On the basis of his experience, qualifications and skills, and his contribution to the Board's activities, the Board (other than Michael Miller) recommends that shareholders vote in favour of Michael Miller's re-election.

3c) Tracey Fellows BEc

Non-executive Director from 26 January 2019 and prior to that an Executive Director appointed 20 August 2014



Ms Fellows is a digital media executive with extensive experience in real estate, technology and communications across Australian and international markets. Ms Fellows was most recently President of

Global Digital Real Estate for News Corp, responsible for driving the strategy and growth of News Corp's digital real estate interests. Ms Fellows was previously the Chief Executive Officer of REA Group where she oversaw the rapid expansion of the digital real estate business in Australia and Asia, as well as leading the company's investments in India and North America. Ms Fellows is currently a Director of Hemnet Group AB.

Recommendation: On the basis of her experience, qualifications and skills, and her contribution to the Board's activities, the Board (other than Tracey Fellows) recommends that shareholders vote in favour of Tracey Fellows' re-election.

3d) Richard Freudenstein

BEc, LLB (Hons)

Non-executive Director appointed 21 November 2006 (Chairman from 2007 to 2012).



Mr Freudenstein has extensive experience as a media executive in Australian and international markets. He was Chief Executive Officer of Foxtel from 2011 to 2016, and prior to that was CEO of News Digital Media and The Australian

newspaper and the Chief Operating Officer of British Sky Broadcasting. Mr Freudenstein is Chair of Appen Ltd and a Director of Coles Group Limited and Cricket Australia. He is also the Deputy Chancellor and Fellow of the Senate at The University of Sydney.

Special responsibilities: Member of the Audit, Risk & Compliance Committee, Member of the Human Resources Committee.

Recommendation: On the basis of his experience, qualifications and skills, and his contribution to the Board's activities, the Board (other than Richard Freudenstein) recommends that shareholders vote in favour of Richard Freudenstein's re-election.

Item 4 – Grant of Performance Rights to Owen Wilson

The Board is seeking the approval of shareholders for the grant of 19,931 performance rights under the LTI Plan 2025 to the Chief Executive Officer, Owen Wilson in accordance with the key terms outlined below.

Each performance right entitles Mr Wilson to one fully paid ordinary share in the Company, subject to satisfaction of the performance conditions detailed below (which may include under vesting depending on performance outcomes).

If the performance rights vest and Mr Wilson becomes entitled to be allocated shares under the LTI Plan 2025, all such shares will be purchased on-market and transferred to Mr Wilson. Accordingly, the grant of performance rights and allocation of shares on vesting of those performance rights to Mr Wilson does not require shareholder approval under ASX Listing Rule 10.14. The Board is nevertheless voluntarily seeking shareholder approval in recognition of the importance of shareholder engagement on key remuneration issues.

Performance Rights under the Long-Term Incentive Plan 2025

The performance rights proposed to be granted to Mr Wilson under the LTI Plan 2025 are subject to the key terms outlined below and also those outlined in the long-term incentive plan (**LTIP**) rules. The Company refers to this grant as "LTI Plan 2025" as its 3-year performance period ends at the conclusion of FY25.

The LTI Plan 2025 is structured in a manner that is largely reflective of the LTI Plan 2024. Further details of the LTIP are contained in the Remuneration Report.

Determining number and value

The number of performance rights issued to Mr Wilson is calculated by dividing \$2,580,000, being Mr Wilson's maximum entitlement to participate in the LTI Plan 2025, by the value per right. The value per right is determined on a face value basis using a ten-day volume weighted average price of Company shares traded on ASX (over the period 2 August 2022 to 15 August 2022).

Performance conditions

The LTI Plan 2025 is subject to three performance conditions. The weighting and vesting schedule applied to each performance condition is as follows:

Performance condition	Weighting	Vesting schedule
EPS : Compound annual growth in earnings per share (EPS) between 1 July 2022 and 30 June 2025	50%	Below Threshold – 0% Threshold – 30% of maximum Target – 50% of maximum
		Stretch (at or above) – 100% of maximum
Revenue: Compound annual growth in revenue	25%	Below Threshold – 0%
between 1 July 2022 and 30 June 2025		Threshold – 30% of maximum
		Target – 50% of maximum
		Stretch (at or above) – 100% of maximum
rTSR: Relative Total Shareholder Return (rTSR)	25%	Below Threshold – 0%
compared to a select group of 39 ASX150		Threshold (Median) – 37.5% of maximum
companies (excluding mining and resources,		Target (62.5th percentile) – 50% of
energy and infrastructure, materials, industrials		maximum
and healthcare companies) measured over the		Stretch (at or above 75th percentile)
period 1 July 2022 to 30 June 2025		– 100% of maximum

Vesting continues on a straight-line basis between threshold and target and then again between target and stretch levels of performance. Further details are contained in the Remuneration Report.

EPS growth was again chosen as a performance condition as it is an indicator of increasing shareholder value and provides an appropriate balance to the revenue target, as revenue growth needs to be pursued in a way that grows earnings.

Revenue growth was again chosen as a performance condition as the Company continues to pursue growth, and it counterbalances the EPS growth performance condition by ensuring earnings targets cannot be met without appropriate top line growth.

Relative TSR was again chosen as a performance condition to provide a direct link between the experience of the Company's shareholders and executive long-term rewards.

Performance targets

The Board considers that the growth rates required to attract full or partial vesting for the EPS growth and revenue growth performance conditions are commercially sensitive and therefore do not disclose them to the market. This has been the Board's usual practice for a number of years and the Board continues to believe it to be appropriate. The Board confirms its commitment to driving growth for shareholders over the longer term as it continues to consider the Company a growth company.

If Mr Wilson satisfies the performance conditions, such that performance rights granted to him under the LTI Plan 2025 ultimately vest following completion of their performance periods, the challenging performance targets set by the Board will be disclosed in the Company's FY25 Remuneration Report.

If Shareholder approval is not obtained

If Shareholders do not approve the proposed grant of performance rights to Mr Wilson under Item 4, the proposed grant of performance rights and allocation of shares on vesting will not proceed. This may impact the Company's ability to incentivise Mr Wilson and to align his interests with those of shareholders and the Board may need to consider alternative remuneration arrangements, including a cash payment, to appropriately remunerate and incentivise Mr Wilson. Any alternative remuneration arrangements would be subject to the same performance conditions.

Additional disclosure in relation to the grant of performance rights to Mr Wilson

The following information sets out additional details:

- a. No cash amount is payable by Mr Wilson on the issue or vesting of each performance right as the performance rights form part of Mr Wilson's remuneration. Accordingly, there is also no loan proposed to be made by the Company to Mr Wilson in relation to the award of these performance rights.
- b. Since his appointment as CEO, Mr Wilson has been granted 28,068 performance rights under the LTIP for no cash consideration (as they form part of his remuneration package). Mr Wilson was also granted 12,541 performance rights for no cash consideration under REA Group's one-off Recovery Incentive Plan following approval at the 2020 Annual General Meeting. Mr Wilson was previously granted performance rights in his capacity as Chief Financial Officer of the Company, as disclosed in the Company's previous Remuneration Reports. Mr Wilson is the only person entitled to participate in LTI Plan 2025 who is a person described in ASX Listing Rule 10.14.
- c. The performance rights that are the subject of this approval will be granted to Mr Wilson as soon as practicable after the date of the Meeting (and, in any event, within 12 months of the date of the Meeting).
- d. Mr Wilson is an executive director of the Company and, following a review conducted by the Board in August 2022, his current remuneration package comprises:
 - fixed annual remuneration of \$1,700,000 (inclusive of superannuation);
 - a short-term incentive up to a maximum of \$2,580,000; and
 - a long-term incentive to be granted under the LTIP up to a maximum of \$2,580,000.

Further details of Mr Wilson's remuneration package are included in the Remuneration Report.

- e. The Company uses performance rights for Mr Wilson's long-term incentive because the LTIP is designed to link long-term executive reward with ongoing creation of shareholder value, with the allocation of equity awards which are subject to satisfaction of long-term performance conditions.
- f. Details of any performance rights issued under the LTIP will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained from shareholders. Any persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after this resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained.

Voting Exclusion Statement:

The Company will disregard any votes cast on Item 4:

- in favour of the resolution by, or on behalf of Owen Wilson or his associates (regardless of the capacity in which the vote is cast); or
- as a proxy by a person who is a member of the Company's KMP at the date of the Meeting, or their closely related parties.

However, votes will not be disregarded if they are cast on Item 4:

- as a proxy or attorney for a person entitled to vote on Item 4 in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- as a proxy for a person entitled to vote on Item 4 by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy as the Chairman sees fit even though the item is connected with the remuneration of the Company's KMP; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on Item 4; and
 - the holder votes on Item 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Recommendation: The Board (other than Owen Wilson) recommends that shareholders vote in favour of Item 4.

IMPORTANT INFORMATION FOR SHAREHOLDERS

Eligibility to vote

You are eligible to vote at the AGM if you are registered as a holder of the Company's shares at **7.00pm (AEDT) on Tuesday, 8 November 2022**.

Ways of voting

If you are entitled to vote at the AGM, you can exercise your vote in the following ways.

Option	Details	Instructions
Cast your vote before	You can vote before the AGM online or by completing and submitting the Voting Form.	Online: You can cast your vote directly at https://investorcentre.linkgroup.com.
encouraded to do so online	To cast your vote online you will need to follow the instructions on that website and submit your vote by	
	If you wish to vote before the AGM using	9.00am (AEDT) on Tuesday, 8 November 2022.
	the Voting Form, please be aware of current postal timeframes.	To log in to that website you will need your shareholder number and the postcode for your shareholding.
		Voting Form: To cast your direct vote using the Voting Form, you must complete the Voting Form by following the instructions on the form.
		There are a number of different methods you can use to lodge your completed Voting Form with the Company's share registry. Those methods are outlined on the Voting Form.
		For your vote to be valid your completed Voting Form must be received by the Company's share registry by 9.00am (AEDT) on Tuesday, 8 November 2022 .

Option	Details	Instructions
Appoint a proxy before the	Each shareholder entitled to attend the AGM and vote at the AGM may appoint a proxy to attend the AGM and vote at the AGM on your	Online: You can appoint a proxy online at https://investorcentre.linkgroup.com.
AGM	behalf. You can appoint a proxy before the AGM	To appoint your proxy online you will need to follow the instructions on that website and ensure the appointment is submitted by 9.00am (AEDT) on
	online or by completing and submitting the Voting Form. The name and email of the person you are appointing as your proxy should be provided. An email will be sent	Tuesday, 8 November 2022 . To log in to that website you will need your shareholder number and the postcode for your shareholding.
	to your appointed proxy with details on how to access the meeting online.	Voting Form: To appoint a proxy using the Voting Form, please complete the Voting Form by following the instructions on it.
	Your proxy may be an individual or a body corporate and does not need to be a shareholder of the Company. You cannot appoint more than two proxies. If you do appoint two proxies to attend and vote	If you do not complete Step 2 of the Voting Form and do not give any voting directions to your proxy, they may vote as they choose (subject to the voting restrictions outlined in this Notice of Meeting).
	for you, you must specify the proportion or number of votes that each of your two proxies can exercise. If you do not do that, each proxy may exercise half of your votes.	There are a number of different methods you can use to lodge your completed Voting Form with the Company's share registry. Those methods are outlined on the Voting Form.
	If you have specified how your proxy is to vote on an item of business, your proxy must vote the way you have specified. Your proxy can only vote on the items of business that you are entitled to vote on.	For your proxy appointment to be valid your completed Voting Form must be received by the Company's share registry by 9.00am (AEDT) on Tuesday, 8 November 2022 .
	If you have specified how your proxy is to vote on an item of business, but your proxy does not attend the AGM – or does not vote on that item – then your proxy will default to the Chairman of the Meeting and the Chairman will vote as you have directed.	
	If the Chairman of the Meeting is appointed as a proxy or becomes a proxy by default, the Chairman is expressly authorised to vote undirected proxies as he sees fit on remuneration-related items.	
	The Chairman intends to vote all available proxies in favour of all resolutions.	
	If you wish to appoint a proxy you are encouraged to do so online. If you wish to appoint a proxy using the Voting Form, please be aware of current postal timeframes.	
	If you have appointed a proxy before the AGM and then vote in person or online during the AGM, your proxy appointment locked before the AGM will be cancelled	

lodged before the AGM will be cancelled.

Option	Details	Instructions
Vote online during the	You can attend the AGM virtually by logging into the online portal. You will be able to	You can log into the online portal at https://meetings.linkgroup.com/REA22.
AGM	vote directly during the AGM. Voting on each item of business will be by poll. The Chairman will open the poll shortly after the AGM commences and you will be	When you log into the online portal, you will be required to register as a shareholder or proxy holder and will be able to vote your shares or the shares you represent as proxy.
	able to vote at any time during the AGM and for a short time afterwards (you will be notified of how much time is left on the portal).	If you are a shareholder, you will need to provide your shareholder number and the postcode for your shareholding to register to vote and ask questions once you have logged in.
	If you have lodged a direct vote before the AGM and then vote in person or online during the AGM, your direct vote lodged before the AGM will be cancelled.	If you are a proxy, you will need to provide your proxy number issued by the Company's share registry to register to vote once you log in. Link Market Services will endeavour to provide confirmation of the proxy code to nominated proxyholders prior to the AGM. Alternatively, proxyholders can call the Online Meeting help line on +61 1800 990 363 from 8am (AEDT) on the day of the Meeting to request confirmation of the proxy code.
		More detailed information on how to vote during the Meeting is provided in the 'Online Meeting Guide' available online at: <u>https://www.rea-group.com/</u> investor-centre/annual-general-meeting/.
Vote in person	You can vote by attending the AGM venue in person	If you attend the AGM venue in person, you will need to register on the day. Registration will take place from 8.30am (AEDT).
		If you attend the Meeting venue in person, please bring your personalised Voting Form with you. The barcode at the top of the form will help you to register. If you do not bring your form with you, you will still be able to attend the Meeting but representatives from Link Market Services will need to verify your identify.

What if I hold my shares jointly?

If you hold your ordinary REA shares jointly, you and the other holders may attend the AGM either in person at the venue or online. However, if more than one joint holder votes using any of the options outlined above, only the vote of the holder named first in the register will be accepted.

How can I ask questions?

Shareholders can ask or submit questions using one of the options below. Questions should be relevant to the items of business at the Meeting, the management of the Company, the content of the Auditor's Report for the financial year ended 30 June 2022 or the conduct of the audit.

The Chairman will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

Option	Details
At the Meeting	At the physical venue : Shareholders attending in person will have the opportunity to ask questions at the AGM.
	Online : Shareholders attending online can submit written questions via the online portal at https://meetings.linkgroup.com/REA22 . More detailed information on how to ask questions during the Meeting is provided in the 'Online Meeting Guide' available online at https://www.rea-group.com/REA22 . More detailed information on how to ask questions during the Meeting is provided in the 'Online Meeting Guide' available online at https://www.rea-group.com/investor-centre/annual-general-meeting/ .
	A telephone facility will also be available for shareholders (or their proxy, attorney or corporate representative) who prefer to ask questions verbally. To ask questions during the Meeting using the telephone facility, you can phone 1800 316 947, or +61 2 9000 2113 (outside Australia), and use your unique personal identification number (PIN). Your unique PIN is required for verification purposes, and may be obtained by contacting Link Market Services on 1800 990 363, or +61 1800 990 363 (outside Australia). For further information, refer to the 'Online Meeting Guide' available online at https://www.rea-group.
Before the Meeting	Shareholders can submit questions before the Meeting online via <u>https://investorcentre.linkgroup.com</u> . To log in to that website you will need your shareholder number and the postcode for your shareholding.
	Your questions need to be received by the Company's share registry by 5.00pm (AEDT) on Thursday, 3 November 2022 .

Please note, the Company's auditor (Ernst & Young) is not obliged to provide written answers to questions.

Corporate representatives

A body corporate who is a shareholder or proxy must appoint an individual as its corporate representative if it wishes to attend and vote at the AGM. If you are a corporate representative, you will need to provide evidence of your appointment as a corporate representative with the Company's share registry prior to the AGM or have previously provided the Company with evidence of your appointment.

Powers of attorney

Each shareholder entitled to attend the AGM and vote at the AGM may appoint an attorney to attend the AGM and vote at the AGM on their behalf. You cannot appoint more than two attorneys. If you appoint an attorney to attend and vote at the AGM on your behalf, or your Voting Form is signed by an attorney, the power of attorney (or a certified copy) must be received by the Company's share registry by 9.00am (AEDT) on Tuesday, 8 November 2022, unless the power of attorney has previously been lodged with the Company's share registry. Powers of attorney may be submitted by post to the address for the lodgement of Voting Forms outlined on the Voting Forms.

Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chairman of the Meeting has discretion as to whether and how the AGM should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chairman may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, shareholders (particularly those who plan to attend online) are encouraged to lodge a directed proxy or direct vote in advance of the Meeting even if they plan to attend the meeting.

Receiving shareholder communication

Receiving your shareholder communications electronically is the best way to stay informed and will assist REA with its commitment to minimising paper usage. If you haven't already, we encourage you to make the switch to paperless communications and provide us with your email address. To make the change, go to the Link Market Services Investor Centre website at https://investorcentre.linkgroup.com and follow the prompts.

You can make an election as to how you would like to receive certain documents including annual reports and documents related to members' meetings (for example notices of meeting and proxy/voting forms). To tell us your preference, go to the Link Market Services Investor Centre website at https://investorcentre.linkgroup.com and follow the prompts.





REA Group Ltd ABN 54 068 349 066

LODGE THIS FORM

ONLINE www.linkmarketservices.com.au

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

BY FAX +61 2 9287 0309

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

ALL ENQUIRIES TO $(\mathbf{)}$ Telephone: 1300 554 474

Overseas: +61 1300 554 474



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VOTING FORM

I/We being a shareholder(s) of REA Group Ltd and entitled to participate in and vote hereby:

			_
Α	VOTE DIRECTLY	OR	B APPOINT A PROXY
	elect to lodge my/our vote(s) directly (mark box)		the Chairman of the Meeting (mark box) OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body
	in relation to the Annual General Meeting of the Company to be held at 9:00am (AEDT) on Thursday, 10 November 2022, and at any adjournment or postponement of the Meeting. You should mark either "for" or "against" for each item. Do not mark the "abstain" box.		corporate you are appointing as your proxy (and an email will be sent to your appointed proxy with details on how to access the meeting online), or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, to act generally on my/our behalf as my/our proxy (and to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 9:00am (AEDT) on Thursday, 10 November 2022 (the Meeting) and at any postponement or adjournment of the Meeting. You can participate by attending in person at REA Group Ltd's Head Office, Ground Floor, 511 Church Street, Richmond, Victoria 3121 or logging in online at https://meetings.linkgroup.com/REA22 (refer to details in the Online Meeting Guide). The Notice of Meeting can be viewed and downloaded at the Company's website at https://www.rea-group.com/investor-centre/annual-general-meeting/. Important for Items 2 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below by completing and submitting this Voting Form, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Items 2 and 4 (except where I/we have indicated a different voting intention below), even though the Items are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).
			The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.
VOT	ING DIRECTIONS		
VUI			

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an 🗵, number or percentage.

Items of Business	For Against Abstain*	For Against Abstain*
2 Remuneration Report	3c Re-election of Tracey Fellows as a Director	
3a Election of Kelly Bayer Rosmarin as a Director	3d Re-election of Richard Freudenstein as a Director	
3b Re-election of Michael Miller as a Director	4 Grant of Performance Rights to Owen Wilson	

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

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STEP

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

Please mark either A or B

YOUR NAME AND ADDRESS

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

VOTING UNDER BOX A - DIRECT VOTING

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "**for**" or "**against**" for each item. Do not mark the "**abstain**" box. If you mark the "**abstain**" box for an Item, your vote for that Item will be invalid.

If no direction is given on all of the Items, or if you complete both Box A and Box B and provide a voting direction on an Item in Step 2, your vote will pass to the Chairman of the Meeting as your proxy.

Sustodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate. If you leave this section blank, or your named proxy does not attend the Meeting or does not vote on a poll as directed, the Chairman of the Meeting will be appointed your proxy by default.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. The Chairman becomes a shareholder's proxy by default if (a) the shareholder's named proxy does not attend the meeting, regardless of whether the proxy has been directed how to vote or (b) the shareholder does not specify who is to be their proxy. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this form (subject to any applicable voting restrictions), including where the Items are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Item of Business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you are indicating a percentage, include a "%" after the number. If only a number is indicated in the box, this will be taken to mean a number of shares and not a percentage. If you do not mark any of the boxes on the Items of Business, your proxy may vote as he or she chooses. If you mark more than one box on an Item your vote on that Item will be invalid.

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF THIS FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am (AEDT) on Tuesday, 8 November 2022,** being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



www.linkmarketservices.com.au

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



Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY FAX +61 2 9287 0309

BY HAND

delivering it to Link Market Services Limited* Level 12 680 George Street Sydney NSW 2000

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



Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome Version 44 & 45 and after
- Firefox 40.0.2 and after
- Safari OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to https://meetings.linkgroup.com/REA22

Step 2

Log in to the portal using your full name, mobile number and email address.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left a live video webcast of the Meeting
- On the right the presentation slides that will be addressed during the Meeting
- At the bottom buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

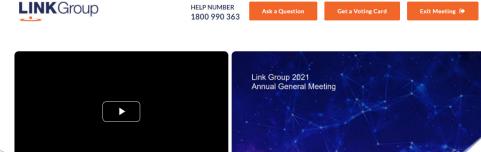
	ng Card Pareholder or Proxy details
Please provide your Sh	arenolder or Proxy details
SHAREHOI	DER DETAILS
Shareholder Number	Post Code
SUBMIT DET	AILS AND VOTE
(OR
PROXY	DETAILS
Proxy Number	
	AILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



The presentation will begin at XX:XX am/pm ZONE

➡ Get a Voting Card

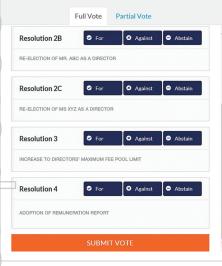
X123456789 🗙

Downloads
 Speakers Bio
 Sustainability Report
 Notice of meeting
 Online Guide

LINKGroup

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the Unitholder's voting instructions.



Full Votes

?

Ask a Question

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

Virtual Meeting Online Guide

continued

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The **'Ask a Question'** box will then pop up with two sections for completion.

Ask a Question

We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.

Regarding General Busines

Question

Type your question here...

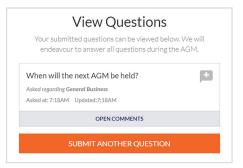
&
Submit Question

In the **'Regarding'** section click on the drop down arrow and select the category/resolution for your question.

Click in the **'Question'** section and type your question and click on 'Submit'.

A **'View Questions'** box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question. Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s

c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call: Conference Call Number: 1800 316 947 (within Australia) International Number: +61 2 9000 2113 (Overseas)

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking. Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing *2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop,

tablet or mobile device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Contact us

Australia T +61 1800 990 363 E info@linkmarketservices.com.au