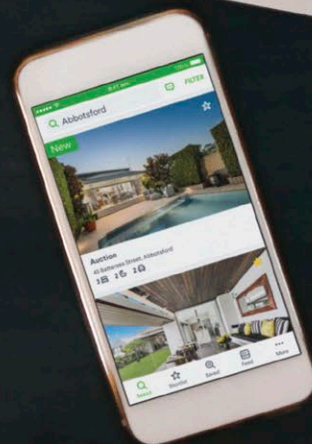
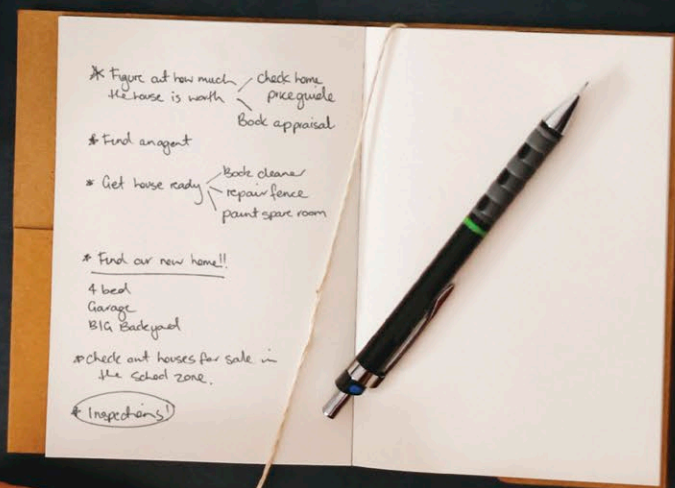


Domain

NOTICE OF MEETING
2019 ANNUAL
GENERAL MEETING
DOMAIN HOLDINGS
AUSTRALIA LIMITED



✓ ANNUAL GENERAL MEETING

The Annual General Meeting will be held at 10.00am on Monday, 11 November 2019:
Doltone House – Darling Island
Ground Floor
48 Pirrama Road
Pyrmont, NSW, 2009

CONTENTS

Chairman's letter	1
Notice of Annual General Meeting	2
Explanatory statements	3
Voting and proxy information	6
Corporate Directory	7
Directions and map	8
Shareholder question page.....	9

✓ AGM AGENDA

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

* The Company notes that the AGM is being held on Remembrance Day and there will be a one minute silence observed at 11am.

✓ KEY DATES

LAST DATE TO SUBMIT QUESTIONS TO THE COMPANY

10.00am Monday, 4 November 2019

ELIGIBILITY TO ATTEND AND VOTE

Shareholders at 7.00pm on Saturday, 9 November 2019

LAST DATE TO SUBMIT PROXY VOTING FORM

10.00am Saturday, 9 November 2019

YOUR PRIVACY

Attendees at the meeting may be video recorded.



TO OUR SHAREHOLDERS

Dear Shareholders

I am pleased to invite you to attend the 2019 Annual General Meeting (AGM or meeting) of Domain Holdings Australia Limited which will be held on **Monday, 11 November 2019** at 10.00am at Doltone House, Darling Island, 48 Pirrama Road, Pyrmont, NSW, 2009.

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

The items of business are set out in the following pages, which also include voting procedures, explanatory notes and the Board's voting recommendations.

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

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

- Receipt of the financial statements, directors' report and auditor's report for the Domain Group for the year ended 30 June 2019;
- Adoption of the 2019 Remuneration Report;
- Re-election of Directors – Geoff Kleemann and myself, Nick Falloon; and
- Approval of the allocation of options to the Managing Director and Chief Executive Officer, Jason Pellegrino.

Full details of each item of business and the resolutions are set out in this Notice. The Board considers that all of the resolutions are in the best interests of the Shareholders of the Company as a whole and recommends that Shareholders vote in favour of them.

Shareholders are invited to ask questions ahead of the meeting. Details of how to ask a question are set out on page 9 in this Notice.

The 2019 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
Chairman

NOTICE OF 2019 ANNUAL GENERAL MEETING

Notice is given of the Annual General Meeting (AGM) of Domain Holdings Australia Limited. The AGM will be held on Monday, 11 November 2019 at 10.00am (Sydney time) at Doltone House, Darling Island, 48 Pirrama Road, 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.

ITEMS OF BUSINESS

Financial Statements and Reports

To receive and consider the Financial Statements, the Directors' Report and Auditor's Report of the Company and its controlled entities for the financial year ended 30 June 2019.

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

Resolution 1 – 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 30 June 2019 be adopted."

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 details of whose remuneration are included in the Remuneration Report for the financial year ended 30 June 2019 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 Meeting or their closely related parties,

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

- in accordance with a direction on the proxy form; or
- by the Chairman of the Meeting in accordance with the express authorisation in the Proxy Form to exercise the proxy, even though Resolution 1 is connected with the remuneration of the Company's Key Management Personnel.



Resolution 2 – 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 by rotation and offers himself for re-election, is re-elected as a Director of the Company."



Resolution 3 – 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 by rotation and offers himself for re-election, is re-elected as a Director of the Company."

Resolution 4 – Issue of LTI Options to Jason Pellegrino under the Executive 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 1,600,000 options to Mr Jason Pellegrino under the Domain Executive Incentive Plan, as detailed in the Explanatory Statements."

Voting Exclusion on Resolution 4: The Company will disregard any votes cast on Resolution 4:

- in favour of the resolution by or on behalf of Mr Pellegrino or any of his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's 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 4:

- in accordance with a direction on the proxy form; or
- by the Chairman of the Meeting in accordance with the express authorisation in the Proxy Form to exercise the proxy, even though the resolution is connected with the remuneration of the Company's Key Management Personnel.

By order of the Board of Domain Holdings Australia Limited

Catriona McGregor
Company Secretary

9 October 2019

EXPLANATORY STATEMENTS TO THE NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 11 NOVEMBER 2019

The Explanatory Statements provide important information concerning each of the resolutions to be considered at Domain's 2019 AGM.

FINANCIAL STATEMENTS AND REPORTS

The first item of business relates to Domain's Financial Statements, Directors' Report and Auditor's Report (the 'Reports') for the year ended 30 June 2019. The Company is required to lay before the AGM the financial statements and reports. These can be found in the 2019 Annual Report which is available on our website at <https://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 raise questions or make comments on the Reports and on the management of the Company.

Also, the Chairman will give Shareholders a reasonable opportunity 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.

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 2019 can be found on pages 22 – 36 of the Company's Annual Report.

The Remuneration Report outlines Domain's remuneration arrangements for Key Management Personnel and the FY19 remuneration outcomes for the Domain Board and Key Management Personnel.

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.

Resolutions 2 and 3 – Re-election of Directors

Mr Falloon and Mr Kleemann have each offered themselves to retire by rotation and for re-election at this AGM.

The Nomination Committee considered both Directors seeking re-election. 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 resolved, that both Mr Falloon and Mr Kleemann be recommended for re-election to Shareholders at the AGM.

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

Resolution 2: 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 has been a Director and Chairman of the Company since November 2017. He briefly held the role of Executive Chairman from 22 January 2018 to 26 August 2018.

He was previously Chairman of Fairfax Media Limited and became Deputy Chairman of Nine Entertainment Co. Holdings Limited on 7 December 2018 following the merger between Nine and Fairfax Media Limited. He has 30 years' experience in the media industry, including 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.

Mr Falloon is considered to not be an independent Director due to his position as Director and Deputy Chairman of Nine Entertainment Co. Holdings Limited, a substantial Shareholder of Domain.

For the reasons set out in these Explanatory Statements, the Board, with Mr Falloon abstaining, recommends the re-election of Mr Falloon to the Board.

Resolution 3: Re-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 has been a Director of the Company since November 2017.

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 Bid

Energy Limited 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, non-executive director and chair of the Audit Committee of Broadspectrum Limited from 2014 to 2016, and a non-executive director of Investa Listed Funds Management Limited, the responsible entity for Investa Office Fund, from 2016 to 2018.

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.

For the reasons set out in these Explanatory Statements, the Board, with Mr Kleemann abstaining, recommends the re-election of Mr Kleemann to the Board.

Resolution 4 – Issue of LTI Options to Jason Pellegrino, Managing Director and Chief Executive Officer

Under ASX Listing Rule 10.14, shareholder approval is required for an issue of Domain securities (which includes options) to Directors. Resolution 4 is a resolution to approve the issue of 1,600,000 options to Mr Pellegrino in respect of his long term incentive award under Domain's Executive Incentive Plan.

If Resolution 4 is approved by Shareholders, Mr Pellegrino will be granted options equivalent in value to 120% of his total remuneration package. His total remuneration package is \$1.2 million. 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 on the first trading day of the 2020 financial year (1 July 2019 to 9 August 2019). The VWAP for this period was \$3.0169 and accordingly, the allocation price is \$0.90. The total number of options proposed to be allocated is 1,600,000 options.

Terms of the Options

- **Options** – Each LTI option will generally entitle Mr Pellegrino to one ordinary share in the Company, subject to the achievement of certain vesting criteria described below and payment of the exercise price. The Board has discretion to make a cash payment in lieu of an allocation of Shares.
- **Option Issue Date** – If approved by Shareholders, the LTI options will be allocated shortly after, but within 12 months of, the AGM.
- **Exercise price** – The exercise price will be \$3.0169 (being the VWAP of the Company's shares over the 30 trading day period beginning on the first trading day of the 2020 financial year, being 1 July 2019).
- **Vesting** – The performance period for the testing of whether the options will vest is between 1 July 2019 and 30 June 2022.
- **Vesting Criteria** – The percentage of LTI 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 absolute Total Shareholder Return (TSR) as set out in the vesting schedule below.

- **Cessation of employment:** If Mr Pellegrino's employment is terminated by the Company for cause or if he resigns or gives notice of his resignation, any unvested options will lapse unless the Board exercises its discretion to determine otherwise. If his employment is terminated by Domain for any reason then, unless the Board determines otherwise, any unvested options will remain on foot and tested in the ordinary course subject to their original terms as though his employment had not ceased. The Board has absolute discretion to determine to lapse all or any unvested options.

ABSOLUTE TSR OVER THE PERFORMANCE PERIOD	% OF OPTIONS THAT BECOME EXERCISABLE
Less than 7.5% CAGR	Nil
7.5% CAGR (threshold performance)	20%
Between 7.5% 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 1,600,000 options to Jason Pellegrino.

Resolution 4 – additional information required under the ASX Listing Rules

- The LTI options are being issued to Mr Pellegrino for nil consideration as they form part of his remuneration.
- Since the last shareholder approvals at the 2018 AGM, 632,791 shares and 1,515,789 options were issued to Mr Pellegrino at no cost in accordance with those approvals.
- Mr Pellegrino is the only Director entitled to participate in, and receive securities under, the incentive arrangements detailed in Resolution 4.
- No loan will be made by the Company in relation to the acquisition of LTI 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 16 August 2019 and available on Domain's website at https://shareholders.domain.com.au
ASX	means 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 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 30 June 2019 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
VWAP	means volume weighted average price

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 Saturday, 9 November 2019. 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.

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.

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 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 Saturday, 9 November, 2019**. 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 NSW 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 (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 Level 5, 100 Harris 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 Domain or Link Market Services otherwise) suspend your proxy appointment while you are present at the meeting.

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 1 (Remuneration Report), or Resolution 4 (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 1 and 4 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 1 or 4, 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 4 even though it is connected with the remuneration of the Company's Key Management Personnel.

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.

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.

CORPORATE DIRECTORY

COMPANY

Domain Holdings Australia Limited

Level 5, 100 Harris Street
Pyrmont NSW 2009
Tel: +61 2 9254 3000

WEBSITES

www.domain.com.au
<https://shareholders.domain.com.au>

REGISTRY

Link Market Services Limited

Level 12, 680 George Street
Sydney NSW 2000
T: 1300 138 914
F: +61 2 9287 0309
www.linkmarketservices.com.au

COMPANY SECRETARY

Catriona McGregor

E: c.mcgregor@domain.com.au

INVESTOR RELATIONS

Jolanta Masojada

E: jolanta.masojada@domain.com.au

MEDIA RELATIONS & COMMUNICATIONS

Kate Carragher

E: kate.carragher@domain.com.au
T: +61 400 482 382

DIRECTIONS AND MAP

The Annual General Meeting is being held at Doltone House, Darling Island, 48 Pirrama Road, 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

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. At the end of the bridge turn right onto Murray Street. Murray Street then veers to the left and becomes Pirrama Road. Continue on Pirrama Road past the park until you reach the Accenture Building which is directly opposite the entrance to The Star. The entrance to Doltone House is on the waterfront side of the Accenture Building.

QUESTIONS FROM SHAREHOLDERS

The Annual General Meeting (AGM) of Domain Holdings Australia Pty Ltd will be held at Doltone House, Darling Island, 48 Pirrama Road Pyrmont, NSW, 2009, on Monday, 11 November 2019 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.

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 +61 2 9287 0309. You can also submit your questions online if you log in to your holding on the Link website (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 10.00am Monday, 4 November 2019.

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.

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

<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	

QUESTION 2

<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	

QUESTION 3

<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	

QUESTION 4

<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	

QUESTION 5

<input type="text"/>	<input type="checkbox"/>
<input type="text"/>	

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.



Domain

Domain

Domain Holdings Australia Limited

ABN 43 094 154 364

LODGE YOUR VOTE



ONLINE

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: 1300 138 914

Overseas: +61 1300 138 914



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 Monday, 11 November 2019 at Doltone House, Darling Island, 48 Pirrama Road, Pyrmont, NSW, 2009** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 & 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 & 4, 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, being 10:00am (Sydney time) on Saturday, 9 November 2019

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

Resolutions

For Against Abstain*

1 Adoption of the Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Re-election of Mr Nick Falloon as a director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Re-election of Mr Geoff Kleemann as a director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Issue of LTI Options to Jason Pellegrino under the Executive Incentive Plan

<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 PRX1901C

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 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 Resolutions 1 and 4 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 the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF 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 on Saturday, 9 November 2019**, 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

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).



BY MOBILE DEVICE

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

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

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

**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.**