

Domain

8 April 2022
The Manager
ASX Announcements
ASX Limited
Exchange Centre
SYDNEY NSW 2000

DOMAIN HOLDINGS AUSTRALIA LIMITED CAPITAL RAISING – NOTIFICATION TO INELIGIBLE SHAREHOLDERS

Please find attached a letter to be sent to ineligible shareholders pursuant to Listing Rule 7.7.1

Yours sincerely,



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

ENDS

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8 April 2022

Dear Shareholder,

DOMAIN HOLDINGS AUSTRALIA LIMITED (ACN 094 154 364) ("DOMAIN HOLDINGS" OR "THE ISSUER")

1 FOR 12.33 ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER OF NEW FULLY PAID ORDINARY SHARES IN THE ISSUER ("NEW SHARES") TO RAISE APPROXIMATELY A\$180 MILLION

NOTIFICATION TO INELIGIBLE RETAIL SHAREHOLDERS

On Friday, 1 April 2022, Domain Holdings announced that it was conducting a capital raising by way of a pro-rata accelerated non-renounceable entitlement offer to eligible shareholders to subscribe for 1 New Share for every 12.33 existing ordinary shares ("**Shares**") held at 7.00pm (Sydney time) on Tuesday, 5 April 2022 ("**Record Date**" and "**Entitlement**") at a price of A\$3.80 ("**Offer Price**") for each New Share to raise approximately A\$180 million ("**Entitlement Offer**").

The proceeds of the Entitlement Offer will be used by Domain Holdings to fund the Upfront Consideration, whereby Domain Holdings will acquire 100% of Realbase Pty Ltd for A\$180 million.

This is a letter to inform you that you are not an Eligible Retail Shareholder for the purposes of the Retail Entitlement Offer. This letter is not an offer to issue entitlements or New Shares to you, nor an invitation for you to apply for entitlements or New Shares. **You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Entitlement Offer that you should be aware of.**

Details of the Entitlement Offer

The Entitlement Offer is being made without a prospectus or product disclosure document in accordance with section 708AA of the *Corporations Act 2001* (Cth) (the "**Corporations Act**") as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84. The Entitlement Offer comprises an institutional entitlement offer ("**Institutional Entitlement Offer**") and an offer to Eligible Retail Shareholders (defined below) to participate on the same terms ("**Retail Entitlement Offer**"). The Institutional Entitlement Offer has already closed and the results were announced to the Australian Securities Exchange ("**ASX**") on Monday, 4 April 2022. Domain Holdings has today lodged a retail offer booklet with ASX, which sets out further details in respect of the Retail Entitlement Offer ("**Retail Offer Booklet**").

Eligibility criteria

Domain Holdings has determined, pursuant to section 9A(3) of the Corporations Act 2001 (Cth) ("**Corporations Act**") and Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers to Domain Holdings shareholders in certain countries in connection with the Retail Entitlement Offer. This is because of the small number of Domain Holdings shareholders in each of those countries, the number and value of Shares those Domain Holdings shareholders hold and the cost of complying with the applicable laws and regulations in jurisdictions outside Australia and New Zealand.

Accordingly, in compliance with section 9A(3) of the Corporations Act and ASX Listing Rule 7.7.1(b), Domain Holdings wishes to inform you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for New Shares under the Retail Entitlement Offer.

"**Eligible Retail Shareholders**" are those persons who:

- a) are registered as a holder of existing Shares as at 7:00pm (Sydney time) on the Record Date;
- b) have a registered address in Australia or New Zealand on Domain Holdings' share register or are a shareholder that Domain Holdings has determined in its discretion is eligible to participate in the Retail Entitlement Offer;

- c) are not in the United States and are not a person (including nominees, trustees, or custodians) acting on behalf of a person in the United States in respect of the relevant underlying holders of existing Shares;
- d) were not invited to participate in the Institutional Entitlement Offer and were not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer (other than as a nominee or custodian, in each case in respect of other underlying holdings); and
- e) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without a prospectus, disclosure document, or any lodgement, filing, registration or qualification.

Shareholders who are not Eligible Retail Shareholders are ineligible retail shareholders and are consequently unable to participate in the Retail Entitlement Offer.

Non-renounceable offer

As with the Institutional Entitlement Offer, the Retail Entitlement Offer is non-renounceable. A number of New Shares equal to the number that you would otherwise be entitled to subscribe for under the Retail Entitlement Offer if you were an Eligible Retail Securityholder may be allocated to Eligible Retail Securityholders under an oversubscription facility or be subscribed for by the Joint Lead Managers and/or the sub-underwriters at the Offer Price. As a result, no amount will be payable by you and you will not otherwise receive any payment or value for Entitlements in respect of any New Shares that would have been offered to you if you were an Eligible Retail Shareholder.

Further details in respect of the Entitlement Offer (including details of eligibility) can be found on the announcements platform of the ASX (www.asx.com.au).

Further information

If you have any questions in relation to any of the above matters, please contact the Offer Information Line on 1300 363 917 (within Australia) or +61 1300 363 917 (outside Australia) from 8.30am to 5.30pm (Sydney time), Monday to Friday. For other questions, you should consult your stockbroker, solicitor, accountant or other professional adviser,

On behalf of Domain Holdings, we thank you for your continued support.

Yours sincerely,



Catriona McGregor

Group General Counsel and Company Secretary

Domain Holdings Australia Limited

Important notice and disclaimer

The Entitlement Offer is being made by Domain Holdings in accordance with section 708AA of the Corporations Act 2001 (Cth) as modified by Australian Securities and Investments Commission Corporations (Non-Traditional Rights Issue) Instrument 2016/84.

Determination of eligibility of investors for the purposes of the institutional or retail components of the 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 Holdings and the Joint Lead Managers. Each of Domain Holdings and the Joint Lead Managers and each of their respective affiliates and related bodies corporate and each of their respective directors, officers, partners, employees, advisers and agents 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.

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any person in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia or New Zealand. In particular, the New Shares have not been, and will not be, registered under the US Securities Act of 1933 (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold

to, persons in the United States or persons who are acting for the account or benefit of persons in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act.

The provision of this letter is not, and should not be considered as, financial product advice. The information in this document is general information only and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional adviser.

IMPORTANT NOTICE TO NOMINEES: Because of legal restrictions, you must not send copies of this letter nor any material relating to the Entitlement Offer to any of your clients (or any other person) in the United States or any other person acting for the account or benefit of persons in the United States or to any person in any other jurisdiction outside of Australia and New Zealand. Failure to comply with these restrictions may result in violations of applicable securities law.