

7 September 2021

Your Ref: 39307

Maria Clemente
Senior Adviser, Listings Compliance (Sydney)
Australian Securities Exchange Limited

Via email: maria.clemente@asx.com.au

Dear Maria

Domain Holdings Australia Limited ("Domain") (ASX: DHG): Appendix 3Y – Change of Director's Interest Notice Query

We refer to your letter dated 6 September and request for information regarding the late lodgement of the Appendix 3Y for Ms Lizzie Young.

We acknowledge and apologise for the late lodgement and provide the following explanation in response to your request for information:

1. The Appendix 3Y was lodged the business day after we were initially informed of the change of interest on Friday 3 September. The changes related to the Nine incentive scheme. For a variety of reasons, there were differences in the dates between the change in Ms Young's interest in Nine shares (27 August 2021) and the change in Mr Sneesby's interest in Nine shares (31 August 2021). Due to an administrative oversight relating to the differences in the dates, we were only identified about Ms Young's change in interests at the same time as Mr Sneesby's. Following some further enquiries to ensure the accuracy of the lodgement, we then lodged the Appendix 3Y for Ms Young but this was unfortunately by then a day outside of the 5 business day window.
2. Domain enforces awareness of Directors' disclosure obligations under Listing Rule 3.19A through its Director onboarding procedure. Directors are required to provide confirmation they will notify the Company of any changes to their details within 5 days of the change occurring via both their consent to act form and their appointment letter.
3. We have been advised by the Company Secretary of Nine of the indicative timing of future issues and likely vesting dates for Nine executives that are on Domain's Board. These timings have now been incorporated into Domain's own internal reporting calendar. We have also advised Ms Young of the late timing of this lodgement and have requested that she notify Domain directly of any changes to her interests in Nine, in addition to the Nine Company Secretary keeping us informed. With these two procedures now in place we believe our processes are adequate and we are well placed to avoid any future late lodgements of this nature.

The Company takes compliance with the ASX listing rules seriously and systems have been put in place to ensure the Company will meet its obligations concerning notification of Director's interests.

Yours sincerely



Catriona McGregor
Group General Counsel & Company Secretary



6 September 2021

Reference: 39307

Ms Catriona McGregor
Group General Counsel and Company Secretary
Domain Holdings Australia Limited

By email: c.mcgregor@domain.com.au

Dear Ms McGregor

Domain Holdings Australia Limited ('DHG'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. DHG's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 6 September 2021 for Ms Elizabeth Young (the 'Notice');
2. Listing Rule 3.19A which requires an entity to tell ASX the following:
 - 3.19A.1 *'The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*
 - On the date that the entity is admitted to the official list.
 - On the date that a director is appointed.*The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.*
 - 3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*
 - 3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.'*
3. Listing rule 3.19B which states that:
'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'

The Notice indicates that a change in Ms Young's notifiable interest occurred on 27 August 2021. It appears that the Notice should have been lodged with ASX by 3 September 2021. Consequently, DHG may have breached Listing Rules 3.19A and/or 3.19B.

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does DHG have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does DHG intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **12:00 PM AEST Thursday, 9 September 2021**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, DHG's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require DHG to request a trading halt immediately.

Your response should be sent to me by e-mail. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in DHG's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in *Guidance Note 16 Trading Halts & Voluntary Suspensions*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in DHG's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to DHG's obligations under Listing Rules 3.1 and 3.1A and also to *Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that DHG's

obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours sincerely

Maria Clemente

Senior Adviser, Listings Compliance (Sydney)