

Q 2018 Notice of Annual General Meeting

Notice is given that the Annual General Meeting (**Meeting**) of REA Group Limited (**Company**) will be held at REA Group Limited's Head Office, Ground Floor, 511 Church Street, Richmond, Victoria on Wednesday, 21 November 2018 at 2.00pm (AEDT) for the purposes of transacting the business set out in this notice.

The Company is also pleased to provide shareholders with the opportunity to participate in the Meeting virtually through an online platform provided by our share registrar Link Market Services, <https://agmlive.link/REA18>. Further information on how to do this is set out in this Notice of Meeting and the online platform guide available on our website.

1. Consideration of Reports

To receive and consider the Company's Financial Report, including the Financial Statements, and the reports of the Directors and Auditors for the year ended 30 June 2018.

2. Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2018 be adopted."

The Remuneration Report is set out on pages 44 to 55 of the 2018 Annual Report. Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

A [voting exclusion statement](#) applies to this item of business (see below).

3. Election and re-election of Directors

To consider and, if thought fit, pass the following resolutions as separate ordinary resolutions:

- a) "That Mr Nick Dowling, who having been appointed as a Director of the Company on 9 May 2018 in accordance with rule 7.1(c) of the Company's Constitution, and being eligible for election, be elected as a Director of the Company."
- b) "That Ms Kathleen Conlon, who retires in accordance with rule 7.1(d) of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

- c) "That Mr Hamish McLennan, who retires in accordance with rule 7.1(d) of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

Please refer to the Explanatory Notes, which form part of this Notice of Meeting, for information regarding each item of business.

4. Grant of Performance Rights to Chief Executive Officer

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That approval is given for the grant of performance rights to the value of \$1,100,000 under the REA Group long-term incentive plan, to the Chief Executive Officer, Ms Tracey Fellows, in the manner set out in the Explanatory Memorandum."

A [voting exclusion statement](#) applies to this item of business (see below).

By order of the Board



Sarah Turner
Company Secretary
19 October 2018

Voting exclusions for Item 2 – Remuneration Report

For all resolutions that are directly or indirectly related to the remuneration of a member of the Key Management Personnel (KMP) of the Company (being the resolution in respect of Item 2), the *Corporations Act 2001* (Cth) (**Corporations Act**) restricts KMP and their closely related parties from voting in certain circumstances.

Closely related party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

The Company will disregard any votes cast on Item 2:

- > by, or on behalf of, a member of the KMP (including the Directors) named in the Remuneration Report and their closely related parties, regardless of the capacity in which the vote is cast; or
- > as a proxy by a person who is a member of the KMP at the date of the Meeting and their closely related parties or who is a closely related party of a member of the KMP, unless the vote is cast as proxy for a person entitled to vote on Item 2:
 - in accordance with a direction on the proxy form; or
 - by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy as the Chairman sees fit even though the item is connected with the remuneration of the Company's KMP.

Voting exclusions for Item 4 – Grant of Performance Rights to CEO

The Company will disregard any votes cast in favour of Item 4:

- > by Ms Tracey Fellows or her associates; or
- > as a proxy by a person who is a member of the KMP at the date of the Meeting and their closely related parties or who is a closely related party of a member of the KMP, unless the vote is cast as proxy for a person entitled to vote on Item 4:
 - in accordance with a direction on the proxy form; or
 - by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy as the Chairman sees fit even though the item is connected with the remuneration of the Company's KMP.

Proxies and voting:

Eligibility to vote

You are eligible to vote at the Meeting if you are registered as a holder of the Company's shares at 7.00pm (AEDT) on Monday 19 November 2018. Accordingly, transactions registered after that time will be disregarded in determining which shareholders are entitled to attend and vote at the Meeting.

Appointing a proxy

If you are entitled to attend and vote at the Meeting, you can appoint a proxy to attend and vote on your behalf. A proxy need not be a shareholder of the Company, and may be an individual or a body corporate. A personalised proxy form is included with this Notice of Meeting. If you are entitled to cast two or more votes you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. If you require a second proxy form, please contact the Company's share registry, Link Market Services Limited on +61 1300 554 474.

If you intend to appoint the Chairman of the Meeting as proxy (or the Chairman becomes your proxy by default), you can direct him how to vote by marking the appropriate boxes on the proxy form (ie. 'for', 'against' or 'abstain'). If you do not mark any of the boxes in Step 2, by signing and returning the proxy form and by marking the Chairman's box in Step 1, you are expressly authorising the Chairman of the Meeting to exercise your proxy on Item 2 as the Chairman sees fit, notwithstanding that the item is connected with the remuneration of the Company's KMP.

The Chairman of the Meeting intends to cast all available proxies in favour of each item of business.

The Company encourages all shareholders who submit proxies to direct their proxy how to vote on each item of business.

If you appoint a proxy and direct them how to vote, and your proxy does not attend the Meeting or does not vote if a poll is called on an item of business, your directed proxies will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed on a poll.

Logging your proxy form

You can lodge your completed proxy form with the Company's share registry, Link Market Services Limited, by post, personal delivery, electronically or by fax to:

REA Group Limited
c/- Link Market Services Limited

Personal delivery address:

1A Homebush Bay Drive
Rhodes NSW 2138

Postal address:

Locked Back A14
Sydney South NSW 1235

Fax:

(+612) 9287 0309

Electronically:

www.linkmarketservices.com.au

You may specify the way in which the proxy is to vote on each resolution (ie. by marking the boxes 'for', 'against' or 'abstain' next to the applicable resolutions on the proxy form) or you may allow the proxy to vote at his or her discretion. However, the Company's KMP (which includes each of the Directors) and their closely related parties will not be able to vote as your proxy on Item 2 unless you direct them how to vote. If you intend to appoint a member of the KMP, other than the Chairman of the Meeting, as proxy, you must ensure the proxy is directed how to vote on Item 2.

Your completed proxy form must be received by Link Market Services Limited no later than 2:00pm (AEDT) on Monday 19 November 2018, being 48 hours before the commencement of the Meeting. If the proxy form is signed by an attorney, the original power of attorney under which the proxy form was signed (or a certified copy) must also be received by Link Market Services Limited by 2:00pm (AEDT) on Monday 19 November 2018, unless it has been previously provided to Link Market Services Limited.

If you appoint a proxy, you may still attend the Meeting. The appointment of a proxy is not revoked by you attending and taking part in the Meeting, however if you vote on a resolution, the proxy is not entitled to vote, and must not vote, as proxy on the resolution.

How to vote

Shareholders participating in the Meeting using the Company's online platform [link] will be able to vote between the commencement of the AGM (2.00pm AEDT on Wednesday, 21 November 2018) and the closure of voting as announced by the Chairman during the AGM.

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM)

is available in the Online Platform Guide. The Online Platform Guide will be lodged with the ASX and will also be available on our website. To ensure your browser is compatible, please follow the instructions in the Online Platform Guide – we recommend confirming this prior to determining whether to participate in the AGM using the Company's online platform. It is also recommended that shareholders who elect to participate in the AGM through the Company's online platform log into the online portal at least 15 minutes prior to the scheduled start time for the Meeting.

Attending the Meeting

If you attend the Meeting, please bring your personalised proxy form with you. The barcode at the top of the form will help you to register. If you do not bring your form with you, you will still be able to attend the Meeting but representatives from Link Market Services Limited will need to verify your identity.

Corporate shareholders

Corporate shareholders who wish to appoint a representative to attend the Meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the Company's representative. Shareholders can download and fill out an "Appointment of Corporate Representative" form from the Link website: www.linkmarketservices.com.au.

Questions for the Auditor

Shareholders may submit questions to the Company's Auditor, Ernst & Young, if the question is relevant to the content of Ernst & Young's audit report for the year ended 30 June 2018 or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2018.

If you wish to submit a question to the Auditor in writing, it must be received by the Company no later than 2:00pm (AEDT) on Tuesday 13 November. You may submit any written questions for the Auditor with the Company's share registry, Link Market Services Limited, by post, personal delivery, electronically or by fax to:

REA Group Limited
c/- Link Market Services Limited

Personal delivery address:
1A Homebush Bay Drive
Rhodes NSW 2138

Postal address:
Locked Back A14
Sydney South NSW 1235

Fax:
(+61 2) 9287 0309

Electronically:
www.linkmarketservices.com.au

A list of written questions will be made available to shareholders attending the Meeting. If written answers are tabled at the Meeting, they will be made available to shareholders as soon as practicable after the Meeting.

Explanatory Notes:

Item 1 – Consideration of the Financial Statements and Report

In accordance with section 317 of the Corporations Act, the Company is required to lay before the Annual General Meeting:

- > the reports of the Directors and Auditors, for the year ended 30 June 2018; and
- > the Financial Report, including the Financial Statements of the Company, for the year ended 30 June 2018.

Also, a reasonable opportunity will be given to shareholders as a whole at the Meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content

of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.

Item 2 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to shareholders its Remuneration Report as disclosed in the Company's 2018 Annual Report and shareholders will be asked to vote on this item. The vote is advisory only and is not binding on the Directors or the Company. However the Directors will have regard to the outcome of the vote and the discussion at the Meeting when determining the Company's remuneration policy.

The Remuneration Report is presented within the Directors' Report on pages 44 to 55 of the Company's 2018 Annual Report and is also available on the Company's corporate website (www.rea-group.com).

The Remuneration Report sets out the remuneration policy for the Company and explains the remuneration arrangements in place for its executives and Directors.

A [voting exclusion](#) applies to this item of business, as set out in the Notice of Meeting.

The Board unanimously recommends that shareholders vote in favour of Item 2.

The Chairman of the Meeting intends to vote all available proxies in favour of this item of business.

Item 3 – Election and Re-election of Directors

The Board's policy on board composition is to ensure that at all times there is an appropriate mix of skills and experience in order to provide the necessary knowledge required to meet the Company's objectives.

Mr Nick Dowling who having been appointed as a Director of the Company on 9 May 2018 is offering himself for election as a Director of the Company. His expertise and experience is set out below.

Ms Kathleen Conlon and Mr Hamish McLennan are retiring by rotation and are eligible to stand for re-election. Their expertise and experience are set out below.

Neither the Corporations Act nor the Company Constitution require a vote of shareholders on the reports or statements. However, shareholders will be given a reasonable opportunity to ask questions about or make comments on the management of the Company.



3a) Mr Nick Dowling
BAcc, GradDipAppFin

Non-executive Director appointed 9 May 2018

Mr Dowling is Chief Executive Officer of the Jellis Craig Group, a leading real estate business based in Melbourne, Australia. He assumed the role in June 2011 and is responsible for overseeing the growth, risk management, and long term strategic direction of the group.

Prior to joining Jellis Craig, Mr Dowling was the Head of Real Estate, Business Banking at Macquarie Bank Limited. He commenced his career with National Australia Bank across various divisions of the bank.

Special responsibilities: Member of HR Committee

Board Recommendation: The non-candidate Directors unanimously support the election of Mr Dowling.



**3b) Ms Kathleen Conlon
BA (ECON)(DIST), MBA, FAICD**

Non-executive Director appointed 27 June 2007

Ms Conlon brings over 20 years of professional management consulting experience. She is a recognised thought leader in the fields of strategy and business improvement and was a Partner and Director of the Boston Consulting Group for seven years.

Ms Conlon is a Director, Chair of the Remuneration Committee and member of the Audit Committee of Lynas Corporation Limited. She is a Director, Chair of the Remuneration Committee and member of the Compliance Committee of Aristocrat Leisure Limited.

Special responsibilities: Chair of HR Committee; Member of Audit, Risk and Compliance Committee

Board Recommendation: The non-candidate Directors unanimously support the re-election of Ms Conlon.



3c) Mr Hamish McLennan

*Non-executive Director appointed
21 February 2012. Appointed Chairman
10 April 2012*

Mr McLennan is an experienced media and marketing industry executive. He was Executive Chairman and Chief Executive Officer of Ten Network Holdings until July 2015 and prior to this he was Executive Vice President, Office of the Chairman, at News Corp (formerly News Corporation). Mr McLennan has also held the role of global Chairman of Young & Rubicam, part of WPP, the world's largest communications services group. Mr McLennan joined Young & Rubicam in 2002 as Chairman and CEO of Y&R Brands Australia/ New Zealand, one of the largest marketing services groups in Australasia, and led the firm's global business operations from 2006.

Special responsibilities: Chair of the Board;
Member of HR Committee

Board Recommendation: The non-candidate Directors unanimously support the re-election of Mr McLennan.

Item 4 - Grant of Performance Rights to Chief Executive Officer

The Board is seeking the approval of shareholders for the grant of performance rights to the value of \$1,100,000 under the REA Group long-term incentive plan (Plan) to the Chief Executive Officer (CEO), Ms Tracey Fellows.

Shareholder approval is not required in relation to the grant of performance rights under the Plan as any shares allocated to Ms Fellows under the Plan will not be issued by the Company but will be acquired on market. The Board is seeking shareholder approval in recognition of the importance of shareholder engagement on key remuneration issues.

The performance rights allocated during the year are subject to a three year performance period beginning 1 July 2018 and ending 30 June 2021. The Group refers to this grant as "LTI Plan 2021" as the performance period ends in FY21.

When are performance conditions tested?

Incentive payments are determined in line with the approval of the Financial Statements at the end of the performance period.

How is the LTI grant determined?

The number of performance rights issued to Ms Fellows is calculated by dividing the value of Ms Fellows performance rights by the value per right. The value per right is determined

on a face value basis using a five-day VWAP prior to the issuance of performance rights. Each performance right is a right to acquire one share in the Company upon vesting.

Relationship between performance and vesting

The following vesting schedule applies to both performance hurdles (revenue CAGR and EPS CAGR) of the LTI Plan 2021:

Performance level	% of awards vesting
Below threshold	0% vesting
Threshold	80% vesting
Target	100% vesting
Stretch	200% vesting

Further details are contained in the Company's Annual Report.

Why were these performance conditions chosen?

The Board considers the combination of the revenue and EPS hurdles to be an appropriate counterbalance to ensure that any 'top line' growth is long-term focused and balanced with an improvement in earnings.

In particular, revenue is considered to be an appropriate hurdle given that the Company continues to be in a phase of growth. In addition, the Board selected EPS as a performance measure on the basis that it:

- > is a relevant indicator of increase in shareholder value; and
- > is a target that provides a suitable line of sight to encourage and motivate executive performance.

Why don't we publish performance target information?

The Board considers that the growth rates required to attract full or partial vesting are commercially sensitive and therefore do not disclose them to the market. The Board however, confirms its commitment to driving growth for shareholders over the longer-term as it continues to consider the Company a growth company.

For the LTI Plan 2021 granted, the Board approved challenging threshold, target and stretch growth rates in respect of both the revenue and EPS hurdles, which are based on the Company's strategic plan and reflective of the Company's continued growth objectives.

Additional information

As the performance rights form part of Ms Fellows' remuneration package, no money is payable by Ms Fellows on the grant of the performance rights or on exercise of a performance right.

Since the date of the last AGM, Ms Fellows received 11,990 performance rights under the Plan. These performance rights were issued for no monetary consideration as they formed part of Ms Fellows' remuneration package. Shareholder approval was not required, and was not sought, at the last AGM for the issue of these performance rights.

Ms Fellows is the only Director entitled to participate in the Plan. Non-executive Directors are ineligible to participate in the Plan.

If shareholders approve the resolution, then the performance rights will be granted to Ms Fellows as soon as practicable after the date of the meeting but in any event no later than 12 months after the meeting (i.e. by no later than 21 November 2019).

A voting exclusion applies to this item of business, as set out in the Notice of Meeting.

The Board unanimously recommends that shareholders vote in favour of Item 4.

The Chairman of the Meeting intends to vote all available proxies in favour of this item of business.

LODGE YOUR VOTE
 **ONLINE**
www.linkmarketservices.com.au
 **BY MAIL**
 REA Group Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

 **BY FAX**
 +61 2 9287 0309

 **BY HAND**
 Link Market Services Limited
 1A Homebush Bay Drive, Rhodes NSW 2138; or
 Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
 Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of REA Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

 the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

 Name

 Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (AEDT) on Wednesday, 21 November 2018 at REA Group Limited's Head Office, Ground Floor, 511 Church Street, Richmond, Victoria 3121 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Items 2 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Items 2 and 4, even though the Items are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an .

Items	For Against Abstain*				For Against Abstain*		
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4 Grant of Performance Rights to Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a Election of Mr Nick Dowling as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b Re-election of Ms Kathleen Conlon as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3c Re-election of Mr Hamish McLennan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).


STEP 1
STEP 2
STEP 3

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Items are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (AEDT) on Monday, 19 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN), Holder Identification Number (HIN) or Employee ID as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

REA Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

Virtual Annual General Meeting Online Guide

Virtual Annual General Meeting Online Guide

Before you begin

Ensure your browser is compatible. You can easily check your current browser by going to the website: **whatismybrowser.com**

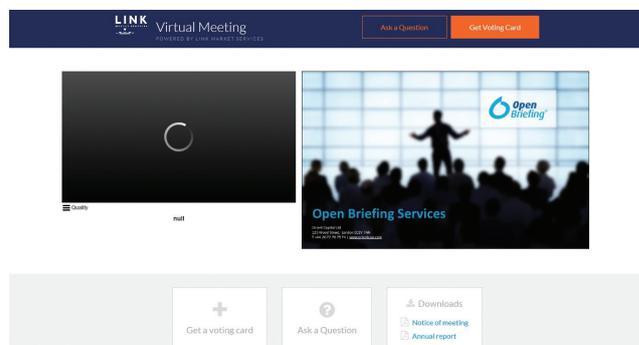
Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 “Mavericks” & OS X v10.10 “Yosemite” and after
- Internet Explorer 9 and up (please note Internet Explorer 8 is not supported)

The virtual meeting is viewable from desktops and laptops. To attend and vote at the virtual annual general meeting you must have:

- ASX registered holders: Shareholder number and postcode

If you are an appointed proxy you will need your proxy number which will be provided by Link Market Services prior to the meeting. **Please make sure you have this information before proceeding.**



Step 2

Login to the portal using your full name, email address, and company name (if applicable).

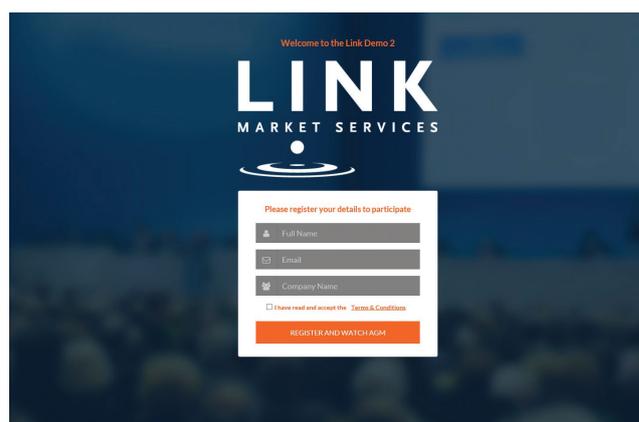
Please read and accept the terms and conditions before clicking on the blue **‘Register and Watch Annual General Meeting’** button. Once you have logged in you will see:

- On the left – a live video webcast of the Annual General Meeting
- On the right – the presentation slides that will be addressed during the Annual General Meeting.

Note: After you have logged in we recommend that you keep your browser open for the duration of the meeting. If you close your browser, your session will expire. If you attempt to log in again, you will be sent a recovery link via email for security purposes.

Step 1

Open your web browser and go to <https://agmlive.link/REA18> and select the relevant meeting.



Navigating

At the bottom of the webpage under the webcast and presentation there are three boxes. Refer to each section below for operating instructions.

- 1 Get a voting card
- 2 Ask a Question
- 3 Downloads

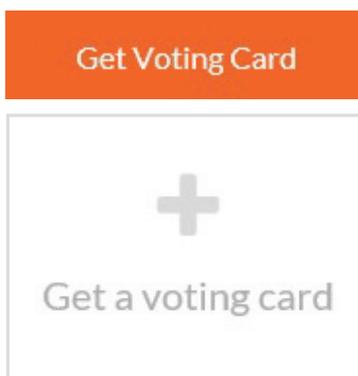
+
Get a voting card

?
Ask a Question

Downloads
Notice of meeting
Annual report

1. Get a voting card

To register to vote - click on the 'Get a voting card' box at the top of the webpage or below the videos.



This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

Outside Australia

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND VOTE

If you are an individual or joint Shareholder you will need to register and provide validation by entering your details in the top section:

- **ASX registered holders:** Shareholder number and postcode

If you are an appointed Proxy, please enter the Proxy Number issued to you by Link Market Services in the PROXY DETAILS section. Once you have entered your appropriate details click the blue **'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 Annual General 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 scroll up or down to view all resolutions.

Shareholders and proxies can either submit a Full Vote or a Partial Vote. You can move between the two tabs by clicking on **'Full Vote'** or **'Partial Vote'** at the top of the voting card.

Virtual Annual General Meeting Online Guide *continued*

The screenshot shows a web interface for a virtual annual general meeting. At the top, a dark blue header contains the name 'JOHN SAMPLE' on the left and a masked ID 'I*****2700' with a close 'X' button on the right. Below the header is a 'Voting Card' section with a light grey background. It contains a paragraph of instructions: 'Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the shareholder's voting instructions.' Below the text are two tabs: 'Full Vote' (selected) and 'Partial Vote'. The main area contains four resolution cards. Each card has a title, a description, and three voting buttons: 'For' (with a checkmark icon), 'Against' (with an 'X' icon), and 'Abstain' (with a minus icon). Resolution 1: 'ADOPT THE REMUNERATION REPORT'. Resolution 2: 'ELECT DIRECTOR ONE'. Resolution 3: 'ELECT DIRECTOR TWO'. Resolution 4: 'ELECT DIRECTOR FOUR'.

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes you would like to vote (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes in a certain box it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click the blue **'Cast Vote'** or **'Cast Partial Vote'** button.

Note: You are able to close your voting card during the meeting without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

If at any point you have submitted your voting card and wish to make a change while voting is still open you can do so by clicking the **'Edit Card'** button and making the required change. Once you have completed your card select the blue **'Cast Vote'** or **'Cast Partial Vote'** button.

The voting card remains editable until the voting is closed at the conclusion of the Annual General Meeting. Once voting has been closed all voting cards, submitted and un-submitted, will automatically be submitted and cannot be changed.

At the conclusion of the Annual General Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time available to shareholders. Please make any changes required to your voting cards at this point and submit your voting cards.

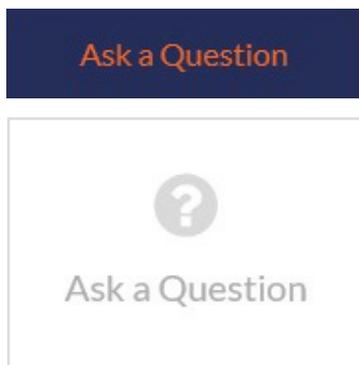
If an additional resolution is proposed during the meeting, there will be a short delay while the resolution is added to the voting card. Once the resolution has been added you will be notified by the Chairman during the meeting. In order to vote on the extra resolution you will need to reopen your voting card to cast your vote by clicking the **'Edit Card'** button.

Note: Registration for the Annual General Meeting and voting opens one hour before the meeting begins.

2. How to ask a question

Note: Only shareholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. If you would like to ask a question, click on the 'Ask a Question' box either at the top or bottom of the webpage.



The 'Ask a Question' box will then pop up with two sections for completion.

Ask a Question

We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.

Regarding

Question

Type your question here...

Submit Question

In the 'Regarding' section click on the drop down arrow and select one of the following categories:

- General Business
- Resolution 2
- Resolution 3a
- Resolution 3b
- Resolution 4

After you have selected your question category, click in the 'Question' section and type your question.

When you are ready to submit your question - click the blue 'Submit Question' button. This will send the question to the Management/Board.

Note that not all questions are guaranteed to be answered during the Annual General Meeting, but we will do our best to address your concerns.

Once you have asked a question a 'View Questions' box will appear.

At any point you can click on 'View Questions' and see all the questions you have submitted. Only you can see the questions you have asked.

Note: You can submit your questions by this method one hour before the meeting begins, if you have registered to vote. You can continue to submit questions up until the close of voting.

If your question has been answered and you would like to exercise your right of reply, you can do so by submitting another question.

View questions

Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.

Question 1

General Business

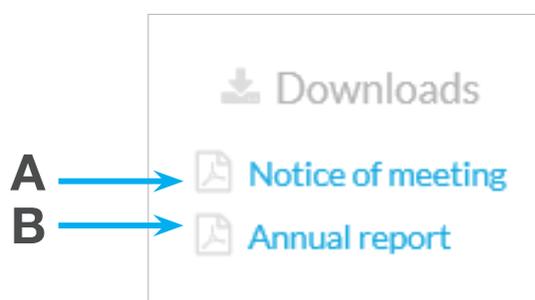
When will you be holding your next AGM?

SUBMIT ANOTHER QUESTION

Virtual Annual General Meeting Online Guide *continued*

3. Downloads

If you would like to see the Notice of Annual General Meeting or the Annual Report you can do so here.



- To download the Notice of Meeting – click A
- To download the Annual Report – click B

When you click on these links the file will open in another tab in your browser.

Voting closing

Voting will close 5 minutes after the close of the Annual General Meeting.

At the conclusion of the Annual General 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 yet submitted your vote at this point, you will be required to do so now.

At the close of the meeting any votes you have placed will automatically be submitted.



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