Domain

Australia's home of property

Acquisition of Realbase and Entitlement Offer

1 April 2022

Domain

Important notices and disclaimer

This presentation (**Presentation**) has been prepared by Domain Holdings Australia Limited (ABN 43 094 154 364) (**Domain**) in relation to Domain's pro-rata accelerated non-renounceable entitlement offer of new fully paid ordinary shares in Domain (**New Shares**) to existing holders of ordinary shares with a registered address in Australia, New Zealand and certain other jurisdictions (**Entitlement Offer**).

The Entitlement Offer will be made to:

- Eligible institutional shareholders of Domain (**Institutional Entitlement Offer**); and
- Eligible retail shareholders of Domain (**Retail Entitlement Offer**),

under section 708AA of the Corporations Act 2001 (Cth) (**Corporations Act**), as notionally modified by the Australian Securities and Investments Commission (**ASIC**) Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73.

The Entitlement Offer is fully underwritten by Macquarie Capital (Australia) Limited and UBS Securities Australia Limited as joint lead managers, bookrunners and underwriters to the Entitlement Offer (the **Underwriters**).

By reviewing or retaining these materials, or attending or participating in this Presentation, you acknowledge and represent that you have read, understood and accepted the terms of this "Important Notices and Disclaimer".

Summary information

This Presentation contains summary information about Domain and its associated entities, and their activities current as at the date of this Presentation (1 April 2022) (unless otherwise indicated) together with information regarding the proposed acquisition of all of the issued share capital in Realbase Pty Ltd (**Realbase**) (**Acquisition**).

Certain information in this Presentation has been sourced from Realbase, its representatives or associates, including as part of the due diligence process that Domain undertook in respect of the Acquisition. As described further in the risk factors outlined in "Appendix A - Key Risks" section of this Presentation, although steps have been taken to confirm the information, Domain has not been able to verify the accuracy, reliability or completeness of all such information and no representation or warranty, expressed or implied, is made by Domain as to its accuracy, reliability or completeness. If any such information is or proves to be inaccurate, incomplete, incorrect, or misleading, there is a risk that the actual financial position and performance of Realbase, and therefore Domain following completion of the Acquisition, may be materially different to the financial position and performance expected by Domain and reflected in this Presentation. There is also no assurance that the due diligence conducted was conclusive, and that all material issues and risks in respect of the Acquisition have been identified or managed appropriately.

The information contained in this Presentation is of a general nature and does not purport to include or summarise all information that an investor should consider when making an investment decision nor does it contain all the information which would be required in a product disclosure statement, prospectus or other disclosure document prepared in accordance with the requirements of the Corporations Act. Domain and the Underwriters are not responsible for updating, nor undertakes to update, this Presentation. This Presentation should be read in conjunction with Domain's other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange (**ASX**), which are available at www.asx.com.au.

Certain information in this Presentation has been sourced from publicly available information. While steps have been taken to review that information, no representation or warranty, expressed or implied, is made as to its fairness, accuracy, correctness, completeness or adequacy. Certain market and industry data used in connection with this Presentation may have been obtained from research, surveys or studies conducted by third parties, including industry or general publications. Neither Domain nor its representatives have independently verified any such market or industry data provided by third parties or industry or general publications.

Not an offer

This Presentation is for information purposes only and is not a prospectus, product disclosure statement or other disclosure or offering document under Australian law or any other law (and will not be lodged with ASIC). This Presentation is not and should not be considered an offer or an invitation to acquire any entitlements or New Shares or any other financial product and neither this Presentation nor any of the information contained herein shall form the basis of any contract or commitment. The distribution of this Presentation in jurisdictions outside Australia may be restricted by law and you should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The Retail Entitlement Offer will be made on the basis of the information to be contained in the retail offer booklet to be prepared for eligible retail shareholders of Domain in Australia and New Zealand (**Retail Offer Booklet**) and made available following its lodgement with ASX. Any eligible retail shareholder of Domain in Australia and New Zealand who wishes to participate in the Retail Entitlement Offer should consider the Retail Offer Booklet before deciding whether to apply under the Retail Entitlement Offer. Anyone who wishes to apply for New Shares under the Retail Entitlement Offer will need to apply in accordance with the instructions contained in the Retail Offer Booklet and the entitlement and application form.

Domain

Important notices and disclaimer

International restrictions

This Presentation may not be released or distributed in the United States. This Presentation does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which, or to any person to whom, such an offer would be illegal. Neither the New Shares nor the entitlements have been, or will be, registered under the U.S. Securities Act of 1933, as amended (U.S. Securities Act), or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States, or to any person acting for the account or benefit of any person in the United States, unless the securities have been registered under the U.S. Securities Act (which Domain has no obligation to do or procure) or are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States.

The distribution of this Presentation in other jurisdictions outside Australia may also be restricted by law and any such restrictions should be observed. Any failure to comply with such restrictions may constitute a violation of applicable securities laws (see "Appendix B - International offer restrictions" section of this Presentation). By accepting this Presentation you represent and warrant that you are entitled to receive such presentation in accordance with the above restrictions and agree to be bound by the limitations contained herein.

Investment Risk

An investment in shares in Domain is subject to known and unknown risks, some of which are beyond the control of Domain, including possible loss of income and principal invested. Domain does not guarantee any particular rate of return or the performance of Domain, nor does it guarantee any particular tax treatment. Investors should have regard to (amongst other things) the risk factors outlined in this Presentation when making their investment decision. See the "Appendix A - Key Risks" section of this Presentation for certain risks relating to an investment in Domain shares.

Not investment or financial product advice

The information contained in this Presentation does not constitute investment or financial product advice (nor taxation, accounting or legal advice), is not a recommendation to acquire New Shares and does not and will not form the basis of any contract or commitment for the acquisition of New Shares. This Presentation has been prepared without taking into account the investment objectives, financial position or needs of any particular individual. Before making an investment decision, prospective investors should consider the appropriateness of the information (including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of Domain and the values and the impact that different future outcomes may have on Domain) having regard to their own investment objectives, financial situation and needs and should seek legal, accounting and taxation advice appropriate to their jurisdiction. Domain is not licensed to provide investment or financial product advice in respect of Domain shares. Cooling off rights do not apply to the acquisition of New Shares pursuant to the Entitlement Offer.

Future performance and forward looking statements

This Presentation contains certain forward looking statements and comments about future events, including Domain's expectations about the performance of its businesses, the effect of the funds raised under the Entitlement Offer on those businesses, the outcome of the Acquisition and the future performance (including potential or further expected synergies) of Domain and Realbase. Forward looking statements can generally be identified by the use of forward looking words such as, "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "target" and other similar expressions. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements and include statements in this Presentation regarding the conduct and outcome of the Entitlement Offer, the use of proceeds, the outcome of the Acquisition, the future performance (including potential or further expected synergies) of Domain and Realbase post Acquisition. You are cautioned not to place undue reliance on any forward looking statement. While due care and attention has been used in the preparation of forward looking statements, forward looking statements, opinions and estimates provided in this Presentation are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends which are based on interpretations of current market conditions. Forward looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance and may involve known and unknown risks, uncertainties and other factors, many of which are outside the control of Domain, its directors and management. A number of important factors could cause Domain's actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward looking statements, including the risk factors described in the "Appendix A - Key Risks" section of this Presentation. Actual results, performance or achievements may vary materially from any forward-looking statements and the assumptions on which statements are based. Domain disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise.

Investors are strongly cautioned not to place undue reliance on forward-looking statements, particularly in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the COVID-19 pandemic and geopolitical tensions.

Domain

Important notices and disclaimer

Past Performance

Past performance and pro-forma historical information in this Presentation is given for illustrative purposes only and should not be relied upon (and is not) an indication of future financial condition and/or performance including future share price information. Historical information in this Presentation relating to Domain is information that has been released to the market. For further information, please see past announcements released to ASX.

Financial information

All dollar values are in Australian dollars ($ or AUD) unless stated otherwise. All references starting with “FY” refer to the financial year for Domain, ending 30 June. For example, “FY21” refers to the financial year ended 30 June 2021.

Investors should be aware that this Presentation contains certain financial information and measures that are "non-IFRS financial information" under Regulatory Guide 230: ‘Disclosing non-IFRS financial information” published by ASIC and are not recognised under Australian Accounting Standards (**AAS**) and International Financial Reporting Standards (**IFRS**). The non-IFRS financial information includes pro forma financial information, EBITDA, EBITDA margin and cash conversion. The non-IFRS financial information does not have a standardised meaning prescribed by the applicable AAS or IFRS, and therefore, may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with the applicable AAS or IFRS. The non-IFRS financial information has not been subject to audit or review in accordance with AAS. Although Domain believes the non-IFRS financial information and financial measures provide useful information to users in measuring Domain’s financial performance and condition, investors are cautioned not to place undue reliance on any non-IFRS financial information or financial measures included in this Presentation.

Effect of Rounding

A number of figures, amounts, percentages, estimates, calculations of value and fractions in this Presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Presentation.

Important notices and disclaimer

Disclaimer

None of the Underwriters, nor any of their respective related bodies corporate, shareholders or affiliates, nor their respective officers, directors, employees, affiliates, agents or advisers (each a **Limited Party**) have authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this Presentation and no Limited Party makes or purports to make any statement in this Presentation and there is no statement in this Presentation which is based on any statement by a Limited Party.

No representation or warranty, express or implied, is made by Domain, its related bodies corporate, any of their respective officers, directors, employees, agents or advisers, nor any Limited Party as to the accuracy, reliability, completeness or fairness of the information, opinions and conclusions contained in this Presentation. In particular, the Limited Parties have not independently verified such information and take no responsibility for any part of this Presentation or the Entitlement Offer.

To the maximum extent permitted by law, Domain, its related bodies corporate, their respective officers, directors, employees, agents or advisers, and each Limited Party expressly disclaims any and all liability, including, without limitation, any liability arising out of fault or negligence, for any direct, indirect, consequential or contingent loss or damage arising from the use of information contained in this Presentation. Statements made in this Presentation are made only at the date of the Presentation. Domain and the Underwriters do not undertake to update this Presentation after the date that it is released to the market. The information in this Presentation remains subject to change by Domain without notice.

The Limited Parties make no recommendations as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties to you concerning the Entitlement Offer, and you represent, warrant and agree that you have not relied on any statements made by a Limited Party in relation to the Entitlement Offer and you further expressly disclaim that you are in a fiduciary relationship with any of them.

To the maximum extent permitted by law, you agree to release and indemnify the Underwriters and their respective Limited Parties from and against all claims, actions, damages, remedies or other matters, whether in tort, contract or under law or otherwise, arising from or which may arise from or in connection with the provision of, or any purported reliance on, this Presentation and you covenant that no claim or allegations will be made against the any Limited Party in relation to this Presentation.

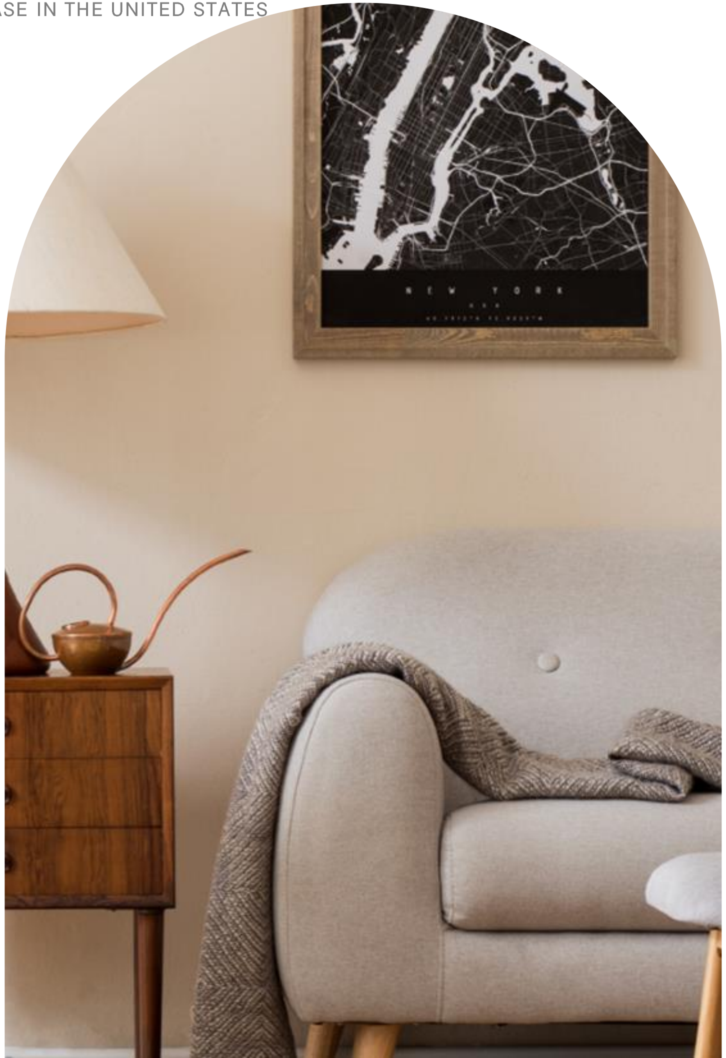
Each Underwriter, together with its affiliates, is a full service financial institution engaged in various activities, which may include trading, financing, financial advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services including for which they have received or may receive customary fees and expenses or other transaction consideration. In the course of these activities, the Underwriters and their respective affiliates may at any time for their own account and for the accounts of their clients make or hold investments in equity securities or other financial products of the Domain or their affiliates, and receive customary fees and expenses or other transaction consideration in respect of such activities. The Underwriters are acting as the joint lead managers, bookrunners and underwriters of the Offer and will receive fees and expenses for acting in this capacity.

In connection with the institutional bookbuild, one or more institutional investors may elect to acquire an economic interest in the New Shares (**Economic Interest**), instead of subscribing for or acquiring the legal or beneficial interest in those securities. Each Underwriter (or its affiliates) may, for its own account, write derivative transactions with those investors relating to the New Shares to provide the Economic Interest, or otherwise acquire New Shares in Domain in connection with the writing of those derivative transactions in the institutional bookbuild and/or the secondary market. As a result of those transactions, each Underwriter (or its affiliates) may be allocated, subscribe for or acquire New Shares or securities of Domain in the institutional bookbuild and/or the secondary market, including to hedge those derivative transactions, as well as hold long or short positions in those securities. These transactions may, together with other securities in Domain acquired by an Underwriter or its affiliates in connection with their ordinary course sales and trading, principal investing and other activities, result in an Underwriter or its affiliates disclosing a substantial holding and earning fees.

Investors acknowledge and agree that determination of eligibility of investors for the purposes of the Institutional Entitlement Offer or the Retail Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Domain and/or the Limited Parties, and each of Domain and the Limited Parties disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law. The Limited Parties may rely on information provided by or on behalf of institutional investors in connection with managing, conducting and underwriting the Entitlement Offer and without having independently verified that information and the Limited Parties do not assume any responsibility for the accuracy or completeness of that information.

Domain

Table of contents



01.

Transaction summary

Domain

Transaction summary (1/2)

Acquisition summary	• Domain has entered into a binding agreement to acquire (through its wholly owned subsidiary) 100% of Realbase Pty Ltd (**Realbase**) (**Acquisition**) for upfront cash consideration of A$180 million (**Upfront Consideration**)
	  ○ Upfront Consideration represents 8.0x expected FY22F revenue and 20.5x expected FY22F EBITDA, before synergies
	• Additional contingent consideration of up to A$50 million may be payable for achievement of stretch financial performance for a mix of revenue and EBITDA metrics over the testing period (**Earn Out Consideration**). The Earn Out periods are FY24-26, and may be paid in cash or scrip, at Domain's election
	  ○ Achievement of maximum earn out payments would follow from an approximately fivefold increase in EBITDA by FY26 compared to FY22
	• The Offer and Acquisition is expected to be EPS accretive on a pro forma FY22 basis and also in the first full year of ownership, before synergies

Overview of Realbase	• Realbase is the largest real estate campaign management platform in Australia and New Zealand, operating through leading brands of Campaigntrack and Realhub, as well as AIM social marketing and Engage digital proposals • Realbase's campaign management platforms (Campaigntrack and Realhub) enables real estate agents to construct, price, order and track the campaign marketing products required to market a property • In addition, Realbase has an extensive product suite including digital proposals (Engage), print/sign/content, social media (AIM), traditional media and commercial • Realbase provides services to agents on ~40% of all property transactions in Australia and New Zealand and is the #1 campaign management platform • Opportunity for further increased penetration as agents retaining manual proposal, campaign management and social marketing processes seek the efficiency gains of digitisation
Strategic rationale	• **Accelerates Agent Solutions scale and impact:** Realbase is a strategic asset that has scale and a complementary product set which extends the Domain Agent Solutions end-to-end agent workflow. It increases market coverage from ~35% to ~50%, accelerating Agent Solutions' goal of helping agents with 100% of transactions • **Provides highly complementary coverage:** Realbase and Domain have complementary products, and distinct strengths in different geographic locations and agent partners. Together they deliver a compelling proposition to accelerate the growth of both businesses and achieve synergy benefits • **Delivers higher value solutions for customers:** Complementary product sets and data provide the opportunity through Domain's Marketplace, to deliver higher value solutions to all customers

Domain

Transaction summary (2/2)

Financial benefit and synergies	• Realbase has demonstrated a strong track record of growth and Domain expects Realbase's revenue to grow ~21% from FY21A to FY22F • The Offer and Acquisition is expected to be EPS accretive on a pro forma FY22 basis and also in the first full year of ownership, before synergies • Highly strategic transaction expected to generate annual pre-tax synergies of up to A$18m EBITDA by FY26
Funding overview	• Domain today has launched a A$180 million fully underwritten accelerated non-renounceable entitlement offer ("**Entitlement Offer**" or "**Offer**") • The Offer will be conducted at A$3.80 per New Share ("**Offer Price**"), representing a: ○ 5.2% discount to the last closing price of A$4.01 on 31 March 2022 ○ 4.9% discount to TERP[1] of A$3.99
Major shareholder participation	• Domain's largest shareholder, Nine Entertainment Co Holdings Limited (through its subsidiaries) ("Nine") currently a holder of 59.03% of Domain shares is supportive of the Acquisition and has committed that it will participate in the Entitlement Offer for its full entitlement of Offer Shares. • Nine has also committed that it will sub-underwrite the institutional and retail tranches of the Entitlement Offer up to approximately 18.9m Offer Shares • Nine's commitments are conditional on the Underwriting Agreement remaining in force and not being terminated
Use of Offer Proceeds	• The proceeds raised as part of the Offer will be used to fund the Upfront Consideration
Timing	• The Acquisition is expected to complete in late April 2022
Trading update and outlook	• FY22 Q3 trading reflects ongoing favourable operating momentum. New 'for sale' listings have increased in the high single digit range • FY22 ongoing cost guidance is unchanged from the February 2022 update, with expenses expected to increase in the 'low-teens' range from the FY21 ongoing expense base of $195.5 million

Notes: 1. The theoretical ex-rights price ("TERP") is the theoretical price at which Domain shares should trade at immediately after the ex-date for the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which Domain shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equal the TERP. TERP is calculated by reference to Domain's last closing share price of A$4.01 on 31 March 2022.

02.

Overview of Realbase

Domain

Realbase is the largest Campaign Management technology platform in Australia and New Zealand

Company overview

- Realbase is a **leading campaign management technology platform** in the Australian and New Zealand (ANZ) region
- **National coverage across ANZ** with ~40% penetration[1] of total property transactions with strong relationships with major franchises
- Realbase's campaign management platforms, with two key brands **Realhub** and **Campaigntrack**, enable agents to **seamlessly construct, price, order and track the campaign marketing products required to list and market a property on-market and off-market**
- In addition to campaign management platforms, Realbase has a **comprehensive and diversified product suite** including digital proposals, brochures/signboards/visual content, social media, traditional media and commercial
- Attractive, profitable financial profile with ~$22m FY22F revenue, ~39% EBITDA margin and ~21% forecast revenue growth (FY21A-22F)

Company highlights

Leading
campaign management platform in ANZ

~40%
market penetration across ANZ[1]

~$22m
FY22F revenue[2]
+21% vs $18m in FY21A

~$9m
FY22F EBITDA[2]
+29% vs $7m in FY21A

Notes: 1. Based on number of properties marketed via Realhub and Campaigntrack platforms divided by number of total properties sold in Australia and New Zealand; 2. Domain full year forecasts.

Domain

Realbase product offering

Product	Campaign Management Platform	Digital Proposals	Social Marketing	Content, Print and Sign	Commercial	Media
Realbase brands	Campaigntrack Realhub	Engage	AIM	CT Content CT Print CT Sign	Commercial	Media
Product overview	**All purpose campaign management tech** Agents construct, price, order and track campaign marketing products Suppliers receive and process orders	**Proposals tech** Digital proposals Integrates with CRMs, PriceFinder and Real Time Agent Integrates with electronic signature software to convert to authority	**Social marketing tech** Automatic ads on Google and Facebook Unique artwork engine builds brand awareness using on-brand templates	**Marketing services** Content House: photo, video, floorplan CT Sign: signboards CT Print: brochures / flyers	**Marketing tech / services for commercial properties** Including use of Realhub / Campaigntrack, media bookings (commercial portals, print media, social media etc)	**Marketing tech / services for print media** Bulk buying / placing ads in print media

Domain

Major clients, integrations and partnerships

Major customers

Australia	Ray White, LJ Hooker, McGrath, Harcourts, Jellis Craig, Marshall White, Realmark, Nelson Alexander, belle Property, Fletchers, buxton, DiJones
New Zealand	Sotheby's, Colliers, BarryPlant, Ray White, realestate.co.nz, Harcourts, Barfoot & Thompson, Tommy's Real Estate

Customers include major franchises, with ongoing cross-sell opportunities

Extensive suite of 3rd party integrations

Agency CRM	AgentBox, zenu, mydesktop, rex, VaultRE, Box+Dice, Harcourts
Listing Portal	Domain, REA Group
Property Data	CoreLogic, pricefinder
Print / Payment Supplier	neo, PrintForce, Campaign Agent, ABC
Other	xero

Extensive suite of integrations reinforce Realbase's embeddedness, market position and supports a seamless workflow

Major partnerships

Portal providers	Domain, REA Group
Media suppliers	News Corp Australia, Nine
Social & Digital Media suppliers	Facebook, Google
Print / Sign / Content suppliers	Supplier JVs 3rd party suppliers
Other	BNPL Auctioneers

Realbase has well established partnerships across a broad range suppliers to support its products

Domain

Significantly attractive, profitable financial profile

~$22m
FY22F revenue[1]

~$9m
FY22F EBITDA[1]

~39%
FY22F EBITDA[1] margin

~21%
FY21A-22F[1] revenue growth

~29%
FY21A-22F[1] EBITDA growth

~85%
FY21A Cash conversion[2]

Notes: 1. Domain full year forecast. 2. Cash conversion percentage calculated as (EBITDA – capex – capitalised costs) / EBITDA

Domain

Growth opportunities for Realbase

Opportunity	Initiatives
Campaign Management Platform	• Migrate Campaigntrack customers onto single Realhub platform which has a more advanced technology stack • Grow penetration in less penetrated states (QLD, WA, TAS) • Deliver additional value added data and analytics services • Cross-sell other Domain products in Agent Solutions and Core Listings
Digital Proposals	• Launch new versions with improved analytics and customisation templates • Cross-sell to Campaign Management platform customers • Deeper integration into upstream and downstream workflow solutions
Social Marketing	• Cross-sell to Campaign Management platform customers • Broaden coverage as digital and social media becomes a standard component of listing campaigns • Continue to upsell spend per property, based on improved data, targeting and performance • Fully integrate with Engage, delivering a strong solution for agents to target prospective vendors • Utilise Domain data to more efficiently target audiences and deliver high intent buyer enquiries to customers

Domain

Investment highlights

REALBASE

1 ~40% of properties sold in ANZ are marketed via Realbase[1]

2 Realbase is the #1 Campaign Management platform in ANZ, and with high growth products in the digital proposals and social media categories

3 Strong, attractive and profitable financial profile. Realbase's revenue is expected to grow ~21% from FY21A to FY22F

4 Demonstrated track record of new product innovation. Realbase has demonstrated new product 'extension' adjacent to its Campaign Management platforms

5 The Campaign Management platform model delivers and enhances deep customer relationships

6 Highly experienced management team has delivered a track record of growth, sustained market leadership and product leadership in agent solutions vertical

Notes: 1. Based on number of properties marketed via Realhub and Campaigntrack platforms divided by number of total properties sold in Australia and New Zealand.

03.

Combination rationale

Domain

Creating a Property Marketplace to inspire confidence for all of life's property decisions

Domain Home Loans Powered by lendi
Home Loans

Domain Insure
Insurance Services

Audiences

Domain Media
Online Media Advertising

Domain
Print Media & Advertising

pricefinder
ids
AUSTRALIAN PROPERTY MONITORS
Property Data and Research

RealTime AGENT
Digital end-to-end solutions

MarketNow
Payment Solutions

homepass
Open for Inspection Tool

REALBASE
Realhub
Campaigntrack
Engage
AIM

Properties

Domain
Leading National Residential Listings Search Platform

allhomes
No 1. Canberra/ACT Listings Search Platform

Commercial Real Estate
Leading National Commercial Listings Platform

"Consistent with our stated strategy, the Acquisition of Realbase provides a strong opportunity for Domain to accelerate its growth in the Agent Solutions vertical, with our agent platform brands underpinning approximately 50% of all property transactions in the Australian market, up from approximately 35% before the Acquisition"

Jason Pellegrino, Domain CEO and Managing Director

Domain

Realbase acquisition is aligned to Domain's Marketplace strategy

Accelerates Domain's Agent Solutions scale and impact	• Realbase is a strategic asset with scale and a complementary product set which extends the Domain Agent Solutions end-to-end agent workflow • The acquisition represents a significant scale up, increasing Agent Solutions' coverage of Australian property transactions from ~35% to ~50%. It accelerates Agent Solutions' goal to help agents with 100% of transactions • On a pro forma basis, the acquisition more than doubles Agent Solutions' revenue for FY22F
Provides highly complementary coverage	• Realbase's key products are highly complementary to Domain's agent workflow, adding the leading campaign management platforms, high growth digital proposal tool already integrated with PriceFinder, and AIM's attractive social marketing tool • Realbase and Domain together have national reach, each with distinct strengths in different geographic locations and agent partners. Together this provides a compelling proposition to accelerate the growth of both businesses, and achieve synergy benefits • Realbase can benefit from Domain's significant distribution and agent relationship management capabilities
Delivers higher value solutions for customers	• Realbase and Domain's complementary product and data sets provide compelling value into Domain's Marketplace • Together there is the opportunity to drive higher quality solutions to all customers including agents, consumers, financial institutions and government • Realbase can unlock value in its data assets for customers through Domain's data analytics, insight development and data activation capabilities

Proven management team	• Proven management team with a track record of both sustained market leadership and launching successful high growth platforms and solutions
	    • Deep and long tenured relationships across the Australian agent community
	    • Proven ability to launch additional successful high growth products (e.g. Engage digital proposals and AIM social marketing)

Domain

Supplementing Domain’s capabilities

Realbase completes the end-to-end agent workflow offered by Domain Agent Solutions

Appraisal → List to launch → Campaign → Offer → Exchange → Settlement

	Prospect	Appraisal CMA	Proposal Technology	Finance BNPL	List	Manage/Order Platform / Traditional	Market On portal	Market Off portal	Inspect	Sell	Settle
Domain	LeadScope	pricefinder		MarketNow	RealTime Authorities			Social Boost	homepass	RealTime Authorities BIDTRACKER	RealTime Agent
Realbase			Engage			Realhub Campaigntrack		AIM			

Realbase fills key product gap in digital proposals and Campaign Management

Adds a differentiated social marketing product

Domain

Synergies

Highly strategic transaction expected to generate annual pre-tax EBITDA synergies of up to ~A$18m by FY26, with a significant portion of expected synergies derived through revenue opportunities across cross-sell, integration and new solutions offered

Up to
$18m
annual EBITDA synergies pre-tax by FY26

Cross sell
- Significant cross-sell and upsell opportunities resulting from a significantly broader platform and deeper service offering
- Leveraging Domain's sales team to improve Realbase product penetration

Integration
- Improvement in Domain's listing coverage leveraging Realbase's geographic coverage
- Integration of product suites to a seamless E2E solution for agents

New solutions
- Development of innovative data and insights solutions leveraging combined capabilities

Scaling efficiencies
- More efficient agency coverage with an integrated, scaled sales team, representing a broader range of solutions
- Utilise Realbase's distributed workforce to power product development and customer service

04.

Trading update & outlook

Domain

Trading update and outlook

- FY22 Q3 trading reflects ongoing favourable operating momentum. New ‘for sale’ listings have increased in the high single digit range, with continued benefits from growth in depth penetration and pricing.
- The results of Domain’s transformation to date underpin our confidence to continue to invest in our Marketplace strategy, while retaining our disciplined investment approach, and commitment to ongoing margin expansion.
- FY22 ongoing cost guidance is unchanged from the update provided with our half year results in February 2022, with expenses expected to increase in the low-teens range from the FY21 ongoing expense base of $195.5 million. This excludes the impact of the JobKeeper and Zipline expenses which are included in FY22 H1 trading expenses.

05.

Offer details

Domain

Acquisition terms and funding

The Offer and Acquisition is expected to be EPS accretive on a pro forma FY22 basis and also in the first full year of ownership, before synergies

Key acquisition terms

Acquisition	• Domain has agreed to acquire Realbase for – **Upfront Consideration of $180m** – **Earn Out Consideration of up to $50m** • The Earn Out periods are FY24-26, and may be paid in cash or scrip, at Domain's election • The Acquisition values Realbase at approximately 20.5x EV / FY22F EBITDA pre synergies
Offer	• A 1 for 12.33 pro rata accelerated non renounceable entitlement offer to raise approximately A$180 million
Pro forma gearing	• Following the acquisition, Domain expects net debt / EBITDA of ~1.6x by 30 June 2022
Timing	• Completion of the Acquisition is subject to customary closing conditions and is anticipated to occur in late April 2022

Sources and uses

Sources	A$m
Equity raising	180
Existing cash to fund transaction costs	5
Total	**185**

Uses	A$m
Acquisition – Upfront consideration	180
Costs associated with the transaction (and capital raising)	5
Total	**185**

Domain

Equity raising overview

Entitlement Offer structure and size	• A 1 for 12.33 pro rata accelerated non-renounceable entitlement offer to raise approximately A$180 million ("**Entitlement Offer**") • Approximately 47.4 million new fully paid ordinary shares in Domain ("**New Shares**") to be issued under the Entitlement Offer, representing approximately 8.1% of existing Domain shares on issue

Offer Price	• New Shares will be issued at the Offer Price of A$3.80 per New Share ("**Offer Price**")
	• Offer Price represents:
	    ○ 4.9% discount to TERP[1] of A$3.99
	    ○ 5.2% discount to the last closing price of A$4.01 on 31 March 2022

Use of proceeds	• Proceeds from the Entitlement Offer will be used to fund the Upfront Consideration
Institutional investors	• The Institutional Entitlement Offer will be conducted by way of a bookbuild process on Friday, 1 April 2022 • Entitlements under the Institutional Entitlement Offer that are not taken up and entitlements of ineligible shareholders under the Entitlement Offer ("**Institutional Shortfall**") will be offered for sale in the bookbuild process managed by the Underwriters at the Offer Price to existing institutional shareholders up to their pro rata share of the Institutional Shortfall, with the balance subscribed for by Nine (to the extent of its sub-underwriting commitment described below)
Retail investors	• The Retail Entitlement Offer will open on Friday, 8 April 2022 and close on Thursday, 28 April 2022 • Eligible retail shareholders may also apply for additional new shares in excess of their entitlement, at the Offer Price, up to a maximum of 25% over their pro-rata entitlement
Ranking	• New Shares will rank pari passu (on equal terms) with existing Domain shares from issue
Major shareholder participation	• Domain's largest shareholder, Nine Entertainment Co Holdings Limited (through its subsidiaries) ("Nine") currently a holder of 59.03% of Domain shares is supportive of the Acquisition and has committed that it will participate in the Entitlement Offer for its full entitlement of Offer Shares. • Nine has also committed that it will sub-underwrite the institutional and retail tranches of the Entitlement Offer up to approximately 18.9m Offer Shares as described below. • Nine's commitments are conditional on the Underwriting Agreement remaining in force and not being terminated.

Underwriting and Nine sub-underwriting	• Macquarie Capital (Australia) Limited and UBS Securities Australia Limited are acting as Joint Lead Managers, Bookrunners and Underwriters
	• The Entitlement Offer is fully underwritten
	• Nine has agreed to sub-underwrite the institutional and retail tranches up to approximately 18.9m Offer Shares ("Sub-Underwriting Cap"). If there is sufficient shortfall to require Offer Shares up to the Sub-Underwriting Cap to be acquired by Nine under its sub-underwriting commitment, Nine's total shareholding on completion of the Entitlement Offer would increase from 59.03% to 62.03%.
	• Under Nine's sub-underwriting arrangements, Nine must subscribe for (up to its Sub-Underwriting Cap):
	    • any Institutional Shortfall not taken up after participation on a pro-rata basis by other institutional shareholders; and
	    • any shortfall remaining under the retail tranche and after the Retail Top Up facility
	• See the notice lodged with ASX today by Domain under section 708AA(7) of the Corporations Act, which provided further details about the potential impact of Nine's sub-underwriting commitment on its shareholding levels.

Notes: 1. The theoretical ex-rights price ("TERP") is the theoretical price at which Domain shares should trade at immediately after the ex-date for the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which Domain shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equal the TERP. TERP is calculated by reference to Domain's last closing share price of A$4.01 on 31 March 2022.

Domain

Pro-forma balance sheet

Pro forma historical balance sheet as at 31 December 2021

Item	Domain (reported)[1]	Impact of equity raise[2]	Impact of Realbase acquisition[3]	Pro forma (unaudited)[3]
Cash and cash equivalents	53	180	(177)	56
Trade and other receivables	49	-	3	52
Other current assets	1	-	1	2
Goodwill and other intangible assets	1,185	-	182	1,367
Right of use assets	20	-	2	22
Other non-current assets	13	1	1	15
Total assets	**1,321**	**181**	**12**	**1,514**
Trade and other payables	55	5	5	65
Payables – related parties	3	-	2	5
Other current liabilities	19	-	3	22
Lease liability – non-current	20	-	2	22
Other non-current liabilities	297	-	-	297
Total liabilities	**394**	**5**	**12**	**411**
Contributed equity (net of shares held trust)	1,289	179	-	1,468
Retained losses	(329)	(3)	-	(332)
Other equity	(33)	-	-	(33)
Total equity	**927**	**176**	-	**1,103**

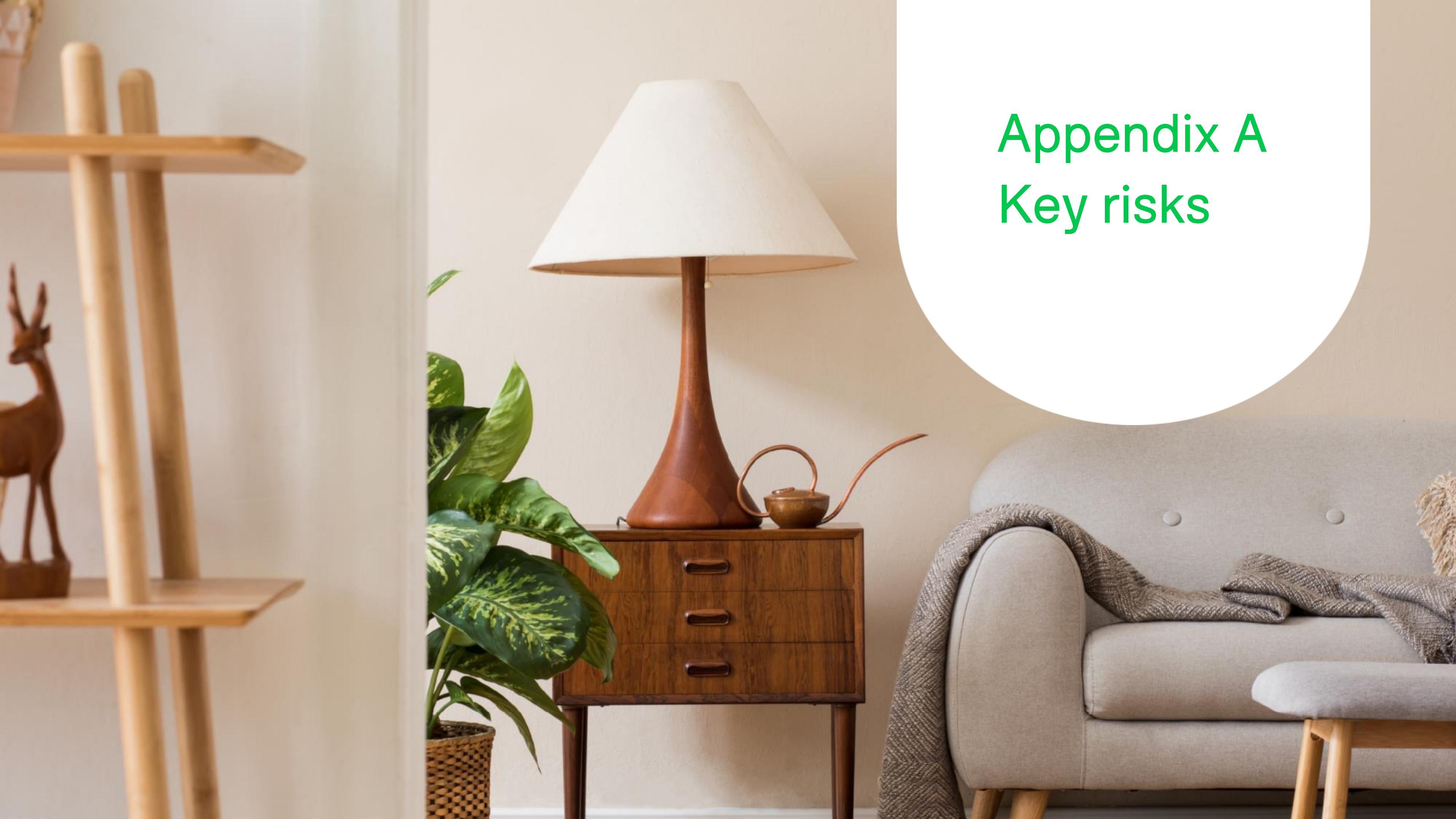
Notes: 1. Reported balance sheet as per the reviewed financial statements for the half year ended 31 December 2021. 2. Reflects the impact of the equity raise including transaction costs associated with the Acquisition and related deferred tax assets. 3. The pro forma balance sheet includes the unaudited provisional assets and liabilities of Realbase and impacts of the Acquisition. The difference between the agreed consideration and the net assets acquired has been allocated to Goodwill and other intangibles. The Acquisition will be subject to a formal purchase price allocation exercise post completion.

Domain

Raising timetable

Event	Date
Trading halt and announcement of Acquisition and Equity Raising, and Institutional Entitlement Offer opens	Friday, 1 April 2022
Institutional Entitlement Offer closes	Friday, 1 April 2022
Announcement of results of Institutional Entitlement Offer	Monday, 4 April 2022
Trading halt lifted – shares recommence trading on an “ex-entitlement” basis	Monday, 4 April 2022
Entitlement Offer record date (7:00pm, Sydney time)	Tuesday, 5 April 2022
Retail Entitlement Offer opens and Retail Offer Booklet made available	Friday, 8 April 2022
Settlement of new shares issued under the Institutional Entitlement Offer	Monday, 11 April 2022
Allotment and normal trading of New Shares issued under the Institutional Entitlement Offer	Tuesday, 12 April 2022
Retail Entitlement Offer closes (5:00pm, Sydney time)	Thursday, 28 April 2022
Settlement of Retail Entitlement Offer	Wednesday, 4 May 2022
Allotment of New Shares issued under the Retail Entitlement Offer	Thursday, 5 May 2022
Normal trading of New Shares issued under the Retail Entitlement Offer	Friday, 6 May 2022
Despatch of holding statements in respect of New Shares issued under the Retail Entitlement Offer	Monday, 9 May 2022

Note: All dates and times are indicative and Domain reserves the right to amend any or all of these events, dates and times subject to the Corporations Act 2001 (Cth), ASX Listing Rules and other applicable laws. All times and dates are in reference to Sydney, Australia time.



Appendix A
Key risks

Domain

Key risks

There are a number of risks, of a general and specific nature, which may affect the future operating and financial performance of Domain, its investment returns and the value of its shares. Many of the circumstances giving rise to these risks are beyond the control of Domain.

- This section describes certain specific areas that are believed to be the major risks associated with an investment in Domain. Broadly, these risks include:
  - risks specific to Domain's business and the industry in which Domain operates;
  - risks relating to the acquisition of all of the issued share capital in Realbase Pty Ltd (Realbase) (the Acquisition); and
  - general risks associated with the current economic conditions including, among other things, changes in legislation or regulatory policies and variations in prevailing exchange rates and interest rates.
- Each of the risks described below could, if they eventuate, have a material adverse effect on Domain's operating and financial performance. There may be other risks which Domain is not presently aware of or may arise in the future, which may also have a material impact on Domain's performance. You should consider carefully the risks described in this section, as well as other information in this presentation, and consult your financial or other professional adviser before making an investment decision.

Domain

Domain business specific risks

Potential for declines in property market conditions	Domain's business is focussed on the Australian property market, which is subject to changing conditions due to macroeconomic factors including interest rates, unemployment and consumer confidence. A significant change in one or more of these factors can affect conditions in the property market, impacting listing and transaction levels, which has the potential to reduce the demand for Domain's services.
Competition	The markets for real estate advertising and technology services are highly competitive. Increased competition from existing businesses in the market, or the emergence of new entrants or disruptive business models into these markets, has the potential to adversely affect Domain's growth prospects and financial performance. Continuing to improve Domain's products and services, in particular the user experience and value delivered to customers, is also key to ensuring the business remains competitive. There can be no guarantee the strategies undertaken by Domain will ensure that its growth prospects, competitiveness and financial performance are not affected by competitors.
Equity raising and underwriting risk	*Conditions precedent to underwriting obligations* Domain has entered into an underwriting agreement under which the Underwriters have agreed to fully underwrite the Entitlement Offer. If certain conditions are not satisfied or certain events occur, the Underwriters may terminate the Underwriting Agreement. Termination of the Underwriting Agreement would have an adverse impact on the proceeds raised under the Entitlement Offer and Domain's sources of funding for the Acquisition. If the Underwriting Agreement is terminated, Domain will not be entitled to terminate the Acquisition agreement. In these circumstances, Domain would need to find alternative funding for that part of the Offer not taken up by investors (without the benefit of underwriting) to meet its contractual obligations. Termination of the Underwriting Agreement could materially adversely affect Domain's business, cash flow, financial condition and results of operations. These conditions to the Underwriting Agreement include that the Acquisition agreement has been entered into and has not been breached, terminated, rescinded or varied in any material respect without the Underwriter's consent and no condition precedent under such agreement is able to be waived or becomes incapable of being satisfied. *Termination and restructure events* There are certain events which trigger termination of the Underwriting Agreement during the Institutional and Retail Offer periods. The ability of the Underwriters to terminate the Underwriting Agreement in respect of some events will depend on whether the event has or is likely to have a material adverse effect on the success, marketing or settlement of the Offer, the value of the securities, or the willingness of investors to subscribe for securities, or where they may give rise to liability for the Underwriters. Please see page 45 below for a summary of the Underwriting Agreement, including the termination provisions.

Domain

Domain business specific risks

Dilution	Investors who do not participate in the Entitlement Offer, or do not take up all of their entitlement under the Entitlement Offer, will have their percentage security holding in Domain diluted by not participating to the full extent in the Entitlement Offer. Investors may also have their investment diluted by future capital raisings by Domain. Domain may issue new shares to finance future acquisitions or pay down debt which may, under certain circumstances, dilute the value of an investor's interest in Domain.
Control implications	As detailed in the Cleansing Notice, Nine may increase its voting power in Domain to a maximum of approximately 62.03% on completion of the Entitlement Offer depending on the level of take up by shareholders of their entitlements. This is consistent with Nine's right to "creep" by up to 3% under an exception to the takeovers threshold contained in the Corporations Act. Notwithstanding that the Entitlement Offer is not expected to have any material effect or consequence on the control of Domain, there is a risk that ASIC or another party could bring an action to the Takeovers Panel ("Panel"} claiming that the Entitlement Offer gives rise to unacceptable circumstances. If an action is brought in the Panel and is successful, there are a broad range of orders that the Panel can make, including requiring Domain to amend the terms of the Entitlement Offer or withdraw the Entitlement Offer.
Key personnel and labour issues	Domain's growth and profitability may be limited by the loss of key management, the inability to attract new suitably qualified personnel or by increases in remuneration costs associated with attracting and retaining personnel. The departure of key personnel, or a shortage of skilled employees with the appropriate experience, could adversely affect Domain's business and its future ability to pursue its growth strategies. Nine may nominate directors to the Domain board from time to time. One of Nine's nominated directors, Lizzie Young, has given notice to resign her employment with Nine with effect from late June 2022. Domain anticipates that she will cease to be a director of Domain at that time and a replacement director will be nominated by Nine.
Insurance	The availability of insurance at an appropriate term and price is not guaranteed. It is possible that the occurrence of an event may not be fully covered, or covered at all, by insurance.

Domain

Domain business specific risks

IT and cyber risk	Domain relies on IT infrastructure and systems and the efficient and uninterrupted operation of core technologies. Domain's core technologies and other systems and operations could be exposed to damage or interruption from system failures, computer viruses, cyber-attacks, power or telecommunication provider's failure or human error. These events may cause one or more of Domain's core technologies to become unavailable. Any interruptions to these operations would impact Domain's ability to operate and could result in business interruption, loss of customers and revenue, damaged reputation and weakening of competitive position and could therefore adversely affect Domain's operating and financial performance. Domain uses technologies which involve the collection of confidential information. Through the ordinary course of business, Domain may be exposed to cyberattacks. Cyberattacks may lead to a compromise or breach of technology systems used by Domain to protect confidential information. It is possible that measures taken by Domain will not be sufficient to detect or prevent unauthorised access to, or disclosure of, confidential information, whether malicious or inadvertent. There is a risk that, if a cyberattack is successful, any data security breaches or Domain's inadvertent failure to protect confidential information could result in a loss of information integrity, breaches of Domain's obligations under applicable laws or client arrangements, system outages and the hacking of Domain systems. Each of these has the potential to have a materially adverse impact on Domain's reputation and financial performance.
Climate change	Climate change may cause certain physical and environmental risks that cannot be predicted by Domain, including events such as increased severity of weather patterns and incidence of extreme weather events and longer term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change in the industry in which Domain operates. Domain may also be impacted by the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. Domain may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact Domain and its profitability. While Domain will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that Domain will not be impacted by these occurrences.

Domain

Domain business specific risks

Reliance on third parties	Domain's ability to provide its platform is reliant on the performance and availability of Domain's technology and communication systems and that of its suppliers and other third parties. Providers may choose to cease to do business, or change the terms of which they do business, with Domain. As such, Domain could become subject to additional costs or business disruption should any such supplier fail to enable Domain to provide its customers with reliable, real-time access to its platform and if arrangements with suppliers be terminated or altered in any way (including an increase in the cost of supply) that is detrimental to Domain and Domain cannot find alternative sources of technology or systems on commercially reasonable terms or on a timely basis. Any changes or interruptions to Domain's key third party vendor or provider relationships, or reduced availability of these services may disrupt Domain's operations, necessitate Domain to update its general business processes, replace the offering with a competitor or undertake investment to build its own service offering. Operational delays, damage to reputation and loss of consumers may result from any disruption of Domain's systems and infrastructure, which may arise due to matters outside of Domain's influence or control.
Future dividends and franking capacity	While Domain maintains a progressive dividend policy with interim and final dividends generally being in line with improved earnings and balance sheet strength, any future dividends and the level of franking will ultimately be determined by the Board of Domain having regard to a range of factors including the performance of Domain's businesses, the availability of cash, capital requirements of the business and obligations under debt instruments. There is no guarantee that any dividend will be paid by Domain or, if paid, that they will be paid at previous levels, or with the same level of franking as prior periods.
Acquisition and divestment risk	Domain periodically considers acquisition and divestment opportunities. There can be no assurance that Domain will identify suitable acquisition or divestment opportunities or other projects at acceptable prices, or successfully execute those opportunities. In addition, Domain's past and future acquisitions and divestments may subject it to unanticipated risks and liabilities, or may disrupt its operations. Acquisitions may not deliver projected benefits or value, and integrations may not be successful, resulting in interruptions to the achievement of business strategy. Due diligence undertaken in making acquisitions may not have identified all liabilities and risks associated with the relevant business. This may divert management's attention and resources from Domain's day to day operations. Domain has entered into an agreement for its wholly owned subsidiary, Australian Property Monitors Pty Limited (ACN 061 438 006), to acquire all of the issued share capital in Realbase. If the transaction completes there can be no guarantee that Domain's investment in Realbase will generate the returns that are expected to be achieved from the investment or that Domain will receive a return on investment from the transaction. Refer below to page 36 for specific risks associated with the Realbase acquisition.

Domain

Domain business specific risks

Litigation	Domain is subject to the usual business risk that disputes or litigation may arise from time to time in the course of its business activities. Litigation and disputes can be costly, including amounts payable in respect of judgements and settlements made against, or agreed to by, Domain. They can also take up significant time and attention from management and the Board and have an impact on Domain's operational activities. As such, Domain's involvement in litigation and disputes could have an adverse impact on its financial position and performance.
Economic and financial risks	**Level of economic activity** Domain's operational and financial performance is linked to both the overall level of activity in the economy and the level of activity in the property market. A reduction in economic activity (for example, during periods of economic recession, including, but not limited to, as a result of the impact of the COVID-19 pandemic), and particularly a reduction in demand for housing and property marketing services, can negatively impact the level of revenue and earnings generated by Domain. **Continued access to capital markets** Domain's ability to service its existing debt will depend on its future performance and cash flows, which in turn will be affected by various factors, certain of which are outside of its control (such as changes in interest and foreign exchange rates, and general economic conditions). Any inability to service its existing debt may have a material adverse effect on Domain. Further, to the extent that additional equity or debt funding is not available from time to time on acceptable terms, Domain may not be able to operate its business in the ordinary course, take advantage of acquisition and other growth opportunities, develop new business or respond to competitive pressures. **Financing covenants and ability to refinance** Domain has various covenants in relation to its banking facilities. Factors such as increases in base rates, increased borrowings and weak operational performance could lead to Domain breaching its debt covenants. In certain circumstances, lenders may require that such banking facilities be repaid immediately. Under such a scenario, there is no guarantee that Domain will be able to secure alternative financing on commercially acceptable terms or at all. Further, where existing loans either approach or reach maturity, Domain may seek to re-negotiate with existing and new lenders to extend the maturity date of those loans. Domain's earnings profile, credit rating, state of the economy and other factors may influence the outcome of those negotiations. Where refinancing occurs at a higher cost, this may impact the profitability of Domain's operations.

Domain

Risks associated with the acquisition of Realbase

Completion risk	There is a risk that the Acquisition may not complete on the current terms and expected timing. As completion of the Acquisition is expected to occur only after completion of the Institutional Component of the Entitlement Offer, there is a risk that Domain will have raised the full/the institutional proceeds of the offer and the transaction will be terminated. If this occurs, Domain will utilise the proceeds of the Entitlement Offer by way of general working capital. If completion of the Acquisition is delayed, Domain may incur additional costs and it may take longer than anticipated for Domain to realise the benefits of the Acquisition. Any failure to complete, or delay in completing, the Acquisition may have a material adverse effect on Domain's operations, financial position and performance, and the price of its shares.
Integration risk	The integration of a business the size of Realbase carries numerous risks, including potential delays, additional unanticipated costs in implementing necessary changes, and difficulties in integrating various operations. The success of the Acquisition will be dependent on the effective and timely consolidation of the Realbase business alongside Domain's business following completion of the Acquisition, while retaining the features of Realbase's business which have contributed to its success. These risks are particularly accentuated by the disruptions caused by COVID-19, which may make integration difficult, delayed or in some instances unachievable. Integration risks include: • possible loss of key Realbase or Domain personnel or corporate knowledge; • reduced employee productivity due to uncertainty arising as a result of the Acquisition; • possible difficulties in bringing together the cultures and management styles of both organisations in an effective manner; • disruption to the ongoing operations of both businesses; • impacts to personnel affecting their health and overall wellbeing as a result of COVID-19, which could involve higher than usual absences from work; • higher than anticipated costs, delays or failures relating to integration of businesses, IT, accounting or other systems; • impacts to the existing business of Domain from the increase in scale of the business post Acquisition; and • unanticipated costs arising from unforeseen litigation or regulatory actions.
Legal risk	The Acquisition will involve Domain and its related bodies corporate entering into a number of transaction documents, including a share purchase agreement. While the documents contain some protections in respect of certain historical liabilities of Realbase, there is always a risk that potential liabilities or risks in relation to Realbase's business or other costs are not matters for which Domain has protection under those transaction documents, potentially exposing Domain to the risk of future costs or disputes arising in relation to the Acquisition.
Future earnings	To the extent that the actual financial performance achieved by Realbase is weaker than anticipated by Domain in its analysis of whether to pursue the Acquisition, there are any difficulties in integrating the operations of Realbase with Domain, or operating costs are higher than anticipated, the profitability and future earnings of Realbase may be materially less favourable than the pro-forma financial performance presented in this Presentation.

Domain

General risks

COVID-19 impact	The ongoing COVID-19 pandemic have had a significant impact on the Australian and global economy and the ability of individuals, businesses, and governments to operate. Across Australia and the world, travel, trade, business, working arrangements and consumption have been materially impacted by the pandemic. In addition, events relating to COVID-19 have resulted in significant volatility across financial, commodity and other markets, including in the prices of securities trading on the Australian Securities Exchange (ASX) (including the price of Domain securities) and on other foreign securities exchanges. While government restrictions have begun to ease, there continues to be considerable uncertainty as to the duration of and further impact of COVID-19. A new wave of infections, prolonged period of social distancing, quarantines, travel restrictions, work stoppages, health authority actions, lockdowns and other related measures within Australia (or overseas), or an escalation of currently existing measures, may directly and indirectly impact a number of aspects of Domain's business and may particularly cause demand for housing to weaken. In addition, there is a risk of a COVID-19 related infection occurring at a location in which Domain operates, which could have a negative impact on Domain's ability to operate at that location. This may also create a risk of broader infection of Domain's workforce which could negatively impact on Domain's ability to meet its contractual obligations, and may adversely impact Domain's financial and business performance. Domain is also exposed to counterparty risk in respect of its customers failing to fulfil their contractual obligations. This risk may be heightened as a result of COVID-19 and may cause Domain's financial performance and business to be impacted where its customers experience financial difficulties, reduce or discontinue operations or default on obligations owed to Domain.
Geopolitical tensions	Ongoing or new geopolitical tensions may have an impact on the Australian and global economy which could result in significant volatility across the Australian property market, financial commodity and other markets including in the price of securities trading on the ASX (including Domain) and on other foreign securities exchanges. Geopolitical tensions may also have an impact on the cost of resources globally which may result in increased costs for Domain.
General equity market and investment risk	The price of Domain shares will fluctuate due to various factors including movements in Australian equity markets, recommendations by brokers and analysts, interest rates, inflation, Australian and international economic conditions, changes in government, fiscal, monetary and regulatory policies, global and geo-political events and hostilities, natural disasters, changing climatic conditions, pandemics, public health emergencies, acts of terrorism, investor perceptions and other factors that may affect Domain’s financial position and earnings.

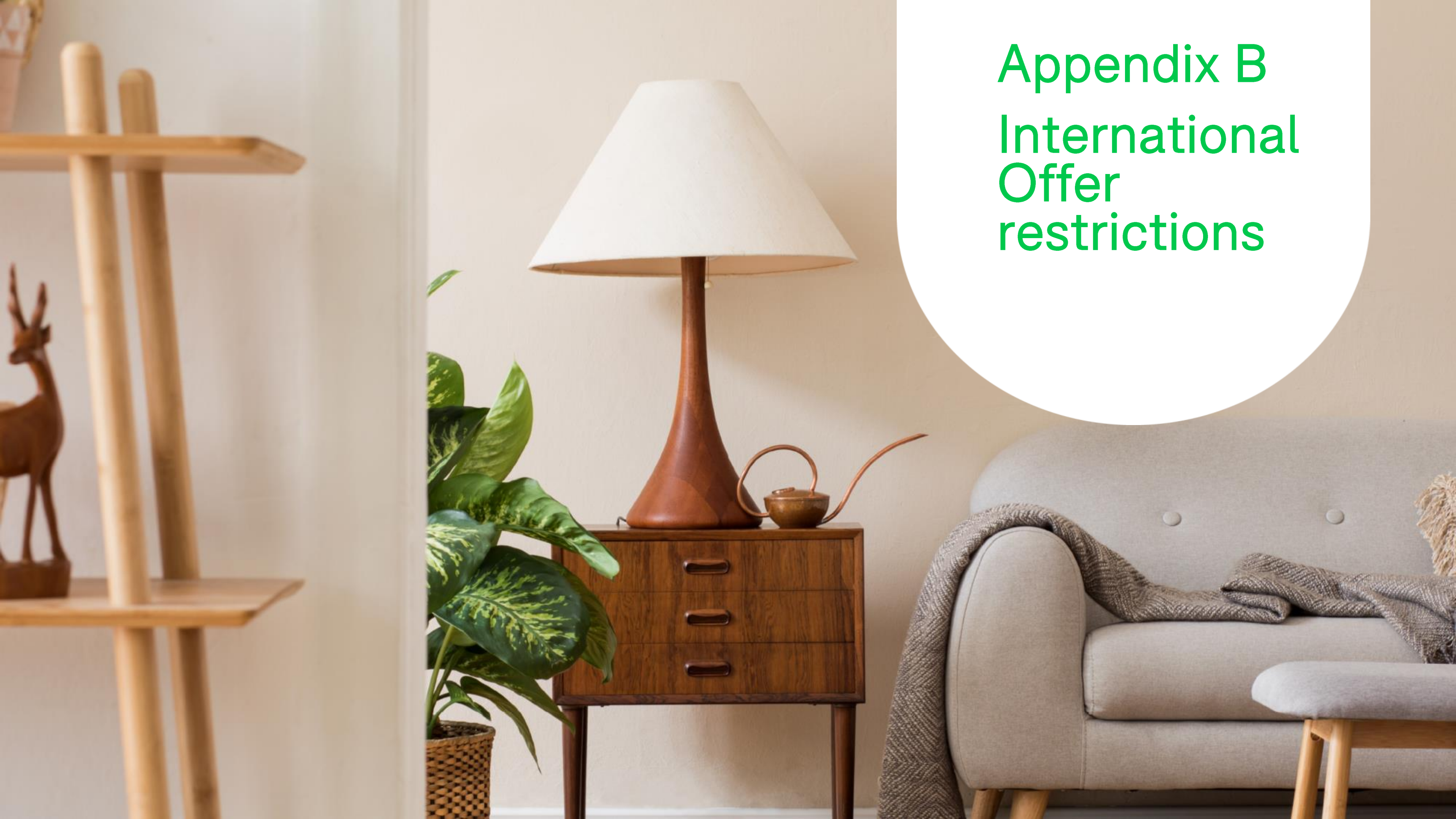
Domain

General risks

Future earnings	Domain's business is affected by a range of industry specific and general legal and regulatory controls. Changes in these types of controls can have an adverse effect on Domain's financial performance. Further, any major shift in regulatory policy may impact on the profitability of Domain and its customers.
Business interruptions	Significant business interruptions as a result of natural disasters (such as fire, earthquake, flood or cyclone), pandemics or public health emergencies, may have a materially adverse impact on the business activities of Domain and its clients and may lead to a decrease in profitability and earnings.
Taxation risk	Future changes in Australian taxation law, including changes in interpretation or application of the law by courts or taxation authorities in Australia, may affect taxation treatment of an investment in Domain shares or the holding and disposal of those shares. Further, changes in tax law, or changes in the way tax law is expected to be interpreted in the jurisdictions in which Domain operates may impact the future tax liabilities of Domain.
Changes in accounting policy	Changes to Australian Accounting Standards could affect Domain's reported earnings and its financial position from time to time.
Legal, regulatory and policy changes	Changes in laws, regulations and government policies in the jurisdictions in which Domain operates may adversely affect Domain's business and its overall financial performance. The impact of future regulatory, legislative and policy changes upon the business of Domain cannot be predicted. If the amount and complexity of these changes increase, the cost of compliance and the risk of non-compliance will also increase.

Appendix B

International Offer restrictions



Domain

International Offer restrictions

This document does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Bermuda

No offer or invitation to subscribe for New Shares may be made to the public in Bermuda or in any manner that would constitute engaging in business in or from within Bermuda. In addition, no invitation is being made to persons resident in Bermuda for exchange control purposes to subscribe for New Shares.

Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces"), only to persons to whom New Shares may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This document is not a prospectus, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons who are "accredited investors" within the meaning of National Instrument 45-106 – Prospectus Exemptions, of the Canadian Securities Administrators.

No securities commission or authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of the New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws. While such resale restrictions generally do not apply to a first trade in a security of a foreign, non-Canadian reporting issuer that is made through an exchange or market outside Canada, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission. Securities legislation in certain Provinces may provide a purchaser with remedies for rescission or damages if an offering memorandum contains a misrepresentation, provided the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's Province. A purchaser may refer to any applicable provision of the securities legislation of the purchaser's Province for particulars of these rights or consult with a legal adviser.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as there are Canadian tax implications for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

Cayman Islands

No offer or invitation to subscribe for New Shares may be made to the public in the Cayman Islands or from within the Cayman Islands.

Domain

International Offer restrictions

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007 no. 75. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act. The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in the Norwegian Securities Trading Act).

Domain

International Offer restrictions

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares constitutes a prospectus or a similar notice, as such terms are understood under art. 35 of the Swiss Financial Services Act or the listing rules of any stock exchange or regulated trading facility in Switzerland.

No offering or marketing material relating to the New Shares has been, nor will be, filed with or approved by any Swiss regulatory authority or authorised review body. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to investors who qualify as "professional clients" (as defined in the Swiss Financial Services Act). This document is personal to the recipient and not for general circulation in Switzerland.

United Arab Emirates

This document does not constitute a public offer of securities in the United Arab Emirates and the New Shares may not be offered or sold, directly or indirectly, to the public in the UAE. Neither this document nor the New Shares have been approved by the Securities and Commodities Authority (“SCA”) or any other authority in the UAE.

No marketing of the New Shares has been, or will be, made from within the UAE other than in compliance with the laws of the UAE and no subscription for any securities may be consummated within the UAE. This document may be distributed in the UAE only to “professional investors” (as defined in the SCA Board of Directors’ Decision No.13/RM of 2021, as amended).

No offer or invitation to subscribe for New Shares is valid, or permitted from any person, in the Abu Dhabi Global Market or the Dubai International Financial Centre.

Domain

International Offer restrictions

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

Appendix C
Underwriting agreement summary

Domain

Underwriting agreement summary

Macquarie Capital (Australia) Limited and UBS Securities Australia Limited are acting as joint lead managers, joint bookrunners and joint underwriters (the **Underwriters**) for the Offer. The Offer is an accelerated non-renounceable entitlement offer of ordinary shares (**Shares**) in Domain Holdings Australia Limited (**Domain**) on a pro rata basis (**Offer Shares**) to existing institutional (**Institutional Offer**) and retail holders (**Retail Offer**) of Shares with a registered address in Australia, New Zealand and certain other jurisdictions.

Domain has entered into an underwriting agreement with the Underwriters in respect of the Offer (**Agreement**). The Agreement contains conditions precedent, representations and warranties, and indemnities in favour of the Underwriters. An Underwriter may also, in certain circumstances, terminate its obligations under the Agreement if any of the following termination events set out in clause 13.1 occur by notice to Domain and the other Underwriter:

(a) ASX: (i) announces that Domain will be removed from the official list or that any Shares will be delisted or suspended from quotation by ASX; (ii) removes Domain from the official list; or (iii) ceases to quote Domain's Shares on ASX;

(b) ASX does not, or states that it will not, agree to grant official quotation of all the Offer Shares on an unconditional basis (or on a conditional basis which in the opinion of the Underwriters would not have a material adverse effect on the Offer) by the time required, or if approval is given but subsequently withdrawn, qualified or withheld;

(c) a statement contained in the materials released to ASX in connection with the Offer (**Offer Materials**) is or becomes misleading or deceptive (including by omission) or likely to mislead or deceive, or the Offer Materials omit any material information they are required to contain;

(d) Domain alters its capital structure without the consent of the Underwriters, other than by issuing Shares pursuant to the terms of the Offer or as otherwise permitted under the Agreement;

(e) the Offer Materials include any forecast, expression of opinion, forward looking statement, belief, intention or expectation which is not (or ceases to be) fairly and properly supportable or which is not based on (or there cease to be) reasonable grounds;

(f) any event specified in the Offer timetable is delayed, without the consent of the Underwriters: (i) in respect of events up to and including the Institutional Offer settlement date, for 1 business day or more; and (ii) in respect of events following the Institutional Offer settlement date, for more than 4 business days;

(g) Domain withdraws the Offer or any component of it or indicates that it does not intend to or is unable to proceed with the Offer or any component of it;

(h) (i) any certificate which is required to be furnished by Domain under the Agreement is not furnished when required; or (ii) * a statement in that certificate is false, misleading, untrue or incorrect (including by omission);

(i) Domain or any of its material subsidiaries (representing in excess of 5% of the consolidated assets or earnings of the Domain group) becomes insolvent;

(j) * there is a material adverse change, or an event occurs which is likely to give rise to a material adverse change, in the assets, liabilities, financial position, results, condition, operations or prospects of the Domain group from the position fairly disclosed by Domain to ASX before the date of the Agreement or in the drafts of the announcements provided to the Underwriters immediately prior to execution of the Agreement;

(k) *there is an event or occurrence, including any statute, order, rule, regulation, directive or request of any government agency which makes it illegal for the Underwriter to satisfy an obligation under the Agreement, or to market, promote, underwrite or settle the Offer;

(l) Domain or any of its affiliates, directors or officers engage in any fraudulent conduct or activity whether or not in connection with the Offer;

(m) a director or senior manager of Domain is charged with an indictable offence relating to financial or corporate matters or a director of Domain is disqualified from managing a corporation;

(n) a change in the Chair, Chief Executive Officer or Chief Financial Officer of Domain occurs or is announced by Domain (other than one that has been announced to ASX prior to the date of the Agreement);

(o) any of the following: (i) there is an application to any government agency (excluding ASIC) for any order, declaration or other remedy, or any other government agency commences any other formal investigation (questions of enquiry will not of themselves constitute an "investigation") or hearing or announces its intention to do so, in each case in connection with the Offer (or any part of it); (ii) ASIC issues or threatens to issue proceedings in relation to the Offer or commences any formal inquiry or investigation into the Offer (or announces its intention to do so); or (iii) ASIC or any other government agency commences or gives notice of an intention to commence a prosecution of Domain or any of its directors or employees or commences a hearing or investigation into Domain, and such application or commencement of any investigation, prosecution or proceedings (as applicable) becomes public or is not withdrawn within 2 Business Days after it is made or if it is made within 2 Business Days of the Institutional Offer settlement date or the Retail Offer settlement date (as applicable), it has not been withdrawn by 8.00am on the relevant settlement date;

(p) * Domain is in breach of any terms and conditions of the Agreement;

Domain

Underwriting agreement summary

(a) * any representation or warranty made by Domain in the Agreement is or becomes incorrect, untrue or misleading;

(b) certain documents and any other information supplied by or on behalf of Domain to the Underwriters for the purposes of due diligence investigations, the Offer Materials or the Offer, is or becomes false, misleading or deceptive, or is or becomes likely to mislead or deceive;

(c) * a new circumstance that would be adverse from the point of view of an investor arises that would have been required to be disclosed in the Offer Materials had it arisen before the Offer Materials were lodged with ASX;

(d) in the reasonable opinion of the Underwriter who gives notice to the other Underwriter and Domain of its intention to terminate its obligations under the Agreement, an obligation arises on the Company to give ASX a notice in accordance with section 708AA(10) or section 708AA(12) of the Corporations Act;

(e) * there is introduced, or there is a public announcement of a proposal to introduce, a new Commonwealth or State law, or the Reserve Bank of Australia, or any Commonwealth or State authority or ASIC, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced prior to the date of the Agreement) any of which does or is likely to prohibit or regulate the Offer, capital markets or stock markets;

(f) either: (i) * Domain contravenes the Corporations Act, its Constitution, any of the ASX Listing Rules, any other applicable law or regulation or order or request made by or on behalf of ASIC, ASX or any government agency; (ii) * any aspect of the Offer does not comply with the Corporations Act or the ASX Listing Rules, any other applicable laws; or (iii) Domain is prevented from allotting and issuing the Offer Shares under the ASX Listing Rules, applicable laws, a court order or a government agency;

(g) (i) * a suspension or material limitation in trading of securities generally on ASX, HKEX, LSE, NASDAQ or NYSE for one day, or a substantial part of that day, on which that exchange is open for trading; (ii) * a general moratorium on commercial banking activities in Australia, New Zealand, the People's Republic of China, Hong Kong, the United States or the United Kingdom is declared by the relevant central banking authority or there is a material disruption in commercial banking or securities settlement or clearance services in any of those countries; (iii) * any adverse change or disruption from the situation existing at the time of this document to the existing financial markets, political or economic conditions of Australia, the People's Republic of China, Hong Kong, the European Union, the United States of America, the United Kingdom or the international financial markets or any change in national or international political, financial or economic conditions; or (iv) * hostilities not presently existing commence (whether war has been declared or not) or an escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, New Zealand, the United States of America, United Kingdom, Japan, any member state of the European Union, the People's Republic of China, Hong Kong or any member state of the North Atlantic Treaty Organization or a national state of emergency is declared or escalated by or in any of those countries, or chemical, nuclear or biological weapons of any sort are used in connection with the Ukraine conflict that is ongoing at the date of the Agreement or a major terrorist act is perpetrated anywhere in the world.

No event set out above and marked with an "*" entitles an Underwriter to exercise its rights to terminate its obligations under the Agreement unless, in the actual and reasonable opinion of that Underwriter, the event:

(a) has, or is likely to have, individually or in the aggregate, a material adverse effect on the success, marketing or settlement of the Offer, the value of the Shares or the willingness of investors to subscribe for or settle Offer Shares having taken into account the willingness of any sub-underwriters to proceed to acquire Institutional Shortfall Shares and/or Retail Shortfall Shares pursuant to their sub-underwriting commitments other than in the case of an event in paragraph (w) above where: (i) such event occurs after Domain has released the announcement of the results of the Institutional Offer; and (ii) all amounts payable by Nine under its commitment letter (Obligations) have first been deposited into a trust account maintained by Domain or its share registry on irrevocable terms that such funds are to be used to satisfy those Obligations; and Domain has first offered a withdrawal right to investors who have applied for Offer Shares for a reasonable period of time, the Terminating Underwriter must have first taken into account the willingness of any sub-underwriters to proceed to acquire any shortfall and Nine must have also agreed to extend its sub-underwriting commitments to cover any Offer Shares which are the subject of withdrawal requests;

(b) has, or is likely to have, individually or in the aggregate, a material adverse effect on the business, financial position or prospects of the Domain group; or

(c) leads, or is likely to lead: (i) to that Underwriter (or its Affiliates) contravening or being involved in a contravention of the Corporations Act or any other applicable law; or (ii) to a liability for that Underwriter (or its Affiliates) under the Corporations Act or any other applicable law.

If an Underwriter terminates its obligations under the Agreement (Terminating Underwriter), the Terminating Underwriter will be discharged from any of its obligations that remain to be performed under the Agreement. The exercise by the Terminating Underwriter of its termination rights does not automatically terminate the obligations of the other Underwriter, who may elect in writing to assume all the rights and obligations of the Terminating Underwriter or nominate a proposed replacement Underwriter to assume all the obligations of the Terminating Underwriter. In the absence of such election within 2 business days by the other Underwriter, that other Underwriter will be treated as also having terminated its obligations under the Agreement. Termination of the Agreement by an Underwriter could have an adverse impact on the amount of proceeds raised under the Offer. For the avoidance of doubt, termination of the Agreement does not require Domain to withdraw the Offer.

The Agreement is also subject to customary conditions precedent, representations, warranties and indemnities.

For details of fees payable to the Underwriters, see the Appendix 3B released to ASX on the date of this Presentation.

Thank you.

Contact:
corporate.relations@domain.com.au

Domain