

# Notice of Meeting 2018 Annual General Meeting

Domain Holdings Australia Limited



Domain

# TO OUR SHAREHOLDERS

Dear Shareholders

I am pleased to invite you to Domain Holdings Australia Limited's first Annual General Meeting (**AGM**). The AGM will be held on **Tuesday 20 November 2018 at 10.00am** at Domain's Sydney offices at Ground Floor, 55 Pyrmont Street, Pyrmont, NSW, 2009.

The AGM is an important part of our overall governance framework. It is an opportunity for Shareholders to come to our Sydney office, meet and hear from the Directors and the senior management team, ask questions and vote on the items of business.

Shareholders attending in person will be able to register from 9.30am. The AGM will also be webcast live. Details for accessing the webcast will be posted on the Company's website (<https://shareholders.domain.com.au/>) in advance of the meeting.

## ITEMS OF BUSINESS

All Directors other than the Managing Director will stand for re-election at this first AGM. The size, composition and skills of the Board have been considered in addition to the performance of each Director standing for re-election. The Board recommends that you vote in favour of all the Directors standing for re-election.

The other items of business are:

- adoption of the 2018 Remuneration Report;
- approval of the auditors;
- approval of the allocation of ordinary shares and options to the Chief Executive Officer and Managing Director, Jason Pellegrino.

The Board considers that all of the resolutions in the items of business are in the best interests of the Shareholders of the Company as a whole and recommends that Shareholders vote in favour of them.

The 2018 Annual Report is available at <https://shareholders.domain.com.au>

On behalf of the Board, I would like to thank you for your support of Domain and I encourage you to come along to the AGM. I look forward to meeting as many Shareholders as possible at the meeting.

Yours sincerely



**Nick Falloon**

Executive Chairman

## + AGM AGENDA

### TUESDAY 20 NOVEMBER 2018

#### 9:30AM

Registration opens

#### 10:00AM

- Annual General Meeting commences
- Welcome – Chairman
- Business review – Chief Executive Officer
- Matters of business and questions on the matters of business

#### MEETING CLOSE

- Light refreshments

## + KEY DATES

### LAST DATE TO SUBMIT QUESTIONS TO THE COMPANY

10:00am, Tuesday 13 November 2018

### ELIGIBILITY TO ATTEND AND VOTE

Shareholders at 7.00pm on  
Sunday 18 November 2018

### LAST DATE TO SUBMIT PROXY VOTING FORM

10.00am, Sunday 18 November 2018

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# NOTICE OF 2018 ANNUAL GENERAL MEETING

Notice is given of the Annual General Meeting (AGM) of Domain Holdings Australia Limited. The AGM will be held on Tuesday 20 November 2018 at 10.00am (Sydney time) at Domain's Sydney offices at Ground Floor, 55 Pyrmont Street, Pyrmont, NSW, 2009.

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 of Meeting.

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## FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Statements of the Company, the Directors' Report and Auditor's Report, for the financial year ended 24 June 2018.

**No resolution:** There is no requirement for members to approve these statements or reports and therefore no vote will be on held on this item.

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## RESOLUTION 1: AUDITOR APPOINTMENT

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

***"That Ernst & Young, who has been duly nominated by a shareholder of the Company and having consented in writing to act, be appointed as the auditor of Domain."***

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## RESOLUTION 2 - ADOPTION OF THE REMUNERATION REPORT

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

***"That the Remuneration Report for the financial year ended 24 June 2018 be adopted."***

**Voting Exclusion on Resolution 2:** The Company will disregard any votes cast on Resolution 2:

- (a) by or on behalf of a member of the Company's Key Management Personnel details of whose remuneration are included in the Remuneration Report for the financial year ended 24 June 2018 or their closely related parties, regardless of the capacity in which the vote is cast; or
- (b) 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 as a proxy for a person who is entitled to vote on Resolution 2:

- (a) in accordance with a direction on the proxy form; or
- (b) by the Chairman of the Meeting in accordance with the express authorisation in the Proxy Form to exercise the proxy.

**Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.**



## RESOLUTION 3: RE-ELECTION OF MR NICK FALLOON AS A DIRECTOR

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

***"That Mr Nick Falloon who retires at the conclusion of the first AGM in accordance with Domain's Constitution, is re-elected as a Director of the Company."***



## RESOLUTION 4: RE-ELECTION OF MR PATRICK ALLAWAY AS A DIRECTOR

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

***"That Mr Patrick Allaway who retires at the conclusion of the first AGM in accordance with Domain's Constitution, is re-elected as a Director of the Company."***



## RESOLUTION 5: RE-ELECTION OF MS DIANA EILERT AS A DIRECTOR

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

***"That Ms Diana Eilert who retires at the conclusion of the first AGM in accordance with Domain's Constitution, is re-elected as a Director of the Company."***



#### **RESOLUTION 6: 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 who retires at the conclusion of the first AGM in accordance with Domain’s Constitution, is re-elected as a Director of the Company.”***



#### **RESOLUTION 7: RE-ELECTION OF MS GAIL HAMBLY AS A DIRECTOR**

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

***“That Ms Gail Hambly who retires at the conclusion of the first AGM in accordance with Domain’s Constitution, is re-elected as a Director of the Company.”***



#### **RESOLUTION 8: RE-ELECTION OF MR GEOFF KLEEMANN AS A DIRECTOR**

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

***“That Mr Geoff Kleemann who retires at the conclusion of the first AGM in accordance with Domain’s Constitution, is re-elected as a Director of the Company.”***

#### **RESOLUTION 9 – ALLOCATION OF SHARES TO JASON PELLEGRINO**

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

***“That the Company issue 632,791 ordinary shares in the Company to Mr Jason Pellegrino, Chief Executive Officer and Managing Director, as detailed in the Explanatory Statements.”***

**Voting Exclusion on Resolution 9:** The Company will disregard any votes cast:

- (a) in favour of this resolution by or on behalf of Mr Pellegrino, regardless of the capacity in which the vote is cast; or

- (b) on this resolution 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 as a proxy for a person who is entitled to vote on Resolution 9:

- (a) in accordance with a direction on the proxy form; or
- (b) by the Chairman of the Meeting in accordance with the express authorisation in the Proxy Form to exercise the proxy.

#### **RESOLUTION 10 – ISSUE OF OPTIONS TO JASON PELLEGRINO UNDER THE EXECUTIVE INCENTIVE PLAN**

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

***“That the Company issue 1,515,789 options in the Company to Mr Jason Pellegrino under the Domain Executive Incentive Plan, as detailed in the Explanatory Statements.”***

**Voting Exclusion on Resolution 10:** The Company will disregard any votes cast:

- (a) in favour of this resolution by or on behalf of Mr Pellegrino, regardless of the capacity in which the vote is cast; or
  - (b) on this resolution 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 as a proxy for a person who is entitled to vote on Resolution 10:
- (a) in accordance with a direction on the proxy form; or
  - (b) by the Chairman of the Meeting in accordance with the express authorisation in the Proxy Form to exercise the proxy.

By order of the Board of Domain Holdings Australia Limited

**Catriona McGregor**  
Company Secretary

# EXPLANATORY STATEMENTS TO THE NOTICE OF ANNUAL GENERAL MEETING TO BE HELD TUESDAY 20 NOVEMBER 2018

**The Explanatory Statements provide important information concerning each of the resolutions to be considered at Domain's 2018 AGM.**

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## FINANCIAL STATEMENTS AND REPORTS

This item of business relates to Domain's Financial Statements, Directors' Report and Auditor's Report (the 'Reports') for the year ended 24 June 2018. The Company is required to lay before the AGM the financial statements and reports. These can be found in the 2018 Annual Report which is available on our website at <https://shareholders.domain.com.au>

This Item does not require a formal resolution and so no vote will be held. However Shareholders as a whole will be given a reasonable opportunity to raise questions or comments on the Reports and on the management of the Company.

Also, a reasonable opportunity will be given to Shareholders as a whole to ask the Company's auditor 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.

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## RESOLUTION 1 - APPOINTMENT OF ERNST & YOUNG AS AUDITOR

Prior to Domain listing on the ASX, the Directors of Domain resolved to appoint Ernst & Young as the auditor of Domain. Under s.327A(2) of the Corporations Act, the auditor holds office until the Company's first AGM, where the appointment must be approved by the Shareholders at the AGM. Resolution 1 relates to the appointment of Ernst & Young as auditor.

Ernst & Young has given, and has not withdrawn, its consent to act as auditor of the Company. Ernst & Young has been duly nominated for appointment as the Company's auditor by Mr Geoff Kleemann, the Chairman of the Domain Audit and Risk Committee and a Shareholder of the Company, as required by section 328B of the Corporations Act. A copy of the shareholder's written notice of nomination is set out below.

**The Board unanimously recommends that members vote in favour of Resolution 1.**

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## RESOLUTION 2 - 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 24 June 2018 can be found on pages 22 – 34 of the Company's Annual Report.

The Remuneration Report outlines Domain's remuneration arrangements for Key Management Personnel and the FY18 remuneration outcomes for the Domain Board and Key Management Personnel.

The Remuneration Report does not set out full details of the remuneration of Mr Jason Pellegrino, Domain's CEO and Managing Director, because he was appointed after the end of the 2018 Financial Year and also after the date of release of Domain's Annual Report which includes the Remuneration Report. An overview of Mr Pellegrino's remuneration arrangements was announced to the ASX on 3 July 2018 and further details will be included in next year's Remuneration Report.

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.

A voting exclusion statement applies to this resolution, as set out in the Notice of Meeting.

**The non-executive Directors unanimously recommend that members vote in favour of the Remuneration Report.**

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## RESOLUTIONS 3-8 – RE-ELECTION OF DIRECTORS

Under Domain's Constitution, any Director that is appointed by the Board (other than the Managing Director) will hold that office until the conclusion of the next AGM following his or her appointment. Accordingly, all of Domain's directors other than the Managing

Director will cease to hold office at the end of the 2018 AGM unless re-elected. Directors are eligible to stand for re-election at the AGM if the Director is in office as a Director immediately before the AGM and the Board has recommended the person's re-election to the members (Rule 7.1(j) of Domain's Constitution).

Each of the Directors required to be re-elected put themselves forward to the Board for re-election. The Nomination Committee considered each Director seeking re-election. The Nomination Committee reviewed the skills, knowledge, experience, background, and diversity of each of the Directors and the Board as a whole. Having regard to these matters, the Nomination Committee recommended to the Board that all Directors seeking re-election be recommended for re-election to Shareholders at the AGM.

The Board considered the Nominations Committee recommendation and determined that all Directors seeking re-election continue to make a valuable contribution to the Board and that the Board as a whole has an appropriate mix of skills, backgrounds, knowledge, experience and diversity to operate effectively. Accordingly, the Board recommends to Shareholders the re-election of all Directors who are standing for re-election.

The biographical details, skills and experience of each of the Directors standing for re-election are set out below in respect of each Resolution.

Out of the six Directors standing for re-election, three are independent Directors, Ms Eilert, Mr Ellis and Mr Kleemann. The other three Directors, Mr Falloon, Mr Allaway and Ms Hambly are non-independent Directors due to their association with Fairfax Media Limited, a substantial Shareholder of Domain.

**The Board unanimously recommends that members vote in favour of Resolutions 3 to 8.**

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#### **RESOLUTION 3: RE-ELECTION OF MR NICK FALLOON AS A DIRECTOR**

Nick Falloon is Chairman of the Board and is also a member of the Nomination Committee and People & Culture Committee.

Mr Falloon served as Domain's Executive Chairman of the Board from 22 January 2018 until 27 August 2018, when the new Chief Executive Officer and Managing Director, Jason Pellegrino, commenced with Domain.

Mr Falloon is the current Chairman of the Fairfax Media Limited Board, and has had 30 years' experience in the media industry, 19 years working for the Packer owned media interests from 1982 until 2001.

Mr Falloon served as Chief Executive Officer of Publishing and Broadcasting Limited from 1998 to 2001 and before that as Chief Executive Officer of Enterprises

and Group Financial Director. This experience provided a strong background in television, pay TV, magazines, radio and the internet. From 2002, Mr Falloon spent nine years as Executive Chairman and CEO of Ten Network Holdings.

Mr Falloon holds a Bachelor of Management Studies (BMS) from Waikato University in New Zealand.

The Board having assessed Mr Falloon's associations and experience has determined that he is a non-independent director.

**The Board, with Mr Falloon abstaining, unanimously recommends the election of Mr Falloon to the Board.**

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#### **RESOLUTION 4: ELECTION OF MR PATRICK ALLAWAY AS A DIRECTOR**

Patrick Allaway is a member of the Audit & Risk Committee.

Mr Allaway has senior Executive and Non-Executive Board experience in large multi-national companies across finance, retail, wholesale, and media.

Mr Allaway was previously Managing Director at Swiss Bank Corporation (now UBS) and a member of the global Investment Bank Executive Board based in London and Zurich. Prior to joining Swiss Bank Mr Allaway worked at Citibank in Sydney, London and New York.

Mr Allaway is a former Non-Executive Director of Macquarie Goodman Group (now Goodman Group) and Metcash Limited. Mr Allaway is currently a Non-Executive Director of Fairfax Media, Woolworths South Africa, David Jones, and Country Road Group.

Mr Allaway holds a Bachelor of Arts/Law from the University of Sydney.

The Board having assessed Mr Allaway's associations and experience has determined that he is a non-independent director.

**The Board, with Mr Allaway abstaining, unanimously recommends the election of Mr Allaway to the Board.**

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#### **RESOLUTION 5: ELECTION OF MS DIANA EILERT AS A DIRECTOR**

Ms Eilert is Chair of the People & Culture Committee and a member of the Audit and Risk Committee and Nomination Committee.

Ms Eilert is currently a non-executive director of ASX-listed companies Super Retail Group, Navitas and Elders, and has previously been a director of REA Group, Veda Group, Onthehouse Holdings and OurDeal Pty Ltd.

Ms Eilert's senior executive career includes roles as Head of Strategy and Corporate Development for

News Limited and Group Executive for Suncorp's entire insurance business and subsequently Group Executive for Technology, People and Marketing. She spent 10 years with Citibank, and held roles including Head of Credit Risk Policy, running the Mortgage business and also Lending Operations for Australia and New Zealand. Ms Eilert was also a Partner with IBM.

Ms Eilert holds a Bachelor of Science (Pure Mathematics) from The University of Sydney and a Master of Commerce from The University of New South Wales.

The Board having assessed Ms Eilert's associations and experience has determined that she is an independent director.

**The Board, with Ms Eilert abstaining, unanimously recommends the election of Ms Eilert to the Board.**

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### **RESOLUTION 6: ELECTION OF MR GREG ELLIS AS A DIRECTOR**

Mr Ellis has been involved in the digital sector for the past 15 years. During that time he has held a variety of senior executive roles in Australia and overseas.

Most recently in Australia he was the Chief Executive Officer and Managing Director of REA Group from 2008 to 2014. He is currently the Chief Executive Officer of Scout24, a Frankfurt Stock Exchange-listed online classifieds business. 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's associations and experience has determined that he is an independent director.

**The Board, with Mr Ellis abstaining, unanimously recommends the election of Mr Ellis to the Board.**

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### **RESOLUTION 7: ELECTION OF MS GAIL HAMBLY AS A DIRECTOR**

Ms Hambly is Group General Counsel and Company Secretary of Fairfax Media Limited. She has over 20 years' experience as a senior media executive including responsibility for legal services, government and corporate relations, internal audit and risk. She has been deeply involved in the growth and development of Domain. From 2011 to 2016, she was a director of Trade Me Limited, a dual ASX and New Zealand Exchange-listed company whose businesses include one of the major real estate listing sites in New Zealand as well as other online businesses.

Ms Hambly holds a degree in Law from The University of New South Wales and degrees in Economics and Science from The University of Sydney.

The Board having assessed Ms Hambly's associations and experience has determined that she is a non-independent director.

**The Board, with Ms Hambly abstaining, unanimously recommends the election of Ms Hambly to the Board.**

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### **RESOLUTION 8: ELECTION OF MR GEOFF KLEEMANN AS A DIRECTOR**

Mr Kleemann is the Chair of both the Audit & Risk and Nomination Committees and a member of the People & Culture Committee.

Mr Kleemann commenced his career at Deloitte, and subsequently completed approximately twenty years as a senior executive in a listed environment, as Chief Financial Officer for Crown Limited, Publishing and Broadcasting Limited, Woolworths Limited and Pioneer International Limited. He is currently a non-executive director of Investa Listed Funds Management Limited, the responsible entity for Investa Office Fund and the NSW Telco Authority.

Mr Kleemann was previously non-executive director and chair of the Audit Committee of Asciano Limited from 2009 to 2016, and non-executive director and chair of the Audit Committee of Broadspectrum Limited from 2014 to 2016.

Mr Kleemann is a member of the Institute of Chartered Accountants.

The Board having assessed Mr Kleemann's associations and experience has determined that he is an independent director.

**The Board, with Mr Kleemann abstaining, unanimously recommends the election of Mr Kleemann to the Board.**

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### **RESOLUTIONS 9 AND 10 BACKGROUND – CEO REMUNERATION SUBJECT TO SHAREHOLDER APPROVAL**

On 27 August 2018, Mr Jason Pellegrino commenced as Domain's Chief Executive Officer and Managing Director. The Company made an ASX announcement on 3 July 2018 announcing the appointment and setting out details of his remuneration entitlements under his Executive Service Agreement, some of which are subject to Shareholder approval.

Resolutions 9 and 10 relate to the approval of the allocation of shares and options to Jason Pellegrino. A voting exclusion statement applies to this resolution, as set out in the Notice of Meeting.



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#### **RESOLUTION 9 – APPROVAL OF ALLOCATION OF SHARES TO JASON PELLEGRINO, CEO AND MANAGING DIRECTOR**

As announced on the ASX on 3 July 2018, the Company agreed to a sign on arrangement with Mr Pellegrino. Under his Executive Service Agreement, Mr Pellegrino is entitled to a cash bonus of \$500,000 payable on 31 December 2018 and, subject to Shareholder Approval, the Company will allocate him \$2m worth of Company Shares (**Engagement Shares**).

Under Australian Securities Exchange (ASX) Listing Rule 10.11, shareholder approval is required for an issue of Domain securities to Directors. Resolution 9 is a resolution to approve the issue of 632,791 ordinary shares in the Company to Mr Pellegrino.

If Resolution 9 is approved by Shareholders, Mr Pellegrino will be entitled to ordinary shares in the Company equivalent in value to \$2,000,000. The number of shares to be allocated is calculated based on the volume weighted average price (VWAP) of the Company's shares over the 30 trading day period beginning 15 trading days prior to the day of the announcement of his appointment on 3 July 2018. The VWAP for this period was \$3.1606 and accordingly, the total number of Engagement Shares proposed to be allocated to Mr Pellegrino is 632,791 ordinary shares. Under the terms of his Executive Service Agreement, the Engagement Shares will vest on the second anniversary of his employment date subject to him remaining an employee of the Company, being 27 August 2020.

If Mr Pellegrino's employment is terminated by the Company for cause or if he gives notice other than in circumstances of a fundamental change, then his rights to the Engagement Shares will lapse. If his employment is terminated by Domain for any reason other than for cause or if terminated by Mr Pellegrino due to a fundamental change then any unvested Engagement Shares will remain on foot and vest in accordance with their terms subject to the Board having a discretion to reduce the number of Engagement Shares that are equivalent to the relevant vesting period that has elapsed at the termination date.

The Engagement Shares will be acquired on-market and held by the Domain Employee Share Plan Trust until they vest. If approved by Shareholders, the Engagement Shares will be allocated by no later than 20 December 2018.

It is noted, for the purposes of ASX Listing Rule 10.13.6A, that no funds will be raised in connection with the issue of Engagement Shares to Mr Pellegrino.

**The Board, with Jason Pellegrino abstaining, unanimously recommends to members the approval of the allocation of 632,791 ordinary shares to Jason Pellegrino, subject to the terms of his Executive Service Agreement.**

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#### **RESOLUTION 10 – ISSUE OF OPTIONS TO JASON PELLEGRINO, CEO AND MANAGING DIRECTOR**

Mr Pellegrino's remuneration is comprised of three components which provide a mix of fixed, short and long-term components:

- a) Total Package Value (TPV): base salary + fixed allowances + superannuation;
- b) Short term incentive; and
- c) Options: Domain's long-term incentive.

Under ASX Listing Rule 10.14, shareholder approval is required for an issue of Domain securities (which includes options over shares) to Directors. Resolution 10 is a resolution to approve the issue of 1,515,789 options over shares in the Company (Options) to Mr Pellegrino in respect of his long term incentive award under Domain's Executive Incentive plan.

If Resolution 10 is approved by Shareholders, Mr Pellegrino will be granted options over Company shares equivalent in value to 120% of his total remuneration package. His total remuneration package is \$1.2million. The number of options to be allocated is calculated based on the value of each option. The value of each option for the purpose of the allocation will be equal to 30% of the VWAP of the Company's shares over the 30 trading day period beginning 15 trading days prior to the day of the announcement of his appointment on 3 July 2018. The VWAP for this period was \$3.1606 and accordingly, the allocation price is \$0.95. The total number of Options proposed to be allocated is 1,515,789 options.

##### **Terms of the Options**

- **Options** - Each Option will generally entitle Mr Pellegrino to one ordinary share in the capital of the Company, subject to the achievement of certain vesting criteria described below and payment of the exercise price.
- **Option issue date** - If approved by Shareholders, the Options will be allocated by 30 days after the AGM.
- **Exercise price** - The exercise price will be \$3.1606 (being, the VWAP of the Company's shares over the 30 trading day period beginning 15 trading days prior to the day of the announcement of Mr Pellegrino's appointment on 3 July 2018).
- **Vesting** - The performance period for the testing of whether the Options will vest is between the Option issue date and 30 June 2021.
- **Vesting Criteria** - The percentage of Options that vest and become exercisable (if any) will be determined by the Board and will depend on the achievement of performance hurdles based on Total Shareholder Return as set out in the vesting schedule below.

## EXPLANATORY STATEMENTS CONT.

- **Cessation of employment:** If Mr Pellegrino's employment is terminated by the Company for cause or if he gives notice other than in circumstances of a fundamental change then any unvested Options will lapse. If his employment is terminated by Domain for any reason other than for cause or if terminated

by Mr Pellegrino due to a fundamental change then any unvested Options will remain on foot and vest in accordance with their terms subject to the Board having a discretion to reduce the number of Options that are equivalent to the relevant vesting period that has elapsed at the termination date.

ABSOLUTE TSR (OVER THE PERFORMANCE PERIOD)	% OF OPTIONS THAT BECOME EXERCISABLE
Less than 10% CAGR	Nil
10% CAGR (threshold performance)	20%
Between 10% and 15% CAGR	Straight line pro rata vesting between 20% and 40%
15% CAGR	40%
Between 15% and 20% CAGR	Straight line pro rata vesting between 40% and 70%
20% CAGR	70%
Between 20% CAGR and 25% CAGR	Straight line pro rata vesting between 70% and 100%
25% CAGR or above	100%

**The Board, with Jason Pellegrino abstaining, unanimously recommends to members the approval of the allocation of 1,515,789 options to Jason Pellegrino, subject to the terms of his Executive Service Agreement.**

### RESOLUTIONS 9 AND 10 - ADDITIONAL INFORMATION REQUIRED UNDER THE ASX LISTING RULES

- The Engagement Shares and Options are being issued to Mr Pellegrino for nil consideration as they form part of his remuneration.
- This is the first time the Company is seeking approval for a grant of Engagement Shares or Options under its executive incentive arrangements.
- Mr Pellegrino is the only director entitled to participate in, and receive securities under, the incentive arrangements detailed in Resolution 9 and 10.
- No loan will be made by the Company in relation to the acquisition of Engagement Shares or Options by Mr Pellegrino.
- If approval is given under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1.

## + GLOSSARY OF TERMS

TERM	DEFINITION
\$	means Australian dollars
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 13 August 2018 and available on Domain's website at <a href="https://shareholders.domain.com.au">https://shareholders.domain.com.au</a>
ASX	Australian Securities Exchange
ASX Listing Rules	Means the Listing Rules of the ASX
Board	means the current board of Directors of the Company
CAGR	Compound Annual Growth Rate
Chairman	means the chairman of the Meeting from time to time.
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 Corporations Act 2001 (Cth)
Directors	means the current directors of the Company
Explanatory Statement	means the explanatory statements accompanying this Notice
Key Management Personnel or KMP	has the meaning given to that term in the Corporations Act
Proxy Form	means the proxy form accompanying this Notice
Remuneration Report	means the remuneration report for the year ended 24 June 2018 forming part of the Directors Report in the Company's Annual Report
Resolutions	means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.
Share	Means a fully paid ordinary share in the capital of the Company
Shareholder or Member	means the registered holder of a Share
TSR	Total Shareholder Return
VWAP	means volume weighted average price

# LETTER OF NOMINATION OF AUDITOR

Domain Holdings Australia Limited  
55 Pymont Street  
Pymont NSW 2009

8 October 2018

## Notice of Nomination of Auditor

In accordance with section 328B(1) of the Corporations Act 2001 (Cth), I, Geoff Kleemann, being a shareholder of Domain Holdings Australia Limited (the "Company"), hereby nominate Ernst & Young for appointment as auditor of the Company.

Yours sincerely



Geoff Kleemann

# VOTING ENTITLEMENT AND PROXY INFORMATION

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## 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 Sunday 18 November 2018. Share transfers registered after that time will be disregarded in determining entitlements 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.

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## VOTING PROCEDURE

The Company will be using electronic voting hand held devices at the AGM this year. The Chairman of the meeting intends to put all Resolutions set out in this Notice of Meeting to a poll at the meeting. Voting results will be announced to the Australian Securities Exchange (ASX) as soon as practicable after the meeting.

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## APPOINTING A PROXY

If you are 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 member appoints two proxies, neither may vote on a show of hands if they both attend the meeting, however, they will be entitled to vote on a poll.

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 10:00 am (AEDT) on Sunday 18 November, 2018. To lodge your proxy, you may:

- 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 Level 12, 680 George Street, Sydney 2000 or 1A Homebush Bay Drive, Rhodes NSW 2138;
- fax it to +61 2 9287 0309; or
- lodge it online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) (click the proxy icon and follow the prompts). For online proxy lodgement, you will need to enter your SRN or HIN shown at the top right hand side of your personalised proxy form with the notice of meeting. You will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website.

Alternatively, you may send your proxy form to the Company's registered office at 55 Pyrmont Street, Pyrmont NSW 2009. For additional proxy forms, contact Link on 1300 138 914. Further instructions for appointing a proxy are included in the proxy form.

### **If you intend to attend the meeting in person, you do not need to appoint a proxy.**

You may still attend the meeting and vote in person even if you have appointed a proxy. Your attendance will (unless you instruct ASX or Link Market Services otherwise) suspend your proxy appointment while you are present at the meeting.

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## 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.

Members of the Company's Key Management Personnel (which includes each of the Directors) and their closely related parties (which includes spouses and dependents) will not be able to vote as proxy on Resolution 2 (Remuneration Report), Resolution 9 (Allocation of shares to Jason Pellegrino) or Resolution 10 (Issue of Options to Jason Pellegrino) unless you have directed them how to vote or the Chairman of the Meeting is your proxy.

If you intend to appoint a member of Key Management Personnel or their closely related party as your proxy, you are encouraged to direct them how to vote on Resolutions 2, 9 and 10 by marking "For", "Against" or "Abstain" for each of those items of business.

If you intend to appoint the Chairman of the Meeting 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 resolutions 2, 9 or 10, 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 2, 9 or 10 even though it is connected with the remuneration of the Company's Key Management Personnel.

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## THE CHAIRMAN'S VOTING INTENTIONS

For proxies without voting instructions that are exercisable by the Chairman of the Meeting, 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 vote cast in person, is conclusive.

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## DEFAULT OF PROXY VOTES TO CHAIRMAN IN CERTAIN CIRCUMSTANCES

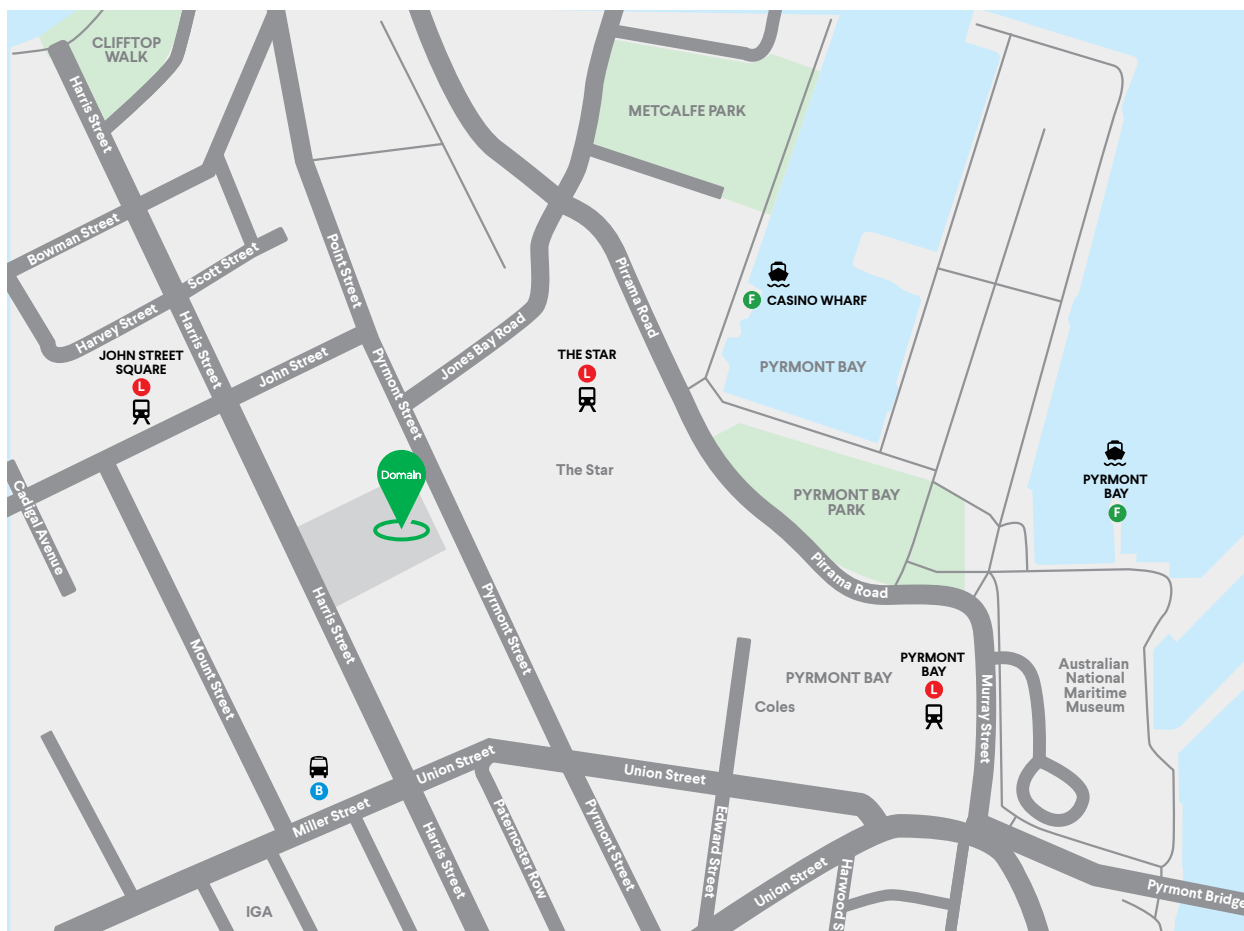
If:

- a poll is duly demanded at the Meeting in relation to a proposed resolution;
- a shareholder has appointed a proxy (other than the Chairman of the Meeting) 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 of the Meeting 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.

# DIRECTIONS & MAP

The Annual General Meeting is being held at Domain's Sydney offices at Ground Floor, 55 Pyrmont Street, Pyrmont, NSW, 2009



## TRANSPORT OPTIONS

### Car

The closest carpark is at the Star Parking Station located in the Star Casino at Pyrmont, Street, Pyrmont.

### Light Rail

Light rail services depart from Central Station. The nearest station is located at The Star which is directly opposite the venue.

### Bus

State Transit Bus Route 389 regularly departs the city to Pirrama Road. For route and timetable information call **131 500** or visit **[sydneybuses.info](http://sydneybuses.info)**

### Ferry

For ferry access, take the F4 service to Pyrmont Bay ferry wharf, located next to the Australian Maritime Museum.

### Walking

From Town Hall, please walk over the Pyrmont Bridge and continue to Pyrmont Street, turn right onto Pyrmont Street and continue until you reach the Domain offices at 55 Pyrmont Street, Pyrmont.

# QUESTIONS FROM SHAREHOLDERS

The Annual General Meeting (AGM) of Domain Holdings Australia Ltd will be held on the Ground Floor, 55 Pyrmont Street, Pyrmont, NSW, 2009, on Tuesday 20 November 2018 at 10.00am. Shareholders who are unable to attend the meeting, or who prefer to register questions in advance, are invited to submit any questions they have by completing and returning this form.

Shareholder's Name:

Shareholder Reference Number or HIN:

Shareholder's Address:

Shareholder's Email Address:

## Question 1

Please mark ✓ if the question is for the Auditor

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## Question 2

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## Question 3

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## Question 4

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## Question 5

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Please return your completed question form to our Share Registrar **Link Market Services Limited, Locked Bag A14, Sydney South, NSW, 1235**, or by facsimile on **+612 9287 0309**. You can also submit your questions online if you log in to your holding on the Link website ([www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)). Alternatively the envelope provided for the return of your proxy form may also be used for this purpose. Your question form must be received by the Share Registrar by 5.00pm Tuesday 13 November 2018.

We will endeavour during the course of the AGM to address the themes most frequently raised in the submitted question forms. Please note that individual responses will not be sent to Shareholders.

Link collects this information in order to confirm that you are a shareholder. You may access information about you by contacting Link whose contact details are set out above. If you do not provide the information we will be unable to submit your question to the Chairman or Auditor.



# Corporate Directory

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## Company

Domain Holdings Australia Limited  
55 Pyrmont Street  
Pyrmont NSW 2009  
T: + 61 2 9254 3000

## Websites

[www.domain.com.au](http://www.domain.com.au)  
<https://shareholders.domain.com.au>

## Registry

Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000  
T: 1300 934 599  
F: +61 2 9287 0309  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

## Company Secretary

Catriona McGregor  
E: [c.mcgregor@domain.com.au](mailto:c.mcgregor@domain.com.au)

## Investor Relations

Jolanta Masojada  
E: [jolanta.masojada@domain.com.au](mailto:jolanta.masojada@domain.com.au)

## Media Relations & Corporate Affairs

Brad Hatch  
E: [brad.hatch@domain.com.au](mailto:brad.hatch@domain.com.au)  
T: +612 9282 2168



# Domain

Domain Holdings Australia Limited

ABN 43 094 154 364

## LODGE YOUR VOTE



### ONLINE

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



### 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  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: +61 1300 138 914

## LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am on Sunday, 18 November 2018**, 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

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

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, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).



### 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 [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

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

### QR Code



## HOW TO COMPLETE THIS SHAREHOLDER 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 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 the items of business, your proxy may vote as he or she chooses, 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

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 Resolutions 2, 9 and 10 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, either shareholder may sign.

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

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend 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](http://www.linkmarketservices.com.au).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME  
ADDRESS LINE 1  
ADDRESS LINE 2  
ADDRESS LINE 3  
ADDRESS LINE 4  
ADDRESS LINE 5  
ADDRESS LINE 6



X99999999999

## PROXY FORM

I/We being a member(s) of Domain Holdings Australia Limited (the **Company**) 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 of the person or body corporate you are appointing as your proxy

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 on Tuesday, 20 November 2018 at Domain's Sydney offices at Ground Floor, 55 Pyrmont Street, Pyrmont, NSW, 2009** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 2, 9 and 10:** If the Chairman 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 Chairman of the Meeting to exercise the proxy in respect of Resolutions 2, 9 and 10, 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 all available proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted 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 ☒.

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Auditor appointment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Allocation of shares to Jason Pellegrino	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Issue of Options to Jason Pellegrino under the Executive Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Nick Falloon as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Re-election of Mr Patrick Allaway as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Re-election of Ms Diana Eilert as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Re-election of Mr Greg Ellis as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Re-election of Ms Gail Hambly as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Re-election of Mr Geoff Kleemann 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 show of hands or 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)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

DHG PRX1801D