



Announcement Summary

Entity name

DOMAIN HOLDINGS AUSTRALIA LIMITED.

Announcement Type

New announcement

Date of this announcement

1/4/2022

The Proposed issue is:

☒ An accelerated offer

Total number of +securities proposed to be issued for an accelerated offer

ASX +security code	+Security description	Maximum Number of +securities to be issued
DHG	ORDINARY FULLY PAID	47,385,539

Trading resumes on an ex-entitlement basis (ex date)

4/4/2022

+Record date

5/4/2022

Offer closing date for retail +security holders

28/4/2022

Issue date for retail +security holders

5/5/2022

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

DOMAIN HOLDINGS AUSTRALIA LIMITED.

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

43094154364

1.3 ASX issuer code

DHG

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

1/4/2022

1.6 The Proposed issue is:

☒ An accelerated offer

1.6b The proposed accelerated offer is

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

☒ No

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +security code and description

DHG : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

☒ No

Details of +securities proposed to be issued

ASX +security code and description

DHG : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

Has the offer ratio been determined?

☒ Yes

The quantity of additional +securities For a given quantity of +securities

**to be issued**

100

held

1,233

What will be done with fractional entitlements?

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

47,385,539

Offer price details for retail security holders**Has the offer price for the retail offer been determined?**☒ Yes**In what currency will the offer be made?**

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 3.80000

Offer price details for institutional security holders**Has the offer price for the institutional offer been determined?**☒ Yes**In what currency will the offer be made?**

AUD - Australian Dollar

What is the offer price per +security for the institutional offer?

AUD 3.80000

Oversubscription & Scale back details**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**☒ Yes**Describe the limits on over-subscription**

Institutional offer - yes via shortfall
Retail offer - yes

Will a scale back be applied if the offer is over-subscribed?☒ Yes**Describe the scale back arrangements**

The company may scale back applications in consultation with the underwriters.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?☒ Yes



Part 3D - Timetable

3D.1a First day of trading halt

1/4/2022

3D.1b Announcement date of accelerated offer

1/4/2022

3D.2 Trading resumes on an ex-entitlement basis (ex date)

4/4/2022

3D.5 Date offer will be made to eligible institutional +security holders

1/4/2022

3D.6 Application closing date for institutional +security holders

1/4/2022

3D.8 Announcement of results of institutional offer

(The announcement should be made before the resumption of trading following the trading halt)

4/4/2022

3D.9 +Record date

5/4/2022

3D.10a Settlement date of new +securities issued under institutional entitlement offer

11/4/2022

3D.10b +Issue date for institutional +security holders

12/4/2022

3D.10c Normal trading of new +securities issued under institutional entitlement offer

12/4/2022

3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue

8/4/2022

3D.12 Offer closing date for retail +security holders

28/4/2022

3D.13 Last day to extend retail offer close date

22/4/2022



3D.19 +Issue date for retail +security holders and last day for entity to announce results of retail offer

5/5/2022

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

☒ Yes

3E.1a Who is the lead manager/broker?

Macquarie Capital (Australia) Limited and UBS Securities Australia Limited

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

The Company has agreed to pay the Underwriters a management fee of 1.00% of the offer proceeds including the proceeds raised from the Company's major shareholder Nine Entertainment Co. Holdings Limited.

3E.2 Is the proposed offer to be underwritten?

☒ Yes

3E.2a Who are the underwriter(s)?

Macquarie Capital (Australia) Limited and UBS Securities Australia Limited

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

the offer is fully underwritten

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

none

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Please refer to the summary of underwriting termination events section of the Investor Presentation lodged with ASX on Friday 1 April 2022.

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

☒ Yes

3E.2e (i) What is the name of that party?

Nine Entertainment Co. Holdings Limited

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

Nine Entertainment Co. Holdings Limited (Nine) has agreed to sub-underwrite the offer up to 18,949,476 shares (Sub underwriting cap)

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

None

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☒ No



3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

standard share registry, external adviser and ASX administration fees.

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

To pay for the acquisition of an asset. In accordance with the announcement regarding the entitlement offer lodged with the ASX, the Company is conducting the entitlement offer to fund the acquisition of 100% of the shares in Realbase Pty Ltd.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

☒ No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

☒ No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

Institutional offer-all jurisdictions other than Aust, NZ, Bermuda, Canada amongst others. Retail offer-all jurisdictions other than Aust and NZ.

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

☒ Yes

3F.5a Please provide further details of the offer to eligible beneficiaries

The retail entitlement offer will be made available to nominees with a registered address in Australia or New Zealand who were registered as a holder of shares in the Company at 7.00am (Sydney time) on Tuesday 5 April 2022 and who held those shares on behalf of underlying beneficial holders (wherever they reside) do not have a registered address in Australia or New Zealand, are in the United States or are acting for the account or benefit of a person in the United States (to the extent they are holding shares for the account or benefit of a person in the United States) or are not eligible under all applicable securities laws to receive an offer under the entitlement offer without any requirement for a prospectus, product disclosure statement of offer document to be lodged or registered. The retail entitlement offer is not available to shareholders in the United States or who are, or are acting for the account or benefit of, persons in the United States.

3F.6 URL on the entity's website where investors can download information about the proposed issue

<https://shareholders.domain.com.au/group/?page=asx-announcements>

3F.7 Any other information the entity wishes to provide about the proposed issue

n/a

3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

☒ No

3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)

