

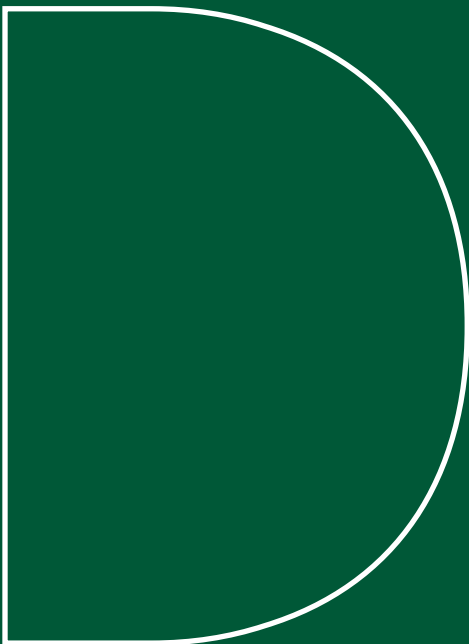
Domain
Group

Notice of Annual General Meeting 2024

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Domain Holdings Australia Limited
ABN 43 094 154 364



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Letter from the Chairman

Dear Shareholders

On behalf of the Domain Board it is my pleasure to invite you to attend the 2024 Annual General Meeting (**AGM** or **Meeting**) of Domain Holdings Australia Limited (**Company** or **Domain**) to be held at 10.00am¹ on Wednesday, 6 November 2024.

Shareholders will have the choice of attending our Meeting in person at Domain's offices in Pyrmont, NSW, or by logging onto the online meeting platform. The information you will need to attend our AGM is set out on page 5 of this Notice of Meeting (**Notice of Meeting** or **Notice**). This Notice of Meeting and all of the information pertaining to the AGM can be found on our website at <https://shareholders.domain.com.au/group/?page=Event-Calendar>.

The AGM is an important part of our overall governance framework and gives Shareholders the opportunity to hear from Jason Pellegrino, Managing Director and Chief Executive Officer and myself, ask questions of the Board or the Auditor, listen to discussion on items of business and vote on the Resolutions put to Shareholders. We encourage Shareholders to submit written questions in advance of the AGM meeting date. Details of how and when to submit your questions can be found on page 5.

The items of business to be considered at the AGM, along with voting procedures, explanatory notes and voting recommendations can be found in the Notice of Meeting starting on page 6.

We encourage Shareholders to submit a directed proxy vote in advance of the Meeting so that their vote will still be counted if for any reason they cannot attend the Meeting either in person or online. Shareholders can lodge their proxy online at <https://investorcentre.linkgroup.com> and the final time and date for proxy lodgement is 10.00am on Monday, 4 November 2024.

Items of Business

The items of business for this year's AGM are:

- Receipt of the Financial Statements, Directors' Report and Auditor's Report for Domain and its controlled entities (**Domain Group**) for the year ended 30 June 2024 (**FY24**);
- Adoption of the 2024 Remuneration Report;
- Election of Mr Mike Stanton, Ms Mickie Rosen and re-election of Mr Greg Ellis as Directors;
- Approval of the issue of Performance Rights to the Managing Director and Chief Executive Officer, Mr Jason Pellegrino, under the Domain Equity Incentive Plan; and
- Renewal of proportional takeover provisions in the Company's Constitution.

Full details of each item of business and the Resolutions are set out in this Notice. As set out in this Notice, members of the Board (abstaining, where relevant) consider that the Resolutions are in the best interests of the Shareholders of the Company as a whole and recommend that Shareholders vote in favour of them.

Domain's 2024 Annual Report (including the FY24 Financial Statements and Directors' Report, including the Remuneration Report) is available on the Company's online Shareholder Centre at shareholders.domain.com.au.

In the event that it is necessary for the Company to give further updates in relation to the AGM, information will be provided on the Company's online Shareholder Centre and, where required, lodged with the ASX.

On behalf of the Board, I would like to thank you for your support of Domain and I look forward to welcoming you to Domain's 2024 AGM.

Yours sincerely



Nick Falloon
Chairman

¹ All references to times indicate Australian Eastern Daylight Time (AEDT).

AGM Agenda

Wednesday 6 November 2024

- 9.30am Registration opens online and in person at Ground Floor, 55 Pyrmont Street, Pyrmont, NSW 2009
- 10.00am Annual General Meeting commences
- Welcome – Nick Falloon, Chairman
- Business review – Jason Pellegrino, Managing Director and Chief Executive Officer
- Items of business and questions on the items of business

Key Dates

Wednesday 30 October 2024, 5.00pm

Last date to submit questions to the Company and the Company's Auditor

Monday 4 November 2024, 10.00am

Last date to submit proxy form

Monday 4 November 2024, 7.00pm

Shareholder eligibility to attend and vote

Your Privacy

Attendees at the Meeting (in person and virtually) may be video recorded. The recording may be made publicly available.

Technical Difficulties

It is possible that technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the Meeting 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 are encouraged to lodge a proxy by 10.00am on Monday 4 November 2024, even if they plan to attend the Meeting.

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How to Participate in the 2024 AGM

Attend in Person

Shareholders and proxyholders can attend, vote, make comments and ask questions in person at the AGM venue, Ground Floor, 55 Pyrmont Street, Pyrmont, 2009.

Watch and Participate Live Online

Shareholders and proxyholders can watch, vote, make comments and ask questions during the AGM via the online platform at <https://meetings.linkgroup.com/DHG2024>.

To do this, you will need a computer or mobile/tablet device with internet access.

Shareholders: When you log onto the online platform, you will need to provide your details (including SRN/HIN and postcode) to be verified as a Shareholder.

Proxyholders: When you log onto the online platform, you will need your 'Proxy Number' which will be provided to you by Link Market Services before the AGM.

Oral questions and comments: Shareholders and proxyholders who are attending the Meeting online and who wish to ask oral questions or make oral comments during the Meeting can do so via telephone using a unique telephone dial in number. To obtain your unique telephone dial in details, please contact Link Market Services on 1800 990 363 in advance of the Meeting.

More information about how to use the AGM online platform to participate in the Meeting is available in the Virtual Meeting Online Guide, which is available at shareholders.domain.com.au/group/?page=event-calendar.

Other Options for Voting

If you are a Shareholder and are unable to join us at the AGM, you are encouraged to appoint a proxy to attend and vote on your behalf. If you direct your proxy how to vote on the Resolutions, your votes will be cast at the Meeting in accordance with your directions.

Shareholders can appoint a proxy online at <https://investorcentre.linkgroup.com> or by following the instructions on the proxy form. These must be submitted by no later than 10.00am on Monday 4 November 2024 to be valid.

Even if you plan to attend the Meeting, you are still encouraged to submit a directed proxy in advance of the Meeting so that your votes can still be counted if for any reason you cannot attend or if there are technical difficulties that arise in the course of the Meeting.

Options for Asking Questions and Making Comments

During the Meeting, Shareholders may direct:

- questions or comments about the operations and management of Domain or the Remuneration Report to the Chairman; or
- questions about audit and accounting policy matters to Domain's Auditor or its representatives,

via the online platform or by telephone, as described above. Shareholders are also able to submit written questions to the Company or the Auditor (in relation to the content of the Auditor's Report or the conduct of the audit) in advance of the Meeting. Questions may be submitted online at <https://investorcentre.linkgroup.com> or by returning the Shareholder Question Form, which is available on Domain's online Shareholder Centre at shareholders.domain.com.au/group/?page=event-calendar. Questions must be submitted no later than 5.00pm on Wednesday 30 October 2024.

The Company will endeavour to address as many of the more frequently raised relevant questions 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.

Viewing the AGM Webcast Online

The AGM will be webcast live via <https://meetings.linkgroup.com/DHG2024>.

An archive of the webcast will be available on Domain's website shortly after the Meeting. You do not need to be a Shareholder or proxyholder to view the webcast.

Notice of 2024 Annual General Meeting

Notice is given of the Annual General Meeting (**AGM** or **Meeting**) of Domain Holdings Australia Limited (**Domain** or **Company**) to be held at 10.00am on Wednesday 6 November 2024.

The Explanatory Statements provide additional information on matters to be considered at the AGM. The Explanatory Statements and Voting Entitlement and Proxy Information form part of this Notice.

Items of Business

Financial Statements and Reports

To receive and consider the Financial Statements, the Directors' Report and Auditor's Report (the Directors' Report and Auditor's Report being the **Reports**) of the Company and its controlled entities for the financial year ended 30 June 2024.

Note: There is no Requirement for Shareholders to approve the Financial Statements or the Reports and therefore no vote will be held on this item.

Resolution 1: Adoption of the Remuneration Report for the financial year ended 30 June 2024

To consider and, if thought fit, to pass the following advisory resolution in accordance with section 250R(2) of the *Corporations Act 2001*(Cth) (**Corporations Act**):

"That the Remuneration Report for the financial year ended 30 June 2024 is adopted."

Note: This resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion on Resolution 1: The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Company's Key Management Personnel named in the Company's Remuneration Report for the year ended 30 June 2024 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 Key Management Personnel at the date of the AGM or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Resolution 1:

- in accordance with a direction as to how to vote on the proxy form; or
- by the Chairman pursuant to an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of the Company's Key Management Personnel.

Resolution 2: Election of Mr Matt Stanton as a Director

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

"That Mr Matt Stanton is elected as a Director of the Company."

Resolution 3: Election of Ms Mickie Rosen as a Director

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

"That Ms Mickie Rosen is elected as a Director of the Company."

Resolution 4: Re-Election of Mr Greg Ellis as a Director

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

"That Mr Greg Ellis is re-elected as a Director of the Company."

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Resolution 5: Issue of Performance Rights to Managing Director and Chief Executive Officer, Mr Jason Pellegrino, under the Domain Equity Incentive Plan

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

“That approval be given under ASX Listing Rule 10.14 and for all other purposes for the issue of 530,320 Performance Rights to the Company’s Managing Director and Chief Executive Officer, Mr Jason Pellegrino, under the Domain Equity Incentive Plan on the terms summarised in the Explanatory Statements.”

Voting Exclusion on Resolution 5: The Company will disregard any votes cast:

- in favour of the Resolution by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan (including Mr Pellegrino), or any of their 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 Key Management Personnel at the date of the Meeting or their Closely Related Parties,

unless the vote is cast on Resolution 5:

- as proxy or attorney for a person entitled to vote on Resolution 5 in accordance with a direction given to the proxy or attorney to vote on Resolution 5 in that way; or
- by the Chairman as proxy for a person entitled to vote on Resolution 5, in accordance with a direction given to the Chairman to vote on Resolution 5 as the Chairman decides; or
- by a Shareholder 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 Resolution 5; and
 - the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6: Renewal of proportional takeover provisions in the Company’s Constitution

To consider, and if thought fit, approve the following Resolution as a **special** resolution:

“That the Company renew the proportional takeover provisions contained in rule 15 of the Company’s Constitution for a period of three years from the date of this Meeting.”

By order of the Board of Domain Holdings Australia Limited.



Catriona McGregor
Company Secretary
3 October 2024

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Explanatory Statements to the Notice of Annual General Meeting to be held on Wednesday 6 November 2024

The Explanatory Statements provide important information concerning each of the Resolutions to be considered at Domain's 2024 AGM.

Item 1 Financial Statements and Reports

The first item of business relates to Domain's Financial Statements and Reports for the year ended 30 June 2024. The Company is required to lay before the AGM the Financial Statements and Reports. These can be found in the 2024 Annual Report which is available on our online Shareholder Centre at shareholders.domain.com.au.

This item does not require a formal Shareholder resolution and so no vote will be held. However, the Chairman will allow Shareholders a reasonable opportunity to ask questions about or make comments on the Financial Statements, the Reports and the management of the Company.

Also, the Chairman will give Shareholders a reasonable opportunity to ask the Company's Auditor or its representatives at the Meeting questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.

Resolution 1: Adoption of the Remuneration Report

The Corporations Act requires listed companies to put the Remuneration Report for each financial year to a resolution of members at their Annual General Meeting. The Remuneration Report for the year ended 30 June 2024 can be found on pages 51-67 of the Annual Report.

The Remuneration Report outlines Domain's remuneration arrangements for Key Management Personnel (**KMP**) and the FY24 remuneration outcomes for the KMP.

Under the Corporations Act, the vote on the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the Meeting into account when setting remuneration policy for future years. The Chairman will give Shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

A voting exclusion statement applies to this Resolution, as set out in this Notice.

The Board unanimously recommends that Shareholders vote in favour of the Remuneration Report.

Resolutions 2, 3 and 4: Election and Re-election of Directors

Resolutions 2, 3 and 4 seek Shareholders' approval for the election of Mr Matt Stanton and Ms Mickie Rosen and re-election of Mr Greg Ellis as Directors of Domain.

The Nomination Committee reviewed the skills, knowledge, experience, and background of each of the Directors and the Board as a whole. Having regard to these matters, the Nomination Committee recommended to the Board, and the Board (with the candidate for election or re-election abstaining on the Resolution relating to their own election or re-election) resolved, that Mr Stanton, Ms Rosen and Mr Ellis each be recommended for election or re-election to Shareholders at the AGM.

The biographical details, skills and experience of each Director standing for election and re-election are set out below in respect of each Resolution. Prior to each Director's initial appointment, the Company undertook appropriate background checks.

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Resolution 2: Election of Mr Matt Stanton as a Director

The Board appointed Mr Matt Stanton as a Director effective 18 April 2024. In accordance with rules 7.1(c) and 7.1(j) of the Company's Constitution, Mr Stanton will retire and offer himself for election at the Meeting.

Mr Stanton was appointed Chief Strategy Officer of Nine Entertainment Co. Holdings Limited (**Nine**) in August 2022 and as Nine's Chief Finance and Strategy Officer in August 2023. He has also been appointed as the acting Chief Executive Officer of Nine since 1 October 2024, following the resignation of Mr Mike Sneesby, and will remain in the role until a permanent replacement has been identified.

Mr Stanton has strong experience as a commercial CEO, and has led general management, financial, transformation and growth areas across a range of sectors, including food and beverage, retail, and media.

Prior to joining Nine, Mr Stanton was the CEO of Barambah Organics, and has also held the position of Chief Transformation Officer at Woolworths and CEO of Bauer Media (now Are Media). Mr Stanton played an integral role in negotiating Nine's historic 10-year rights deals with the IOC for the Summer and Winter Olympic Games from 2024-2032 and the rights to the 2024 Paralympics. As of May 2023, he stepped into the role of Managing Director, Olympics and Paralympics at Nine, which he performs in addition to his role as Nine's Chief Finance and Strategy Officer.

Educated in the UK, Mr Stanton holds a BA in Finance and Accounting.

Mr Stanton is considered to not be an independent Director due to his executive position at Nine, which is a substantial Shareholder of Domain.

The Board believes that Mr Stanton will make a worthwhile contribution to the Board, noting that his strong financial and commercial acumen are particularly valuable, enhancing the Board's ability to oversee the Company's performance and delivery on its strategy.

For the reasons outlined above, the Board, with Mr Stanton abstaining, recommends the election of Mr Stanton as a Director.

Resolution 3: Election of Ms Mickie Rosen as a Director

The Board appointed Ms Mickie Rosen as a Director, effective 30 September 2024. In accordance with rules 7.1(c) and 7.1(j) of the Company's Constitution, Ms Rosen will retire and offer herself for election at the Meeting.

Ms Rosen served on the Fairfax Board from March 2017 and became a director of Nine Entertainment Co. Holdings Limited when the companies merged in December 2018. Ms Rosen lives in Los Angeles and has over three decades of strategy, operating and board experience at the intersection of media, technology and e-commerce. She has built and led businesses for iconic global brands such as Yahoo, Fox and Disney, as well as early-stage companies such as Hulu and Fandango.

Ms Rosen currently serves on listed boards in Australia and in the United States, including the Bank of Queensland, Fabletics and Centurion Acquisition Corp, and she advises early to growth stage companies. Prior, she served on the boards of Pandora Media, FaZe Clan and Ascendant Digital Acquisition Corp and was the President of Tribune Interactive and concurrently the President of the Los Angeles Times. Ms Rosen was also a Senior Advisor to the Boston Consulting Group.

Earlier in her career, Ms Rosen was the Senior Vice President of Global Media & Commerce for Yahoo, where she led Yahoo's media and e-commerce division worldwide. She was also a partner with Fuse Capital, a consumer Internet-focused venture capital firm and was an executive with Fox Interactive Media, Fandango, and The Walt Disney Company. The foundation of Ms Rosen's career was built with McKinsey & Company, and she holds an MBA from Harvard Business School.

Ms Rosen is considered to not be an independent Director due to her being a Director on the Board of Nine, a substantial Shareholder of Domain.

The Board considers that Ms Rosen's extensive experience in strategy, technology and digital and platforms will enable her to make a valuable contribution to the Board.

For the reasons outlined above, the Board, with Ms Rosen abstaining, recommends the election of Ms Rosen as a Director.

Resolution 4: Re-election of Mr Greg Ellis as a Director

Mr Greg Ellis has been a Director of the Company since November 2017.

ASX Listing Rule 14.4 states that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. As Mr Ellis was last re-elected at the Company's 2021 annual general meeting, he will retire and seek re-election at this AGM.

Mr Ellis has been involved in the digital sector for the past 20 years. During that time he has held a variety of senior executive roles in Australia and overseas. Most recently Mr Ellis was Chief Executive Officer of online business management solutions business MYOB.

Previously he was the CEO of Scout24, a Frankfurt Stock Exchange listed online classifieds business from April 2014 until December 2018, and CEO and Managing Director of REA Group Ltd from 2008 to 2014. He was previously a Non-Executive Director of Sportsbet Pty Ltd.

Mr Ellis holds a Bachelor of Business Management from Queensland University of Technology.

The Board, having assessed Mr Ellis' associations and experience, has determined that he is an independent Director.

The Board considers that Mr Ellis' years of experience at the most senior levels in property and digital industries enable him to make a valuable contribution to the Company and its strategy.

For the reasons outlined above, the Board, with Mr Ellis abstaining, recommends the re-election of Mr Ellis as a Director.

Resolution 5: Issue of Performance Rights to Managing Director and Chief Executive Officer, Mr Jason Pellegrino, under the Domain Equity Incentive Plan

Resolution 5 is a Resolution to approve the grant of 530,320 Performance Rights to Mr Pellegrino in respect of his long-term incentive (**LTI**) award under the Domain Equity Incentive Plan (**EIP**).

Under ASX Listing Rule 10.14.1, Shareholder approval is required for a Director to acquire Performance Rights under an employee incentive scheme, unless the Shares allocated on vesting of the Performance Rights are sourced on-market.

If Resolution 5 is approved by Shareholders, Mr Pellegrino will be granted Performance Rights equivalent in value to \$1,668,600, being 120% of his total fixed remuneration (which is defined to be base salary, fixed allowances and superannuation), of \$ 1,390,500. The Performance Rights, if granted, will be subject to vesting conditions, as set out below.

The number of Performance Rights to be granted under the LTI is calculated by dividing Mr Pellegrino's maximum LTI opportunity, which is 120% of his total fixed remuneration for the financial year ended 30 June 2024 by the volume-weighted average market price (**VWAP**) of the Company's Shares over the 30 trading days beginning on the date of the first trading day of that financial year (1 July 2024 to 9 August 2024). The VWAP for this period was \$3.1464.

Accordingly, the total number of Performance Rights proposed to be granted to Mr Pellegrino is \$1,668,600/\$3.1464, which is 530,320 Performance Rights. This is the maximum number of Performance Rights that will vest to Mr Pellegrino subject to the achievement of performance (vesting) conditions.

Terms of the Performance Rights

- **Performance Rights:** Each Performance Right is a right to acquire one ordinary Share in the Company, or in certain circumstances at the Board's discretion, a right to a cash payment in lieu of an ordinary Share in the Company, subject to the satisfaction of certain vesting conditions described below. There is no acquisition price payable by Mr Pellegrino to acquire the Performance Rights and no exercise price on exercise of the Performance Rights.
- **Settlement of the Performance Rights:** The Board has discretion to issue new Shares or buy Shares on-market to settle the exercise of the Performance Rights, or alternatively to make a cash payment in lieu of an allocation of Shares. Mr Pellegrino does not receive any voting or dividend entitlements before the Performance Rights have vested and been exercised.
- **Performance Right Issue Date:** If approved by Shareholders, the Performance Rights will be allocated shortly after, but within 12 months of, the AGM.
- **Vesting:** The performance period for the testing of whether the Performance Rights will vest is from 1 July 2024 to 30 June 2027 (**Performance Period**).
- **Vesting Conditions:** The percentage of Performance Rights that vest and become exercisable (if any) will be determined by the Board and will depend on the achievement of performance hurdles based on relative Absolute Total Shareholder Return (**Absolute TSR**), Earnings Per Share Growth (**EPS Growth**) and Strategic Key Performance Indicators (**Strategic KPIs**) as set out in the vesting schedule below. Absolute TSR and EPS Growth were recently determined by the Domain Board to be more appropriate performance measures than the previously used Relative TSR and Compound Annual Growth Rate (**CAGR**) of EBITDA. Relative TSR requires a robust sample of comparable peers which made that historical measure more challenging. Absolute TSR is a commonly accepted and widely used measure and directly aligns Domain management with Shareholders.
- **Cessation of employment:** If Mr Pellegrino's employment is terminated with the Company (or any other member of the Domain Group) prior to the end of the Performance Period, all or any unvested Performance Rights may be lapsed, having regard for the prevailing facts and circumstances at the time of termination.
- **Change of control:** Unless the Board determines otherwise, where there is a change in control of the Company, all Performance Rights will immediately vest on a pro rata basis (based on the portion of the vesting period that has elapsed) and all Performance Rights that remain unvested after pro rata vesting has occurred will then lapse.

Vesting

The Performance Rights proposed to be granted to Mr Pellegrino will be granted as three tranches, as detailed below. Each tranche will be subject to its own vesting conditions and may vest according to the vesting scales or vesting determination described below. If the vesting conditions are not met, the Performance Rights will lapse.

The vesting conditions are based on:

- for Tranche 1 – Absolute TSR;
- for Tranche 2 – EPS Growth; and
- for Tranche 3 – Strategic KPIs set and assessed by the Board.

The Board of Directors have absolute discretion over the vesting conditions assessment and calculation methodology. They may take into consideration facts and circumstances over the Performance Period including, but not limited to, acquisitions, mergers or other relevant corporate action and may make adjustments for abnormal or unusual items that the Board, in its absolute discretion, considers appropriate.

Further information in relation to these vesting conditions are set out on the following page.

Tranche 1: Absolute Total Shareholder Return (40% of LTI grant)

Number of Tranche 1 Performance Rights: 212,128, representing 40% of the total number of Performance Rights proposed to be granted to Mr Pellegrino.

Vesting conditions: Tranche 1 Performance Rights will be subject to an Absolute TSR hurdle to be measured over the three-year Performance Period ending on 30 June 2027.

Vesting scale: The proportion of Performance Rights that may vest will depend on the Company's Absolute TSR growth performance according to the following vesting scale. The vesting outcome for performance between (a) threshold and target and (b) target and maximum, will be on a linear sliding scale.

Absolute TSR Growth over the Performance Period is:	Vesting outcome for Tranche 1
Less than threshold	0%
Between threshold and target	33%
On target	50%
Exceeds the maximum	100%

Tranche 2: EPS Growth (40% of LTI grant)

Number of Tranche 2 Performance Rights: 212,128, representing 40% of the total number of Performance Rights proposed to be granted to Mr Pellegrino.

Vesting conditions: Tranche 2 Performance Rights will be subject to an EPS Growth hurdle to be measured over the three-year Performance Period ending on 30 June 2027.

Vesting scale: The proportion of Tranche 2 Performance Rights that may vest will depend on the Company's EPS Growth over the Performance Period according to the following vesting scale. The vesting outcome for performance between (a) threshold and target and (b) target and maximum, will be on a linear sliding scale.

EPS Growth over the Performance Period is:	Vesting outcome for Tranche 2
Less than threshold	0%
Between threshold and target	33%
On target	50%
Exceeds the maximum	100%

Tranche 3: Strategic KPIs (20% of LTI grant)

Number of Tranche 3 Performance Rights: 106,064, representing 20% of the total number of Performance Rights proposed to be granted to Mr Pellegrino.

Vesting conditions: Tranche 3 Performance Rights will be subject to achievement of the measures supporting Domain's delivery of its marketplace strategy, including but not limited to growth in key relative performance metrics in the core listings business, as well as revenue diversification through growth of Domain's marketplace businesses. Strategic KPIs will be measured over the three-year Performance Period ending on 30 June 2027.

Due to the competitively sensitive nature of these digital measures, the Domain Board has determined to disclose their assessment upon vesting of any Performance Rights.

Determination of vesting: The proportion of Tranche 3 Performance Rights that may vest will be determined based on the Board's assessment of performance, on an aggregated level, across a group of quantitative measures.

Retrospective disclosure of the outcomes against the performance levels will be provided in the Remuneration Report for the year of vesting.

FY25 Remuneration Review

Mr Pellegrino's remuneration is subject to an annual remuneration review process. In August 2024, the Board determined to increase Mr Pellegrino's fixed remuneration including superannuation by 3% from \$1,350,000 to \$1,390,500, effective from 1 July 2024.

Additional Information Required Under the ASX Listing Rules

- Mr Pellegrino's current total remuneration package at the date of this Notice is \$4,727,700, comprising \$1,390,500 as total fixed remuneration (inclusive of superannuation) and \$3,337,200 as the maximum amount he can earn as variable remuneration.
- The Performance Rights proposed to be granted to Mr Pellegrino will be granted for nil consideration as they form part of his remuneration.
- Mr Pellegrino is a Director of the Company and is the only Director entitled to participate in, and receive securities under, the incentive arrangements detailed in Resolution 5.
- The Company uses Performance Rights because:
 - they create share price alignment between executives and ordinary Shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the Performance Rights vest;
 - they have the potential to have greater motivational impact (compared to Options) in a company where the property cycle can influence the LTI outcome as a result of factors outside the executives' control and influence; and
 - of the potential more dilutive impact for Shareholders of Options over Performance Rights.
- No loan will be made by the Company in relation to the acquisition of Performance Rights by Mr Pellegrino.
- Details of any Performance Rights issued to Mr Pellegrino under the Equity Incentive Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement (where applicable) that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Equity Incentive Plan after this Resolution is approved and who are not named in this Notice will not participate until approval is obtained under that rule.
- If Shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Pellegrino.
- 632,791 Restricted Securities, 3,115,789 Options and 1,874,543 Performance Rights have previously been issued to Mr Pellegrino under the Equity Incentive Plan for no consideration of which 632,791 Restricted Securities, 898,257 Options and 399,477 Performance Rights have vested.

The Board, with Mr Pellegrino abstaining, unanimously recommends that Shareholders vote in favour of this Resolution.

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Resolution 6: Renewal of proportional takeover provisions in the Company's Constitution

Domain's Constitution was adopted in September 2017. When adopted, it contained provisions which prohibit the registration of transfers of shares acquired under a proportional takeover bid unless a resolution is passed by the Shareholders approving the bid. As provided in Rule 15 of the Constitution and under the Corporations Act, the provisions cease to have effect at the end of three years after their adoption unless they are renewed.

The proportional takeover provisions were last renewed at Domain's 2020 Annual General Meeting and lapsed shortly after Domain's 2023 Annual General Meeting. It is proposed that the proportional takeover provisions in the Constitution are renewed for a further period of three years from the date of this Meeting until 6 November 2027. If the proportional takeover provisions are renewed, they will be on the exact same terms as the current proportional takeover provisions in rule 15 of the Constitution.

Statement under the Corporations Act: In seeking Shareholder approval for the renewal of the proportional takeover provisions, the Corporations Act requires that the following information be provided to Shareholders when they are considering the inclusion of proportional takeover provisions in a Constitution.

What is a proportional takeover bid?: A proportional takeover bid is a takeover bid where an offer is made to each shareholder of a company to acquire a specified proportion only of that shareholder's shares (that is, less than 100%). The specified proportion must be the same in the case of all shareholders.

The Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made shareholders must vote on whether to accept or reject the proportional takeover bid and that decision will be binding on all shareholders. This provision allows shareholders to decide collectively whether a proportional takeover bid is acceptable in principle.

The effect of the proportional takeover provisions: The effect of the proportional takeover provisions in rule 15 of Domain's Constitution is that if a proportional takeover bid is made for Domain, Domain must refuse to register a transfer of Domain Shares giving effect to any acceptance of the bid unless the takeover bid is approved by Shareholders in a general meeting.

In the event that a proportional takeover bid is made, the Directors must convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover bid. For the resolution to be approved, it must be passed by a simple majority of votes at the meeting, excluding votes of the bidder and its associates.

If no such resolution is voted on at least 14 days before the last day of the takeover bid period, the resolution will be deemed to have been approved. This effectively means that Shareholders may only prohibit a proportional takeover bid by passing a resolution rejecting the proportional takeover bid.

If the resolution is approved or deemed to have been approved, a transfer of Domain Shares under the proportional takeover bid may be registered provided it complies with the other provisions of the Corporations Act and the Constitution.

If the resolution is rejected, the registration of any transfer of Shares resulting from the proportional takeover bid is prohibited and the proportional takeover bid is deemed by the Corporations Act to have been withdrawn.

The Directors will breach the Corporations Act if they fail to ensure the resolution is voted on.

The proportional takeover provisions do not apply to full takeover bids and, if renewed, will only apply until 6 November 2027, unless again renewed by Shareholders by passing a special resolution.

Reasons for proposing the Resolution: Without the proportional takeover approval provisions, a proportional takeover bid may result in control of Domain passing without Shareholders having the opportunity to dispose of all of their Domain Shares to the bidder. This could result in control of Domain passing to the bidder without the payment of an adequate control premium and with Shareholders left as a minority interest in Domain.

The proportional takeover provisions lessen this risk because they allow Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed. The Directors consider that it is appropriate for Shareholders to have this right.

No knowledge of any acquisition proposals: At the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in Domain.

Review of advantages and disadvantages of the proportional takeover provisions: The Corporations Act requires shareholders to be given a statement which retrospectively examines the advantages and disadvantages, for directors and shareholders, of the proportional takeover provisions proposed to be renewed.

During the period in which rule 15 of the Constitution has been in effect there have been no proportional takeover bids made for the Company and the rule has therefore not been activated. The Directors are not aware of any potential takeover bid that was discouraged by the proportional takeover provisions.

Potential advantages and disadvantages: The Corporations Act requires that shareholders be given a statement of the potential future advantages and disadvantages of the proportional takeover provisions proposed to be renewed.

The renewal of the proportional takeover provisions will allow Directors to ascertain Shareholders' views on a proportional takeover bid. Otherwise, the Directors consider that the proposed renewal of the proportional takeover provisions has no potential advantages or potential disadvantages for Directors because they remain free to make a recommendation on whether a proportional takeover bid should be approved or rejected.

The potential advantages of the renewal of the proportional takeover provisions for Shareholders are:

- they give Shareholders a say in determining whether a proportional takeover bid should proceed;
- they may discourage the making of a proportional takeover bid which may be considered to be opportunistic and may prevent control of Domain passing without the payment of an appropriate control premium;
- they may assist Shareholders in not being locked in as a minority interest;
- they increase Shareholders' bargaining power and may assist in ensuring that any proportional takeover bid is adequately priced; and
- knowing the view of the majority of Shareholders may assist each individual Shareholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject that bid.

Some potential disadvantages of the renewal for Shareholders are that the proportional takeover provisions:

- may discourage the making of proportional takeover bids in respect of Domain and may reduce any speculative element in the market price of Domain's Shares arising from the possibility of a takeover bid being made;
- may depress the Share price or deny Shareholders an opportunity of selling some of their Domain Shares at a premium;
- may reduce the likelihood of a proportional takeover bid being successful; and
- may be considered to constitute an unwarranted restriction on the ability of Shareholders to deal freely with their Domain Shares.

However, the Directors do not perceive those or any other possible disadvantages as a justification for not renewing the proportional takeover provisions for a period of 3 years and consider that the potential advantages of the proportional takeover provisions for Shareholders outweigh these possible disadvantages.

Special Resolution: Resolution 6 is a special resolution and, therefore, requires approval of 75% or more of all votes cast by Shareholders present and eligible to vote (virtually, in person, by proxy, by attorney or, in the case of a Shareholder which is a body corporate, by a representative).

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

Glossary of Terms

Term	Definition
\$	means Australian dollars
Absolute TSR	means absolute total shareholder return
Annual General Meeting, AGM or Meeting	means the annual general meeting convened by this Notice
Annual Report	means the annual report of the Company released on ASX on 16 August 2024 and available on Domain's online Shareholder Centre at shareholders.domain.com.au
Associate	has the meaning given to that term in the ASX Listing Rules
ASX	means the Australian Securities Exchange
ASX Listing Rules	means the Listing Rules of the ASX
Board	means the current board of Directors of the Company
CAGR	means compound annual growth rate
Chairman	means the chairman of the Meeting
Closely Related Party	has the meaning given to that term in the Corporations Act
Company or Domain	means Domain Holdings Australia Limited
Constitution	means the Company's constitution
Corporations Act	means the <i>Corporations Act 2001</i> (Cth)
Directors	means the current directors of the Company
Domain Group	means Domain and its controlled entities
EBITDA	means earnings before interest, tax, depreciation and amortisation
EPS Growth	means earnings per share growth
Equity Incentive Plan or EIP	means the Domain Equity Incentive Plan, the key terms of which are set out in the Explanatory Statements
Explanatory Statements	means the explanatory statements included in this Notice
Key Management Personnel or KMP	has the meaning given to that term in the Corporations Act
Link or Link Market Services	means MUFG Pension and Market Services (also referred to as Link Market Services)
Notice	means this notice of meeting
Performance Period	means the three-year period from 1 July 2024 to 30 June 2027
Remuneration Report	means the remuneration report for the year ended 30 June 2024 forming part of the Directors' Report in the Company's Annual Report
Resolution or Resolutions	means the resolutions set out in this Notice, or any one of them, as the context requires
Share	means a fully paid ordinary share in the capital of the Company
Shareholder	means the registered holder of a Share
Strategic KPIs	means Strategic Key Performance Indicators
VWAP	means volume weighted average market price

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Voting Entitlement and Proxy Information

Entitlement to Vote

The Directors have determined that the persons eligible to vote at the AGM are those who are registered as Shareholders at **7.00pm on Monday 4 November 2024**. Share transfers registered after that time will be disregarded in determining entitlement to attend and vote at the Meeting.

If more than one joint holder of Shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting Procedure

The Chairman intends to put all Resolutions set out in this Notice to a poll at the Meeting. Voting results will be announced to the ASX as soon as practicable after the Meeting.

Appointing a Proxy

If you are eligible to vote but unable to attend the Meeting, you may appoint a proxy to attend and vote on your behalf. A proxy need not be a Shareholder of the Company and may be an individual or a body corporate.

A Shareholder entitled to attend and cast at least two votes at the Meeting is entitled to appoint up to two proxies.

If a Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy may exercise. If a Shareholder appoints two proxies but does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half the votes. If a Shareholder appoints two proxies, they both may attend the Meeting.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

For your vote to count, your proxy form must be received by the Company's share registry, Link Market Services (**Link**), no later than 48 hours prior to the commencement of the Meeting i.e. by **10.00am on Monday 4 November, 2024**.

To lodge your proxy, you may:

- lodge it online at <https://investorcentre.linkgroup.com>. For online proxy lodgement, you will need to enter your SRN or HIN which can be found on any personalised correspondence you have received from Link. You will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website;
- mail it to Domain Holdings Australia Limited, c/o Link Market Services Limited, Locked Bag A14, Sydney South, NSW, 1235;
- deliver it by hand to Link at Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta, NSW, 2150; or
- fax it to +61 2 9287 0309.

The appointment of a proxy is not revoked by the appointor attending and taking part in the Meeting, but if the appointor votes on a Resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointor's proxy on the Resolution.

Voting Instructions

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

If you intend to appoint a member of the Company's KMP or their Closely Related Party as your proxy, they will not be able to cast your votes on Resolutions 1 and 5, unless you direct them how to vote by marking "For", "Against" or "Abstain" for each of those items of business.

If you intend to appoint the Chairman as your proxy, you can direct the Chairman how to vote by marking the boxes for the relevant Resolution. However, if you do not mark a box next to either or both of Resolutions 1 or 5, and the Chairman is your proxy either by appointment or default, then by completing and returning the proxy form, you will be expressly authorising the Chairman to vote as they see fit in respect of Resolutions 1 and/or 5 even though they are connected with the remuneration of the Company's KMP.

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The Chairman's Voting Intentions

For proxies without voting instructions that are exercisable by the Chairman, the Chairman intends to vote all available proxies on, and in favour of, all the proposed Resolutions.

The Chairman's decision on the validity of a vote (cast by a proxy or in person) is conclusive.

Default of Proxy Votes to Chairman in Certain Circumstances

The Chairman intends to call a poll on each of the Resolutions set out in this Notice. On a poll, if both:

- a Shareholder has appointed a proxy (other than the Chairman) and the appointment of the proxy specifies the way the proxy is to vote on the Resolution; and
- that Shareholder's proxy is either not recorded as attending the Meeting or does not vote on the Resolution,

the Chairman will, before voting on the Resolution closes, be taken to have been appointed as the proxy for the Shareholder for the purposes of voting on that Resolution and must vote in accordance with the written direction of that Shareholder.

Corporate Directory

Company

Domain Holdings Australia Limited
Level 5, 100 Harris Street
Pyrmont, NSW 2009

Websites

domain.com.au

Corporate information, the Annual Report, ASX Announcements relating to the Company and other investor information can be found on the Company's online Shareholder Centre at shareholders.domain.com.au.

Share Registry

MUFG Pension and Market Services (also referred to as Link Market Services)
Level 12, 680 George Street
Sydney, NSW 2000

Locked Bag A14
Sydney South, NSW 1235

P: +61 1300 138 914 (toll free within Australia)

F: +61 2 9287 0303

registrars@linkmarketservices.com.au

<https://investorcentre.linkgroup.com>

Company Secretary

Catriona McGregor

E: catriona.mcgregor@domain.com.au

Deputy Company Secretary

Amy Spira

E: amy.spira@domain.com.au

Investor Relations

Jolanta Masojada

E: jolanta.masojada@domain.com.au

Media Enquiries

Sarah Macartney

E: sarah.macartney@domain.com.au

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LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
 Domain Holdings Australia Limited
 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
 Parramatta Square, Level 22, Tower 6,
 10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**
 Telephone: 1300 138 914 Overseas: +61 1300 138 914



X99999999999

PROXY FORM

I/We being a member(s) of Domain Holdings Australia Limited and entitled to attend and vote hereby appoint:

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. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including 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 **10:00am (AEDT) on Wednesday, 6 November 2024 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Ground Floor, 55 Pyrmont Street, Pyrmont, 2009** or logging in online at <https://meetings.linkgroup.com/DHG2024> (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolutions 1 & 5: If the Chairperson of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairperson of the Meeting to exercise the proxy in respect of Resolutions 1 & 5, even though the Resolutions 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 undirected 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 being 10:00am (AEDT) on Monday, 4 November 2024.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of the Remuneration Report for the financial year ended 30 June 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Issue of Performance Rights to Managing Director and Chief Executive Officer, Mr Jason Pellegrino, under the Domain Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr Matt Stanton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 That the Company renew the proportional takeover provisions contained in rule 15 of the Company's Constitution for a period of three years from the date of this Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Ms Mickie Rosen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-Election of Mr Greg Ellis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<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 show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

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 securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).

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STEP 1

STEP 2

STEP 3



HOW TO COMPLETE THIS SECURITYHOLDER PROXY 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 the 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.**

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 and email address of that individual or body corporate in Step 1.

DEFAULT TO CHAIRMAN OF THE MEETING

If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution. A proxy need not be a shareholder of the Company.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on resolutions that 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 do not mark any of the boxes on an item of business, your proxy may vote as he or she chooses, on that item, subject to any voting restrictions that may apply to the proxy. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

If you are entitled to cast two or more votes on a resolution, 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 Proxy 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 Proxy Form and the second Proxy 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.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL (KMP)

The KMP of the Company (which includes each of the Directors) and their closely related parties will not be able to vote as your proxy on Resolution 1 and Resolution 5 unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you intend to appoint a member of the KMP or one of their closely related parties as your proxy, you can direct them how to vote by following the instructions on this Proxy Form.

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 of the shareholders 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 attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Monday, 4 November 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" - Shareholder Reference Number (SRN) or Holder Identification Number (HIN).



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 securityholding.

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

Domain Holdings Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



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)



ACCESS YOUR NOTICE OF ANNUAL GENERAL MEETING

To view or download the full **Notice of Meeting and Explanatory Memorandum** which sets out the Agenda (including details of all resolutions being put to the Meeting) please visit www.linkmarketservices.com.au.

If you wish to update your communication election, please login to your investor account at www.linkmarketservices.com.au.

Per modifications of the Corporations Act 2001 and the Corporations Regulations 2001 under Corporations (Coronavirus Economic Response) Determination (No.1) 2020 ("Determination") no hard copy Notice of Meeting and Explanatory Statements has been included in this mailing, the Notice of Meeting for the purposes of this Meeting has been given to those entitled to receive notice by use of one or more technologies.

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.