Domain

ASX ANNOUNCEMENT

Scheme Booklet registered with ASIC

- Domain Board continues to unanimously recommend that Domain Shareholders vote in favour of the Scheme in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Domain Shareholders.
- CoStar's $4.43 per share offer sits at the top end of the Independent Expert's valuation range of $4.06 - $4.46.
- Independent Expert concludes CoStar's offer is fair and reasonable and in the best interests of Domain Shareholders.
- Nine confirms its intention to vote its holding in favour of the Scheme, in the absence of a superior proposal (as determined by Nine) and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Domain Shareholders.

Sydney, 30 June 2025: Domain Holdings Australia Limited (ASX:DHG) ("**Domain**") refers to the announcement made earlier today in relation to its proposed acquisition by CoStar Group, Inc. (NASDAQ: CSGP) ("**CoStar**") through its indirect wholly-owned subsidiary, Andromeda Australia SubCo Pty Limited ("**Bidder Sub**") by way of scheme of arrangement ("**Scheme**"), and the order made by the Supreme Court of New South Wales ("**Court**") that Domain convene and hold a meeting of Domain Shareholders (other than Excluded Shareholders) to consider and vote on the resolution to approve the Scheme ("**Scheme Meeting**") and approving the distribution of an explanatory statement providing information about the Scheme, the Independent Expert's Report and Notice of Scheme Meeting ("**Scheme Booklet**") to Domain Shareholders.

Unless otherwise indicated, capitalised terms used in this announcement have the meaning given to them in the Scheme Booklet.

Scheme Booklet

Domain confirms that the Scheme Booklet has today been registered with the Australian Securities and Investments Commission ("**ASIC**"). A copy of the Scheme Booklet, including the Independent Expert's Report and Notice of Scheme Meeting, is attached to this announcement and will be made available on Domain's website at https://shareholders.domain.com.au/group/.

The Scheme Booklet, including the Independent Expert's Report and Notice of Scheme Meeting, is expected to be dispatched to Domain Shareholders by Friday, 4 July 2025.

Domain Shareholders should read the Scheme Booklet, including the Independent Expert's Report, carefully and in its entirety before making a decision on whether or not to vote in favour of the Scheme.

Independent Expert's Report

The Scheme Booklet includes a copy of the Independent Expert's Report, prepared by Grant Samuel & Associates Pty Limited ("**Independent Expert**"). The Independent Expert has concluded that the Scheme is fair and reasonable and therefore in the best interests of Domain Shareholders (other than Excluded Shareholders) in the absence of a superior proposal. The Independent Expert has assessed the full underlying value of each Domain share at between $4.06 to $4.46 per Domain share on a fully diluted basis. The Scheme Consideration of $4.43 per Domain share is close to the top end of the Independent Expert's value range.

The Independent Expert's conclusion should be read in context with the full Independent Expert's Report.

Domain Board recommendation

The Domain Board unanimously recommends that Domain Shareholders (other than Excluded Shareholders) vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Domain Shareholders (other than Excluded Shareholders). Subject to the same qualifications, the Domain Directors each intend to vote all the Domain shares held or controlled by, or on behalf of, them in favour of the Scheme.

Commenting on the recommendation, Domain Chairman Nick Falloon said:

> "The Domain Board considers the Scheme to be in the best interests of Domain Shareholders, having regard to the significant premium to pre-announcement trading, the certainty of value delivered by the Scheme Consideration and the support of Domain's major shareholder, Nine."

Nine voting intention

Nine Entertainment Co. Holdings Limited (**Nine**) (the controlling shareholder of Domain, holding approximately 60.05% of the ordinary Domain shares on issue) has confirmed that it intends to vote all of the Domain shares it holds or controls in favour of the Scheme in the absence of a superior proposal (as determined by Nine) and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Domain Shareholders (other than Excluded Shareholders).

Domain

Scheme Meeting

The Scheme Meeting will be held as a hybrid meeting at 10:00am (AEST) on Monday, 4 August 2025. Domain Shareholders (other than Excluded Shareholders) will be able to attend and participate in the Scheme Meeting in person at Level 5, 100 Harris Street, Pyrmont NSW 2009 or virtually via the Online Scheme Meeting Platform which can be accessed at https://meetings.openbriefing.com/DHGS25. Domain Shareholders (other than Excluded Shareholders) who participate in the Scheme Meeting through the Online Scheme Meeting Platform will be able to listen to the Scheme Meeting, cast a vote and ask questions through the Online Scheme Meeting Platform.

All registered Domain Shareholders (other than Excluded Shareholders) as at 7:00pm (AEST) on Saturday, 2 August 2025 will be eligible to vote at the Scheme Meeting. You are encouraged to vote by attending the Scheme Meeting (in person or virtually) or alternatively by completing and ensuring the proxy form accompanying the Scheme Booklet is received by **10:00am (AEST) on 2 August 2025**.

Further information

If you have any questions in relation to the Scheme or the Scheme Booklet, please contact the Domain Shareholder Information Line on 1300 116 260 (within Australia) or +61 3 9415 4110 (outside Australia) Monday to Friday (excluding public holidays) between 8:30am and 5:00pm (AEST).

If you would like to obtain details, or have any questions, regarding your shareholding in Domain, please call the Domain Share Registry on +61 1300 138 914 (within and outside Australia) Monday to Friday between 8:00am and 8:00pm (AEST).

Ends

Authorised for lodgement: Domain Board of Directors

Investors: Jolanta Masojada, +61 417 261 367, jolanta.masojada@domain.com.au
Media: Sarah Macartney, +61 433 949 639, sarah.macartney@domain.com.au

Scheme Booklet

For a scheme of arrangement between Domain Holdings Australia Limited and the Scheme Shareholders in relation to the proposed acquisition of the Scheme Shares by CoStar Group, Inc through its indirect wholly-owned subsidiary, Andromeda Australia SubCo Pty Limited.

VOTE IN FAVOUR

THE DOMAIN DIRECTORS UNANIMOUSLY RECOMMEND THAT DOMAIN SHAREHOLDERS (OTHER THAN EXCLUDED SHAREHOLDERS) VOTE IN FAVOUR OF THE SCHEME IN THE ABSENCE OF A SUPERIOR PROPOSAL AND SUBJECT TO THE INDEPENDENT EXPERT CONTINUING TO CONCLUDE THAT THE SCHEME IS IN THE BEST INTERESTS OF DOMAIN SHAREHOLDERS (OTHER THAN EXCLUDED SHAREHOLDERS)

THE INDEPENDENT EXPERT HAS CONCLUDED THAT THE SCHEME IS FAIR AND REASONABLE AND THEREFORE IN THE BEST INTERESTS OF DOMAIN SHAREHOLDERS (OTHER THAN EXCLUDED SHAREHOLDERS) IN THE ABSENCE OF A SUPERIOR PROPOSAL

This is an important document and requires your immediate attention.

You should read this document carefully and in its entirety before deciding whether or not to vote in favour of the resolution to approve the Scheme. If you are in doubt as to what you should do, you should consult your legal, financial, taxation or other professional adviser.

If, after reading this Scheme Booklet, you have any questions about this Scheme Booklet or the Scheme, please call the Domain Shareholder Information Line on 1300 116 260 (within Australia) or +61 3 9415 4110 (outside Australia) Monday to Friday (excluding public holidays) between 8:30am and 5:00pm (AEST).

If you would like to obtain details, or have any questions, regarding your shareholding in Domain, please call the Domain Share Registry on +61 1300 138 914 (within and outside Australia) Monday to Friday between 8:00am and 8:00pm (AEST).

This Scheme Booklet has been sent to you as you are shown in the Register as holding Domain Shares. If you have recently sold all of your Domain Shares, please disregard this document.

Domain Group

Domain Holdings Australia Limited
ABN 43 094 154 364

Financial Adviser

UBS

Legal Adviser

Gilbert + Tobin

IMPORTANT NOTICES

General

You should read this Scheme Booklet carefully and in its entirety before deciding how to vote on the resolution to be considered at the Scheme Meeting. If you are in doubt as to what you should do, you should consult your legal, financial, taxation or other professional adviser.

Defined terms

Capitalised terms used in this Scheme Booklet are defined in the Glossary in section 10 or where the relevant term first appears.

Nature of this Scheme Booklet

This document is the explanatory statement for the Scheme for the purposes of section 412(1) of the Corporations Act. A copy of the proposed Scheme is included as Attachment C to this Scheme Booklet.

This Scheme Booklet does not constitute or contain an offer to Domain Shareholders or a solicitation of an offer from Domain Shareholders, in any jurisdiction. This Scheme Booklet is not a disclosure document required by Chapter 6D of the Corporations Act. Subsection 708(17) of the Corporations Act provides that Chapter 6D of the Corporations Act does not apply in relation to arrangements under Part 5.1 of the Corporations Act approved at a meeting held as a result of an order under subsection 411(1). Instead, Domain Shareholders (other than Excluded Shareholders) asked to vote on an arrangement at such a meeting must be provided with an explanatory statement as referred to above.

Responsibility for information

Domain has prepared, and is responsible for, this Scheme Booklet (other than the CoStar Group Information, the Independent Expert's Report and any other report or letter issued to Domain by a third party). To the maximum extent permitted by law, the CoStar Group Parties are not responsible, and disclaim any responsibility or liability, for any information appearing in this Scheme Booklet other than the CoStar Group Information.

CoStar has prepared, and is responsible for, the CoStar Group Information. To the maximum extent permitted by law, the Domain Group Parties are not responsible, and disclaim any responsibility or liability, for the CoStar Group Information.

The Independent Expert's Report set out in Attachment A has been prepared by, and is the responsibility of, the Independent Expert, and to the maximum extent permitted by law, the Domain Group Parties and the CoStar Group Parties disclaim any responsibility or liability for the accuracy or completeness of the Independent Expert's Report, except in the case of the Domain Group Parties in relation to the information which it has provided to the Independent Expert.

No consenting party has withdrawn their consent to be named before the date of this Scheme Booklet.

No investment advice

The information in this Scheme Booklet does not, and should not be taken to, constitute financial product or investment advice.

This Scheme Booklet is intended for Domain Shareholders collectively and has been prepared without reference to the investment objectives, financial or taxation situation, or particular needs of any individual Domain Shareholder or any other person. It is important that you consider the information in this Scheme Booklet in light of your particular circumstances. This Scheme Booklet should not be relied on as the sole basis for any investment decision in relation to Domain Shares and any decision as to whether or not to vote in favour of the Scheme.

Independent legal, financial and taxation advice should be sought before making any investment decision in relation to your Domain Shares and any decision as to whether or not to vote in favour of the Scheme. This Scheme Booklet should be read in its entirety before making a decision on whether or not to vote in favour of the Scheme. In particular, it is important that you consider the potential risks if the Scheme does not proceed, as set out in section 7, and the views of the Independent Expert set out in the Independent Expert's Report contained in Attachment A. If you are in doubt as to the course you should follow, you should consult an independent and appropriately licensed and authorised professional adviser immediately.

ASIC and ASX

A copy of this Scheme Booklet was provided to ASIC for examination in accordance with section 411(2)(b) of the Corporations Act and was lodged with ASIC for registration under section 412(6) of the Corporations Act. It was then registered by ASIC under section 412(6) of the Corporations Act before being sent to Domain Shareholders.

ASIC has been requested to provide a statement in accordance with section 411(17)(b) of the Corporations Act that ASIC has no objection to the Scheme. If ASIC provides that statement, then it will be produced to the Court at the time of the Second Court Hearing.

Neither ASIC nor any of its officers take any responsibility for the contents of this Scheme Booklet.

A copy of this Scheme Booklet will be lodged with ASX. Neither ASX nor any of its officers take any responsibility for the contents of this Scheme Booklet.

Important notice associated with Court order under subsection 411(1) of the Corporations Act

The fact that, under subsection 411(1) of the Corporations Act the Court has ordered that the Scheme Meeting be convened and has approved the explanatory statement required to accompany the Notice of Scheme Meeting, does not mean that the Court:

- has formed any view as to the merits of the proposed Scheme or as to how Domain Shareholders should vote (on this matter Domain Shareholders must reach their own decision); or
- has prepared, or is responsible for the content of, this Scheme Booklet.

An order of the Court under section 411(1) of the Corporations Act is not an endorsement by the Court of, or any other expression of opinion by the Court on, the Scheme.

Notice of Scheme Meeting

The Notice of Scheme Meeting is set out in Attachment B. A reference to 'the Scheme Booklet' in the Notice of Scheme Meeting will be taken to include any supplementary scheme booklet in relation to the Scheme.

Notice regarding Second Court Hearing and if a Domain Shareholder wishes to oppose the Scheme

At the Second Court Hearing, the Court will consider whether to approve the Scheme (following the vote at the Scheme Meeting).

Any Domain Shareholder may appear at the Second Court Hearing, currently expected to be held at 9.15am (AEST) on 6 August 2025 at the Supreme Court of New South Wales, Law Courts Building, 184 Phillip Street, Sydney NSW 2000.

Any Domain Shareholder who wishes to oppose approval of the Scheme at the Second Court Hearing may do so by filing with the Court and serving on Domain a notice of appearance in the prescribed form together with any affidavit that the Domain Shareholder proposes to rely on.

Disclaimer regarding forward-looking statements

This Scheme Booklet contains both historical and forward-looking statements. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements.

The forward-looking statements in this Scheme Booklet are not based on historical facts, but rather reflect the current views of Domain or, in relation to the CoStar Group Information, the CoStar Group, held only as at the Last Practicable Date concerning future information and events and generally may be identified by the use of forward-looking words or phrases such as "believe", "aim", "expect", "anticipated", "intending", "foreseeing", "likely", "should", "planned", "may", "estimated", "potential", or other similar words and phrases. Similarly, statements that describe Domain's and the CoStar Group's objectives, plans, goals or expectations are or should be considered to be forward-looking statements.

The statements in this Scheme Booklet about the impact that the Scheme may have on the results of Domain's operations, and the advantages and disadvantages anticipated to result from the Scheme, are also forward-looking statements.

Any forward-looking statements included in the CoStar Group Information have been made on reasonable grounds based on information known at the time. Although CoStar Group and each CoStar Group Member believes that the views reflected in any forward-looking statements included in the CoStar Group Information have been made on a reasonable basis, no assurance can be given that such views will prove to have been correct.

Any other forward-looking statements included in this Scheme Booklet and made by Domain have been made on reasonable grounds based on information known at the time. Although Domain believes that the views reflected in any forward-looking statements in this Scheme Booklet (other than the CoStar Group Information and the information in the Independent Expert's Report contained in Attachment A of this Scheme Booklet) have been made on a reasonable basis, no assurance can be given that such views will prove to have been correct.

These forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause Domain's or CoStar Group's actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed, projected or implied by these forward-looking statements. Deviations as to future results, performance and achievements are both normal and to be expected. Domain Shareholders should note that the historical financial performance of Domain is no assurance of future financial performance of Domain (whether the Scheme is implemented or not). Domain Shareholders should review carefully all the information included in this Scheme Booklet. The forward-looking statements included in this Scheme Booklet are made only as of the Last Practicable Date. None of Domain, nor CoStar, nor any Domain Group Member or CoStar Group Member, nor any of their respective directors, employees or advisers or any person named in this Scheme Booklet or any person involved in the preparation of this Scheme Booklet gives any representation, assurance or guarantee to Domain Shareholders that any forward-looking statements will occur or be achieved. Domain Shareholders are cautioned not to place undue reliance on such forward-looking statements.

Subject to any continuing obligations under law, the ASX Listing Rules or the applicable rules of any securities exchange other than ASX, Domain, Domain Group, CoStar and CoStar Group do not give any undertaking to update or revise any forward-looking statements after the date of this Scheme Booklet to reflect any change in expectations in relation to those statements or any change in events, conditions or circumstances on which any such statement is based.

Privacy and personal information

Domain, Domain Group, CoStar and CoStar Group and their respective agents and representatives may collect personal information to implement the Scheme. The personal information may include the names, contact details and details of holdings of Domain Shareholders, plus contact details of individuals appointed by Domain Shareholders as proxies, corporate representatives or attorneys to vote at the Scheme Meeting. The collection of some of this information is required or authorised by the Corporations Act.

MUFG advises that any personal information it holds about you (including your name, address, date of birth and details of the financial assets) is collected by MUFG group organisations to administer your investment. Personal information is held on the public register in accordance with Chapter 2C of the Corporations Act. Some or all of your personal information may be disclosed to contracted third parties, or related MUFG group companies in Australia and overseas. Your information may also be disclosed to Australian government agencies, law enforcement agencies and regulators, or as required under other Australian law, contract, and court or tribunal order. For further details about MUFG's personal information handling practices, including how you may access and correct your personal information and raise privacy concerns, visit MUFG's website at https://www.mufg-investorservices.com/privacy-policy/ for a copy of the MUFG group condensed privacy statement, or contact MUFG by phone on +61 1800 502 355 (within Australia and outside Australia) Monday to Friday between 8.30am and 5.00pm (AEST) to request a copy of MUFG's complete privacy policy.

The information outlined above may be disclosed to securities brokers and third-party services providers (including print and mail service providers and parties otherwise involved in the conduct of the Scheme Meeting), and to Domain and CoStar and their respective Related Bodies Corporate and advisers to the extent necessary to conduct the Scheme Meeting and implement the Scheme. If the information outlined above is not collected, Domain may be hindered in, or prevented from, conducting the Scheme Meeting or implementing the Scheme effectively or at all. Domain Shareholders (other than Excluded Shareholders) who appoint an individual as their proxy, corporate representative or attorney to vote at the Scheme Meeting should inform that individual of the matters outlined above and confirm they consent to Domain or CoStar discussing matters related to the Scheme with such appointed representatives.

Foreign jurisdictions

The release, publication or distribution of this Scheme Booklet in jurisdictions other than Australia may be restricted by law or regulation in such other jurisdictions and persons outside of Australia who come into possession of this Scheme Booklet should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable laws or regulations.

This Scheme Booklet and the Scheme are subject to Australian disclosure requirements, which may be different from the requirements applicable in other jurisdictions. This Scheme Booklet has been prepared in accordance with Australian law and the information contained in this Scheme Booklet may not be the same as that which would have been disclosed if this Scheme Booklet had been prepared in accordance with the laws and regulations outside Australia.

This Scheme Booklet and the Scheme do not constitute an offer of securities in any place which, or to any person to whom, it would not be lawful to make such an offer.

Effect of rounding

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

Any discrepancies between totals in tables and financial statements, or in calculations, graphs or charts are due to rounding. All financial and operational information set out in this Scheme Booklet is current as at the Last Practicable Date, unless otherwise stated.

Times and dates

Unless otherwise stated, all times and dates referred to in this Scheme Booklet are times and dates in Sydney, Australia. All times and dates in this Scheme Booklet relating to the Scheme are indicative only and are subject to the Court approval process and the satisfaction or, where applicable, waiver of the conditions precedent to the implementation of the Scheme (see section 9.12(a)).

Currency

The financial amounts in this Scheme Booklet are expressed in Australian currency unless otherwise stated. A reference to $, dollars and cents is to Australian currency, unless otherwise stated.

Charts and diagrams

Any diagrams, charts, graphs or tables appearing in this Scheme Booklet are illustrative only and may not be drawn to scale. Unless stated otherwise, all data contained in diagrams, charts, graphs and tables is based on information available as at the date of this Scheme Booklet.

Supplementary information

Domain has established the Domain Shareholder Information Line, which you should call if you have any questions or require further information about this Scheme Booklet or the Scheme. The telephone number is 1300 116 260 (within Australia) or +61 3 9415 4110 (outside Australia) Monday to Friday (excluding public holidays) between 8:30am and 5:00pm (AEST). Domain Shareholders should consult their legal, financial or other professional adviser before making any decision regarding the Scheme.

In certain circumstances, Domain may provide additional disclosure to Domain Shareholders in relation to the Scheme after the date of this Scheme Booklet. To the extent applicable, Domain Shareholders should have regard to any such supplemental information in determining how to vote in relation to the Scheme. Refer to section 9.20 for information about the steps that Domain will take if any such additional disclosure is required.

Date

This Scheme Booklet is dated 30 June 2025.

Contents

LETTER FROM THE CHAIRMAN OF DOMAIN

Dear Domain Shareholder,

On behalf of the Domain Board, I am pleased to provide you with this Scheme Booklet, which contains information in relation to the proposed acquisition of Domain by CoStar Group, Inc. (**CoStar**) through its indirect wholly owned subsidiary, Andromeda Australia SubCo Pty Limited (**Bidder Sub**).

Background

On 9 May 2025, Domain announced it had entered into a Scheme Implementation Deed with CoStar and Bidder Sub, under which it is proposed that Bidder Sub will acquire 100% of the Domain Shares (other than those held by Excluded Shareholders)[1] via a scheme of arrangement at a price of $4.43 per Domain Share.

This followed a previous non-binding indicative proposal received from CoStar on 21 February 2025 offering $4.20 per Domain Share (**Original Proposal**). Ahead of the Original Proposal, on 20 and 21 February 2025, CoStar acquired 16.96% of Domain's ordinary shares. Following receipt of the Original Proposal, the Domain Board engaged constructively with CoStar, agreeing to a revised offer of $4.43 per Domain Share, representing a 5.5% uplift compared to the Original Proposal. Domain entered into an exclusivity and process deed (**Exclusivity Deed**) with CoStar on 31 March 2025 to facilitate CoStar conducting due diligence in connection with the Scheme and, following completion of this due diligence, Domain announced it had entered into the Scheme Implementation Deed with CoStar and Bidder Sub (as noted above).

Prior to entering into the Scheme Implementation Deed, the Domain Board considered a number of alternative options to maximise value and undertook an assessment of standalone value. The various alternatives were evaluated across a number of scenarios and criteria. The Scheme was selected on the basis of it delivering the highest and most certain value to Domain Shareholders.

The purpose of this Scheme Booklet is to provide you with information about the Scheme to assist you in voting on the Scheme at the Scheme Meeting.

1 The Excluded Shareholders are any Domain Shareholder who is a member of the CoStar Group or who holds any Domain Shares on behalf of, or for the benefit of, any member of the CoStar Group as at the Scheme Record Date. As at the Last Practicable Date, Bidder Sub is the only Excluded Shareholder, holding legal and beneficial title in approximately 16.96% of the Domain Shares on issue.

Scheme Consideration

If the Scheme is approved and implemented, Domain Shareholders (other than Excluded Shareholders) will receive $4.43 cash per Domain Share (**Scheme Consideration**).

The Domain Board currently intends to determine a fully franked special dividend of up to 8.8 cents per Domain Share (including in respect of Domain Shares held by Excluded Shareholders) which, subject to the Scheme becoming Effective, is expected to be paid to all Domain Shareholders (including Excluded Shareholders) prior to the implementation of the Scheme (**Special Dividend**). If a Special Dividend is determined and paid, the Scheme Consideration will be reduced by the cash amount of that Special Dividend and certain Domain Shareholders may be able to realise the benefit of up to 3.77 cents of franking credits per Domain Share that will be attached to the Special Dividend. The payment and the amount of a Special Dividend is subject to determination by the Domain Board.

Whether a Domain Shareholder will realise the benefit of any franking credits attached to any Special Dividend will depend on the terms of the Class Ruling and the Domain Shareholder's own specific circumstances. For further information, refer to section 8.

The Scheme Consideration of $4.43 per Domain Share values Domain at an implied enterprise value of approximately $3.0 billion[2] and represents a premium of:

- 42.0% to Domain's undisturbed share price on 20 February 2025 (**Last Undisturbed Trading Date**);[3]
- 50.2% to the 1-month volume weighted average price (**VWAP**) of Domain Shares to the Last Undisturbed Trading Date;[4] and
- 59.7% to the 3-month VWAP of Domain Shares to the Last Undisturbed Trading Date.[5]

Domain Board recommendation and Nine voting intention

The Domain Board unanimously recommends that Domain Shareholders (other than Excluded Shareholders) vote in favour of the Scheme in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Domain Shareholders (other than Excluded Shareholders). Subject to the same qualifications, **the Domain Directors each intend to vote all the Domain Shares held or controlled by, or on behalf of, them in favour of the Scheme.**

Nine Entertainment Co. Holdings Limited (Nine) has confirmed that it intends to vote all of the Domain Shares it holds or controls in favour of the Scheme in the absence of a superior proposal (as determined by Nine) and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Domain Shareholders (other than Excluded Shareholders). Nine is the controlling shareholder of Domain and has a Relevant Interest in approximately 60.05% of Domain Shares on issue as at the Last Practicable Date.

In reaching its recommendation, the Domain Board carefully considered the expected advantages and potential disadvantages of the Scheme together with Domain's financial and legal advisers. The Domain Board unanimously believes the reasons for you to vote in favour of the Scheme outweigh the reasons for you to vote against the Scheme. The Domain Board considers the Scheme to be in the best interests of Domain Shareholders, having regard to the significant premium to pre-announcement trading, the certainty of value delivered by the Scheme Consideration and the support of Domain's major shareholder, Nine.

Key reasons to vote in favour of the Scheme, and reasons why you may choose to vote against the Scheme, are set out in section 1.

When considering the recommendation of the Domain Directors, Domain Shareholders should have regard to the interests of the Domain Directors, which are set out in detail in section 9.[6]

2 Based on total ordinary shares outstanding of 631.7m, net debt of $185.8m as at 31 December 2024, adjusted for $12.6m of dividends paid and non-controlling interest and associates of $12.1m as at 31 December 2024.

3 Undisturbed share price prior to announcement of CoStar's initial non-binding indicative proposal on 21 February 2025, being closing price at 20 February 2025.

4 Based on undisturbed 1-month VWAP of $2.95, calculated for period between 21 January 2025 to 20 February 2025.

5 Based on undisturbed 3-month VWAP of $2.77, calculated for period between 21 November 2024 to 20 February 2025.

6 Mr Falloon, Mr Stanton, Ms Rosen and Mr Tonagh each have a Relevant Interest in Nine Shares, and Mr Stanton holds Nine Performance Rights. If the Scheme is implemented, Nine may distribute a portion of the surplus net cash it receives under the Scheme by way of special dividend (along with any associated franking credits) to Nine shareholders. It is also possible that implementation of the Scheme could impact whether the performance criteria for Nine Performance Rights issued to Mr Stanton will be satisfied. For further detail, please see section 9.6.

Independent Expert

Domain has appointed Grant Samuel as the Independent Expert to assess the merits of the Scheme. The Independent Expert has concluded that the Scheme is fair and reasonable and therefore in the best interests of Domain Shareholders (other than Excluded Shareholders) in the absence of a Superior Proposal.

The Independent Expert has assessed the full underlying value of each Domain Share at between $4.06 to $4.46 per Domain Share on a fully diluted basis. The Scheme Consideration amount of $4.43 per Domain Share is close to the top end of the Independent Expert's value range.

A copy of the Independent Expert's Report is included in Attachment A.

How to vote

The Scheme can only be implemented if approved by the Requisite Majorities of Domain Shareholders (other than Excluded Shareholders) at the Scheme Meeting which is scheduled for 10:00am on 4 August 2025. This requires more than half of Domain Shareholders (other than Excluded Shareholders) present and voting and at least 75% of votes cast at the Scheme Meeting to be in favour of the Scheme.

Your vote is important and the Domain Board encourages you to vote by attending the Scheme Meeting in person at Level 5, 100 Harris Street, Pyrmont NSW 2009 or via the online platform accessible at **https://meetings.openbriefing.com/DHGS25** or alternatively by completing the proxy form accompanying this Scheme Booklet. You may also vote by appointing an attorney or, in the case of a body corporate, a corporate representative to attend the Scheme Meeting to vote on your behalf.

Further information

This Scheme Booklet sets out important information relating to the Scheme, including the reasons for the Domain Board's recommendation and the Independent Expert's Report. It also sets out some of the reasons why you may wish to vote against the Scheme.

Please read this Scheme Booklet carefully and in its entirety as it contains important information that you should consider before you vote. You should also seek independent legal, financial, taxation or other professional advice before making an investment decision in relation to your Domain Shares.

If you have any questions regarding the Scheme or this Scheme Booklet you should contact the Domain Shareholder Information Line on 1300 116 260 (within Australia) or +61 3 9415 4110 (outside Australia) Monday to Friday (excluding public holidays) between 8:30am and 5:00pm (AEST).

If you would like to obtain details, or have any questions, regarding your shareholding in Domain, please call the Domain Share Registry on +61 1300 138 914 (within and outside Australia) Monday to Friday between 8:00am and 8:00pm (AEST).

On behalf of the Domain Board, I thank you for your ongoing support and I look forward to receiving your vote at the Scheme Meeting.

Yours sincerely,

Nick Falloon
Chairman

Key dates

Date	Key event
3:00pm (AEST) on 30 June 2025	**First Court Hearing** At which the Court made orders convening the Scheme Meeting.
5:00pm (AEST) on 30 July 2025	**Scheme Meeting powers of attorney deadline** Last time and date by which powers of attorney for the Scheme Meeting must be received by the Domain Share Registry.
10:00am (AEST) on 2 August 2025	**Scheme Meeting Proxy Form deadline** Last time and date by which the Scheme Meeting Proxy Form (including Scheme Meeting Proxy Forms lodged online) and certificates of appointment of body corporate representatives for the Scheme Meeting must be received by the Domain Share Registry.
7:00pm (AEST) on 2 August 2025	**Scheme Meeting Record Date** Time and date for determining eligibility to vote at the Scheme Meeting.
10:00am (AEST) on 4 August 2025	**Scheme Meeting** The Scheme Meeting will be held as a hybrid meeting. Domain Shareholders (other than Excluded Shareholders) or duly appointed proxies, attorneys or corporate representatives can attend, participate and vote at the Scheme Meeting in person at Level 5, 100 Harris Street, Pyrmont NSW 2009 or through the Online Scheme Meeting Platform. Full details of how to vote at the Scheme Meeting are contained in the Notice of Scheme Meeting set out in Attachment B to this Scheme Booklet.

If the Scheme is approved by Domain Shareholders (other than Excluded Shareholders) at the Scheme Meeting

9:15am (AEST) on 6 August 2025	**Second Court Hearing** To approve the Scheme.
7 August 2025	**Effective Date** The date on which the Court order approving the Scheme is lodged with ASIC and the Scheme becomes Effective and binding on Scheme Shareholders. Domain Shares will be suspended from trading at the close of trading on the ASX on the Effective Date. If the Scheme proceeds, this will be the last day that Domain Shares will trade on the ASX.
7:00pm (AEST) on 12 August 2025	**Special Dividend Record Date** If a Special Dividend is determined, the time and date for determining entitlements to the Special Dividend.
19 August 2025	**Special Dividend Payment Date** If a Special Dividend is determined, the expected date for payment of the Special Dividend.
7:00pm (AEST) on 20 August 2025	**Scheme Record Date** Time and date for determining entitlements to the Scheme Consideration.
27 August 2025	**Scheme Implementation Date** The date on which the Scheme will be implemented and the Scheme Consideration will be provided to Scheme Shareholders.

Please note that all of the above dates and times are indicative only and subject to change. In particular, the date of the Scheme Meeting may be postponed or adjourned. Certain times and dates are conditional on the approval of the Scheme by Domain Shareholders (other than Excluded Shareholders) and by the Court. All dates and times, unless otherwise indicated, refer to the date and time in Sydney, Australia. Any changes to the above timetable will be announced to ASX and notified on Domain's shareholder website at https://shareholders.domain.com.au/.

1 Key considerations relevant to your vote

1.1 Summary of reasons why you might vote for or against the Scheme

(a) Key reasons to vote in favour of the Scheme

✓	The Domain Board unanimously recommends that you vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Domain Shareholders (other than Excluded Shareholders).
✓	The Scheme Consideration of $4.43 per Domain Share represents a significant premium to the undisturbed trading prices of Domain Shares.
✓	The Independent Expert has concluded that the Scheme is fair and reasonable and therefore in the best interests of Domain Shareholders (other than Excluded Shareholders) in the absence of a Superior Proposal.
✓	The Scheme has support from Domain's controlling shareholder, Nine, which has advised Domain that it intends to vote in favour of the Scheme in the absence of a superior proposal (as determined by Nine) and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Domain Shareholders (other than Excluded Shareholders).
✓	The all-cash Scheme Consideration provides Domain Shareholders (other than Excluded Shareholders) with certainty of value and the opportunity to immediately realise their investment for cash.
✓	No Superior Proposal has emerged as at the date of this Scheme Booklet, and the Domain Directors are not aware of any Superior Proposal that is likely to emerge.
✓	There are risks associated with Domain remaining a listed company.
✓	Domain's share price may fall if the Scheme does not proceed in the absence of a comparable proposal or Superior Proposal.
✓	If the Scheme does not proceed, Domain Shareholders will continue to be exposed to risks associated with investment in Domain's business rather than realising certain value for their Domain Shares in a certain timeframe.
✓	You will not incur any brokerage charges or stamp duty on the transfer of your Domain Shares under the Scheme.

For more information about the reasons to vote in favour of the Scheme, please see section 1.3 which Domain Shareholders should read carefully and in its entirety.

(b) Reasons not to vote in favour of the Scheme

✗	You may prefer to participate in the future financial performance of the Domain business as an ASX listed company.
✗	You may believe that there is the potential for a superior proposal to emerge.
✗	You may disagree with the Domain Board's recommendation and the opinion of the Independent Expert and consider that the Scheme is not in your best interests.
✗	You may believe that it is in your best interests to maintain your current investment and risk profile.
✗	The tax consequences of the Scheme may not suit your current financial position.

For more information about the reasons why you may consider voting against the Scheme, please see section 1.4 which Domain Shareholders should read carefully and in its entirety.

1.2 Domain Directors' recommendation

The Domain Board unanimously recommends that Domain Shareholders (other than Excluded Shareholders) vote in favour of the Scheme Resolution at the Scheme Meeting in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Domain Shareholders (other than Excluded Shareholders).

Subject to the same qualifications, each Domain Director states that he or she intends to vote in favour of the Scheme in respect of all Domain Shares controlled or held by them, or on their behalf.

In reaching its conclusion that the Scheme is in the best interests of Domain Shareholders (other than Excluded Shareholders), the Domain Directors have assessed the Scheme having regard to the reasons to vote in favour of, and against, the Scheme, as set out in this Scheme Booklet. The Domain Directors' unanimous recommendation that Domain Shareholders (other than Excluded Shareholders) vote in favour of the Scheme, subject to the qualifications outlined above, is based on the Scheme Consideration. The Domain Directors consider that the Scheme Consideration recognises the value and future growth potential of Domain.

The Relevant Interests of the Domain Directors in Domain Shares as at the date of this Scheme Booklet are set out in section 9.1. Domain Shareholders should have regard to these interests when considering the Domain Directors' recommendation in relation to the Scheme.

The Domain Directors unanimously believe that the benefits of the Scheme significantly outweigh its potential disadvantages, having regard to the significant premium and certainty of value and cash proceeds contrasted against the future risks and uncertainties associated with the Domain business if the Scheme does not proceed. The Domain Directors have undertaken an extensive process to reach this conclusion, with the assistance of financial and legal advisers. This process included an evaluation of Domain's strategic plan (and various alternatives to that plan) as an independent company and the various operational and execution risks inherent in achieving this strategic plan or the various alternatives.

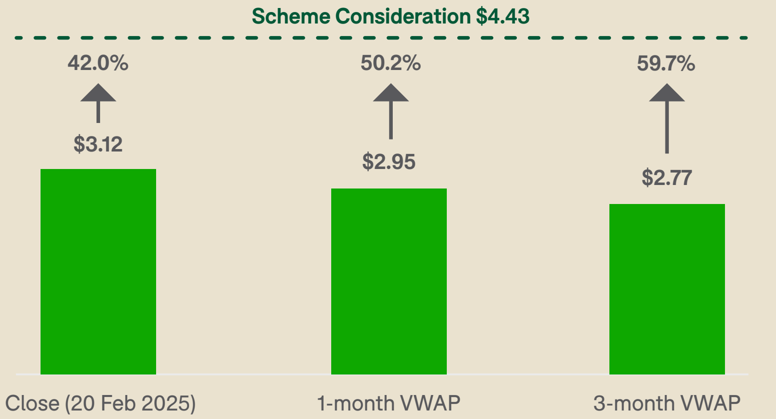
1.3 Reasons for recommendation and advantages of the Scheme

(a) The Scheme Consideration of $4.43 per Domain Share represents a significant premium to the undisturbed trading prices of Domain Shares

The Scheme Consideration of $4.43 per Domain Share values Domain's enterprise value at approximately $3.0 billion[7] and represents a significant premium of:

- 42.0% to Domain's closing share price as at the Last Undisturbed Trading Date;[8]
- 50.2% to the 1-month VWAP to the Last Undisturbed Trading Date;[9] and
- 59.7% to the 3-month VWAP to the Last Undisturbed Trading Date.[10]

Figure 1: Premia of Scheme Consideration over historical trading prices



Source: VWAPs based on IRESS data. IRESS has not consented to the use of this information in this Scheme Booklet.

7 Based on total ordinary shares outstanding of 631.7m, net debt of $185.8m as at 31 December 2024, adjusted for $12.6m of dividends paid and non-controlling interest and associates of $12.1m as at 31 December 2024.

8 Last trading date prior to the announcement on the ASX on 21 February 2025 of the receipt of the Original Proposal.

9 Based on undisturbed 1-month VWAP of $2.95, calculated for period between 21 January 2025 to 20 February 2025.

10 Based on undisturbed 3-month VWAP of $2.77, calculated for period between 21 November 2024 to 20 February 2025.

(b) The Independent Expert has concluded that the Scheme is fair and reasonable and therefore in the best interests of Domain Shareholders (other than Excluded Shareholders) in the absence of a Superior Proposal

Domain appointed the Independent Expert, Grant Samuel, to prepare the Independent Expert's Report, including an opinion as to whether the Scheme is in the best interests of Domain Shareholders (other than the Excluded Shareholders). The Independent Expert has concluded that the Scheme is fair and reasonable and therefore in the best interests of Domain Shareholders (other than Excluded Shareholders) in the absence of a Superior Proposal.

The Independent Expert has estimated the full underlying value of Domain to be in the range of $4.06 and $4.46 per Domain Share. The Scheme Consideration amount of $4.43 per Domain Share is close to the top end of the Independent Expert's value range.

A complete copy of the Independent Expert's Report is included as Attachment A to this Scheme Booklet and the Domain Directors encourage you to read this report in its entirety.

(c) The Scheme has support from Domain's controlling shareholder, Nine

Nine has advised Domain that it intends to vote all of the Domain Shares it holds or controls in favour of the Scheme in the absence of a superior proposal (as determined by Nine) and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Domain Shareholders (other than Excluded Shareholders). Nine is the controlling shareholder of Domain and has a Relevant Interest in approximately 60.05% of Domain Shares on issue as at the Last Practicable Date.

(d) Domain Shareholders (other than Excluded Shareholders) will receive certain value for their investment in Domain

If the Scheme is approved and implemented, Domain Shareholders (other than Excluded Shareholders) will receive the Scheme Consideration of $4.43 cash per Domain Share held on the Scheme Record Date, less the amount of any Special Dividend that may be determined and paid by Domain before the Scheme is implemented.

By contrast, if the Scheme does not proceed, the amount which Domain Shareholders will be able to realise for their investment in Domain Shares will be uncertain. The Scheme removes this uncertainty for Domain Shareholders who receive the Scheme Consideration.

For details of risks relating to remaining a Domain Shareholder if the Scheme does not go ahead, please see sections 7.2 and 7.3.

(e) If a Special Dividend of up to 8.8 cents is determined and paid, those Domain Shareholders who are able to realise the benefit of the franking credits attached to the Special Dividend may be entitled to an Australian tax offset of up to 3.77 cents per Domain Share (refer to section 8 for further details)

The Domain Board currently intends to determine and pay a fully franked Special Dividend of up to 8.8 cents per Domain Share which, subject to the Scheme becoming Effective, is expected to be paid on the Special Dividend Payment Date.

If a Special Dividend of 8.8 cents per Domain Share is determined and paid, certain Domain Shareholders may be able to realise a franking credit benefit of up to 3.77 cents per Domain Share that will be attached to the Special Dividend. Domain Shareholders may be entitled to an Australian tax offset equal to the franking credits attached to the Special Dividend (refer to section 8 for further details).

The extent to which you will be able to realise the benefit of any franking credits attached to any Special Dividend will depend on (amongst other things) whether a Special Dividend is determined and paid, the value of the Special Dividend, any Class Ruling issued by the ATO, and the circumstances of the individual Domain Shareholder. Please refer to section 8 for further information.

(f) No Superior Proposal has been received by the Domain Board as at the date of this Scheme Booklet

Since the announcement of the Scheme Implementation Deed on 9 May 2025, and up to the date of this Scheme Booklet, no alternative proposal has been received by the Domain Board.

The Domain Directors are not aware, as at the date of this Scheme Booklet, of any Superior Proposal that is likely to emerge.

(g) Domain's share price may fall if the Scheme does not proceed in the absence of a comparable proposal or Superior Proposal

If the Scheme is not implemented, then the price of Domain Shares on the ASX may fall in the absence of a comparable proposal or Superior Proposal.

The closing Domain share price on 20 February 2025 was $3.12 per Domain Share, being the last trading day prior to Domain announcing it had received the Original Proposal.

Since then, Domain's share price has increased by 39.7% up to $4.36 per Domain Share on 23 June 2025 (being the Last Practicable Date), reflecting a significant premium to any price Domain Shares have traded at over the preceding two-year period as reflected in the chart below.

Figure 2: Domain share price performance from 20 February 2023 to Last Practicable Date

The Domain Directors are unable to predict the price at which Domain Shares will trade in the future, but consider that in the absence of the implementation of the Scheme or a comparable proposal or Superior Proposal, the price of Domain Shares is likely to fall.

In addition, the future trading price of Domain Shares will continue to be subject to market volatility if the Scheme is not implemented, compared to the certain value of $4.43 cash per Domain Share available under the Scheme.

(h) If the Scheme does not proceed, Domain Shareholders will continue to be exposed to risks associated with Domain's business rather than realising certain value for their Domain Shares in a certain timeframe

If the Scheme does not proceed, the amount which Domain Shareholders will be able to realise in respect of their Domain Shares, in terms of price and future dividends, will be uncertain and subject to a number of risks outlined in sections 7.2 and 7.3.

Among other things, this will be subject to the performance of Domain Group's business from time to time, general economic conditions and the movements in the share market.

The Scheme removes these risks and uncertainties for Domain Shareholders (other than Excluded Shareholders) and allows them to fully exit their investment in Domain at a price that the Domain Directors consider compelling.

(i) You will not incur any brokerage or stamp duty on the transfer of your Domain Shares under the Scheme

You will not incur any brokerage or stamp duty on the transfer of your Domain Shares to Bidder Sub under the Scheme.

If you sell your Domain Shares on the ASX (rather than disposing of them as part of the Scheme), you may incur brokerage charges (and potentially GST on those charges).

1.4 Reasons why you may consider voting against the Scheme

(a) You may prefer to participate in the future financial performance of the Domain business as an ASX listed company

You may wish to maintain your investment in Domain in order to have an investment in a publicly listed company with the specific characteristics of Domain in terms of industry, operational profile, size, capital structure, potential capital growth and potential dividend payments.

Implementation of the Scheme may result in a disadvantage to those who wish to maintain their investment profile in Domain as an ASX listed company. Domain Shareholders who wish to maintain their investment profile may find it difficult to find an investment with a similar profile to that of Domain and they may incur transaction costs undertaking any new investment.

(b) You may believe that there is potential for a superior proposal to emerge. However, no alternative proposal has been received since the announcement of the Scheme

Since the execution of the Scheme Implementation Deed on 9 May 2025 and as at the date of this Scheme Booklet, no alternative proposal has emerged and the Domain Directors are not aware, as at the date of this Scheme Booklet, of any Superior Proposal that is likely to emerge.

The Scheme Implementation Deed prohibits Domain from soliciting a Competing Proposal. However, Domain is permitted to respond to any Competing Proposal should the Domain Directors determine that failing to do so would likely constitute a breach of their fiduciary or statutory duties. Further details of the key terms in the Scheme Implementation Deed are provided in section 9.12 of this Scheme Booklet.

(c) You may disagree with the Domain Board's recommendation and the opinion of the Independent Expert and consider that the Scheme is not in your best interests

Despite the recommendation of the Domain Board that the Scheme is in the best interests of Domain Shareholders (other than Excluded Shareholders) in the absence of a Superior Proposal, and the opinion of the Independent Expert that the Scheme is fair and reasonable and therefore in the best interests of Domain Shareholders (other than Excluded Shareholders) in the absence of a Superior Proposal, you may believe that the Scheme is not in your best interests or that of other Domain Shareholders (other than Excluded Shareholders).

(d) You may believe it is in your best interests to maintain your current investment and risk profile

You may wish to keep your Domain Shares as you may want to preserve your investment in a publicly listed company with the specific characteristics of Domain. In particular, you may consider that, despite the risks relevant to Domain's potential future operations (including those set out in sections 7.2 and 7.3), Domain may be able to return greater value from its assets by remaining independent or seeking alternative commercialisation strategies.

(e) The tax consequences of the Scheme may not suit your current financial position

Implementation of the Scheme may trigger taxation consequences for Domain Shareholders (other than Excluded Shareholders).

A general guide to the taxation implications of the Scheme is set out in section 8. This guide is expressed in general terms only and Domain Shareholders should seek professional taxation advice regarding the tax consequences applicable to their own specific circumstances.

2 Next steps

Carefully read this Scheme Booklet

This is an important document and you should read it carefully and in its entirety before deciding how to vote at the Scheme Meeting.

Seek further information if required

If, after reading this Scheme Booklet, you have any questions about this Scheme Booklet or the Scheme, please call the Domain Shareholder Information Line on 1300 116 260 (within Australia) or +61 3 9415 4110 (outside Australia) Monday to Friday (excluding public holidays) between 8:30am and 5:00pm (AEST).

If you would like to obtain details, or have any questions, regarding your shareholding in Domain, please call the Domain Share Registry on +61 1300 138 914 (within and outside Australia) Monday to Friday between 8:00am and 8:00pm (AEST).

If you have any doubts as to the actions you should take or you have further questions, please contact your legal, financial, taxation or other professional adviser.

Vote on the Scheme

For the Scheme to proceed, it is necessary that a sufficient number of Domain Shareholders (other than Excluded Shareholders) vote in favour of the Scheme Resolution.

If you are registered on the Register at 7:00pm (AEST) on the Scheme Meeting Record Date, being 2 August 2025, and you are not an Excluded Shareholder, you will be entitled to vote on the Scheme Resolution.

Domain Shareholders (other than Excluded Shareholders) may vote:

- **by attending the Scheme Meeting in person**, at Level 5, 100 Harris Street, Pyrmont NSW 2009;
- **by attending the Scheme Meeting via the Online Scheme Meeting Platform**, by participating and voting via the online platform during the Scheme Meeting at https://meetings.openbriefing.com/DHGS25;
- **by proxy**, by completing and submitting the Scheme Meeting Proxy Form in accordance with the instructions on that form or by submitting a proxy online at https://au.investorcentre.mpms.mufg.com. To be effective, your proxy appointment must be received by the Domain Share Registry by 10:00am (AEST) on 2 August 2025;
- **by attorney**, by appointing an attorney to participate in and vote at the Scheme Meeting on your behalf and providing a duly executed power of attorney to the Domain Share Registry by 5:00pm (AEST) on 30 July 2025; or
- **by corporate representative**, in the case of a Domain Shareholder that is a body corporate, by appointing a body corporate representative to participate and vote at the Scheme Meeting on your behalf, and providing a duly executed certificate of appointment (in accordance with section 250D of the Corporations Act) prior to the Scheme Meeting in accordance with the requirements contained in the Notice of Scheme Meeting set out in Attachment B to this Scheme Booklet.

Please refer to the Notice of Scheme Meeting in Attachment B for further details on how to vote.

Why you should vote

As a Domain Shareholder (other than an Excluded Shareholder), you have a say in whether Bidder Sub will acquire all the issued shares in Domain. This is your opportunity to play a role in deciding the future of Domain.

3 Frequently asked questions

This section provides summary answers to some questions you may have relating to the Scheme. It is not intended to address all relevant issues for Domain Shareholders. This section should be read together with the other parts of this Scheme Booklet.

Question	Answer	More information
Overview of the Scheme		
Why have I received this Scheme Booklet?	This Scheme Booklet has been sent to you because you are a Domain Shareholder (other than an Excluded Shareholder) and you are being asked to vote on the Scheme. This Scheme Booklet is intended to help you consider and decide how to vote on the Scheme at the Scheme Meeting. You should carefully read this Scheme Booklet in its entirety before making any decision in relation to the Scheme.	Section 4
What is the Scheme?	The Scheme is a scheme of arrangement between Domain and Scheme Shareholders. A scheme of arrangement is a statutory procedure commonly used in Australia to undertake an acquisition of a publicly listed company. In addition to requiring Court approval, schemes of arrangement require a shareholder vote in favour of a resolution to implement the scheme of arrangement by the Requisite Majorities. The Scheme Shareholders do not include the Excluded Shareholders. Excluded Shareholders are excluded from the Scheme and are not entitled to participate in or vote on the Scheme. As at the Last Practicable Date, Bidder Sub (an entity wholly owned by CoStar) is the only Excluded Shareholder, holding legal and beneficial title in approximately 16.96% of the Domain Shares on issue. If the Scheme is approved and implemented, Bidder Sub will acquire all of the Scheme Shares for the Scheme Consideration. Domain will be delisted from the ASX and will be owned by Bidder Sub.	Section 4
Who are CoStar and Bidder Sub?	CoStar (NASDAQ: CSGP) is a major provider of real estate information, analytics, online marketplaces and 3D digital twin technology headquartered in the United States. CoStar is dedicated to digitising the world's real estate, empowering all people to discover properties, insights, and connections that improve their businesses and lives. Bidder Sub is a wholly owned indirect subsidiary of CoStar and was incorporated for the purpose of acquiring the Domain Shares.	Sections 6.1 and 6.2
What are CoStar's intentions for the Domain business if the Scheme is implemented?	Based on the information currently available to CoStar and subject to section 6.4, if the Scheme is implemented, CoStar currently intends to: • continue the business and operations of Domain largely in the same manner as it is currently operated and to investigate opportunities to grow Domain's business (which may include further investment flowing to Domain from Domain cashflows); • appoint its nominees to the Domain Board from implementation of the Scheme; • other than with respect to its Interim Chief Executive Officer, retain Domain's existing employees to the extent that it is commercially appropriate to do so; and • procure that Domain applies to the ASX to be removed from the official list of the ASX.	Section 6.4

Question	Answer	More information
Recommendations and intentions		
What do the Domain Directors recommend?	The Domain Directors unanimously recommend that you vote in favour of the Scheme Resolution to approve the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Domain Shareholders (other than Excluded Shareholders). The reasons for this recommendation, and other matters that you may wish to take into consideration, are set out in section 1. The Domain Directors encourage you to seek independent legal, financial, taxation or other appropriate professional advice.	Section 1.2
How are the Domain Directors intending to vote?	Each of the Domain Directors intends to vote in favour of the Scheme in respect of all Domain Shares controlled or held by them, or on their behalf, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Domain Shareholders (other than Excluded Shareholders). The Relevant Interests of Domain Directors in Domain Shares as at the date of this Scheme Booklet are set out in section 9.1.	Section 1.2
What is the Independent Expert's opinion of the Scheme?	The Independent Expert has concluded that the Scheme is fair and reasonable and therefore in the best interests of Domain Shareholders (other than Excluded Shareholders) in the absence of a Superior Proposal. The Independent Expert has estimated the full underlying value of Domain to be in the range of $4.06 and $4.46 per Domain Share. The Scheme Consideration amount of $4.43 per Domain Share is close to the top end of the Independent Expert's value range. You should read the Independent Expert's Report, which is contained in Attachment A, carefully and in its entirety.	Attachment A
How does Nine intend to vote on the Scheme?	Nine has confirmed that it intends to vote all of the Domain Shares it holds or controls in favour of the Scheme in the absence of a superior proposal (as determined by Nine) and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Domain Shareholders (other than Excluded Shareholders). Nine is the controlling shareholder of Domain and has a Relevant Interest in approximately 60.05% of Domain Shares on issue as at the Last Practicable Date.	Section 1.3(c)
What choices do I have as a Domain Shareholder?	As a Domain Shareholder (other than an Excluded Shareholder) who is eligible to vote at the Scheme Meeting, you have the following choices in relation to your Domain Shares: • vote in favour of the Scheme at the Scheme Meeting; • vote against the Scheme at the Scheme Meeting; • sell your Domain Shares on the ASX (at any time before the close of trading on ASX on the Effective Date, assuming the Scheme is approved by Domain Shareholders at the Scheme Meeting); or • do nothing.	N/A

Question	Answer	More information
What are the risks associated with an investment in Domain if the Scheme does not become Effective?	If the Scheme is not approved by the Requisite Majorities of Domain Shareholders (other than Excluded Shareholders) or the Court: • Domain will remain an ASX listed company and you will remain a Domain Shareholder; • Domain Shareholders will not receive the Scheme Consideration; • in certain circumstances, Domain may have to pay CoStar a Break Fee of $28.1 million; and • if no comparable proposal or Superior Proposal emerges, Domain's share price may fall or trade at a price significantly below the Scheme Consideration of $4.43 per Domain Share. You will continue to be a Domain Shareholder and participate in the future financial performance of Domain's business and continue to be subject to the specific risks associated with investment in Domain's business and other general risks. Details of these risks are set out in sections 7.3 and 7.4.	Section 7
Overview of the Scheme Consideration and Special Dividend		
What is the Scheme Consideration?	If the Scheme is implemented, Domain Shareholders (other than Excluded Shareholders) will receive $4.43 cash per Domain Share (**Scheme Consideration**). The Domain Board currently intends to determine a fully franked special dividend of up to 8.8 cents per Domain Share which, subject to the Scheme becoming Effective, is expected to be paid prior to the implementation of the Scheme (**Special Dividend**). If a Special Dividend is determined and paid, the Scheme Consideration will be reduced by the cash amount of that Special Dividend (see section 4.3).	Section 4.2
How is CoStar Group funding the Scheme Consideration?	The Scheme Consideration will be funded from CoStar's existing cash reserves. To the extent required, the CoStar Group does have access to existing debt facilities in the United States. For further information on CoStar's funding arrangements in relation to the Scheme, see section 6.5.	Section 6.5
How does the Special Dividend affect the Scheme Consideration?	If any Special Dividend is determined and paid, the amount payable by Bidder Sub as Scheme Consideration under the Scheme of $4.43 will be reduced by an amount equal to the cash amount of any Special Dividend declared and paid by Domain prior to implementation. Accordingly, the Scheme Consideration will be $4.43 cash for each Domain Share held by Scheme Shareholders on the Scheme Record Date, as reduced by the cash amount of any Special Dividend.	Section 4.2
Will the Special Dividend be franked?	The Domain Board currently intends that the Special Dividend, if determined, will be fully franked. Please refer to section 4.3 for further information.	Section 4.3
Who is entitled to participate in the Scheme?	Persons who hold Domain Shares on the Scheme Record Date (other than Excluded Shareholders) will participate in the Scheme and, if the Scheme is approved and implemented, those persons will receive the Scheme Consideration in respect of each Domain Share held by them on the Scheme Record Date.	Section 4.2

Question	Answer	More information
When and how will I receive my Scheme Consideration?	If the Scheme becomes Effective: • Scheme Shareholders will be sent the Scheme Consideration (being $4.43 cash per Domain Share less the amount of any Special Dividend) on the Implementation Date (currently expected to be 27 August 2025); and • if the Domain Directors decide to pay the Special Dividend, Domain Shareholders on the Register on the Special Dividend Record Date will be paid the Special Dividend on the Special Dividend Payment Date (currently expected to be 19 August 2025). Scheme Shareholders who have validly registered their bank account details with the Domain Share Registry before the Scheme Record Date will have their Scheme Consideration paid directly to their bank account. If you have not nominated a bank account, payment will be made by Australian dollar cheque sent by post to your registered address as shown on the Register. You can review and update your bank account details online at https://au.investorcentre.mpms.mufg.com before the Scheme Record Date. Domain Shareholders with a registered address in New Zealand and who have not provided their bank account details, will have their payment withheld pending receipt of valid bank account details or dealt with in accordance with applicable unclaimed money legislation. If you do not have an Australian bank account and are not able to bank the Australian dollar cheque, you may wish to register with OFX to have your payment paid to your currency of choice. Please visit www.ofx.com/en-au/partners/link-market-services/?pid=13929 to get started with your registration. If you choose to use this service, you are entering into an arrangement directly with OFX for the conversion of your payment into the relevant foreign currency subject to certain terms and conditions, to which you would need to agree. It is important to note that you will only receive the Scheme Consideration if you are a Scheme Shareholder. You will be a Scheme Shareholder if you hold Domain Shares at the Scheme Record Date (currently expected to be 7:00pm (Sydney time) on 20 August 2025 or such other time and date as Domain and CoStar agree in writing) and are not an Excluded Shareholder.	Section 4.7
When and how will I receive the Special Dividend?	If a Special Dividend is determined, it will be paid by Domain on the Special Dividend Payment Date. The Special Dividend will only be made by direct deposit into your nominated bank account, as advised to the Domain Share Registry as at the Special Dividend Record Date. You can review and update your bank account details online at https://au.investorcentre.mpms.mufg.com before the Special Dividend Record Date. Domain Shareholders with a registered address in Australia and New Zealand and who have not provided their bank account details, will have their payment withheld pending receipt of valid bank account details or dealt with in accordance with applicable unclaimed money legislation.	Section 4.7
Will Bidder Sub receive the Special Dividend?	If the Domain Directors determine to pay the Special Dividend, Bidder Sub will receive the Special Dividend in respect of each Domain Share it holds on the Special Dividend Record Date.	N/A

Question	Answer	More information
What are the tax implications of the Scheme?	The tax implications of the Scheme will depend on your specific circumstances, including whether you are an Australian resident for tax purposes. You should seek independent professional taxation advice with respect to your particular circumstances. General information about the Australian tax consequences of the Scheme is set out in section 8. You should not rely on this general information as advice for your own affairs. Domain has applied to the ATO requesting a Class Ruling to confirm the key taxation implications of the Scheme and the Special Dividend. The Class Ruling has not been finalised as at the date of this Scheme Booklet. Domain expects that the ATO will provide a draft of the Class Ruling prior to the Scheme Meeting. Domain will make an announcement to the ASX if it receives a draft of the Class Ruling before the Scheme Meeting. When the final Class Ruling is published by the ATO, it will be available on the ATO's website at www.ato.gov.au. This may not be issued in final form until after implementation of the Scheme.	Section 8
Will I have to pay brokerage or stamp duty?	No, you will not have to pay brokerage or stamp duty if your Domain Shares are acquired under the Scheme.	Section 8
Scheme, voting and approvals		
What is required for the Scheme to be implemented?	In order for the Scheme to be implemented: • all conditions precedent under the Scheme Implementation Deed must be satisfied or waived (where applicable), including that the Scheme Resolution must be approved by the Requisite Majorities of Domain Shareholders (other than Excluded Shareholders) at the Scheme Meeting and the Scheme must be approved by the Court; and • Domain, CoStar and/or Bidder Sub (as applicable) must undertake the steps set out in section 4.7 so that all of the Domain Shares (other than those held by Excluded Shareholders) are transferred to Bidder Sub and the Domain Shareholders (other than Excluded Shareholders) receive the Scheme Consideration of $4.43 cash per Domain Share less the amount of any Special Dividend. Details of this Scheme Resolution and the Requisite Majorities required to approve the Scheme Resolution are set out in section 4.6(b).	Sections 4.6 and 4.7
Are there any conditions that must be satisfied or waived in order for the Scheme to be implemented?	Yes. The conditions of the Scheme are summarised in section 9.12(a). As at the date of this Scheme Booklet, the Domain Directors are not aware of any reason why any condition to the Scheme will not be satisfied.	Section 9.12(a)

Question	Answer	More information
Am I entitled to vote at the Scheme Meeting?	If you are registered as a Domain Shareholder (other than an Excluded Shareholder) on the Register at 7:00pm (AEST) on 2 August 2025, then you will be entitled to attend and vote at the Scheme Meeting. Details of the Scheme Meeting and voting are in Attachment B.	Attachment B
Is Bidder Sub entitled to vote at the Scheme Meeting?	No, Bidder Sub is an Excluded Shareholder for the purposes of the Scheme and will not be eligible to vote at the Scheme Meeting.	N/A
How do I vote?	If you are a Domain Shareholder entitled to vote at the Scheme Meeting, you may vote in the following ways: • by attending the Scheme Meeting in person, at Level 5, 100 Harris Street, Pyrmont NSW 2009; • by attending the Scheme Meeting via the Online Scheme Meeting Platform, by participating and voting via the online platform during the Scheme Meeting at https://meetings.openbriefing.com/DHGS25; • by proxy, by completing and submitting the Scheme Meeting Proxy Form in accordance with the instructions on that form or by submitting a proxy online at https://au.investorcentre.mpms.mufg.com. To be effective, your proxy appointment must be received by the Domain Share Registry by 10:00am (AEST) on 2 August 2025; • by attorney, by appointing an attorney to participate in and vote at the Scheme Meeting on your behalf and providing a duly executed power of attorney to the Domain Share Registry by 5:00pm (AEST) on 30 July 2025; or • by corporate representative, in the case of a Domain Shareholder that is a body corporate, by appointing a body corporate representative to participate and vote at the Scheme Meeting on your behalf, and providing a duly executed certificate of appointment (in accordance with section 250D of the Corporations Act) prior to the Scheme Meeting in accordance with the requirements contained in the Notice of Scheme Meeting set out in Attachment B to this Scheme Booklet. Full details of the Scheme Meeting and how to vote are in Attachment B.	Attachment B
When and where will the Scheme Meeting be held?	The Scheme Meeting will be held at Level 5, 100 Harris Street, Pyrmont NSW 2009 at 10:00am (AEST) on 4 August 2025 and via the online platform. Domain Shareholders and their authorised proxies, attorneys and corporate representatives may attend and participate in the Scheme Meeting in person or online via the online platform. Domain Shareholders who participate in the Scheme Meeting via the online platform will be able to watch the Scheme Meeting, cast an online vote and ask questions online in real time. The Scheme Meeting may be postponed or adjourned, including if satisfaction of a Condition Precedent is delayed. Any such postponement or adjournment will be announced by Domain to the ASX.	Attachment B
Is voting compulsory?	Voting is not compulsory. However, the Scheme will only be successful if it is approved by the Requisite Majorities of Domain Shareholders (other than Excluded Shareholders) so voting is important and Domain Directors encourage you to vote. If the Scheme is approved, you will be bound by the Scheme whether or not you voted and whether or not you voted in favour of it.	N/A

Question	Answer	More information
What voting majority is required to approve the Scheme?	For the Scheme to proceed, the Scheme Resolution must be passed by the Requisite Majorities, being: • a majority in number (more than 50%) of Domain Shareholders (other than Excluded Shareholders) present and voting at the Scheme Meeting (whether in person, online, by proxy, by attorney or, in the case of a body corporate, by corporate representative) (noting that the Court may waive this requirement); and • at least 75% of the total number of votes cast on the Scheme Resolution at the Scheme Meeting by Domain Shareholders (other than Excluded Shareholders) present and voting at the Scheme Meeting (whether in person, online, by proxy, by attorney or, in the case of a body corporate, by corporate representative).	Section 4.6(b)
What happens if I do not vote or if I vote against the Scheme, and the Scheme is implemented?	If you do not vote, or vote against the Scheme, and the Scheme is implemented, your Domain Shares will be transferred to Bidder Sub under the Scheme and you will receive the Scheme Consideration.	Section 4
When will the results of the Scheme Meeting be available?	The results of the Scheme Meeting will be available shortly after the conclusion of the Scheme Meeting and will be announced to ASX once available.	N/A
What do I do if I oppose the Scheme?	If you, as a Domain Shareholder, oppose the Scheme, you should: • if you are a Domain Shareholder (other than an Excluded Shareholder) attend the Scheme Meeting either in person, online or by proxy and vote against the Scheme Resolution; and/or • if Domain Shareholders (other than Excluded Shareholders) pass the Scheme Resolution at the Scheme Meeting and you wish to appear and be heard at the Second Court Hearing and oppose the approval of the Scheme at the Second Court Hearing, you must lodge a notice of intention to appear at the Second Court Hearing, attend the Second Court Hearing and indicate opposition to the Scheme. Please see the "Important notices" section of this Scheme Booklet for further details under the heading "Notice regarding Second Court Hearing and if a Domain Shareholder wishes to oppose the Scheme" on page 3.	Important notices
Other questions		
What happens if a Competing Proposal is received?	Under the Scheme Implementation Deed, Domain is bound by certain exclusivity obligations, including in relation to a Competing Proposal. Subject to Domain's exclusivity obligations under the Scheme Implementation Deed, the Domain Directors will carefully consider a Competing Proposal and advise you of their recommendation.	Section 9.12(b)

Question	Answer	More information
Is there a break fee?	Domain must pay CoStar a Break Fee of $28.1 million in certain circumstances. The Break Fee will not be payable as a result of the Scheme not receiving approval by the Requisite Majorities of Domain Shareholders (other than Excluded Shareholders) at the Scheme Meeting. There is also a Reverse Break Fee of $28.1 million which CoStar must pay Domain in certain circumstances.	Section 9.12(c)
Can I sell my Domain Shares now?	You can sell your Domain Shares on-market at any time before the close of trading on ASX on the Effective Date. However, if you do so you will receive the prevailing on-market price set at the time of sale which may not be the same price as the Scheme Consideration, and you may also be required to pay brokerage. Domain intends to apply to ASX for Domain Shares to be suspended from official quotation on ASX from close of trading on the Effective Date. You will not be able to sell your Domain Shares on-market after that time.	N/A
What if I want further information?	If you have any questions about the Scheme or this Scheme Booklet, please contact the Domain Shareholder Information Line on 1300 116 260 (within Australia) or +61 3 9415 4110 (outside Australia) Monday to Friday (excluding public holidays) between 8:30am and 5:00pm (AEST). If you would like to obtain details, or have any questions, regarding your shareholding in Domain, please call the Domain Share Registry on +61 1300 138 914 (within and outside Australia) Monday to Friday between 8:00am and 8:00pm (AEST). For information about your individual financial or taxation circumstances please consult your financial, legal, taxation or other professional adviser.	Section 4.13

4 Overview of the Scheme

4.1 Scheme

On 9 May 2025, Domain announced that it had entered into the Scheme Implementation Deed with CoStar and Bidder Sub, under which it is proposed that Bidder Sub will acquire all the Domain Shares on issue by way of the Scheme.

A summary of the key terms of the Scheme Implementation Deed is set out in section 9.12. A full copy of the Scheme Implementation Deed was released to the ASX and can be obtained from the ASX website (www.asx.com.au).

If the Scheme is approved by Domain Shareholders (other than Excluded Shareholders) at the Scheme Meeting and by the Court, and if all other necessary approvals and conditions for the Scheme are satisfied or waived (as applicable), Domain will become a wholly owned indirect subsidiary of CoStar and will be delisted from ASX.

4.2 Overview of the Scheme Consideration

If the Scheme is approved and implemented, Domain Shareholders (other than Excluded Shareholders) will receive $4.43 cash per Domain Share (**Scheme Consideration**). The Domain Board currently intends to determine a fully franked special dividend of up to 8.8 cents per Domain Share which, subject to the Scheme becoming Effective, is expected to be paid prior to the implementation of the Scheme (**Special Dividend**). If a Special Dividend is determined and paid, the Scheme Consideration will be reduced by the cash amount of that Special Dividend (see section 4.3).

4.3 Special Dividend

(a) Introduction

The Domain Board currently intends to determine and pay a fully franked Special Dividend of up to 8.8 cents per Domain Share which, subject to the Scheme becoming Effective, is expected to be paid on the Special Dividend Payment Date. A determination of whether or not to pay a Special Dividend will be made by the Domain Directors having regard to all relevant considerations.

If a Special Dividend is paid, to receive the amount of $4.43 cash per Domain Share, Domain Shareholders will need to hold their Domain Shares on the record dates for the Scheme and the Special Dividend. Domain Shareholders who hold their Domain Shares only on the Scheme Record Date but not the Special Dividend Record Date will only receive the Scheme Consideration (being the $4.43 cash per Domain Share less the amount of any Special Dividend).

The Scheme Consideration Domain Shareholders receive will, if the Scheme is implemented and they hold Domain Shares on both the Scheme Record Date and the Special Dividend Record Date, be an amount of $4.43 cash per Domain Share regardless of whether a Special Dividend is paid. This is because the Scheme Consideration payable by Bidder Sub will, if the Scheme is implemented, be $4.43 less the amount of any Special Dividend paid by Domain before the Implementation Date.

If the Special Dividend is determined and paid, certain Domain Shareholders may be able to realise the benefits of up to 3.77 cents of franking credits per Domain Share that will be attached to the Special Dividend. Domain Shareholders may be entitled to an Australian tax offset equal to the franking credits attached to the Special Dividend (refer to section 8 for further details). Whether a Domain Shareholder will be able to realise the benefit of any franking credits attached to any Special Dividend will depend in part on their own specific circumstances. The extent to which Domain Shareholders will be able to realise the benefit of any franking credits attached to any Special Dividend will depend on (amongst other things) whether a Special Dividend is determined and paid, the value of the Special Dividend, any Class Ruling issued by the ATO, and their personal circumstances. Domain Shareholders should seek independent professional taxation advice in respect of this matter and refer to section 8 of this Scheme Booklet.

Domain intends to fund payment of the Special Dividend with existing cash reserves and/or by drawing down on existing banking facilities.

(b) Corporations Act requirements

Under section 254T of the Corporations Act, dividends may only be paid by a company if:

- the company's assets exceed its liabilities immediately before the dividend is determined and the excess is sufficient for the payment of the dividend;
- the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and
- the payment of the dividend does not materially prejudice the company's ability to pay its creditors.

In addition, section 260A of the Corporations Act enables a company to financially assist a person to acquire shares in the company or a holding company only if certain conditions are satisfied. Financial assistance of this kind would be permitted if the giving of assistance does not materially prejudice:

- the interests of the company;
- the interests of its shareholders; or
- the company's ability to pay its creditors.

The Corporations Act specifically contemplates that financial assistance (of the kind that is regulated under section 260A of the Corporations Act) may take the form of paying a dividend which may be given before the acquisition of shares. Domain only intends to pay a Special Dividend if it can do so in compliance with section 260A.

The Domain Directors will determine (in their absolute discretion) whether to pay any Special Dividend after assessing the financial position of the Domain Group and the expected impact on creditors. However, based on the information currently available, the Domain Directors expect to be able to determine that paying a Special Dividend of up to 8.8 cents per Domain Share is in the best interests of Domain and does not materially prejudice the interests of Domain or Domain Shareholders and does not materially prejudice Domain's ability to pay its creditors.

(c) Announcement of Special Dividend determination

It is currently intended that a determination of the Domain Directors regarding the payment of any Special Dividend will be communicated to Domain Shareholders by way of an ASX announcement on or before the date of the Scheme Meeting.

4.4 Conditions precedent

Implementation of the Scheme is subject to satisfaction or waiver (if capable of waiver) of the conditions precedent to the Scheme, which are summarised in section 9.12(a) of this Scheme Booklet and set out in full in clause 3.1 of the Scheme Implementation Deed. These include among others, approval by the Court, Domain Shareholders (other than Excluded Shareholders) and FIRB.

The Scheme is not subject to any financing or due diligence conditions.

As at the date of this Scheme Booklet, the Domain Directors are not aware of any circumstances which would cause any of the conditions precedent not to be satisfied.

4.5 Implications if the Scheme does not become Effective

If the Scheme does not become Effective it will not be implemented and:

- unless Domain Shareholders choose to sell their Domain Shares, for example on ASX, Domain Shareholders will continue to hold Domain Shares and will be exposed to the general risks as well as risks specific to Domain, including those set out in section 7, as well as potential future benefits in retaining exposure to Domain's business and assets;
- Domain Shareholders will not receive the Scheme Consideration;
- a Break Fee of $28.1 million may be payable by Domain to CoStar in certain circumstances. Those circumstances do not include the Scheme not being approved by the Requisite Majorities of Domain Shareholders (other than Excluded Shareholders) at the Scheme Meeting. Further information on the Break Fee is set out in section 9.12(c);
- a Reverse Break Fee of $28.1 million may be payable by CoStar to Domain in certain circumstances. Further information on the Reverse Break Fee is set out in section 9.12(c);
- Domain will continue as an ASX listed entity and the Domain Directors intend that Domain will continue its current strategic plans and operate on a stand-alone basis; and
- the price of Domain Shares will continue to be subject to market volatility and in the absence of a competing or Superior Proposal, is likely to fall.

4.6 Steps for implementing the Scheme

(a) Preliminary steps

- Domain, CoStar and Bidder Sub entered into the Scheme Implementation Deed on 9 May 2025 under which, among other things, Domain agreed to propose the Scheme.
- CoStar and Bidder Sub have executed the Deed Poll, under which:
  - Bidder Sub has undertaken in favour of each Scheme Shareholder to provide the Scheme Consideration to which each Scheme Shareholder is entitled under the Scheme, and to perform Bidder Sub's obligations under the Scheme; and
  - CoStar has undertaken in favour of each Scheme Shareholder to perform CoStar's obligations under the Scheme and that, if Bidder Sub will not or does not fulfil its obligations to provide the Scheme Consideration to each Scheme Shareholder under the Scheme, then CoStar will perform such obligations in place of Bidder Sub,

  subject to the Scheme becoming Effective.

A copy of the Scheme Implementation Deed can be obtained from the ASX website (www.asx.com.au).

A copy of the Scheme is set out in Attachment C to this Scheme Booklet.

A copy of the Deed Poll is set out in Attachment D to this Scheme Booklet.

(b) Scheme Meeting

The Court has ordered that the Scheme Meeting be held at 10:00am (AEST) on 4 August 2025 at Level 5, 100 Harris Street, Pyrmont NSW 2009 for the purposes of considering the Scheme Resolution. The Notice of Scheme Meeting for Domain Shareholders (other than Excluded Shareholders) which sets out the Scheme Resolution is included in Attachment B to this Scheme Booklet.

Each Domain Shareholder (other than an Excluded Shareholder) who is registered on the Register at 7:00pm (AEST) on the Scheme Meeting Record Date, being 2 August 2025, is entitled to attend and vote at the Scheme Meeting, either in person, online or by proxy or attorney or in the case of a body corporate, by its corporate representative appointed in accordance with section 250D of the Corporations Act.

Instructions on how to attend and vote at the Scheme Meeting in person or online, or to appoint a proxy or attorney or, in the case of a body corporate, a corporate representative) to attend and vote on your behalf, are set out in Attachment B.

The Scheme Resolution must be approved by the Requisite Majorities, being:

- a majority in number (more than 50%) of Domain Shareholders (other than Excluded Shareholders) present and voting at the Scheme Meeting (whether in person, online, by proxy, by attorney or, in the case of a body corporate, by corporate representative) (the **Headcount Test**); and
- at least 75% of the total number of votes cast on the Scheme Resolution at the Scheme Meeting by Domain Shareholders (other than Excluded Shareholders) present and voting at the Scheme Meeting (whether in person, online, by proxy, by attorney or, in the case of a body corporate, by corporate representative).

It should be noted that the Court has the power to waive the Headcount Test.

(c) Second Court Hearing

If:

- the Scheme Resolution is approved by the Requisite Majorities of Domain Shareholders (other than Excluded Shareholders) at the Scheme Meeting; and
- all conditions precedent of the Scheme have been satisfied or remain capable of being satisfied, or waived (if applicable) (see section 9.12(a)),

Domain will apply to the Court for orders approving the Scheme.

Each Domain Shareholder has the right to appear at the Second Court Hearing.

(d) Effective Date

If the Court makes orders approving the Scheme, Domain will lodge with ASIC an office copy of the Court orders given under section 411(4)(b) of the Corporations Act approving the Scheme. It is anticipated that this will occur on the Business Day immediately following the Court Approval Date.

Once the Scheme becomes Effective:

- if a Special Dividend has been determined, Domain will be required to pay the Special Dividend on the Special Dividend Payment Date as described in section 4.7(a) below;
- Bidder Sub and CoStar will become bound to pay or procure the payment of the Aggregate Scheme Consideration to the Scheme Shareholders as described in section 4.7(b) below;
- subject to payment of the Scheme Consideration by Bidder Sub, Domain will become bound to take the steps required for Bidder Sub to become the holder of all Scheme Shares; and
- Domain intends to apply to the ASX for Domain Shares to be suspended from trading on the ASX with effect from close of trading on the Effective Date.

4.7 Implementation of the Scheme – Provision of Scheme Consideration

If the Scheme becomes Effective, the Scheme will be implemented by Domain, CoStar and Bidder Sub (as applicable) undertaking the following steps:

(a) Payment of Special Dividend (if determined)

If a Special Dividend is determined, Domain Shareholders who hold Domain Shares on the Special Dividend Record Date will be paid the Special Dividend on the Special Dividend Payment Date. The Special Dividend will only be made by direct deposit into your nominated bank account, as advised to the Domain Share Registry as at the Special Dividend Record Date. You can review and update your bank account details online at https://au.investorcentre.mpms.mufg.com before the Special Dividend Record Date.

Domain Shareholders with a registered address in Australia and New Zealand and who have not provided their bank account details, will have their payment withheld pending receipt of valid bank account details or dealt with in accordance with applicable unclaimed money legislation.

(b) Payment of Scheme Consideration

By no later than 5.00pm on the day that is two Business Days before the Implementation Date, Bidder Sub will deposit (or will procure the deposit of) in cleared funds of an amount equal to the Aggregate Scheme Consideration payable to all Scheme Shareholders in an Australian dollar denominated trust account operated by or on behalf of Domain as trustee of the Scheme Shareholders. Any interest on the amounts deposited (less bank fees and other charges) will be credited to Bidder Sub's account.

On the Implementation Date:

- the Scheme Shareholders will be sent the Scheme Consideration for each Scheme Share held at the Scheme Record Date; and
- all Scheme Shares will be transferred to Bidder Sub.

Scheme Shareholders who have validly registered their bank account details with the Domain Share Registry before the Scheme Record Date will have their Scheme Consideration paid directly to their bank account. If you have not nominated a bank account, payment will be made by Australian dollar cheque sent by post to your registered address as shown on the Register. You can review and update your bank account details online at https://au.investorcentre.mpms.mufg.com before the Scheme Record Date.

Domain Shareholders with a registered address in New Zealand and who have not provided their bank account details will have their payment withheld pending receipt of valid bank account details or dealt with in accordance with applicable unclaimed money legislation.

If you do not have an Australian bank account and are not able to bank the Australian dollar cheque, you may wish to register with OFX to have your payment paid to your currency of choice. Please visit www.ofx.com/en-au/partners/link-market-services/?pid=13929 to get started with your registration. If you choose to use this service, you are entering into an arrangement directly with OFX for the conversion of your payment into the relevant foreign currency subject to certain terms and conditions, to which you would need to agree.

It is important to note that you will only receive the Scheme Consideration if you are a Scheme Shareholder. You will be a Scheme Shareholder if you hold Domain Shares at the Scheme Record Date (currently expected to be 7:00pm (Sydney time) on 20 August 2025, or such other time and date as Domain and CoStar agree in writing) and are not an Excluded Shareholder.

4.8 Determination of persons entitled to Scheme Consideration

(a) Dealings on or prior to the Scheme Record Date

To establish the identity of the Scheme Shareholders, dealings in Domain Shares will only be recognised by Domain if:

- in the case of dealings of the type to be effected using CHESS, the transferee is registered on the Register as a holder of the relevant Domain Shares on or before the Scheme Record Date; and
- in all other cases, registrable transfers or transmission applications in respect of those dealings, or valid requests in respect of other alterations, are received on or before 7.00pm on the Scheme Record Date by the Domain Share Registry,

and Domain will not accept for registration nor recognise for any purpose (except a transfer to Bidder Sub pursuant to the Scheme and any subsequent transfer by Bidder Sub or its successors in title), any transfer or transmission application or other request received after such times or received prior to these times and not in registrable or actionable form (as appropriate).

(b) Dealings after the Scheme Record Date

For the purposes of determining entitlements to Scheme Consideration, Domain will maintain the Register in accordance with the terms of the Scheme until the Scheme Consideration has been paid to the Scheme Shareholders and the name and address of Bidder Sub has been entered in the Register as the holder of all the Scheme Shares. The Register in this form will solely determine entitlements to the Scheme Consideration.

As from the Scheme Record Date:

- all statements of holding for Scheme Shares (other than statements of holding in favour of Bidder Sub or any Excluded Shareholder) will cease to have effect as documents of title in respect of those Scheme Shares; and
- each entry on the Register (other than the entries on the Register in respect of Bidder Sub and subsequent transferees or any Excluded Shareholder) will cease to have effect except as evidence of entitlement to the Scheme Consideration in respect of the Domain Shares relating to that entry.

4.9 Determination of persons entitled to the Special Dividend (if determined)

Subject to the Scheme becoming Effective, if the Domain Directors determine and pay a Special Dividend, the Domain Shareholders who are recorded on the Register on the Special Dividend Record Date (expected to be on or around 12 August 2025) will be entitled to receive the Special Dividend in respect of the Domain Shares they hold as at that Special Dividend Record Date and will be paid the Special Dividend on the Special Dividend Payment Date (expected to be on or around 19 August 2025).

4.10 Warranties by Scheme Shareholders

Under the terms of the Scheme, each Scheme Shareholder is taken to have warranted to Domain and Bidder Sub, and appointed and authorised Domain as its attorney and agent to warrant to Bidder Sub, on the Implementation Date, that:

- all of their Domain Shares (including any rights and entitlements attaching to those Domain Shares) will, at the date of transfer of them to Bidder Sub pursuant to the Scheme, be fully paid and free from all mortgages, charges, security interests (including any 'security interests' within the meaning of section 12 of the *Personal Property Securities Act 2009* (Cth)), liens, encumbrances, and interests of third parties of any kind, whether legal or otherwise, and restrictions on transfer of any kind;
- they have full power and capacity to sell and to transfer their Scheme Shares (together with all rights and entitlements attaching to those Scheme Shares) to Bidder Sub pursuant to the Scheme; and
- they have no existing right to be issued any Domain Shares or any other Domain equity securities, options or rights exercisable into Domain Shares, Domain convertible notes or any other Domain securities.

4.11 Delisting

If the Scheme becomes Effective, Domain intends to apply for termination of the official quotation of Domain Shares on the ASX, and to be removed from the official list of the ASX with effect on and from the close of trading on the trading day following the Implementation Date (unless otherwise directed by CoStar).

4.12 End Date

If the Scheme has not become Effective on or before the End Date, either Domain or CoStar may be able to terminate the Scheme Implementation Deed. If the Scheme Implementation Deed is terminated, the Scheme will not proceed.

4.13 Further questions

If you have any questions regarding the Scheme or this Scheme Booklet, you should call the Domain Shareholder Information Line on 1300 116 260 (within Australia) or +61 3 9415 4110 (outside Australia) Monday to Friday (excluding public holidays) between 8:30am and 5:00pm (AEST).

If you would like to obtain details, or have any questions, regarding your shareholding in Domain, please call the Domain Share Registry on +61 1300 138 914 (within and outside Australia) Monday to Friday between 8:00am and 8:00pm (AEST).

5 Information on Domain

Initially launched as a home and lifestyle section of Fairfax Media Newspapers in 1996, Domain Group is a leading Australian property marketplace, reaching an average monthly audience of 7.1 million[11] in the 12 months to April 2025, with the purpose to inspire confidence in life's property decisions.

Domain is a deeply embedded part of the Australian property ecosystem, delivering products and services to consumers, agents and parties interested in property across every step of their property journeys. Domain also offers exclusive 'Only on Domain' solutions, powered by Domain's unique data, technology, marketing and product expertise.

Domain has been listed on the ASX (ASX:DHG) since 2017, when it separated from Fairfax Media.

Domain is headquartered in Sydney and employs over 1,100 staff in offices across Australia, New Zealand and the Philippines.

5.1 Overview of Domain

(a) Overview of business offerings

Domain's business operates across two main segments: **Core Digital** (including Residential, Media, Developers & Commercial, Agent Solutions and Domain Insight) and **Print** (through the distribution of Domain, Domain Prestige and Allhomes magazines).

These segments and respective offerings are summarised below:

Business offerings	Description	Brands
Core Digital		
Residential	Domain's Core Residential business comprises the Domain and Allhomes portals that offer online residential listings of 'for sale' and rental properties across web, mobile and social media platforms. Domain is used by millions of Australians to browse, search, buy, rent and sell property. Allhomes is one of the most well-known and trusted property website brands in the Australian Capital Territory and Southern New South Wales.	Domain allhomes
Media, Developers & Commercial	• **Media**: offers digital display advertising and marketing opportunities that enable brands and corporations to connect with Domain's quality consumer audiences. • **Developers**: provides listings and advertising related to residential property developments. • **Commercial**: delivers digital subscription, listings and display advertising for a range of sectors including office, retail, industrial and businesses for sale.	DomainMedia Developers Commercial Real Estate
Agent Solutions	Agent Solutions includes a suite of digital workflow tools that help agents build profitable and sustainable businesses, including: • **Pricefinder**: produces property data, insights and reporting tools. • **Real Time Agent**: delivers digital agency agreements, auction tools and contracts, helping remove paperwork for agents to increase efficiency. • **LeadScope**: provides valuable actionable insights to agents through its AI-driven predictive technology, identifying properties that are most likely to come to market. • **Realbase**: offers leading campaign management platforms **Realhub** and **CampaignTrack**, social media marketing solution **AIM** and digital proposal tool **Engage**. • **Homepass**: an open-for-inspection tool.	pricefinder RealTime AGENT LeadScope REALBASE realhub campaigntrack AIM engage homepass

11 Ipsos iris Online Audience Measurement Service May 2024 to April 2025, Age 14+, PC/laptop/smartphone/tablet, Text only, Domain Group (Domain Brand Group, Allhomes, CRE) including Nine property pages, Audience (000s).

Business offerings	Description	Brands
Domain Insight	Domain Insight delivers high quality property data, property valuation services, insights and data platforms to consumers, agents, governments, financial institutions and other corporations. Solutions include: • **Pricefinder:** a property research platform which provides extensive insights and reporting tools. • **Automated Valuation Model (AVM):** a valuation solution which delivers real-time property valuation for approximately 13 million residential properties in Australia. • **Insight Data Solutions (IDS):** a property data business acquired by Domain in 2021, which services the government sector with statutory valuations, insights and analytics through its VM Online platform.	Domain Insight pricefinder ids
Print		
Print publications	Domain's print publications connect agents and vendors with a high quality, high intent and exclusive audience that has limited overlap with digital platforms. Print revenue comprises lifestyle content and property listing advertising in the Domain, Domain Prestige and Allhomes magazines. Domain and Domain Prestige are distributed through Nine's leading publications, The Sydney Morning Herald, The Age and The Australian Financial Review, whilst Allhomes is available through The Canberra Times. The Victorian edition of Domain Prestige is also distributed directly to letterboxes in select suburbs of Victoria.	

(b) Overview of operations

Domain's key revenue streams are derived from the following business offerings: Residential, making up the majority of Domain's business (68% of revenues in FY24); Media, Developers & Commercial (13% of revenues in FY24); Agent Solutions (10% of revenues in FY24); Domain Insight (5% of revenues in FY24); and Print (4% of revenues in FY24).

Domain typically generates revenue from listings placed by agents or subscriptions from its products and solutions and media advertisement, as showcased in Figure 4. Domain delivered a double-digit revenue CAGR between FY21 and FY24 and sustained >30% EBITDA margins.

An overview of Domain's historical revenue, revenue split and EBITDA (excluding discontinued operations and significant items) is provided below.

Figure 3: Revenue (FY21 to FY24)

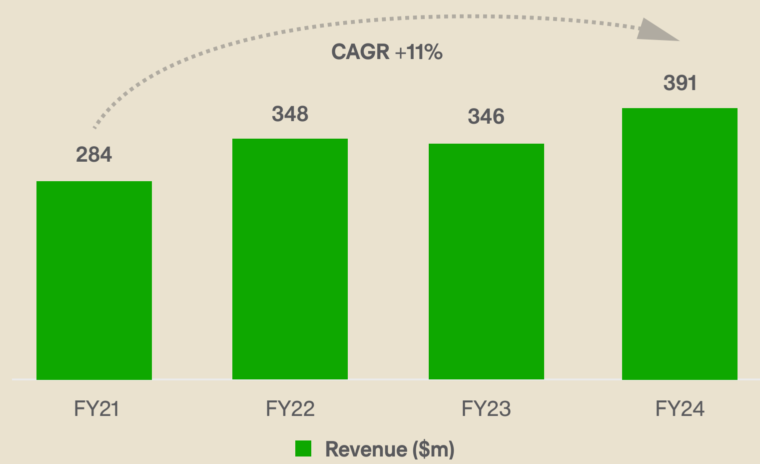


Figure 4: Revenue split by business offerings (FY24)

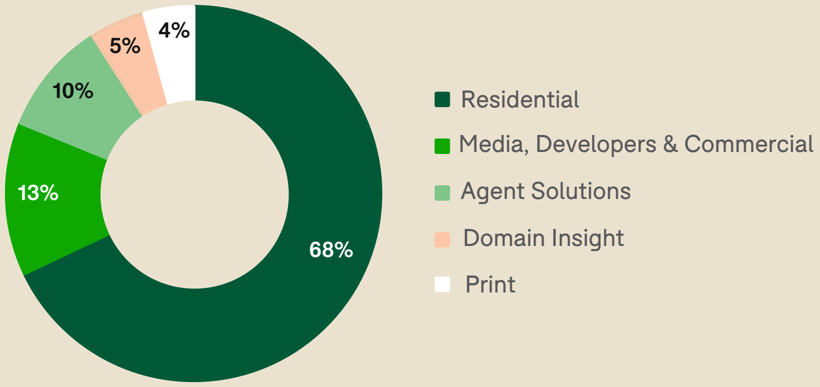
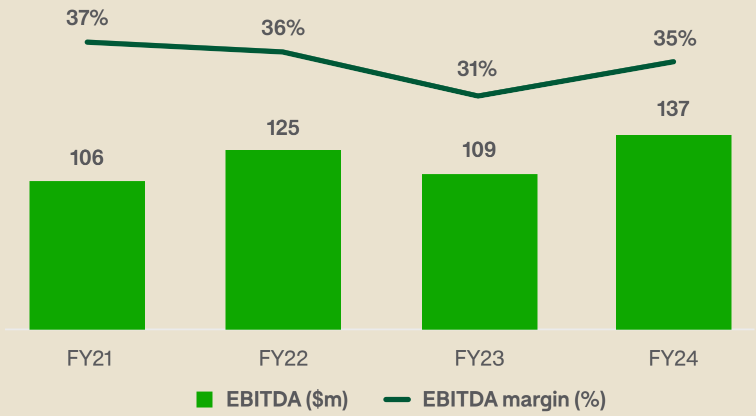


Figure 5: EBITDA and EBITDA margin (FY21 to FY24)



5.2 Overview of Domain's strategy evolution

The evolution of Domain's strategy has transformed Domain from a classifieds business to a successful digital property marketplace. In FY19 – FY20, Domain was focussed on 'Simplifying and Optimising' the business. In FY21– FY22, Domain defined and launched its Marketplace Strategy (see more in section 5.3). Since FY23, Domain has been executing and scaling the Marketplace.

Through this process, Domain has replaced a large portion of structurally challenged / low margin businesses (e.g. Print) with higher quality and higher margin revenues.

Figure 6: Domain's growth strategy

Domain has been investing in foundational initiatives designed to support the growth of the business across three key pillars:

Platforms	Personalisation	Privacy / Cybersecurity
• Simplify and standardise products to support the business to scale • Digitise and automate to improve the user experience • Adopt flexible technology solutions to assist commercialisation at speed	• Deploy technology to enable personalisation at scale • Enhance the user experience by providing the right action to the right customer, through the right channel, at the right time	• Ensure compliance with future privacy legislation • Maintain consumer and customer trust in relation to data • Enable commercial opportunities

Domain's Core Residential business growth is supported by attracting and retaining a large audience of consumers engaging with property listings. Domain Group delivered an average monthly audience of 7.1 million in the 12 months to April 2025.

5.3 Overview of Domain's Marketplace strategy

Domain's Marketplace strategy seeks to create a powerful property ecosystem to more effectively serve consumers, agents and enterprise customers. Domain is focussed on strengthening its Core Residential business with additional solutions and rich data that deliver unique and differentiated 'Only on Domain' experiences. Property and consumer data is an enabler of rich and actionable insights, which help build more products and services, and diversifies revenue streams. This approach supports a powerful 'flywheel' to further strengthen its Core Residential business, deliver future scale and futureproof the business.

Domain has strengthened a number of key strategic building blocks of its Marketplace, delivering an uplift in the size and engagement of its quality audiences, expanding the quality and breadth of its property data, and committing to foundational investment in the technology platforms and cybersecurity capability that will underpin opportunities to scale.

Figure 7: Domain's flywheel of Marketplace growth

5.4 Domain Board and senior management

(a) Domain Directors

At the date of this Scheme Booklet, the Domain Board is comprised of the following directors:

Name	Current position
Nicholas Falloon	Non-Executive Director and Chairman
Diana Eilert	Independent Non-Executive Director
Gregory Ellis	Interim Chief Executive Officer and Managing Director
Geoffrey Kleemann	Independent Non-Executive Director
Matthew Stanton	Non-Executive Director
Miyuki Rosen	Non-Executive Director
Peter Tonagh	Non-Executive Director

(b) Domain Group senior management

As at the date of this Scheme Booklet, Domain Group's senior management team is comprised of the following members:

Name	Current position
Gregory Ellis	Interim Chief Executive Officer and Managing Director
Peter Williams	Chief Financial Officer
Nathan Brumby	Chief Product & Technology Officer
John Foong	Chief Commercial Officer and Managing Director – Agent
Alison Hancock	Chief People Officer
Catriona McGregor	Chief Legal & Transformation Officer and Company Secretary
Pooyan Asgari	Chief Data Officer
Yunyeong Kim	Managing Director, Domain Insight
Sev Thomassian	Chief Strategy & Corporate Development Officer
Heather McGovern	Acting Chief Marketing Officer

5.5 Domain Directors' intentions

Under the Scheme Implementation Deed, if the Scheme is implemented, the existing Domain Board will be reconstituted in accordance with instructions from CoStar on the Implementation Date. Accordingly, it is not possible for the Domain Directors to provide a statement of their intentions regarding:

- the continuation of the business of Domain or how Domain's existing business will be conducted;
- any major changes to be made to the business of Domain, including any redeployment of the fixed assets of Domain; or
- the future employment of the present employees of Domain,

in each case, after the Scheme is implemented.

If the Scheme is implemented, Bidder Sub will acquire 100% control of Domain and Domain will be a wholly owned indirect subsidiary of CoStar. The Domain Directors understand that the current intentions of CoStar, if the Scheme is implemented, are as set out in section 6.

If the Scheme does not proceed, the Domain Board intends that Domain will continue its current strategic plans and will remain listed on the ASX.

5.6 Domain issued securities and capital structure

The capital structure of Domain as at Last Practicable Date is as follows:

Type of security	Number of securities
Domain Shares	631,657,153
Domain Share Rights	4,364,633

See section 9.14 for further information on the treatment of the Domain Equity Incentives in connection with the Scheme.

Domain does not anticipate that it will be required to issue any Domain Shares before the Implementation Date, other than in respect of the Domain Equity Incentives existing as at the date of this Scheme Booklet.

Domain has a net debt position of $173.2m[12] as at 31 December 2024 ($185.8m adjusted for $12.6m[13] of dividends declared on 11 March 2025). Domain also has $12.1m of non-controlling interest and associates as at 31 December 2024.

5.7 Share price performance

Domain's Shares are listed on the ASX under the trading symbol 'DHG'. On 21 February 2025, Domain announced that it had received the Original Proposal. The closing share price on the Last Undisturbed Trading Date of 20 February 2025, being the undisturbed trading price on the last trading day prior to Domain's announcement of the Original Proposal, was $3.12 per Domain Share.

During the three months ended on the Last Undisturbed Trading Date:

- the 1-month VWAP of Domain was $2.95[14] per Domain Share;
- the 3-month VWAP of Domain was $2.77[15] per Domain Share; and
- the lowest and highest recorded Domain Share price during that period was $2.44[16] and $3.21[17], respectively.

On 9 May 2025, Domain announced it had entered into a Scheme Implementation Deed with CoStar and Bidder Sub. The closing price on 8 May 2025, being the last trading day prior to Domain's announcement of entry into the Scheme Implementation Deed, was $4.25 per Domain Share.

12 Net debt consists of $183.8m of interest bearing liabilities, $25.9m of lease liabilities and $36.5m of cash and cash equivalents.

13 Dividends declared based on 2 cents per share and Domain ordinary share count of 631,657,153.

14 Calculated for the period of 21 January 2025 to 20 February 2025.

15 Calculated for the period of 21 November 2025 to 20 February 2025.

16 Closing price as at 20 December 2024.

17 Closing price as at 17 February 2025.

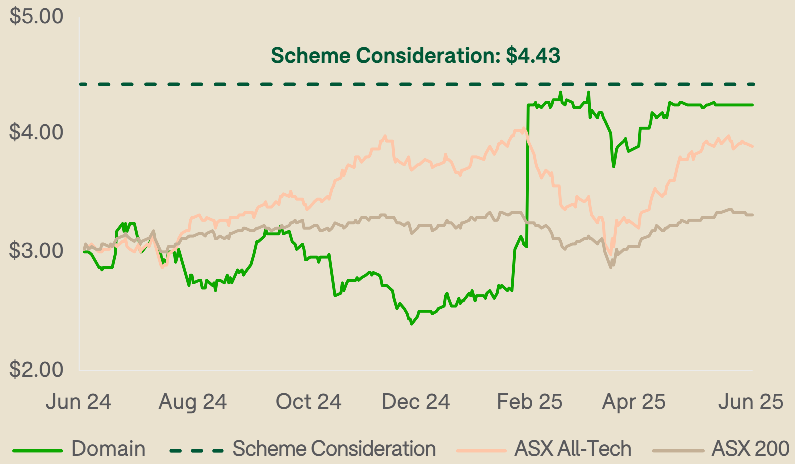
During the three months ended 8 May 2025:

- the 1-month VWAP of Domain was $4.15[18] per Domain Share;
- the 3-month VWAP of Domain was $4.13[19] per Domain Share; and
- the lowest and highest recorded Domain Share price during that period was $2.73[20] and $4.49[21], respectively.

The closing price of Domain Shares on the ASX on the Last Practicable Date was $4.36 per Domain Share. During the three months ended on the Last Practicable Date:

- the highest recorded Domain Share price was $4.47[22] per Domain Share; and
- the lowest recorded Domain Share price was $3.82[23] per Domain Share.

Figure 8: Domain share price performance for the last 12 months to the Last Practicable Date



Source: Factset and IRESS as at 23 June 2025. Factset and IRESS have not consented to the use of this information in this Scheme Booklet.

5.8 Substantial Shareholders

The substantial holders of Domain Shares as at the Last Practicable Date with relevant interests of 5.0% or more are:

Name	Number of Domain Shares	Voting Power in Domain (%)
Nine Group	379,334,372	60.05
CoStar Group	107,129,031	16.96

The shareholdings listed in this section are as disclosed to Domain by the shareholders in substantial holding notices or as otherwise notified by the Domain Share Registry. Information regarding substantial holdings that arise, change or cease after the date of the substantial holding notices disclosed to Domain, or in respect of which the relevant announcement is not available on the ASX's website (www.asx.com.au) is not included above.

18 Calculated for the period of 8 April 2025 to 8 May 2025.
19 Calculated for the period of 10 February 2025 to 8 May 2025.
20 Closing price as at 12 February 2025.
21 Closing price as at 11 March 2025.
22 Closing price as at 26 March 2025.
23 Closing price as at 9 April 2025.

5.9 Historical financial information

(a) Basis of preparation

This section 5.9 sets out a summary of historical financial information in relation to Domain Group for the purposes of this Scheme Booklet. The financial information has been derived from Domain Group's financial statements which were audited (FY24 and FY23) or reviewed (H1 FY25).

The historical information of Domain Group is presented in an abbreviated form and does not contain all the disclosures, presentations, statements or comparatives that are usually provided in an annual report prepared in accordance with the Corporations Act. Domain Group considers that for the purposes of this Scheme Booklet the historical information presented in an abbreviated form is more meaningful to Domain Shareholders.

Further details of Domain Group's financial performance can be found in:

- the financial statements for H1 FY25 (included in the Appendix 4D released to ASX on 13 February 2025);
- the financial statements for FY24 (included in the 2024 Annual Report released to ASX on 16 August 2024); and
- the financial statements for FY23 (included in the 2023 Annual Report released to ASX on 17 August 2023),

each of which can be obtained from the ASX's website (www.asx.com.au) or Domain's shareholder website (https://shareholders.domain.com.au/group/).

(b) Historical consolidated statement of profit or loss and other comprehensive income

The consolidated statements of profit or loss and other comprehensive income for H1 FY25, FY24 and FY23 are presented below:

$'000[24]	H1 FY25	FY24	FY23
Revenue	**217,214**	**391,114**	**345,667**
Expenses	(139,386)	(254,056)	(237,081)
Operating EBITDA	**77,828**	**137,058**	**108,586**
Depreciation and amortisation	(18,658)	(44,376)	(38,316)
Operating EBIT	**59,170**	**92,682**	**70,270**
Net finance costs	(5,781)	(12,394)	(10,693)
Net profit before tax	**53,389**	**80,288**	**59,577**
Tax expense	(16,130)	(22,963)	(14,974)
Underlying net profit after tax	**37,259**	**57,325**	**44,603**
Non-controlling interest	(4,144)	(7,958)	(6,014)
Underlying net profit after tax attributable to members of the company	**33,115**	**49,367**	**38,589**
Underlying earnings per share (cents)	5.2	7.8	6.1

24 Excludes discontinued operations and significant items.

(c) Historical consolidated balance sheet

The consolidated balance sheets for H1 FY25, FY24 and FY23 are presented below:

$'000	H1 FY25	FY24	FY23
Current assets			
Cash and cash equivalents	36,542	33,797	33,468
Trade and other receivables	51,095	60,622	49,113
Sublease receivable	–	–	293
Current tax receivable	–	–	1,926
Assets held for sale	–	–	7,146
Total current assets	**87,637**	**94,419**	**91,946**
Non-current assets			
Intangible assets	1,378,030	1,373,399	1,375,683
Property, plant and equipment	4,146	4,152	6,158
Right of use assets	21,724	11,850	16,337
Equity accounted investments	1,626	–	–
Total non-current assets	**1,405,526**	**1,389,401**	**1,398,178**
Total assets	**1,493,163**	**1,483,820**	**1,490,124**
Current liabilities			
Payables – related parties	3,682	5,119	5,370
Trade and other payables	35,835	45,948	31,223
Lease liabilities	4,361	3,846	4,878
Provisions	7,471	7,679	6,371
Current tax liabilities	19,359	18,630	–
Liabilities directly associated with assets held for sale	–	–	5,146
Total current liabilities	**70,708**	**81,222**	**52,988**
Non-current liabilities			
Interest bearing liabilities	183,819	184,555	219,318
Lease liabilities	21,524	11,257	15,310
Provisions	4,159	3,953	3,459
Other payables	8,371	11,484	10,539
Deferred tax liabilities	80,941	77,397	86,224
Total non-current liabilities	**298,814**	**288,646**	**334,850**
Total liabilities	**369,522**	**369,868**	**387,838**
Net assets	**1,123,641**	**1,113,952**	**1,102,286**
Equity			
Contributed equity	1,474,859	1,474,859	1,474,859
Shares held in trust	(2,043)	(2,548)	(1,932)
Reserves	(42,266)	(40,051)	(44,694)
Retained losses	(320,678)	(331,921)	(335,963)
Total equity attributable to equity holders of the parent	**1,109,872**	**1,100,339**	**1,092,270**
Non-controlling interest	13,769	13,613	10,016
Total equity	**1,123,641**	**1,113,952**	**1,102,286**

(d) Historical consolidated cash flow statement

The consolidated cash flow statements for H1 FY25, FY24 and FY23 are presented below:

$'000	H1 FY25	FY24	FY23
Cash flows from operating activities			
Receipts from customers (inclusive of GST)	243,146	425,023	396,670
Payments to suppliers and employees (inclusive of GST)	(168,509)	(287,072)	(301,362)
Income taxes paid	(14,438)	(8,074)	(19,856)
Finance costs paid	(5,927)	(13,419)	(9,886)
Net financing component of lease receipts and payments	(314)	(584)	(622)
Interest received	713	1,536	1,256
Net cash inflow from operating activities	**54,671**	**117,410**	**66,200**
Cash flows from investing activities			
Payment for property, plant and equipment and software	(20,896)	(37,143)	(30,330)
Net proceeds/(payments) for disposal or purchase of controlled entities (net of cash acquired)	–	(204)	954
Payment of contingent and deferred consideration	–	–	(23,907)
Receipt of contingent consideration receivable	–	–	140
Receipts from sublease receivable – principal component	–	293	1,437
Purchase of convertible notes	–	–	(1,000)
Receipt of warranty payment	3,347	–	–
Net cash outflow from investing activities	**(17,549)**	**(37,054)**	**(52,706)**
Cash flows from financing activities			
Payment of lease liabilities – principal component	(2,021)	(4,704)	(5,628)
Dividends paid to non-controlling interest in subsidiaries	(4,818)	(4,258)	(4,596)
Proceeds from borrowings by subsidiary with non-controlling shareholder	–	2,640	2,580
Payments for acquisitions of treasury shares	(1,402)	(2,532)	(263)
Proceeds from exercise of employee share options	–	390	–
Repayment of borrowings	–	(35,000)	–
Payment of debt refinancing fees	(870)	–	–
Dividends paid to shareholders	(25,266)	(37,899)	(37,899)
Net cash outflow from financing activities	**(34,377)**	**(81,363)**	**(45,806)**
Net increase/(decrease) in cash and cash equivalents held	**2,745**	**(1,007)**	**(32,312)**
Cash and cash equivalents at the beginning of the year	33,797	34,804	67,116
Cash and cash equivalents at end of the year	**36,542**	**33,797**	**34,804**

5.10 Material changes to the financial position and financial performance of Domain (since 31 December 2024)

To the knowledge of the Domain Board, as at the Last Practicable Date, the financial position and financial performance of the Domain Group has not materially changed since 31 December 2024, being the date of the Domain Group's financial statements for H1 FY25 (included in the Appendix 4D released to ASX on 13 February 2025), other than:

- the accumulation of earnings and the incurring of expenses in the ordinary course of trading;
- as disclosed to the ASX by Domain (including a 2 cents per share dividend paid as announced on 13 February 2025); and
- as disclosed in this Scheme Booklet.

5.11 Current trading commentary

On 13 February 2025, Domain Group released its interim financial results for H1 FY25 to the ASX.

Domain provides the following unaudited update and commentary for the 11 months year-to-date ended 31 May 2025.

Consistent with Domain Group's guidance on expected outlook for the full year FY25 provided as part of its interim financial results:

- H2 FY25 property market conditions are in line with expectations, with a continued expectation of full year FY25 listings growth in the low-single digit range.
- EBITDA margins remain stable as Domain Group continues to balance the confidence to invest in the ongoing growth of the business with efforts to drive productivity. EBITDA margins are expected to remain stable for the full year FY25.

Expense growth, largely driven by investment in growth opportunities, has tracked in the mid-single digit percentage range from the FY24 expense base (excluding discontinued operations) of $254.1 million. The level of expense growth has been closely managed by Domain and as a result is expected to remain in the mid-single digit percentage range for the full year FY25, below the expected high single digit range communicated as part of Domain Group's H1 FY25 results.

5.12 Risks relating to Domain's business

There are existing risks relating to Domain's business and an investment in Domain that will continue to be relevant to Domain Shareholders if the Scheme does not become Effective. A summary of the key risks relating to Domain's business and an investment in Domain are set out in section 7 (other than sections 7.4(c) and 7.4(d) which are risks to Domain Shareholders if the Scheme becomes Effective).

5.13 Publicly available information and continuous disclosure

Domain is a listed disclosing entity for the purposes of the Corporations Act and as such is subject to regular reporting and disclosure obligations. Specifically, as a company listed on the ASX, Domain is subject to the ASX Listing Rules which require (subject to some exceptions) continuous disclosure of any information Domain has that a reasonable person would expect to have a material effect on the price or value of Domain Shares.

ASX maintains files containing publicly disclosed information about all companies listed on the ASX. Information disclosed to the ASX by Domain is available on the ASX's website (www.asx.com.au).

In addition, Domain is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Domain may be obtained from an ASIC office.

Domain Shareholders may obtain a copy of:

- Domain's H1 FY25 Appendix 4D and 2024 Annual Report (which provide the most recent financial reports released to the ASX before registration of this Scheme Booklet with ASIC); and
- all announcements given to the ASX to date,

from the ASX's website (www.asx.com.au) or Domain's shareholder website (https://shareholders.domain.com.au/group/).

6 Information on CoStar Group

The information in this section 6 of this Scheme Booklet has been prepared by CoStar and forms part of the CoStar Group Information. The information concerning CoStar Group and the intentions, views and opinions contained in this section are the responsibility of CoStar. Domain and Domain's directors, officers and advisers do not assume any responsibility for the accuracy or completeness of this information.

6.1 Overview of CoStar Group

(a) CoStar and its principal activities

CoStar (NASDAQ: CSGP) is a global leader in real estate information, analytics, online marketplaces and 3D digital twin technology. CoStar is dedicated to digitising the world's real estate, empowering all people to discover properties, insights, and connections that improve their businesses and lives. Headquartered in the United States, CoStar is publicly listed on Nasdaq and as at the Last Practicable Date has a market capitalisation of approximately USD 34.17 billion.

CoStar's major brands include CoStar, a leading global provider of real estate data, analytics, and news; LoopNet, a leading commercial real estate marketplace; Apartments.com, a leading platform for apartment rentals; Homes.com, a leading residential real estate marketplace; Matterport, a spatial data company whose platform enables users to digitise a property using proprietary and patented technologies through digital twin technology; STR, a provider of hospitality data and benchmarking; Ten-X, an online platform for commercial real estate auctions and negotiated bids; and OnTheMarket, a residential property portal in the United Kingdom.

CoStar Group has a small presence in Australia following its indirect acquisition of STR Australia Pty Limited in October 2019. As noted above, STR is a provider of hospitality data and benchmarking. As of 11 February 2025, CoStar Group employs five individuals in Australia, all of whom are in sales or client operations roles for STR. CoStar UK Limited (an indirect subsidiary of CoStar) also entered into an agreement to acquire the domain names homes.au and homes.com.au, as well as the trademarks associated with homes.com.au which completed on 26 June 2025.

(b) CoStar ownership

CoStar is a widely-held publicly listed company on Nasdaq (NASDAQ: CSGP). As of the Last Practicable Date, CoStar has two shareholders, of which it is aware, with a greater than 5% interest in CoStar. As of 31 March 2025, BlackRock, Inc. owns approximately 7.5% of the outstanding shares of common stock of CoStar and, as of 31 March 2025, Vanguard Group, Inc. beneficially owns approximately 16.2% of the outstanding shares of common stock of CoStar.

(c) CoStar Board

As at the date of this Scheme Booklet, CoStar's Board of Directors comprises of:

Name	Position
Louise S. Sams	Board Chair
Andrew Florance	Founder and Chief Executive Officer
Angelique G. Brunner	Director
Christine M. McCarthy	Director
John L. Berisford	Director
John W. Hill	Director
Rachel C. Glaser	Director
Robert Musslewhite	Director

Profiles of CoStar's directors are available on CoStar Group's website at https://www.costargroup.com/about-us/leadership#board-of-directors.

6.2 Overview of Bidder Sub

(a) Bidder Sub ownership structure, principal activities and operations

Bidder Sub is an Australian proprietary company incorporated on 10 February 2025 for the purpose of acquiring the Domain Shares pursuant to the terms of the Scheme and the Transaction.

Bidder Sub is a direct wholly-owned subsidiary of Andromeda Australia TopCo Pty Ltd which is in turn a wholly-owned indirect subsidiary of CoStar.

Bidder Sub has not conducted any business and does not own any assets or have any liabilities, other than in connection with its incorporation, acquisition of its interest in 16.96% of the Domain Shares as set out in section 6.6(a), entry into the Scheme Implementation Deed and the taking of such other actions as necessary to facilitate the implementation of the Scheme (including actions in relation to the incurrence of costs, fees and expenses in connection with the Scheme).

The following structure chart depicts the ownership structure of Bidder Sub:

(b) Bidder Sub Board

As of the date of this Scheme Booklet, the directors of Bidder Sub are:

- Amanda Hite – Ms Hite also serves as Chairman of the Board for STR's international business and as a director of a number of wholly-owned subsidiaries of CoStar, including STR Australia Pty Ltd;
- Francis Loh – Francis Loh is also an independent director of STR Australia Pty Ltd, a subsidiary of CoStar; and
- Jose Rivera – Jose Rivera also serves as Vice President and Global Treasurer of CoStar, and, in that capacity, serves as a director of a number of subsidiaries of CoStar, including STR Australia Pty Ltd.

6.3 Rationale for the proposed acquisition of Domain

The proposed acquisition of Domain is consistent with CoStar Group's strategy to provide real estate industry professionals and consumers with critical knowledge to explore and complete transactions by offering the most comprehensive, timely and standardised information on real estate and developing leading real estate marketplaces to more effectively market properties.

CoStar believes that in bringing CoStar's technology, scale and innovation to Domain, the Domain Group has the potential to be a much bigger organisation than it is today, and play an even greater role in the Australian property market. Through the combination of Domain's assets, skills, and technical expertise with CoStar's global experience and best practices, CoStar intends to build a more compelling user experience to create value for agents, vendors and buyers.

6.4 The intentions of CoStar if the Scheme is implemented

(a) Overview

This section 6.4 sets out the current intentions of CoStar in relation to:

- the continuation of the operations and business of Domain, any major changes to the business of Domain including any redeployment of the fixed assets of Domain;
- changes to the Domain Board and the Domain management team;
- the future employment of the present employees of Domain; and
- the delisting of Domain from the ASX,

assuming Bidder Sub acquires the Scheme Shares as a result of implementation of the Scheme.

CoStar's intentions have been formed on the basis of facts and information concerning the Domain Group and the general business environment which are known to CoStar at the time of the preparation of this Scheme Booklet. Following the Transaction, CoStar may conduct a review of Domain and its operations, assets, liabilities, structure and employees, following which it may, as required, review its intentions as set out in this section. Final decisions on these matters will be made by CoStar in light of all material facts and circumstances at the relevant time if the Scheme is implemented. Accordingly, the statements set out in this section are statements of current intention only, which may change as new information becomes available or as circumstances change, and the statements in this section should be read in this context.

The intentions of Bidder Sub are the same as the intentions of CoStar in respect of Domain and are referred to collectively in this section as the intentions of CoStar.

(b) Business, operations and assets

CoStar is an S&P 500-listed leading global provider of online real estate marketplaces, information, analytics and 3D digital twin technology in the property market, with a long and proven track record of building industry-leading property marketplaces in North America and Europe. CoStar takes a long-term approach, investing in leading technology, proprietary content, marketing and brand building to provide differentiated, high value solutions for agents, brokers and end-users of its marketplaces. CoStar's intention with Domain is to strengthen its alignment with, and commitment to, agents and become the leading property marketplace in Australia.

CoStar believes that agents are critical to the success of Domain and intends to foster its commitment to agents. CoStar recognises the collaborative nature of those relationships and would look to strengthen them following implementation of the Scheme.

CoStar has a strong track record of acquiring, investing in and building online property marketplaces into leading positions, including LoopNet, Apartments.com, Homes.com, Land.com, BizBuySell, Belbex and many others. CoStar acquired LoopNet in 2012 and has consistently invested in technology, new products, marketing and content. LoopNet is now the leading commercial property marketplace in North America, increasing user traffic by almost 400 per cent since acquisition, and now expanding in the UK and Europe. In 2014, CoStar purchased Apartments.com, a small rental marketplace that trailed numerous industry-leading marketplaces by a significant margin. Today, after years of investing in content, product and marketing, Apartments.com is now the clear leading rental marketplace in the United States, surpassing all other competitors and increasing online traffic by over 400 per cent in that period. Most recently, CoStar purchased Homes.com, a small residential property portal in the United States with traffic of approximately six million monthly unique visitors. CoStar has established Homes.com as the agent-friendly site, in sharp contrast with competing US portals that take large commission splits from their clients. CoStar is investing aggressively in content, technology and marketing, and average monthly unique visitors to the Homes.com Network (which includes Homes.com, the Apartments Network and the Land Network) have surged to over 100 million for the quarter ended March 31, 2025, according to Google Analytics. CoStar believes that the millions of leads it is generating by connecting home buyers directly to agents is generating billions of dollars of commissions for those agents.

CoStar has clear expertise in growing valuable consumer traffic to real estate portals and has approximately US$3.7 billion ($5.7 billion) in cash on the balance sheet, as of March 31, 2025, to support its strategic initiatives, including investment into building traffic to Domain's portal for the benefit of its agent clients.

CoStar believes Domain can fulfil its potential to become the leading portal in the Australian residential property market. The emergence of a stronger, more competitive player in the Australia market aligned to agents' interests would have a positive market impact and create more opportunities for Domain's agents and other market participants, while providing increased choice and higher quality offerings for consumers.

Since its founding in 1987, CoStar has worked co-operatively with brokers and agents in all real estate sectors. Throughout years of investment, CoStar has sought to support agents and their businesses and has never sought to disintermediate agents. CoStar believes in fair and sustainable pricing that reflects the value provided by its information and marketplace solutions. To that end, CoStar plans to invest in Domain's content, technology and marketing, to deliver superior products, increased audience, better consumer experience, and competitive pricing, to position Domain as a stronger and preferrable alternative, giving agents real choice and genuine value to avoid constant price increases by REA Group.

CoStar UK Limited (an indirect subsidiary of CoStar) entered into an agreement to acquire the domain names homes.au and homes.com.au, as well as the trademarks associated with homes.com.au which completed on 26 June 2025. Owning that brand provides CoStar the post-transaction optionality to go to market with flanking brands to Domain or to make a big statement with a major rebrand of Domain.

Except as otherwise specifically identified above, if the Scheme is implemented, CoStar's current intention is, subject to the results of its review of the Domain Group and its operations, assets, liabilities, structure and employees noted above, to continue the business and operations of Domain largely in the same manner as it is currently operated and to investigate opportunities to grow Domain's business (which may include further investment flowing to Domain from Domain cashflows).

CoStar currently intends to maintain Domain's head office in Sydney, Australia.

(c) Board of directors

The Domain Board will be reconstituted from the Implementation Date, as CoStar intends to appoint its nominees to the Domain Board. As at the date of this Scheme Booklet, the directors of Domain after the Implementation Date have not been determined, but will be selected to bring technical and managerial expertise to the Domain Board depending on the circumstances at the relevant time.

(d) Management team and employees

CoStar considers Domain's management team and employees to be important to the future success of the business. CoStar entered into a consultancy service agreement with Jason Pellegrino to provide advice on CoStar's business and market strategies for Homes.com. CoStar intends to offer Mr. Pellegrino the position of President in place of Domain's Interim Chief Executive Officer, subject to and following the implementation of the Scheme. CoStar has not made any other decisions with respect to Domain's existing management team. Following implementation of the Scheme, CoStar intends to conduct a review of Domain's existing management team. However, it is expected that Domain's management team will continue to be principally responsible for the day-to-day management of the Domain Group immediately following the implementation of the Scheme, subject to the results of such review, particularly as CoStar has very limited operations in Australia.

Subject to implementation of the Scheme, CoStar will review Domain's business operations and organisational structure in consultation with Domain's management team to ensure Domain has the appropriate mix and level of employees and skills to enhance the business going forward and to enable the business to pursue growth opportunities. CoStar's current intention is that Domain will retain its existing employees substantially in line with existing operations to the extent that it is commercially appropriate to do so.

(e) Domain to be delisted

If the Scheme is approved and implemented, Bidder Sub will become the holder of all Domain Shares and Domain will become a wholly owned indirect subsidiary of CoStar. Subject to implementation of the Scheme, CoStar will procure that Domain applies to the ASX to be removed from the official list of the ASX with effect on or shortly after the Implementation Date.

6.5 Funding of the Scheme Consideration

(a) Maximum Scheme Consideration

The Scheme Consideration will be paid wholly in cash.

If the Scheme is implemented, Domain Shareholders (other than the Excluded Shareholder) will receive $4.43 for each Domain Share they hold as at the Scheme Record Date, as further described in section 4.2 of this Scheme Booklet. Such amount will be reduced by the amount per share of any Special Dividend (but not the value of any franking credits).

Having regard to Domain's issued share capital as at the Last Practicable Date (see section 5.6 of this Scheme Booklet), the proposed treatment of the Domain Share Rights (see section 9.14 of this Scheme Booklet) and the total cash amount of $4.43 per Domain Share offered to Domain Shareholders (other than the Excluded Shareholder), the maximum consideration payable by Bidder Sub under the Scheme Implementation Deed and Deed Poll to acquire the remaining Domain Shares that it does not otherwise own will be $2,335,851,680.27 (**Maximum Scheme Consideration**).

Subject to the Scheme becoming Effective, under the terms of the Deed Poll, Bidder Sub has undertaken in favour of each Scheme Shareholder to deposit, or procure the deposit of, an amount equal to the Aggregate Scheme Consideration, in cleared funds into a trust account operated by Domain (or the Domain Share Registry) as trustee for the benefit of the Scheme Shareholders by no later than 5:00pm on the date that is two Business Days before the Implementation Date, except that any interest on the amounts deposited (less bank fees and other charges) will be credited to Bidder Sub's account.

CoStar has undertaken in favour of each Scheme Shareholder that, in the event Bidder Sub will not or does not fulfill its obligations to pay the Scheme Consideration in accordance with the terms of the Deed Poll, CoStar will perform those obligations as if the references to Bidder Sub above were references to CoStar.

(b) Funding arrangements

CoStar has sufficient cash reserves to acquire the required Australian dollars to pay the Maximum Scheme Consideration. As at 31 March 2025, CoStar Group's reported cash balance was US$3.7 billion (approximately $5.8 billion[25]) (**Cash Reserves**) and CoStar Group had undrawn financing facilities available of US$1.1 billion (approximately $1.7 billion[26]) (**Existing Facilities**). An amount of these funds which is at least equal to the Maximum Scheme Consideration, which is not subject to security interests, rights of set off or required for other arrangements, has been allocated solely to pay the Aggregate Scheme Consideration for the purpose of satisfying Bidder Sub's obligations under the Scheme.

The Aggregate Scheme Consideration for the Transaction will be provided by the CoStar Group to Bidder Sub by equity subscriptions and where considered appropriate, shareholder debt. Foreign exchange exposure for the CoStar Group resulting from the Scheme Consideration being denominated in Australian dollars and the Cash Reserves and Existing Facilities being denominated in a currency other than Australian dollars has been hedged using deal-contingent foreign exchange forward transactions to ensure sufficient funding will be available in Australian dollars and to minimise currency exchange risk.

On the basis of the arrangements described above in this section 6.5, Bidder Sub is of the opinion that it has a reasonable basis for forming the view, and it holds the view, that it will have sufficient funds available to fund the payment of the Maximum Scheme Consideration and related transaction costs.

6.6 Other Information

(a) CoStar's interests in Domain Shares

As at the Last Practicable Date, Bidder Sub and its Related Bodies Corporate had a Relevant Interest in 16.96% of the Domain Shares, and voting power of 16.96% of Domain, in each case as disclosed in the substantial holder notice lodged with ASX on 24 February 2025. Bidder Sub acquired 16.96% of Domain's ordinary shares on 20 and 21 February 2025.

Other than as set out in this section, none of CoStar, Bidder Sub or any of their Associates has any Relevant Interest or voting power in any Domain Shares.

(b) No dealings in Domain Shares in previous four months

Other than as disclosed in section 6.6(a) in relation to the acquisition of Bidder Sub's interest in 16.96% of the Domain Shares, and except for the Scheme Consideration which Bidder Sub and CoStar have agreed to provide under the Scheme, no CoStar Group Members or any of their Associates have provided, or agreed to provide consideration for any Domain Shares under any purchase or agreement during the period of four months before the date of this Scheme Booklet.

(c) Pre-Scheme benefits

Other than as disclosed in this Scheme Booklet, during the period of four months before the date of this Scheme Booklet, no CoStar Group Member or any of its Associates gave, or offered to give, or agreed to give a benefit to another person which was likely to induce the other person, or an Associate of the other person, to:

- vote in favour of the Scheme; or
- dispose of Domain Shares,

where the benefit was not offered to all Domain Shareholders (other than the Excluded Shareholder).

(d) Benefits to current Domain officers

Other than as disclosed in this Scheme Booklet, no CoStar Group Member or any of their Associates will be making any payment or giving any benefit to any current director, secretary or executive officer of Domain or any of its Related Bodies Corporate as compensation or consideration for, or otherwise in connection with, their resignation from their respective offices if the Scheme is implemented.

6.7 No other material information

Except as otherwise disclosed in this section 6, there is no information regarding the CoStar Group or its intentions regarding Domain, that is material to the making of a decision by a Domain Shareholder on whether or not to vote in favour of the Scheme that is within the knowledge of any director of CoStar or Bidder Sub as at the date of this Scheme Booklet, which has not previously been disclosed to Domain Shareholders.

25 As at the Last Practicable Date and based on AUD/USD exchange rate of 0.6412 (being the rate published by the Reserve Bank of Australia for the Last Practicable Date).

26 As at the Last Practicable Date and based on AUD/USD exchange rate of 0.6412 (being the rate published by the Reserve Bank of Australia for the Last Practicable Date).

7 Risks

7.1 Introduction

In considering whether to vote in favour of the Scheme, Domain Shareholders should be aware that there are a number of risks, both general and specifically relating to Domain, which may affect the future operating and financial performance of Domain and the price and/or value of Domain Shares.

If the Scheme is implemented, Domain Shareholders (other than Excluded Shareholders) will receive the Scheme Consideration, will cease to hold Domain Shares and will also no longer be exposed to the risks set out in this section 7 (and other risks to which Domain may be exposed), other than the risks set out in sections 7.4(c) and 7.4(d).

If the Scheme does not proceed, Domain Shareholders will continue to hold Domain Shares and continue to be exposed to risks associated with an investment in Domain.

In deciding whether to vote in favour of the Scheme, Domain Shareholders should read this Scheme Booklet carefully and in its entirety and consider the following risk factors as well as other information contained in this Scheme Booklet before voting on the Scheme. These risk factors do not take into account the individual investment objectives, financial situation, position or particular needs of Domain Shareholders. In addition, this section 7 is a summary only and does not purport to list every risk that may be associated with an investment in Domain now or in the future. There also may be additional risks and uncertainties not currently known to Domain which may have a material adverse effect on Domain's operating and financial performance and the price and/or value of Domain Shares.

Whilst the Domain Directors unanimously recommend that Domain Shareholders vote in favour of the Scheme in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is fair and reasonable and therefore in the best interests of Domain Shareholders (other than Excluded Shareholders), Domain Shareholders (other than Excluded Shareholders) are encouraged to make their own independent assessment as to whether to vote in favour of the Scheme.

7.2 General risks

Domain is exposed to a number of general risks that could materially adversely affect its assets and liabilities, financial position, profits, prospects and potential to make further distributions to Domain Shareholders, and the price and/or value of Domain Shares. General risks that may impact on Domain or the market for Domain Shares include:

- changes in investor sentiment and overall performance of local and international stock markets;
- changes in general business, industry cycles and economic conditions including inflation, interest rates, exchange rates, the cost of energy and other utility costs, employment levels and consumer demand;
- failure to integrate any past, or make or integrate any future, acquisitions or business combinations (including the realisation of synergies), significant one-time write-offs or restructuring charges, and unanticipated costs and liabilities;
- contractual and partnerships risks, including the potential loss, non-renewal or renewal on less favourable terms of contracts or arrangements with third parties;
- availability of insurance at an appropriate term and price, and responsiveness of insurance policies to events;
- long-term impacts from climate change including physical and environmental impacts, operational disruptions, increased infrastructure costs, and market or regulatory changes, all of which could affect Domain's profitability;
- changes in government, fiscal, monetary and regulatory policies, and international sanctions;
- loss of key personnel;
- interruptions at Domain's workplaces arising from industrial disputes, work stoppages and accidents, information technology related services outages and failures, cyber incidents and other breach incidents, which may result in business operations delays;
- natural disasters and catastrophes, whether on a global, regional or local scale;
- pandemics;
- ongoing or new geopolitical tensions, acts of war and hostilities, acts of terrorism, civil disturbance and other force majeure risks;
- inclusion in or removal from major market indices and recommendations by securities analysts; and
- changes in accounting standards which affect the financial performance and position reported by Domain.

Some of these factors could affect Domain's share price regardless of Domain's underlying operating performance.

7.3 Risks relating to the business and operations of Domain

The operating environment for the Domain Group entails business risks and opportunities that could have an effect on the financial prospects of the Domain Group. These risks include, but are not restricted to the following:

(a) Property market and macroeconomic 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 and impact listing and transaction levels, which has the potential to reduce the demand for Domain's services and negatively impact revenue and earnings.

(b) Competition

The markets for real estate advertising and technology services are highly competitive and subject to rapid technological change and disruption. Increased competition from existing businesses in the market, the emergence of new entrants or disruptive business models into these markets, and the emergence and advancement of artificial intelligence, each have the potential to adversely affect Domain's growth prospects, competitive position and financial performance. Continuing to invest in and improve Domain's technology stack, products and services, in particular the user experience and value delivered to customers, is also key to ensuring the business remains competitive. There is no guarantee that Domain's strategies to remain competitive will be successfully implemented or have the desired effect.

(c) Brand and reputation

Domain's brand and reputation are critical assets. Risks in this area include unethical conduct, regulatory breaches, or inadequate responses to public concerns, all of which can affect the organisation's image, credibility, and stakeholder trust. For a highly visible brand like Domain, the impact of such events can be significant and far-reaching. Additionally, failure to maintain competitive marketing spend or adapt to changing market dynamics can result in reduced brand visibility, allowing competitors to gain market share. Negative publicity or diminished brand presence can erode public confidence, damage customer relationships, and lead to financial loss or long-term brand deterioration. Protecting brand value requires ongoing investment, proactive risk management, and alignment with consumer expectations and corporate values.

(d) Talent

Domain's growth and profitability may be limited by the loss of key talent, the inability to attract new suitably qualified talent or by increases in remuneration costs associated with attracting and retaining talent. The departure of key talent, or a shortage of skilled employees with appropriate experience, could adversely affect Domain's business and its future ability to pursue its strategy.

(e) Cyber risk and business disruption

Domain relies on IT infrastructure and systems, and the efficient and uninterrupted operation of core technologies. Domain's systems could be exposed to damage or interruption arising from system failures, malware, cyber-attacks, power or telecommunication provider outages or human error. These events may 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.

Additionally, Domain uses technologies which involve the collection of personal and confidential information. During the course of its business, Domain may be exposed to cyberattacks. Cyberattacks may lead to a compromise or breach of technology systems used by Domain to collect, store or protect personal and confidential information. It is possible that measures taken by Domain will not be sufficient to detect or prevent unauthorised access to, or disclosure of, such information, whether malicious or inadvertent.

There is a risk that, if a cyberattack is successful, any data security breaches or failure to protect personal and 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.

(f) Regulatory compliance

Domain is subject to a range of laws and regulations, including privacy laws. Regulatory changes may increase compliance costs or restrict certain business activities. Additionally, failure to comply with regulatory requirements could result in regulatory investigations, legal action, fines, and reputational damage, all of which could materially affect Domain's business.

(g) Reliance on third parties

Domain relies on third parties to provide technology systems and services. Any changes or interruptions to Domain's key third party supplier arrangements, or reduced availability of these services, may disrupt Domain's operations, cause Domain to incur additional costs, and necessitate Domain to update its general business processes, transition to alternative suppliers or undertake investment to build its own service offering. This could cause operational disruption or otherwise adversely affect Domain's financial performance and reputation.

(h) Future dividends and franking capacity

Any future dividends and the level of franking will ultimately be determined by the Domain Board 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 dividends will be paid at previous levels, or with the same level of franking as in prior periods.

(i) 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.

(j) 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, take up significant time and attention from management and the Domain 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.

On 12 November 2024, Realestate.com.au Pty Limited filed a Statement of Claim against Domain alleging copyright infringement involving photos and floor plans on Domain's platforms. These proceedings are ongoing. Domain is subject to potential financial exposure and other impacts if it is unsuccessful in the litigation.

(k) Funding

Domain's ability to service its existing debt or to meet conditions applicable to its current funding arrangements will depend on its future performance and cash flows which, in turn, may be affected by various factors, including changes in general business and economic conditions. Any inability to service its existing debt or comply with a covenant in relation to its debt facilities may have a material adverse effect on Domain.

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 these loans. Domain's earnings profile, credit rating, the 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.

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.

(l) Major shareholder risk and limited trading liquidity

If the Scheme is not implemented, Domain will have two shareholders (Nine and CoStar) comprising approximately 77% of the register as at the Last Practicable Date. Nine's majority shareholding comprising 60.05% of all Domain Shares and CoStar's substantial holding comprising 16.96% of all Domain Shares (as at the Last Practicable Date) limits trading liquidity and may influence the strategic direction of Domain. In addition, limited free float may result in reduced trading volumes and increased share price volatility. There is also a risk that Nine and/or CoStar could sell down or dispose of their interests in Domain, which may have a material impact on the price of Domain Shares.

(m) Unknown risks

The information set out in this section 7.3 is non-exhaustive and additional unknown risks and uncertainties may have a material adverse impact on Domain's financial and operational performance.

7.4 Risks relating to the Scheme

(a) Implications for Domain and Domain Shareholders if the Scheme is not implemented

If the Scheme is not implemented, Domain Shareholders will not receive the Scheme Consideration and, in the absence of a comparable proposal or Superior Proposal that is ultimately consummated, Domain will continue to operate as a standalone ASX listed entity. Unless Domain Shareholders choose to sell their Domain Shares on ASX, Domain Shareholders will continue to hold Domain Shares and will be exposed to both the risks (including those set out in section 7.2) and potential future benefits of retaining exposure to Domain's business and assets. The Domain Share price will also remain subject to market volatility and, in the absence of a comparable proposal or Superior Proposal, the Domain Share price may fall.

If the Scheme is not implemented, the Domain Directors intend that Domain will continue its current strategic plans and operate on a stand-alone basis and will remain listed on the ASX. See section 5.5 for further information on the strategy and intentions of Domain if the Scheme does not proceed.

While it is not possible to predict the future performance of Domain or the Domain share price, in deciding whether or not to vote in favour of the Scheme, you should have regard to the prospects of Domain on a stand-alone basis (that is, if the Scheme is not approved and implemented).

In addition, if the Scheme is not implemented:

- the advantages of the Scheme described in section 1.3 of this Scheme Booklet will not be realised and the relevant potential disadvantages and risks of the Scheme described in sections 1.4 and 7.4 of this Scheme Booklet will not arise; and
- as described in section 9.15, Domain expects to pay an aggregate of approximately $3.6 million (excluding GST) in transaction costs in connection with the Scheme, being costs that have already been incurred as at the Last Practicable Date or are expected to be incurred even if the Scheme is not implemented (but excluding the Break Fee – see section 9.12(c) for information on the circumstances in which the Break Fee may be payable).

(b) The Scheme Implementation Deed may be terminated by Domain or CoStar in certain circumstances and the Scheme is also subject to certain conditions precedent

Each of Domain and CoStar has the right to terminate the Scheme Implementation Deed in certain circumstances, in which case the Scheme will not proceed. These termination rights are summarised in section 9.12(d) of this Scheme Booklet.

The Scheme is also subject to certain conditions precedent that must be satisfied (or, if applicable, waived) for the Scheme to become Effective. These conditions precedent are summarised in section 9.12(a). The failure of a condition precedent to be satisfied (or, if applicable, waived) may also give rise to a right for either Domain or CoStar to terminate the Scheme Implementation Deed.

As at the date of this Scheme Booklet, the Domain Board is not aware of any circumstances which would cause any outstanding condition precedent not to be satisfied. Despite this, there is a possibility that one or more of the conditions precedent will not be satisfied (or, if applicable, waived) and that the Scheme will not proceed. There are a number of conditions precedent which are outside the control of Domain, including, but not limited to, approval of the Scheme by FIRB, the Requisite Majorities and the Court. In this regard, there is also a risk that some or all of the aspects of the FIRB approval, Domain Shareholder or Court approval required for the Scheme to proceed, may be delayed.

If, for any reason, all of the conditions precedent are not satisfied (or, if applicable, waived) and the Scheme does not proceed, or otherwise if the Scheme Implementation Deed is terminated, the Domain Share price will continue to be subject to market volatility and, in the absence of a comparable proposal or Superior Proposal, may fall (see section 1.3(g)).

(c) Tax consequences for Scheme Shareholders

If the Scheme becomes Effective, there will be tax consequences for Scheme Shareholders, which may include tax being payable. For further information regarding general Australian tax consequences of the Scheme for Scheme Shareholders, see section 8 of this Scheme Booklet. The taxation consequences of the Scheme for Scheme Shareholders may vary depending on the nature and characteristics of Scheme Shareholders and their specific circumstances. Accordingly, you should seek professional tax advice in relation to your circumstances.

(d) Risks if the Scheme is implemented

If the Scheme is implemented, unless you are an Excluded Shareholder, you will no longer be a Domain Shareholder and will forgo any future benefits that may result from being a Domain Shareholder. This will mean that you will not be able to participate in the future performance of Domain, retain any exposure to Domain's business or assets or have the opportunity to share in any value that could be generated by Domain in the future, as a holder of Domain Shares (unless you are an Excluded Shareholder). However, there is no guarantee as to Domain's future performance, or its future share price and financial performance, as is the case with all investments in shares of ASX listed companies. Domain Shareholders (other than Excluded Shareholders) may also consider that it would be difficult to identify or invest in alternative investments that have a similar investment profile to that of Domain, or may incur transaction costs in undertaking any new investment.

8 Taxation implications for Scheme Shareholders

8.1 Introduction

The following is a general summary of the Australian income tax, GST and stamp duty consequences of the Scheme (assuming it becomes Effective) and the Domain Special Dividend (if paid) for certain Domain Shareholders. It should be considered in conjunction with the rest of this Scheme Booklet. It does not constitute tax advice and should not be relied upon as such.

This summary is based upon the Australian law and administrative practice in effect at the date of this Scheme Booklet. The laws are complex and subject to change periodically as is their interpretation by the courts and the tax authorities. This summary is general in nature and is not intended to be an authoritative or complete statement of the laws applicable to the particular circumstances of a Domain Shareholder. Domain Shareholders should seek independent professional advice in relation to their own particular circumstances.

The tax comments as outlined below are not applicable to all Domain Shareholders and are not intended to cover Domain Shareholders who:

- hold their Domain Shares as a revenue asset (e.g. trading entities or entities who acquired their Domain Shares for the purposes of resale at a profit) or as trading stock;
- acquired their Domain Shares pursuant to an employee share, option or rights plan;
- are not Australian tax residents who hold their Domain Shares in carrying on a business at or through an Australian permanent establishment;
- may be subject to special tax rules in respect of their Domain Shares, including insurance companies, partnerships or tax-exempt organisations;
- are subject to the taxation of financial arrangements rules in Division 230 of the ITAA 1997 in relation to gains and losses on their Domain Shares; or
- are subject to the Investment Manager Regime under Subdivision 842-I of the ITAA 1997 in respect of their Domain Shares.

Domain Shareholders who are tax residents of a country other than Australia (whether or not they are also residents, or are temporary residents, of Australia for tax purposes) should take into account the tax consequences of the Scheme under the laws of their country of residence, as well as under Australian law.

8.2 Application for Class Ruling

Domain has applied for a class ruling (**Class Ruling**) from the ATO regarding the income tax implications for Domain Shareholders of receiving the Special Dividend and certain other matters relevant to the income tax implications of the Scheme for Domain Shareholders.

The income tax comments provided below are consistent with the positions taken in the Class Ruling application that has been lodged with the ATO.

The Class Ruling is not expected to be issued by the ATO until after the Implementation Date (which is expected to be 27 August 2025). However, Domain expects to receive a draft of the Class Ruling prior to the Scheme Meeting (currently scheduled for 4 August 2025) for Domain Shareholder approval of the Scheme.

When published the final class ruling will be available on the ATO's website (https://www.ato.gov.au/) and Domain's shareholder website (https://shareholders.domain.com.au/group/). It is possible that the Commissioner of Taxation may reach different conclusions to those described in this overview. Accordingly, it is important that this overview be read in conjunction with the Class Ruling to be issued by the ATO.

The receipt of the Class Ruling is not a condition of the Scheme.

8.3 Special Dividend

If the Special Dividend is determined and paid, Australian resident Domain Shareholders will be required to include the amount of the Special Dividend and attached franking credits in their assessable income in the year of income in which it is paid. Domain's corporate tax rate is 30% and the franking credits attached to the Special Dividend will be calculated accordingly.

Australian resident Domain Shareholders may be entitled to a tax offset in the calculation of their tax liability equal to the franking credit attached to the Special Dividend, provided certain requirements are met. These requirements include:

- the Domain Shareholder being a 'qualified person' in relation to the Special Dividend; and
- the non-application of certain dividend franking credit integrity measures.

Shares held at risk

In order for a Domain Shareholder to be a 'qualified person' they must hold their Domain Shares 'at-risk' for a continuous period of not less than 45 days (not including the day of the share's acquisition or disposal) during a prescribed period in relation to the Special Dividend.

Domain Shareholders will not be treated as holding their Domain Shares 'at-risk' on any days on which Domain Shareholders held positions that reduced their exposure to gains and losses below 30 per cent. A "position" held by Domain Shareholders in relation to their Domain Shares generally refers to hedging instruments whose values are contingent upon changes in the price of Domain Shares. Therefore, days on which Domain Shareholders hold these positions will not count towards the 45 days requirement for determining whether they are a 'qualified person'. However, those days do not break the continuity of the 'at-risk' period.

Domain Shareholders will cease to be considered to hold their shares 'at-risk' from the Scheme Record Date.

The 'related payments' rule should apply to Domain Shareholders, as the Special Dividend will reduce the amount of the Scheme Consideration. Accordingly, the prescribed period within which Domain Shareholders must hold their Domain Shares 'at risk' for a continuous period of 45 days is expected to be from 29 June 2025 to 19 August 2025 in respect of the Special Dividend.

Franking credit integrity measures

The ATO may apply certain integrity measures to prevent Domain Shareholders from being entitled to a tax offset for the franking credits attached to the Special Dividend. These integrity measures include:

- *the exempting and former exempting rules* (of Division 208 of the ITAA 1997);
- *the franking credit scheme rules* (of section 177EA of the ITAA 1936);
- *the franking credit streaming rules* (of section 204-30 of the ITAA 1997); and
- *the equity funded dividend measures* (of section 207-159 of the ITAA 1997).

These rules are complex and the class ruling application seeks the ATO's confirmation that it will not apply any of these integrity measures in relation to the Special Dividend.

In the event that the ATO applies these integrity measures, the ATO may issue a determination that no franking credits are available to Domain Shareholders in respect of the Special Dividend. However, in that case the franking credits would also not be included in Domain Shareholders' assessable income.

Individuals and complying superannuation entities

Domain Shareholders that are individuals or complying superannuation entities may be entitled to a refund of excess franking credits where the tax offset associated with franking credits attached to the Special Dividend exceeds their tax liability for the relevant income year.

Corporate investors

Domain Shareholders that are companies will not be entitled to a refund of excess franking credits where the franking credits attached to the Special Dividend exceeds their tax liability for the relevant income year. Instead, Domain Shareholders that are companies will convert any excess franking offset to a tax loss and will be taken to have incurred this tax loss for the relevant income year in which the dividend is paid. Domain Shareholders that are companies may be able to credit their franking account with the amount of any franking credit attached to the Special Dividend.

Trusts

Where Domain Shares are held by an Australian resident trust (other than an attribution managed investment trust) the benefit of the franking credit attached to the Special Dividend may flow to Australian resident beneficiaries who are presently entitled to the income of the trust, including the Special Dividend. The income tax treatment of the Special Dividend and attached franking credit in the hands of those beneficiaries will depend on the flow-through status of the trust and tax status of those beneficiaries.

Non-Australian resident shareholders

Domain Shareholders who are not residents of Australia should not be subject to income tax in Australia in respect of the Special Dividend, provided they do not hold the Domain Shares through an Australian permanent establishment. As the Special Dividend (if paid) will be fully franked, such shareholders should receive the full amount of the Special Dividend free of any Australian dividend withholding tax.

8.4 Disposal of Domain Shares – Australian resident Domain Shareholders

Calculation of capital gain or loss

Domain Shareholders will dispose of their Domain Shares to Bidder Sub under the Scheme for CGT purposes on the Implementation Date.

Domain Shareholders will be required to determine their capital gain or loss in respect of the disposal of their Domain Shares. Domain Shareholders should make a capital gain on disposal of their Domain Shares if the capital proceeds from the disposal of their Domain Shares exceed the cost base of their Domain Shares. Conversely, Domain Shareholders should make a capital loss on disposal of their Domain Shares if the capital proceeds from the disposal of their Domain Shares are less than the reduced cost base of their Domain Shares.

A Domain Shareholder's cost base in their Domain Shares will generally comprise the original amount paid to acquire their Domain Shares, plus certain non-deductible incidental costs incurred for the acquisition or disposal of their Domain Shares (such as brokerage). No brokerage is payable in relation to the disposal of the Domain Shares to Bidder Sub under the Scheme. Broadly, a Domain Shareholder's reduced cost base in the Domain Shares will exclude any deductible ownership costs related to the Domain Shares.

For the calculation of any capital gain or loss, the capital proceeds received by a Domain Shareholder will be the Scheme Consideration of $4.43 in cash per Domain Share, reduced by the amount of the Special Dividend. No CGT roll-over will be available to Domain Shareholders in relation to the Scheme.

CGT discount

If a Domain Shareholder is an individual, complying superannuation entity or trustee, and acquired their Domain Shares at least 12 months before the Implementation Date (the date that the relevant CGT event is taken to have occurred), the amount of the capital gain (after firstly being reduced for any current and prior year capital losses) may be reduced by the relevant CGT discount.

- If a Domain Shareholder who is an individual or trustee applies the CGT discount, the capital gain (after firstly being reduced for current and prior year capital losses) will be reduced by half.
- If a Domain Shareholder is a complying superannuation entity, the capital gain (after firstly being reduced for current and prior year capital losses) will be reduced by one third.

Domain Shareholders that are companies are not entitled to the CGT discount.

8.5 Disposal of Domain Shares – non-Australian resident Domain Shareholders

A Domain Shareholder who:

- is not a resident of Australia for Australian tax purposes; and
- does not hold their Domain Shares in carrying on a business through a permanent establishment in Australia,

should be able to disregard any capital gain or loss arising from the disposal of their Domain Shares for Australian purposes.

Foreign resident capital gains withholding tax

The foreign resident capital gains withholding regime can impose an obligation on a purchaser of shares to withhold an amount equal to 15% of the purchase price for the shares if they are considered to be "indirect Australian real property interests". As the Scheme Shares should not be considered to be indirect Australian real property interests, it is not expected that Bidder Sub will withhold any foreign resident capital gain withholding tax from the payment of the Scheme Consideration.

While not currently intended by Bidder Sub, Bidder Sub could seek to clarify the status of particular Domain Shareholders and require these Domain Shareholders to provide Bidder Sub with either: (a) declaration that they are an Australian tax resident or that their Domain Shares are not an 'indirect Australian real property interest' (**Declaration Form**); or (b) a notice of variation granted by the ATO varying the amount or rate of tax to be withheld (**Variation Notice**). In these circumstances, unless a signed Declaration Form or Variation Notice is provided to Bidder Sub for these particular Domain Shareholders, Bidder Sub may withhold 15% of the Scheme Consideration payable to the Domain Shareholder and pay that amount (the **FRCGW Amount**) to the Commissioner of Taxation. In the event any FRCGW Amount is deducted from the Scheme Consideration for a Domain Shareholder, the FRCGW Amount deducted can be credited against the actual Australian income tax liability of the Domain Shareholder, with any excess refunded.

8.6 GST

No GST should be payable by Domain Shareholders for the disposal of their Domain Shares to Bidder Sub. The disposal of Domain Shares will either be an input taxed financial supply, or an out-of-scope supply (depending on the circumstances of the Domain Shareholder).

No GST should be payable in respect of any dividends paid to Domain Shareholders, including the Special Dividend.

Domain Shareholders may be charged GST on costs from third party suppliers (such as advisor costs and third party brokerage) in connection with the Scheme. The entitlement of Domain Shareholders to claim input tax credits in relation to these acquisitions (if any) may be restricted. Domain Shareholders who are GST registered should seek their own professional tax advice in relation to the impact of GST in their individual circumstances and recovery of input tax credits on costs related to the Scheme.

8.7 Stamp duty

No stamp duty should be payable by Domain Shareholders in relation to the disposal of their Domain Shares to Bidder Sub under the Scheme.

9 Additional Information

9.1 Interests of Domain Directors in Domain Shares

The table below lists the Relevant Interests of Domain Directors in Domain Shares as at the Last Practicable Date.

Domain Director	Relevant Interest in Domain Shares
Nicholas Falloon	723,228
Diana Eilert	66,828
Gregory Ellis	25,126
Geoffrey Kleemann	85,044
Matthew Stanton	Nil
Miyuki Rosen	Nil
Peter Tonagh	Nil

Domain Directors who hold Domain Shares will be entitled to vote at the Scheme Meeting and, if the Scheme is implemented, will receive the Scheme Consideration along with all other Scheme Shareholders.

Each Domain Director states that he or she intends to vote in favour of the Scheme in respect of all Domain Shares controlled or held by them, or on their behalf, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Domain Shareholders (other than Excluded Shareholders).

No Domain Director acquired or disposed of a Relevant Interest in any Domain Shares during the four months before the date of this Scheme Booklet.

9.2 Interests of Domain Directors in Domain Equity Incentives

As at the Last Practicable Date, none of the Domain Directors have a Relevant Interest in any Domain Equity Incentives, and no Domain Director acquired or disposed of a Relevant Interest in any Domain Equity Incentives during the four months before the date of this Scheme Booklet.

9.3 Interests of Domain Directors in CoStar

As at the date of this Scheme Booklet, no Domain Director holds any shares in a CoStar Group Member.

9.4 Interests of Domain Directors in contracts of a CoStar Group Member

No Domain Director has an interest in any contract entered into by a CoStar Group Member.

9.5 Other interests of Domain Directors

Other than as noted in section 9.1 above and as set out in sections 9.6 and 9.7 below, no Domain Director has any other interest, whether as a director, member or creditor of Domain or otherwise, which is material to the Scheme, other than in their capacity as a holder of Domain Shares.

9.6 Agreements or arrangements with Domain Directors connected with or conditional on the Scheme

Mr Stanton, Ms Rosen and Mr Tonagh are currently directors of Nine, Domain's controlling shareholder. Additionally, Mr Stanton is employed by Nine as its Chief Executive Officer. Mr Falloon was previously a director of Nine, serving as Deputy Chair from December 2018 to November 2022.

As at the Last Practicable Date, Mr Falloon, Mr Stanton, Ms Rosen and Mr Tonagh each have a Relevant Interest in Nine Shares, and Mr Stanton holds Nine Performance Rights.[27] If the Scheme is implemented, Nine may distribute a portion of the surplus net cash it receives under the Scheme by way of special dividend paid to Nine shareholders. Mr Falloon, Mr Stanton, Ms Rosen and Mr Tonagh may be entitled to receive any such dividend from Nine, along with the benefit of any associated franking credits, through their Relevant Interests in Nine Shares. Mr Stanton participates in Nine's long term incentive plan. It is possible that implementation of the Scheme could have an impact on whether the performance criteria for the Nine Performance Rights which have been issued to him under that plan will be satisfied.

Other than these agreements and arrangements, there is no agreement or arrangement made between any Domain Director and any other person, including a CoStar Group Member, in connection with or conditional upon the outcome of the Scheme.

9.7 Payments and other benefits to directors, secretaries or executive officers of Domain in connection with retirement from or loss of office

If the Scheme is implemented and Mr Ellis loses his office as Interim Chief Executive Officer as a result of the current intention of CoStar as set out in section 6.4(d), Mr Ellis will receive a termination payment (which will include pay in lieu of notice) that ensures Mr Ellis receives a minimum of 9 months' remuneration (including superannuation) for his executive role as Interim Chief Executive Officer. Mr Ellis commenced as Interim Chief Executive Officer on 17 February 2025. The amount of that termination payment will depend on when (if at all) Mr Ellis is terminated as Interim Chief Executive Officer but will be no more than $440,000 should CoStar replace Mr Ellis on the day immediately following the Scheme Implementation Date (currently expected to be 27 August 2025).

Other than as outlined above, there is no payment or other benefit proposed to be made or given to a director, secretary or executive officer of Domain or any member of Domain Group as compensation for loss of, or as consideration for or in connection with their retirement from, office in Domain or any member of Domain Group in connection with the Scheme.

9.8 Deeds of indemnity, insurance and access

Domain has entered into deeds of indemnity, insurance and access with the directors and officers of the Domain Group on customary terms (**D&O Deeds**). The D&O Deeds provide for Domain to indemnify the directors and officers against liabilities incurred by them in those capacities, to the extent permitted by law.

Domain also pays a premium in respect of a directors and officers insurance policy for the benefit of the directors and officers of the Domain Group. Before the Implementation Date, Domain will enter into an arrangement to provide run-off insurance coverage (if the Scheme is implemented) for directors and officers for up to seven years on terms consistent with the directors and officers run-off insurance policy Domain had in place as at the date of the Scheme Implementation Deed (**D&O Run-Off Policy**). As at the Last Practicable Date, Domain expects that the premium for entry into the D&O Run-Off Policy will not exceed two and a half times the cost of Domain's annual D&O policy premium. The entry into such arrangements by Domain is permitted by clause 13.3 of the Scheme Implementation Deed provided that the premium does not exceed an aggregate amount agreed between Domain and CoStar.

27 As at the Last Practical Date, Mr Falloon has a Relevant Interest in 396,222 Nine Shares, Mr Stanton has a Relevant Interest in 51,100 Nine Shares and holds 625,571 Nine Performance Rights, Ms Rosen has a Relevant Interest in 80,000 Nine Shares, and Mr Tonagh has a Relevant Interest in 123,456 Nine Shares.

9.9 Transitional arrangements with Nine

As Related Bodies Corporate, Domain and Nine currently share the benefit of certain third-party contracts for services required for the conduct of their respective businesses. Under the Scheme, Domain will cease to be a Related Body Corporate of Nine. Accordingly, in order to facilitate the separation of the Domain Group and the Nine Group so that each is able to operate on a fully standalone basis, Domain and Nine are negotiating a transitional services agreement (**TSA**) under which these arrangements will continue (on a transitional basis) on the terms set out in the TSA.

Separate to the arrangements described above, Domain and Nine are party to various commercial arrangements to provide one another with services. To provide a period of stability to allow for the separation of the Domain Group from the Nine Group, and allow CoStar and Nine a period of time to negotiate any arrangements that the parties wish to continue on a standalone basis (after Nine and Domain cease to be Related Bodies Corporate), Domain and Nine have entered into an agreement (**Commercial Arrangements Agreement**) pursuant to which they agree to, on and from the Effective Date:

- continue certain commercial arrangements currently in place between them and/or their Group Members in line with the commercial terms for a transitional period to assist with facilitating their separation; and
- work together in good faith to negotiate and agree the basis on which longer term arrangements may be entered into between them or their Group Members on arm's-length terms in substitution for such commercial arrangements, with a view to reaching agreement before the date that is six months after the Effective Date.

To the extent that no agreement has been reached in respect of any such commercial arrangement (and the relevant arrangement otherwise remains on foot) on the date that is six months after the Effective Date, either party is entitled to immediately terminate the relevant commercial arrangement.

The Commercial Arrangements Agreement was negotiated on an arm's length basis and approved by Domain Directors with no present or historical directorship with Nine. The TSA is being negotiated on an arm's length basis.

9.10 Suspension of trading of Domain Shares

If the Court approves the Scheme, Domain will notify ASX. It is expected that suspension of trading on the ASX in Domain Shares will occur at the close of trading on the ASX on the Effective Date, and that this will be the last day that Domain Shares will trade on the ASX.

9.11 Deed Poll

CoStar and Bidder Sub have executed the Deed Poll, under which:

- Bidder Sub has undertaken in favour of each Scheme Shareholder to provide the Scheme Consideration to which each Scheme Shareholder is entitled under the Scheme and to perform Bidder Sub's obligations under the Scheme; and
- CoStar has undertaken in favour of each Scheme Shareholder to perform CoStar's obligations under the Scheme and that, if Bidder Sub will not or does not fulfil its obligations to provide the Scheme Consideration to each Scheme Shareholder under the Scheme, then CoStar will perform such obligations in place of Bidder Sub,

subject to the Scheme becoming Effective.

A copy of the Deed Poll is contained in Attachment D to this Scheme Booklet.

9.12 Summary of Scheme Implementation Deed

On 9 May 2025, Domain, CoStar and Bidder Sub entered into a Scheme Implementation Deed under which Domain agreed to propose the Scheme. The Scheme Implementation Deed sets out the parties' rights and obligations in connection with the Scheme.

A summary of the key elements of the Scheme Implementation Deed is set out below. A full copy of the Scheme Implementation Deed can be obtained from www.asx.com.au or https://shareholders.domain.com.au/group/?page=asx-announcements.

(a) Conditions precedent

Implementation of the Scheme is subject to the following conditions which must be satisfied or waived (where capable of waiver) before the Scheme can be implemented:

- **(FIRB approval)** CoStar receives Foreign Investment Review Board (**FIRB**) approval for the Scheme. This will involve, before 8.00am on the Second Court Date, either:
  - CoStar receiving a written notice under the *Foreign Acquisitions and Takeovers Act 1975* (Cth) (**FATA**) from the Treasurer that the Commonwealth Government does not object to the acquisition of all the Scheme Shares by CoStar under the Transaction;
  - following notice of the proposed acquisition of all the Scheme Shares by CoStar under the Transaction having been given by CoStar to the Treasurer under the FATA, the Treasurer ceases to be empowered to make any order under Division 2 of Part 3 of the FATA, and either the ten-day period referred to in section 82(2)(a) of the FATA or the period referred to in section 82(2)(b) of the FATA (as applicable) ending; or
  - an interim order is made under section 68 of FATA in respect of the Transaction, and the subsequent period for making an order or decision under Part 3 of the FATA elapsing without the Treasurer making such an order or decision.
- **(Restraints)** there is no legal restraint or prohibition preventing or materially restricting the Scheme or its implementation in effect at 8:00am on the Second Court Date.
- **(Orders convening Scheme Meeting)** the Court orders the convening of the Scheme Meeting.
- **(Shareholder approval)** the Scheme is approved by Domain Shareholders (other than Excluded Shareholders) at the Scheme Meeting by the Requisite Majorities (unless the Court orders otherwise under section 411(4)(a)(ii)(A) of the Corporations Act).
- **(Court approval)** the Court approves the Scheme in accordance with the Corporations Act.
- **(No Prescribed Occurrence)** no Prescribed Occurrence occurs between the date of the Scheme Implementation Deed and 8:00am on the Second Court Date.
- **(No Material Adverse Change)** no Material Adverse Change occurs between the date of the Scheme Implementation Deed and 8:00am on the Second Court Date.
- **(Independent Expert's Report)** the Independent Expert, in the Independent Expert's Report, concludes that the Scheme is in the best interests of Domain Shareholders and does not change or publicly withdraw that conclusion before 8:00am on the Second Court Date.
- **(CoStar funding)** certain warranties given by CoStar in the Scheme Implementation Deed in relation to CoStar and Bidder Sub's funding are true and correct at all times between the date of the Scheme Implementation Deed and 8:00am on the Second Court Date.

These conditions, and the provisions relating to the satisfaction or waiver of these conditions, are set out in full in clause 3 of the Scheme Implementation Deed. The Scheme will not proceed unless all conditions precedent are satisfied or waived (as applicable) in accordance with the Scheme Implementation Deed. As at the date of this Scheme Booklet, Domain is not aware of any circumstances which would cause any of these conditions not to be satisfied.

If a condition precedent is not satisfied, or becomes incapable of being satisfied, before the End Date (being the later of 9 February 2026 and such other day agreed in writing between CoStar and Domain), either CoStar or Domain may require the other party to consult in good faith for a period of 5 Business Days to determine whether the Scheme can proceed by way of alternative means or methods. If no agreement is reached within this 5 Business Day period, the Scheme Implementation Deed may be terminated.

(b) Exclusivity

The Scheme Implementation Deed contains certain exclusivity arrangements in favour of CoStar.

Domain also provided a warranty in favour of CoStar that it had informed Nine of certain obligations under the exclusivity arrangements in clause 9 of the Scheme Implementation Deed, and that it had received a binding confirmation from Nine that Nine and the Nine Group will act consistently with such obligations.

From the date of the Scheme Implementation Deed until the earlier of the End Date, the Effective Date and the date the Scheme Implementation Deed is terminated (**Exclusivity Period**):

- **(No shop)** Domain must not, and must ensure that the Domain Group Members and their respective Authorised Persons do not, directly or indirectly, solicit, invite, initiate or encourage any Competing Proposal, or any enquiries, proposals, discussions or negotiations in relation to or that could reasonably be expected to lead to, an actual, proposed or potential Competing Proposal, or communicate any intention to do so.
- **(No talk)** Domain must not, and must ensure that the Domain Group Members and their respective Authorised Persons do not, directly or indirectly, negotiate or enter into or participate in negotiations or discussions with any person in relation to (or which may reasonably be expected to lead to) a Competing Proposal or communicate any intention to do so.
- **(No due diligence)** Domain must not, and must ensure that the Domain Group Members and their respective Authorised Persons do not, directly or indirectly, without CoStar's prior written consent:
  - solicit, invite, initiate, or encourage any person (other than CoStar) to undertake due diligence investigations in respect of Domain or the Domain Group Members, or any of their businesses and operations, in connection with such person formulating, developing or finalising, or assisting in the formulation, development or finalisation of, a Competing Proposal; or
  - make available to any person (other than CoStar) or permit any such person to receive, other than in the ordinary course of business or as required by law or rules of any prescribed financial market, any non-public information relating to Domain or the Domain Group Members, or any of their businesses and operations, in connection with such person formulating, developing or finalising, or assisting the formulation, development or finalisation of a Competing Proposal.
- **(Notification of approaches)** Domain must promptly (and in any event within 48 hours of becoming aware) notify CoStar in writing of:
  - any approach, inquiry or proposal made by any person to Domain, any of the Domain Group Members or any of their respective Authorised Persons, to initiate any discussions or negotiations that concern a Competing Proposal; and
  - any request made by any person to Domain, any of the Domain Group Members, or any of their respective Authorised Persons, for any information relating to Domain, the Domain Group Members, or any of their businesses and operations, in connection with such person formulating, developing or finalising, or assisting in the formulation, development or finalisation of a Competing Proposal,

  and Domain must promptly provide CoStar with any material non-public information relating to Domain, the Domain Group Members or any of their businesses and operations made available to or received by any person in connection with such person formulating, developing or finalising, or assisting in the formulation, development or finalisation of, a Competing Proposal and which has not previously been provided to CoStar and is not commercially sensitive information of that person.
- **(Matching right)** where there is a Competing Proposal and the fiduciary out exception (described below) applies, Domain must:
  - use its reasonable endeavours to ensure that no Domain Director changes, withdraws or modifies his or her recommendation of the Scheme in reliance on clause 7.3(iii) of the Scheme Implementation Deed; and
  - not enter into any agreement, commitment, arrangement or understanding relating to the Competing Proposal (other than a confidentiality agreement contemplated by the Scheme Implementation Deed),

  unless and until, amongst other things, a majority of the Domain Directors determine that the Competing Proposal is a Superior Proposal, Domain gives CoStar written notice of such determination and all material information about the Competing Proposal, Domain has given CoStar at least 4 Business Days to make a counter proposal which is equal or more favourable to Domain and the Domain Shareholders as a whole than the Competing Proposal, and the Domain Directors have made a determination that the Competing Proposal is or may reasonably be expected to lead to a Superior Proposal after exhausting CoStar's matching rights.

- **(Fiduciary out exception)** Domain or any Domain Group Member or Domain Indemnified Party is not required to comply with the obligations under the 'no talk' and 'no due diligence' provisions in the Scheme Implementation Deed with respect of a Competing Proposal provided that:
  - the Competing Proposal is bona fide and is made by or on behalf of a person that the Domain Board considers is of sufficient commercial standing;
  - the Domain Board has determined in good faith after consultation with Domain's financial advisers, that the Competing Proposal is or may reasonably be expected to lead to a Superior Proposal; and
  - receiving advice from Domain's external legal advisers experienced in transactions of this nature, that failing to take the action or refusing to take the action (as the case may be) with respect to the Competing Proposal would, or would be reasonably likely to, be inconsistent with the fiduciary or statutory duties owed by the Domain Directors under applicable law.

These exclusivity arrangements are set out in full in clause 9 of the Scheme Implementation Deed. These obligations are subject to customary exceptions for compliance with law and normal provision of information, as set out in clauses 9.8 and 9.9 of the Scheme Implementation Deed.

Under the Scheme Implementation Deed, for a Competing Proposal to be a Superior Proposal, it must (among other requirements) be likely to result in a transaction more favourable to Domain Shareholders than the Transaction.

(c) Break Fees

The Break Fee and Reverse Break Fee arrangements are set out in full in clauses 10 and 11 of the Scheme Implementation Deed.

(i) Break Fee

Domain has agreed to pay CoStar a break fee of $28.1 million (**Break Fee**), without set off or withholding, if:

- prior to the earlier of the Effective Date and the End Date, any Domain Director:
  - fails to make or changes his or her recommendation in relation to the Scheme, or withdraws or adversely modifies his or her recommendation; or
  - makes a public statement to the effect that the Scheme is not, or no longer, recommended,

  other than in circumstances where:
  - the report (including any update, revision or amendment thereto) of the Independent Expert opines that the Scheme is not in the best interests of Scheme Shareholders (other than where the sole or primary reason for that opinion is a Competing Proposal);
  - the failure to make, or the change, withdrawal or modification of a director's recommendation occurs because of a requirement or request of the Court or a Government Agency that the relevant Domain Director abstain or withdraw from making a recommendation;
  - Domain is entitled to terminate the Scheme Implementation Deed under clause 12.1 of the Scheme Implementation Deed and has given the appropriate notice to CoStar; or
  - Domain is entitled to terminate the Scheme Implementation Deed for failure of a Condition that is not waived, (other than as a result of a breach by Domain) and Domain has given the required notice to CoStar;
- Domain terminates the Scheme Implementation Deed as a result of the Independent Expert concluding that the Scheme is not in the best interests of Scheme Shareholders and the sole or primary reason for that conclusion is a Competing Proposal;
- at any time before termination of the Scheme Implementation Deed, Domain enters into an agreement with any person in respect of a Competing Proposal under which Domain and the person agree to implement such Competing Proposal;
- a Competing Proposal is announced before the End Date and, within 9 months of the Competing Proposal being announced, that Competing Proposal;
  - is completed, implemented or consummated; and
  - results in a person or persons (other than a CoStar Group Member), obtaining Control of Domain, merging or amalgamating with Domain or acquiring (directly or indirectly) an interest in all or a substantial part of the business or assets of the Domain Group; or
- CoStar validly terminates the Scheme Implementation Deed due to a material breach of the Scheme Implementation Deed by Domain or as a result of a failure of the No Prescribed Occurrence condition, and the Transaction does not complete.

(ii) Reverse Break Fee

CoStar has agreed to pay Domain a reverse break fee of $28.1 million (**Reverse Break Fee**), without set off or withholding, if:

- Domain validly terminates the Scheme Implementation Deed due to a material breach of the Scheme Implementation Deed by CoStar; or
- the Court fails to approve the terms of the Scheme at the Second Court Hearing (for which approval of the Requisite Majorities of Domain Shareholders (other than Excluded Shareholders) has been obtained and all other conditions precedent have been satisfied or waived) as a result of material non-compliance by CoStar with its obligations under the Scheme Implementation Deed and, if Domain is actually aware of the material non-compliance prior to the Second Court Date, CoStar has been given prior written notice setting out details of the relevant material non-compliance and if capable of remedy the relevant material non-compliance continues to exist for 10 Business Days.

(d) Termination rights

The termination rights of Domain and CoStar are set out in clause 12 of the Scheme Implementation Deed. In summary:

- **(Termination by either party)** Domain or CoStar may, by notice in writing to the other, terminate the Scheme Implementation Deed if:
  - at any time prior to 8.00am on the Second Court Date, either:
    - the other party (where the "other party" is CoStar or Bidder Sub in the case of termination by Domain) is in material breach of its material obligations under the Scheme Implementation Deed (other than a CoStar Warranty or Domain Warranty not being true and correct); or
    - a representation and warranty given by the other party is not true and correct, where that breach is material in the context of the Transaction as a whole,

    and the breach is not remedied within 10 Business Days of notice of the breach being given;
  - a condition precedent has not been satisfied or waived by the End Date and, in certain circumstances, Domain and Bidder Sub are unable to agree on a course of action; or
  - at any time if the Effective Date for the Scheme has not occurred, or will not occur, on or before the End Date.
- **(Termination by Domain)** Domain may, by notice in writing to CoStar, terminate the Scheme Implementation Deed at any time prior to 8:00am on the Second Court Date if, at any time before then, a majority of the Domain Board has changed, withdrawn or modified their recommendation of the Scheme; and
- **(Termination by CoStar)** CoStar may, by notice in writing to Domain, terminate the Scheme Implementation Deed at any time prior to 8:00am on the Second Court Date if, at any time before then, any Domain Director:
  - adversely changes or withdraws their recommendation of the Scheme;
  - recommends or supports a Competing Proposal; or
  - makes a public statement to the effect that he or she no longer supports the Transaction,

  or if Domain enters into an agreement with any person in respect of a Competing Proposal under which that person and Domain agree to undertake or implement such Competing Proposal.

9.13 Standstill arrangement

Under the Confidentiality Deed between Domain and CoStar dated 31 March 2025, from the date of that deed until the date that is 12 months thereafter, CoStar must not (and must ensure that no CoStar Group Member nor any Associates of a CoStar Group Member), directly or indirectly:

- subscribe for, purchase, or acquire, or agree or offer to subscribe for, purchase, or acquire, any Domain Shares or any direct or indirect rights, warrants or options to acquire any Domain Shares, or otherwise acquire a Relevant Interest in any Domain Shares;
- enter into any agreement or arrangement with any person involving the conferring of rights, the economic effect of which is equivalent or substantially equivalent to the acquisition or holding of Domain Shares (including, but not limited to, cash-settled derivative contracts, swaps, contracts for differences or other derivative contracts);
- solicit or enter into any discussions or negotiations with, or enter into any agreement or arrangement or understanding with or become an Associate of, any third party (other than an Adviser or another CoStar Group Member):
  - with respect to a control transaction or the ownership or control of, or any economic interest in, Domain Shares (directly or indirectly) or all or part of the business, operations, management, affairs or assets of any Domain Group Member; or
  - under which either of them agree (whether or not subject to conditions or exceptions) not to acquire or offer to acquire Domain Shares;
- solicit proxies from Domain Shareholders in respect of a transaction recommended by the Domain Board under which CoStar (or any of its Related Bodies Corporate) would acquire all of the securities in Domain;
- announce an intention to make a takeover bid (however structured, whether off-market, on-market or otherwise) or make such a takeover bid, for any or all securities in a Domain Group Member or any class of securities in a Domain Group Member;
- publicly announce that it will do, or attempt to do, any of the things mentioned above; or
- procure, aid, abet, assist, encourage, counsel, induce, instruct, act in concert or ask any other person to do or in doing any of the things mentioned above.

The standstill regime is also subject to certain exceptions including actions to the extent they occur:

- with the prior written consent of Domain;
- pursuant to acceptances under a takeover bid which the Domain Board has recommended (or has agreed in writing that it will recommend) be accepted by Domain Shareholders;
- pursuant to an all cash takeover bid by a CoStar Group Member for all of the Domain Shares if Domain announces a Domain Board recommended competing proposal for more than 50% of all Domain Shares or more than 50% of the assets of the Domain Group;
- pursuant to a scheme of arrangement which has been recommended by the Domain Board; or
- pursuant to any other proposal which has been agreed in writing between Domain and CoStar.

9.14 Domain Equity Incentives

(a) Overview of arrangements

Domain operates several equity incentive plans under which short-term and long-term incentives are offered to executives and senior employees (**Participants**) as an incentive and reward. These plans are all governed by the Equity Incentive Plan Rules (**EIP Rules**) adopted on 15 November 2017. The principal plans (the **Plans**) are:

- **Executive Incentive Plan (EIP)**: A previous annual short-term incentive plan for the Domain executive leadership team (**ELT**), including two members of the ELT who are identified as Key Management Personnel (**KMP**) (being the Chief Executive Officer (**CEO**) and Chief Financial Officer (**CFO**)), delivered as:
  - cash for all of the ELT, except for KMP; and
  - for the KMP,[28] 70% of the award is paid in cash and 30% is delivered as deferred Domain Share Rights which vest 12 months after being granted, subject to continued employment by the Domain Group.

28 As announced to ASX on 17 February 2025, Domain's current CEO, Mr Ellis, is not eligible for a short term or long term incentive bonus and so will not participate in the FY25 STIP.

- **Domain Incentive Plan (DIP)**: A previous annual short-term incentive plan for senior leaders, with performance rights subject to two-year performance hurdles and a two-year exercise period after vesting.
- **Senior Leadership Incentive Plan (SLIP)**: A previous annual short-term incentive plan for senior leaders which replaced the DIP in FY24, with 50% of the award paid in cash and 50% granted as deferred Domain Share Rights which vest 12 months after being granted and are subject to a five-year exercise period after vesting.
- **Short Term Incentive Plan (STIP)**: A plan which replaced the EIP and SLIP in FY25, with a mix of cash and deferred Domain Share Rights for KMP and senior leaders, and cash only for ELT and certain other employees.
- **Long-Term Incentive Plan (LTIP)**: An annual long-term incentive plan, consisting of 100% performance rights, subject to a three-year performance hurdle.

(b) Current Domain Share Rights

As at the Last Practicable Date, Domain has the following Domain Share Rights on issue:

- 3,846,366 unvested Domain Share Rights under the EIP, SLIP and LTIP; and
- 518,267 vested but unexercised Domain Share Rights under the EIP, DIP and LTIP.

All of the Domain Share Rights, on vesting, can each be exercised for no consideration into one Domain Share (or in certain circumstances at the discretion of the Board, settled in cash in lieu of being exercised into a Domain Share) subject to applicable terms and conditions.

A number of Domain Shares are held on trust to settle Domain Share Rights on exercise. Domain may also settle the exercise of Domain Share Rights by issuing new Domain Shares.

(c) Implications of the Scheme for Participants under the Plans

Under the Scheme Implementation Deed, Domain must ensure that no Domain Equity Incentives are in existence on the Business Day before the Scheme Record Date.

Under the EIP Rules, the Domain Board has the discretion, in the context of a change of control, to determine that all or a specified number of a Participant's Domain Share Rights vest or cease to be subject to restrictions. Any Domain Share Rights not determined to vest will lapse, unless the Domain Board determines otherwise. The Domain Board also has the discretion to determine the treatment of vested Domain Share Rights in these circumstances.

The proposed treatment of Domain Share Rights (and cash payments under the Plans) in connection with the Scheme, as outlined in paragraphs (i) to (v) below, has been determined in accordance with the EIP Rules having regard to matters including the importance of the contribution of Domain Group employees, including the Participants, to the Scheme and of retaining their services during the Scheme process.

Additionally, Domain's former CEO, Jason Pellegrino, holds Domain Share Rights which will vest and be exercised into Domain Shares prior to the Scheme Record Date pursuant to the proposed treatment outlined below, and he may be entitled to receive a cash payment under the STIP.

Separate from the proposed treatment outlined below, a Participant may cease to hold or be entitled to Domain Equity Incentives or cash payments under the Plans (as the case may be) in the ordinary course in accordance with their terms (for example, if the Participant ceases to be employed by the Domain Group in certain circumstances). The treatment is summarised below by category, with reference to the performance period and vesting status of the Domain Share Rights.

References to numbers of Domain Share Rights below are current as at the Last Practicable Date.

(i) Category 1 (vested but unexercised)

This category comprises the following vested but unexercised Domain Share Rights which have vested but have not yet been exercised by the holder:

- 82,668 FY22 EIP deferred Domain Share Rights;
- 143,106 FY21 LTIP Domain Share Rights;
- 10,757 FY21 DIP 1 Domain Share Rights;
- 47,549 FY21 DIP 2 Domain Share Rights;
- 58,539 FY22 DIP 2 Domain Share Rights; and
- 175,648 FY23 DIP 2 Domain Share Rights.

Holders of these Domain Share Rights may exercise their Domain Share Rights prior to the Scheme Record Date in the ordinary course. If not exercised by the holder prior to the Scheme Record Date, then subject to the Scheme becoming Effective, the Domain Board will exercise its discretion to automatically exercise these Domain Share Rights so that they convert into Domain Shares prior to the Scheme Record Date and are acquired by Bidder Sub under the Scheme.

(ii) Category 2 (earned but not yet vested)

This category comprises the following unvested deferred Domain Share Rights which were granted following satisfaction of performance-based conditions and which are subject to a time-based vesting condition, with a vesting date in October 2025:

- 75,932 FY24 EIP deferred Domain Share Rights; and
- 515,712 FY24 SLIP deferred Domain Share Rights.

Subject to the Scheme becoming Effective, the Domain Board will exercise its discretion to accelerate the vesting of, and automatically exercise, these Domain Share Rights so that they convert into Domain Shares prior to the Scheme Record Date and are acquired by Bidder Sub under the Scheme.

(iii) Category 3 (unvested, performance period ending 30 June 2025)

This category comprises the following unvested Domain Share Rights which are subject to performance conditions, and have a performance period ending on 30 June 2025:

- 1,057,858 FY23 LTIP Domain Share Rights.

In recognition of the expected timing for implementation of the Scheme as at the date of this Scheme Booklet, the Domain Board will exercise its discretion to test the applicable performance-based conditions and determine the extent to which they have been satisfied as soon as practicable after 30 June 2025.

Subject to the Scheme becoming Effective, the Domain Board will exercise its discretion to accelerate the vesting of those rights that satisfy the performance hurdles and automatically exercise such rights so that they convert into Domain Shares prior to the Scheme Record Date and acquired by Bidder Sub under the Scheme. Any Domain Share Rights that do not satisfy the applicable performance hurdles will lapse.

(iv) Category 4 (unvested, performance periods ending after the Effective Date):

This category comprises the following unvested Domain Share Rights which are subject to performance conditions, and have a performance period ending after the expected Effective Date:

- 994,988 FY24 LTIP Domain Share Rights; and
- 1,201,876 FY25 LTIP Domain Share Rights.

Subject to the Scheme becoming Effective, the Domain Board will exercise its discretion to determine that half of these Domain Share Rights will vest and be automatically exercised on an accelerated basis prior to the Scheme Record Date, with the other half automatically lapsing. For employees in this category who enter into a retention agreement with Domain, a cash amount equal to the number of their lapsed Domain Share Rights multiplied by $4.43 (less any employment taxes (excluding payroll tax) and superannuation) will be paid 12 months after the Implementation Date, subject to remaining employed by the Domain Group (or paid immediately if they are made redundant or terminated without cause).

(v) Category 5 (FY25 STIP, not yet determined):

This category comprises the following awards:

- FY25 STIP for the ELT (**ELT FY25 STIP**) – ordinarily awarded as 100% cash except for the CEO[29] and CFO, who would ordinarily receive this award as 70% cash and 30% Domain Share Rights but under the proposed treatment of Domain Equity Incentives in connection with the Scheme, all awards will be paid in cash
- FY25 STIP for senior leaders (**Senior Leaders FY25 STIP**) – ordinarily awarded as 50% cash and 50% Domain Share Rights, but under the proposed treatment of Domain Equity Incentives in connection with the Scheme, all awards will be paid in cash

In recognition of the expected timing for implementation of the Scheme as at the date of this Scheme Booklet, the Domain Board will exercise its discretion to test the applicable performance-based conditions and determine the extent to which they have been satisfied as soon as practicable after 30 June 2025.

Awards under the FY25 STIP will be payable once the applicable performance-based conditions have been tested after 30 June 2025, subject to the Scheme having become Effective and the satisfaction of the applicable performance-based vesting conditions. Any awards determined by the Domain Board will be paid in cash only with no deferred share right component.

For Participants under the Senior Leaders FY25 STIP, half of the award determined by the Board will be paid in cash on or around the Implementation Date and, subject to entering into a retention agreement with Domain, the other half will be paid in cash 12 months after the Implementation Date, subject to continued employment by the Domain Group (or paid immediately if they are made redundant or terminated without cause).

For Participants under the ELT FY25 STIP, any award which the Domain Board determines to pay will be paid in cash in one instalment on or around the Implementation Date (noting the ELT, other than Mr Ellis (who does not hold any Domain Share Rights), will be subject to the retention arrangements outlined in section 9.14(c)(iv) above in respect of their FY24 and FY25 LTIP Domain Share Rights).

The total aggregate amount payable to Participants for all cash awards under the FY25 STIP will not exceed $6,205,114.40.

(d) TESP

Domain also operates a Tax-Exempt Share Plan (**TESP**) under which eligible employees may purchase up to $1,000 of Domain Shares per year from deductions from their pre-tax salary at a 20% discount, which are subject to a three-year holding lock once granted. There are Domain Shares held by certain Participants under the TESP relating to financial years prior to FY25 which are subject to disposal restrictions (**Restricted Shares**). These Restricted Shares will be acquired in the ordinary course under the Scheme. The Restricted Shares are subject to holding locks applied by the Domain Share Registry, which (on instruction from Domain) will be lifted upon the Scheme becoming Effective.

Given the Restricted Shares would be acquired pursuant to the Scheme prior to the expiry of their restriction period, Domain has applied for a ruling from the ATO in respect of the Restricted Shares to preserve their tax-exempt status. In the event that the ATO does not grant the tax ruling (which is not an expected outcome), the Restricted Shares would no longer be tax exempt upon sale and the participating employees would be subject to tax. Domain may elect to pay an amount to the participating employees equal to the amount of tax that they will incur. It is anticipated that the amount would be less than $200,000.

In respect of those employees participating in the FY25 TESP (**FY25 TESP Participants**), the salary sacrifice period runs up to 12 June 2025. Instead of granting Domain Shares to FY25 TESP Participants, the FY25 offer will be cancelled and deductions repaid to FY25 TESP Participants, with additional compensation to reflect the lost benefit relating to the 20% discount that they would have otherwise received under the FY25 offer. Repayment and any compensation to FY25 TESP Participants will be made prior to the Implementation Date.

29 While the CEO would ordinarily participate in the STIP, as announced to ASX on 17 February 2025, Domain's current CEO, Mr Ellis, is not eligible for a short term or long term incentive bonus and so will not participate in the FY25 STIP. Domain's former CEO, Mr Pellegrino, may be entitled to receive a cash payment under the STIP.

9.15 Transaction costs

Each of the persons named in this section is performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Scheme Booklet and will be entitled to receive professional fees for those professional, advisory or other services (as applicable). If the Scheme is implemented, Domain expects to pay an aggregate of approximately $10.3 million (excluding GST) in transaction costs in connection with the Scheme, which includes:

- fees and expenses for professional services paid or payable to:
  - UBS Securities Australia Limited for acting as financial adviser to Domain in relation to the Scheme;
  - Gilbert + Tobin for acting as legal adviser to Domain in relation to the Scheme;
  - Alvarez & Marsal for acting as tax adviser to Domain in relation to the Scheme;
  - MUFG for acting as the Domain Share Registry; and
  - Grant Samuel for acting as Independent Expert; and
- other fees and expenses in connection with the Scheme, the Court proceedings, Scheme Booklet design, printing and distribution, convening and holding the Scheme Meeting and other general and administrative expenses relating to the Scheme.

If the Scheme is not implemented, Domain expects to pay an aggregate of approximately $3.6 million (excluding GST) in transaction costs in connection with the Scheme, being costs that have already been incurred as at the Last Practicable Date or are expected to be incurred even if the Scheme is not implemented (but excluding the Break Fee – see section 9.12(c) for information on the circumstances in which the Break Fee may be payable).

9.16 ASIC relief

Regulation 5.1.01 of the Corporations Regulations requires that, unless ASIC orders otherwise, the explanatory statement must contain the matters set out in Parts 2 and 3 of Schedule 8 to the Corporations Regulations. ASIC has granted relief from certain of those disclosure requirements.

(a) Paragraph 8302(d) of Part 3 of Schedule 8

Paragraph 8302(d) of Part 3 of Schedule 8 of the Corporations Regulations requires that this Scheme Booklet set out particulars of any payment or benefit proposed to be made or given to any director, secretary or executive officer of Domain or a Related Body Corporate (each a **Relevant Person**) as compensation for loss of, or as consideration for or in connection with his or her retirement from, office in Domain or a Related Body Corporate.

ASIC has granted Domain relief from this requirement so that Domain is not required to set out in this Scheme Booklet:

- the particulars of any payments or benefits which may be made or given to a Relevant Person in relation to their loss of office, or retirement from office, unless:
  - the Relevant Person will lose office or retire from office as a consequence of, or in connection with, the Scheme; or
  - the amount of any payment or benefit which may be made to the Relevant Person upon their loss of office or retirement from office may be materially affected by the Scheme.
- the identity of any Relevant Person who will lose office or retire from office in connection with the Scheme, unless that person is a director of Domain; and
- particulars of any payments or benefits to the Relevant Person, other than directors of Domain, that would otherwise be required to be disclosed, provided such payments or benefits are disclosed on an aggregate basis.

(b) Paragraph 8302(h) of Part 3 of Schedule 8

Paragraph 8302(h) of Part 3 of Schedule 8 of the Corporations Regulations requires this Scheme Booklet to set out whether, within the knowledge of the Domain Directors, the financial position of Domain has materially changed since the date of the last balance sheet laid before Domain Shareholders in a general meeting or sent to Domain Shareholders in accordance with sections 314 or 317 of the Corporations Act, being 30 June 2024.

ASIC has granted relief from this requirement so that this Scheme Booklet only need set out whether, within the knowledge of the Domain Directors, the financial position of Domain has materially changed since 31 December 2024 (being the last date of the period to which the financial statements for H1 FY25 relate).

A copy of Domain's Appendix 4D (providing the most recent financial reports for H1 FY25 released to the ASX before registration of this Scheme Booklet with ASIC) may be obtained by Domain Shareholders by calling the Domain Shareholder Information Line on 1300 116 260 (within Australia) or +61 3 9415 4110 (outside Australia) Monday to Friday (excluding public holidays) between 8:30am and 5:00pm (AEST). A copy of the Appendix 4D may be obtained free of charge by anyone who requests a copy before the Second Court Date.

As noted at section 5.10, to the knowledge of the Domain Board, as at the Last Practicable Date, the financial position and financial performance of the Domain Group has not materially changed since 31 December 2024, being the date of the Domain Group's financial statements for H1 FY25 (included in the Appendix 4D released to ASX on 13 February 2025), other than:

- the accumulation of earnings and the incurring of expenses in the ordinary course of trading;
- as disclosed to the ASX by Domain (including a 2 cents per share dividend paid as announced on 13 February 2025); and
- as disclosed in this Scheme Booklet.

Please refer to section 5.10 for further information.

9.17 ASX waiver

Domain has received confirmation from ASX that a waiver of ASX Listing Rule 6.23 is not required in order to permit the Domain Board to make the determinations regarding treatment of the Domain Equity Incentives set out in section 9.14.

9.18 Consents

- The following parties have given, and have not withdrawn before the date of this Scheme Booklet, their consent to be named in this Scheme Booklet in the form and context in which they are named:
  - UBS Securities Australia Limited as financial adviser to Domain;
  - MUFG as the Domain Share Registry;
  - Gilbert + Tobin as legal adviser to Domain in relation to the Scheme; and
  - Alvarez & Marsal as tax adviser to Domain.
- The Independent Expert has given and has not withdrawn its consent to be named in this Scheme Booklet and to the inclusion of the Independent Expert's Report in Attachment A to this Scheme Booklet and to the references to the Independent Expert's Report in this Scheme Booklet being made in the form and context in which each such reference is included.
- CoStar on behalf of the CoStar Group has given and has not withdrawn its consent to the inclusion of the CoStar Group Information in this Scheme Booklet in the form and context in which the CoStar Group Information is included.
- Nine has given and has not withdrawn before the date of this Scheme Booklet its consent to be named in this Scheme Booklet and to the inclusion of its voting intention statement.

- Each person named in this section 9.18:
  - has not authorised or caused the issue of this Scheme Booklet;
  - does not make, or purport to make, any statement in this Scheme Booklet or any statement on which a statement in this Scheme Booklet is based, other than as specified in this section 9.18; and
  - to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Scheme Booklet, other than a reference to its name and the statement (if any) included in this Scheme Booklet with the consent of that party as specified in this section 9.18.

9.19 Documents available

An electronic version of this Scheme Booklet including the Independent Expert's Report and the Scheme Implementation Deed are available for viewing and downloading online at Domain's shareholder website at https://shareholders.domain.com.au/group/.

9.20 Supplementary information

If Domain becomes aware of any of the following between the date of lodgement of this Scheme Booklet for registration with ASIC and the Court Approval Date:

- a material statement in this Scheme Booklet is false or misleading;
- a material omission from this Scheme Booklet;
- a significant change affecting a matter in this Scheme Booklet; or
- a significant new matter has arisen, and it would have been required to be included in this Scheme Booklet if known about at the date of lodgement with ASIC,

depending on the nature and timing of the changed circumstances, and subject to obtaining any relevant approvals, Domain may circulate and publish any supplementary document by:

- making an announcement to ASX;
- placing an advertisement in a prominently published newspaper which is circulated generally throughout Australia;
- posting the supplementary document to Domain Shareholders at their registered address as shown in the Register; or
- posting a statement on Domain's shareholder website at https://shareholders.domain.com.au/.
- as Domain in its absolute discretion considers appropriate.

9.21 Other

(a) Registration of Scheme Booklet with ASIC

This Scheme Booklet was registered with ASIC on 30 June 2025 in accordance with section 411(2)(b) of the Corporations Act.

(b) Other material information

Other than as contained or referred to in this Scheme Booklet, including the Independent Expert's Report and the information that is contained in the Attachments to this Scheme Booklet, there is no other information that is material to the making of a decision by a Domain Shareholder (other than an Excluded Shareholder) whether or not to vote in favour of the Scheme Resolution to approve the Scheme, being information that is known to any Domain Director and which has not previously been disclosed to Domain Shareholders.

10 Glossary

In this Scheme Booklet unless the context otherwise requires:

Term	Meaning
$	means Australian dollars unless otherwise stated.
AEST	means Australian Eastern Standard Time.
Adviser	means any person who is engaged to provide professional advice of any type (including legal, accounting, consulting or financial advice) to Domain, CoStar or Bidder Sub.
Aggregate Scheme Consideration	means the aggregate of the Scheme Consideration payable to all Scheme Shareholders under the Scheme (and in accordance with the terms of the Scheme).
ASIC	means the Australian Securities and Investments Commission.
Associate	has the meaning set out in section 12 of the Corporations Act, as if section 12(1) included a reference to this (or other relevant) document and on the basis that Domain is the 'designated body'.
ASX	means ASX Limited (ACN 008 624 691) or, as the context requires, the financial market operated by it.
ASX Listing Rules	means the official listing rules, from time to time, of ASX.
ATO	means the Australian Taxation Office.
Authorised Person	means, in respect of a person: a. a director, officer, contractor, agent or employee of the person; and b. an Adviser of the person.
Bidder Sub	means Andromeda Australia SubCo Pty Limited (ACN 684 354 265) of Suite 2, Level 25, 100 Miller Street, North Sydney NSW 2060.
Break Fee	means $28.1 million.
Business Day	means a day that is not a Saturday, Sunday or a public holiday or bank holiday in Sydney, New South Wales or Washington D.C., United States.
Cash Reserves	has the meaning given in section 6.5(b) of this Scheme Booklet.
CGT	means capital gains tax.
CHESS	means the Clearing House Electronic Subregister System operated by ASX Settlement Pty Ltd and ASX Clear Pty Limited, which provides for electronic share transfers in Australia.
Class Ruling	has the meaning given to the term in section 8 of this Scheme Booklet.
Competing Proposal	means any offer, proposal, agreement, arrangement or transaction, whether existing before, on or after the date of the Scheme Implementation Deed, which, if entered into or completed, could mean that a person other than CoStar or its Associates would: a. directly or indirectly acquire voting power in, or have a right to acquire a legal, beneficial or economic interest in, or control of, more than 20% of the securities in any Domain Group Member; b. acquire Control of any Domain Group Member; c. directly or indirectly acquire or become the holder of, or otherwise acquire or have a right to acquire a legal, beneficial or economic interest in, or control of, all or substantially all or material part of the business or assets of any Domain Group Member; d. otherwise directly or indirectly acquire, be stapled with or merge with Domain; or e. require Domain to abandon, or otherwise fail to proceed with, a Transaction, whether by way of a takeover bid, scheme of arrangement, shareholder approved acquisition, capital reduction, buy back, sale, lease or purchase of shares, other securities or assets, assignment of assets or liabilities, joint venture, dual listed company (or other synthetic merger), deed of company arrangements, any debt for equity arrangement or other transaction or arrangement.

Term	Meaning
Control	has the meaning given under section 50AA of the Corporations Act. **Controlled** has the equivalent meaning.
Corporations Act	means the *Corporations Act 2001* (Cth), as amended by any applicable ASIC class order, ASIC legislative instrument or ASIC relief.
Corporations Regulations	means the *Corporations Regulations 2001* (Cth).
CoStar	means CoStar Group, Inc. of 1201 Wilson Boulevard, Arlington, VA 22209, USA.
CoStar Group	means CoStar and each of its Related Bodies Corporate (excluding, at any time, Domain and its Subsidiaries to the extent that Domain and its Subsidiaries are subsidiaries of CoStar at that time).
CoStar Group Information	means the information regarding CoStar, Bidder Sub and/or the CoStar Group contained in: a. the answers to the questions, "Who are CoStar and Bidder Sub?", "What are CoStar's intentions for the Domain business if the Scheme is implemented?" and "How is CoStar Group funding the Scheme Consideration?" in section 3 (Frequently asked questions). b. the statements that as at the Last Practicable Date, Bidder Sub is the only Excluded Shareholder, holding legal and beneficial title in approximately 16.96% of the Domain Shares on issue; and c. section 6 (Information on CoStar Group).
CoStar Group Member	means a member of the CoStar Group.
CoStar Group Parties	means the CoStar Group and its directors, officers, employees and advisers.
CoStar Warranties	means the representations and warranties of CoStar set out in Schedule 3 of the Scheme Implementation Deed.
Court	means the Supreme Court of New South Wales or any other Court of competent jurisdiction under the Corporations Act as the parties may agree in writing.
Court Approval Date	means the date when the Court grants its approval to the Scheme under section 411(4) of the Corporations Act.
D&O Deeds	has the meaning given in section 9.8 of this Scheme Booklet.
D&O Run-Off Policy	has the meaning given in section 9.8 of this Scheme Booklet.
Deed Poll	means the deed poll in the form of Attachment D to this Scheme Booklet, executed by CoStar and Bidder Sub in favour of the Scheme Shareholders.
Disclosure Letter	means the letter identified as such provided by Domain to CoStar and Bidder Sub and countersigned by CoStar and Bidder Sub on 9 May 2025.
Domain	means Domain Holdings Australia Limited (ACN 094 154 364).
Domain Board	means the board of directors of Domain as constituted from time to time (or any committee of the board of directors of Domain constituted from time to time to consider the Transaction on behalf of Domain).
Domain Director	means a director of Domain.
Domain Equity Incentives	means all options, share or performance rights or other securities exercisable, convertible or exchangeable into Domain Shares.
Domain Group	means Domain and its Subsidiaries and **Domain Group Member** will be construed accordingly.
Domain Group Parties	means any Domain Group Member or any officer, employee and Advisers of any Domain Group Member.
Domain Indemnified Parties	means each Domain Group Member and each Authorised Person of a Domain Group Member.

Term	Meaning
Domain Share Right	means an entitlement to a Domain Share (or, in certain circumstances, to a cash payment in lieu of a Domain Share) subject to applicable terms and conditions.
Domain Share	means a fully paid ordinary share in the capital of Domain.
Domain Shareholder	means each person who is registered in the Register as the holder of Domain Shares.
Domain Share Registry	means MUFG, or any replacement share registry services provided to Domain.
Domain Warranties	means the representations and warranties of Domain set out in Schedule 4 of the Scheme Implementation Deed.
Due Diligence Materials	means the information in relation to the Domain Group disclosed in writing by or on behalf of Domain to CoStar and its Representatives prior to the date of the Scheme Implementation Deed in: a. the Online Data Room (as defined in the Scheme Implementation Deed); and b. any written answers to requests for further information made by CoStar and its Representatives as contained in the Online Data Room.
EBITDA	means, in respect of a period, the consolidated net profit after tax from continuing operations for that period (calculated in accordance with the accounting policies and practices applied by the Domain Group as at the date of the Scheme Implementation Deed and used in Domain Group's half year financial report for 31 December 2024) after: a. adding back any interest expense; b. deducting any interest income; c. adding back any income tax expense; d. deducting any income tax credit or income; e. adding back any depreciation expense; and f. adding back any amortisation expense, to the extent deducted or added (as applicable), in calculating the net profit after tax in that period, and excluding significant items (as agreed between Domain and CoStar in writing).
Effective	means, when used in relation to the Scheme, the coming into effect, under section 411(10) of the Corporations Act, of the order of the Court made under section 411(4)(b) of the Corporations Act in relation to that Scheme.
Effective Date	with respect to the Scheme, means the date on which the Scheme becomes Effective.
EIP Rules	has the meaning given in section 9.14(a) of this Scheme Booklet.
Encumbrance	means a mortgage, charge, pledge, lien, encumbrance, security interest, title retention, preferential right, trust arrangement, contractual right of set-off, or any other security agreement or arrangement in favour of any person, whether registered or unregistered.
End Date	means the later of: a. the date that is 9 months after the date of the Scheme Implementation Deed, being 9 February 2026; and b. such other date and time agreed in writing between CoStar and Domain.
Excluded Shareholder	means any Domain Shareholder who is a member of the CoStar Group or any Domain Shareholder who holds any Domain Shares on behalf of, or for the benefit of, any member of the CoStar Group and does not hold Domain Shares on behalf of, or for the benefit of, any other person, in each case, as at the Scheme Record Date.
Exclusivity Deed	has the meaning given to it in the Chairman's letter.

Term	Meaning
Exclusivity Period	means the period commencing on the date of the Scheme Implementation Deed and ending on the a. earliest of: b. a. the End Date; c. b. the Effective Date; and d. c. the date the Scheme Implementation Deed is terminated in accordance with its terms.
Existing Facilities	has the meaning given in section 6.5(b) of this Scheme Booklet.
Fairly Disclosed	means disclosed in sufficient detail to enable a reasonable and sophisticated recipient of the relevant information who is experienced in transactions of the nature of the Transaction, to identify the nature, substance and potential impact of the relevant fact, matter, circumstance or event.
FATA	means the *Foreign Acquisitions and Takeovers Act 1975* (Cth).
FY19	means the financial year ended 30 June 2019.
FY20	means the financial year ended 30 June 2020.
FY21	means the financial year ended 30 June 2021.
FY22	means the financial year ended 30 June 2022.
FY23	means the financial year ended 30 June 2023.
FY24	means the financial year ended 30 June 2024.
FY25	means the financial year ended 30 June 2025.
Government Agency	means any government or representative of a government or any governmental, semi-governmental, administrative, fiscal, regulatory or judicial body, department, commission, authority, tribunal, agency, tax authority, competition authority or entity and includes any minister, FIRB, ASIC, ASX and any regulatory organisation established under statute or any stock exchange.
Grant Samuel	means Grant Samuel & Associates Pty Limited (ACN 050 036 372).
Group Members	means: a. in relation to Domain, the members of the Domain Group other than Domain; and b. in relation to Nine, the members of the Nine Group other than Nine.
GST	means a goods and services tax or similar value added tax levied or imposed under the GST Law.
GST Law	has the meaning given to it in the *A New Tax System (Goods and Services Tax) Act 1999* (Cth).
H1 FY25	means the financial half year ended 31 December 2024.
H2 FY25	means the financial half year ended 30 June 2025.
Headcount Test	has the meaning given to it in section 4.6(b)(i) of this Scheme Booklet.
Implementation Date	means, with respect to the Scheme, the fifth Business Day, or such other Business Day as the parties agree, following the Scheme Record Date.
Independent Expert	means Grant Samuel.
Independent Expert's Report	means the report prepared by the Independent Expert, a copy of which is set out in Attachment A to this Scheme Booklet.
ITAA 1936	means *Income Tax Assessment Act 1936* (Cth).
ITAA 1997	means *Income Tax Assessment Act 1997* (Cth).
Last Practicable Date	means 23 June 2025.
Last Undisturbed Trading Date	means 20 February 2025.

Term	Meaning
Material Adverse Change	means an event, occurrence, change, circumstance or matter that occurs and becomes known to CoStar after the date of the Scheme Implementation Deed (**Specified Event**), and which (individually or when aggregated with other Specified Events) has had, or is reasonably likely to have, the effect of diminishing the consolidated annual EBITDA of the Domain Group (on a recurring basis) by at least $22.125 million (calculated after taking into account any Specified Event(s) that has or could reasonably be expected to have a positive effect on consolidated annual EBITDA), as compared to what the consolidated annual EBITDA of the Domain Group (on a recurring basis) would reasonably be expected to have been but for the Specified Event, in each case, other than a Specified Event, to the extent: a. required to be done or procured by Domain pursuant to the Scheme Implementation Deed or the Transaction or expressly permitted by the Scheme Implementation Deed or the Scheme (including, for the avoidance of doubt, payment of the Special Dividend), or is otherwise approved, consented to or requested by CoStar in writing; b. it was Fairly Disclosed in the Disclosure Letter or the Due Diligence Materials; c. it was Fairly Disclosed to the ASX within the 24 months before the date of the Scheme Implementation Deed; d. it was Fairly Disclosed in the Public Register Information; e. arising from any act or omission of the CoStar or from any action which CoStar has previously approved or requested in writing, including any consequences reasonably foreseeable as a result of such matters; f. it is costs and expenses incurred by Domain associated with the Transaction process, including all fees payable to external advisers of Domain, to the extent such amounts are Fairly Disclosed in the Disclosure Letter or the Due Diligence Materials; or g. arise from: i. subject to Domain complying with clauses 6.2(k) and 6.4(a)(iv) of the Scheme Implementation Deed, any (A) current or reasonably foreseeable future claim, proceeding, dispute, complaint, investigation or review against or involving a Domain Group Member which directly or indirectly relates to the same subject matter as a Specified Matter (**Relevant Claim**), or (B) threatened Relevant Claim, or (C) increase to any Domain Group Member's liability provisions in respect thereof; ii. changes that affect the industry in which the Domain operates generally; iii. changes in commodity prices, exchange rates or interest rates; iv. general changes in economic, political or business conditions (including changes in the volume of property listings) and changes or disruptions to, or fluctuations in, domestic or international financial markets, including any consequences reasonably foreseeable as a result of such matters; v. acts of terrorism, outbreak or escalation of war (whether or not declared), major hostilities, civil unrest, act of god, natural disaster or adverse weather conditions, cyber security incidents or the like; vi. general outbreaks or escalation of illness (including COVID-19 or any mutation, variation or derivative) or the like, or from any law, order, rule or direction of any Government Agency in relation thereto; or vii. changes to accounting standards or policies or the interpretation of them, applicable laws or policies of a Government Agency in Australia, excluding, in case of paragraphs (iii) to (vii) above, the effects of any Specified Event to the extent they are disproportionate to the Domain Group relative to other participants in the industry in which the Domain Group operates.

Term	Meaning
	For the purposes of determining whether a Material Adverse Change has occurred, the parties must take into account any right to insurance, contribution or indemnification in respect of the Specified Event to the extent that: a. it is received by the Domain Group; b. the relevant insurer or other counterparty has confirmed in writing that the relevant amount will be paid to the Domain Group; or c. the relevant insurer has confirmed cover in writing.
Maximum Scheme Consideration	has the meaning given in section 6.5(a) of this Scheme Booklet.
MUFG	MUFG means MUFG Corporate Markets (AU) Limited (ACN 083 214 537).
Nine	means Nine Entertainment Co. Holdings Limited (ACN 122 203 892).
Nine Group	means Nine and its Subsidiaries (other than the Domain Group).
Nine Performance Rights	means a performance right or other security exercisable, convertible or exchangeable into a fully paid ordinary share in the capital of Nine.
Nine Share	means a fully paid ordinary share in the capital of Nine.
Notice of Scheme Meeting	means the notice of the meeting substantially in the form of Attachment B of this Scheme Booklet, for Domain Shareholders (other than Excluded Shareholders) in respect of the Scheme Meeting.
Online Scheme Meeting	Platform means the online platform described in section 2.
PPSA	means the *Personal Property Securities Act 2009* (Cth).
Prescribed Occurrence	means the occurrence of any of the following on or after the date of the Scheme Implementation Deed and before 8.00am on the Second Court Date: a. Domain converts all or any of its shares into a larger or smaller number of shares (see section 254H of the Corporations Act); b. any Domain Group Member resolves to reduce its share capital in any way or to combine, split or redeem or repurchase directly or indirectly any of its shares; c. any Domain Group Member: i. enters into a buy-back agreement; or ii. resolves to approve the terms of a buy-back agreement under subsections 257C(1) or 257D(1) of the Corporations Act; d. any Domain Group Member declares, pays or distributes any dividend, or any other form of distribution of profits or capital (whether in cash or in specie) (other than the Special Dividend); e. any Domain Group Member issues shares, or grants a performance right or an option over its shares, or agrees to make such an issue of shares or grant such an option, other than: i. where the shares or other securities are issued, or where the options are granted, to Domain or an entity which is a wholly-owned Subsidiary of Domain, provided that Domain itself is not the issuing entity; or ii. in connection with the treatment of the Domain Equity Incentives as contemplated by clause 4.3 of the Scheme Implementation Deed; f. any Domain Group Member issues, or agrees to issue, convertible notes;

Term	Meaning
	g. any Domain Group Member disposes, or agrees to dispose, of the whole, or a substantial part, of the business or property of the Domain Group; h. any Domain Group Member creates or agrees to create any Encumbrance over the whole, or a material part, of its business or property; or i. any Domain Group Member becomes Insolvent (as defined in the Scheme Implementation Deed), provided that a Prescribed Occurrence will not include any matter: j. required to be done or procured by Domain pursuant to the Scheme Implementation Deed or the Scheme; k. to the extent it is Fairly Disclosed in filings of Domain with the ASX in the 24 month period prior to the date of the Scheme Implementation Deed; l. to the extent it is Fairly Disclosed in the Public Register Information; m. to the extent it is Fairly Disclosed in the Disclosure Letter or the Due Diligence Materials; n. required by law or an order of court or Government Agency; o. expressly permitted by the Scheme Implementation Deed; or p. the undertaking of which CoStar has approved in writing (which approval must not be unreasonably withheld, conditioned or delayed).
Public Register Information	has the meaning given to that term in the Scheme Implementation Deed.
Register	means the register of Domain Shareholders maintained by or on behalf of Domain in accordance with section 168(1) of the Corporations Act.
Related Body Corporate	has the meaning given in section 50 of the Corporations Act and includes any body corporate that would be a related body corporate if section 48(2) of the Corporations Act was omitted.
Relevant Interest	has the same meaning as given by sections 608 and 609 of the Corporations Act.
Representative	of a party includes an employee, agent, officer, director, Adviser, partner, joint venturer or sub-contractor of that party.
Requisite Majorities	means the majorities required under section 411(4)(a)(ii) of the Corporations Act, being: a. a majority in number (more than 50%) of Domain Shareholders (other than Excluded Shareholders) present and voting at the Scheme Meeting (whether in person, online, by proxy, by attorney or, in the case of corporate Domain Shareholders (other than Excluded Shareholders), by corporate representative); and b. at least 75% of the total number of votes cast on the Scheme Resolution at the Scheme Meeting by Domain Shareholders (other than Excluded Shareholders) present and voting at the Scheme Meeting (whether in person, online, by proxy, by attorney or, in the case of corporate Domain Shareholders (other than Excluded Shareholders), by corporate representative). The Court has the power to waive the requirement in paragraph (a) of this definition.
Reverse Break Fee	means $28.1 million.
Scheme	means the proposed scheme of arrangement pursuant to Part 5.1 of the Corporations Act between Domain and Scheme Shareholders in respect of all Scheme Shares, substantially in the form set out in Attachment C or in such other form as the parties agree in writing, subject to any alterations or conditions made or required by the Court under section 411(6) of the Corporations Act and approved in writing by each party.
Scheme Booklet	means this scheme booklet prepared by Domain in respect of the Transaction to be dispatched to Domain Shareholders.
Scheme Consideration	means the consideration to be provided by Bidder Sub to each Scheme Shareholder for the transfer of each Scheme Share to Bidder Sub, being $4.43 per Scheme Share held by each Scheme Shareholder, as reduced by the cash amount of any Special Dividend that is announced and paid for each Domain Share before the Implementation Date.

Term	Meaning
Scheme Implementation Deed	means the Scheme Implementation Deed dated 9 May 2025 between Domain, Bidder Sub and CoStar, a copy of which was released to ASX on 9 May 2025.
Scheme Meeting	means the meeting of Domain Shareholders (other than Excluded Shareholders) ordered by the Court to be convened pursuant to section 411(1) of the Corporations Act in relation to the Scheme, and includes any meeting convened following any adjournment or postponement of that meeting.
Scheme Meeting Proxy Form	means the proxy form for the Scheme Meeting accompanying this Scheme Booklet, or, as the context requires, any replacement or substitute Scheme Meeting Proxy Form provided by or on behalf of MUFG.
Scheme Meeting Record Date	means the time and date for determining eligibility to vote at the Scheme Meeting, being 7:00pm (AEST) on 2 August 2025.
Scheme Record Date	means the time and date for determining entitlements to receive the Scheme Consideration, being 7:00pm (AEST) on 20 August 2025 or such other time and date following the Effective Date as Domain and CoStar agree in writing.
Scheme Resolution	means a resolution of Domain Shareholders (other than Excluded Shareholders) to approve the Scheme, the form of which is set out in the Notice of Scheme Meeting in Attachment B to this Scheme Booklet.
Scheme Share	means a Domain Share held by a Scheme Shareholder on issue as at the Scheme Record Date (but, for the avoidance of doubt, does not include any Domain Share held by an Excluded Shareholder).
Scheme Shareholder	means a Domain Shareholder as at the Scheme Record Date, other than an Excluded Shareholder.
Second Court Date	means the first day on which an application made to the Court for an order under section 411(4)(b) of the Corporations Act approving the Scheme is heard (or, if the application is adjourned or subject to appeal for any reason, the day on which the adjourned application is heard), with such hearing being the **Second Court Hearing**.
Special Dividend	means a dividend of up to 8.8 cents per Domain Share which may be determined and paid by Domain in accordance with the Scheme Implementation Deed.
Special Dividend Payment Date	means the date of payment of the Special Dividend) (if any), as determined by the Domain Directors in their sole discretion, currently expected to be 19 August 2025.
Special Dividend Record Date	means the record date for the Special Dividend (if any), as determined by the Domain Directors in their sole discretion, currently expected to be 7:00pm (AEST) on 12 August 2025.
Subsidiary	has the meaning given to that term in section 46 of the Corporations Act.
Superior Proposal	means a bona fide written Competing Proposal which the Domain Board determines, acting in good faith and in order to satisfy what the Domain Board reasonably considers to be its fiduciary or statutory duties, would, if completed substantially in accordance with its terms, be likely to result in a transaction more favourable to Domain Shareholders than the Transaction having regard to matters including consideration, the identity of the relevant parties, conditionality, funding, certainty, timing, the views of Nine (only to the extent relevant to the ability to obtain shareholder approval and therefore the executability of the Competing Proposal and Transaction) and any other matters that the Domain Board considers relevant.
Transaction	means the proposed acquisition by Bidder Sub, in accordance with the terms and conditions of the Scheme Implementation Deed, of all of the Scheme Shares through the implementation of the Scheme.
Treasurer	means the Treasurer of the Commonwealth of Australia.
Voting Power	has the meaning given in the Corporations Act.
VWAP	means volume weighted average price.

Attachment A

Independent Expert's Report

GRANT SAMUEL

30 June 2025

The Directors
Domain Holdings Australia Limited
Level 5, 100 Harris Street
Pyrmont NSW 2009

Dear Directors

CoStar Scheme

1 Introduction

On 9 May 2025, Domain Holdings Australia Limited ("Domain")[1] announced that it had entered into a scheme implementation deed with CoStar Group, Inc. and its wholly owned indirect subsidiary, Andromeda Australia SubCo Pty Limited (collectively, "CoStar"), under which CoStar had agreed to acquire all the shares in Domain that it did not already own by way of a scheme of arrangement (the "Scheme").

If the Scheme is implemented, Domain shareholders, other than CoStar and any of its related bodies corporate ("excluded shareholders"), will receive $4.43 cash for each Domain share held, inclusive of the amount of any fully franked special dividend (expected to be up to 8.8 cents per Domain share) that may be determined and paid by Domain before the Scheme is implemented (the "total cash consideration").

Entry into the scheme implementation deed followed announcement of an unsolicited, non-binding indicative proposal from CoStar to acquire 100% of the issued capital of Domain by way of scheme of arrangement at a cash consideration of $4.20 per share on 21 February 2025 ("Original Proposal") and a revised non-binding indicative proposal on 27 March 2025 at a cash consideration of $4.43 per share and described by CoStar as representing the best and final price it is willing to offer in the absence of a competing proposal ("Revised Proposal"). At the time of announcement of the Original Proposal, CoStar advised Domain that it had acquired 16.96% of Domain's ordinary shares at $4.20 per share.

The Scheme is subject to a number of conditions which are set out in full in the Scheme Booklet to be sent by Domain to shareholders. Other elements of the Scheme include customary exclusivity obligations provided by Domain in favour of CoStar, the potential payment in certain circumstances of a break fee of $28.1 million by Domain (or, in the case of CoStar, a reverse break fee of $28.1 million) and an obligation for Domain to ensure that restricted shares are able to participate in the Scheme and no equity incentives are on issue on the business day before the Scheme record date.

The Domain Board has unanimously recommended that Domain shareholders (other than excluded shareholders) vote in favour of the Scheme, in the absence of a superior proposal and subject to an independent expert concluding (and continuing to conclude) that the Scheme is in the best interests of Domain shareholders (other than excluded shareholders). Subject to the same qualifications:

- each Domain director intends to vote all the Domain shares held or controlled by, or on behalf of, them in favour of the Scheme; and
- Domain's majority (60.05%) shareholder, Nine Entertainment Co. Holdings Limited ("Nine") has confirmed that it intends to vote all the Domain shares it holds or controls in favour of the Scheme[2].

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1 References in this letter to "Domain" refer to the holding company, Domain Holdings Australia Limited or Domain Holdings Australia Limited and its subsidiaries, as the context requires.

2 In the case of Nine, whether a competing proposal is a superior proposal will be determined by Nine and not by the definition of "superior proposal" set out in the scheme implementation deed.

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GRANT SAMUEL

The directors of Domain have engaged Grant Samuel & Associates Pty Limited ("Grant Samuel") to prepare an independent expert's report setting out whether, in its opinion, the Scheme is in the best interests of Domain shareholders (other than excluded shareholders). A copy of the report (including this letter) will accompany the Scheme Booklet to be sent to shareholders by Domain. This letter contains a summary of Grant Samuel's opinion and main conclusions.

2 Opinion

Grant Samuel has concluded that the Scheme is fair and reasonable. Accordingly, in Grant Samuel's opinion, the Scheme is in the best interests of Domain shareholders (other than excluded shareholders) in the absence of a superior proposal.

3 Key Conclusions

- **The equity in Domain has been valued in the range $2,580-2,830 million, which corresponds to a value of $4.06-4.46 per share**

  The valuation of Domain is summarised below:

DOMAIN - VALUATION SUMMARY ($ MILLIONS)

	FULL REPORT SECTION REFERENCE	VALUE RANGE	
		LOW	HIGH
Business operations	4.4	2,775.0	3,025.0
Other assets and liabilities	4.5	(7.6)	(7.6)
Enterprise value		**2,767.4**	**3,017.4**
Adjusted net debt	4.6	(187.0)	(187.0)
Value of equity		**2,580.4**	**2,830.4**
Fully diluted shares on issue (millions)[3]	footnote 3	635.5	634.4
Value per share		**$4.06**	**$4.46**

The valuation represents the estimated full underlying value of Domain assuming 100% of the shares in the company were available to be acquired and includes a premium for control. The value exceeds the price at which, based on current market conditions, Grant Samuel would expect Domain shares to trade on the ASX in the absence of a change of control proposal. Shares in a listed company normally trade at a discount of 15-25% to the underlying value of the company as a whole (but this discount does not always apply).

The value attributed to Domain's business operations of $2,775-3,025 million is an overall judgement having regard to a number of valuation methodologies and parameters, including discounted cash flow ("DCF") analysis and capitalisation of earnings (multiples of EBITDA[4] and EBITA[5]). While both methodologies have limitations (given the wide array of credible assumptions that can be adopted in a DCF analysis and the lack of transactions involving number two participants in digital property marketplaces), they are still useful and the value range for Domain's business operations is supported by both methodologies. The value attributed to Domain's business operations is net of the interests held by agents under Domain's agent ownership model and corporate costs (net of savings).

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3 Fully diluted shares on issue include 3,266,201 (low end) or 2,208,343 (high end) share rights that are expected to vest and 1,098,432 share rights that are expected to be cash settled (at $4.43 per share) as part of the Scheme. The 514,034 treasury shares will be utilised on vesting of the share rights prior to the issue of new shares. The difference between the low and high number of share rights expected to vest is 1,057,858 share rights that will only vest subject to meeting performance tests as at 30 June 2025 and so their vesting is uncertain as at the date of this report.

4 EBITDA is earnings before net finance costs, tax, depreciation and amortisation and significant items. Significant items are those items which by size and nature or incidence are relevant to explaining the financial performance of Domain.

5 EBITA is earnings before net finance costs, tax, amortisation of acquired intangible assets and significant items.

The valuation uses Domain's 31 December 2024 balance sheet as its starting point and allows for:

- other assets and liabilities, which principally comprise contingent consideration payable in relation to the acquisition of Insight Data Solutions Holdings Pty. Ltd. (and its subsidiaries) and an equity accounted investment; and
- adjustments to net debt to add back capitalised borrowing costs and allow for the interim dividend paid by Domain on 11 March 2025.

The valuation of Domain has been prepared on a cum dividend basis with respect to any special dividend (i.e. the valuation is before payment of the special dividend expected to be up to 8.8 cents per share), which is dependent on the Scheme being implemented.

- **The DCF analysis generates values for Domain's business operations that support the value range of $2,775-3,025 million**

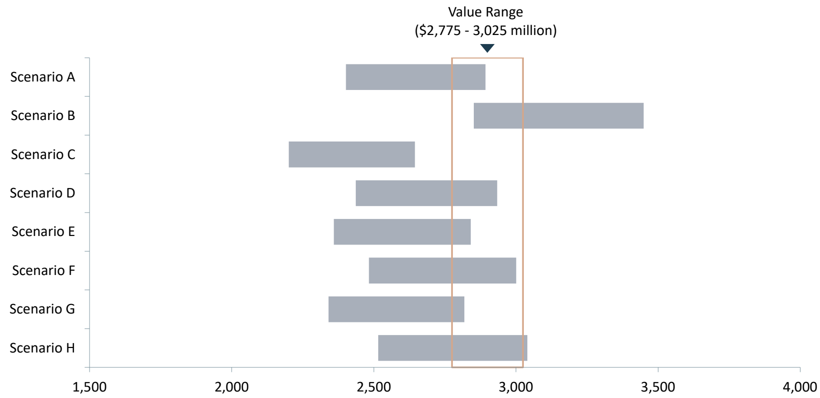
The DCF analysis uses Domain's FY25 Forecast[6] (for 2HY25[7]) as its starting point and the 5 Year Plan[8] as a framework. Where appropriate, the financial model includes certain adjustments advised by management on key parameters as well as Grant Samuel's judgement as to various assumptions (including the FY26 Projection[9]).

The DCF analysis:

- allows the key drivers of revenue and earnings (in particular, Residential yield growth) to be modelled;
- projects after tax cash flows from 1 January 2025 to 30 June 2035, with a terminal value calculated to represent the value of cash flows in perpetuity (using a terminal growth rate of 4.0%);
- considers a number of scenarios that make different assumptions in relation to the key drivers of revenue and earnings (see below for further details); and
- assumes a discount rate of 9.5-10.5%.

The net present value ("NPV") outcomes and Grant Samuel's value range for Domain's business operations are depicted below:

DOMAIN'S BUSINESS OPERATIONS – NPV OUTCOMES
(AT A 9.5-10.5% DISCOUNT RATE)



6 The FY25 Forecast is the mid-year earnings reforecast for the year ending 30 June 2025 prepared by Domain management in December 2024 (based on actual operating results for Domain for the five months ended 30 November 2024) and endorsed by the Domain Board.

7 2HY25 is the six months ending 30 June 2025.

8 The 5 Year Plan is the projections for FY25 to FY30 prepared by Domain management in October 2024 and endorsed by the Domain Board.

9 The FY26 Projection is the projection for the year ending 30 June 2026 prepared by Domain management in May 2025.

The DCF analysis shows that the key determinant of value (i.e. the variable to which the NPV outcomes are most sensitive) is long term Residential yield growth (Scenarios A to C in the chart above, as well as Scenario G to some extent). Changes in other assumptions (related to Ancillary Services revenue, marketing costs and capital expenditure) have minimal impact on the NPV outcomes.

Grant Samuel believes that the NPV outcomes produced by the DCF analysis support a value range of $2,775-3,025 for Domain's business operations on the basis that:

- it is reasonable to assume that Domain should be able to achieve growth in Residential yield of at least 10% per annum over the long term (Scenario A). This rate of growth is consistent with the average annual growth in Residential yield achieved by Domain since it listed on the Australian Securities Exchange in November 2017; and
- the NPV outcomes in the chart above do not recognise the strategic value of Domain as the number two participant in what is a "two primary participant market" and where it represents the only realistic way to enter the Australian digital property marketplace sector. Grant Samuel's value range implicitly takes this strategic value into account (and is illustrated by the value range sitting towards the higher end of most of the NPV outcomes). The value range also has been selected to ensure consistency with the market evidence as to multiples (discussed below).

- **The multiples implied by the valuation of Domain's business operations are high in an absolute sense, but are relatively low compared to the available market evidence, reflecting Domain's specific attributes, in particular, its position as the second largest digital property marketplace in Australia**

  The earnings multiples implied by the valuation of Domain's business operations are summarised below:

DOMAIN'S BUSINESS OPERATIONS – IMPLIED VALUATION PARAMETERS

DATE	VARIABLE ($ MILLION)	RANGE OF PARAMETERS	
		LOW	HIGH
Value range ($million)		**2,775.0**	**3,025.0**
Multiple of adjusted EBITDA[10] (times)			
FY24 (historical)	131.0	21.2x	23.1x
FY25 (median broker forecast)[11]	139.4	19.9x	21.7x
FY26 (median broker forecast)[11]	152.2	18.2x	19.9x
Multiple of adjusted EBITA[10] (times)			
FY24 (historical)	96.5	28.8x	31.3x
FY25 (median broker forecast)[11]	108.9	25.5x	27.8x
FY26 (median broker forecast)[11]	119.2	23.3x	25.4x

In Grant Samuel's opinion, multiples of 18-20 times forecast FY26 EBITDA and 23-25 times forecast FY26 EBITA are reasonable relative to the market evidence, which generally indicates very high multiples (often in excess of 20 times forecast EBITDA).

10 Adjusted EBITDA and adjusted EBITA exclude the earnings attributable to holders of equity interests in Domain subsidiaries under its agent ownership models (calculated as the dividends paid grossed up for tax).

11 The directors of Domain have decided not to include the FY25 Forecast or the FY26 Projection in the Scheme Booklet and therefore they have not been disclosed in this letter. To provide an indication of the expected financial performance of Domain, Grant Samuel has considered brokers' forecasts for Domain. Grant Samuel has used the median of the brokers' reports to review the parameters implied by its valuation of Domain. These forecasts are sufficiently close to Domain's FY25 Forecast and FY26 Projection to be useful for analytical purposes.

The valuation reflects the specific characteristics of Domain in terms of its sector and growth prospects, in particular its strategic importance as the second largest digital property marketplace (after REA Group) in a two-participant sector that provides a foothold at scale into the very active and sophisticated Australian residential property market. These attractive characteristics are offset, in part, by the structural and competitive challenges Domain faces as the number two participant in the market in terms of its considerably smaller scale, lack of pricing power and lower operating leverage.

In Grant Samuel's view, the implied multiples for Domain reflect a reasonable balancing of these factors.

- **The Scheme is fair and reasonable. Accordingly, the Scheme is in the best interests of Domain shareholders (other than excluded shareholders) in the absence of a superior proposal**

  Grant Samuel has estimated the full underlying value of Domain to be in the range $2,580-2,830 million which corresponds to $4.06-4.46 per share.

  The total cash consideration that will be received by Domain shareholders (other than excluded shareholders) under the Scheme of $4.43 per share falls within the value range of $4.06-4.46 per share. Accordingly, the Scheme is fair. In fact, the total cash consideration falls very close to the top end of the value range, which is likely to reflect a combination of Domain's strategic value (albeit as the second participant in a primarily two-participant market) and its shareholding structure (where CoStar needed the support of Nine for a change of control transaction to proceed). In this respect, the Scheme is demonstrably fair.

  Fairness is reinforced by Nine's support for the Scheme (in the absence of a superior proposal). There is no apparent reason why Nine, an arm's length party not associated with CoStar, would accept anything less than fair value for its substantial shareholding in Domain.

  As the Scheme is fair, it is also reasonable and is therefore in the best interests of Domain shareholders (other than excluded shareholders) in the absence of a superior proposal.

- **The total cash consideration under the Scheme provides Domain shareholders (other than excluded shareholders) with a significant premium for control**

  The total cash consideration of $4.43 per share represents a 42% premium to the price at which Domain shares last traded prior to announcement of the Original Proposal. The premium is higher (circa 50-60%) when compared to prices one to six months prior to announcement of the Original Proposal:

DOMAIN – TOTAL CASH CONSIDERATION PREMIUM OVER PRE-ANNOUNCEMENT PRICES

PERIOD	DOMAIN PRICE/VWAP	PREMIUM
Closing share price on 20 February 2025	$3.12	42.0%
1 week prior to 20 February 2025 – VWAP[12]	$3.14	41.0%
1 month prior to 20 February 2025 - VWAP[12]	$2.95	50.2%
3 months prior to 20 February 2025 - VWAP[12]	$2.77	59.7%
6 months prior to 20 February 2025 – VWAP[12]	$2.88	53.8%

The premiums (over any timeframe up to six months prior to announcement of the Original Proposal) are well above the level of premiums typically associated with takeovers in Australia (of 20-35%). The recent share prices are a more appropriate base from which to measure the premium implied by the Scheme as the one, three and six month VWAPs simply reflect lower share prices prevailing earlier in

[12] The calculation of the VWAPs exclude the special crossing after the market close on 20 February 2025 of 106,592,031 Domain shares at $4.20 per share (which was the acquisition of Domain shares by CoStar prior to announcement of the Original Proposal). All VWAPs have been calculated to three decimal places.

those periods. Domain's share price increased materially following the announcement of its 1HY25 results on 13 February 2025.

When considering the extent of the premium, shareholders should take the following factors into account:

- since listing on the ASX in November 2017, Domain shares have only traded above $4.43 for a relatively short period of time (over the period from November 2020 to February 2022). The increase in the Domain share price over this period was primarily driven by the post COVID-19 pandemic real estate market recovery and historic low interest rates. Over the three years prior to announcement of the Original Proposal, while Domain shares exhibited considerable price volatility (with closing prices as low as $2.40 and as high as $4.30), the share price has not reached the total cash consideration of $4.43;
- premiums above 35% are not necessarily uncommon, particularly where there is a competitive process or where there are significant strategic and/or synergistic benefits available to an acquirer but which are not available to portfolio investors in the normal course of events on a standalone basis. In this case:
  - given the two primary participant nature of the digital property marketplace sector in Australia, the acquisition of Domain provides CoStar with a strategic foothold in Australia. Even though CoStar is acquiring the number two participant in the market, it is strategically important to CoStar as there is no other way for it to enter the Australian digital property marketplace sector at scale (REA Group would be likely to be a much more difficult acquisition for CoStar given its size and ownership);
  - the requirement for Nine's support (which was secured subsequent to announcement of the Original Proposal) may in part explain the relatively high premium for control, with the premiums implied by the Original Proposal more consistent with the level of premium typically associated with takeovers in Australia (albeit at the high end); and
  - the level of premium is not dissimilar to the premiums paid in other recent transactions involving digital marketplaces (albeit these transactions have all taken place in markets other than Australia), which have, particularly more recently, also been substantially higher (up to as high as circa 40-50%).

- **Domain shares are likely to trade below the total cash consideration in the absence of the Scheme**

  In the absence of the Scheme or a similar transaction, shareholders could only realise their investment by selling on market at a price which does not include any premium for control and would incur transaction costs (e.g. brokerage). It is likely that, under current market conditions and its current ownership structure and in the absence of the Scheme of a similar transaction (or speculation as to one), Domain shares would trade at prices materially below the total cash consideration of $4.43 per share. There is no obvious reason why Domain shares would trade materially above the share price prior to announcement of the Original Proposal (of $3.00-3.20 per share).

  Furthermore, the liquidity of Domain shares will be more limited given CoStar's 16.96% interest in Domain. The combined interests of Nine and CoStar result in a free float of only circa 23% of Domain's issued shares. The CoStar shareholding may also create an overhang (perceived or otherwise) as it is unclear what CoStar's intentions in relation to its shareholding in Domain would be if the Scheme is not implemented. This more limited liquidity and share overhang may have an adverse impact on both the volume of trading and the price of Domain shares.

- **It is unlikely that a third party would make a superior offer for Domain**

  While it is conceivable that a third party could make a superior offer for Domain:

  - CoStar has acquired a 16.96% interest in Domain and this interest, combined with the extent of the premium already offered by CoStar, may be a deterrent to any third party; and
  - CoStar has a matching right in respect of any superior proposal received by Domain.

  On the other hand:

  - while Domain's majority shareholder, Nine, has confirmed its support for the Scheme, this support is subject to there being no superior proposal[2];
  - while CoStar has stated that the total cash consideration of $4.43 for each Domain share represents the best and final price it is willing to offer, this limitation applies only in the absence of a competing proposal; and
  - there is a fiduciary carve out to the exclusivity provisions in the scheme implementation deed that enable Domain to respond to unsolicited superior proposals from other parties (subject to a disclosure obligation).

  Since announcement of the Original Proposal on 21 February 2025, no superior proposal has been received and, as at the date of this report, the Domain Board is not aware of any superior proposal that is likely to emerge. In Grant Samuel's view, it would be imprudent for shareholders to vote against the Scheme in the hope of a superior offer subsequent to the Scheme meeting on 4 August 2025.

4 Other Matters

This report is general financial product advice only and has been prepared without taking into account the objectives, financial situation or needs of individual Domain shareholders. Accordingly, before acting in relation to their investment, shareholders should consider the appropriateness of the advice having regard to their own objectives, financial situation or needs. Shareholders should read the Scheme Booklet issued by Domain in relation to the Scheme.

Grant Samuel has not been engaged to provide a recommendation to shareholders in relation to the Scheme, the responsibility for which lies with the directors of Domain. In any event, the decision whether to vote for or against the Scheme is a matter for individual shareholders, based on their own views as to value and business strategy, their expectations about future economic and market conditions and their particular circumstances including risk profile, liquidity preference, investment strategy, portfolio structure and tax position. Shareholders who are in doubt as to the action they should take in relation to the Scheme should consult their own professional adviser.

Grant Samuel has prepared a Financial Services Guide as required by the Corporations Act, 2001. The Financial Services Guide is included at the beginning of the full report.

The opinion is made as at the date of this letter and reflects circumstances and conditions as at that date.

Yours faithfully
GRANT SAMUEL & ASSOCIATES PTY LIMITED

Grant Samuel & Associates

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FINANCIAL SERVICES GUIDE

AND

INDEPENDENT EXPERT'S REPORT

IN RELATION TO THE PROPOSAL BY COSTAR GROUP, INC.

GRANT SAMUEL & ASSOCIATES PTY LIMITED

ABN 28 050 036 372

30 JUNE 2025

GRANT SAMUEL

FINANCIAL SERVICES GUIDE

Grant Samuel & Associates Pty Limited ("Grant Samuel") holds Australian Financial Services Licence No. 240985 authorising it to provide financial product advice on securities and interests in managed investments schemes to wholesale and retail clients.

The *Corporations Act, 2001* (Cth) ("Corporations Act") requires Grant Samuel to provide this Financial Services Guide ("FSG") in connection with its provision of an independent expert's report ("Report") which is included in a document ("Disclosure Document") provided to members by the company or other entity ("Entity") for which Grant Samuel prepares the Report.

Grant Samuel does not accept instructions from retail clients. Grant Samuel provides no financial services directly to retail clients and receives no remuneration from retail clients for financial services. Grant Samuel does not provide any personal retail financial product advice to retail investors nor does it provide market-related advice to retail investors.

When providing Reports, Grant Samuel's client is the Entity to which it provides the Report. Grant Samuel receives its remuneration from the Entity. In respect of the Report for Domain Holdings Australia Limited in relation to the proposal by CoStar Group, Inc. ("the Domain Report"), Grant Samuel will receive a fixed fee of $325,000 plus reimbursement of out-of-pocket expenses for the preparation of the Report (as stated in Section 6.3 of the Domain Report).

No related body corporate of Grant Samuel, or any of the directors or employees of Grant Samuel or of any of those related bodies or any associate receives any remuneration or other benefit attributable to the preparation and provision of the Domain Report.

Grant Samuel is required to be independent of the Entity to provide a Report. The guidelines for independence in the preparation of Reports are set out in Regulatory Guide 112 issued by the Australian Securities & Investments Commission on 30 March 2011. The following information in relation to the independence of Grant Samuel is stated in Section 6.3 of the Domain Report:

> ***"Grant Samuel and its related entities do not have at the date of this report, and have not had within the previous two years, any business or professional relationship with Domain or CoStar or any financial or other interest that could reasonably be regarded as capable of affecting its ability to provide an unbiased opinion in relation to the Scheme.***
>
> ***Grant Samuel had no part in the formulation of the Scheme. Its only role has been the preparation of this report.***
>
> ***Grant Samuel will receive a fixed fee of $325,000 for the preparation of this report. This fee is not contingent on the conclusions reached or the outcome of the Scheme. Grant Samuel's out of pocket expenses in relation to the preparation of the report will be reimbursed. Grant Samuel will receive no other benefit for the preparation of this report.***
>
> ***Grant Samuel considers itself to be independent in terms of Regulatory Guide 112 issued by the ASIC on 30 March 2011."***

Grant Samuel has internal complaints-handling mechanisms and is a member of the Australian Financial Complaints Authority, No. 11929. If you have any concerns regarding the Domain Report, please contact the Compliance Officer in writing at Level 20, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000. If you are not satisfied with how we respond, you may contact the Australian Financial Complaints Authority at GPO Box 3 Melbourne VIC 3001 or 1800 931 678. This service is provided free of charge.

Grant Samuel holds professional indemnity insurance which satisfies the compensation requirements of the Corporations Act.

Grant Samuel is only responsible for the Domain Report and this FSG. Complaints or questions about the Disclosure Document should not be directed to Grant Samuel which is not responsible for that document. Grant Samuel will not respond in any way that might involve any provision of financial product advice to any retail investor.

GRANT SAMUEL & ASSOCIATES PTY LIMITED

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1 Details of the Scheme

On 9 May 2025, Domain Holdings Australia Limited ("Domain")[1] announced that it had entered into a scheme implementation deed with CoStar Group, Inc. and its wholly owned indirect subsidiary, Andromeda Australia SubCo Pty Limited (collectively, "CoStar"), under which CoStar had agreed to acquire all the shares in Domain that it did not already own by way of a scheme of arrangement (the "Scheme").

If the Scheme is implemented, Domain shareholders, other than CoStar and any of its related bodies corporate ("excluded shareholders"), will receive $4.43 cash for each Domain share held, inclusive of the amount of any fully franked special dividend (expected to be up to 8.8 cents per Domain share) that may be determined and paid by Domain before the Scheme is implemented (the "total cash consideration").

CoStar is a United States based global provider of commercial and residential real estate information, analytics, online marketplaces and 3D digital twin technology. Its portfolio of platforms includes *CoStar*, *LoopNet*, *Apartments.com*, *Homes.com, Matterport, STR, Ten-X* and *OnTheMarket*. CoStar is listed on the Nasdaq Stock Exchange and has a market capitalisation of around US$34 billion (circa $52 billion).

Entry into the scheme implementation deed followed announcement of an unsolicited, non-binding indicative proposal from CoStar to acquire 100% of the issued capital of Domain by way of scheme of arrangement at a cash consideration of $4.20 per share on 21 February 2025 ("Original Proposal") and a revised non-binding indicative proposal on 27 March 2025 at a cash consideration of $4.43 per share and described by CoStar as representing the best and final price it is willing to offer in the absence of a competing proposal ("Revised Proposal"). At the time of announcement of the Original Proposal, CoStar advised Domain that it had acquired 16.96% of Domain's ordinary shares at $4.20 per share on 20 and 21 February 2025. Following receipt of the Revised Proposal, Domain entered into an exclusivity and process deed with CoStar on 31 March 2025 and provided it with access to a data room for an initial exclusive due diligence period of four weeks (which was extended by a further two weeks in accordance with the terms of the exclusivity and process deed, through to 12 May 2025).

The Scheme is subject to a number of conditions which are set out in full in the Scheme Booklet to be sent by Domain to shareholders including approval under the *Foreign Acquisitions and Takeovers Act 1975* (Cth) and approval by Domain shareholders (other than excluded shareholders) under Section 411 of the *Corporations Act 2001* (Cth) ("Corporations Act") ("Section 411").

Other elements of the Scheme include the following:

- Domain has agreed to certain exclusivity arrangements (including no-shop, no-talk and no-due diligence obligations and a notification obligation) that apply during an exclusivity period of up to nine months from the date of the scheme implementation deed. The no-talk and no-due diligence provisions are subject to a carve out in respect of the fiduciary and statutory obligations of Domain's directors;
- CoStar has been granted matching rights in respect of any competing proposal;
- a break fee of $28.1 million may be payable by Domain in certain circumstances (or, in the case of CoStar, a reverse break fee of $28.1 million); and
- Domain must ensure that all restricted shares and equity incentives (share rights) are dealt with in the manner agreed with CoStar such that restricted shares are able to participate in the Scheme and no equity incentives are on issue on the business day before the Scheme record date.

[1] References in this report to "Domain" refer to the holding company, Domain Holdings Australia Limited or Domain Holdings Australia Limited and its subsidiaries, as the context requires. Domain's financial reporting is for the consolidated group, comprising Domain Holdings Australia Limited and its controlled entities.

The Domain Board has unanimously recommended that Domain shareholders (other than excluded shareholders) vote in favour of the Scheme, in the absence of a superior proposal and subject to an independent expert concluding (and continuing to conclude) that the Scheme is in the best interests of Domain shareholders (other than excluded shareholders). Subject to the same qualifications:

- each Domain director intends to vote all the Domain shares held or controlled by, or on behalf of, them in favour of the Scheme; and
- Domain's majority (60.05%) shareholder, Nine Entertainment Co. Holdings Limited ("Nine") has confirmed that it intends to vote all the Domain shares it holds or controls in favour of the Scheme[2].

[2] In the case of Nine, whether a competing proposal is a superior proposal will be determined by Nine and not by the definition of "superior proposal" set out in the scheme implementation deed.

2 Scope of the Report

2.1 Purpose of the Report

Under Section 411 the Scheme must be approved by a majority in number (i.e. more than 50%) of each class of Domain shareholders present and voting (either in person or by proxy) at the meeting and by Domain shareholders representing at least 75% of the votes cast on the resolution (in each case other than excluded shareholders). If approved by Domain shareholders (other than excluded shareholders), the Scheme will then be subject to approval by the Supreme Court of New South Wales.

Part 3 of Schedule 8 to the Corporations Regulations prescribes the information to be sent to shareholders in relation to schemes of arrangement pursuant to Section 411. Part 3 of Schedule 8 requires an independent expert's report in relation to a scheme of arrangement to be prepared when a party to a scheme of arrangement has a prescribed shareholding in the company subject to the scheme, or where any of its directors are also directors of the company subject to the scheme. In those circumstances, the independent expert's report must state whether the scheme of arrangement is in the best interests of shareholders subject to the scheme and must state reasons for that opinion.

Although there is no requirement in the present circumstances for an independent expert's report pursuant to the Corporations Act or the Australian Securities Exchange ("ASX") Listing Rules, the directors of Domain have engaged Grant Samuel & Associates Pty Limited ("Grant Samuel") to prepare an independent expert's report setting out whether, in its opinion, the Scheme is in the best interests of Domain shareholders (other than excluded shareholders) and to state reasons for that opinion. A copy of the report will accompany the Scheme Booklet to be sent to shareholders by Domain.

This report is general financial product advice only and has been prepared without taking into account the objectives, financial situation or needs of individual Domain shareholders. Accordingly, before acting in relation to their investment, shareholders should consider the appropriateness of the advice having regard to their own objectives, financial situation or needs. Shareholders should read the Scheme Booklet issued by Domain in relation to the Scheme.

Voting for or against the Scheme is a matter for individual shareholders based on their views as to value and business strategy, their expectations about future economic and market conditions and their particular circumstances including risk profile, liquidity preference, investment strategy, portfolio structure and tax position. Shareholders who are in doubt as to the action they should take in relation to the Scheme should consult their own professional adviser.

2.2 Basis of Evaluation

There is no legal definition of the expression "in the best interests". However, the Australian Securities & Investments Commission ("ASIC") has issued Regulatory Guide 111 ("RG111") which establishes guidelines in respect of independent expert's reports. RG111 differentiates between the analysis required for control transactions and other transactions. In the context of control transactions (whether by takeover bid, by scheme of arrangement, by the issue of securities or by selective capital reduction or buyback), the expert is required to distinguish between "fair" and "reasonable". A proposal that was "fair and reasonable" or "not fair but reasonable" would be in the best interests of shareholders (being the opinion required under Part 3 of Schedule 8). For most other transactions the expert is to weigh up the advantages and disadvantages of the proposal for shareholders. If the advantages outweigh the disadvantages, a proposal would be in the best interests of shareholders.

The Scheme is economically the same as a takeover offer. Accordingly, Grant Samuel has evaluated the Scheme as a control transaction and formed a judgement as to whether it is "fair" and, separately, whether it is "reasonable".

Fairness involves a comparison of the offer price with the value that may be attributed to the securities that are the subject of the offer based on the value of the underlying businesses and assets. For this comparison, value is determined assuming 100% ownership of the target and a knowledgeable and willing, but not anxious, buyer and a knowledgeable and willing, but not anxious, seller acting at arm's length. Reasonableness involves an analysis of other factors that shareholders might consider prior to accepting an offer.

Fairness is a more demanding criteria. A "fair" offer will always be "reasonable" but a "reasonable" offer will not necessarily be "fair". A fair offer is one that reflects the full market value of a company's businesses and assets. An offer that is in excess of the pre-bid market prices but less than full value will not be fair but may be reasonable if shareholders are otherwise unlikely in the foreseeable future to realise an amount for their shares in excess of the offer price. This is commonly the case where the bidder already controls the target company. In that situation, the minority shareholders have little prospect of receiving full value from a third party offeror unless the controlling shareholder is prepared to sell its controlling shareholding.

Grant Samuel has determined whether the Scheme is fair by comparing the estimated underlying value range of Domain with the total cash consideration. The Scheme will be fair if the total cash consideration falls within the estimated underlying value range. In considering whether the Scheme is reasonable, the factors that have been considered include:

- the existing shareholding structure of Domain;
- the likelihood of an alternative offer and alternative transactions that could realise fair value;
- the likely market price and liquidity of Domain shares in the absence of the Scheme; and
- other advantages and disadvantages for Domain shareholders of approving the Scheme.

2.3 Sources of Information

The following information was utilised and relied upon, without independent verification, in preparing this report:

Publicly Available Information

- the Scheme Booklet (including earlier drafts);
- annual reports of Domain for FY21[3] to FY24;
- half year announcement of Domain for 1HY25[4];
- press releases, public announcements, media and analyst presentation material and other public filings by Domain including information available on its website;
- brokers' reports on Domain;
- recent press articles and industry reports on the digital property marketplace sector in Australia from third party research houses; and
- sharemarket data and related information on Australian and international listed companies operating digital marketplaces (property as well as others such as auto and employment) and on acquisitions of companies and businesses in these sectors.

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[3] FYXX is the financial year end 30 June 20XX (i.e. FY24 is the financial year ended 30 June 2024).

[4] 1HYXX is the half year ended 31 December 20XX (i.e. 1HY25 is the half year ended 31 December 2024).

Non Public Information provided by Domain

- management accounts for Domain for the nine month period to 31 March 2025;
- budget for FY25 (“FY25 Budget”), prepared by Domain management in June 2024;
- mid-year earnings reforecast for FY25 (“FY25 Forecast”) prepared by Domain management in December 2024 (an update to the FY25 Budget);
- unaudited trading update for FY25 prepared by Domain management in June 2025 and referred to in the Scheme Booklet;
- projections for FY25 to FY30 (“5 Year Plan”) prepared by Domain management in October 2024;
- projection for FY26 (“FY26 Projection”) prepared by Domain management in May 2025; and
- other confidential documents, board papers, presentations and working papers.

In preparing this report, Grant Samuel has also held discussions with, and obtained information from, senior management of Domain and its advisers.

2.4 Limitations and Reliance on Information

Grant Samuel believes that its opinion must be considered as a whole and that selecting portions of the analysis or factors considered by it, without considering all factors and analyses together, could create a misleading view of the process employed and the conclusions reached. Any attempt to do so could lead to undue emphasis on a particular factor or analysis. The preparation of an opinion is a complex process and is not necessarily susceptible to partial analysis or summary.

Grant Samuel’s opinion is based on economic, sharemarket, business trading, financial and other conditions and expectations prevailing at the date of this report. These conditions can change significantly over relatively short periods of time. If they did change materially, subsequent to the date of this report, the opinion could be different in these changed circumstances.

This report is also based upon financial and other information provided by Domain and its advisers. Grant Samuel has considered and relied upon this information. Domain has represented in writing to Grant Samuel that to its knowledge the information provided by it was then, and is now, complete and not incorrect or misleading in any material respect. Grant Samuel has no reason to believe that any material facts have been withheld.

The information provided to Grant Samuel has been evaluated through analysis, inquiry and review to the extent that it considers necessary or appropriate for the purposes of forming an opinion as to whether the Scheme is in the best interests of Domain shareholders (other than excluded shareholders). However, Grant Samuel does not warrant that its inquiries have identified or verified all of the matters that an audit, extensive examination or “due diligence” investigation might disclose. While Grant Samuel has made what it considers to be appropriate inquiries for the purposes of forming its opinion, “due diligence” of the type undertaken by companies and their advisers in relation to, for example, prospectuses or profit forecasts, is beyond the scope of an independent expert.

Accordingly, this report and the opinions expressed in it should be considered more in the nature of an overall review of the anticipated commercial and financial implications rather than a comprehensive audit or investigation of detailed matters.

An important part of the information used in forming an opinion of the kind expressed in this report comprises the opinions and judgements of management. This type of information was also evaluated through analysis, inquiry and review to the extent practical. However, such information is often not capable of external verification or validation.

Preparation of this report does not imply that Grant Samuel has audited in any way the management accounts or other records of Domain. It is understood that the accounting information that was provided was prepared in accordance with generally accepted accounting principles and in a manner consistent with the method of accounting in previous years (except where noted).

The information provided to Grant Samuel included the FY25 Budget, FY25 Forecast, FY26 Projection and 5 Year Plan ("the forward looking information"). Domain is responsible for the forward looking information. Grant Samuel has considered and, to the extent deemed appropriate, relied on this information for the purposes of its analysis. The major assumptions underlying the forward looking information were reviewed by Grant Samuel in the context of current economic, financial and other conditions. It should be noted that the forward looking information and the underlying assumptions have not been reviewed (nor is there a statutory or regulatory requirement for such a review) by an investigating accountant for reasonableness or accuracy of compilation and application of assumptions.

Subject to these limitations, Grant Samuel considers that, based on the inquiries it has undertaken and only for the purposes of its analysis for this report (which do not constitute, and are not as extensive as, an audit or accountant's examination), there are reasonable grounds to believe that the forward looking information has been prepared on a reasonable basis. In forming this view, Grant Samuel has taken the following factors into account:

- the FY25 Budget was reviewed in detail and adopted by the Domain Board;
- the FY25 Forecast is based on actual operating results for Domain for the 5 months ended 30 November 2024 and has been endorsed by the Domain Board;
- the key figures in the unaudited trading update for FY25 (i.e. revenue and EBITDA) are not materially different to the FY25 Forecast;
- the FY26 Projection has been endorsed by the Domain Board;
- the 5 Year Plan was endorsed by the Domain Board; and
- the FY25 Budget was prepared through a detailed budgeting process involving preparation of "ground up" budgets by management of the various revenue streams and review by management of Domain. It is subject to ongoing analysis and revision to reflect the impact of actual performance or assessments of likely future performance. The FY25 Forecast is the result of this revision process.

While Domain has made guidance statements for FY25, the directors of Domain have decided not to include any of the forward looking information in the Scheme Booklet and therefore the FY25 Forecast, the FY26 Projection and the 5 Year Plan have not been disclosed in this report.

To provide an indication of the expected financial performance of Domain, Grant Samuel has considered brokers' forecasts for Domain (see Appendix 1). Grant Samuel has used the median of the brokers' forecasts to review the parameters implied by its valuation of Domain. These forecasts are sufficiently close to Domain's FY25 Forecast and FY26 Projection to be useful for analytical purposes.

Grant Samuel has no reason to believe that the forward looking information reflects any material bias, either positive or negative. However, the achievability of the FY25 Forecast, the FY26 Projection or the 5 Year Plan is not warranted or guaranteed by Grant Samuel. Future profits and cash flows are inherently uncertain. They are predictions by management of future events that cannot be assured and are necessarily based on assumptions, many of which are beyond the control of the company or its management. Actual results may be significantly more or less favourable.

As part of its analysis, Grant Samuel has reviewed the sensitivity of net present values to changes in key variables. The sensitivity analysis isolates a limited number of assumptions and shows the impact of variations to those assumptions. No opinion is expressed as to the probability or otherwise of those variations occurring. Actual variations may be greater or less than those modelled. In addition to not representing best and worst outcomes, the sensitivity analysis does not, and does not purport to, show the impact of all possible variations to the business model. The actual performance of the business may be negatively or positively impacted by a range of factors including, but not limited to:

- changes to the assumptions other than those considered in the sensitivity analysis;
- greater or lesser variations to the assumptions considered in the sensitivity analysis than those modelled; and
- combinations of different variations to a number of different assumptions that may produce outcomes different to the combinations modelled.

In forming its opinion, Grant Samuel has also assumed that:

- matters such as title, compliance with laws and regulations and contracts in place are in good standing and will remain so and that there are no material legal proceedings, other than as publicly disclosed;
- the assessments by Domain and its advisers with regard to legal, regulatory, tax and accounting matters relating to the Scheme are accurate and complete;
- the information set out in the Scheme Booklet sent by Domain to its shareholders is complete, accurate and fairly presented in all material respects;
- the publicly available information relied on by Grant Samuel in its analysis was accurate and not misleading;
- the Scheme will be implemented in accordance with its terms; and
- the legal mechanisms to implement the Scheme are correct and will be effective.

To the extent that there are legal issues relating to assets, properties, or business interests or issues relating to compliance with applicable laws, regulations, and policies, Grant Samuel assumes no responsibility and offers no legal opinion or interpretation on any issue.

3 Profile of Domain

3.1 Background

Domain was initially launched as a home and lifestyle section of Fairfax Media Limited's ("Fairfax") print newspapers in 1996 and established an online presence through *domain.com.au* in 1999. To remain competitive as internet penetration grew and consumers migrated to digital platforms, the business began to invest in digital product development and made acquisitions to expand its offering and reach. Key acquisitions over the following years included[5]:

- *commercialrealestate.com.au* (business assets) acquired in May 2006;
- Property Data Solutions Pty Ltd (owner of *Pricefinder*) acquired in December 2013 and merged with Australian Property Monitors to create *APM Pricefinder*;
- All Homes Pty Limited ("Allhomes") (owner of *allhomes.com.au*) acquired in October 2014; and
- a 33.8% interest in Homepass Pty Ltd ("Homepass") acquired in November 2015 (increased to 68.5% in August 2018 and to 100% in March 2021).

The business also entered into joint ventures in 2017 (Digital Home Loans Pty Limited ("Domain Home Loans") and Domain Insure Pty Ltd ("Domain Insure")) to expand its offering to property related consumer services (home loan broking, insurance product services). These joint ventures became a key part of Domain's Consumer Solutions business. However, as part of a strategic shift to streamline operations and focus on scalable, integrated solutions within its core digital property marketplace, the 60% interest in Domain Home Loans was sold in December 2023 and the 70% interest in Domain Insure was sold in April 2024.

Domain separated from Fairfax and listed on the ASX in November 2017, with Fairfax retaining a 60% interest. Following Fairfax's merger with Nine in December 2018, Nine became Domain's majority shareholder.

After the separation, Domain continued to evolve from an online property classifieds business into a technology-driven property marketplace, focusing on enhancing its digital infrastructure and expanding its offering and reach. Acquisitions continued to be an important part of this strategy, with key acquisitions including the following corporate groups[5]:

- BidTracker Holdings Pty Ltd and its subsidiaries (which operate the *Real Time Agent* business) in November 2019 to accelerate its strategy of delivering technology that streamlines the online and offline property process;
- Insight Data Solutions Holdings Pty. Ltd. and its subsidiaries ("IDS") in October 2021, to expand its addressable market to financial institutions and government; and
- Realbase Pty Ltd and its subsidiaries ("Realbase") in April 2022, a strategic acquisition to accelerate the scale and impact of its Agent Solutions business. Realbase has been Domain's largest acquisition to date with an upfront consideration of $180 million (partially funded by way of an entitlement offer) plus contingent consideration of up to $50 million.

Today, Domain Group[6] is Australia's second largest property technology and services marketplace, employing over 1,100 staff and reaching an average of 7.1 million[7] Australians in the 12 months to April 2025. Prior to announcement of the Original Proposal, Domain had a market capitalisation of approximately $2.0 billion.

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5 A brief description of each of these businesses is set out in Section 3.3 of this report.

6 The reference to Domain Group is required for consistency with the Ipsos definition of audience numbers.

7 Source: Scheme Booklet, Section 5.

3.2 Industry Overview

Domain operates in the digital property marketplace sector. This sector combines real estate services (in particular, real estate advertising) with technology-driven platforms, enabling market participants (buyers, sellers, renters, investors, agents and other interested parties) to interact through digital ecosystems.

Property Marketplaces – Characteristics and Trends

The real estate industry in Australia has undergone a significant digital transformation over the last 10-15 years as a result of technological advancements, changing consumer behaviour and competitive dynamics. Online platforms have developed from simple online classified real estate advertising to property marketplaces that provide online listings, property data, automated valuations, mortgage tools, advertising solutions and other insights. They are "two-sided" marketplaces that cater to both consumers (buyers, sellers, renters, investors) and businesses (agents, developers, governments, financial service providers).

Australia has attractive dynamics for property marketplaces, with key characteristics including the:

- value of the property market (primarily the residential property market) relative to the size of its population and economy (compared to other countries) (see the section on the residential real estate advertising market below for further discussion); and
- vendor paid advertising model, where vendors are responsible for paying the cost of marketing their properties. This model creates alignment and an incentive for agents to recommend property marketplaces as part of property marketing campaigns and to encourage vendors onto depth (premium) products (which drive listing performance). Online listings are a key feature of the vast majority of property marketing campaigns and, while the cost of selling a house can be expensive, online listings represent a small cost relative to other selling expenses (stamp duty, agents fees) and average property prices. The vendor paid advertising model provides the opportunity for digital property marketplaces to maximise yield through price and the adoption of higher tier products that drive greater exposure of a seller's property to optimise the likelihood of sale. This model contrasts with the model in other markets such as the United States and the United Kingdom where the agent pays for advertising.

Audience/traffic volumes (i.e. number of consumer visits to the platform and the ability to attract, retain and convert traffic) is critical to the success of a digital property marketplace. A greater audience reach drives listings and creates a network effect (i.e. the more buyers visit the platform, the more valuable it is for sellers to list their properties on the platform which in turn makes it more attractive for buyers to visit the platform, increasing the value of the platform over time). The key drivers of audience volumes include:

- user experience (visibility, features, content, personalisation, ease of use etc) which requires ongoing investment in technology; and
- brand recognition and reputation, which is enhanced by market leadership.

Relationships with agents are also important. The real estate agent market in Australia is fragmented, comprising franchises/corporate brands (e.g. LJ Hooker, Ray White, Harcourts, McGrath, Belle) as well as independent agents. The market dynamics vary by state, with the eastern states (Queensland, New South Wales and Victoria) dominated by franchises/corporate brands and independent agencies more prevalent in the other states.

Recent trends in the digital property marketplace sector include:

- increased demand for data and insights. Platforms continue to evolve from listing providers to data-driven advisory tools offering property valuations, suburb performance insights and buyer behaviour analytics. Artificial intelligence ("AI") and machine learning are increasingly being used to personalise the user experience and improve lead conversion;

- a shift to mobile and app usage. While websites remain the primary audience platform, macro trends show mobile app usage growing, influencing design, advertising formats and investment in the user experience; and
- consolidation and integration of adjacent services (e.g. mortgage broking, insurance, utility connection) within platforms, with the aim of offering end-to-end property solutions.

Although the outlook for the Australian digital property marketplace sector is positive, the ability to invest in continually evolving technological advancements and innovation (in particular as they relate to user experience and including AI-driven tools and automation) will be critical and will inevitably need to be balanced with maintaining revenue and margins.

Competitive Landscape

The two primary participants in the digital property marketplace sector in Australia are REA Group Ltd ("REA Group") and Domain.

REA Group owns Australia's leading residential and commercial platforms (*realestate.com.au* and *realcommercial.com.au*). It is the dominant market leader nationwide with significant audience reach and brand recognition and competes strongly with Domain across the digital property marketplace sector (listings and ancillary services). REA Group's relationship with its majority (61.4%) shareholder, News Corporation ("News Corp") provides strategic advantages to strengthen its market position and operational capabilities (e.g. cross-platform promotion, audience reach and data, global connections etc). It also has an international presence through its 78% interest in REA India Pte. Ltd. (*Housing.com* and *PropTiger.com*) and its 20% interest in Move, Inc. (*realtor.com*), which are digital property marketplaces that operate in India and the United States, respectively (the remaining 80% interest in Move, Inc. is held by News Corp).

REA Group is significantly larger than Domain, with a market capitalisation of around $32 billion, 3,400 employees and LTM24[8] revenue (Australia only) of $1,477.0 million (3.6 times Domain's LTM24 revenue of $406.1 million) and benefits from the network effect. In the Residential part of the business, it has an average monthly audience that is almost 70% larger than Domain's (11.9 million[9] compared to 7.1 million[9] in the six months to December 2024).

While both digital property marketplaces have reported growth in revenue and earnings, REA Group has outperformed Domain. By way of example, over the last three and a half years, REA Group has generated:

- an Australian revenue CAGR[10] of +16.3% (compared to Domain's +10.1%) through higher listing volumes, higher prices and greater depth penetration; and
- significantly higher margins. REA Group's Australian EBITDA[11,12] margins have been in the range 63-65% (around double Domain's 31-36% EBITDA margins).

Investment in technology is essential to remain competitive. REA Group has spent 3.7 times more than Domain on capital expenditure (primarily technology related software) over the last four and a half years ($474 million compared to $127 million). While these amounts of capital expenditure represent a similar percentage of revenue over the period (8.4% of revenue for REA Group and 8.0% of revenue for Domain), it is arguably the absolute quantum that is more relevant given the generally scalable nature of digital platforms.

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8 LTM24 is the 12 months ended 31 December 2024.

9 Source: Ipsos iris Online Audience Measurement Service H1 (average July 24 - Dec 24), Age 14+, PC/laptop/smartphone/tablet, Text only, Domain Group Resi (includes *Domain.com.au + Allhomes*) and *Realestate.com* Brand Group, Audience (000's).

10 CAGR is cumulative average growth rate. It has been calculated based on FY21 and LTM24 earnings figures.

11 EBITDA is earnings before net finance costs, tax, depreciation and amortisation and significant items. Significant items are those items which by size and nature or incidence are relevant to explaining the financial performance of Domain.

12 Where all corporate costs are allocated to REA Group's Australian business.

Domain is the second largest property marketplace in Australia, with strength in Sydney and Melbourne and a focus on premium residential listings and agent services and insights. The business operations of Domain are discussed in more detail in Sections 3.3 to 3.5 of this report.

In addition to REA Group and Domain, there are a number of other property platforms that operate in the Australian digital property marketplace sector although these platforms are all significantly smaller and some tend to focus on niche markets:

- *homely.com.au*, *view.com.au*, *OnTheHouse.com.au*, *homes.com.au* and other smaller (privately owned) platforms that focus on social discovery, affordability or alternate business models; and
- startups in property technology (e.g. *soho.com.au*) that are exploring AI-powered valuations, three dimensional home tours and rental automation.

Domain estimates that these platforms represent small audiences and circa 1% revenue market share.

There is also indirect competition from social media platforms (e.g. Google, Facebook and Instagram), although this has not impacted the performance of REA Group and Domain to date (and Domain sees social media as an opportunity through depth listing features such as Audience Boost[13] and its Social Boost[14] product which is available separately and as part of certain subscriptions).

Residential Property Market

Domain's Residential listings platforms (*domain.com.au* and *allhomes.com.au*) represent approximately 70% of group revenue. Consequently, trends in, and the outlook for, the Australian residential property market and the Australian residential property advertising market are key drivers of Domain's revenue and performance.

VOLUME

Australia's residential property market is characterised by:

- its population of approximately 27.3 million[15], which is forecast to grow at an average rate of 1.3% per annum over the next ten years[16];
- the estimated 11.3 million residential dwellings[17] in Australia (with average annual additions of around 176,000 dwellings over the last four years[18]);
- rising property prices (albeit subject to regional differences and influenced by evolving consumer preferences); and
- the cyclical nature of residential transaction volumes (with annual volumes ranging from 432,000 to 645,000 each year over the last ten years).

There is no publicly available information on the number of new residential "for sale" listings (the key driver of Domain's Residential revenue), although the number of residential transactions provides a reasonable proxy, at least for growth and general trends. It would be expected that the number of new residential "for sale" listings would exceed the number of residential transactions given:

- the majority of residential properties are listed on more than one platform; and
- not all listings result in a transaction.

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13 Audience Boost is a feature that automatically promotes listings across display advertising and/or social media platforms to reach a wider audience of potential buyers.

14 Social Boost combines Domain data and Facebook's audience reach to target buyers with desirable demographic and behavioural profiles which indicate an interest in intention to purchase property.

15 Source: Australian Bureau of Statistics, National, State and Territory Population (September 2024).

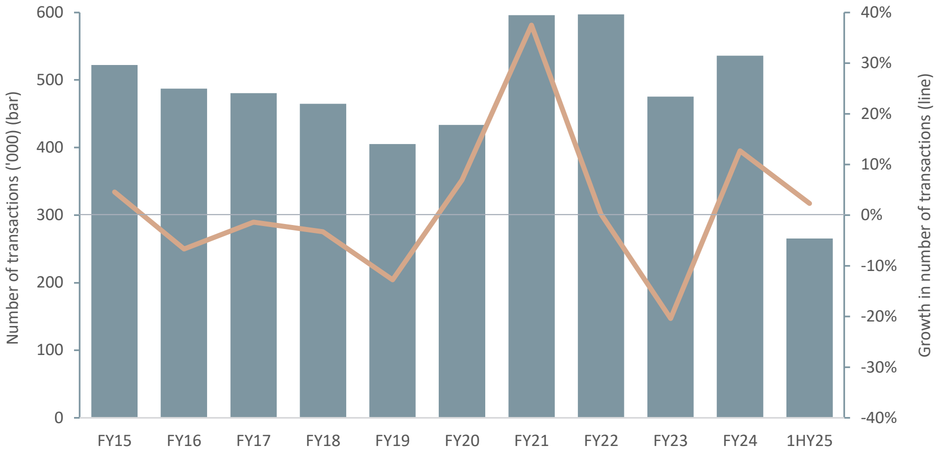
16 Source: Australian Bureau of Statistics, Population Projections, Australia (November 2023). Based on median series figures for 2025 (27.2 million) and 2035 (30.9 million) at the time of publication.

17 Source: Australian Bureau of Statistics, Total Value of Dwellings (December 2024) (established houses and attached dwellings).

18 Source: Australian Bureau of Statistics, Building Activity, Australia, total residential new.

Residential transactions and annual growth in residential transactions over the last ten and a half years are illustrated in the chart below:

RESIDENTIAL TRANSACTIONS – AUSTRALIA



Source: Source: Australian Bureau of Statistics, Total Value of Dwellings (December 2024) (established houses and attached dwellings)

Based on Australian Bureau of Statistics data, the Sydney and Melbourne metropolitan markets have consistently represented approximately 40% of total Australian residential transactions.

The volume of residential transactions reflects Australia's broader economic conditions and levels of consumer confidence, including, among other factors, interest rates and housing affordability. Lower interest rates are generally associated with higher confidence and higher property market activity, which in turn leads to an increase in sales volumes and new listings (and vice versa). Specific factors that have impacted the annual volume of residential transactions in Australia over the last ten years have included:

- regulatory changes (tighter lending standards on banks and stricter rules on foreign investment) that led to a gradual decline in transaction volumes over the period from FY15 to FY19, especially in the investor-focused and high-growth Sydney and Melbourne markets;
- the onset of the COVID-19 pandemic in early 2020, which impacted consumer willingness (and in some states, ability) to confidently transact, although the easing of COVID-19 pandemic restrictions and the rapid reduction in interest rates (to historic lows) led to a surge in transactions in FY21; and
- rising interest rates (to counteract high inflation) and rapid house price growth led to affordability challenges and transaction volumes fell in the second half of FY22 and FY23, but there was a rebound in FY24 as interest rates stabilised, restoring consumer confidence.

The outlook for FY25 and FY26 is reasonably positive. Interest rates fell in 2HY25[19] and the expectation is that interest rates will fall further (with a 25 basis point reduction in the cash rate announced on 20 May 2025), stimulating buyer demand. However, housing affordability remains an issue.

YIELD

Yield is a combination of price (the amount charged per listing, which varies by tier and location) and depth (penetration of higher tier products that have increased benefits and features such as higher position in search results, large listing card size and longer listing duration).

[19] 2HY25 is the six months ending 30 June 2025.

Both Domain and REA Group have increased prices and depth penetration over time although Domain trails REA Group in both average price and depth due to REA Group's market leadership and significantly larger audience.

3.3 Business Operations

Domain is an Australian digital property marketplace comprising a portfolio of brands offering property related products and solutions to consumers (buyers, sellers and renters), agents and other parties (e.g. corporates, financial institutions and governments). It reports two key business segments:

- Core Digital, a digitally focused real estate media and services business providing residential and commercial property marketing solutions, agent productivity and workflow products and property data products; and
- Print, which comprises real estate newspaper and magazine publishing.

The activities of each of these segments are summarised below:

DOMAIN – BUSINESS SEGMENTS

	SEGMENT/BRAND	DESCRIPTION
CORE DIGITAL	**RESIDENTIAL** Domain allhomes	• *domain.com.au* is Domain's flagship residential listings platform that operates across Australia catering to buyers, sellers and renters • *allhomes.com.au* is Domain's Australian Capital Territory-focused residential listings platform
	MEDIA, DEVELOPERS & COMMERCIAL DomainMedia Commercial RealEstate	• Domain Media offers display advertising and marketing opportunities that enable brands and corporates to connect with Domain's consumer audiences • the Developers business provides residential property developers with listings and advertising opportunities • Commercial Real Estate Holdings Pty Limited ("CRE") owns the *commercialrealestate.com.au* website which offers the commercial sector (industrial, office, retail, hotels, rural) subscriptions, depth listings and display advertising opportunities as well as a "Business for Sale" offering
	AGENT SOLUTIONS pricefinder RealTime AGENT LeadScope REALBASE AIM engage realhub homepass	• provides a suite of tools and services designed to help real estate agents manage their workflow, market properties and connect with clients more effectively - *Pricefinder* provides property data, insights and reporting tools utilisng data from over 14 million properties nationally (over 30 years of sales history and real-time auction results) - *Real Time Agent* provides digital contracting capability and auction data - *LeadScope* utilises AI to provide predictive analytics which assist in identifying potential listings and opportunities - *Realbase* is a property campaign management, digital proposal and social media advertising business that offers services in Australia and New Zealand. Products include marketing platforms *RealHub* and *Campaigntrack*, digital proposal tool *Engage* and digital marketing solution *AIM* - *Homepass* is an open for inspection check-in tool
	DOMAIN INSIGHT DomainInsight pricefinder ids	• provides comprehensive property data, insights and platforms • solutions include valuations, property value estimates and market trend analysis • automated valuation models ("AVMs") deliver real-time property valuations for approximately 14 million properties in Australia • IDS services the government sector with statutory valuations, insights and analytics through its VM Online platform
PRINT		• provides property listing and editorial content through *Domain* and *Domain Prestige* (as newspaper inserted magazines in *The Sydney Morning Herald*, *The Age* and *The Australian Financial Review*) and *Allhomes* (as a newspaper inserted magazine in *The Canberra Times*). The Victorian edition of *Domain Prestige* is also delivered directly to letterboxes in select suburbs of Victoria

Source: Domain

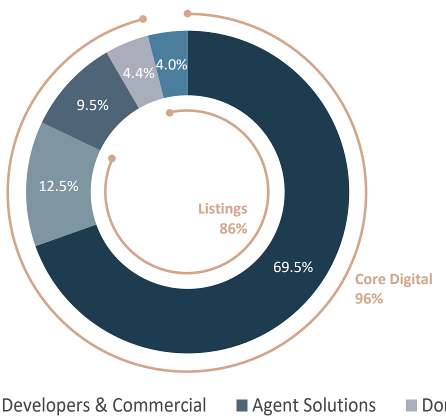
For the purposes of this report, Grant Samuel refers to Domain's Residential, Media, Developers & Commercial and Print businesses as its "Listings" business, with Agent Solutions and Domain Insight representing "Ancillary Services". Domain also reports a Corporate segment which includes internal operations and strategic initiatives that support the overall business.

Collaboration with its majority shareholder, Nine, provides Domain with strategic benefits through cross promotion, content production, sharing and amplification and leveraging data and technology across Nine's multiple media platforms.

Domain operates agent ownership models which enable real estate agents to own equity interests in certain Domain subsidiaries. These models are designed to drive product adoption through alignment of interests. As at 29 May 2025, there were approximately 1,080 equity interest holders with non-controlling interests[20] in certain Domain subsidiaries under the agent ownership models.

In LTM24, 96% of Domain's revenue and 99.7% of its EBITDA (before corporate costs) was derived from its Core Digital business:

DOMAIN – BUSINESS SEGMENT CONTRIBUTION TO LTM24 REVENUE



Source: Domain

Within Domain's Core Digital business, the majority of revenue (in excess of 80%) is derived from its digital Listings business[21] which represents property listings placed by agents as well as monthly agent subscription fees (although subscription fees are declining as agents transition to depth contracts). Regardless of how Domain's business operations are segmented, the Residential listings platforms (*domain.com.au* and *allhomes.com.au*) represent approximately 70% of group revenue.

3.4 Business Strategy

Domain's marketplace strategy is aimed at moving the business from a property portal model engaging only at the selling stage to playing a greater role in the property journey of its customers across the customer lifecycle, supporting Domain's purpose of inspiring confidence in life's property decisions. Through this strategy, Domain seeks to extend the role it can play in the wider property industry by offering a broader range of services and solutions and increasing its addressable market, the value it can contribute and its potential revenue streams.

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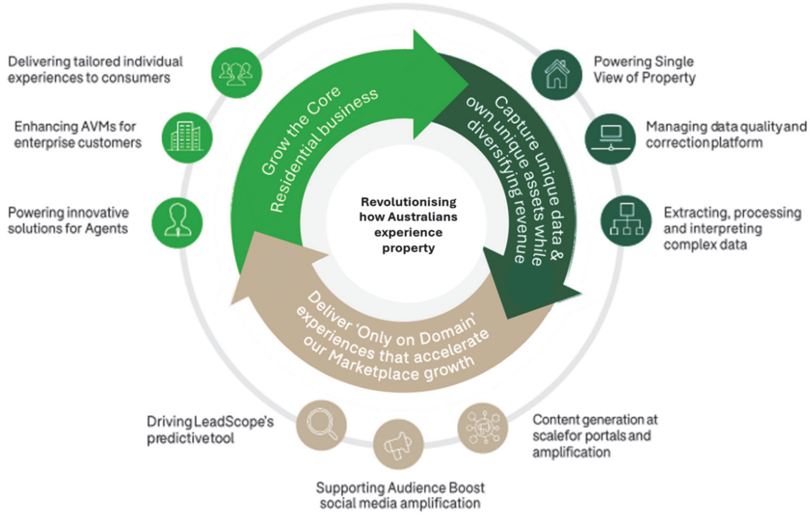
[20] The interest held by agents in the relevant subsidiaries ranges from 7.4% to 51.75% but is generally in the range 20-50%. Where Domain's ownership is 50% or less, control is achieved through the ability to direct the operations of the entity.

[21] Digital Listings is Residential plus Media, Developers & Commercial.

The marketplace strategy is illustrated through a strategy flywheel:

DOMAIN – STRATEGY FLYWHEEL



Source: Domain

The strategy involves combining Domain's Listings business with Ancillary Services to diversify its revenue base and create a platform for unique and differentiated "only on Domain" experiences. These experiences, in turn, attract more customers and generate additional data points, further supporting and strengthening the Listings business. This cycle is expected to underpin Domain's ability to accelerate the growth of its digital marketplace model and achieve scale over the long term.

While the Print media sector is in structural decline, it is an important part of Domain's strategy. In particular, it leverages Nine's distribution network and delivers incremental high quality (high intent), exclusive audiences (i.e. there is limited overlap between print and digital audiences) and is a unique branding tool for prestige properties.

Domain recognises that executing and scaling the property marketplace strategy will require significant foundational investment in technology across three priority areas:

DOMAIN – FOUNDATIONAL INVESTMENT

PRIORITY AREA OF INVESTMENT	STRATEGY
Platforms	• simplify and standardise products to support the business to scale • digitise and automate to improve the user experience • adopt flexible technology solutions that allow commercialisation at speed
Personalisation	• deploy technology to enable personalisation at scale • enhance the user experience by providing the right action, to the right customer, through the right channel, at the right time
Privacy/Cybersecurity	• ensure compliance with future privacy legislation • maintain consumer and customer trust in relation to data • enable commercial opportunities

Source: Domain

Domain expects this investment in technology to transform the opportunities available to it to:

- grow revenue through faster product launches, efficient and effective pricing changes, new features and greater flexibility in promotions and bundling;
- deliver cost savings through improved productivity from automation and integration and increase sales and service efficiency from standardisation and elimination of manual processes; and
- enhance the user experience through accelerating product innovation with improved product design and data quality,

while reducing organisational risk by investing in the areas of data and cyber security.

While Domain's leadership is in a transition phase, following the appointment of Greg Ellis as interim Chief Executive Officer ("CEO") there has been no public indication of any significant shift in strategy.

3.5 Financial Performance

Historical Financial Performance

The historical financial performance of Domain for FY21 to FY24 and for 1HY25 is summarised below:

DOMAIN – HISTORICAL FINANCIAL PERFORMANCE ($ MILLIONS)

	FY21 ACTUAL	FY22 ACTUAL RESTATED[22]	FY23 ACTUAL	FY24 ACTUAL	1HY25 ACTUAL
Core Digital	271.0[23]	325.6	328.9	374.2	209.1
Print	17.8	21.7	16.6	16.7	8.1
Corporate	0.8	0.2	0.2	0.2	-
Revenue	**289.6**	**347.5**	**345.7**	**391.1**	**217.2**
EBITDA	**100.6**	**124.8**	**108.6**	**137.1**	**77.8**
Depreciation and other amortisation	(30.6)	(25.7)	(28.3)	(34.5)	(13.7)
EBITA[24]	**70.0**	**99.1**	**80.3**	**102.6**	**64.1**
Amortisation of acquired intangible assets	(5.4)	(6.6)	(10.0)	(9.9)	(4.9)
EBIT[25]	**64.6**	**92.5**	**70.3**	**92.7**	**59.2**
Net finance costs	(6.7)	(5.6)	(10.7)	(12.4)	(5.8)
Income tax expense	(17.7)	(26.5)	(15.0)	(23.0)	(16.1)
Net profit attributable to non-controlling interest	(1.3)	(6.7)	(6.0)	(8.0)	(4.2)
Significant items[26] (net of tax)	(4.6)	(19.3)	(5.0)	(6.0)	2.6
Net profit/(loss) from discontinued operations	-	(2.0)	(7.5)	(0.9)	-
NPAT[27] attributable to Domain shareholders	**34.3**	**32.4**	**26.1**	**42.4**	**35.7**
STATISTICS					
Revenue growth		*+20.0%*	*-0.5%*	*+13.1%*	*+7.4%*
EBITDA growth		*+24.1%*	*-13.0%*	*+26.2%*	*+13.8%*
EBITA growth		*+41.5%*	*-18.9%*	*+27.6%*	*+23.0%*
EBITDA margin	*34.7%*	*35.9%*	*31.4%*	*35.0%*	*35.8%*
EBITA margin	*24.2%*	*28.5%*	*23.3%*	*26.2%*	*29.5%*
Effective tax rate	*30.6%*	*30.5%*	*25.2%*	*28.5%*	*30.2%*

Source: Domain and Grant Samuel analysis

22 FY22 financial performance is shown restated for the impact of purchase price allocations finalised during FY23 and to exclude discontinued operations (the impact of which is shown as a single line item consistent with the disclosure in subsequent years). FY21 financial performance has not been restated.

23 Includes $5.5 million of Consumer Solutions revenue (treated as a discontinued operation in all subsequent years).

24 EBITA is earnings before net finance costs, tax, amortisation of acquired intangible assets and significant items.

25 EBIT is earnings before net finance costs, tax and significant items.

26 Significant items are those times which by size and nature or incidence are relevant in explaining the financial performance of Domain.

27 NPAT is net profit after tax.

CONSOLIDATED PERFORMANCE

Domain has generally (other than in FY23) achieved growth in revenue and earnings over the last three and a half years, with CAGRs of +10.1% for revenue, +11.3% for EBITDA and +15.0% for EBITA. This growth has been driven by:

- investment in its digital platforms and services;
- cost management/operational efficiencies; and
- strategic initiatives (e.g. new product launches and enhancements such as Platinum Edge in FY24 and Audience Boost in 1HY25).

In its Listings business, Domain has delivered consistent growth in depth penetration and residential average revenue per listing despite volatility in property listing volumes. EBITDA and EBITA growth have been greater than revenue growth due to cost management/operational efficiencies (and despite increasing project costs).

COVID-19 pandemic related costs and benefits impacted financial performance in FY21 and FY22. In FY21, Domain received a net $6.5 million benefit from JobKeeper and Zipline (Domain's voluntary program to pay employees partly in equity to manage cash flow during the early stages of the COVID-19 pandemic). In FY22, Domain repaid its JobKeeper grant and incurred Zipline expenses (which continued until October 2021), resulting in $7.9 million in additional costs.

Financial performance in FY23 reflected challenging market conditions and economic uncertainty (i.e. high inflation and high interest rates) which resulted in a decline in property listings, particularly in the high yielding Sydney and Melbourne property markets. New "for sale" listings volumes declined by 13.8% compared to FY22 but there was only a slight decline in revenue as:

- controllable yield[28] increased by 8% (due to price increases, increased depth and the launch of the Social Boost product); and
- Agent Solutions revenue almost doubled from $21.9 million in FY22 to $40.7 million in FY23, following the acquisition of Realbase in April 2022 (FY23 was the first full year contribution to earnings).

FY23 was also the first full year of ownership of IDS (part of Domain Insight).

However, increased expenses (including strategic investments in technology and product development aimed at long term growth) resulted in a greater decline in EBITDA and EBITA, despite Domain responding to market conditions by identifying and implementing $21-26 million of cost saving initiatives.

Staff costs represent approximately 50% of operating costs, with marketing, production and distribution and information technology ("IT") and communications costs generally accounting for a further 40% of operating costs. IT and communications costs include software development project costs that are expensed (rather than capitalised) in each period.

Domain's effective tax rate has generally been close to the Australian corporate tax rate of 30% other than in FY23, when the effective tax rate was primarily impacted by the lower taxable income in FY23 combined with a true up of the FY22 taxable income following the lodgement of Domain's FY22 income tax return.

Domain has reported a range of significant items over the period which have primarily been restructuring costs (although these have declined more recently), mergers and acquisitions items and revaluation gains or losses relating to contingent consideration:

[28] Domain uses the term "controllable yield" to refer to the revenue or margin that it can directly influence through its own operational levers such as pricing strategies and product mix (as opposed to the impact of external factors such as market/volume fluctuations).

DOMAIN – SIGNIFICANT ITEMS ($ MILLIONS)

	FY21 ACTUAL	FY22 ACTUAL RESTATED[22]	FY23 ACTUAL	FY24 ACTUAL	1HY25 ACTUAL
Restructuring costs	(7.2)	(8.2)	(6.3)	(4.1)	(1.2)
Impairment	-	-	(0.6)	(1.0)	(1.1)
Contingent consideration[29]	1.6	(8.0)	(1.3)	(1.0)	3.0
Items related to mergers and acquisitions[30]	(1.4)	(4.6)	(1.5)	(1.8)	3.3
Other	-	(1.7)	0.1	(0.1)	(0.3)
Total significant items (before tax)	**(7.0)**	**(22.5)**	**(9.4)**	**(8.0)**	**3.7**
Income tax (expense)/benefit	2.4	3.2	4.4	1.9	(1.1)
Total significant items (after tax)	**(4.6)**	**(19.3)**	**(5.0)**	**(6.1)**	**2.6**

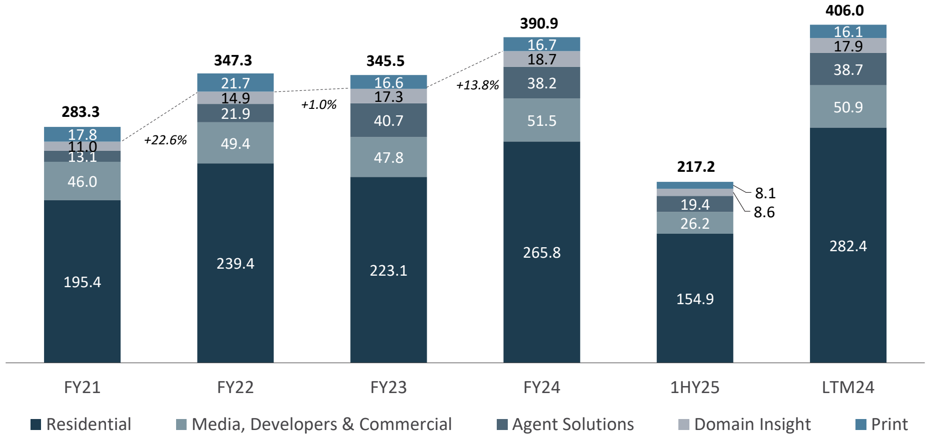
Source: Domain

Net profit attributable to non-controlling interest relates to the net profit attributable to holders of equity interests in certain Domain subsidiaries under Domain's agent ownership models. Revenue and earnings (EBITDA, EBITA and EBIT) in each period include the portion attributable to holders of these equity interests (albeit most hold non-controlling equity interests in the relevant subsidiaries and are only entitled to distributions of dividends, if declared).

BUSINESS SEGMENT PERFORMANCE

While the consolidated results provide a perspective, further insight is gained by reviewing the performance of Domain's business segments (including a breakdown of revenue from its Core Digital segment) as shown in the charts below:

DOMAIN – REVENUE BY BUSINESS SEGMENT[31]



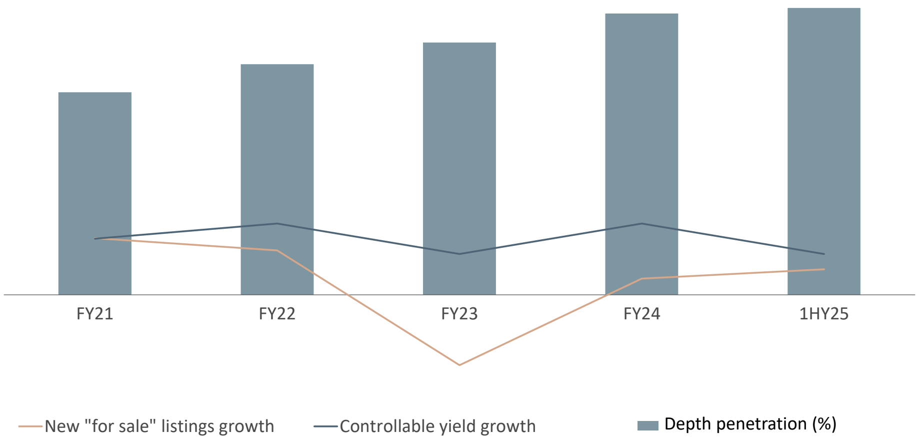
Source: Domain and Grant Samuel analysis

[29] Contingent consideration gains or losses represent remeasurement of contingent consideration and unwinding of the discount on contingent consideration.

[30] Items related to mergers and acquisitions primarily relate to IDS and Realbase transaction costs and the integration of Realbase. The benefit in 1HY25 relates to a warranty payment received.

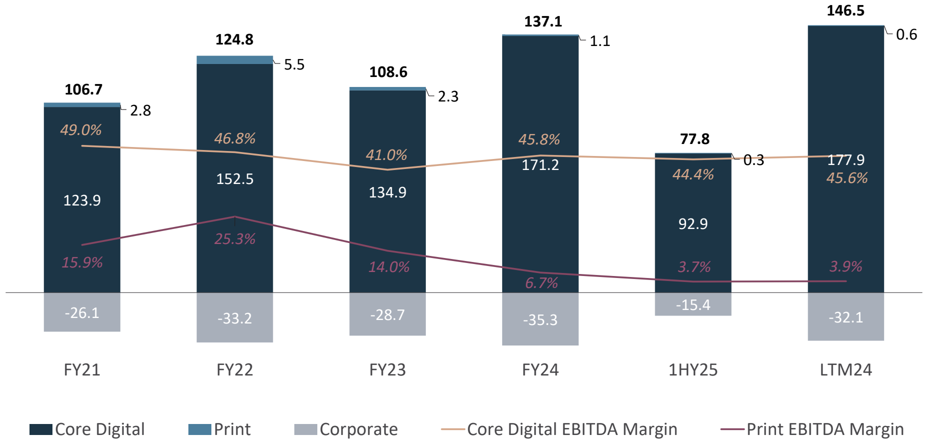
[31] Revenue excludes discontinued operations and corporate (noting that corporate revenue is immaterial). Core Digital revenue has been split into its various components of Residential, Media, Developers & Commercial, Agent Solutions and Domain Insight.

DOMAIN – RESIDENTIAL REVENUE DRIVERS



Source: Domain
Note: Depth penetration is shown on a different scale to growth in new "for sale" listings and controllable yield. Depth penetration percentages have not been disclosed as this is commercially sensitive information.

DOMAIN – EBITDA AND EBITDA MARGIN BY BUSINESS SEGMENT



Source: Domain and Grant Samuel analysis

The above charts show that strong growth in Core Digital revenue (CAGR of +11.6%) has been partially offset by declining Print revenue (CAGR of -2.8%) reflecting the structural decline of this traditional media channel. This pattern is also reflected in EBITDA, where the Core Digital EBITDA CAGR of +10.9% compares to the Print EBITDA CAGR of -35.2%.

Similarly:

- Listings revenue has grown at a CAGR of +8.9% (reflecting a combination of strong average growth in digital Listings revenue (Residential and Media, Developers and Commercial) offset by declining Print revenue); and
- Ancillary Services revenue has grown at a CAGR of +20.3%, although this growth is largely attributed to the acquisitions of IDS and Realbase in FY22, with Ancillary Services revenue being relatively flat in FY24 and 1HY25.

Domain does not separately disclose Listings and Ancillary Services EBITDA.

Residential revenue consistently represents around 70% of total revenue. The key drivers of residential revenue are the number and location of new "for sale" listings and controllable yield (a combination of price and adoption of higher tier depth products). The chart above shows that Domain has been able to achieve reasonably consistent growth in controllable yield despite volatility in listings. Over the last four years (from FY21 to FY24), growth in controllable yield has averaged 12% per annum. Residential revenue growth has also benefited from product innovation (e.g. the launch of Platinum Edge and Audience Boost). Domain relies heavily on the Sydney and Melbourne metropolitan markets for its Residential revenue and its expansion into growth markets such as Queensland and Western Australia has yielded mixed results given REA Group's stronghold in these states.

Other than in FY23, group EBITDA margins have generally been in the range 35-36% and group EBITA margins have improved from 24% to 29%. However:

- the Core Digital EBITDA margin has fallen from 49.0% in FY21 to 44.4% in 1HY25, reflecting inflationary impacts, especially on staff and technology costs as well as higher marketing investment more recently to support growth;
- the Print EBITDA margin has also been in decline particularly in FY24 and 1HY25, with marked ~50% falls in the margin in each period (from 14.0% in FY23 to 6.7% in FY24 and 3.7% in 1HY25) primarily as a result of lower revenue and higher variable production and distribution costs;
- corporate costs have increased by a CAGR of only 6% over the period through a focus on driving greater productivity, boosting the group EBITDA and EBITA margins; and
- the EBITA margin in FY24 was adversely impacted by a material increase in depreciation and other amortisation due to higher amortisation of software from increased product development. However, the 1HY25 EBITA margin benefited from lower amortisation as a result of changes in the estimated useful life of software assets (which was increased from 2-10 years to 3-10 years).

Outlook

Domain has not publicly released earnings forecasts for FY25 or beyond. To provide an indication of the expected future financial performance of Domain, Grant Samuel has considered brokers' forecasts for Domain (see Appendix 1) as follows:

DOMAIN – FORECAST FINANCIAL PERFORMANCE ($ MILLIONS)

	FY24 ACTUAL	BROKER FORECASTS (MEDIAN)	
		FY25	FY26
Revenue	391.1	420.0	454.0
EBITDA	137.1	146.3	160.0
EBITA	102.6	115.8	127.0
EBIT	92.7	105.9	117.1

Source: Grant Samuel analysis (see Appendix 1)

In conjunction with the release of its 1HY25 results on 13 February 2025, Domain provided the following guidance in relation to FY25 financial performance:

- Domain expects Listings revenue to continue to grow, supported by low, single digit growth in listings, continued improvement in yield and price increases at *allhomes.com.au* and *commercialrealestate.com.au*;
- in Ancillary Services, Domain Insight revenue is expected to benefit from higher implementation and subscription fees (including renewal of the Victorian Valuer General contract), strong growth is expected in valuations and market intelligence revenue and there will be no further impact from the

exit from the competitor data supply contract (which has depressed the performance of the business over the last 12 months);

- FY25 costs are expected to increase in the high single digit percentage range from the FY24 expense base (excluding discontinued operations) of $254 million, reflecting ongoing investment to drive growth opportunities (including investment related to the launch of Audience Boost and foundational investment in Domain's technology transformation);
- EBITDA margins are expected to be stable in FY25, balancing investment in the ongoing growth of the business with continuing efforts to drive productivity; and
- depreciation and amortisation is expected to decrease by around $4 million in FY25 due to lower amortisation from changes in the estimated useful life of software assets.

Domain has provided a trading update in the Scheme Booklet that confirms this guidance (based on actual results for the 11 months ended 31 May 2025) other than for expense growth, which is now expected to increase in the mid single digit percentage range from the FY24 expense base.

The median brokers' forecasts indicate a 7.8% increase in FY25 costs to $273.7 million, an EBITDA margin of 34.8% and a decrease in depreciation and amortisation of $4.0 million, which is largely consistent with this guidance. The updated guidance for expense growth does not have a material impact on EBITDA.

The median broker forecast for FY26 is also sufficiently close to Domain's FY26 Projection to be useful for analytical purposes.

3.6 Financial Position

The financial position of Domain as at 30 June 2024 and 31 December 2024 is summarised below:

DOMAIN - FINANCIAL POSITION ($ MILLIONS)

	AS AT	
	30 JUNE 2024 ACTUAL	31 DECEMBER 2024 ACTUAL
Trade and other receivables	58.0	51.1
Trade and other payables	(45.3)	(35.8)
Payables – related parties	(5.1)	(3.7)
Net working capital	**7.6**	**11.6**
Goodwill	969.3	969.3
Other intangible assets	404.1	408.7
Property, plant and equipment (net)	4.1	4.1
Right of use assets	11.8	21.7
Investments in convertible notes/Equity accounted investments	2.7	1.6
Current tax liabilities	(18.6)	(19.4)
Deferred tax liabilities (net)	(77.4)	(80.9)
Provisions	(11.6)	(11.6)
Contingent consideration	(12.2)	(8.4)
Total funds employed	**1,279.8**	**1,296.8**
Cash and cash equivalents	33.8	36.5
Interest bearing liabilities	(184.6)	(183.8)
Net debt (excluding lease liabilities)	**(150.8)**	**(147.3)**
Lease liabilities	(15.1)	(25.9)
Net debt (including lease liabilities)	**(165.9)**	**(173.2)**
Net assets	**1,113.9**	**1,123.6**
Non-controlling interest	(13.6)	(13.8)
Equity attributable to Domain shareholders	**1,100.3**	**1,109.9**

DOMAIN - FINANCIAL POSITION ($ MILLIONS) (CONT)

	AS AT	
	30 JUNE 2024 ACTUAL	31 DECEMBER 2024 ACTUAL
STATISTICS		
Shares on issue at period end (million)	*631.7*	*631.7*
Net assets per share[32]	*$1.76*	*$1.78*
Net tangible assets[33] *per share*[32]	*$(0.41)*	*$(0.40)*
Net working capital as a % of revenue	*1.9%*	*2.9%*
Net debt/EBITDA[34]	*1.1x*	*1.0x*
Gearing[35]	*11%*	*12%*

Source: Domain and Grant Samuel analysis

Consistent with the digital nature of Domain's business operations (as a provider of services and solutions):

- the majority of funds employed are represented by goodwill and other intangible assets (brand and tradenames) related to acquisitions (e.g. Realbase, IDS, Realtime Agent, Allhomes and commericalview.com.au Limited). Brand and tradenames represent ~70% of other intangible assets, with the balance split between software and customer relationships; and
- there is minimal investment in working capital and property, plant and equipment. Working capital represents only 2-3% of revenue.

Consequently, there is a large differential between net assets per share and net tangible assets per share, with net tangible assets per share being negative.

Other relevant aspects of Domain's financial position include:

- the investment in convertible notes was an investment in KindiCare, a childcare finder app which lists childcare centres across Australia. Domain initially acquired $1.2 million in convertible notes in FY22 and had increased its investment to $2.7 million by 30 June 2024. During 1HY25, Domain converted the convertible notes into equity valued at $1.6 million (along with an impairment charge of $1.1 million). Domain is the largest individual shareholder in KindiCare outside of the founder, who retains a majority interest;
- provisions, which, as at 31 December 2024, are primarily employee benefits but also include $1.1 million of lease related make good and restructure and redundancy provisions;
- contingent consideration payable in relation to the acquisition of IDS (over an earn out period ending in FY27). The balance of $8.4 million as at 31 December 2024 reflects Domain management's assessment at that date of the probabilities of securing and delivering services under new customer contracts over the remaining earn out period (ending in October 2026). The acquisition of Realbase also included contingent consideration over an earn out period through to FY26 but Domain management has determined that the fair value of the contingent consideration is nil; and
- non-controlling interest represents the book value of equity interests held in certain Domain subsidiaries under Domain's agent ownership models.

Net debt (excluding lease liabilities) consists of a syndicated facility (amended and extended in December 2024) across three tranches:

32 Net assets per share and net tangible assets per share are calculated before taking into account the non-controlling interest.

33 Net tangible assets is calculated as net assets less intangible assets (goodwill and other intangible assets).

34 For the purposes of this calculation, net debt excludes lease liabilities and EBITDA as at 31 December 2024 is for the prior 12 month period.

35 Gearing is calculated as net debt (including lease liabilities) divided by (net debt (including lease liabilities) plus net assets).

DOMAIN – NET DEBT (EXCLUDING LEASE LIABILITIES) AS AT 31 DECEMBER 2024 ($ MILLIONS)

FACILITY	FACILITY LIMIT	AMOUNT DRAWN	MATURITY
Revolving credit facility (A)	(5.0)	-	December 2028
Revolving loan facility (B)	(169.0)	(169.0)	December 2028
Revolving loan facility (C)	(116.0)	(16.0)	December 2029
Capitalised borrowing costs		1.2	
Total interest bearing liabilities	**(290.0)**	**(183.8)**	
Cash and cash equivalents		36.5	
Net debt (excluding lease liabilities)		**(147.3)**	

Source: Domain

The syndicated loan facility was drawn to $188.5 million as at 31 December 2024. However, the:

- $3.5 million drawdown of the revolving credit facility (A) related to bank guarantees so, while utilised, was not physically drawn (and has been excluded from the table above); and
- balance sheet shows interest bearing liabilities net of $1.2 million of capitalised borrowing costs.

As at 31 December 2024, net debt/EBITDA was a relatively low 1.0 times and gearing (including lease liabilities and based on book value) was 12%.

Since 31 December 2024, Domain has declared a 2 cents per share dividend (equivalent to $12.6 million), franked to 100%, that was paid on 11 March 2025.

3.7 Cash Flow

Domain's cash flow for FY21 to FY24 and for 1HY25 is summarised below:

DOMAIN - CASH FLOW ($ MILLIONS)

	FY21 ACTUAL	FY22 ACTUAL	FY23 ACTUAL	FY24 ACTUAL	1HY25 ACTUAL
EBITDA	**100.6**	**124.8**	**108.6**	**137.1**	**77.8**
Changes in working capital and other adjustments	(14.4)	(28.4)[36]	(13.3)	0.9	(3.2)
Net lease payments[37]	(8.6)	(9.2)	(4.8)	(5.0)	(2.3)
Income tax payments	(29.4)	(22.8)	(19.9)	(8.1)	(14.4)
Finance costs paid net of interest received	(3.6)	(3.8)	(8.6)	(11.9)	(5.2)
Operating cash flow[37]	**44.6**	**60.6**	**62.0**	**113.0**	**52.7**
Capital expenditure (net)	(17.7)	(20.9)	(30.3)	(37.1)	(20.9)
Net investment in businesses/ventures	3.3	(227.1)	(23.8)	(0.2)	3.3
Dividends paid to Domain shareholders	-	(35.1)	(37.9)	(37.9)	(25.3)
Dividends paid to non controlling interest in subsidiaries	(5.0)	(4.3)	(4.6)	(4.3)	(4.8)
Net payments/proceeds for share purchases/issues	0.5	158.2	(0.3)	(2.1)	(1.4)
Other	3.0	(1.5)	-	-	(0.9)
Net cash generated/(used)	**28.7**	**(70.1)**	**(34.9)**	**31.4**	**2.7**
Net debt (excluding lease liabilities) – opening	*(105.8)*	*(79.0)*	*(151.5)*	*(184.5)*[38]	*(150.8)*
Non cash movements in interest bearing liabilities	*(1.9)*	*(2.4)*	*1.9*	*2.3*	*0.8*
Net debt (excluding lease liabilities) – closing	*(79.0)*	*(151.5)*	*(184.5)*[38]	*(150.8)*	*(147.3)*
STATISTICS					
Capital expenditure as a % of revenue	*6.1%*	*6.0%*	*8.8%*	*9.5%*	*9.6%*

Source: Domain and Grant Samuel analysis

36 Other adjustments in FY22 include the cash flow impact of discontinued operations.

37 Net lease payments includes the financing component and the principal component of lease payments/liabilities and is net of receipts from sublease receivables (financing and principal components). Consequently, "operating cash flow" differs from "net cash inflow from operating activities" in Domain's reported cash flow statement.

38 Includes cash attributable to discontinued operations of $1.3 million.

Domain reported a significant increase in operating cash flow in FY24, reflecting a combination of:

- an increase in EBITDA (see Section 3.5);
- improved management of trade receivables and trade payables which resulted in a relatively flat investment in working capital relative to FY23 despite a 13% increase in revenue; and
- a material reduction in income tax payments due to lower tax instalments paid throughout the year and receipt of a tax refund related to FY23.

The decline in lease payments from FY23 was due to the renegotiation of leases and reduction in office space during the year and the significant increase in income tax payments in 1HY25 was due to large top up payment for the FY24 income tax year as a result of higher FY24 earnings.

There was a material step up in capital expenditure from FY23 (capital expenditure as a percentage of revenue increased from around 6% to 9-9.5%) as Domain invested in product development and enhancement and critical business functions. Capital expenditure in FY23 also included an element related to integration of IDS and Realbase in FY22.

Dividends paid to non controlling interest in subsidiaries are the dividends paid to holders of equity interests in certain of Domain's subsidiary companies under the agent ownership models. Dividends have generally (other than in FY21) represented 1.5-1.8% of prior year Residential and Media, Developers & Commercial revenue.

The net use of cash in FY22 and FY23 resulted from investments in businesses, primarily the acquisitions of IDS and Realbase in FY22 (partially funded by an equity raising) and payment of contingent consideration in relation to the IDS acquisition in FY23.

In conjunction with the release of its 1HY25 results on 13 February 2025, Domain noted that it expected FY25 capital expenditure (including office fitout) to be in the low to mid $40 million range and FY25 capital expenditure as a percentage of group revenue (excluding office fitout) to remain stable at around 9%.

3.8 Taxation Position

Under the Australian tax consolidation regime, Domain and its wholly owned Australian resident subsidiaries have elected to form an income tax consolidated group and be taxed as a single entity.

As at 30 June 2024[39], Domain had unutilised revenue losses of $1.2 million. In addition, Domain had unutilised capital losses of $43.9 million. No deferred tax asset has been recognised on the balance sheet in relation to either of these losses as the utilisation rate of the revenue losses is low and subject to statutory testing and, in relation to the capital losses no capital gains have been forecast in the foreseeable future and they are subject to statutory testing.

As at 30 June 2024[39], Domain had a franking account balance of $19.7 million.

3.9 Capital Structure and Ownership

Capital Structure

Domain has the following securities on issue:

- 631,657,153 ordinary shares (including 514,034 treasury shares); and
- 4,364,633 share rights (of which 518,267 have vested but remain unexercised).

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[39] The disclosed tax positions as at 30 June 2024 are based on the latest available information (including the lodged FY24 Domain tax return) as at the date of this report.

Domain currently operates the following equity incentive plans:

- a short term incentive ("STI") plan under which senior employees and key management personnel may be entitled to an award subject to the satisfaction of group and personal performance measures:
  - 50% of any STI awarded to senior employees is ordinarily delivered in cash and 50% is ordinarily delivered in share rights (subject to certain vesting conditions); and
  - 70% of any STI awarded to key management personnel is ordinarily delivered in cash and 30% is ordinarily delivered in share rights (subject to certain vesting conditions).

  Each vested share right entitles the holder to one ordinary share in Domain for nil consideration; and
- a long term incentive plan under which senior employees and key management personnel may be granted share rights. Each share right entitles the participant to receive one ordinary share in Domain (or, in certain circumstances at the discretion of the Board, a right to a cash payment in lieu of an ordinary share) after a three year period for nil consideration subject to the satisfaction of performance measures and an employment service condition being met on the vesting date.

Some of the share rights on issue have been issued under historical incentive plans that are no longer operating.

Share rights have no dividend entitlements or voting rights. Where there is an event that the Board considers is likely to result in a change of control (and in certain other circumstances), the Board may, in its absolute discretion, determine that all or a specified number of a participant's share rights vest or cease to be subject to restrictions.

Ownership

As at April 2025 there were around 11,000 registered shareholders in Domain. The top ten shareholders accounted for approximately 89% of the ordinary shares on issue.

Nine (60.05%) and CoStar (16.96%) are Domain's only substantial shareholders.

Other than Nine and CoStar, the top ten registered shareholders are institutional nominee or custodian companies. Other than CoStar, the majority of Domain shareholders are domestic (Nine, institutions and retail) with foreign shareholders (excluding CoStar) estimated to hold less than 7% of Domain's issued shares.

3.10 Share Price Performance

Share Price History

The following graph illustrates the movement in the Domain share price and trading volumes since July 2020:

DOMAIN – SHARE PRICE AND TRADING VOLUME

JULY 2020 TO JUNE 2025

Source: IRESS
Note: Share prices have not been adjusted for the impact of the entitlement offer undertaken in April 2022 (at $3.80 per share, a 5.2% discount to the last closing price of $4.01 and a 4.9% discount to the theoretical ex-rights price of $3.99).

The upwards trend in the Domain share price from mid 2020 and through 2021 was driven by the post COVID-19 pandemic real estate market recovery, historic low interest rates (a cash rate of 0.1% throughout 2021) and continued growth in Domain's revenue and earnings from price increases and increases in depth penetration. There was also a positive market response to the acquisition of IDS in September 2021. On 5 November 2021, Domain's share price reached an intraday all time high of $6.03 and closed at $5.97 (both share prices unadjusted for the April 2022 entitlement offer).

During the first six months of 2022 there was a steep decline in Domain's share price despite the announcement of strong 1HY22 results in February 2022 and announcement of the acquisition of Realbase (and the associated equity raising) in early April 2022. The decline corresponded with a sharp increase in interest rates commencing in May 2022 and was not inconsistent with the decline in the market as a whole. REA Group's share price suffered a similar decline. There was a recovery in the share price following the announcement of solid results for FY22 in August 2022 (increase in yield, record depth penetration and 38% ongoing EBITDA growth[40]) but the uplift was short lived as market conditions continued to deteriorate and the rapid pace of interest rate increases (with the cash rate increasing to 3.1% by December 2022) impacted market sentiment and listing volumes (with noticeable deterioration in volumes from September 2022). These conditions resulted in Domain providing a trading update in November 2022 and lower guidance for FY23.

A further trading update in December 2022 that announced cost saving initiatives was positively received by the market although deteriorating 1HY23 and FY23 results announced in February 2023 and August 2023 respectively and continued interest rate increases (with the cash rate reaching 4.1% in June 2023 and peaking at 4.35% in November 2023) dampened any rise in the share price. From mid 2023 until the end of 2024, Domain's share price gradually declined from circa $4.00 to circa $2.50 on minimal company news other than 1HY24 and FY24 results, which were relatively positive although not well received by the market. A number of brokers (but not all) cut Domain's price target and downgraded its shares from "buy" to "hold" or "neutral". The share price over this period may have also been impacted by Domain's

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[40] Ongoing EBITDA growth excludes JobKeeper and Zipline expense of $7.9 million in FY22 and Jobkeeper and Zipline benefit of $6.5 million in FY21.

performance relative to REA Group, its removal from S&P/ASX 200 Index in September 2024 and the announcement of a 3-6 month CEO transition process in October 2024.

There was a jump in Domain's share price in mid February 2025, with the share price increasing to over $3.00 (and as high as $3.33) following the announcement of strong 1HY25 results, the appointment of Greg Ellis as interim CEO and the first cut in interest rates in over 12 months (a 25 basis points reduction in the cash rate to 4.1%), all of which were well received by the market and brokers.

Domain shares closed at $3.12 on 20 February 2025, the day immediately prior to announcement of the Original Proposal. Since announcement of the Revised Proposal on 27 March 2025, Domain shares have traded in the range $3.475-4.47 and at a volume weighted average price ("VWAP") of $4.27.

Liquidity

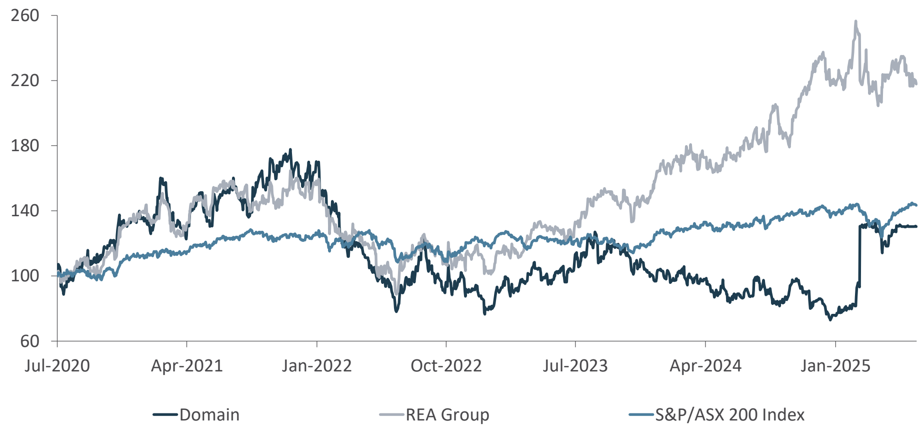
Domain has been a moderately liquid stock despite around 60% of issued shares being held by Nine. Average volumes over the 12 months prior to announcement of the Original Proposal represented turnover of around 67% of total average issued shares but 168% of the free float, which is broadly in line with other reasonably liquid stocks.

Relative Performance

The following graph illustrates the performance of Domain shares since July 2020 relative to REA Group shares and the S&P/ASX 200 Index (as a proxy for the market as a whole[41]):

DOMAIN VS REA GROUP VS S&P/ASX 200 INDEX

JULY 2020 TO JUNE 2025



Source: IRESS

The Domain and REA Group share prices tracked relatively closely until late 2022 when Domain experienced a short period of underperformance following the release of a trading update and lower guidance in November 2022 (cost expectations under review and a low single digit percentage point reduction in FY23 EBITDA margin). At the same time, a more positive outlook for REA Group was provided at its Annual General Meeting (double digit yield growth and high single digit to low double digit operating costs increase).

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[41] Movements in the S&P/ASX 200 essentially mirror movements in the market as a whole.

However, the impact was short lived and the two share prices subsequently tracked relatively closely again until mid 2023, when the Domain share price fell sharply following the release of its FY23 results in August 2023 (and where REA Group reported relatively stronger performance than Domain with revenue growth and only a low single digit decline in EBITDA compared to flat revenue and a low double digit decline in EBITDA for Domain).

Despite a subsequent recovery in the Domain share price, since mid-to-late 2023 the divergence between the Domain share price and the REA Group share price has widened (up until announcement of the Original Proposal), with step changes generally in line with Domain's results announcements and trading updates. This divergence may be explained by increasingly greater investor confidence in REA Group as the dominant market leader in the digital property marketplace sector in Australia (where the vast majority of revenue is generated) with performance momentum (and economies of scale), stable leadership and a global growth strategy, leading to REA Group being rated more highly than Domain.

Share price movements relative to the S&P/ASX 200 Index are not unexpected and reflect the greater sensitivity of both Domain's and REA Group's share prices to market conditions, particularly in the aftermath of the COVID-19 pandemic when historic low interest rates and government incentives fuelled the residential property market. Similar to the comparison to REA Group shares (and other then the post COVID-19 pandemic outperformance), there was a period of relative consistency up until mid-to-late 2023, after which Domain's underperformance relative to REA Group has resulted in it also underperforming relative to the S&P/ASX 200 Index (up until announcement of the Original Proposal).

4 Valuation of Domain

4.1 Summary

Grant Samuel has valued Domain in the range $2,580-2,830 million which corresponds to a value of $4.06-4.46 per share. The valuation is summarised below:

DOMAIN - VALUATION SUMMARY ($ MILLIONS)

	REPORT SECTION REFERENCE	VALUE RANGE	
		LOW	HIGH
Business operations[42]	4.4	2,775.0	3,025.0
Other assets and liabilities	4.5	(7.6)	(7.6)
Enterprise value		**2,767.4**	**3,017.4**
Adjusted net debt	4.6	(187.0)	(187.0)
Value of equity		**2,580.4**	**2,830.4**
Fully diluted shares on issue (millions)[43]	footnote 43	635.5	634.4
Value per share		**$4.06**	**$4.46**

The valuation represents the estimated full underlying value of Domain assuming 100% of the shares in the company were available to be acquired and includes a premium for control. The value exceeds the price at which, based on current market conditions, Grant Samuel would expect Domain shares to trade on the ASX in the absence of a change of control proposal. Shares in a listed company normally trade at a discount of 15-25% to the underlying value of the company as a whole (but this discount does not always apply).

4.2 Methodology

Overview

The most reliable evidence as to the value of a business is the price at which the business or a comparable business has been bought and sold in an arm's length transaction. In the absence of direct market evidence of value, estimates of value are made using methodologies that infer value from other available evidence. There are four primary valuation methodologies that are commonly used for valuing businesses:

- capitalisation of earnings or cash flows;
- discounting of projected cash flows;
- industry rules of thumb; and
- estimation of the aggregate proceeds from an orderly realisation of assets.

Each of these valuation methodologies has application in different circumstances. The primary criterion for determining which methodology is appropriate is the actual practice adopted by purchasers of the type of business involved.

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[42] The value attributed to Domain's business operations is net of the interests held by agents under Domain's agent ownership models and corporate costs (net of savings). See Section 4.3.2 for further details.

[43] Fully diluted shares on issue include 3,266,201 (low end) or 2,208,343 (high end) share rights that are expected to vest and 1,098,432 share rights that are expected to be cash settled (at $4.43 per share) as part of the Scheme. The 514,034 treasury shares will be utilised on vesting of the share rights prior to the issue of new shares. The difference between the low and high number of share rights expected to vest is 1,057,858 share rights that will only vest subject to meeting performance tests as at 30 June 2025 and so their vesting is uncertain as at the date of this report.

Capitalisation of Earnings or Cash Flows

Capitalisation of earnings or cash flows is the most commonly used method for valuation of industrial businesses. This methodology is most appropriate for industrial businesses with a substantial operating history and a consistent earnings trend that is sufficiently stable to be indicative of ongoing earnings potential. This methodology is not particularly suitable for start-up businesses, businesses with an erratic earnings pattern or businesses that have unusual capital expenditure requirements. This methodology involves capitalising the earnings or cash flows of a business at a multiple that reflects the risks of the business and the stream of income that it generates. These multiples can be applied to a number of different earnings or cash flow measures including EBITDA, EBIT (or EBITA) or NPAT. These are referred to respectively as EBITDA multiples, EBIT multiples (or EBITA multiples) and price earnings multiples. Price earnings multiples are commonly used in the context of the sharemarket. EBITDA and EBIT (or EBITA) multiples are more commonly used in valuing whole businesses for acquisition purposes where gearing is in the control of the acquirer but are also used extensively in sharemarket analysis.

Where an ongoing business with relatively stable and predictable cash flows is being valued, Grant Samuel uses capitalised earnings or operating cash flows as a primary reference point.

Application of this valuation methodology involves:

- estimation of earnings or cash flow levels that a purchaser would utilise for valuation purposes having regard to historical and forecast operating results, non-recurring items of income and expenditure and known factors likely to impact on operating performance; and
- consideration of an appropriate capitalisation multiple having regard to the market rating of comparable businesses, the extent and nature of competition, the time period of earnings used, the quality of earnings, growth prospects and relative business risk.

While EBITDA multiples are commonly used benchmarks they are an incomplete measure of cash flow. The appropriate multiple is affected by, among other things, the level of capital expenditure (and working capital investment) relative to EBITDA. In this respect:

- EBIT (or EBITA) multiples can in some circumstances be a better guide because (assuming depreciation is a reasonable proxy for capital expenditure) they effectively adjust for relative capital intensity and present a better approximation of free cash flow. However, capital expenditure is lumpy and depreciation expense may not be a reliable indicator of ongoing capital expenditure. In addition, there can be differences between companies in the basis of calculation of depreciation. Where this is an issue, another metric that can be useful is EBITDA-Capital Expenditure (sometimes referred to as Operating Cash Flow); and
- businesses that generate higher EBITDA margins than their peer group companies will, all other things being equal, warrant higher EBITDA multiples because free cash flow will, in relative terms, be higher (as capital expenditure is a smaller proportion of earnings).

In determining a value for Domain's business operations, Grant Samuel has placed particular reliance on the EBITDA and EBITA multiples implied by the valuation range compared to the EBITDA and EBITA multiples derived from an analysis of comparable listed companies and transactions involving comparable businesses.

Determination of the appropriate earnings multiple is usually the most judgemental element of a valuation. Definitive or even indicative offers for a particular asset or business can provide the most reliable support for selection of an appropriate earnings multiple. In the absence of meaningful offers it is necessary to infer the appropriate multiple from other evidence.

The primary approach used by valuers is to determine the multiple that other buyers have been prepared to pay for similar businesses in the recent past. However, each transaction will be the product of a unique combination of factors, including:

- economic factors (e.g. economic growth, inflation, interest rates) affecting the markets in which the company operates;
- strategic attractions of the business - its particular strengths and weaknesses, market position of the business, strength of competition and barriers to entry;
- rationalisation or synergy benefits available to the acquirer;
- the structural and regulatory framework;
- investment and sharemarket conditions at the time; and
- the number of competing buyers for a business.

A pattern may emerge from transactions involving similar businesses with sales typically taking place at prices corresponding to earnings multiples within a particular range. While averages or medians can be determined it is not appropriate to simply apply such measures to the business being valued. The range will generally reflect the growth prospects and risks of those businesses. Mature, low growth businesses will, in the absence of other factors, attract lower multiples than those businesses with potential for significant growth in earnings. The most important part of valuation is to evaluate the attributes of the specific business being valued and to distinguish it from its peers so as to form a judgement as to where on the spectrum it appropriately belongs.

An alternative approach in valuing businesses is to review the multiples at which shares in listed companies in the same industry sector trade on the sharemarket. This gives an indication of the price levels at which portfolio investors are prepared to invest in these businesses. Share prices reflect trades in small parcels of shares (portfolio interests) rather than whole companies and it is necessary to adjust for this factor. To convert sharemarket data to meaningful information on the valuation of companies as a whole, it is market practice to add a "premium for control" to allow for the premium which is normally paid to obtain control through a takeover offer. This premium is typically in the range 20-35%.

The premium for control paid in takeovers is observable but caution must be exercised in assessing the value of a company or business based on the market rating of comparable companies or businesses. The premium for control is an outcome of the valuation process, not a determinant of value. Premiums are paid for reasons that vary from case to case and may be substantial due to synergy or other benefits available to the acquirer. In other situations premiums may be minimal or even zero. It is inappropriate to apply an average premium of 20-35% without having regard to the circumstances of each case. In some situations there is no premium. There are transactions where no corporate buyer is prepared to pay a price in excess of the prices paid by institutional investors through an initial public offering.

Acquisitions of listed companies in different countries can be analysed for comparative purposes, but it is necessary to give consideration to differences in overall sharemarket levels and ratings between countries, economic factors (economic growth, inflation, interest rates) and market structures (competition etc.) and the regulatory framework (including accounting practices). It is not appropriate to adjust multiples in a mechanistic way for differences in interest rates or sharemarket levels.

The analysis of comparable transactions and sharemarket prices for comparable companies will not always lead to an obvious conclusion as to which multiple or range of multiples will apply. There will often be a wide spread of multiples and the application of judgement becomes critical. Moreover, it is necessary to consider the particular attributes of the business being valued and decide whether it warrants a higher or lower multiple than the comparable companies. This assessment is essentially a judgement.

Discounted Cash Flow

Discounting of projected cash flows has a strong theoretical basis. It is the most commonly used method for valuation in a number of industries, including resources, and for the valuation of start-up projects where earnings during the first few years can be negative but it is also widely used in the valuation of established industrial businesses. Discounted cash flow ("DCF") valuations involve calculating the net present value of projected cash flows. This methodology is able to explicitly capture depleting resources, development projects and fixed price contracts (which are typical in the resources sector), the effect of a turnaround in the business, the ramp up to maturity or significant changes expected in capital expenditure patterns. The cash flows are discounted using a discount rate which reflects the risk associated with the cash flow stream.

Considerable judgement is required in estimating future cash flows and it is generally necessary to place great reliance on medium to long term projections prepared by management. The discount rate is also not an observable number and must be inferred from other data (usually only historical). None of this data is particularly reliable so estimates of the discount rate necessarily involve a substantial element of judgement. In addition, even where cash flow forecasts are available, the terminal or continuing value is usually a high proportion of value. Accordingly, the multiple used in assessing this terminal value becomes the critical determinant in the valuation (i.e. it is a "de facto" cash flow capitalisation valuation). The net present value is typically extremely sensitive to relatively small changes in underlying assumptions, few of which are capable of being predicted with accuracy, particularly beyond the first two or three years. The arbitrary assumptions that need to be made and the width of any value range mean the results are often not meaningful or reliable. Notwithstanding these limitations, discounted cash flow valuations are commonly used and can at least play a role in providing a check on alternative methodologies, not least because explicit and relatively detailed assumptions as to expected future performance need to be made.

Industry Rules of Thumb

Industry rules of thumb are commonly used in some industries. These are generally used as a "cross check" of the result determined by a capitalised earnings valuation or by discounting cash flows. While they are only used as a cross check in most cases, industry rules of thumb can be the primary basis on which buyers determine prices in some industries. However, it should be recognised that rules of thumb are usually relatively crude and prone to misinterpretation.

Net Assets/Realisation of Assets

Valuations based on an estimate of the aggregate proceeds from an orderly realisation of assets are commonly applied to businesses that are not going concerns. They effectively reflect liquidation values and typically attribute no value to any goodwill associated with ongoing trading.

4.3 Approach for Domain

4.3.1 Overview

Grant Samuel's valuation of Domain has been estimated by aggregating the underlying value of its business operations (on a control basis) together with the realisable value of non-trading assets and deducting external borrowings and non-trading liabilities. The value of the business operations has been estimated on the basis of fair market value as a going concern, defined as the price that could be realised in an open market over a reasonable period of time assuming that potential buyers have full information.

In valuing Domain's business operations, Grant Samuel focused on both DCF analysis and earnings multiples analysis. Grant Samuel is not aware of any commonly used rules of thumb that would be appropriate to value Domain's business operations. A net assets/realisation of assets methodology is not appropriate for Domain.

Both the DCF analysis and capitalisation of earnings (EBITDA and EBITA) methodologies have limitations:

- the results of the DCF analysis need to be treated with caution given the wide array of credible assumptions (in particular, in relation to Residential listing volumes and yield, employee numbers and expense growth, EBITDA margin and capital expenditure and the interaction between these variables) that can be adopted and the very wide range of NPVs that can be calculated. Predicting the impacts of upcycles and downcycles in new "for sale" listings is also inherently difficult. A common approach is instead to estimate underlying or "through-the-cycle" growth in key metrics (e.g. volume, yield and margin) but this can also be challenging to estimate with any degree of accuracy; and
- assessment of multiples implied by the value range is complicated by the fact that:
  - there have been no transactions involving Australian digital property marketplaces (for which valuation multiples can be calculated). Evidence from international transactions and listed peers (operating digital marketplaces across property as well as others such as auto and employment where appropriate) have been used for the analysis although it needs to consider Domain's individual characteristics such as scope of activities, size, market position, margins, growth opportunities, competitive environment and risks;
  - EBITDA and EBITA multiples can be impacted by whether software has been internally developed (and either expensed or capitalised and amortised) or acquired (and amortised); and
  - cyclical sectors (such as digital property marketplaces) can be problematic in earnings multiple valuations, particularly when considering evidence from past transactions. Multiples may be influenced by the point in the cycle at which the transaction occurred. Theoretically, multiples should be lower at the apex of the cycle and higher at the low point. However, the real world evidence seldom corresponds precisely with the theory.

Notwithstanding the limitations, these methodologies are still useful and the value range for Domain's business operations is supported by both the DCF analysis and the earnings multiple analysis.

The value range selected for Domain's business operations is a judgement. It is not a mechanical process. Rather, it is an iterative process with the objective of determining a value that both fits with the output of the DCF analysis in terms of the various scenarios and their likelihood is consistent with the market evidence as to multiples. Grant Samuel does not believe that its valuation approach is capable of being reduced to a simple weighting calculation (nor would this be meaningful to shareholders). Both methodologies were given significant weight and neither was used as a cross check.

4.3.2 Specific Issues

The following factors should be noted when considering the value range for Domain assessed by Grant Samuel.

Valuation Date

The valuation of Domain is as at 31 December 2024. It utilises the balance sheet at that date as a starting point and the DCF analysis incorporates cash flows from 1 January 2025.

Cum Dividend Valuation

Under the Scheme, Domain may declare and pay a fully franked special dividend expected to be up to 8.8 cents per share.

The valuation is prepared on a cum dividend basis with respect to the special dividend (i.e. the valuation is before payment of the special dividend of up to 8.8 cents per share), which is dependent on the Scheme being implemented.

Single Business or Sum of the Parts Valuation

Domain has been valued as a single business (i.e. the Listings and Ancillary Services businesses have not been valued separately and then aggregated). There are a number of reasons for adopting this approach:

- Domain operates as a single business. Its operations are not structured as independent businesses and Domain does not separately report earnings or cash flows for its Listings and Ancillary Services businesses (only revenue is reported separately);
- the economic drivers of the Listings and Ancillary Services businesses (i.e. broader economic conditions (interest rates, house prices) and levels of consumer confidence), while not identical, are similar (although the Ancillary Services business is arguably less volatile than the Listings business given its subscription and contract based nature); and
- the comparable company trading and transaction multiples generally involve companies or businesses with a range of activities and this range is reflected in their blended multiples. There is no market evidence for "pure" businesses similar to the Listings and Ancillary Services businesses.

Earnings for Valuation Purposes

EBITDA and EBITA have been used in the earnings multiple analysis. The EBITDA and EBITA reported by Domain is on a 100% basis (i.e. it does not allow for the non-controlling interests of holders of equity interests in Domain subsidiaries under the agent ownership models). The non-controlling interest adjustment to Domain's earnings is a share of NPAT of Domain subsidiaries. However, the non-controlling interests are only entitled to receive dividends from the Domain subsidiaries (rather than their share of the subsidiaries' NPAT or earnings). Accordingly, the dividend paid to non-controlling interests grossed up for tax has been used a as a proxy for the earnings attributable to non-controlling interests[44]. The adjustment in FY24 and FY25 is based on the actual dividends paid in those years and in FY26 is based on the assumption adopted by Grant Samuel in its DCF analysis.

Domain's earnings for valuation purposes are summarised in the table below:

DOMAIN – CALCULATION OF EARNINGS FOR VALUATION PURPOSES ($ MILLIONS)

	REPORT SECTION REFERENCE	FY24 ACTUAL	BROKER MEDIAN	
			FY25	FY26
EBITDA	3.5	137.1	146.3	160.0
Earnings attributable to non-controlling interests	footnote 44	(6.1)	(6.9)	(7.8)
Adjusted EBITDA		**131.0**	**139.4**	**152.2**
EBITA	3.5	102.6	115.8	127.0
Earnings attributable to non-controlling interests	footnote 44	(6.1)	(6.9)	(7.8)
Adjusted EBITA		**96.5**	**108.9**	**119.2**

Source: Domain, broker reports and Grant Samuel analysis

The adjusted broker median forecasts for FY25 and FY26 are sufficiently close to Domain's adjusted FY25 Forecast and adjusted FY26 Projection to be useful for analytical purposes.

Synergies

Normal valuation practice is to include (either implicitly or explicitly) a value for synergies that are available to multiple acquirers but to exclude synergy value that is unique to a particular acquirer.

44 In FY24 the earnings attributable to the non-controlling interests is calculated as the dividends paid of $4.3 million/(1-30%) = $6.1 million. Similarly, the adjustment in FY25 is $4.8 million/(1-30%) = $6.9 million and in FY26 is $5.5 million/(1-30%) = $7.8 million.

The valuation includes savings on listed company costs that any acquirer of Domain would be able to achieve. At a minimum, any potential acquirer would need to offer a price for Domain that contemplated the value of these synergies to be competitive with any other buyer. These savings have been included in the negative value attributed to corporate costs in the DCF model. Other synergy benefits such as operational cost savings that are uniquely available to CoStar have not been included.

It should be noted that where earnings multiples from comparable transactions represent primary valuation evidence, adding synergies to earnings or making a further multiple adjustment for synergies would potentially result in "double counting" of value as the multiples from the comparable transactions are usually based on "standalone" earnings (either reported or forecast) and the value of synergies is therefore reflected in the multiple (i.e. the transaction multiple would be lower if based on earnings including synergy benefits).

4.4 Value of Business Operations

4.4.1 Summary

Grant Samuel has estimated the value of Domain's business operations to be in the range $2,775-3,025 million.

The value of Domain's business operations takes into account:

- the earnings (using grossed up dividends as a proxy) or cash flows (dividends) attributable to holders of equity interests under Domain's agent ownership models (and represented by the non-controlling interest in Domain's financial performance and financial position and the dividends paid to the non-controlling interest in Domain's cash flow statement). This approach is more appropriate than deducting the carrying value of the non-controlling interest from the value of Domain's business operations as the carrying value is based on cost (and does not reflect the current market value of the non-controlling interest); and
- cost savings that could be achieved by any acquirer of Domain (see Section 4.4.2 of this report for further details).

4.4.2 DCF Analysis

Overview

THE FINANCIAL MODEL

The financial model developed by Grant Samuel uses the FY25 Forecast (for 2HY25) as its starting point and the 5 Year Plan as a framework. Where appropriate, the financial model includes certain adjustments advised by management on key parameters (including the FY26 Projection). Grant Samuel has developed a number of scenarios based on broad assumptions in relation to Residential listing volumes and yield, employee numbers and expense growth, EBITDA margin and capital expenditure.

The DCF model projects nominal after tax cash flows from 1 January 2025 to 30 June 2035, a period of ten and a half years, with a terminal value calculated as at 30 June 2035 to represent the value of cash flows in perpetuity. The terminal value has been calculated by capitalising net after tax cash flows using a perpetual growth assumption.

LIMITATIONS

The DCF model is based on a number of assumptions and is subject to significant uncertainties and contingencies, many of which are outside the control of Domain. Key assumptions regarding future operational performance are highly uncertain and there is scope for significant differences of opinion in relation to these assumptions. As a result of these uncertainties, there is a wide range of potential outcomes that could occur, both positive and negative (and an even greater number of possible combinations of those outcomes).

Moreover, DCF analysis is subject to significant limitations and NPV outcomes need to be treated with considerable caution. The calculated NPVs are extremely sensitive to small changes in assumptions regarding growth in Residential yield, costs and capital expenditure for many years into the future. This sensitivity to assumptions regarding future operational performance is accentuated by the fact that the terminal value (the value contributed by cash flows generated after the end of the explicit cash flow forecast period) normally contributes a high proportion of the overall value.

SCENARIO ANALYSIS

Grant Samuel has considered a number of scenarios to reflect the impact on value of key assumptions relating to Residential listing volumes and yield, employee numbers and expense growth, EBITDA margin and capital expenditure. These scenarios have been adopted following discussions with Domain's management but also reflect Grant Samuel's judgement as to various assumptions.

It should be recognised that the scenarios are highly simplified and focus on several key value drivers rather than detailed "bottom up" parameters. Nevertheless, Grant Samuel considers that the analysis does provide some insight into value. In view of the uncertainties surrounding the future growth of Domain's business operations, the scenarios analysed are, to some extent, arbitrary. However, they reflect the range of judgements that potential buyers of the business could make. The scenarios do not, and do not purport to, represent the full range of potential outcomes for Domain's business operations. They are simply theoretical indicators of the sensitivity of the NPVs derived from the DCF analysis.

The scenarios are inherently hypothetical. They do not represent Grant Samuel's forecasts of the future financial performance of Domain. Rather, they are in the nature of "what if". In other words, they are outcomes that could happen rather than projections of what is expected to happen. Grant Samuel gives no undertaking and makes no warranty regarding the future financial performance of Domain. Such future performance is subject to fundamental uncertainty. The scenarios have been developed purely to allow Grant Samuel to assess the impact on calculated NPVs of alternative assumptions regarding the future growth and financial performance of Domain's business operations.

Discount Rate

For the purposes of the analysis, Grant Samuel has utilised a nominal discount rate (weighted average cost of capital) ("WACC") in the range 9.5-10.5%.

The cost of equity has been derived from application of the capital asset pricing model ("CAPM") methodology. The CAPM is probably the most widely accepted and used methodology for determining the cost of equity capital. There are more sophisticated multivariate models which utilise additional risk factors but these models have not achieved any significant degree of usage or acceptance in practice.

The cost of equity capital is not a precise or provable number nor can it be estimated with any degree of reliability. The cost of equity capital is not directly observable and models such as the CAPM do no more than infer it from other data using one particular theory about the way in which security prices behave. The usefulness of any estimate therefore depends on the efficacy of the theory and the robustness of the data but available tools such as the CAPM involve:

- models which have questionable empirical validity (and competing formulations);
- simplifying assumptions;
- the use of historical data as a proxy for estimates of forward looking parameters;
- data of dubious statistical reliability; and

- unresolved issues (such as the impact of dividend imputation).

It is easy to over-engineer the process and to credit the output of models with a precision they do not warrant. The reality is that any cost of capital estimate or model output should be treated as a broad guide rather than an absolute truth. The cost of capital is fundamentally a matter of judgement, not merely a calculation.

While strict application of the CAPM in recent years gave results that were arguably unrealistically low (primarily because of very low government bond rates) and were often inconsistent with other measures, these issues have now subsided as government bond rates have approached historical averages.

Grant Samuel has calculated a cost of equity for Domain in the range 10.3-10.9% using the CAPM and the following parameters:

- a risk-free rate of 4.3% based on the 10-year Commonwealth Government bond rate as at 30 May 2025;
- a market risk premium of 6% (a standard rate adopted by Grant Samuel), which is similar to that used by a wide variety of analysts and practitioners (typically in the range 5-7%); and
- a beta factor of 1.0-1.1. It is difficult to determine a reliable beta for Domain:
  - Domain's betas vary significantly depending on the measurement source:
    - over the last four years, Domain's beta as measured by the Securities Industry Research Centre of Asia-Pacific ("SIRCA") has varied between around 1.4 and 2.1 and was measured at 1.4 as at 31 December 2024[45]. Its beta has generally trended downwards over the period, but has been relatively stable over the last nine months at around 1.4;
    - estimated historical betas by MSCI Barra ("Barra")[46] are substantially lower at around 0.4, albeit with predicted betas of 0.8-0.9; and
    - betas measured by Bloomberg[47] vary depending on the time period and the index against which its share price is benchmarked (with four year betas in the range 0.7-1.1 but two year betas at or below 0.5).

    The discrepancy between beta estimates is not easily explained. In some respects, a higher beta would be expected for a company such as Domain when measured over a four or five year period given the outperformance of its shares (relative to the market as a whole) in the aftermath of the COVID-19 pandemic (even when the March 2020 quarter is excluded). In this regard, betas measured over a shorter period (i.e. excluding 2021) are arguably more relevant. The decline in Domain's beta over time (as measured by SIRCA) and the lower two year Bloomberg betas (which exclude 2021) support this view;
  - REA Group is Domain's closest Australian peer and has a beta as measured by SIRCA of 1.2, a Barra beta of 0.4 (and a predicted beta of 0.8) and betas measured by Bloomberg of 1.1-1.3 over four years and 0.9-1.3 over two years. All of these betas include the impact on the share price of

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45 Based on latest data published by SIRCA (as at 31 December 2024). SIRCA betas are published on a quarterly basis and the data for the most recent quarter end (i.e. 31 March 2025) was not available at the date of this report. SIRCA betas are calculated over a period of 48 months using ordinary least squared regression or the Scholes-Williams technique where the stock is thinly traded. The calculations exclude returns for the March 2020 quarter (because of the impact of the COVID-19 pandemic).

46 Beta factors calculated by Barra as at 30 April 2025 over a period of 60 months using ordinary least squares regression or the Scholes-Williams technique (including lag) where the stock is thinly traded.

47 Bloomberg betas have been calculated as at 30 May 2025. Grant Samuel understands that betas estimated by Bloomberg are not calculated strictly in conformity with accepted theoretical approaches to the estimation of betas (i.e. they are based on regressing total returns rather than the excess return over the risk free rate). However, in Grant Samuel's view the Bloomberg beta estimates can still provide a useful insight into the systematic risks associated with companies and industries. The figures used are the Bloomberg "adjusted" betas which are adjusted to reflect reversion to 1.0 over time.

REA Group's ultimately withdrawn offer for Rightmove plc ("Rightmove") in September 2024 which will have distorted the share price;

- the other ASX listed peers, CAR Group Limited ("CAR Group") and SEEK Limited ("SEEK") do not provide a particularly useful comparison (SIRCA betas of 1.4-1.7 and lower Barra (predicted) and Bloomberg betas, although generally still at or above 1) as they operate marketplaces in different sectors (auto, employment) that are arguably less cyclical than property. CAR Group has also undertaken transformative acquisitions to expand its global footprint and SEEK has sought to expand by way of acquisition, albeit unsuccessfully (although this would have still caused volatility in its share price);
- the calculated betas for global peers (i.e. listed digital property marketplaces) are in an equally wide range. Excluding outliers:
  - Bloomberg betas measured monthly over the last four years against the local market index are in the range 0.9-1.4 (with a median of 1.0), whereas those measured over two years are lower in the range 0.3-1.3 (with a median of 0.8); and
  - Barra predicted betas are generally more consistent with the Bloomberg four year betas, with a range of 0.8-1.1 (with a median of 0.8).

  Observations of beta estimates measured against global indices (again excluding outliers) are broadly consistent with (although generally slightly higher than) those measured against local indices; and
- gearing levels vary significantly but are not always consistent with the beta factors.

Intuitively, it would be expected that a business such as Domain would have a beta of greater than 1.0 given that activity in the digital property marketplace sector is cyclical and correlated with the market as a whole. However, in Grant Samuel's view, some of the higher betas of both Domain and its peers are the result of specific events (e.g. the COVID-19 pandemic, significant acquisitions etc) that increased the risk and/or volatility of share prices over historical periods. These higher betas should be given less weight in assessing an appropriate beta to adopt for valuation purposes, which should be an expected (or future looking) beta.

Taking these factors into account, Grant Samuel believes that a beta of 1.0-1.1 is a reasonable estimate of the appropriate beta for Domain.

The resultant WACC calculation (of 9.3-10.5%) assumes:

- a pre tax cost of debt of 5.5%, a 1.2% margin over the risk free rate, which reflects the expected pricing of debt facilities for a property marketplace business in the current market (as opposed to margins on Domain's existing facilities) and an allowance for establishment costs and the cost of liquidity;
- a corporate tax rate of 30%; and
- a debt/equity mix of 85-95% equity and 5-15% debt. The estimated gearing ratio is based on the gearing levels over the past four years of comparable listed companies (which is consistent with the selection of beta) and does not reflect Domain's current gearing.

Grant Samuel considers a discount rate in line with the calculated WACC to be an appropriate measure of the cost of capital. Accordingly, for this purpose Grant Samuel has adopted a discount rate in the range 9.5-10.5%. This range is higher than the discount rates adopted by broker analysts that follow Domain (which fall in the range 8.4-9.0%, with a median of 8.5%), although this is explained by the broker analysts adopting a lower risk free rate and/or a lower market risk premium.

Key Operating Assumptions

The key driver of Domain's earnings and cash flow is revenue from its Residential listings platforms which, in turn, is driven by volume of new "for sale" listings and yield (i.e. price and depth penetration). Consistent with management's approach, Grant Samuel has assumed the volume of new "for sale" listings is flat (representing a through-the-cycle volume and consistent with the historical average). Consequently, the key variable is Residential yield. Grant Samuel has considered three scenarios for Residential yield:

- Scenario A assumes average annual growth in yield of 10% over the projection period, which is consistent with the average annual growth in yield achieved by Domain since it listed on the ASX in November 2017;
- Scenario B assumes average annual growth in yield of 12% over the projection period, which is consistent with outlook statements in Domain's FY23 and 1HY24 results presentations (of "longer term targets for 12% through-the-cycle growth")[48] and the average annual growth in yield achieved over the last four years (from FY21 to FY24); and
- Scenario C assumes average annual growth in yield of 9% over the projection period to represent a more conservative scenario.

Residential yield growth in Scenarios A to C is predominantly driven by price increases supported by product enhancements as well as improvement in depth penetration (i.e. adoption of more premium listing products). Yield growth softens in the later years of the projection period as depth penetration reaches saturation level.

Other than the assumptions in relation to Residential yield set out above, the DCF model assumes the following for Scenario A:

- for total revenue:
  - Listings revenue grows at an average rate of just over 9% per annum on the basis that:
    - total Residential revenue (including revenue from subscriptions and other revenue) grows to around $740 million by FY35, at an average rate of around 9.5% per annum over the projection period;
    - Media, Developers & Commercial revenue grows at an average rate of just over 9% per annum over the projection period (although the rate of growth slows in the outer years as the businesses mature); and
    - Print revenue continues to decline in line with historical trends, falling to around $10 million (around 1% of total revenue) by FY35; and
  - Ancillary Services revenue grows at an average rate of just under 9% per annum on the basis that:
    - Agent Solutions revenue grows to almost $60 million by FY30 in line with increased penetration of Realbase products and upselling of bundled solutions; and
    - Domain Insight revenue grows to around $30 million by FY30.

    The rate of growth for both Agent Solutions and Domain Insight gradually slows over the period from FY31 to FY35 as it is driven more by price increases.

  The result of the above assumptions is that total revenue increases to over $990 million in FY35 (an average annual growth rate of just over 9%);

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48 A similar statement was made by Domain at the Macquarie Australia Conference on 8 May 2024 (i.e. "we continue to expect to deliver average increases of 12% through-the-cycle").

- total operating expenses grow at an average rate of around 7% per annum over the projection period, reflecting investment in platform development and marketing as well as growth in staff numbers to support revenue growth:
  - staff costs grow to around $180 million by FY30 (at an average rate of around 7.5% per annum), driven by an increase in headcount and wages growth. Over the longer term, growth is more subdued (at an average rate of around 4% per annum) on the basis that Domain benefits from some productivity gains over time;
  - professional fees, travel and entertainment expenses and human resources expenses (collectively less than 10% of total operating expenses) grow in line with staff costs; and
  - other operating expenses (marketing, production and distribution and IT and communications) are treated as variable and grow in line with revenue;
- the result of the above assumptions is that the EBITDA margin improves steadily, reaching 41% by FY30 and just below 48% by FY35. The uplift in margin is largely driven by growth in average revenue per listing (i.e. underpinned by higher pricing and depth penetration).

  Although the long term EBITDA margin is higher than Domain has achieved historically, there are reasons to believe that lifting margins to these levels is possible:
  - Domain has shown an ability grow EBITDA margins as revenue has increased (with its EBITDA margin increasing from 34.7% in FY21 to 35.8% in 1HY25); and
  - considerably higher EBITDA margins are able to be achieved across the digital property marketplace sector. REA Group's Australian business has consistently generated an EBITDA margin of 63-65% and the EBITDA margins of other listed peers range from 22% to 78% (median of circa 55.5%). While it would be unrealistic to expect Domain to reach EBITDA margins similar to REA Group (given REA Group's scale and market dominance), it is not unreasonable to expect some margin improvement from operating leverage as revenue grows.

  Strong growth in EBITDA of around 13.5% per annum is achieved in the near term (up to FY30), but the rate of growth moderates over the remainder of the projection period so that it is aligned with the terminal growth rate by the end of the projection period as the ability to achieve price increases and depth gains diminishes;
- other cash flows include:
  - capital expenditure of almost 9.5% of revenue over the projection period (with higher percentages in the initial years in line with the higher percentages in FY24 and 1HY25 and 9% per annum over the longer term). Depreciation and other amortisation is initially less than capital expenditure but approximately equal to capital expenditure after the initial years of the projection period;
  - working capital of 2.5% of revenue, consistent with the historical trend; and
  - dividends paid to holders of equity interests in Domain subsidiaries under the agent ownership models of 1.6% of prior year Residential and Media, Developers & Commercial revenue (consistent with the historical trend);
- a corporate tax rate of 30%; and
- a terminal growth rate of 4%, based on a long term inflation rate of 2.5% per annum and real growth in EBITDA (through a combination of price increases and operational leverage).

Corporate Costs (Net of Cost Savings)

Domain incurs unallocated corporate costs of approximately $30 million per annum. These costs represent costs associated with running Domain's head office and other overheads and include:

- the Domain executive office (such as costs associated with the offices of the (currently interim) CEO and Chief Financial Officer, company secretarial and legal, treasury, tax etc.);
- listed company expenses (such as directors fees and insurance costs, annual reports and shareholder communications, investor relations, share registry and listing fees and dividend processing); and
- certain group shared services (such as human resources, communications etc.) not fully recharged to the business operations during the year.

These corporate costs are included in the DCF model that has been used as the basis for valuation of Domain's business operations and therefore no separate allowance has been made for corporate costs.

Any acquirer of 100% of Domain would be able to save the costs associated with being a publicly listed company. Domain has estimated that it incurs costs associated with being a public company of approximately $3.5-4.0 million per annum. The ability to save other corporate costs is less clear given the likely acquirers of Domain. There is no obvious "in-market" acquirer other than REA Group which would face regulatory hurdles due to its existing market position. Other acquirers would either be financial buyers (such as private equity firms) or offshore acquirers with no presence in Australia. Neither would benefit from any material cost savings other than listed company costs. Grant Samuel has assumed corporate cost savings of $4.0 million per annum for the purposes of the valuation (i.e. corporate costs in the DCF model have been reduced by the amount of the corporate cost savings available to any acquirer).

DCF Scenarios

Grant Samuel has also considered the impact of alternative assumptions for the key drivers to provide an indication of the sensitivity of the NPV outcome to changes in these drivers. Long term assumptions have been made by Grant Samuel with reference to the 5 Year Plan and following discussions with Domain management. A description of each scenario is outlined in the table below:

DOMAIN – DCF SCENARIOS

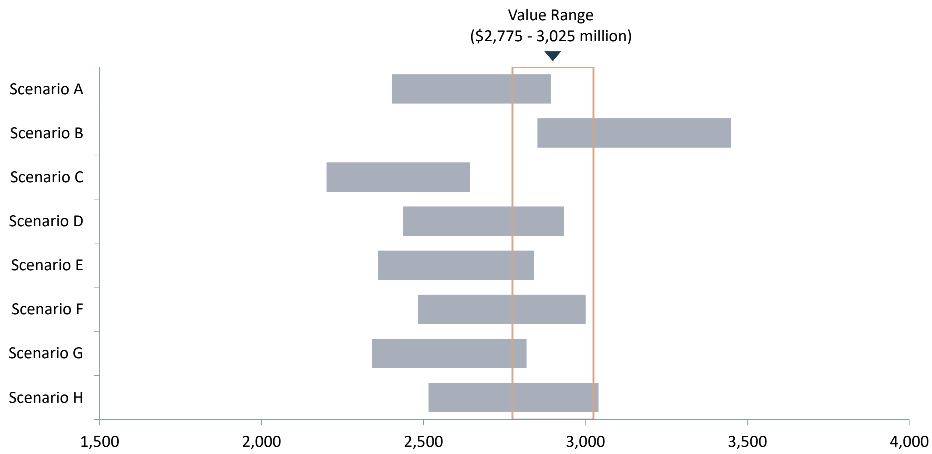
SCENARIO	DESCRIPTION
Scenario A	As above
Scenario B	Scenario A, except average annual growth in yield of 12% over the projection period. Total Residential revenue grows to around $865 million by FY35, at an average growth rate of around 11% per annum over the projection period. The EBITDA margin increases to almost 51% by the end of the projection period
Scenario C	Scenario A, except average annual growth in yield of 9% over the projection period. Total Residential revenue grows to around $684 million by FY35, at an average growth rate of around 8.5% per annum over the projection period. The EBITDA margin increases to 46% by the end of the projection period
Scenario D	Scenario A, except Domain is successful in acquiring statutory valuations contracts for two additional state entities by FY28
Scenario E	Scenario A, except Ancillary Services generates revenue that is 1% per annum lower across the projection period
Scenario F	Scenario A, except approximately $100 million of additional marketing cost (FY26 real terms) is invested across FY27 to FY30, driving stronger near term performance across the Listings business. Total revenue grows to around $687 million by FY30 (i.e. an average growth rate of around 11% per annum). EBITDA margins remain below 49% for the entire projection period
Scenario G	Scenario A, except that capital expenditure increases to 10% of revenue over the mid to longer term (also approximately 10% of revenue over the projection period)
Scenario H	Scenario A, except that pricing and depth are more targeted. This is implemented over FY26 and FY27, with growth in average yield per listing constrained to around 6% per annum. Thereafter, the benefits of lower price and higher depth are achieved, with yield per listing growth averaging 12% per annum over the remaining projection period (an average annual growth in yield of 11.4% over the entire projection period). This is coupled with moderate sales listings growth of around 0.5% per annum

NPV Outcomes

Grant Samuel's selected value range of $2,775-3,025 million for Domain's business operations reflects a subjective balancing of the scenarios and a view that the appropriate discount rate to apply is 9.5-10.5%. This is depicted diagrammatically below:

DOMAIN'S BUSINESS OPERATIONS – NPV OUTCOMES

(AT A 9.5-10.5% DISCOUNT RATE)



Grant Samuel has considered the NPV outcomes for all the scenarios in determining its value range for Domain's business operations. However, the weight given to each scenario in considering the value range was subjective and not capable of being expressed in percentage terms.

Determining an appropriate value range for Domain rests on views as to long term Residential yield growth. In Grant Samuel's view, Domain's track record since listing in 2017 of achieving average Residential yield growth of 10% per annum (Scenario A) represents a realistic starting point. To the extent that the structural drivers which have underpinned Domain's yield growth (i.e. depth penetration, product innovation and relatively low cost to overall transaction value) continue, a longer term target of 12% average annual growth in yield for the projection period (Scenario B) is a possible, albeit aspirational outcome, and is consistent with outlook statements in Domain's FY23 and 1HY24 results presentations (of "longer term targets for 12% through-the-cycle growth) and the average annual growth in yield achieved over the last four years (from FY21 to FY24). In contrast, a consistently lower yield growth (Scenario C) is considered to be overly conservative.

Changes in other assumptions (related to Ancillary Services revenue, marketing costs and capital expenditure) have minimal impact on the NPV outcomes. The only other scenario that results in a material movement in the NPV outcome is a change in the pricing model so that pricing and depth are more targeted (Scenario H). While this model carries some risk and would require time to retrain sales and support teams, it is a plausible alternative model that could ultimately deliver a meaningful uplift in performance over the medium to long term (i.e. yield optimisation, increase in paid listings).

NPV outcomes from DCF analysis are subject to significant limitations and should always be treated with considerable caution. A wide array of credible assumptions can be adopted and a very broad range of NPVs can be calculated. Consequently, the range of NPV outcomes produced by the scenarios is wider than the value range Grant Samuel has placed on Domain's business operations.

It is also important to recognise that the NPV outcomes in the chart above do not recognise the strategic value of the number two participant in what is a two primary participant market and where there is no other realistic way to enter the Australian digital property marketplace sector. Grant Samuel's value range implicitly takes this strategic value into account (and is illustrated by the value range sitting towards the higher end of most of the NPV outcomes). The value range also has been selected to ensure consistency with the market evidence as to multiples (see Section 4.4.3 for further discussion).

Taking these factors into account, Grant Samuel believes that the NPV outcomes produced by the DCF analysis support a value range of $2,775-3,025 million for Domain's business operations.

4.4.3 Earnings Multiple Analysis

Overview

The capitalisation of earnings methodology involves the review of earnings multiples that buyers have been willing to pay for similar businesses in the recent past and a review of the multiples at which shares in comparable listed companies trade on sharemarkets. This analysis will not always lead to an obvious conclusion as to an appropriate multiple for the business being valued as there will often be a wide range of multiples. It is necessary to consider the particular attributes of the business being valued (relative to the peers) as well as the prevailing economic conditions.

As Domain operates in the digital property marketplace sector in Australia, Grant Samuel's review of the market evidence has considered transactions and listed companies involved in similar activities in Australia, as well as internationally where appropriate.

It is important to note that while there are many similarities between Australian and international digital property marketplaces, the underlying pricing models differ. For example, Australia operates under a vendor paid advertising model, where vendors are responsible for paying the cost of marketing their properties. In contrast, most other markets utilise an agent paid advertising model. This difference can influence customer relationships, pricing power and monetisation strategies.

Transaction Evidence

The digital property marketplace sector has evolved significantly over the last decade, underpinned by growth in digital listings, depth product uptake and expansion into adjacent services. At the same time, there have been few large scale control transactions. In Australia there have been no directly comparable transactions involving pure digital property marketplaces. Internationally, there have been only a limited number of relevant transactions as market leaders have continued to consolidate their dominant positions.

Most recent activity has focused on ancillary services or adjacent technology businesses (e.g. property data, workflow automation or marketing tools), reflecting a strategic focus by digital property marketplaces on enhancing the user experience and capturing real time data through embedded digital capabilities. However, these transactions are generally smaller in scale and involve different business models. As a result, these transactions have not been included in Grant Samuel's analysis.

Instead, the analysis has considered acquisitions of diversified digital marketplaces (both in Australia and internationally) with some exposure to the property sector. While these transactions have a broader range of operations, they still provide a useful benchmark for the valuation of Domain's business operations.

In considering the transaction evidence, it should be noted that:

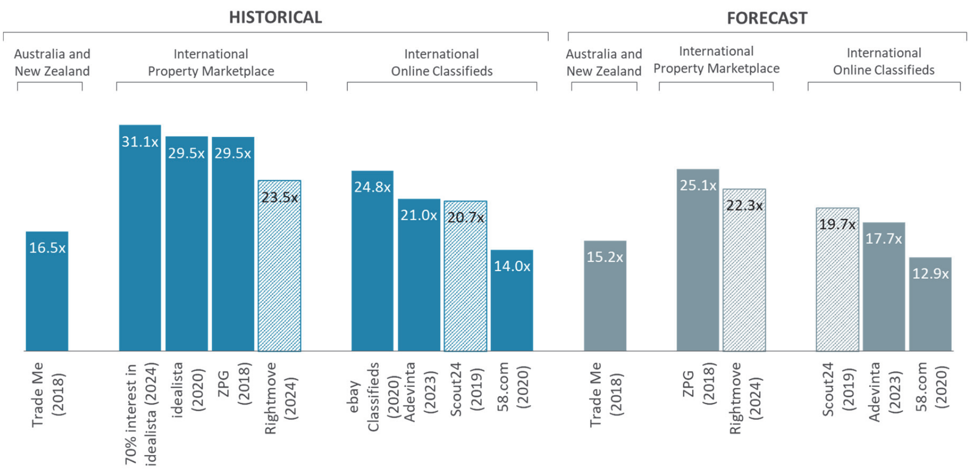
- all the transactions that occurred prior to 2019 took place before the introduction of IFRS16 (the international equivalent of AASB16) and are therefore on a pre IFRS16 basis. However, given that leases are generally relatively short term and minor in nature (i.e. leases of business premises), the impact on multiples should be immaterial;

- EBITA multiples and forecast EBITDA multiples have not been able to be calculated for some of the transactions as the target companies were either privately held businesses or divisions of large, listed entities and the available transaction multiples are limited to statements made in public announcements. For example, the financial terms of Apax Partners' acquisition of Baltic Classifieds Group plc ("Baltic") in 2019 were not disclosed, so the charts below do not include multiples for this transaction; and
- certain transactions have been excluded from the analysis where meaningful valuation multiples were not able to be calculated (e.g. where the target was loss making or only just above breakeven). For example, the 2024 acquisition of PropertyGuru Group Limited ("PropertyGuru") by funds managed by EQT AB ("EQT") for US$1.1 billion occurred at extremely high multiples given the company's earnings were in a transitional phase[49]. Similarly, the 2022 combination of PropertyGuru Pte. Ltd. and Bridgetown 2 Holdings Limited (which created PropertyGuru and valued the equity in PropertyGuru Pte. Ltd. at US$1.6 billion) occurred at a time when PropertyGuru Pte. Ltd. was loss making.

The following charts summarise the historical and forecast EBITDA and EBITA multiples for selected comparable transactions (with unsuccessful proposals shown as hatched columns):

SELECTED COMPARABLE TRANSACTIONS

HISTORICAL AND FORECAST EBITDA MULTIPLES



Source: Grant Samuel analysis[50,51]

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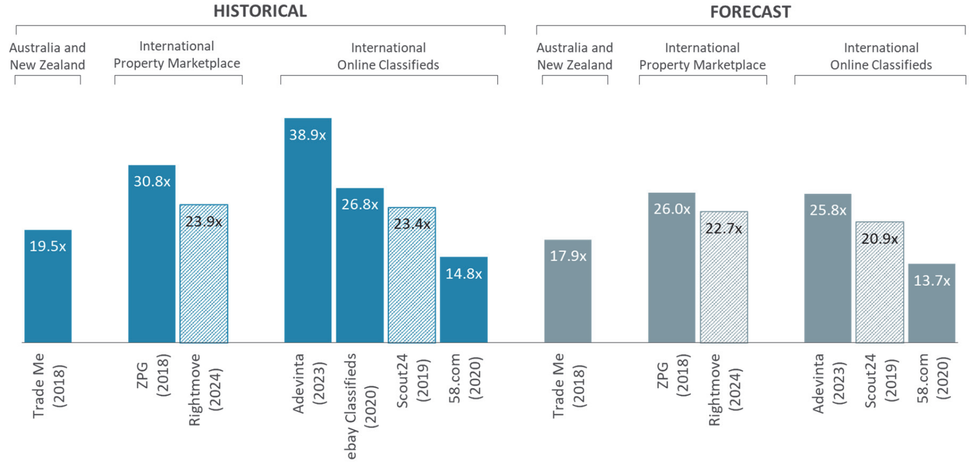
[49] The EBITDA multiples implied by the offer price were 88.6 times historical EBITDA and 64.7 times forecast EBITDA. The 2 year forecast EBITDA multiple (post the earnings transition) of 28.8 times is still above the forecast EBITDA multiples shown in the chart. Both the historical and forecast EBITA were negative (and therefore no meaningful EBITA multiples can be calculated). The 2 year forecast EBITDA multiple disclosed in the Form 6K in relation to the PropertyGuru transaction of 25.3 times was calculated using an adjusted EBITDA that excluded stock based compensation and public company expense and an enterprise value that did not include lease liabilities in calculating net debt.

[50] Grant Samuel analysis based on data obtained from IRESS, S&P Global Market Intelligence, company announcements, transaction documentation and, in the absence of company published financial forecasts, brokers' reports. Where company financial forecasts are not available, the median of the financial forecasts prepared by a range of brokers has generally been used to derive relevant forecast value parameters. The source, date and number of broker reports utilised for each transaction depends on analyst coverage, availability and corporate activity.

[51] Historical multiples are based on the most recent publicly available full year earnings prior to the transaction announcement date. Forecast multiples are based on company published earnings forecasts or brokers' reports available at transaction announcement date.

SELECTED COMPARABLE TRANSACTIONS

HISTORICAL AND FORECAST EBITA MULTIPLES



Source: Grant Samuel analysis [50,51]

Digital marketplace transactions (both property and diversified) have occurred at multiples in a relatively wide range over the last decade, although most are in excess of 20 times and all are well above 10 times (EBITDA and EBITA), reflecting their high growth, high margin scaleable business models and, in the case of market leading marketplaces, their considerable audience reach and strong network effects.

These features are illustrated by the multiples implied by the transactions involving Idealista Global S.A. ("Idealista"), the leading digital property marketplace across Spain, Portugal and Italy (at circa 30-31 times historical EBITDA). Idealista was initially acquired by EQT in 2020 and doubled its EBITDA before Cinven Limited acquired a 70% interest in 2024 at a broadly similar multiple. The implied multiples reflect its dominant market position (particularly in Spain), audience reach (over 60 million monthly visits) and ability to monetise its audience at scale (albeit it operated at an EBITDA margin of only around 35%).

Other digital property marketplace transactions have included the 2018 acquisition of ZPG plc ("ZPG") by Silver Lake Partners and the REA Group offer for Rightmove in 2024. The forecast multiples for these transactions are reasonably consistent at circa 22-25 times EBITDA and 23-26 times EBITA:

- ZPG is the owner and operator of several United Kingdom-based digital property brands (e.g. *Zoopla*, *uSwitch*, *PrimeLocation* and *SmartNewHomes*) and residential property software and data providers (e.g. *Hometrack*, *Alto* and *ExpertAgent*), enabling cross-selling opportunities. *Zoopla* is the second largest digital property marketplace in the United Kingdom (behind Rightmove). At the time of the transaction, ZPG attracted over 50 million visits per month (across websites and apps) and generated approximately £250 million in revenue (at a margin of almost 40%). The very high historical multiples (circa 30-31 times EBITDA and EBITA) and relatively high forecast multiples (circa 25-26 times EBITDA and EBITA) reflect the growth potential of ZPG's business; and

- in 2024, REA Group submitted four indicative acquisition proposals for Rightmove, the United Kingdom's leading digital property marketplace. Although all the offers were rejected and the proposal was ultimately withdrawn, the implied multiples provide a very recent benchmark and could be regarded as a "floor" in terms of appropriate multiples for market leading digital property marketplaces. The final offer implied an enterprise value for Rightmove of £6.2 billion, EBITDA multiples of 22-24 times and EBITA multiples of 23-24 times. These multiples are not dissimilar to the forecast multiples implied by the 2018 acquisition of ZPG, although *Zoopla* (a significant contributor to

ZPG's earnings at the time) was the second largest digital property marketplace in the United Kingdom whereas Rightmove holds the dominant market position in the United Kingdom and benefits from powerful data and network effects (almost 200 million monthly visits), scale (almost 1 million properties advertised annually), brand strength and EBITDA margins (around 70%) in the United Kingdom market.

Diversified digital marketplaces operate across multiple verticals (e.g. property, automotive, employment and consumer goods) and benefit from scale advantages and the ability to leverage technology across geographies. However, their overall margins are often influenced by category mix and earnings maturity:

- the largest of the transactions involving diversified platforms (implying the highest multiples) have featured Adevinta ASA ("Adevinta") as both the acquirer and the target:
  - Adevinta's acquisition of eBay Classifieds for €9.2 billion in 2020 occurred at historical multiples of around 25 times EBITDA and 27 times EBITA. At the time, eBay Classifieds operated 12 marketplaces across seven countries and the transaction created a global classifieds leader with complementary vertical and geographical exposure. The very high historical multiples reflect:
    - eBay Classified's leading positions in several key markets (notably in Germany, which contributed nearly half of group revenue and had 100 million unique monthly visitors) although EBITDA margins were only approximately 35%; and
    - the expectation that the transaction would deliver substantial annual synergies of around €150 million per annum (circa 40% of pre synergies EBITDA). The post synergies multiples are considerably lower at around 18 times EBITDA and 19 times EBITA; and
  - the 2023 acquisition of Adevinta by Permira and Blackstone (at an enterprise value of €13.7 billion) took place at implied multiples of 21 times historical EBITDA and almost 18 times forecast EBITDA. At the time of the transaction, Adevinta's digital marketplaces attracted approximately 2.5 billion monthly visits across its portfolio of over 25 brands (covering automotive, property, and employment) in ten countries. The lower multiples relative to the eBay Classifieds transaction likely reflected the limited synergies available to the financial sponsor acquirers. The substantially higher EBITA multiples of circa 39 times historical and 26 times forecast (compared to the EBITDA multiples) are the result of the capitalisation and amortisation of internally developed software. This is in contrast to most of the other acquisitions included in the charts above, where the EBITDA and EBITA multiples are much closer together (indicating limited internally developed and capitalised software and/or more software procured through acquisition);
- Blackstone's and Hellman & Friedman's voluntary public takeover offer for Scout24 AG ("Scout24") in 2019 implied an enterprise value of approximately €5.7 billion and multiples of 20-21 times EBITDA and 21-23 times EBITA. Scout24 was a leading German digital diversified marketplace best known for *ImmobilienScout24* (home listings in Germany) and *AutoScout24* (automotive listing across Europe). While the offer had the support of the management board, it did not receive the minimum acceptance threshold from shareholders (only 42.8% of shareholders voted in favour), with many institutional shareholder believing the offer undervalued the company (especially considering its strong financial performance) and did not reflect Scout24's ability to continue to grow its digital marketplaces and consumer services independently; and
- other smaller diversified digital marketplaces have transacted at much lower multiples, constrained by smaller addressable markets or regulatory and geopolitical limitations:
  - the $2.5 billion acquisition of Trade Me Limited by Apax Partners LLP in 2018 occurred at around 15-17 times EBITDA and 18-20 times EBITA, reflecting the diversified marketplace's exposure to a smaller market (i.e. New Zealand) and its relatively mature growth profile; and

- the 2020 acquisition of 58.com, Inc. ("58.com") by a consortium led by Warburg Pincus and General Atlantic took place at implied multiples of 13-14 times EBITDA and 14-15 times EBITA. While the business was a leading digital marketplace in China at the time of the acquisition:
  - it generated relatively low EBITDA margins of less than 20% and was facing economic uncertainty (from the onset of the COVID-19 pandemic) and geopolitical and regulatory challenges (as a United States-listed Chinese company); and
  - the digital marketplace sector in China is less mature than other international markets and faces greater competition from social media, content specific platforms and real estate agents.

Sharemarket Evidence

The digital property marketplace sector in Australia is dominated by REA Group and Domain (and they are the only digital property marketplaces listed on the ASX). Consequently, Grant Samuel has extended its comparable trading multiples analysis to include:

- domestic digital marketplaces, CAR Group and SEEK. While these businesses operate in different verticals (automotive and employment respectively), they share several characteristics with Domain, including two-sided platform economics, recurring revenues and high margin models. However, structural differences in market dynamics such as listing frequency, user engagement and operating transaction values may limit their direct comparability to Domain's business operations;
- international property marketplaces, which generally operate in similarly concentrated markets that are dominated by one or two players, but may have different underlying pricing models; and
- diversified digital marketplaces, Baltic (which Apax Partners listed by way of an initial public offer in June 2021) and Vend Marketplaces ASA ("Vend"). These companies operate broader classifieds portfolios (across categories such as property, automotive, employment and general goods) and provide a useful reference point given their scale, exposure to the property sector, digital monetisation models and relatively high margins.

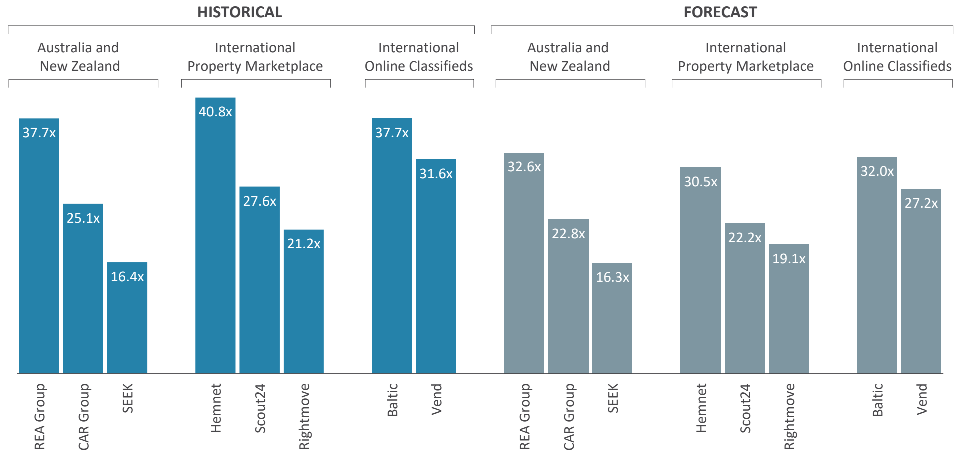
Grant Samuel has considered but excluded from its analysis international digital automotive marketplaces (e.g. Cars.com Inc., Autohome Inc. and Auto Trader Group plc). While these international peers share certain operational characteristics with Domain, the structural market differences and exposure to different macroeconomic factors mean that their trading multiples are less comparable to Domain than the companies outlined above.

In considering the sharemarket evidence, it is important to note the multiples are based on share prices and therefore do not include a premium for control. With the exception of Baltic (which has a 30 April year end), all the international comparable companies have a 31 December year end and all the Australian comparable companies have a 30 June year end.

The following charts set out the historical and forecast EBITDA and EBITA multiples for these companies based on share prices as at 30 May 2025:

RELEVANT COMPARABLE LISTED COMPANIES

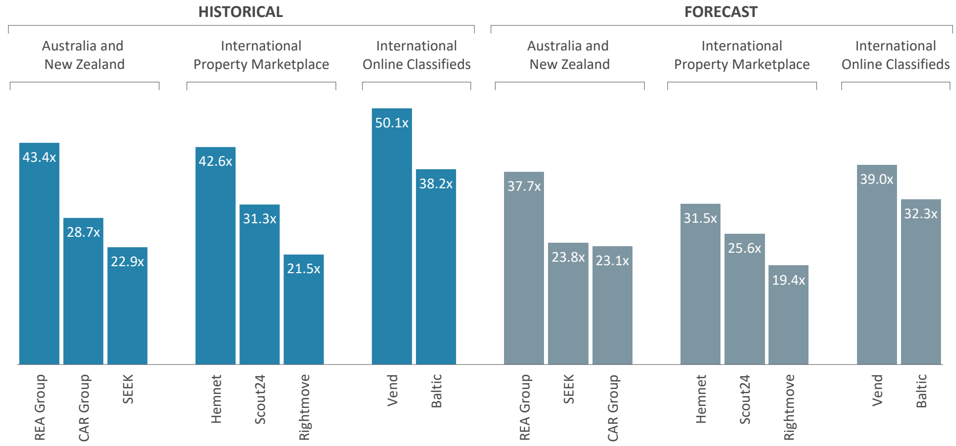
HISTORICAL AND FORECAST EBITDA MULTIPLES



Source: Grant Samuel analysis[52]

RELEVANT COMPARABLE LISTED COMPANIES

HISTORICAL AND FORECAST EBITA MULTIPLES



Source: Grant Samuel analysis[52]

Similar to the transaction analysis, the data shows a very wide range of trading multiples, with some in excess of 40 times and all except for SEEK and Rightmove in excess of 20 times. The differences in the trading multiples of the comparable companies largely reflect differences in market exposure, the strength of network effects and how each platform generates revenue (e.g. subscription fees, listing fees, advertising, data services etc).

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52 Grant Samuel analysis based on data obtained from IRESS, S&P Global Market Intelligence, company announcements and, in the absence of company published financial forecasts, brokers' reports. Where company financial forecasts are not available, the median of the financial forecasts prepared by a range of brokers has generally been used to derive relevant forecast value parameters. The source, date and number of broker reports utilised for each company depends on analyst coverage, availability and recent corporate activity.

The domestic market is dominated by REA Group, which trades at the top end of the range relative to both domestic and international peers (excluding outliers) of around 38 times historical and 33 times forecast EBITDA and 43 times historical and 38 times forecast EBITA reflecting its:

- extensive audience reach, with the key platform, *realestate.com.au* having an average audience reach of 12.3 million (with 6.4 million of these exclusively using *realestate.com.au*), an average of 133 million monthly visits (almost four times greater than Domain) and attracting around 2.3 million average monthly buyer enquiries[53];
- group EBITDA margins of circa 60%, underpinned by sustained price increases across its depth listing products, particularly in the *Premiere* tier. Residential yield growth was 19% in FY24 and is forecast to be 13-15% in FY25, with price increases being the major driver;
- continued product innovation, including further enhancement of data-driven digital tools, flexible advertising solutions and increased personalisation; and
- scarcity/market leadership premium, given the structure of the digital property marketplace sector (only two primary market participants, both of which are listed, and where REA Group is the clear market leader).

In contrast, Australian digital marketplaces across other verticals (CAR Group and SEEK) trade at lower multiples of 16-25 times historical and 16-22 times forecast EBITDA and 23-29 times historical and 23-24 times forecast EBITA. While CAR Group and SEEK are market leaders, these lower multiples are likely to reflect the structurally different market dynamics in the automotive and employment marketplace sectors.

International digital property marketplaces generally (excluding Hemnet Group AB ("Hemnet")) trade at lower multiples of 21-28 times historical and 19-22 times forecast EBITDA and 22-31 times historical and 19-26 times forecast EBITA, despite sharing several characteristics with REA Group, such as market leading positions and strong operating margins (with EBITDA margins in excess of 50% for Scout24 and 70% for Rightmove).

These lower multiples reflect a combination of different market dynamics and competitive positioning and a lower growth outlook. In particular Scout24 and Rightmove operate in more mature, slower growing markets, with Scout24 facing greater competition in the more fragmented German market (e.g. from *Immowelt*) and the United Kingdom market being highly penetrated with less potential for growth. Both also have less product segmentation and therefore less opportunity to upsell at scale. Furthermore, the investor perception of each company differs, with REA Group perceived as a "best in class" operator, whereas Scout24 has restructured its business (following the sale of *AutoScout24*) and is yet to prove its property focused strategy while Rightmove has historically returned cash to shareholders (rather than reinvesting in its business).

In contrast, Hemnet trades at multiples closer to REA Group, in particular on a forecast EBITDA basis (at around 31 times forecast EBITDA). Hemnet is Sweden's leading digital property marketplace and is more similar to REA Group (than Scout24 and Rightmove) in terms of:

- market dominance, with Hemnet capturing circa 95% of property listings in Sweden, giving it significant pricing power and very strong network effects that limit competition;
- double digit yield growth driven by increasing depth penetration, price optimisation and bunding. Revenue increased by 39% in 2024, with target annual revenue growth of 15-20%;
- strong EBITDA margins of more than 50% (and targeting more than 55% in the long term); and

[53] Source: REA Group Q3 FY25 financial information announcement of results for the nine months (ending 31 March) released on 9 May 2025 with Audience data sourced from Ipsos Iris Online Audience Measurement Service and Buyer enquiries data sourced from Adobe Analytics, internal data, Jan 2025 Mar 2025 (average) and vs. Jan 2024 - Mar 2024 (average).

- product innovation and expansion into adjacent services (e.g. data insights, visibility tools etc) that increase agent engagement.

Hemnet's lower forecast EBITA multiples (relative to REA Group) reflect a lower charge for depreciation and amortisation (compared to revenue and EBITDA) which is a result of a greater proportion of software being acquired (rather than developed internally, capitalised and amortised).

Grant Samuel also considered Zillow Group, Inc. ("Zillow") and CoStar as comparable companies, however their trading multiples have not been included in the charts as they do not provide meaningful benchmarks (i.e. historical and forecast EBITDA multiples at or in excess of 75 times) due to expectations for significant future earnings growth:

- Zillow, the dominant digital residential property marketplace in the United States, continues to transition from its prior home buying model (discontinued in 2021) to focus on a "housing super app" strategy that integrates agent services, workflow tools and mortgage offerings to provide a comprehensive platform for real estate transactions; and
- following the acquisition of *Homes.com* in 2021, CoStar has expanded into residential real estate and implemented a strategy to transform the platform into a leading residential real estate marketplace, aiming to challenge Zillow's dominance. Substantial investment in marketing and content has reduced historical (2024) and forecast (2025) earnings.

The remaining peers, Baltic and Vend, are international diversified marketplaces that also trade at very high multiples (32-38 times historical and 27-32 times forecast EBITDA and 38-50 times historical and 32-39 times forecast EBITA). These elevated multiples are supported by:

- diversified exposure across automotive, real estate, employment and other verticals, which support stable earnings and allow them to capitalise on cyclical and structural growth;
- dominant market positions with strong network effects. Baltic holds leading positions across Lithuania, Estonia and Latvia and Vend has the largest customer reach in Nordic countries;
- strong growth expectations, with earnings of both companies expected to grow at an average of circa 15-30% per annum over the next three years; and
- platform synergies and operating leverage. Their multi-vertical models allow for shared infrastructure, technology and marketing, driving cost efficiencies and scalability.

The higher trading multiples for Vend relative to Baltic are likely to reflect its larger audience reach (300 million visits per month compared to 55 million), earnings growth (average of 30% per annum over the next three years compared to 15%) and EBITDA margins (greater than 75% compared to circa 20%). Vend also benefits from the impact of its Recommerce division, which facilitates the resale, reuse and recycling of goods. Despite lowering earnings and margins, this division aligns with sustainability objectives by supporting the circular economy and promotes strong cross traffic and user engagement across adjacent verticals such as mobility, real estate and employment.

Implied Multiples for Domain

Grant Samuel has valued Domain's business operations in the range $2,775-3,025 million. Based on the adjusted earnings set out in Section 4.3.2, the value range represents the following multiples:

DOMAIN'S BUSINESS OPERATIONS – IMPLIED VALUATION PARAMETERS

DATE	VARIABLE ($ MILLION)	RANGE OF PARAMETERS	
		LOW	HIGH
Value range ($million)		**2,775.0**	**3,025.0**
Multiple of adjusted EBITDA (times)			
FY24 (historical)	131.0	21.2x	23.1x
FY25 (median broker forecast)	139.4	19.9x	21.7x
FY26 (median broker forecast)	152.2	18.2x	19.9x
Multiple of adjusted EBITA (times)			
FY24 (historical)	96.5	28.8x	31.3x
FY25 (median broker forecast)	108.9	25.5x	27.8x
FY26 (median broker forecast)	119.2	23.3x	25.4x

Grant Samuel has placed more weight on the FY26 forecast multiples as FY25 is a historical year as at the date of this report and the FY25 Forecast reflects Domain's actual performance for the 11 months ended 31 May 2025. Consequently, limited weight has been placed on historical FY24 multiples. While the historical FY24 multiples are relatively high, they reflect the growth (largely achieved in FY25 and potential in FY26) of Domain's business operations. Similarly, limited weight has been placed on the historical multiples for the comparable transactions and listed companies.

In Grant Samuel's view, the multiples implied by its valuation of Domain's business operations (18-20 times forecast (FY26) EBITDA and 23-25 times forecast EBITA) are reasonable in the context of valuation on a control basis, having regard to the available market evidence and the specific attributes of Domain's business operations.

In this regard, the implied multiples are:

- broadly consistent with, albeit towards the lower end of, the range of multiples implied by recent international transactions involving digital property marketplaces. The most relevant transaction is Silver Lake Partners' acquisition of ZPG (at around 25 times forecast EBITDA and 26 times forecast EBITA) as it is the only transaction that involves the acquisition of the second largest digital property marketplace in a market (*Zoopla*). ZPG's higher EBITDA multiples reflect a significantly lower charge for depreciation and other amortisation and a significantly higher charge for amortisation of acquired intangibles relative to Domain, indicating that the majority of ZPG's software has been acquired rather than developed internally (and capitalised and amortised) or that software development costs have been expensed (lowering EBITDA) rather than being capitalised and amortised. These factors are taken into account in EBITA multiples, which are more consistent between ZPG and the valuation of Domain's business operations.

  The higher implied multiples for the other transactions involving digital property marketplaces (Idealista and even the rejected and subsequently withdrawn offer for Rightmove) are warranted on the basis that both of these businesses were the leading digital property marketplaces in their respective markets with dominant market positions and greater audience reach than Domain, providing them with greater benefits from the network effect; and

- consistent with the high end of multiples implied by recent international transactions involving diversified digital marketplaces (e.g. Trade Me, Scout24, Adevinta), which, excluding outliers, have ranged from 15-20 times forecast EBITDA and 18-26 times forecast EBITA. These businesses differ in terms of geographic exposure, scale and vertical mix, including their level of exposure to lower value segments such as employment and automotive. The implied forecast multiples for Domain's business operations are supported by its focused exposure to the structurally attractive Australian property market.

Trading multiples for listed peers provide further support for the implied valuation multiples for Domain's business operations, noting that these multiples do not reflect a premium for control. More specifically, the implied multiples are:

- well below the trading multiples for REA Group (at 33 times forecast EBITDA and 38 times forecast EBITA). This differential is appropriate given REA Group's scale, market dominance and higher margins (exceeding 60%). A similar rationale applies for Hemnet, Baltic and Vend (which are trading at 27-32 times forecast EBITDA and 31-39 times EBITA);
- broadly comparable to the trading multiples for:
  - other Australian digital marketplaces (i.e. CAR Group and SEEK) which currently trade at multiples of around 16-23 times forecast EBITDA and 23-24 times forecast EBITA but have structurally different market dynamics; and
  - other international digital property marketplaces (i.e. Scout24 and Rightmove) which currently trade at multiples of around 19-22 times forecast EBITDA and 19-26 times forecast EBITA. While Scout24 and Rightmove both hold leading positions in their respective markets and generate higher EBITDA margins than Domain, they operate in more mature and lower growth markets which constrains their trading multiples.

While the multiples implied by the valuation of Domain's business operation are appropriately below the transaction and trading multiples of peers with dominant market positions and stronger network effects, they remain relatively high in absolute terms. In Grant Samuel's view, these multiples are justified by the specific attributes of Domain's business, including:

- its strategic importance in a mature market. Domain is the second largest digital property marketplace in what is essentially a two-participant sector and provides a foothold at scale into the Australian market;
- strong brand, particularly in key markets such as Sydney, Melbourne and Canberra;
- track record of performance, with revenue and EBITDA both growing at an average annual rate of more than 10% over the last seven years (i.e. post its demerger from Fairfax);
- opportunities for continued growth through increased penetration of premium listing products (particularly outside its core metropolitan areas), expansion of Ancillary Services (including Realbase) and operating leverage from platform scale;
- its contractual relationship with Nine, which provides access to cross-platform media capabilities and offers a low-cost distribution and branding advantage which is not easily replicated albeit, in the case of CoStar, the existing commercial arrangements will only continue for a transitional period while new longer term arrangements are negotiated, and there is no certainty that agreement will be reached or what would be the terms of any renegotiated arrangements. This would be expected to be the case for any third party acquirer of Domain; and
- exposure to the active and sophisticated Australian residential property market, which, despite property market cycles, benefits from structural drivers including high property values, low vendor advertising spend as a proportion of transaction costs, a continued shift to online property search and limited competition (at scale).

On the other hand, value is constrained by the structural and competitive challenges Domain faces as the number two participant in the Australian digital property marketplace sector (after REA Group), including its:

- relative scale, with Domain's number of listing views, audience size and volume of new "for sale" listings all well below those of REA Group. This smaller scale means that Domain has less ability to spread fixed costs and invest in marketing, technology and product innovation which limits the strength of Domain's network effects and weakens its ability to monetise buyer intent relative to REA Group;

- limited pricing power as Domain is essentially a "price follower" in a market where REA Group has significant pricing leadership. This lack of pricing power limits Domain's ability to independently drive yield growth, particularly in regional and outer metropolitan areas where there is more competition. Recent regulatory scrutiny regarding subscription price increases by REA Group may impact future pricing, indirectly impacting Domain's own pricing strategy in some markets;
- lower operating leverage, with EBITDA margins in the range 31-36% over the last three and a half years. While Domain's revenue has been growing, its revenue and earnings growth and earnings margins remain considerably lower than those of REA Group; and
- greater sensitivity to cyclical downturns, as sellers tend to consolidate advertising expenditure on a single platform during weaker economic conditions, with REA Group perceived as the more essential platform in this environment.

Domain has also had mixed success in diversifying into adjacent areas (Ancillary Services). A number of the Ancillary Services businesses acquired by Domain have not met expectations and are not well integrated, diluting returns and distracting from the Listings business. Whether these acquisitions will ultimately achieve success is far from certain.

In Grant Samuel's view, the implied EBITDA and EBITA multiples for Domain reflect a reasonable balance of these factors based on the available market evidence.

4.5 Other Assets and Liabilities

Domain's other assets and liabilities have been valued at $(7.6) million as follows:

DOMAIN – OTHER ASSETS AND LIABILITIES

	SECTION REFERENCE	VALUE
Equity accounted investments	3.6	1.6
Restructuring, redundancy and make good provisions (after tax)	3.6	(0.8)
Contingent consideration	3.6	(8.4)
Other assets and liabilities		**(7.6)**

No value has been attributed to Domain's unutilised tax losses (on revenue or capital account) as the utilisation rate of the revenue losses is low and no capital gains have been forecast in the foreseeable future. In particular, any potential utilisation of the capital losses would depend on the outcome of any sales of property or capital assets (none of which are contemplated in the valuation).

Domain management has confirmed that there has been no material change in the carrying value of the equity accounted investments and the provisions since 31 December 2024.

Domain management has not yet undertaken the workstream required to determine the current quantum of the contingent consideration. Based on some initial high level analysis, the view of Domain management is that the quantum of the contingent consideration as at the date of this report is expected to be lower than the $(8.4) million reported in Domain's statement of financial position as at 31 December 2024. The quantum of the contingent consideration as at 31 December 2024 of $(8.4) million represents a value of (1.3) cents per Domain share (on a fully diluted basis). Consequently, while any reduction in the value of the contingent consideration would be positive, it is unlikely to have any material impact on the value of a Domain share.

4.6 Adjusted Net Debt

Domain's net debt for valuation purposes is $(187.0) million. The amount reflects Domain's net debt (including lease liabilities) as at 31 December 2024 and the following adjustments:

DOMAIN – ADJUSTED NET DEBT ($ MILLIONS)

	SECTION REFERENCE	VALUE
Reported net debt (including lease liabilities) as at 31 December 2024	3.6	(173.2)
add: Capitalised borrowing costs	3.6	(1.2)
add: Interim dividend paid on 11 March 2025	3.6	(12.6)
Adjusted net debt		**(187.0)**

Reported net debt has been calculated on a post AASB 16 basis, which is consistent with the basis on which Domain's business operations have been valued (i.e. annual lease payments have not been included in the cash flows used in the DCF analysis and earnings are presented on a post AASB 16 basis).

Adjustments have been made for:

- capitalised borrowing costs, as these are accounting assets (i.e. cash amounts incurred previously but capitalised and amortised over the life of the relevant borrowings); and
- payment of Domain's 2 cents per share dividend (in relation to earnings generated in 1HY25) on 11 March 2025.

Domain management has confirmed that there has been no other material change in the net debt (including lease liabilities) balance since 31 December 2024, other than in the ordinary course of business.

4.7 Franking Credits

Under Australia's dividend imputation system, domestic equity investors receive a taxation credit (franking credit) for tax paid by a company. The franking credit attaches to any dividends paid by a company and the franking credit offsets personal tax for Australian investors. To the extent that personal tax has been fully offset the individual will receive a refund of the balance of the franking credit. Franking credits therefore have value to the recipient.

However, in Grant Samuel's opinion, while acquirers are attracted by franking credits there is no clear evidence that they will actually pay extra for a company with them (at any rate the sharemarket evidence used by Grant Samuel in valuing Domain's business will already reflect the value impact of the existence of franking credits). Further, franking credits are not an asset of the company in the sense that they can be readily realised for a cash sum that is capable of being received by all shareholders. The value of franking credits can only be realised by shareholders themselves when they receive distributions. Importantly, the value of franking credits is dependent on the tax position of each individual shareholder. To some shareholders (e.g. overseas shareholders) they may have very little or no value. Similarly, if they are attached to a distribution which would otherwise take the form of a capital gain taxed at concessional rates there may be minimal net benefit (in fact, there may be some categories of shareholders who are worse off in this situation such as shareholders with a capital loss on disposal of the shares).

Accordingly, while franking credits may have value to some shareholders they do not affect the underlying value of the company itself. No value has therefore been attributed to Domain's accumulated franking credit position in the context of the value of Domain as a whole.

Grant Samuel notes that part of the total cash consideration to be received by shareholders other than excluded shareholders) under the Scheme may be paid as a fully franked special dividend. In this case, some Domain shareholders may realise additional value from the franking credits (i.e. they will be better off in after tax terms than they would be otherwise) (see Section 5.4 for further discussion).

5 Evaluation of the Scheme

5.1 Summary

Grant Samuel has concluded that the Scheme is fair and reasonable. Accordingly, in Grant Samuel's opinion, the Scheme is in the best interests of Domain shareholders (other than excluded shareholders) in the absence of a superior proposal.

5.2 Fairness

Grant Samuel has estimated the full underlying value of the equity in Domain to be in the range $2,580-2,830 million which corresponds to $4.06-4.46 per share.

The value range of $4.06-4.46 per share includes a premium for control and exceeds the price at which, based on current market conditions, Grant Samuel would expect Domain shares to trade on the ASX in the absence of a change of control proposal (or speculation as to such a proposal).

The value is the aggregate of the underlying value of Domain's business operations together with the realisable value of non-trading assets less external borrowings and non-trading liabilities. The value of the business operations was estimated having regard to both DCF analysis and multiples of earnings (EBITDA and EBITA). The valuation and the basis for it are set out in detail in Section 4 of this report.

The total cash consideration that will be received by Domain shareholders (other than excluded shareholders) under the Scheme of $4.43 per share falls within the value range of $4.06-4.46 per share. Accordingly, the Scheme is fair. In fact, the total cash consideration falls very close to the top end of the value range, which is likely to reflect a combination of Domain's strategic value (albeit as the second participant in a primarily two-participant market) and its shareholding structure (where CoStar needed the support of Nine for a change of control transaction to proceed). In this respect the Scheme is demonstrably fair.

Fairness is reinforced by Nine's support for the Scheme (in the absence of a superior proposal). There is no apparent reason why Nine, an arm's length party not associated with CoStar, would accept anything less than fair value for its substantial shareholding in Domain.

5.3 Reasonableness

As the Scheme is fair, it is also reasonable. In any event, there are a number of other factors that support the reasonableness of the Scheme and which Domain shareholders should consider in determining whether to vote for or against the Scheme. These factors are set out in the following sections.

5.3.1 Premium for Control

The total cash consideration of $4.43 per share represents a 42% premium to the price at which Domain shares last traded prior to announcement of the Original Proposal. The premium is higher (circa 50-60%) when compared to prices one to six months prior to announcement of the Original Proposal:

DOMAIN – TOTAL CASH CONSIDERATION PREMIUM OVER PRE-ANNOUNCEMENT PRICES

PERIOD	DOMAIN PRICE/VWAP	PREMIUM
Closing share price on 20 February 2025	$3.12	42.0%
1 week prior to 20 February 2025 – VWAP[54]	$3.14	41.0%
1 month prior to 20 February 2025 - VWAP[54]	$2.95	50.2%
3 months prior to 20 February 2025 - VWAP[54]	$2.77	59.7%
6 months prior to 20 February 2025 – VWAP[54]	$2.88	53.8%

[54] The calculation of the VWAPs exclude the special crossing after the market close on 20 February 2025 of 106,592,031 Domain shares at $4.20 per share (which was the acquisition of Domain shares by CoStar prior to announcement of the Original Proposal). All VWAPs have been calculated to three decimal places.

The premiums (over any timeframe up to six months prior to announcement of the Original Proposal) are well above the level of premiums typically associated with takeovers in Australia (of 20-35%). The recent share prices are a more appropriate base from which to measure the premium implied by the Scheme as the one, three and six month VWAPs simply reflect lower share prices prevailing earlier in those periods. Domain's share price increased materially following the announcement of its 1HY25 results on 13 February 2025.

However, it is important to recognise that premiums for control:

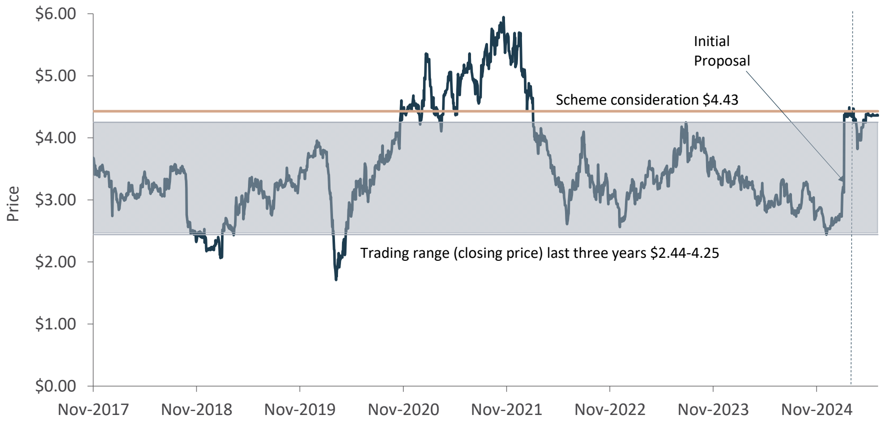
- are an outcome not a determinant of value; and
- vary widely depending on the individual circumstances of the target. The premiums in a substantial proportion of transactions actually fall outside (either above or below) the 20-35% range.

When considering the extent of the premium, shareholders should take the following factors into account:

- since listing on the ASX in November 2017, Domain shares have only traded above $4.43 for a relatively short period of time (over the period from November 2020 to February 2022):

DOMAIN – TOTAL CASH CONSIDERATION VS CLOSING PRICE

NOVEMBER 2017 TO JUNE 2025



Source: IRESS

The increase in the Domain share price over this period was primarily driven by the post COVID-19 pandemic real estate market recovery and historic low interest rates (the cash rate was 0.1% throughout the 2021 calendar year). On 5 November 2021, Domain's share price reached an intraday all time high of $6.03 and closed at $5.97 (both share prices unadjusted for the April 2022 entitlement offer). However, the relatively high share price likely reflected market (over) exuberance and these very buoyant market conditions are unlikely to be repeated (especially given the consequences for inflation and the lessons learned). Over the three years prior to announcement of the Original Proposal, while Domain shares exhibited considerable price volatility (with closing prices as low as $2.44 and as high as $4.25), the share price has not reached the total cash consideration of $4.43.

Domain shares are moderately liquid despite around 60% of issued shares being held by Nine. There is around 168% turnover of the free float over any 12 month period and Domain is followed by a number of broker analysts. Domain provides detailed information on its business operations in its half year and full year results announcements. Grant Samuel is not aware of any specific events or issues that might have artificially or temporarily affected the Domain share price prior to announcement of the Original Proposal and there is no reason to believe that the Domain share price prior to announcement of the Original Offer represents anything other than a fair reflection of current market expectations at that time; and

- premiums above 35% are not necessarily uncommon, particularly where there is a competitive process or where there are significant strategic and/or synergistic benefits available to an acquirer but which are not available to portfolio investors in the normal course of events on a standalone basis. In this case:
  - given the two primary participant nature of the digital property marketplace sector in Australia, the acquisition of Domain provides CoStar with a strategic foothold in Australia. Even though CoStar is acquiring the number two participant in the market, it is strategically important to CoStar as there is no other way for it to enter the Australian digital property marketplace sector at scale (REA Group would be likely to be a much more difficult acquisition for CoStar given its size and ownership);
  - CoStar needed the support of Nine for the change of control transaction to proceed. While this did not involve a competitive process, subsequent to announcement of the Original Proposal (at $4.20 per share), a higher price was negotiated, which secured Nine's support. The premiums that the Original Proposal represented over prices at which Domain shares traded prior to announcement of the Original Proposal are shown below:

DOMAIN – ORIGINAL PROPOSAL PREMIUM OVER PRE-ANNOUNCEMENT PRICES

PERIOD	DOMAIN PRICE/VWAP	PREMIUM
Closing share price on 20 February 2025	$3.12	34.6%
1 week prior to 20 February 2025 – VWAP[54]	$3.14	33.7%
1 month prior to 20 February 2025 – VWAP[54]	$2.95	42.4%
3 months prior to 20 February 2025 – VWAP[54]	$2.77	51.4%
6 months prior to 20 February 2025 – VWAP[54]	$2.88	45.8%

  The requirement for Nine's support may in part explain the relatively high premium for control, with the premiums implied by the Original Proposal more consistent with the level of premium typically associated with takeovers in Australia (albeit at the high end); and

  - the level of premium is not dissimilar to the premiums paid in other recent transactions involving digital marketplaces (albeit these transactions have all taken place in markets other than Australia), which have, particularly more recently, also been substantially higher:

DIGITAL MARKETPLACES – RECENT ACQUISITION PREMIUMS

TARGET	ACQUIRER	DATE	CONSIDERATION	PREMIUM[55]
ZPG	Silver Lake Technology	May 2018	cash	30.6%
Trade Me	Apax Partners	December 2018	cash	26.5%
Scout24	Hellman & Friedman/ Blackstone	February 2019	cash	27.4% (unsuccessful)
58.com	General Atlantic consortium	June 2020	cash	19.9%
Adevinta	Permira/Blackstone	November 2023	cash	43.7%
PropertyGuru	EQT Private Capital	August 2024	cash	51.9%
Rightmove	REA Group	September 2024	45% cash/55% scrip	40.5%[56] (withdrawn)

Source: Grant Samuel analysis

55 Premium is calculated over last closing price prior to announcement of initial approach or speculation that an offer would be made.

56 Based on REA Group's Fourth Proposal of 346 pence in cash, 0.0417 new REA Group shares and a 6 pence dividend per Rightmove share. Earlier Rightmove offers represented premiums of 25.5-38.5%. Lower premiums for control can sometimes be justified where scrip is offered as part (or all) of the consideration as the target shareholders retain an exposure to the growth opportunities of the target's business operations (albeit on a diluted basis) as well as the benefit from any acquisition synergies.

These premiums for control indicate that acquisitions of (or offers for) digital marketplaces have generally been completed at control premiums at the top end of, or above, the typical range of 20-35%, particularly over the last two years, where premiums have been circa 40-50%.

5.3.2 Share Trading in the Absence of the Scheme

The Scheme enables shareholders to realise their investment in Domain at a cash price which incorporates a significant premium for control. In the absence of the Scheme or a similar transaction, shareholders could only realise their investment by selling on market at a price which does not include any premium for control and would incur transaction costs (e.g. brokerage).

It is likely that, under current market conditions and its current ownership structure and in the absence of the Scheme of a similar transaction (or speculation as to one), Domain shares would trade at prices materially below the total cash consideration of $4.43 per share. In particular:

- although the 25 basis point reduction in the cash rate announced on 20 May 2025 (and any further reduction in interest rates) may have a positive impact on Domain's share price, there is no obvious reason why Domain shares would trade materially above the share price prior to announcement of the Original Proposal (of $3.00-3.20 per share); and
- the liquidity of Domain shares will be more limited given CoStar's 16.96% interest in Domain. The combined interests of Nine and CoStar result in a free float of only circa 23% of Domain's issued shares. The CoStar shareholding may also create an overhang (perceived or otherwise) as it is unclear what CoStar's intentions in relation to its shareholding in Domain would be if the Scheme is not implemented. This more limited liquidity and share overhang may have an adverse impact on both the volume of trading and the price of Domain shares.

5.3.3 Major Shareholders

Any acquisition proposal for Domain by a third party could not succeed without the agreement of Nine (which has a 60.06% interest in the company).

Nine has confirmed that it supports the Scheme and has advised Domain that it intends to vote all of the Domain shares it holds or controls in favour of the Scheme in the absence of a superior proposal and subject to the independent expert concluding (and continuing to conclude) that the Scheme is in the best interests of Domain shareholders (other than excluded shareholders).

5.3.4 Alternatives

In deciding whether to vote in favour of or against the Scheme, shareholders need to have regard to the alternatives that are realistically available to them. The total cash consideration of $4.43 per share is the outcome of a thorough process (involving Domain and CoStar) over a relatively long period of time and is at a very significant premium to pre-announcement share prices. While it is conceivable that a third party could make a superior offer for Domain:

- CoStar has acquired a 16.96% interest in Domain and this interest, combined with the extent of the premium already offered by CoStar, may be a deterrent to any third party; and
- CoStar has a matching right in respect of any superior proposal received by Domain.

On the other hand:

- while Domain's majority shareholder, Nine, has confirmed its support for the Scheme, this support is subject to there being no superior proposal[2];

- while CoStar has stated that the total cash consideration of $4.43 for each Domain share represents the best and final price it is willing to offer, this limitation applies only in the absence of a competing proposal; and
- there is a fiduciary carve out to the exclusivity provisions in the scheme implementation deed that enable Domain to respond to unsolicited superior proposals from other parties (subject to a disclosure obligation).

Since announcement of the Original Proposal on 21 February 2025, no superior proposal has been received and, as at the date of this report, the Domain Board is not aware of any superior proposal that is likely to emerge.

The meeting at which Domain shareholders will vote on the Scheme is scheduled for 4 August 2025. This should be ample time (since 21 February 2025) for an alternative offeror to come forward with a superior offer.

In summary, a superior offer from a third party appears unlikely in the circumstances. In Grant Samuel's view, it would be imprudent for shareholders to vote against the Scheme in the hope of a superior offer subsequent to the Scheme meeting on 4 August 2025.

5.4 Other Matters

Taxation Consequences

If the Scheme is implemented, shareholders will be treated as having disposed of their Domain shares for tax purposes. A capital gain or loss may arise on disposal depending on the cost base for the Domain shares, the length of time held, whether the shares are held on capital or revenue account and whether the shareholder is an Australian resident for tax purposes.

Details of the Australian taxation consequences for Domain shareholders who are Australian resident individuals and hold their shares on capital account are set out in Section 8 of the Scheme Booklet. Shareholders should consult their own professional adviser in relation to the taxation consequences of the Scheme.

Transaction Costs

If the Scheme is not approved by shareholders or is otherwise not implemented, it is estimated that Domain will meet costs (including legal and other adviser's fees as well as printing and mailing costs) of approximately $3.6 million (excluding goods and services tax) (0.6 cents per share). In certain circumstances, Domain will also be liable to pay CoStar a $28.1 million break fee. If the Scheme is implemented, all transaction costs will effectively be borne by CoStar.

Special Dividend

The total cash consideration of $4.43 per share will be reduced by the amount of any fully franked special dividend expected to be up to 8.8 cents per share that is determined and paid by Domain before the Scheme is implemented.

In Grant Samuel's opinion, it is not appropriate for the assessment of the Scheme to either:

- factor into the value of Domain the value of accumulated franking credits; or
- include in the value of the consideration the value of the credits attached to the special dividend.

The reasons are manifold but not the least of these is that the franking credits do not have value to a company per se but only have value to the shareholders of a company (when attached to dividends) and the value of those credits to each shareholder varies depending on their individual circumstances.

Nevertheless, it needs to be recognised that, where as part of a takeover offer or scheme, a franked dividend is paid, some shareholders may realise additional value from the franking credits (i.e. they are better off in after tax terms than they would have been had the same amount been paid as part of the acquisition price and been received as a capital gain). The following table sets out illustrative calculations for a variety of shareholder types:

SPECIAL DIVIDEND – FRANKING CREDIT BENEFIT ANALYSIS

	FOREIGN RESIDENT SHARE-HOLDER[57]	AUSTRALIAN RESIDENT INDIVIDUAL[58]			AUSTRALIAN SUPER FUND	AUSTRALIAN CORPORATE
		45% MARGINAL RATE	30% MARGINAL RATE	0% MARGINAL RATE		
8.8 cents received as a fully franked dividend						
Dividend	8.80	8.80	8.80	8.80	8.80	8.80
Franking credit	-	3.77	3.77	3.77	3.77	3.77
Gross taxable income	**8.80**	**12.57**	**12.57**	**12.57**	**12.57**	**12.57**
Tax payable	t	(5.91)	(4.02)	-	(1.89)	(3.77)
Tax credit	-	3.77	3.77	3.77	3.77	3.77
Net tax payable	**-**	**(2.14)**	**(0.25)**	**3.77**	**1.88**	**-**
Net after tax income	**8.80 - t**	**6.66**	**8.55**	**12.57**	**10.68**	**8.80**
8.8 cents received as a capital gain						
Gain	8.80	8.80	8.80	8.80	8.80	8.80
Tax payable	t	(2.07)	(1.41)	-	(0.88)	(2.64)
Net after tax income	**8.80 - t**	**6.73**	**7.39**	**8.80**	**7.92**	**6.16**
Net benefit of dividend	**-**	**(0.07)**	**1.16**	**3.77**	**2.76**	**2.64**

Primarily, the benefits from franked dividends (relative to capital gains) flow to Australian resident shareholders on lower tax rates (e.g. superannuation funds). There is no benefit to foreign resident shareholders (although Domain has limited foreign resident shareholders outside of CoStar), while Australian resident individual shareholders on the top marginal tax rate would have been marginally better off receiving the amount as a capital gain.

5.5 Shareholder Decision

Grant Samuel has been engaged to prepare an independent expert's report setting out whether in its opinion the Scheme is in the best interests of Domain shareholders (other than excluded shareholders) and to state reasons for that opinion. Grant Samuel has not been engaged to provide a recommendation to shareholders in relation to the Scheme, the responsibility for which lies with the directors of Domain.

In any event, the decision whether to vote for or against the Scheme is a matter for individual shareholders based on each shareholder's views as to value and business strategy, their expectations about future economic and market conditions and their particular circumstances including risk profile, liquidity preference, investment strategy, portfolio structure and tax position. In particular, taxation consequences may vary from shareholder to shareholder. If in any doubt as to the action they should take in relation to the Scheme, shareholders should consult their own professional adviser.

[57] Assumes the same tax rate applies to Australian dividend income and an Australian capital gain for a foreign resident shareholder. As tax rates will vary for each foreign resident shareholder, the tax payable by a foreign resident shareholder has been shown as "t" for the purposes of this analysis. Foreign resident CGT withholding tax of 12.5% can apply in certain circumstances.

[58] Assumes the shares have been held for more than 12 months and that the Medicare levy is 2%.

6 Qualifications, Declarations and Consents

6.1 Qualifications

The Grant Samuel group of companies provide corporate advisory services in relation to mergers and acquisitions, capital raisings, debt raisings, corporate restructurings and financial matters generally. The primary activity of Grant Samuel & Associates Pty Limited is the preparation of corporate and business valuations and the provision of independent expert's reports in connection with mergers and acquisitions, takeovers and capital reconstructions. Since inception in 1988, Grant Samuel and its related companies have prepared more than 590 public independent expert and appraisal reports.

The persons responsible for preparing this report on behalf of Grant Samuel are Jaye Gardner BCom LLB (Hons) CA SF Fin GAICD and Stephen Wilson MCom (Hons) SF Fin. Both have a significant number of years of experience in relevant corporate advisory matters. Mitchell Skene BEng (Hons) BCom and Mathew Hildebrand BProfAccg BProfPrac assisted in the preparation of the report. Each of the above persons is a representative of Grant Samuel pursuant to its Australian Financial Services Licence under Part 7.6 of the Corporations Act.

6.2 Disclaimers

It is not intended that this report should be used or relied upon for any purpose other than as an expression of Grant Samuel's opinion as to whether the Scheme is in the best interests of Domain shareholders (other than excluded shareholders). Grant Samuel expressly disclaims any liability to any Domain shareholder who relies or purports to rely on the report for any other purpose and to any other party who relies or purports to rely on the report for any purpose whatsoever.

Grant Samuel was not involved in the preparation of the Scheme Booklet issued by Domain and has not verified or approved any of the contents of the Scheme Booklet. Grant Samuel does not accept any responsibility for the contents of the Scheme Booklet (except for this report).

6.3 Independence

Grant Samuel and its related entities do not have at the date of this report, and have not had within the previous two years, any business or professional relationship with Domain or CoStar or any financial or other interest that could reasonably be regarded as capable of affecting its ability to provide an unbiased opinion in relation to the Scheme.

Grant Samuel had no part in the formulation of the Scheme. Its only role has been the preparation of this report.

Grant Samuel will receive a fixed fee of $325,000 for the preparation of this report. This fee is not contingent on the conclusions reached or the outcome of the Scheme. Grant Samuel's out of pocket expenses in relation to the preparation of the report will be reimbursed. Grant Samuel will receive no other benefit for the preparation of this report.

Grant Samuel considers itself to be independent in terms of Regulatory Guide 112 issued by ASIC on 30 March 2011.

6.4 Declarations

Domain has agreed that it will indemnify Grant Samuel and its employees and officers in respect of any liability suffered or incurred as a result of or in connection with the preparation of the report. This indemnity will not apply in respect of the proportion of any liability found by a court to be primarily caused by any conduct involving negligence or wilful misconduct by Grant Samuel. Domain has also agreed to indemnify Grant Samuel and its employees and officers for time spent and reasonable legal costs and expenses incurred in relation to any inquiry or proceeding initiated by any person. Any claims by Domain are limited to an amount equal to the fees paid to Grant Samuel. Where Grant Samuel or its employees and officers are found to have been negligent or engaged in wilful misconduct Grant Samuel shall bear the proportion of such costs caused by its action.

Advance drafts of this report were provided to Domain and its advisers. Advance drafts of Sections 1 to 3 and Section 6 of this report were also provided to CoStar and its advisers in accordance with the provisions of the scheme implementation deed. Certain changes were made to the drafting of the report as a result of the circulation of the draft report. There was no alteration to the methodology, evaluation or conclusions as a result of issuing the drafts.

6.5 Consents

Grant Samuel consents to the issuing of this report in the form and context in which it is to be included in the Scheme Booklet to be sent to shareholders of Domain. Neither the whole nor any part of this report nor any reference thereto may be included in any other document without the prior written consent of Grant Samuel as to the form and context in which it appears.

6.6 Other

The accompanying letter dated 30 June 2025 and the Appendix form part of this report.

Grant Samuel has prepared a Financial Services Guide as required by the Corporations Act. The Financial Services Guide is set out at the beginning of this report.

GRANT SAMUEL & ASSOCIATES PTY LIMITED

30 June 2025

Grant Samuel & Associates

GRANT SAMUEL

APPENDIX 1 – BROKER CONSENSUS FORECASTS

Set out below is a summary of forecasts prepared by brokers that follow Domain in the Australian stockmarket:

DOMAIN – BROKER FORECASTS ($ MILLIONS)

BROKER	DATE	REVENUE		EBITDA		EBIT	
		FY25	FY26	FY25	FY26	FY25	FY26
Broker 1	24 February 2025	424.9	461.7	147.9	165.3	106.7	125.5
Broker 2	20 February 2025	420.0	458.0	148.0	163.0	108.0	119.0
Broker 3	21 February 2025	420.0	454.0	147.0	160.0	-	-
Broker 4	13 February 2025	420.5	454.9	147.1	161.0	107.1	119.0
Broker 5	15 April 2025	415.6	446.6	142.5	154.4	101.8	111.4
Broker 6	13 February 2025	414.9	449.1	142.8	155.4	103.4	111.0
Broker 7	21 February 2025	420.0	454.0	147.0	159.0	106.0	114.0
Broker 8	21 February 2025	420.2	453.8	146.3	161.6	105.9	118.6
Broker 9	13 February 2025	427.0	463.0	143.0	163.0	-	-
Broker 10	21 February 2025	422.4	420.4	146.0	149.4	103.2	105.8
Broker 11	14 February 2025	420.0	450.0	147.0	161.0	110.0	120.0
Broker 12	25 February 2025	420.0	449.0	146.0	156.0	105.0	112.0
Broker 13	30 April 2025	417.5	447.3	144.2	157.3	104.4	117.1
Minimum		*414.9*	*420.4*	*142.5*	*149.4*	*101.8*	*105.8*
Maximum		*427.0*	*463.0*	*148.0*	*165.3*	*110.0*	*125.5*
Median		***420.0***	***453.8***	***146.3***	***160.0***	***105.9***	***117.1***
Amortisation of acquired intangible assets						9.9	9.9
Median EBITA						***115.8***	***127.0***

Source: Brokers' reports, Grant Samuel analysis

When reviewing this data the following should be noted:

- the forecasts presented above represent the latest available broker forecasts for Domain;
- the brokers presented are those who have published research on Domain following the release of Domain's 1HY25 results (and FY25 guidance) on 13 February 2025. As far as Grant Samuel is aware, there are no other brokers that follow Domain;
- one broker (Broker 3) provides estimates of EBITDA only and another broker (Broker 9) provides estimates of EBITDA and EBITA (rather than EBIT);
- to provide an estimate of EBITA for FY25 and FY26, Grant Samuel has adjusted the median EBIT for the FY24 amortisation of acquired intangible assets of $9.9 million. This adjustment is consistent with the amortisation of acquired intangible assets reported by Domain for 1HY25 and LTM24; and
- as far as is possible to identify from a review of the brokers' reports, Grant Samuel believes that the earnings forecasts do not incorporate any one-off adjustments or non-recurring items.

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Attachment B

Notice of Scheme Meeting

Domain Holdings Australia Limited (ACN 094 154 364)

Notice is hereby given that by an order of the Supreme Court of New South Wales (**Court**) made on 30 June 2025 pursuant to section 411(1) of the Corporations Act 2001 (Cth) (**Corporations Act**) a meeting of the holders of ordinary shares in Domain Holdings Australia Limited (ACN 094 154 364) (**Domain**) will be held at 10:00am on 4 August 2025 at Level 5, 100 Harris Street, Pyrmont NSW 2009.

Business of the meeting – Scheme Resolution

To consider, and if thought fit, to pass the following resolution in accordance with section 411(4)(a)(ii) of the Corporations Act:

"That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Domain Holdings Australia Limited and the holders of its ordinary shares (other than the Excluded Shareholders), the terms of which are contained in and more particularly described in the Scheme Booklet (of which this Notice of Scheme Meeting forms part), is agreed to (with or without alterations or conditions as approved by the Court and which are agreed to by Domain Holdings Australia Limited and CoStar Group, Inc.) and, subject to approval of the Scheme by the Court, the Domain Holdings Australia Limited board of directors is authorised to implement the Scheme with any such alterations or conditions."

30 June 2025

By Order of the Court and the Domain Board

Catriona McGregor
Company Secretary
Domain Holdings Australia Limited

Explanatory notes

1. General

To enable you to make an informed decision on the Scheme Resolution, further information on the Scheme is set out in the Scheme Booklet, of which this Notice of Scheme Meeting forms part. Terms used in this Notice of Scheme Meeting have the same meaning as set out in the Glossary in section 10 of the Scheme Booklet.

These notes should be read in conjunction with the Notice of Scheme Meeting.

2. Scheme Meeting format

The Scheme Meeting will be held as a hybrid meeting. This means that Domain Shareholders (other than Excluded Shareholders) and their authorised proxies, attorneys and corporate representatives will be able to attend the Scheme Meeting in person at Level 5, 100 Harris Street, Pyrmont NSW 2009 or may participate in the Scheme Meeting online via the Online Scheme Meeting Platform at https://meetings.openbriefing.com/DHGS25.

Further details on how to participate in the Scheme Meeting via the Online Scheme Meeting Platform are set out in section 7.1 of this Notice of Scheme Meeting below and in the Online Platform Guide set out at Attachment E.

Domain Shareholders (other than Excluded Shareholders) who are unable to, or do not wish to, participate in the Scheme Meeting in person are encouraged to submit a directed proxy vote as early as possible and in any event by 10:00am (AEST) on 2 August 2025 by completing and submitting the Scheme Meeting Proxy Form in accordance with the instructions on that form or by submitting a proxy online at https://au.investorcentre.mpms.mufg.com/.

Even if you plan to attend the Scheme Meeting we encourage you to submit a directed proxy vote so that your vote will be counted if for any reason you cannot attend the meeting.

3. Chair

The Court has directed that Nick Falloon act as Chairperson of the meeting or failing him Geoff Kleemann and has directed the Chairperson to report the result of the meeting to the Court if the resolution is approved.

4. Requisite Majorities

In accordance with section 411(4)(a)(ii) of the Corporations Act, the Scheme Resolution must be approved by:

- unless the Court orders otherwise, a majority in number (more than 50%) of Domain Shareholders (other than Excluded Shareholders) present and voting (either in person, online, by proxy or attorney or in the case of a corporate holder, by duly appointed corporate representative) at the Scheme Meeting; and
- at least 75% of the votes cast on the Scheme Resolution by Domain Shareholders (other than Excluded Shareholders) present and voting (either in person, online, by proxy or attorney or in the case of a corporate holder, by duly appointed corporate representative) at the Scheme Meeting.

5. Court approval

Under paragraph 411(4)(b) of the Corporations Act, the Scheme (with or without amendment or any alteration or condition required by the Court) is subject to the approval of the Court. If the Scheme Resolution is passed by the Requisite Majorities and the other conditions to the Scheme (other than approval by the Court) are satisfied or waived (if capable of waiver) by the time required under the Scheme, Domain intends to apply to the Court for the necessary orders to give effect to the Scheme.

In order for the Scheme to become Effective, it must be approved by the Court and an office copy of the orders of the Court approving the Scheme must be lodged with ASIC.

6. Entitlement to vote

The Court has ordered that, for the purposes of the Scheme Meeting, Domain Shares will be taken to be held by the persons who are registered as members of Domain as of 7.00pm (AEST) on 2 August 2025. Accordingly, transfers registered after this time will be disregarded in determining entitlements to vote at the Scheme Meeting.

7. Participation in the Scheme Meeting

7.1 Participating via the Online Scheme Meeting Platform

Domain Shareholders (other than Excluded Shareholders) and their duly appointed proxies, attorneys and corporate representatives can participate in and vote at the Scheme Meeting via the Online Scheme Meeting Platform at https://meetings.openbriefing.com/DHGS25.

The online platform may be accessed via a computer or mobile or tablet device with internet access. The online platform will allow Domain Shareholders and their authorised proxies, attorneys and corporate representatives to watch the Scheme Meeting live, cast an online vote and ask questions online.

To vote online, Domain Shareholders will need their Security Reference Number (SRN) or Holder Identification Number (HIN) and their postcode or country of residence (if outside Australia). Proxyholders will need to enter the proxy code which will be provided by MUFG before the day of the Scheme Meeting. If you have any questions regarding how to vote please call the Domain Share Registry on +61 1300 138 914 (within and outside Australia) Monday to Friday between 8:00am and 8:00pm (AEST).

Participants will be able to log in to the online platform 30 minutes before the start of the Scheme Meeting. It is recommended that Participants log in at least 15 minutes before the scheduled start time for the Scheme Meeting.

The Online Platform Guide provides details about how to ensure your browser is compatible with the online platform as well as a step-by-step guide to successfully log in and navigate the site. The Online Platform Guide is set out in Attachment E.

7.2 Participating in person

If you wish to attend the Scheme Meeting in person, you will be required to register your attendance on the day of the Scheme Meeting in person at the registration desk. Details of how to access the Scheme Meeting venue at Level 5, 100 Harris Street, Pyrmont NSW 2009 are available online at https://meetings.openbriefing.com/DHGS25.

All persons attending are asked to arrive at least 30 minutes prior to the time the Scheme Meeting is to commence, so that either their shareholding can be checked against the Register, or any power of attorney or certificate of appointment of corporate representative verified, and their attendance noted.

Please monitor Domain's website and ASX announcements, where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Scheme Meeting.

8. How to vote

Voting at the Scheme Meeting will be conducted by poll.

If you are a Domain Shareholder entitled to vote at the meeting (and not an Excluded Shareholder), you may vote:

- **by attending the Scheme Meeting in person**, at Level 5, 100 Harris Street, Pyrmont NSW 2009;
- **by attending the Scheme Meeting via the Online Scheme Meeting Platform**, by participating and voting via the online platform during the Scheme Meeting at https://meetings.openbriefing.com/DHGS25;
- **by proxy**, by completing and submitting the Scheme Meeting Proxy Form in accordance with the instructions on that form or by submitting a proxy online at https://au.investorcentre.mpms.mufg.com. To be effective, your proxy appointment must be received by the Domain Share Registry by 10:00am (AEST) on 2 August 2025;
- **by attorney**, by appointing an attorney to participate in and vote at the Scheme Meeting on your behalf and providing a duly executed power of attorney to the Domain Share Registry by 5:00pm (AEST) on 30 July 2025; or
- **by corporate representative**, in the case of a body corporate, by appointing a body corporate representative to participate and vote at the Scheme Meeting on your behalf, and providing a duly executed certificate of appointment (in accordance with section 250D of the Corporations Act) prior to the Scheme Meeting in accordance with section 9.5 below.

Further information on how to vote using each of these methods is contained in section 9 of this Notice of Scheme Meeting below.

9. Voting

9.1 Voting in person during the Scheme Meeting

Domain Shareholders (other than Excluded Shareholders) and duly appointed proxies, attorneys or corporate representatives who are attending the Scheme Meeting in person may vote at the Scheme Meeting by either:

a. bringing their own mobile device and using this device to log in to the Online Scheme Meeting Platform on their mobile device; or

b. using a paper polling card, which will be made available to Domain Shareholders (other than Excluded Shareholders) and authorised proxies, attorneys or corporate representatives at the Scheme Meeting.

If you attend the Scheme Meeting in person and vote in your capacity as a Domain Shareholder (other than an Excluded Shareholder), any votes cast by your proxy or attorney (if any) will not be counted.

9.2 Voting virtually through the Online Scheme Meeting Platform

To vote online, you must participate in the Scheme Meeting via the Online Scheme Meeting Platform at https://meetings.openbriefing.com/DHGS25.

Online voting will be open between the start of the Scheme Meeting and the closing of voting as announced by the Chair during the Scheme Meeting.

More information about how to use the online platform (including how to vote and submit questions online during the Scheme Meeting) is available in the Online Platform Guide, which is set out in Attachment E.

If you intend to use the online platform, then before the Scheme Meeting we recommend that you ensure the online platform works on your device. Further instructions are provided in the Online Platform Guide.

9.3 Voting by proxy

A Domain Shareholder entitled to attend and vote at the Scheme Meeting (whether in person or through the Online Scheme Meeting Platform) is also entitled to vote by proxy or online. You may appoint not more than two proxies to attend and act for you at the Scheme Meeting. A proxy need not be a holder of Domain Shares. If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of your votes. If no such number or proportion is specified, each proxy may exercise half your votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

If you do not instruct your proxy on how to vote, your proxy may vote as he or she sees fit at the Scheme Meeting.

Please refer to the Scheme Meeting Proxy Form for instructions on completion and lodgement. Please note that Scheme Meeting Proxy Forms must be received by the Domain Share Registry, or lodged online at https://au.investorcentre.mpms.mufg.com, by no later than 10:00am (AEST) on 2 August 2025 (or if the Scheme Meeting is adjourned, at least 48 hours before the resumption of the Scheme Meeting in relation to the resumed part of the Scheme Meeting).

9.4 Voting by attorney

You may appoint an attorney to participate in and vote at the Scheme Meeting (whether in person or through the Online Scheme Meeting Platform) on your behalf. Your attorney need not be another Domain Shareholder. Each attorney will have the right to vote on the poll and also to speak at the Scheme Meeting.

The power of attorney appointing your attorney to participate in and vote at the Scheme Meeting must be duly executed by you and specify your name, the company (that is, Domain), and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

Certified copies of powers of attorney must be received by the Domain Share Registry by no later than 5:00pm (AEST) on 30 July 2025. A certified copy of a power of attorney may be submitted in the same manner as a completed Scheme Meeting Proxy Form, as described above, except that the power of attorney or a certified copy of the power of attorney cannot be lodged online or by mobile device or fax.

A validly appointed attorney wishing to attend and vote at the Scheme Meeting will require the name and SRN/HIN of the Domain Shareholder that appointed it in order to access the Online Scheme Meeting Platform.

9.5 Voting by corporate representative (in the case of a body corporate)

To vote at the Scheme Meeting (other than by proxy or attorney), a body corporate that is a Domain Shareholder (other than an Excluded Shareholder) must appoint a person to act as its representative. The appointment must comply with section 250D of the Corporations Act 2001 (Cth).

To vote by corporate representative, a corporate representative must provide written evidence of their appointment by obtaining and completing an 'Certificate of Appointment of Corporate Representative' form by calling MUFG on +61 1300 138 914 (within Australia), or online at www.mpms.mufg.com/en/mufg-corporate-markets.

Corporate representative forms must be provided to the Domain Share Registry by no later than 10:00am (AEST) on 2 August 2025.

A corporate representative form may be submitted in the same manner as a completed Scheme Meeting Proxy Form, as described above, except that an appointment of corporate representative form cannot be lodged online or by mobile device or fax.

9.6 How to submit a Scheme Meeting Proxy Form

To appoint a proxy, you should complete and return the Scheme Meeting Proxy Form in accordance with the instructions on that form.

Completed Scheme Meeting Proxy Forms should be sent to the Domain Share Registry:

- by posting them in the reply-paid envelope provided;
- by posting them to Domain Holdings Australia Limited c/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235 Australia.
- by delivering in person to Domain Holdings Australia Limited, c/- MUFG Corporate Markets (AU) Limited Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150;
- by faxing them to +61 2 9287 0309 (within and outside Australia); or
- by submitting online at https://au.investorcentre.mpms.mufg.com. To use the online voting facility, Domain Shareholders (other than Excluded Shareholders) will need their Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) as shown on the front of the Scheme Meeting Proxy Form, and their postcode or country of residence (if outside Australia),

so that it is received by no later than **10:00am (AEST)** on 2 August 2025.

If the Scheme Meeting Proxy Form is signed by an attorney, the original or a certified copy of the power of attorney must be received by the Domain Share Registry or Domain at the same time as the Scheme Meeting Proxy Form (unless previously provided to the Domain Share Registry or Domain).

Holders of Domain Shares should contact the Domain Share Registry on +61 1300 138 914 (within and outside Australia) Monday to Friday between 8:00am and 8:00pm (AEST) with any queries regarding the number of Domain Shares held, how to vote and lodgement of Scheme Meeting Proxy Forms.

9.7 Jointly held securities

In the case of Domain Shares held by joint holders, only one of the joint holders is entitled to vote. If more than one shareholder votes in respect of jointly held Domain Shares, only the vote of the Domain Shareholder whose name appears first in the Register will be counted.

10. Questions

Domain Shareholders (other than Excluded Shareholders) will have a reasonable opportunity to ask questions during the Scheme Meeting.

Domain Shareholders (other than Excluded Shareholders) who prefer to register questions in advance of the meeting are also invited to do so by submitting questions at https://au.investorcentre.mpms.mufg.com. To allow time to collate questions and prepare answers, please submit any questions by 5:00pm (AEST) on 28 July 2025.

Domain Shareholders (other than Excluded Shareholders) are requested to restrict themselves to two questions or comments initially, and further questions will be considered if time permits. Questions and comments may be moderated to avoid repetition and to make them more concise.

The Chair of the Scheme Meeting will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Scheme Meeting. However, there may not be sufficient time available during the Scheme Meeting to address all of the questions raised. Please note that individual responses will not be sent to Domain Shareholders.

11. Technical Difficulties

Technical difficulties may arise during the course of the Scheme Meeting. The Chair has discretion as to whether and how the Scheme Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of Domain Shareholders (other than Excluded Shareholders) impacted and the extent to which participation in the business of the meeting is affected.

Where the Chair considers it appropriate, the Chair may continue to hold the Scheme Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, Domain Shareholders (other than Excluded Shareholders) are encouraged to lodge a directed proxy in advance of the Scheme Meeting even if they plan to attend the Scheme Meeting online.

12. Advertisement

Where this notice of meeting is advertised unaccompanied by the Scheme Booklet, a copy of the Scheme Booklet can be obtained by anyone entitled to attend the meeting from ASX's website www.asx.com.au or Domain's shareholder website (https://shareholders.domain.com.au/group/) or by contacting the Domain Share Registry.

Attachment C
Scheme of Arrangement made under section 411 of the Corporations Act

Scheme of arrangement

Domain Holdings Australia Ltd

Each Scheme Shareholder

Contents

Date:

Parties

1 **Domain Holdings Australia Ltd** (**ACN 094 154 364**) of Level 5, 100 Harris Street Pyrmont, NSW 2009, Australia (**Target**)

2 **Each Scheme Shareholder**

1 Defined terms and interpretation

1.1 Definitions in the Dictionary

A term or expression starting with a capital letter:

(a) which is defined in the Dictionary in Schedule 1, has the meaning given to it in the Dictionary; and

(b) which is defined in the Corporations Act, but is not defined in the Dictionary, has the meaning given to it in the Corporations Act.

1.2 Interpretation

The interpretation clause in Schedule 1 sets out rules of interpretation for this deed.

2 Preliminary matters

(a) Target is a public company limited by shares and is admitted to the official list of ASX. Target Shares are quoted for trading on ASX.

(b) Target had on issue or had granted (as applicable):

(i) Target Shares as at the date of the Implementation Deed; and

(ii) 4,375,628 Target Share Rights as at the date that is two calendar days prior to the date of the Implementation Deed.

(c) CoStar Group, Inc. (**Bidder**) is a corporation incorporated under the laws of the State of Delaware.

(d) Andromeda Australia SubCo Pty Limited (ACN 684 354 265) (**Bidder Sub**) is an Australian private company limited by shares.

(e) On 9 May 2025, Bidder, Bidder Sub and Target entered into the Implementation Deed pursuant to which, amongst other things, Target has agreed to propose this Scheme to the Scheme Shareholders, and each of Target, Bidder and Bidder Sub have agreed to take certain steps to give effect to this Scheme.

(f) If this Scheme becomes Effective:

(i) Bidder Sub must provide or procure the provision of the Scheme Consideration to the Scheme Shareholders in accordance with its obligations under the terms of this Scheme and the Deed Poll; and

(ii) all the Scheme Shares and all of the rights and entitlements attaching to them on the Implementation Date will be transferred to Bidder Sub and Target will enter the name of Bidder Sub in the Target Share Register.

(g) Bidder and Bidder Sub have entered into the Deed Poll for the purposes of covenanting in favour of Scheme Shareholders to perform all actions attributed to them under this Scheme.

3 Conditions

3.1 Conditions to this Scheme

This Scheme is conditional upon, and will have no force or effect until, the satisfaction of each of the following conditions precedent:

(a) as at 8.00am on the Second Court Date, each of the conditions set out in clause 3.1 of the Implementation Deed (other than the condition relating to the approval of the Court set out in clause 3.1(e) of the Implementation Deed) have been satisfied or waived in accordance with the terms of the Implementation Deed;

(b) as at 8.00am on the Second Court Date, neither the Implementation Deed nor the Deed Poll have been terminated in accordance with their terms;

(c) the Court approves this Scheme under section 411(4)(b) of the Corporations Act either unconditionally or subject to any alterations or conditions made or required by the Court under section 411(6) of the Corporations Act and that are agreed to by Bidder and Target (such agreement not to be unreasonably withheld or delayed);

(d) subject to clause 9.11, such other conditions made or required by the Court under section 411(6) of the Corporations Act in relation to the Scheme, and that are agreed to by Bidder and Target (such agreement not to be unreasonably withheld or delayed), have been satisfied or waived; and

(e) the coming into effect of the Scheme Order, in accordance with section 411(10) of the Corporations Act, on or before the End Date.

3.2 Certificate

(a) Target will provide to the Court on the Second Court Date certificates signed by Bidder, Bidder Sub and Target (or such other evidence as the Court requests) confirming (in respect of matters within their knowledge) whether or not the conditions in clauses 3.1(a) and 3.1(b) of this Scheme have been satisfied or waived in accordance with the terms of the Implementation Deed as at 8.00am on the Second Court Date.

(b) The certificates referred to in clause 3.2(a) constitute, in the absence of manifest error, conclusive evidence that such conditions precedent were satisfied, waived or taken to be waived.

4 The Scheme

(a) Subject to clause 3.1, this Scheme takes effect, pursuant to section 411(10) of the Corporations Act, for all purposes on and from the Effective Date.

(b) This Scheme will lapse and be of no further force or effect if, and each of Bidder, Bidder Sub and Target are released from further obligation to take steps to implement the Scheme, if:

(i) the Effective Date has not occurred on or before the End Date; or

(ii) the Implementation Deed or the Deed Poll is terminated in accordance with its terms,

unless Target and Bidder otherwise agree in writing.

5 Implementation of the Scheme

5.1 Lodgement of Scheme Order with ASIC

If the conditions in clauses 3.1(a) to 3.1(e) are satisfied or waived, Target must lodge with ASIC, in accordance with section 411(10) of the Corporations Act, an office copy of the Scheme Order approving this Scheme as soon as possible after, and in any event by 5.00pm on the first Business Day after, the day on which the Court approves this Scheme.

5.2 Transfer of Scheme Shares

Subject to this Scheme becoming Effective, the following actions will occur (in the order set out below):

(a) Bidder Sub will deposit (or procure the deposit of) the Scheme Consideration in the manner contemplated by clause 6.2(a); and

(b) on the Implementation Date:

(i) the Scheme Shares, together with all rights and entitlements attaching to the Scheme Shares as at the Implementation Date, will be transferred to Bidder Sub, without the need for any further act by any Scheme Shareholder (other than acts performed by Target as attorney and agent for Scheme Shareholders under clause 9) by:

(A) Target delivering to Bidder Sub a duly completed Scheme Transfer (and one or more Scheme Transfers can be a master transfer of all or part of all of the Scheme Shares), executed on behalf of the Scheme Shareholders by Target (including as attorney or agent), for registration; and

(B) Bidder Sub duly executing the Scheme Transfer, attending to the stamping of the Scheme Transfer (if required) and delivering it to Target for registration; and

(c) immediately following receipt of the Scheme Transfer in accordance with clause 5.2(b)(i)(B) or the transfer being effected under section 1074D of the Corporations Act (as the case may be), Target must enter, or procure the entry of, the name of Bidder Sub in the Target Share Register in respect of all the Scheme Shares transferred to Bidder Sub in accordance with this Scheme.

6 Scheme Consideration

6.1 Entitlement to Scheme Consideration

On the Implementation Date, in consideration for the transfer to Bidder Sub of the Scheme Shares, each Scheme Shareholder will be entitled to the Scheme Consideration in respect of each of their Scheme Shares, subject to the terms of this Scheme.

6.2 Provision of Scheme Consideration

(a) Bidder Sub must, by no later than 5.00pm on the day that is two Business Days before the Implementation Date, deposit (or procure the deposit) in cleared funds into the Trust Account an amount equal to the aggregate amount of the Scheme Consideration payable to all Scheme Shareholders (less the Withholding Amount as defined in clause 6.2(g) to the extent applicable), provided that any interest on the amounts deposited (less bank fees and other charges) will be credited to Bidder Sub's account.

(b) Subject to Bidder Sub having complied with clause 6.2(a), Target must, on the Implementation Date and from the Trust Account, pay or procure the payment to each Scheme Shareholder the Scheme Consideration attributable to that Scheme Shareholder, based on the number of Scheme Shares held by that Scheme Shareholder as at the Scheme Record Date.

(c) Target's obligation under clause 6.2(b) will be satisfied by Target (in its absolute discretion):

(i) where a Scheme Shareholder has, before the Scheme Record Date, made a valid election in accordance with the requirements of the Target Registry to receive dividend payments from Target by electronic funds transfer to a bank account nominated by the Scheme Shareholder, paying, or procuring the payment of, the relevant amount of Australian currency by electronic means in accordance with that election;

(ii) paying, or procuring the payment of, the relevant amount in Australian currency by electronic means to a bank account nominated by the Scheme Shareholder by an appropriate authority from the Scheme Shareholder to Target; or

(iii) whether or not the Scheme Shareholder has made an election referred to in clause 6.2(c)(i) or a valid nomination referred to in clause 6.2(c)(ii), dispatching, or procuring the dispatch of, a cheque in Australian currency to the Scheme Shareholder by prepaid post to their address shown in the Target Share Register as at the Scheme Record Date, such cheque being drawn in the name of the Scheme Shareholder (or in the case of joint holders, in accordance with the procedures set out in clause 6.4), for the relevant amount.

(d) To the extent that, following the satisfaction of Target's obligations under clause 6.2(b), there is a surplus in the amount held by Target as trustee for the Scheme Shareholders in the Trust Account referred to in that clause, that surplus may be paid by Target to Bidder Sub.

(e) The Scheme Consideration payable to each Scheme Shareholder with a Registered Address in any jurisdiction where payment by cheque is not permitted will be paid to a bank account nominated by that Scheme Shareholder. If a

Scheme Shareholder with a Registered Address in those jurisdictions has not nominated a bank account for the receipt of payments, Target may hold payment of the Scheme Consideration owed to that Scheme Shareholder until a valid bank account has been nominated by an appropriate authority from the Scheme Shareholder to Target.

(f) If, following satisfaction of Bidder Sub's obligations under clause 6.2(a) but prior to the occurrence of all of the events described in clause 5, this Scheme lapses under clause 4(b):

(i) Target must immediately repay (or cause to be repaid) to or at the direction of Bidder Sub the funds that were deposited in the Trust Account plus any interest on the amounts deposited (less bank fees and other charges);

(ii) the obligation to transfer Scheme Shares, together with all rights and entitlements attaching to the Scheme Shares as at the Implementation Date, to Bidder Sub under clause 5 will immediately cease;

(iii) Bidder Sub must return the Scheme Transfers, if provided pursuant to clause 5; and

(iv) Target is no longer obliged to enter, or procure the entry of, the name of Bidder Sub in the Target Share Register in accordance with clause 5.

(g) If Bidder Sub is required by section 260-5 or Subdivision 14-D of Schedule 1 to the *Taxation Administration Act 1953* (Cth) or section 255 of the *Income Tax Assessment Act 1936* (Cth) (or equivalent provisions) to pay to a Government Agency an amount in respect of the acquisition of the Scheme Shares from a Scheme Shareholder (the **Withholding Amount**), Bidder Sub is permitted to deduct the Withholding Amount from the Scheme Consideration otherwise payable to those Scheme Shareholders and remit such amounts to the Government Agency. The aggregate sum payable shall not be increased to reflect the deduction of the Withholding Amount and the net amount payable to those Scheme Shareholders to whom the Withholding Amount relates shall be taken to be in full and final satisfaction of the amounts owing to those Scheme Shareholders. Bidder Sub must pay any Withholding Amount in the time required by law and, if requested in writing by the relevant Scheme Shareholder, provide a receipt or other appropriate evidence of such payment (or procure the provision of such receipt of other evidence) to the relevant Scheme Shareholder.

6.3 Splitting

If Bidder is of the opinion, formed reasonably, that several Scheme Shareholders, each of which holds Target Shares which results in a fractional entitlement to Scheme Consideration have, before the Scheme Record Date, been party to a shareholding splitting or division (or some other abusive or improper conduct) in an attempt to obtain an advantage by reference to the rounding provided for in the calculation of each Scheme Shareholder's entitlement to the Scheme Consideration, Bidder may direct Target to give notice to those Scheme Shareholders:

(a) setting out the names and Registered Addresses of all of them;

(b) stating that opinion; and

(c) attributing to one of them specifically identified in the notice the Target Shares held by all of them, and, after the notice has been so given, the Scheme Shareholder specifically identified in the notice shall, for the purposes of this Scheme, be taken to hold all those Target Shares and each of the other Scheme Shareholders whose names are set out in the notice shall, for the purposes of this Scheme, be taken to hold no Target Shares. Bidder Sub, in complying with the other provisions of this Scheme relating to it in respect of the Scheme Shareholder specifically identified in the notice as the deemed holder of all the specified Scheme Shares, will be taken to have satisfied and discharged its obligations to the other Scheme Shareholders named in the notice under the terms of this Scheme.

6.4 Joint holders

In the case of Scheme Shares held in joint names:

(a) any cheque required to be sent under this Scheme will be made payable to the joint holders and sent to either, at the sole discretion of Target, the holder whose name appears first in the Target Share Register as at the Scheme Record Date or the joint holders; and

(b) any other document required to be sent under this Scheme, will be forwarded to either, at the sole discretion of Target, the holder whose name appears first in the Target Share Register as at the Scheme Record Date or to the joint holders.

6.5 Fractional entitlements

Where the calculation of the Scheme Consideration to be provided to a particular Scheme Shareholder would result in the Scheme Shareholder becoming entitled to a fraction of a cent, that fractional entitlement will be rounded down to the nearest whole cent.

6.6 Unclaimed monies

(a) The *Unclaimed Money Act 1995* (NSW) will apply in relation to any Scheme Consideration which becomes ‘unclaimed money’ (as defined in section 7 of the *Unclaimed Money Act 1995* (NSW)).

(b) Any interest or other benefit accruing from unclaimed Scheme Consideration will be to the benefit of Bidder.

(c) Target may cancel a cheque issued under this clause 6.5 if the cheque:

  (i) is returned to Target or the Target Registry; or

  (ii) has not been presented for payment within six months after the date on which the cheque was sent.

(d) During the period of one year commencing on the Implementation Date, on request in writing from a Scheme Shareholder to Target (or the Target Registry) (which request may not be made until the date which is 20 Business Days after the Implementation Date), Target must reissue a cheque that was previously cancelled under this clause 6.5.

6.7 Remaining monies (if any) in Trust Account

To the extent that, following satisfaction of Target’s obligations under the other provisions of clause 5 and this clause 6 and provided Bidder Sub has by that time acquired the Scheme Shares in accordance with this Scheme, there is a surplus in the Trust Account, then subject to compliance with applicable laws, the other terms of this Scheme, the Deed Poll and the Implementation Deed, that surplus (less any bank fees and related charges) shall be paid by Target (or the Target Registry on Target's behalf) to Bidder Sub.

6.8 Orders of a Court or Governmental Agency

(a) If written notice is given to Target (or the Target Registry) of an order or direction made by a court or Governmental Agency that:

(i) requires consideration to be provided to a third party (either through payment of a sum or the issuance of a security) in respect of Scheme Shares held by a particular Scheme Shareholder, which would otherwise be payable or required to be issued to that Scheme Shareholder by Target in accordance with clause 6 then Target shall be entitled to procure that provision of that consideration is made in accordance with that order or direction; or

(ii) prevents Target from providing consideration to any particular Scheme Shareholder in accordance with clause 6, or the payment or issuance of such consideration is otherwise prohibited by applicable law, Target shall be entitled to (as applicable) retain an amount equal to the number of Scheme Shares held by that Scheme Shareholder multiplied by the Scheme Consideration, until such time as payment in accordance with this clause 6 is permitted by that (or another) order or direction or otherwise by law.

(b) To the extent that amounts are so deducted or withheld in accordance with clause 6.8(a), such deducted or withheld amounts will be treated for all purposes under this Scheme as having been paid to the person in respect of which such deduction and withholding was made, provided that such deducted or withheld amounts are actually remitted as required.

7 Dealings in Target Shares

7.1 Determination of Scheme Shareholders

To establish the identity of the Scheme Shareholders, dealings in Target Shares or other alterations to the Target Share Register will only be recognised by Target if:

(a) in the case of dealings of the type to be effected using CHESS, the transferee is registered in the Target Share Register as the holder of the relevant Target Shares on or before the Scheme Record Date; and

(b) in all other cases, registrable transfer or transmission applications in respect of those dealings, or valid requests in respect of other alterations, are received on or before 5.00pm on the Scheme Record Date at the place where the Target Share Register is located (in which case Target must register such transfers or transmission applications before 7.00pm on that day),

and Target will not accept for registration, nor recognise for the purpose of establishing the persons who are Scheme Shareholders nor for any other purpose (other than a transfer to Bidder Sub pursuant to this Scheme and any subsequent transfer by Bidder Sub or its successors in title), any transfer or transmission application in respect of Target Shares received after such times, or received prior to such times but not in registrable or actionable form (as appropriate).

7.2 Register

(a) Target will, until the Scheme Consideration has been provided and the name and address of Bidder Sub has been entered in the Target Share Register as the holder of all of the Scheme Shares, maintain, or procure the maintenance of, the Target Share Register in accordance with the provisions of this clause 7.2. The Target Share Register in this form and the terms of the Scheme will solely determine entitlements to the Scheme Consideration.

(b) As from the Scheme Record Date, each entry in the Target Share Register (other than entries in the Target Share Register in respect of Bidder Sub and subsequent transferees or any Excluded Shareholder) will cease to have effect, except as evidence of the entitlements of Scheme Shareholders to the Scheme Consideration in respect of those Target Shares.

(c) As soon as possible after the Scheme Record Date, and in any event within two Business Days after the Scheme Record Date, Target will ensure that details of the names, registered addresses and holdings of Target Shares for each Scheme Shareholder as shown in the Target Share Register as at the Scheme Record Date are available to Bidder Sub in the form Bidder Sub reasonably requires.

7.3 Effect of share certificates and holding statements

As from the Scheme Record Date (and other than for Bidder Sub or any Excluded Shareholder following the Implementation Date), all share certificates and holding statements for Scheme Shares (other than statements of holding in favour of Bidder Sub or any Excluded Shareholder) will cease to have effect as documents of title in respect of those Scheme Shares.

7.4 No disposals after Scheme Record Date

If this Scheme becomes Effective, each Scheme Shareholder, and any person claiming through that Scheme Shareholder, must not dispose of, or purport or agree to dispose of, any Scheme Shares or any interest in them after 5.00pm on the Scheme Record Date (other than to Bidder Sub in accordance with this Scheme and any subsequent transfers by Bidder Sub to its successors in title), and any attempt to do so will have no effect and Target shall be entitled to disregard any such disposal, purported disposal or agreement.

8 Quotation of Target Shares

(a) Target must apply to ASX to suspend trading of Target Shares on the ASX with effect from the close of trading on the Effective Date.

(b) On a date after the Implementation Date to be determined by Bidder, Target must apply:

  (i) for termination of the official quotation of Target Shares on the ASX; and

  (ii) to have itself removed from the official list of the ASX.

9 General Scheme provisions

9.1 Appointment of agent and attorney

(a) On this Scheme becoming Effective, each Scheme Shareholder, without the need for any further act by that Scheme Shareholder, irrevocably appoints Target as its agent and attorney for the purposes of:

(i) doing all things and executing and delivering all deeds, instruments, transfers or other documents as may be necessary or desirable to give full effect to the terms of this Scheme and the transactions contemplated by it, including, without limitation, the effecting of a valid transfer or transfers (or the execution and delivery of any Scheme Transfer) under clause 5.2(b)(i);

(ii) enforcing the Deed Poll against Bidder and Bidder Sub,

and Target accepts such appointment.

(b) Target, as agent and attorney of each Scheme Shareholder, may sub-delegate its functions, authorities or powers under this clause 9.1 to all or any of its directors and officers (jointly, severally, or jointly and severally).

9.2 Enforcement of Deed Poll

Target undertakes in favour of each Scheme Shareholder that it will enforce the Deed Poll against Bidder and/or Bidder Sub (as applicable on behalf of and as agent and attorney for the Scheme Shareholders).

9.3 Scheme Shareholders' agreements

Under this Scheme, each Scheme Shareholder:

(a) irrevocably agrees to the transfer of their Scheme Shares, together with all rights and entitlements attaching to those Scheme Shares, to Bidder Sub in accordance with the terms of this Scheme;

(b) irrevocably agrees to the variation, cancellation or modification of the rights attached to their Scheme Shares constituted by or resulting from this Scheme;

(c) irrevocably acknowledges that this Scheme binds Target and all Scheme Shareholders (including those who did not attend the Scheme Meeting and those who did not vote, or voted against this Scheme, at the Scheme Meeting) and, to the extent of any inconsistency, overrides the constitution of Target;

(d) agrees, if they hold their Scheme Shares in a CHESS Holding, to conversion of their Scheme Shares to an Issuer Sponsored Subregister and irrevocably authorises the Target to do anything necessary or desirable (whether required by the ASX Settlement Rules or otherwise) to effect or facilitate such conversion; and

(e) irrevocably consents to Target and Bidder Sub doing all things and executing all deeds, instruments, transfers or other documents as may be necessary, incidental or expedient to the implementation and performance of this Scheme,

without the need for any further act by that Scheme Shareholder.

9.4 Warranty by Scheme Shareholders

(a) Each Scheme Shareholder is deemed to have warranted to Target and Bidder Sub on the Implementation Date, and to the extent enforceable, to have appointed and authorised Target as that Scheme Shareholder's agent and attorney to warrant to Bidder Sub, that:

(i) all their Scheme Shares (including any rights and entitlements attaching to those Scheme Shares) will, at the date of the transfer of them to Bidder Sub pursuant to this Scheme, be fully paid and free from all mortgages, charges, security interests (including any 'security interests' within the meaning of section 12 of the *Personal Property Securities Act 2009* (Cth)), liens, encumbrances and interests of third parties of any kind, whether legal or otherwise, and restrictions on transfer of any kind;

(ii) they have full power and capacity to sell and to transfer their Scheme Shares (together with all rights and entitlements attaching to those Scheme Shares) to Bidder Sub pursuant to this Scheme; and

(iii) it has no existing right to be issued any Target Shares or any other Target equity securities, options or rights exercisable into Target Shares, Target convertible notes or any other Target securities.

(b) Target undertakes in favour of each Scheme Shareholder that it will provide such warranty, to the extent enforceable, to Bidder Sub on behalf of that Scheme Shareholder.

9.5 Title to Scheme Shares

(a) Immediately upon the deposit of the Scheme Consideration in the manner contemplated by clause 6.2(a), Bidder Sub will be beneficially entitled to the Scheme Shares transferred to it under this Scheme pending registration by Target of Bidder Sub in the Target Share Register as the holder of the Scheme Shares.

(b) To the extent permitted by law, the Scheme Shares (including all rights and entitlements attaching to the Scheme Shares) transferred under this Scheme to Bidder Sub will, at the time of transfer of them to Bidder Sub, vest in Bidder Sub free from all mortgages, charges, security interests (including any 'security interests' within the meaning of section 12 of the *Personal Property Securities Act 2009* (Cth)), liens, encumbrances and interests of third parties of any kind, whether legal or otherwise, and restrictions on transfer of any kind.

9.6 Appointment of sole proxy

Immediately upon the provision of the Scheme Consideration to each Scheme Shareholder, in the manner contemplated by clause 6.2(a), and until Bidder Sub is registered in the Target Share Register as the holder of all Scheme Shares, each Scheme Shareholder:

(a) without the need for any further act by that Scheme Shareholder, irrevocably appoints Bidder Sub as its proxy to (and irrevocably appoints Bidder Sub as its attorney and agent for the purpose of appointing any director or officer of Bidder Sub as that Target Shareholder’s proxy and, where appropriate, its corporate representative to):

(i) attend shareholders' meetings of Target;

(ii) exercise the votes attaching to the Target Shares registered in the name of the Target Shareholder; and

(iii) sign any Target Shareholders' resolution;

(b) acknowledges that no Scheme Shareholder may itself attend or vote at any meetings of Target Shareholders or sign any Target Shareholders' resolution, whether in person, by proxy or by corporate representative (other than pursuant to clause 9.6(a));

(c) must take all other actions in the capacity of Target Shareholder as Bidder Sub reasonably directs; and

(d) acknowledges and agrees that in exercising the powers conferred in clause 9.6(a), Bidder Sub and any person nominated by Bidder Sub under clause 9.6(a) may act in the best interests of Bidder Sub as the intended registered holder of the Scheme Shares.

9.7 Notices

(a) Where a notice, transfer, transmission application, direction or other communication referred to in this Scheme is sent by post to Target, it will not be deemed to be received in the ordinary course of post or on a date other than the date (if any) on which it is actually received at Target's registered office or at the Target Registry as the case may be.

(b) The accidental omission to give notice of the Scheme Meeting or the non-receipt of such notice by a Target Shareholder will not, unless so ordered by the Court, invalidate the Scheme Meeting or the proceedings of the Scheme Meeting.

9.8 Inconsistencies

This Scheme binds Target and all Scheme Shareholders, and to the extent of any inconsistency, overrides the Target constitution.

9.9 No liability when acting in good faith

Each Scheme Shareholder agrees that neither Bidder, Bidder Sub nor Target, nor any director, officer, secretary or employee of any of those companies, will be liable for anything done or omitted to be done in good faith in the performance of this Scheme and the transactions contemplated by it.

9.10 Further assurance

(a) Each Scheme Shareholder and Target will do all things and execute all deeds, instruments, transfers or other documents as may be necessary or desirable to give full effect to the terms of this Scheme and the transactions contemplated by it.

(b) Without limiting Target's other powers under this Scheme, Target has power to do all things that it considers necessary or desirable to give effect to this Scheme and the transactions contemplated by it.

9.11 Alterations and conditions

If the Court proposes to approve this Scheme subject to any conditions or alterations under section 411(6) of the Corporations Act, Target may, by its counsel or solicitors, and with the prior consent of Bidder:

(a) consent on behalf of all persons concerned, including each Scheme Shareholder, to those alterations or conditions; and

(b) each Scheme Shareholder agrees to any such alterations or conditions which Target has consented.

9.12 Consent

Each of the Scheme Shareholders consents to Target doing all things necessary or incidental to the implementation of this Scheme, whether on behalf of the Scheme Shareholders, Target or otherwise.

9.13 Notices

(a) If a notice, transfer, transmission application, direction or other communication referred to in this Scheme is sent by post to Target, it will not be taken to be received in the ordinary course of post or on a date and time other than the date and time (if any) on which it is actually received at Target's registered office or at the office of the Target Registry.

(b) The accidental omission to give notice of the Scheme Meeting or the non-receipt of such notice by a Target Shareholder will not, unless so ordered by the Court, invalidate the Scheme Meeting or the proceedings of the Scheme Meeting.

9.14 Duty

Bidder Sub will:

(a) pay all duty (including stamp duty and any related fines, penalties and interest) payable on or in connection with the transfer by the Scheme Shareholders of the Scheme Shares to Bidder Sub pursuant to this Scheme or the Deed Poll); and

(b) indemnify each Scheme Shareholder against any liability arising from failure to comply with clause 9.14(a).

9.15 Governing Law

(a) This Scheme is governed by and will be construed according to the laws of New South Wales.

(b) Each party irrevocably submits to the non-exclusive jurisdiction of the courts of New South Wales and of the courts of appeal from them in connection with matters concerning this document. The parties irrevocably waive any objection to the venue of any legal process in these courts on the basis that the process have been brought in an inconvenient forum.

Schedule 1 Dictionary

1 Dictionary

In this deed:

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) or, if the context requires, the financial market operated by it.

Bidder means CoStar Group, Inc. of 1201 Wilson Boulevard, Arlington, VA 22209, USA .

Bidder Group means Bidder and each of its Related Bodies Corporate (excluding, at any time, Target and its Subsidiaries to the extent that Target and its Subsidiaries are Subsidiaries of Bidder at that time).

Bidder Sub means Andromeda Australia SubCo Pty Limited (ACN 684 354 265) of 2 Level 25 100 Miller Street, North Sydney NSW 2060.

Business Day means a day that is not a Saturday, Sunday or a public holiday or bank holiday in Sydney, New South Wales or Washington D.C., United States.

CHESS means the Clearing House Electronic Subregister System operated by ASX Settlement Pty Ltd and ASX Clear Pty Limited.

Corporations Act means the *Corporations Act 2001* (Cth), as amended by any applicable ASIC class order, ASIC legislative instrument or ASIC relief.

Court means the Supreme Court of New South Wales or any other court of competent jurisdiction under the Corporations Act as the parties may agree in writing.

Deed Poll means the deed poll dated 26 June 2025 under which Bidder and Bidder Sub covenants in favour of the Scheme Shareholders to perform all actions attributed to it under this Scheme.

Effective means, when used in relation to the Scheme, the coming into effect, under section 411(10) of the Corporations Act, of the order of the Court made under section 411(4)(b) of the Corporations Act in relation to that Scheme.

Effective Date means the date on which this Scheme becomes Effective.

End Date means the later of:

(a) date that is 9 months after the date of the Implementation Deed; and

(b) such other date and time agreed in writing between Bidder and Target.

Excluded Shareholder means any Target Shareholder who is a member sof the Bidder Group or any Target Shareholder who holds any Target Shares on behalf of, or for the benefit of, any member of the Bidder Group and does not hold Target Shares on behalf of, or for the benefit of, any other person, in each case, as at the Scheme Record Date.

Government Agency means any government or representative of a government or any governmental, semi-governmental, administrative, fiscal, regulatory or judicial body, department, commission, authority, tribunal, agency, competition authority or entity and includes any minister, Australian Taxation Office, Foreign Investment Review Board, ASIC, ASX and any regulatory organisation established under statute or any stock exchange.

Implementation Date means, with respect to the Scheme, the fifth Business Day, or such other Business Day as Bidder and Target agree, following the Scheme Record Date.

Implementation Deed means the scheme implementation deed dated 9 May 2025 between Bidder, Bidder Sub and Target, as amended or restated from time to time, relating to the implementation of this Scheme.

Permitted Special Dividend has the meaning given to that term in the Implementation Deed.

Related Body Corporate has the meaning given in section 50 of the Corporations Act and includes any body corporate that would be a related body corporate if section 48(2) of the Corporations Act was omitted.

Registered Address means, in relation to a Target Shareholder, the address shown in the Target Share Register as at the Scheme Record Date.

Scheme means this scheme of arrangement pursuant to Part 5.1 of the Corporations Act proposed between Target and the Scheme Shareholders in respect of all Scheme Shares, as set out in this document subject to any alterations or conditions made or required by the Court under section 411(6) of the Corporations Act and that are approved in writing by Bidder and Target.

Scheme Consideration has the meaning given in clause 4.2(a) of the Scheme Implementation Deed, being $4.43 per Scheme Share as reduced in accordance with clause 4.4(c) of the Scheme Implementation Deed.

Scheme Meeting means the meeting of Target Shareholders (other than Excluded Shareholders) ordered by the Court to be convened under section 411(1) of the Corporations Act to consider and vote on the Scheme and includes any meeting convened following any adjournment or postponement of that meeting.

Scheme Order means the orders of the Court made under section 411(4)(b) of the Corporations Act (and, if applicable, section 411(6) of the Corporations Act) in relation to this Scheme.

Scheme Record Date means, in respect of this Scheme, 5.00pm on the third Business Day (or such other Business Day as the parties agree in writing) following the Effective Date.

Scheme Share means a Target Share held by a Scheme Shareholder as at the Scheme Record Date (but, for the avoidance of doubt, does not include any Target Share held by an Excluded Shareholder).

Scheme Shareholder means a Target Shareholder as at the Scheme Record Date, other than an Excluded Shareholder.

Scheme Transfer means, in relation to each Scheme Shareholder, a duly completed and executed proper instrument of transfer in respect of the Scheme Shares for the purposes of section 1071B of the Corporations Act, in favour of Bidder Sub as transferee, which may be a master transfer of all or part of all of the Scheme Shares.

Second Court Date means the first day on which an application made to the Court for an order under section 411(4)(b) of the Corporations Act approving this Scheme is heard or scheduled to be heard or, if the application is adjourned for any reason, means the date on which the adjourned application is heard or scheduled to be heard.

Subsidiary has the meaning given to that term in section 46 of the Corporations Act.

takes effect or taking effect means on and from the first time when an office copy of the Scheme Order approving the Scheme pursuant to section 411(4)(b) of the Corporations Act is lodged with ASIC pursuant to section 411(10) of the Corporations Act.

Target means Domain Holdings Australia Ltd (ACN 094 154 364).

Target Registry means MUFG Corporate Markets (AU) Limited, or any replacement share registry services provider to Target.

Target Share Register means the register of members of Target maintained by or on behalf of Target in accordance with section 168(1) of the Corporations Act.

Target Share means a fully paid ordinary share in the capital of Target.

Target Share Rights means an entitlement to a Target Share (or, in certain circumstances, to a cash payment in lieu of a Target Share) subject to applicable terms and conditions.

Target Shareholder means each person who is registered in the Target Share Register as a holder of Target Shares.

Trust Account means an Australian dollar denominated trust account with an Authorised Deposit-taking institution operated by the Target (or the Target Registry) as trustee for the benefit of the Scheme Shareholders.

2 Interpretation

In this Scheme, except where the context otherwise requires:

(a) headings are for convenience only and do not affect the interpretation of this Scheme;

(b) the singular includes the plural and vice versa;

(c) words that are gender neutral or gender specific include each gender;

(d) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;

(e) the words 'such as', 'including', 'particularly' and similar expressions are not used as, nor are intended to be, interpreted as words of limitation;

(f) a reference to:

(i) a person includes a natural person, partnership, joint venture, government agency, association, corporation, trust or other body corporate;

(ii) a thing (including, but not limited to, a chose in action or other right) includes a part of that thing;

(iii) a party includes its agents, successors and permitted assigns;

(iv) a document includes all amendments or supplements to that document;

(v) a clause, term, party, schedule or attachment is a reference to a clause or term of, or party, schedule or attachment to this Scheme;

(vi) this Scheme includes all schedules and attachments to it;

(vii) a law includes a constitutional provision, treaty, decree, convention, statute, regulation, ordinance, by-law, judgment, rule of common law or equity and is a reference to that law as amended, consolidated or replaced;

(viii) a statute includes any regulation, ordinance, by-law or other subordinate legislation made under it;

(ix) an agreement other than this Scheme includes an undertaking, or legally enforceable arrangement or understanding, whether or not in writing; and

(x) a monetary amount is in Australian dollars;

(g) an agreement on the part of two or more persons binds them jointly and each of them severally;

(h) when the day on which something must be done is not a Business Day, that thing must be done on the following Business Day;

(i) a reference to time is to Sydney, Australia time; and

(j) no rule of construction applies to the disadvantage of a party because that party was responsible for the preparation of this Scheme or any part of it.

Attachment D

Deed Poll

Docusign Envelope ID: 9559609D-0B25-40EA-AEFB-E9308EF952CF

Deed poll

CoStar Group, Inc.

Andromeda Australia SubCo Pty Limited

In favour of each Scheme Shareholder

3475-3571-7179v13475-3571-7179, v. 1

Contents

Page

Date: 26 June 2025

This deed poll is made by

1 **CoStar Group, Inc.** of 1201 Wilson Boulevard, Arlington, VA 22209, USA (**Bidder**); and

2 **Andromeda Australia SubCo Pty Limited** (ACN 684 354 265) of 2 Level 25 100 Miller Street, North Sydney NSW 2060 (**Bidder Sub**).

in favour of

3 each person registered as a holder of Target Shares as at the Scheme Record Date, other than the Excluded Shareholders (**Scheme Shareholders**)

Background

A Bidder, Bidder Sub and Domain Holdings Australia Ltd (ACN 094 154 364) of Level 5, 100 Harris Street Pyrmont, NSW 2009, Australia (**Target**) have entered into the Implementation Deed.

B In the Implementation Deed, Bidder and Bidder Sub agreed to make this deed poll.

C Bidder and Bidder Sub are executing this deed poll for the purpose of covenanting in favour of the Scheme Shareholders to perform their obligations under the Scheme.

This deed poll provides as follows:

1 Defined terms and interpretation

1.1 Defined terms

In this deed poll:

(a) **Implementation Deed** means the scheme implementation deed dated 9 May 2025 between Target, Bidder and Bidder Sub relating to the implementation of the Scheme;

(b) **Scheme** means the scheme of arrangement under Part 5.1 of the Corporations Act between Target and the Scheme Shareholders, the form of which is set out in Schedule 6 to the Scheme Implementation Deed (or such other form as agreed in writing by Bidder and Target**)**, subject to any alternations or conditions made or required by the Court under subsection 411(6) of the Corporations Act and agreed to in writing by Bidder and Target;

(c) **Trust Account** means an Australian dollar denominated trust account with an Authorised Deposit-taking Institution operated by Target as trustee for the benefit of the Scheme Shareholders; and

(d) unless the context otherwise requires, terms defined in the Implementation Deed have the same meaning when used in this deed poll.

1.2 Interpretation

Clause 1.2 of Schedule 1 of the Implementation Deed applies to the interpretation of this deed poll, except those references to 'this deed' are to be read as references to 'this deed poll'.

1.3 Nature of deed poll

Bidder and Bidder Sub acknowledge that:

(a) this deed poll may be relied on and enforced by any Scheme Shareholder in accordance with its terms even though the Scheme Shareholders are not party to it; and

(b) under the Scheme, from the Effective Date, each Scheme Shareholder irrevocably appoints Target and each of its directors, officers and secretaries (jointly and each of them severally) as its agent and attorney to enforce this deed poll against Bidder and Bidder Sub.

2 Conditions

2.1 Conditions

This deed poll and the obligations of Bidder and Bidder Sub under this deed poll are subject to the Scheme becoming Effective.

2.2 Termination

The obligations of Bidder and Bidder Sub under this deed poll to the Scheme Shareholders will automatically terminate and the terms of this deed poll will be of no force or effect if:

(a) the Implementation Deed is terminated in accordance with its terms before the Effective Date; or

(b) the Scheme is not Effective on or before the End Date,

unless Target and Bidder otherwise agree in writing.

2.3 Consequences of termination

If this deed poll terminates under clause 2.2, then, in addition and without prejudice to any other rights, powers or remedies available to the Scheme Shareholders:

(a) Bidder and Bidder Sub are released from their obligations to further perform this deed poll except those obligations contained in clause 6.1; and

(b) each Scheme Shareholder retains the rights and remedies they have against Bidder and Bidder Sub in respect of any breach of this deed poll which occurred before it was terminated.

3 Scheme obligations

Subject to clause 2:

(a) Bidder Sub undertakes in favour of each Scheme Shareholder to deposit, or procure the deposit of, in cleared funds into the Trust Account by no later than 5:00pm on the date that is two Business Days before the Implementation Date, an amount equal to the aggregate Scheme Consideration payable to all Scheme Shareholders under the Scheme except that any interest on the amounts deposited (less bank fees and other charges) will be credited to Bidder Sub's account;

(b) Bidder undertakes in favour of each Scheme Shareholder that, in the event Bidder Sub will not or does not fulfill its obligations under clause 3(a), Bidder will perform those obligations as if the references to Bidder Sub in clause 3(a) were references to Bidder; and

(c) each of Bidder and Bidder Sub undertakes in favour of each Scheme Shareholder to undertake or procure the undertaking of all other actions, and give each acknowledgement, representation and warranty (if any) attributed to it under the Scheme,

in each case, subject to and in accordance with the terms of the Scheme.

4 Warranties

Bidder and Bidder Sub represents and warrants in favour of each Scheme Shareholder, in respect of itself, that:

(a) it is a corporation validly existing under the laws of its place of incorporation;

(b) it has the full capacity, corporate power and lawful authority to enter into and perform its obligations under this deed poll and to carry out the transactions contemplated by this deed poll;

(c) it has taken all necessary corporate action to authorise its entry into this deed poll and has taken or will take all necessary corporate action to authorise the performance by it of this deed poll and to carry out the transactions contemplated by this deed poll;

(d) this deed poll is valid and binding on it and is enforceable against it in accordance with its terms; and

(e) this deed poll does not conflict with, or result in the breach of or default under, any provision of its constitution, or any writ, order or injunction, judgment, law, rule or regulation to which it is a party or subject or by which it is bound.

5 Continuing obligations

This deed poll is irrevocable and, subject to clause 2, remains in full force and effect until:

(a) Bidder and Bidder Sub have fully performed their obligations under this deed poll; or

(b) the earlier termination of this deed poll under clause 2.2.

6 General

6.1 Duty

Bidder Sub will:

(a) pay all duty (including stamp duty and any related fines, penalties and interest) payable in connection with the transfer by the Scheme Shareholders of the Scheme Shares to Bidder Sub pursuant to the Scheme and this Deed Doll; and

(b) indemnify each Scheme Shareholder against any liability arising from failure to comply with clause 6.1(a).

6.2 Governing law and jurisdiction

(a) This deed poll is governed by the laws in force in New South Wales.

(b) Bidder and Bidder Sub irrevocably submit to the non-exclusive jurisdiction of courts exercising jurisdiction in New South Wales and courts competent to determine appeals from those courts in respect of any proceedings arising out of or in connection with this deed poll. Bidder and Bidder Sub irrevocably waive any objection to the venue of any legal process in these courts on the basis that the process has been brought in an inconvenient forum.

6.3 Notices

(a) Any notice or other communication to Bidder or Bidder Sub in connection with this deed poll must be:

(i) in legible writing in English;

(ii) signed by or on behalf of the person making the communication or that person's duly authorised agent; and

(iii) given by hand delivery, pre-paid post, or email in accordance with the details set out below:

Bidder

Address: 1201 Wilson Boulevard, Arlington VA 22209, USA
E-mail: generalcounsel@costar.com
Attn: Gene Boxer, General Counsel and Corporate Secretary

with a copy to Corrs Chambers Westgarth

Address: Level 37, Quay Quarter Tower, 50 Bridge Street, Sydney NSW 2000
E-mail: sandy.mak@corrs.com.au / adam.foreman@corrs.com.au
Attn: Sandy Mak / Adam Foreman

Bidder Sub

Address: 1201 Wilson Boulevard, Arlington VA 22209, USA
E-mail: generalcounsel@costar.com
Attn: Gene Boxer, General Counsel and Corporate Secretary

with a copy to Corrs Chambers Westgarth:

Address:	Level 37, Quay Quarter Tower, 50 Bridge Street, Sydney NSW 2000
E-mail:	sandy.mak@corrs.com.au / adam.foreman@corrs.com.au
Attn:	Sandy Mak / Adam Foreman

(b) Subject to clause 6.3(c), any notice or other communication given in accordance with clause 6.3(a) will be deemed to have been duly given as follows:

(i) if delivered by hand, on delivery;

(ii) if sent by pre-paid post, on the second Business Day after the date of postage, or if to or from a place outside Australia, on the seventh Business Day after the date of postage; and

(iii) if sent by email:

(A) when the sender receives an automated message confirming delivery;

(B) two hours after the time sent (as recorded on the device from which the sender sent the email) unless the sender receives an automated message that the email has not been delivered,

whichever happens first.

(c) Any notice or other communication that, pursuant to clause 6.3(b), would be deemed to be given other than on a Business Day or after 5:00pm on a Business Day the notice is taken to be received at 9:00am on the following Business Day.

6.4 Waiver

(a) Bidder and Bidder Sub may not rely on the words or conduct of any Scheme Shareholder as a waiver of any right unless the waiver is in writing and signed by the Scheme Shareholder granting the waiver. A waiver is limited to the specific instance to which it relates and to the specific purpose for which it is given.

(b) No Scheme Shareholder may rely on words or conduct of Bidder or Bidder Sub as a waiver of any right unless the waiver is in writing and signed by Bidder or Bidder Sub, as appropriate. A waiver is limited to the specific instance to which it relates and to the specific purpose for which it is given

(c) The meanings of the terms used in this clause 6.4 are set out below.

Term	**Meaning**
conduct	includes a failure or delay in the exercise, or partial exercise, of a right.
right	any right arising under or in connection with this deed poll (including a breach of, or default under this deed poll) and includes the right to rely on this clause.

waiver	includes an election between rights and remedies, and conduct which might otherwise give rise to an estoppel.

6.5 Variation

A provision of this deed poll or any right created under it may not be varied unless:

(a) if before the First Court Date, the variation is agreed to by Target in writing; or

(b) if on or after the First Court Date, the variation is agreed to by Target in writing and the Court indicates that the variation would not of itself preclude approval of the Scheme,

in which event Bidder and Bidder Sub must enter into a further deed poll in favour of the Scheme Shareholders giving effect to the variation.

6.6 Cumulative rights

The rights, powers and remedies of Bidder, Bidder Sub and the Scheme Shareholders under this deed poll are cumulative and do not exclude any other rights, powers or remedies provided by law independently of this deed poll.

6.7 Assignment

(a) The rights created by this deed poll are personal to Bidder, Bidder Sub and each Scheme Shareholder and must not be dealt with at law or in equity without the prior written consent of Bidder and Bidder Sub.

(b) Any purported dealing in contravention of clause 6.7(a) is invalid.

6.8 Further action

Bidder and Bidder Sub must, at their own expense, do all things and execute all documents necessary to give full effect to this deed poll and the transactions contemplated by it.

Execution page

Executed as a deed poll

Signed, sealed and delivered by **CoStar Group, Inc.** in accordance with the laws of its jurisdiction of incorporation by:

DocuSigned by:
Gene Boxer
4F5E80E154ED451...

Signature of authorised signatory

Gene Boxer

Name of authorised signatory (print)

Signed, sealed and delivered by **Andromeda Australia SubCo Pty Limited** in accordance with section 127 of the *Corporations Act 2001* (Cth) by:

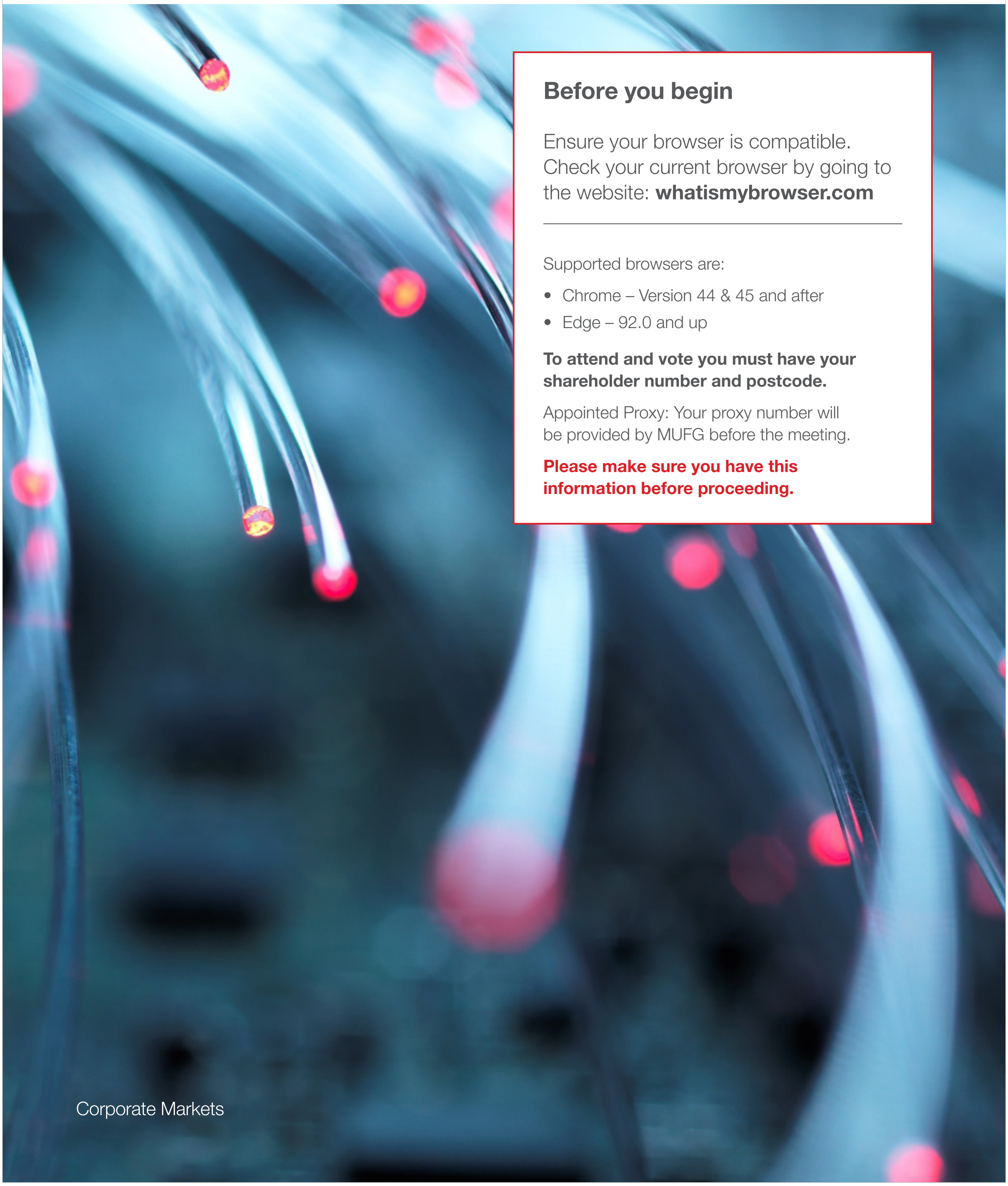
DocuSigned by: Amanda W Hite 7ADEFAB33B2B45B...	DocuSigned by: 73D7231719DF439...
Signature of director	Signature of director
Amanda Hite	Jose Rivera
Name of director (print)	Name of director (print)

Attachment E

Online Platform Guide

MUFG Corporate Markets
A division of MUFG Pension & Market Services

Online Meeting Guide



Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

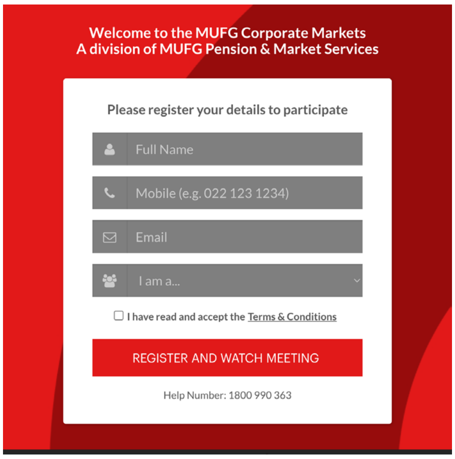
- Chrome – Version 44 & 45 and after
- Edge – 92.0 and up

To attend and vote you must have your shareholder number and postcode.

Appointed Proxy: Your proxy number will be provided by MUFG before the meeting.

Please make sure you have this information before proceeding.

Online Meeting Guide



Step 1

Open your web browser and go to https://meetings.openbriefing.com/DHGS25

Step 2

Log in to the portal using your full name, mobile number and email address, and participant type

Please read and accept the terms and conditions before clicking on the **'Register and Watch Meeting'** button.

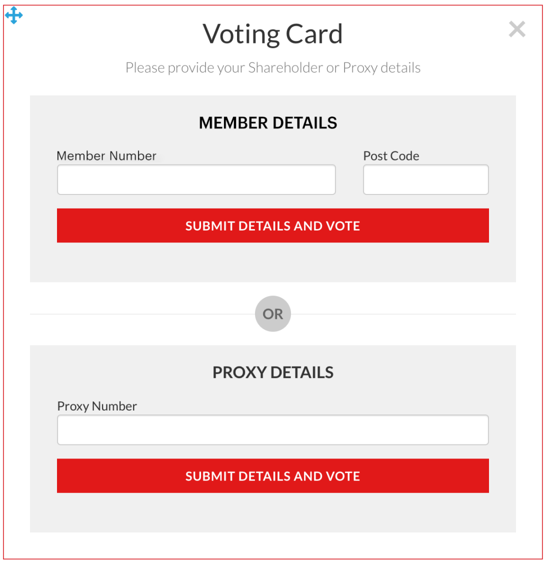
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



If you are an individual or joint shareholder you will need to register and provide validation by entering your shareholder number and postcode.

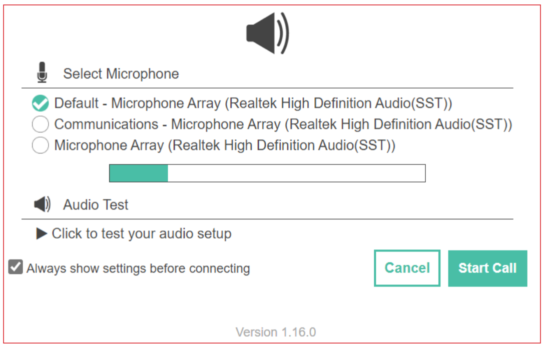
If you are an appointed Proxy, please enter the Proxy Number issued by MUFG in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by shareholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

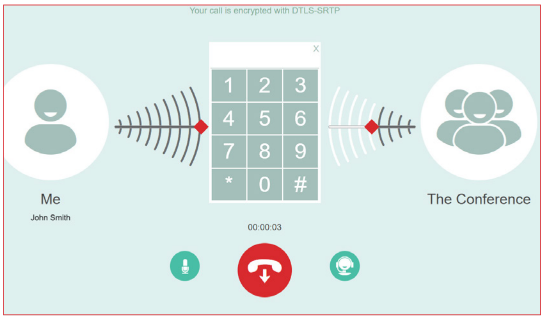
Shareholders and proxies can submit a either Full Vote or Partial Vote.

Step 3

A box will pop up with a microphone test. Select **'Start Call'**



Step 4



You are now in the meeting (on mute) and will be able to listen to proceedings.

When the Chair calls for questions or comments on each item of business, press *1 on the keypad on your screen for the item of business that your questions or comments relates to. if at any time you no longer wish to ask a question or make a comment, you can lower your hand by pressing *2 on the keypad.

Step 5

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

Step 6

Your line will be muted once your question or comment has been asked / responded to

Step 7

You can hang up and resume watching the meeting via the online platform. If you would like to ask a question on another item of business, you can repeat the process above.

Please ensure you have muted the webcast audio.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

Once voting has been closed all submitted voting cards cannot be changed.

Contact us

Australia
T +61 1800 990 363

MUFG0004.D SVWQ 01/25 ISS11

Online Meeting Guide *continued*

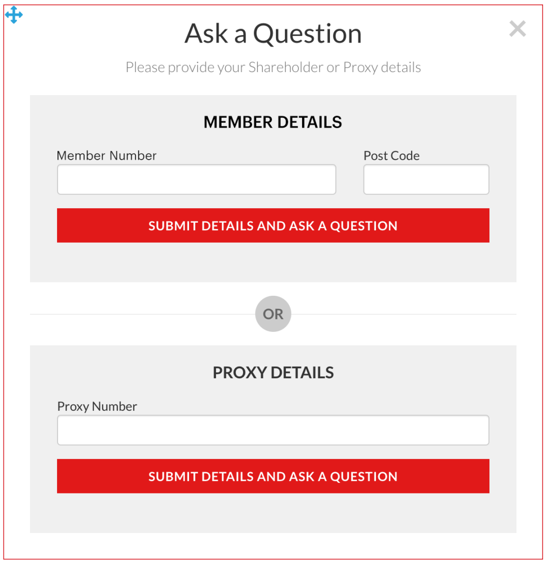
2. How to ask a question

Note: Only verified Shareholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your shareholder number and postcode or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

2a. How to ask a written question

The **'Ask a Question'** box will pop up and you have the option to type in a written question of ask an audio question over the phone line.



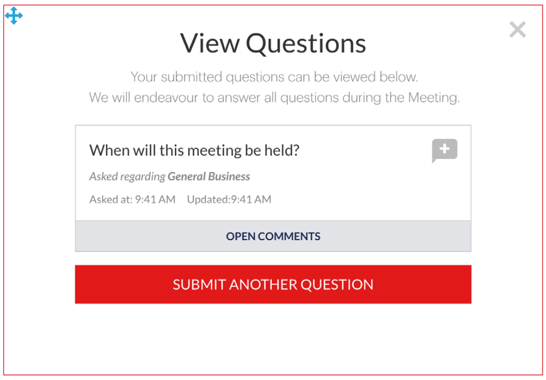
In the **'Regarding'** section click on the drop down arrow and select the category/resolution for your question.

Click in the **'Question'** section and type your question and click on 'Submit'.

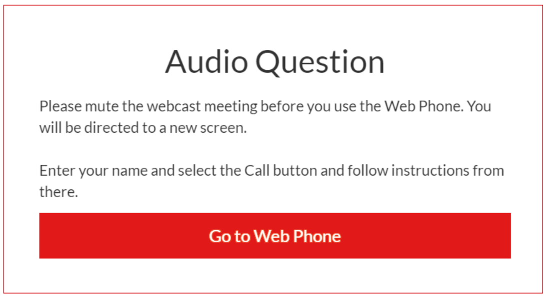
A **'View Questions'** box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note, the company will do their best to address all questions.

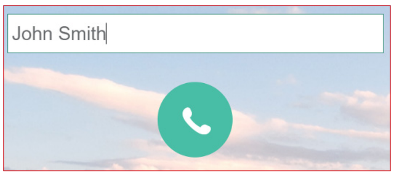


2b. How to ask an audio question



Step 1

Click on **'Go to Web Phone'**

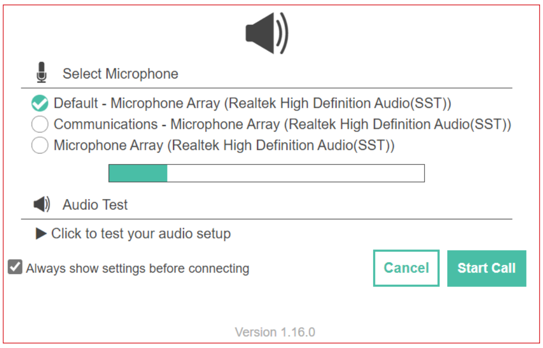


Step 2

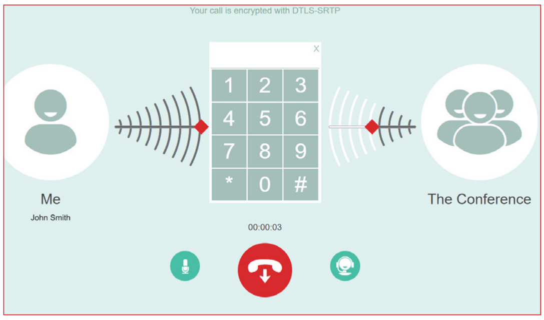
Type in your name and hit the green call button. You will then be in the meeting and able to listen to proceedings.

Step 3

A box will pop up with a microphone test. Select **'Start Call'**



Step 4



You are now in the meeting (on mute) and will be able to listen to proceedings.

When the Chair calls for questions or comments on each item of business, press *1 on the keypad on your screen for the item of business that your questions or comments relates to. if at any time you no longer wish to ask a question or make a comment, you can lower your hand by pressing *2 on the keypad.

Step 5

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

Step 6

Your line will be muted once your question or comment has been asked / responded to

Step 7

You can hang up and resume watching the meeting via the online platform. If you would like to ask a question on another item of business, you can repeat the process above.

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Once voting has been closed all submitted voting cards cannot be changed.

Contact us

Australia
T +61 1800 990 363

MUFG0004.D SVWQ 01/25 ISS11

Domain Group

Domain Holdings Australia Limited
ABN 43 094 154 364