



**ASX Announcement
5 September 2024**

REA Group Notice of 2024 Annual General Meeting

On behalf of REA Group Ltd (ASX:REA) please find attached the following documents in relation to REA Group Ltd's 2024 Annual General Meeting (AGM), to be held on Wednesday, 9 October 2024, commencing at 9.00am (AEDT):

- Notice of Annual General 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): 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 Mortgage Choice Pty Ltd, an Australian mortgage broking franchise group, PropTrack Pty Ltd, a leading provider of property data services, Campaign Agent Pty Ltd, Australia's leading provider in vendor paid advertising and home preparation finance solutions for the Australian real estate market and Realtair Pty Ltd, a digital platform providing end-to-end technology solutions for the real estate transaction process. 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 and Arealytics, a provider of commercial real estate information and technology in Australia. Internationally, REA Group holds a controlling interest in REA India Pte. Ltd. operator of established brands Housing.com and PropTiger.com. REA Group also holds a significant minority shareholding in Move, Inc., operator of realtor.com in the US, the PropertyGuru Group, operator of leading property sites in Malaysia, Singapore, Thailand and Vietnam and Easiloan, a technology platform for end-to-end digital processing of home loans in India.



5 September 2024

Dear shareholder,

REA GROUP LTD'S 2024 ANNUAL GENERAL MEETING

On behalf of your Board, I invite you to the 2024 Annual General Meeting (**AGM** or **Meeting**) of REA Group Ltd (the **Company**).

The AGM will be held online (virtually) on Wednesday, 9 October 2024 commencing at 9.00am (AEDT) and can be accessed at <https://meetings.linkgroup.com/REA24>. The online portal will go live from 8.30am (AEDT) on the morning of the AGM.

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/>.

If you are unable to join us for the AGM, a recording of the AGM will be available to view at <https://www.rea-group.com/investor-centre/webcasts/> after the conclusion of the meeting. We encourage you to lodge a direct vote prior to the meeting or, alternatively, appoint a proxy to attend virtually and vote on your behalf. You can do this online or by returning a printed copy of the Voting Form. We encourage shareholders to lodge a direct vote online before the meeting. We welcome shareholder questions in advance of the meeting. These can be emailed to the Company's share registry at <https://investorcentre.linkgroup.com> and must be submitted by 5.00pm (AEST) on Wednesday, 2 October 2024.

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/>.

Notice of Meeting and Voting Form

The Notice of Meeting and other important information about the AGM is available for download from our 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, the Company's Chief Executive Officer, and I will provide an overview of the operations and performance of the Company and its controlled entities (together **REA Group**) during the financial year ended 30 June 2024 and an update on matters important to the Company, 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 our website at <https://www.rea-group.com/about-us/news-and-insights/annual-reports/>.

Your Board and management team look forward to your participation at our 2024 AGM.

Yours sincerely



Hamish McLennan
Chairman

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REAGroup

REAGroup Ltd
ABN 54 068 349 066

Notice of Meeting

2024

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Changing the way the world
experiences property

Notice of Annual General Meeting 2024

The 2024 **Annual General Meeting** of REA Group Ltd will be held on Wednesday, 9 October 2024 commencing at 9.00am (AEDT).

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Notice is given that the 2024 Annual General Meeting (**AGM** or **Meeting**) of REA Group Ltd (the **Company**) will be held virtually on Wednesday, 9 October 2024 at 9.00am (AEDT).

Shareholders and proxy holders can attend and participate in the AGM via the online portal at <https://meetings.linkgroup.com/REA24>. Online registration will be open from 8.30am (AEDT) on Wednesday, 9 October 2024.

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

AGM AGENDA

8.30am: Online portal opens. 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 Financial Report, including the Financial Statements, and the reports of the Directors and Auditor for the Company and its controlled entities for the year ended 30 June 2024.

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 2024 be adopted.

The Remuneration Report is set out on pages 52 to 66 of the 2024 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 of Directors

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

- That Ms Jennifer Lambert, who retires in accordance with the Company's Constitution, and being eligible, be re-elected as a Director of the Company.
- That Mr Hamish McLennan, who retires in accordance with the Company's Constitution, and being eligible, be re-elected as a Director of the Company.

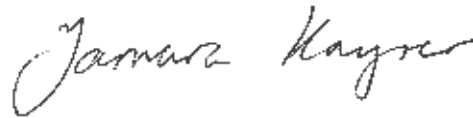
4 Grant of Performance Rights to Owen Wilson

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 2027 REA Group long-term incentive plan (**LTI Plan 2027**), 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



Tamara Kayser
Company Secretary

5 September 2024

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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 2024; and
- the Financial Report, including the Financial Statements of the Company and its controlled entities, for the year ended 30 June 2024.

While there is no formal resolution or vote required on Item 1, shareholders will be given a reasonable opportunity to comment and raise questions on the matters contained within the reports and management of REA. Shareholders will also be able to ask questions of the Company's auditor (Ernst & Young) in relation to the conduct of the audit (including the independence of the auditor), the preparation and content of the auditor's report and the accounting policies adopted by the Company. Shareholders can access a copy of the 2024 Annual Report (which includes the Financial Report, the Directors' Report and the Auditor's Report) on REA Group's website at <https://www.rea-group.com/about-us/news-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 REA Group's remuneration practices and policies for future years.

The Remuneration Report is presented within the Directors' Report on pages 52 to 66 of the Company's 2024 Annual Report and is available on REA Group's website at <https://www.rea-group.com/about-us/news-and-insights/annual-reports/>.

The Remuneration Report sets out the remuneration policy for the REA Group 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 2024 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 Company's 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 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 2024 Corporate Governance Statement at <https://www.rea-group.com/investor-centre/corporate-governance/> provides further information on the Company's Director appointment, election and re-election process.

Ms Jennifer Lambert and Mr Hamish McLennan 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, Ms Jennifer Lambert would be an independent Director of the Company on the basis that she is free of any business interest or other relationship or circumstance that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of her independent judgement or her ability to act in the best interests of the Company. The Board considers that, if re-elected, Mr Hamish McLennan would not be an independent Director of the Company given his appointment as a nominee director of the Company's major shareholder, News Corporation (**News Corp**).

3a) Jennifer Lambert

BBus, MEc, CA, FAICD

Non-executive Director appointed 1 December 2020.



Ms Lambert has extensive business and leadership experience at the senior executive and board level with more than 25 years of financial management and accounting experience, including over

15 years specialising in the property industry. Ms Lambert was CFO at Valad then I51 Property for 13 years, and prior to this was a director at PwC specialising in audit, capital raisings and acquisitions and disposals.

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She currently serves as non-executive director on the boards of BlueScope Steel Limited and NEXTDC Limited. Ms Lambert is a member of Chartered Accountants Australia and New Zealand and is a fellow of the Australian Institute of Company Directors.

The Board supports Ms Lambert's re-election as her deep property and finance experience combined with her insights, knowledge and general experience are valuable contributions to the Board's skills, experience and expertise.

Recommendation: The Board (other than Jennifer Lambert) recommends that shareholders vote in favour of Jennifer Lambert's re-election.

3b) Hamish McLennan

Chairman and Non-executive Director appointed 21 February 2012. Appointed Chairman 10 April 2012.



Mr McLennan is an experienced media and marketing industry executive. He was Executive Chairman and Chief Executive Officer of Ten Network Holdings until July 2015 and, before that, Executive Vice President, Office

of the Chairman, at News Corp. Previously, Mr McLennan was Global Chairman and CEO of Young & Rubicam, part of WPP, one of the world's largest communications services groups. Mr McLennan is Chairman of ARN Media Ltd, Deputy Chairman of Magellan Financial Group, and a Director of Light and Wonder, Inc.

The Board supports Mr McLennan's re-election as his extensive digital marketing and branding experience and deep understanding of REA and the industries in which REA operates, combined with his insights, knowledge and general experience, are valuable contributions to the Board's skills, experience and expertise.

Recommendation: The Board (other than Hamish McLennan) recommends that shareholders vote in favour of Hamish McLennan's re-election.

Item 4 – Grant of Performance Rights to Owen Wilson

The Board is seeking the approval of shareholders for the grant of 13,452 performance rights under the LTI Plan 2027 to the Chief Executive Officer and Executive Director, 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 partial vesting depending on performance outcomes). The Board has discretion to settle vesting of performance rights in cash in lieu of an allocation of shares.

If the performance rights vest and Mr Wilson becomes entitled to be allocated shares under the LTI Plan 2027, the terms of the grant require that 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 2027

The performance rights proposed to be granted to Mr Wilson under the LTI Plan 2027 are subject to the key terms outlined below and also those outlined in the long-term incentive plan (**LTI Plan**) rules. REA Group refers to this grant as "LTI Plan 2027" as its 3-year performance period ends at the conclusion of FY27.

The LTI Plan 2027 is structured in a manner that is largely reflective of the LTI Plan 2026. Further details of the LTI Plan are contained in the Remuneration Report.

Determining number and value

The number of performance rights issued to Mr Wilson is calculated by dividing \$2,650,000, being Mr Wilson's maximum entitlement to participate in the LTI Plan 2027, by the value per right. The value per right is determined on a face value basis using the volume weighted average price of Company shares traded on the ASX over the first 20 trading days of FY25.

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Performance conditions

The LTI Plan 2027 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 2024 and 30 June 2027	50%	Below Threshold – 0% Threshold – 30% of maximum Target – 50% of maximum Maximum (at or above) – 100% of maximum
Revenue: Compound annual growth in revenue between 1 July 2024 and 30 June 2027	25%	Below Threshold – 0% Threshold – 30% of maximum Target – 50% of maximum Maximum (at or above) – 100% of maximum
rTSR: Relative Total Shareholder Return (rTSR) compared to companies in the ASX 100 (excluding companies in the Financials and Materials GICS sectors) measured over the period 1 July 2024 to 30 June 2027 ¹	25%	Below Threshold – 0% Threshold (Median) – 50% of maximum Target (62.5th percentile) – 75% of maximum Maximum (at or above 75th percentile) – 100% of maximum

¹ The Board has discretion to adjust the comparator group to take account of events including, but not limited to, de-listings, takeovers and mergers or demergers.

Vesting continues on a straight-line basis between threshold and target and then again between target and maximum 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 REA Group 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 Total Shareholder Return 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. A review of the peer group of companies used to assess performance of the rTSR was undertaken during the year and the Board has determined that the ASX 100 (excluding companies in the Financials and Materials GICS sectors) is the most appropriate comparator group for the LTI Plan 2027 grant given the Company's market capitalisation and industry.

In assessing achievement against these performance conditions, the Board may have regard to any matters that it considers relevant, and retains discretion to review and adjust outcomes to ensure that the results are appropriate.

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 2027 ultimately vest following completion of the performance period, the challenging performance targets set by the Board will be disclosed in the Company's FY27 Remuneration Report.

Material terms of LTI Plan performance rights:

Treatment on cessation of employment

Where employment terminates prior to the long-term incentive (**LTI**) vesting due to resignation or termination for cause, all unvested performance rights lapse, unless the Board determines otherwise. Where employment terminates prior to the LTI vesting in 'good leaver' circumstances, a pro-rata portion of performance rights (by reference to time served in the performance period) will remain on foot until the usual testing date, unless the Board determines otherwise.

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Malus and clawback

LTI Plan performance rights may lapse or be forfeited (or may be required to be returned, or proceeds repaid, where the securities have vested), at the discretion of the Board, in certain circumstances including fraudulent behaviour, misconduct, material breach of contractual obligations, or where vesting occurred as a result of a material misstatement in the Financial Statements.

Change of control

In accordance with the LTI Plan rules, the Board has discretion to waive any vesting conditions attached to performance rights in the event of a change of control.

Board discretion

Consistent with the LTI Plan rules, the Board has ultimate discretion in determining the final vesting outcome of the award. If the Board exercises discretion in relation to executive KMP, the actions taken and reasons for them will be disclosed in the 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 allocation or vesting of each performance right as the performance rights form part of Mr Wilson's remuneration. 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 65,699 performance rights under the LTI Plan 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 2027 who is a person described in ASX Listing Rule 10.14.1.

- 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 June 2024, his current remuneration package comprises:
 - fixed annual remuneration of \$1,860,000 (inclusive of superannuation);
 - a short-term incentive up to a maximum of \$2,475,000; and
 - a long-term incentive to be granted under the LTI Plan up to a maximum of \$2,650,000.

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 LTI Plan 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 allocated under the LTI Plan will be published in the Company's Annual Report relating to the period in which they were allocated, along with a statement that approval for the allocation was obtained from shareholders. Any persons covered by ASX Listing Rule 10.14 who become entitled to participate in an allocation 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.

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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 Monday, 7 October 2024**.

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 a direct vote before the AGM	<p>You can cast a direct vote before the AGM either online or by completing and submitting the Voting Form. If you wish to vote before the AGM, you are encouraged to do so online.</p> <p>If you wish to vote before the AGM using the Voting Form, please be aware of current postal timeframes.</p>	<p>Online: If you are casting a direct vote online, go to https://investorcentre.linkgroup.com.</p> <p>To cast your vote online you will need to follow the instructions on that website and submit your vote by 9.00am (AEDT) on Monday, 7 October 2024.</p> <p>To log in to that website you will need your shareholder number and the postcode for your shareholding.</p> <p>Voting Form: To cast your direct vote using the Voting Form, you must complete the Voting Form by following the instructions on the form.</p> <p>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.</p> <p>For your vote to be valid your completed Voting Form must be received by the Company's share registry by 9.00am (AEDT) on Monday, 7 October 2024.</p>

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Option	Details	Instructions
<p>Appoint a proxy before the AGM</p>	<p>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 behalf.</p> <p>You can appoint a proxy before the AGM either 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 to your appointed proxy with details on how to access the meeting online.</p> <p>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 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.</p> <p>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.</p> <p>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.</p> <p>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 (Items 2 and 4).</p> <p>The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.</p> <p>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.</p> <p>If you have appointed a proxy before the AGM and then vote online during the AGM, your proxy appointment lodged before the AGM will be cancelled.</p>	<p>Online: You can appoint a proxy online at https://investorcentre.linkgroup.com.</p> <p>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 Monday, 7 October 2024.</p> <p>To log in to that website you will need your shareholder number and the postcode for your shareholding.</p> <p>Voting Form: To appoint a proxy using the Voting Form, please complete the Voting Form by following the instructions on it.</p> <p>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).</p> <p>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.</p> <p>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 Monday, 7 October 2024.</p>

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Option	Details	Instructions
Vote live online during the AGM	<p>You can vote live during the AGM via the online portal.</p> <p>Voting on each item of business will be by poll. The Chairman of the Meeting will open the poll shortly after the AGM commences and you will be 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).</p> <p>If you have lodged a direct vote before the AGM and then vote online during the AGM, your direct vote lodged before the AGM will be cancelled.</p>	<p>You can log into the online portal at https://meetings.linkgroup.com/REA24.</p> <p>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.</p> <p>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 or make a comment once you have logged in.</p> <p>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 8.00am (AEDT) on the day of the Meeting to request confirmation of the proxy code.</p> <p>More detailed information on how to vote during the Meeting is provided in the 'Online Meeting Guide' available online at: https://www.rea-group.com/investor-centre/annual-general-meeting/.</p>

What if I hold my shares jointly?

If you hold your ordinary REA shares jointly, you and the other holders may attend the AGM. 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 or make comments using one of the options below. Questions should be relevant to the items of business at the Meeting, the management of REA Group, the content of the Auditor's Report for the financial year ended 30 June 2024 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
During the Meeting	<p>Shareholders can submit written questions for the Company or the Company's auditor via the online portal at https://meetings.linkgroup.com/REA24. A two question limit per person will be observed in respect of each item of business. More detailed information on how to ask questions or make comments during the Meeting is provided in the 'Online Meeting Guide' available online at https://www.rea-group.com/investor-centre/annual-general-meeting/.</p> <p>A telephone facility will also be available for shareholders (or their proxy, attorney or corporate representative) who prefer to ask questions or make comments verbally. To ask questions or make comments during the Meeting using the telephone facility, you can phone 1800 497 114, or +61 2 9189 1123 (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) no later than 48 hours prior to the commencement of the Meeting. For further information, refer to the 'Online Meeting Guide' available online at https://www.rea-group.com/investor-centre/annual-general-meeting/.</p>

Notice of Annual General Meeting 2024

Option	Details
Before the Meeting	<p>Shareholders can submit questions to the Company or the Company's auditor before the Meeting online via https://investorcentre.linkgroup.com. To log in to that website you will need your shareholder number and the postcode for your shareholding.</p> <p>Your questions need to be received by the Company's share registry by 5.00pm (AEST) on Wednesday, 2 October 2024.</p> <p>Please note that the Company's auditor (Ernst & Young) is not obliged to provide written answers to questions.</p>

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 Monday, 7 October 2024, 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 lodgment 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 if a technical difficulty arises. In exercising this discretion, the Chairman of the Meeting will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chairman of the Meeting 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 are encouraged to vote in advance of the Meeting.

Receiving shareholder communications

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.

Share registry

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.


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For personal use only




REA Group

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**
 (02) 9287 0309 (from Australia)
 +61 2 9287 0309 (from overseas)

 **BY HAND**
 Link Market Services Limited
 Parramatta Square, Level 22, Tower 6,
 10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**
 Telephone: 1300 554 474 Overseas: +61 1300 554 474

VOTING FORM

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

A VOTE DIRECTLY
 elect to lodge my/our vote(s) directly (mark box)

 in relation to the Annual General Meeting of the Company to be held at **9:00am (AEDT) on Wednesday, 9 October 2024**, 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.

OR

B APPOINT A PROXY
 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 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),

 Name

 Email

 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 Wednesday, 9 October 2024 (the Meeting)** and at any postponement or adjournment of the Meeting.

 The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/REA24> (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, 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 undirected and available proxies in favour of each item of business.
VOTING DIRECTIONS

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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4 Grant of Performance Rights to Owen Wilson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a Re-election of Jennifer Lambert as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3b Re-election of Hamish McLennan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* 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)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

 This form should be signed by the shareholder. If a joint holding, any 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).


HOW TO COMPLETE THIS FORM

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.

Custodians 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 Item is 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:

- 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
- 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, any 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 Monday, 7 October 2024**, 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:



ONLINE

www.linkmarketservices.com.au

Select 'Shareholders Login' and in the 'Single Holding Login' section enter **REA Group Ltd** or the ASX code REA in the Issuer name field, your Holder Identification Number (HIN) or Security Reference Number (SRN) (which is shown on the front of your proxy form or on your holding statement), postcode, complete the security process, tick the terms and conditions agreement and click 'Login'. You can also login via your portfolio. Select the 'Voting' tab and then follow the prompts. You can also ask questions using the 'Ask a question' link below the voting link once you select the 'Voting' tab.

Your proxy form will be deemed to have been signed if it is lodged in accordance with the instructions given on the website.



BY MOBILE DEVICE

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 <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



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



BY MAIL

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



BY FAX

(02) 9287 0309 (from Australia)
+61 2 9287 0309 (from overseas)



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

For personal use only

Virtual Meeting Online Guide

For personal use only

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 – 11 and up
- Edge – 92.0 and up

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

For personal use only

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/REA24>

Step 2

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

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

- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- 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.

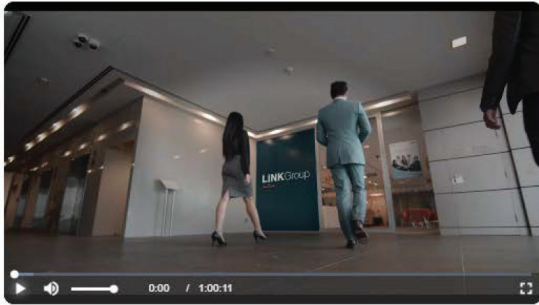
This will bring up a box which looks like this.

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.



Link Market Services Meeting

+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio's
- Sustainability Report
- Notice of meeting
- Online Guide
- Annual Report

JOHN SAMPLE | *****0014

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to 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 shareholder's voting instructions.

Full Vote | **Partial Vote**

Resolution 1 For Against Abstain

GENERAL BUSINESS

SUBMIT VOTE

Full Votes

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.

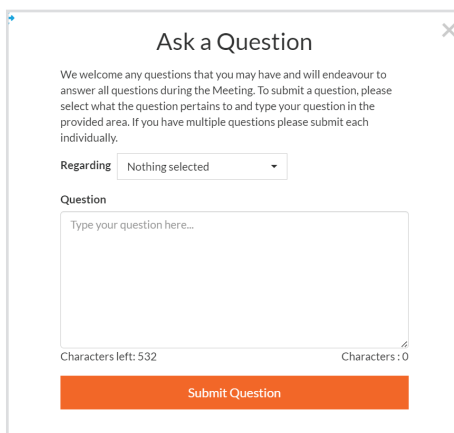
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards. Once voting has been closed all submitted voting cards cannot be changed.

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your security holder 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 pop up and you have the option to type in a written question or ask an audio question over the phone line.



The 'Ask a Question' dialog box contains the following elements: a title bar with a close button; a welcome message: "We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. 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."; a 'Regarding' dropdown menu currently set to 'Nothing selected'; a 'Question' section with a text input field containing the placeholder 'Type your question here...'; character counts: 'Characters left: 532' and 'Characters: 0'; and a red 'Submit Question' button at the bottom.

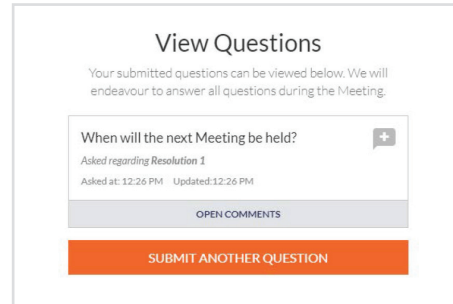
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

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.



The 'View Questions' box displays a list of submitted questions. The example question shown is: "When will the next Meeting be held?". Below the question, it says "Asked regarding Resolution 1", "Asked at: 12:26 PM", and "Updated: 12:26 PM". There is a plus icon to the right of the question. Below the question details is a grey button labeled "OPEN COMMENTS" and a red button labeled "SUBMIT ANOTHER QUESTION".

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.

Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name 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: +61 1800 497 114 (within Australia)
+61 2 9189 1123 (International)

Step 2

You will be greeted with a welcome message and provided 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 enter your **PIN** followed by the hash key. This will verify you as a Member and allow you to ask a question and vote on the resolutions at the Meeting.

Step 3

Once you have entered your **PIN**, you will be greeted by a moderator. Once the moderator has verified your details you will be placed into a waiting room and 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 vote or 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

The moderator will ask you what item of business your question relates to? Let the moderator know if your question relates to General Business or the Resolution number.

Your question will be taken over the phone by the moderator, and will then be put into the online queue.

You will also be asked if you have any additional questions.

Step 3

When it is your time to ask your question, you will hear an auto prompt that your line has been 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 *1** on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop 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