



27 November 2015

Ross Laidlaw
80 Birkley Road
Manly NSW 2095

PERSONAL & CONFIDENTIAL

Dear Ross,

**DomaCom– DomaCom Directors and Employee Benefits Plan
Invitation to Participate – Performance Rights Issue**

In accordance with DomaCom's Long Term Incentive Plan (the 'Plan') I am pleased to advise that the Board has approved making an invitation to you to apply for 213,929 performance rights in DomaCom Limited.

Performance Rights will be converted into fully paid ordinary Shares in the capital of the Company on satisfaction of the Performance Criteria. If the Performance Criteria are not satisfied prior to the end of the Performance Period date the Performance Rights will lapse.

The following information about the invitation and the Performance Rights that you can apply for pursuant to this invitation is provided in accordance with the Plan:

Information about the Award required to be provided under the Plan	
The number of Awards that you are eligible to apply for:	213,929
You are eligible to apply for:	Performance Rights
The period or periods during which Awards may vest;	<p>The Awards will vest on the last to occur of:</p> <ul style="list-style-type: none"> • An exit event (IPO, reverse takeover, or trade sale); • The price at which the Company's ordinary shares trade or can be subscribed for (or in the case of a trade sale, for which they are purchased) is \$1.00; and • The FUM in the DomaCom Fund achieving \$100million]
Performance Conditions:	You must remain an employee/a consultant/a director in good standing from the time that the Awards are granted until the vesting conditions are met
The Exercise Price for an Award granted as an Option or the method by which that Exercise Price will be calculated;	Nil
The period or periods in which an Award may be exercised;	From the Vesting Date until the date on which the Awards lapse (see below)
the dates or circumstances in which Awards may lapse;	<p>The Awards will laps first to occur of:</p> <ul style="list-style-type: none"> • 12 months after the Company's IPO or, in the case of a trade sale

Information about the Award required to be provided under the Plan	
	<ul style="list-style-type: none"> for 100% of the transaction, on conclusion of that transaction; 30 November 2018
The amount (if any) that will be payable by the Participant upon the grant of an Award:	Nil
Do the Awards carry an entitlement to a Dividend Equivalent Payment?	No
Can the exercise of an Award only be satisfied by an allocation of Shares to the Participant?	Yes. Only shares will be issued on exercise of an award.
Is Cashless Exercise permitted for an Award granted as an Option?	Not applicable. There is no exercise price payable on the exercise of any of the Awards subject to this invitation.
The Shares Allocated to the Participant may be forfeited in the following circumstances:	If the Awards have vested and been exercised, no Shares issued on exercise can be forfeited by the Participant. However, for the avoidance of doubt, Awards that are not exercised prior to the date on which they Lapse cannot be exercised.
Are there any restrictions (including the period of restriction) on Dealing in a Share Allocated to the Participant upon exercise of an Award?	There are no restrictions on Dealings with Shares Allocated to Participants on exercise of an Award. However, for the avoidance of doubt, Awards are personal to the Participant and can only be transferred in exceptional circumstances with the approval of the Board (for example, on the death of an employee the Board may consider transferring the Award to the beneficiaries of the Participant's Estate.
Are there any other terms or conditions to be attached to either or both the Award and Shares Allocated to the Participant.	No. The terms and conditions are set out in this invitation and the Plan Rules.

11. Plan Rules prevail

The terms of this Invitation are subject to the Plan Rules, which prevail in the case of conflict. When determining whether there is a conflict, every effort should be made to read the documents consistently.

The Application Form is included with these documents. If you would like to accept this invitation to apply for the Award specified above you will need to complete this form and send it to the Sophie Ioannou Company Secretary **no later than 5.00pm (AEST) Friday 11th of December 2015**. Some of the more important terms and conditions that apply to your grant of performance rights are summarised in this document (the full details of the terms and conditions of the Plan can be found in the Plan Rules a copy of which is attached to the email).

Yours sincerely



Arthur Naoumidis
CEO