

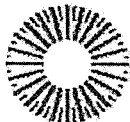
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**Annexure A**

**Scheme Book**

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## 1 Purpose of Information Memorandum

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This Information Memorandum has been prepared by Domain Holdings Australia Limited ACN 094 154 364 (**Domain**) in connection with its application for:

- (a) admission to the official list of the Australia Securities Exchange (**ASX**); and
- (b) fully paid ordinary shares in the capital of Domain (**Domain Shares**) to be granted official quotation on the securities exchange operated by ASX.

This document is not a disclosure document lodged with the Australian Securities and Investments Commission (**ASIC**) under the Corporations Act 2001 (Cth) (**Corporations Act**).

This document does not constitute or contain any offer of Domain Shares for issue or any invitation to apply for the issue of Domain Shares.

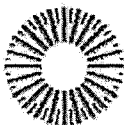
Neither ASX nor any of its officers takes any responsibility for the contents of this Information Memorandum.

## 2 Incorporation of Scheme Book

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The following parts of the scheme book prepared by Fairfax Media Limited ACN 008 663 161 (**Fairfax**) dated 22 September 2017 in connection with the proposed separation of Domain (**Scheme Book**), a copy of which is included as Annexure A to this Information Memorandum, are taken to be included in this Information Memorandum:

- Important notices;
- Section 4 (Advantages, disadvantages and risks of the Separation) to the extent it relates to Domain;
- Section 6 (Overview of Domain);
- Section 8.2.3 (Domain employees), section 8.5.3 (ASX Listing of Domain), section 8.6 (Effect of the Separation) (to the extent it relates to Domain); section 8.7 (Agreements relating to the Separation); and section 8.8 (Tax implications of the separation) (to the extent it relates to Domain);
- Section 9.2 (Intentions of Directors) (to the extent it relates to Domain), section 9.4 (Overview of Domain's Constitution), section 9.8 (ASIC and ASX waivers and consents) (to the extent it relates to Domain), section 9.9 (Consents and disclaimers), section 9.10 (Separation costs), section 9.11 (Regulatory and legal restrictions), section 9.12 (Foreign jurisdictions and selling restrictions) and section 9.14 (Supplementary information);
- Section 10 (Glossary);
- Annexure A (Independent Limited Assurance Report) (to the extent it relates to Domain);
- Annexure B (Independent Expert's Report) (to the extent it relates to Domain);
- Annexure C (Scheme of Arrangement); and



- Annexure D (Deed Poll).

Words defined in the Scheme Book have the same meaning where used in this Information Memorandum (unless the context otherwise requires).

### 3 ASX listing

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Domain believes that this Information Memorandum contains all the information which would have been required under section 710 of the Corporations Act if the Information Memorandum were a prospectus in respect of an offering by Domain of the same number of Domain Shares as will be issued pursuant to the Separation and for which quotation on ASX will be sought.

Application will be made to ASX on or about the date of this Information Memorandum for Domain to be admitted to the official list of ASX and for Domain Shares to be granted official quotation on the securities exchange operated by ASX.

Neither ASIC nor ASX accepts responsibility for any statement in this Information Memorandum. The fact that ASX may admit Domain to the official list of ASX is not to be taken in any way as an indication of the merits of Domain.

### 4 Capital raisings

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Other than as set out in the Scheme Book, Domain has not raised any capital for the three months before the date of this Information Memorandum and will not need to raise any capital for three months after the date of this Information Memorandum.

### 5 Supplementary Information Memorandum

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Domain will issue a supplementary information memorandum (**Supplementary Information Memorandum**) if it becomes aware of any of the following between the date of this Information Memorandum and the date on which Domain Shares are quoted:

- a material statement in this Information Memorandum is misleading or deceptive;
- there is a material omission from this Information Memorandum;
- there has been a significant change affecting a matter included in this Information Memorandum; or
- a significant new circumstance has arisen and it would have been required to be included in this Information Memorandum if it had arisen prior to the date of this Information Memorandum.



## 6 Disclosure of interests

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### 6.1 Directors

Other than as set out in the Scheme Book, no director or proposed director of Domain or any entity in which any such director or proposed director is a member or partner has at the date of this Information Memorandum, or within two years before the date of this Information Memorandum had, any interests in the promotion of Domain or in any property acquired or proposed to be acquired by Domain and no amounts, whether in cash or securities or otherwise, have been paid or agreed to be paid by any person to any director or proposed director or to any entity in which a director or proposed director is a member or partner, either to induce them to become, or to qualify them as, a director, or otherwise for services rendered by them or by the entity in connection with the promotion or formation of Domain.

### 6.2 Experts

Other than as set out in the Scheme book, no expert named in the Scheme Book or entity in which any such expert is a member or partner has any interest in the promotion of Domain or in any property acquired or proposed to be acquired by Domain and no amounts, whether in cash or securities or otherwise, have been paid or agreed to be paid by any person to any such expert or to any entity in which any such expert is a member or partner for services rendered by him or her or the entity in connection with the promotion or formation of Domain.

## 7 Statement from Directors

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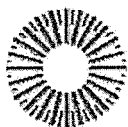
Each director of Domain believes that Domain has enough working capital to carry out its stated objectives.

## 8 Consents

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Each of the parties named in this section as consenting parties:

- has given and has not, before the date of this Information Memorandum, withdrawn its consent to be named in this Information Memorandum in the form and context in which it is named;
- has given and has not, before the date of this Information Memorandum, withdrawn its written consent to the inclusion of its respective statements and reports (where applicable) noted next to its name below, and the references to those statements and reports in the form and context in which they are included in this Information Memorandum;
- does not make, or purport to make, any statement in this Information Memorandum other than those statements referred to below in respect of that person's name (and as consented to by that person);
- has not caused or authorised the issue of this Information Memorandum; and
- to the extent permitted by law, expressly disclaims and takes no responsibility for any statements in or omissions from this Information Memorandum.



| Role                     | Consenting parties                                  | Relevant statement or report  |
|--------------------------|---|---|
| Share registry           | Link Market Services Limited                        | N/A   |
| Australian legal adviser | Herbert Smith Freehills                             | N/A   |
| Financial adviser        | Macquarie Capital (Australia) Limited               | N/A   |
| Independent Expert       | Grant Samuel  | Annexure B (Independent Expert's Report) of the Scheme Book to the extent it relates to Domain    |
| Investigating Accountant | Ernst & Young Transaction Advisory Services Limited | Annexure A (Investigating Account's Report) of the Scheme Book to the extent it relates to Domain |
| Taxation advisers        | Greenwoods & Herbert Smith Freehills Pty Ltd        | N/A   |

## 9 Authorisation

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Signed by each director and proposed director of Domain or a person authorised by them in writing to sign this Information Memorandum on their behalf:

\_\_\_\_\_  
Nick Falloon, Chairman and Non-Executive Director

  
\_\_\_\_\_  
Antony Catalano, Chief Executive Officer and Managing Director

\_\_\_\_\_  
Greg Ellis, Independent Non-Executive Director

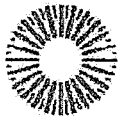
\_\_\_\_\_  
Patrick Allaway, Non-Executive Director

\_\_\_\_\_  
Geoff Kleeman, Independent Non-Executive Director

\_\_\_\_\_  
Diana Eilert, Independent Non-Executive Director

\_\_\_\_\_  
Gail Hambly, Non-Executive Director

DATED: 1 November 2017



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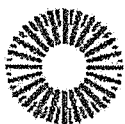
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\_\_\_\_\_  
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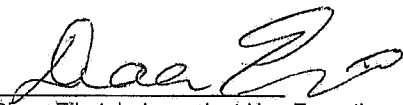
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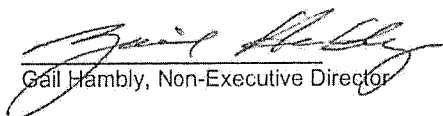
Antony Catalano, Chief Executive  
Officer and Managing Director

Greg Ellis, Independent Non-Executive  
Director

Patrick Allaway, Non-Executive Director

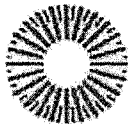
Geoff Kleeman, Independent Non-  
Executive Director

Diana Eilert, Independent Non-Executive  
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Gail Hambly, Non-Executive Director

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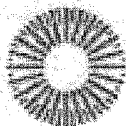
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