

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of DomaCom Limited (the **Company**) will be held on **Wednesday 16th November 2022 at 11am AEDT**.

DomaCom advises that the meeting will be held online only. Shareholders will be able to attend through the following link:

<https://web.lumiagm.com/325-098-570>

It is recommended that shareholders login to the online platform at least 15 minutes prior to the scheduled start time for the AGM.

You will need the following information to participate in the AGM online:

- AGM meeting ID: 325-098-570
- Voting Access Code (VAC): located on your proxy form or AGM notification email which will be sent to you; and
- Your postcode registered on your holding if you are an Australian shareholder.

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement. The Explanatory Statement to the Notice of Meeting provides additional information on the matters to be considered at the Annual General Meeting.

In order to provide for an efficient virtual meeting, we request that any questions from Shareholders are provided to the Company Secretary prior to 11.00am on Monday 14th November 2022. We also strongly recommend that all Shareholders lodge their votes via the Company's share registry platform by appointing a proxy prior to 11.00am on Monday 14th November 2022.

By order of the Board,

Philip Chard
Company Secretary

AGENDA

1. Welcome & Apologies
2. Approval of the Minutes of the Annual General Meeting held on 22 December 2021
3. Chairman's Address
4. CEO Report
5. Receipt of Reports and Financial Statements
6. Resolutions
7. Any other business

Resolution 1 – Adoption of the Remuneration Report

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

That the Remuneration Report for the financial year ended 30 June 2022 be adopted.

Voting Exclusion Statement for Resolution 1:

The Company will disregard any votes cast on the resolution by or on behalf of a member of the Company's key management personnel (KMP), whose remuneration details are included in the Remuneration Report, or any closely related party or associate of that person.

However, this does not apply to a vote cast on this resolution by:

- a person as proxy or attorney for another person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not closely related party or an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2 – Increase to Non-Executive Fee Pool

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

THAT, for the purposes of ASX Listing Rule 10.17 and Clause 9.3 of the Company's Constitution, the maximum aggregate amount of Directors' fees that may be paid to the Company's non-executive Directors per annum be increased by \$135,000, from \$265,000 to \$400,000 per annum effective from 1 July 2022.

Voting exclusion statement for Resolution 2:

The Company will disregard any votes cast in favour of the resolution by, or on behalf of, any Director or any of their associates.

However, the Company need not disregard a vote cast in favour of the resolution if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the item; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

It is noted that, in accordance with section 250BD(2) of the Corporations Act, a vote must not be cast on the resolution as a proxy by a member of the KMP at the date of the AGM, or a Closely Related Party of such a member, unless it is cast as proxy for a person where the proxy form specifies the way the proxy is to vote on the item. This restriction on voting undirected proxies does not apply to the Chair where the proxy form expressly authorises the Chair to exercise undirected proxies even if the item is connected, directly or indirectly, with the remuneration of the KMP. The Chair intends to exercise undirected proxies in favour of the resolution.

Resolution 3 – Re-election of Mr Ross Laidlaw as a Director

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

THAT Mr Ross Laidlaw, who retires by rotation in accordance with the Company's Constitution and is eligible for election, be re-elected as a Director of the Company.

Resolution 4 – Re-election of Mr George Paxton as a Director

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

THAT Mr George Paxton, who retires by rotation in accordance with the Company's Constitution and is eligible for election, be re-elected as a Director of the Company.

Resolution 5 – Election of Professor John R Hewson AM as a Director

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

THAT Professor John Hewson AM, who was appointed to the board by the directors on 3rd April 2022 in accordance with the Company's Constitution and is eligible for election, be elected as a Director of the Company.

Resolution 6 – Election of Ms Angela Williams as a Director

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

THAT Ms Angela Williams, who was appointed to the board by the directors on 3rd April 2022 in accordance with the Company's Constitution and is eligible for election, be elected as a Director of the Company.

Resolution 7 – Subsequent approval for the previous issue of 8,863,636 Ordinary Shares

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

"That the previous issue of 8,863,636 Ordinary Shares on 27 May 2022 under a placement to sophisticated and institutional investors at an issue price of \$0.066 per Share, is approved under and for the purposes of Listing Rule 7.4"

Voting Exclusion Statement for Resolution 7:

The Company will disregard any votes cast in favour of the resolution by a person, or an associate of that person, who participated in the issue.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for another person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8 – Subsequent approval for the previous issue of 61,957,619 Ordinary Shares

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

“That the previous issue of 61,957,619 Ordinary Shares on 11 July 2022 under a placement to sophisticated and institutional investors at an issue price of \$0.066 per Share, is approved under and for the purposes of Listing Rule 7.4”

Voting Exclusion Statement for Resolution 8:

The Company will disregard any votes cast in favour of the resolution by a person, or an associate of that person, who participated in the issue.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for another person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9 – Approval of 10% Placement Capacity

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

“That, as a special resolution, the Company have the additional capacity to issue equity securities provided for in Listing Rule 7.1A”

Voting Exclusion Statement for Resolution 9:

There is no voting exclusion as at the time of dispatching the Notice of Meeting the entity is not proposing to make an issue of equity securities under Listing Rule 7.1A.2.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting on Wednesday 16th November 2022.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting preceding this Explanatory Statement.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Annual General Meeting, please contact the Company Secretary or your professional adviser.

Financial Statements

The law requires Directors to lay the Financial Report, Directors' Report, Remuneration Report and Auditors' Report for the last financial year before the Annual General meeting of shareholders.

Shareholders have been provided with all relevant information concerning these reports in the Annual Report of the Company for the year ended 30 June 2022 (Annual Report). A copy of the Annual Report has been sent to each Shareholder (other than those Shareholders who have previously elected not to receive the Annual Report, whether in paper form or electronically). Any Shareholder who has made this election and now wishes to receive a paper or electronic copy of the Annual Report should contact the Company to arrange receipt. The Annual Report can also be viewed, printed and downloaded from the Company's website at <http://www.domacom.com.au/investor-relations/financial-reports/>

Shareholders will be provided with a reasonable opportunity to ask questions about, or make comments on, the Annual Report. The Auditors will be invited to the meeting and opportunity will be given to shareholders to ask them any questions.

Resolution 1 Adoption of the Remuneration Report as set out in the Annual Report for 2022.

Section 250R (2) of the Corporations Act requires listed companies to put a resolution to their shareholders that the Remuneration Report be adopted. The vote on this resolution is advisory only and will not bind the Company or the Directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies.

The Remuneration Report forms part of the Directors' Report and is included in the Annual Report for the financial year ended 30 June 2022.

The Remuneration Report contains information required under section 300A of the Corporations Act, including

- (a) Principles used to determine the nature and amount of remuneration
- (b) Details of remuneration
- (c) Service Agreements
- (d) Share-based remuneration and
- (e) Other information

Board recommendation: Given the interest in this Resolution, the Board makes no recommendation on this Resolution 1.

Resolution 2 – Increase to Non-Executive Director Fee Pool

In accordance with Clause 9.3 of the Company's constitution and Listing Rule 10.17, Shareholder approval is sought to increase the maximum aggregate amount of directors' fees per annum that may be paid by the Company to its non-executive Directors (Fee Pool) by \$135,000 from \$265,000 per annum to \$400,000 per annum effective from 1 July 2022.

Under the Listing Rules, the term "directors' fees" means all fees payable by the Company or its controlled entities or subsidiaries and includes committee fees, superannuation contributions and fees sacrificed for other benefits but does not include reimbursement of genuine out-of-pocket expenses, genuine "special exertion" fees or securities issued to non-executive directors with approval of Shareholders in accordance with the Listing Rules.

The current Fee Pool of \$265,000 was approved at the previous Annual General Meeting on 22nd December 2021. The current Fee Pool was based on the appointment of three new non-executive Directors part way through the year ended 30 June 2022. Only two new non-executive Directors were appointed during this period. In addition the non-executive Directors that remained throughout the year ended 30 June 2022 were not paid for the period from July 2021 to April 2022 as a part of the Company's commitment to cost control.

The Directors are seeking Shareholder approval to increase the Fee Pool up to \$400,000 for the year ended 30 June 2023 to enable the existing non-Executive Directors to be remunerated for the full year. There are currently six non-Executive Directors including the Chairman.

The level of non-executive Directors' remuneration is reviewed periodically to ensure alignment with the market. The Directors are satisfied that the proposed Fee Pool will be slightly below the median levels for companies of comparable size and industry and that the proposed increase is appropriate for the reasons set out above.

Although an increase to the Fee Pool is being sought, it does not imply that the full amount will be used. Also, it is emphasised that the Fee Pool is a maximum annual limit and does not indicate that fees will necessarily be increased according to that limit. Additional information regarding the remuneration paid to each non-executive Director for the financial year is set out in the Remuneration Report.

If Shareholders approve the increased Fee Pool, an additional amount of \$135,000 will be available to cover the payment of fees to all non-executive Directors throughout the year ending 30 June 2023.

If Shareholders do not approve this resolution, the maximum aggregate amount of directors' fee per annum will remain at \$265,000 and the ability to retain non-executive Directors will be constrained.

ASX Listing Rule 10.17 requires details of securities issued to non-executive Directors within the last three years with the approval of Shareholders under Listing Rule 10.11 or 10.14.

3,030,303 Ordinary shares were issued to Mr George Paxton on 7 October 2022. The shares were issued as part of a private placement for consideration of \$0.066 per share. The approval of the holders of ordinary shares required under Listing Rule 10.11 was obtained in the General Meeting on 6 October 2022.

2,272,727 Ordinary shares were issued to a related party of Mr Matthew Roberts on 27 May 2022. The shares were issued as part of a private placement for consideration of \$0.066 per share. The approval of the holders of ordinary shares under Listing Rule 10.11 was not obtained. The Company is working with the ASX to rectify the situation.

No securities were issued to non-executive Directors during the last three years under Listing Rule 10.14.

Board recommendation: Given the interest in this Resolution, the Board makes no recommendation on this Resolution 2.

Resolution 3 – Re-election of Mr Ross A Laidlaw as a Director

Clause 9.1(d) of the DomaCom Constitution provides that 2 directors must retire from office if there are 5 or less directors (after excluding a managing director) or one third of those directors if there are more than 5 directors. Under clause 9.1(g) of the DomaCom Constitution, the Directors who must retire in accordance with this clause are the directors who wish to retire and not offer themselves for re-election and those who have been longest in office since their last election or appointment.

As at the date of this Notice of Meeting, the DomaCom Board is comprised of seven directors. Mr Ross Laidlaw was re-elected as a director on 2 December 2020 and Mr Geroge Paxton was appointed as a director on 27 September 2019. Therefore, of the seven directors, they have held office for the longest period.

Mr Ross Laidlaw was appointed as an Executive Director of the Company on 23 February 2015 and was re-elected on 2 December 2020.

Ross has spent over 30 years in Financial Services, and has deep and expansive experience within markets in Australasia, Europe and America. His strength lies in the development of start-up or green field developments and driving them into fully fledged and profitable businesses. Ross was CEO of the successful Skandia Platform for over 7 years, developing it into a leading Platform that was well supported by independent financial advisers. Ross is involved in both the strategic and operational aspects of the DomaCom business ensuring the business meets its regulatory requirements while also ensuring the business continues to innovate and remains relevant to its key distribution channels.

Ross is a qualified Chartered Accountant, holds a Bachelor of Economics (Monash), a Graduate Diploma of Financial Planning (Kaplan) and Applied Finance (Securities Institute of

Australia) and is a Fellow of the Financial Services Institute of Australasia. His key role at DomaCom is as Chief Commercial Officer.

Mr Ross Laidlaw retires by rotation and seeks re-election at this Annual General Meeting.

Board Recommendation: Mr Ross Laidlaw has an interest in the resolution and therefore does not make a recommendation. The other Directors unanimously recommend a vote in favour of the resolution.

Resolution 4 – Re-election of Mr George Paxton as a Director

George is an experienced fund manager with a deep knowledge of international valuation techniques and methodologies and an extensive range of financial analytical skills. His previous experience has included senior positions providing banks and hedge funds with actionable intelligence and analysis. He is a proven leader of M&A, Equity and credit analysis teams across a range of different industries and products in the UK, Europe, Middle East, and Asia. George is a director of aaig and its listed subsidiary HALO Technologies Holdings Limited where he has been involved in every aspect of their success and growth. Through its subsidiaries, aaig is a significant investor in DomaCom Limited. George has been a director since 27 September 2019.

Mr George Paxton retires by rotation and seeks re-election at this Annual General Meeting.

Board Recommendation: Mr George Paxton has an interest in the resolution and therefore does not make a recommendation. The other Directors unanimously recommend a vote in favour of the resolution.

Resolution 5 – Election of Professor John R Hewson AM as a Director

Dr Hewson has had several careers in academia, bureaucracy, business, politics, and the media. He is currently a Professor in the Crawford School of Public Policy at ANU, and an Adjunct Professor at Curtin, UTS, Canberra and Griffith Universities, having been Professor and Head of the School of Economics at UNSW, and Professor of Management and Dean Macquarie Graduate School of Management at Macquarie University.

He has worked for The Australian Treasury (Census and Statistics), the IMF, the Reserve Bank, the UN (UNESCAP), and the ADB, and often advises senior public servants. In Business, he was a Founder of Macquarie Bank, Chairman ABN Amro Australia, and Chair/Director of a host of public and private companies, with current positions in renewable energy, investment banking, and funds management. He is Chair, Business Council for Sustainable Development Australia, and a Patron of the Smart Energy Council, the Ocean Nourishment Foundation and the Overseas Bankers Association.

In Politics, he has served as Advisor/Chief of Staff to two Federal Treasurers and Prime Minister, as Shadow Finance Minister, Shadow Treasurer, Shadow Minister for Industry and Commerce, and Leader of the Liberal Party, and of the Federal Coalition in Opposition.

In the media, he has been a regular Columnist since the early 80s for a range of domestic and international newspapers (presently The Saturday Paper) and publications, and comments widely on economics and politics on TV, radio, in print, and online, here and overseas.

Dr Hewson has also been active in charities and not-for-profits, main positions including Chair of KidsXpress, Chair of the Investment Advisory Committee of the Australian Olympic Foundation, and as Member, SteerCo Australian Sustainable Finance Roadmap, National Standing Committee for Energy and the Environment, and as an Ambassador Women for Election Australia

Dr Hewson has was appointed a Director of the Company on 3 April 2022.

Board Recommendation: Dr Hewson has an interest in the resolution and therefore does not make a recommendation. The other Directors unanimously recommend a vote in favour of the resolution.

Resolution 6 – Election of Ms Angela Williams as a Director

Angela Williams is an internationally-trained multidisciplinary marketing expert and educator. Her career spans the US, Europe and Australia. With a strong background in entrepreneurial endeavors, she's worked across traditional and digital marketing, communications, business strategy and operations.

Currently, her focus is working with organisations in transformation stages and in building cohesive, high functioning teams.

Ms Angela Williams was appointed a Director of the Company on 3 April 2022.

Board Recommendation: Ms Angela Williams has an interest in the resolution and therefore does not make a recommendation. The other Directors unanimously recommend a vote in favour of the resolution.

Resolution 7 – Subsequent approval for the previous issue of 8,863,636 Ordinary Shares

a. Ratification of Ordinary Shares issued in reliance on Listing Rule Listing Rule 7.1A

On 27 May 2022, the Company issued a total of 8,863,636 Ordinary Shares at \$0.066 per Share through a placement to sophisticated and institutional investors, raising \$585,000. For the purpose of Resolution 7, 2,272,727 shares issued to a related party on 27 May 2022 without prior shareholder approval under Listing Rule 10.11 have been excluded.

In order to refresh the Company's ability under Listing Rule 7.1A to issue Equity Securities without obtaining Shareholder approval, Shareholders are asked to ratify and approve the previous issue of these Shares for the purposes of Listing Rule 7.4.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period ("15% share issue capacity").

ASX Listing Rule 7.1A provides that certain eligible companies may seek shareholder approval at its AGM to issue up to a further 10% of its fully paid ordinary securities on

issue at the start of the 12 month period commencing on the date of the AGM ("10% share issue capacity"). The Company is an eligible company and sought and received Shareholder approval to the 10% share issue capacity at its AGM on 22 December 2021. The Shareholder approval is valid for 12 months from the date of the last AGM.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under ASX Listing Rule 7.1A is treated as having been made with approval for the purpose of Listing Rule 7.1A if the issue did not breach ASX Listing Rule 7.1A and holders of securities subsequently approve it.

Accordingly, the Company is seeking Shareholder ratification for the issue of 8,863,636 Placement Shares issued under the Company's 10% share issue capacity under Listing Rule 7.1A.

If the Shareholders approve Resolution 7, the issue of 8,863,636 Placement Shares will be excluded from the calculations of the Company's 10% share issue capacity under Listing Rule 7.1A.

If the Shareholders do not approve Resolution 7, the issue of 8,863,636 Placement Shares will be counted in the calculations of the Company's 10% limit under ASX Listing Rule 7.1A, and the Company's ability under Listing Rule 7.1A to issue Equity Securities without obtaining Shareholder approval will be reduced accordingly.

b. Technical information required by ASX Listing Rule 7.4

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.4:

Requirement	Detail
The number of Ordinary Shares issued	8,863,636
Price at which the Ordinary Shares were issued	\$0.066
The terms of the Ordinary Shares	The Ordinary Shares issued rank equally with existing Shares.
The names of the persons to whom the Company issued the Ordinary Shares or the basis on which those persons were determined	The shares were issued to 14 new and existing sophisticated and institutional investors unrelated to DomaCom.
The use (or intended use) of the funds raised	To fund the Company's continued expansion, investment in its platform and for general working capital requirements.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 7.

Resolution 8 – Subsequent approval for the previous issue of 61,957,619 Ordinary Shares

a. Ratification of Ordinary Shares issued in reliance on Listing Rule 7.1 and Listing Rule 7.1A

On 11 July 2022, the Company issued a total of 61,957,619 Ordinary Shares at \$0.066 per Share through a placement to sophisticated and institutional investors, raising \$4,089,211.

In order to refresh the Company's ability under Listing Rule 7.1 and Listing Rule 7.1A to issue Equity Securities without obtaining Shareholder approval, Shareholders are asked to ratify and approve the previous issue of these Shares for the purposes of Listing Rule 7.4.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period ("15% share issue capacity").

ASX Listing Rule 7.1A provides that certain eligible companies may seek shareholder approval at its AGM to issue up to a further 10% of its fully paid ordinary securities on issue at the start of the 12 month period commencing on the date of the AGM ("10% share issue capacity"). The Company is an eligible company and sought and received Shareholder approval to the 10% share issue capacity at its AGM on 22 December 2021. Shareholder approval is valid for 12 months from the date of the last AGM.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 and Listing Rule 7.1A if the issue did not breach ASX Listing Rule 7.1 or Listing Rule 7.1A and holders of securities subsequently approve it.

Accordingly, the Company is seeking Shareholder ratification for the issue of 61,957,619 Placement Shares issued under the Company's 15% share issue capacity under Listing Rule 7.1 and 10% share issue capacity under Listing Rule 7.1A.

If the Shareholders approve Resolution 8, the issue of 61,957,619 Placement Shares will be excluded from the calculations of the Company's 15% share issue capacity under Listing Rule 7.1 and 10% share issue capacity under Listing Rule 7.1A.

If the Shareholders do not approve Resolution 8, the issue of 61,957,619 Placement Shares will be counted in the calculations of the Company's 15% limit under ASX Listing Rule 7.1 and 10% limit under ASX Listing Rule 7.1A, and the Company's ability under Listing Rule 7.1 and Listing Rule 7.1A to issue Equity Securities without obtaining Shareholder approval will be reduced accordingly.

b. Technical information required by ASX Listing Rule 7.4

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.4:

Requirement	Detail
The number of Ordinary Shares issued	61,957,619
Price at which the Ordinary Shares issued	\$0.066
The terms of the Ordinary Shares	The Ordinary Shares issued rank equally with existing Shares.
The names of the persons to whom the Company issued the Ordinary Shares or the basis on which those persons were determined	The shares were issued to 134 new and existing sophisticated and institutional investors unrelated to DomaCom.
The use (or intended use) of the funds raised	To fund the Company's continued expansion, investment in its platform and for general working capital requirements.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 8.

Resolution 9 – Approval of 10% Placement Capacity

Listing Rule 7.1A enables an Eligible Entity to seek approval by special resolution at its Annual General Meeting to issue Equity Securities up to 10% of its issued capital over a period of up to 12 months after the Annual General Meeting, in addition to those under the 15% annual placement capacity (**10% Placement Capacity**).

An Eligible Entity is one that, as at the date of the relevant Annual General Meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and had a market capitalisation at the close of business on 7 October 2022 of \$28,455,343 based on a share price of \$0.065.

The effect of Resolution 9 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the Annual General Meeting, without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

If the Shareholders do not approve Resolution 9, the Company will not be able to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the Annual General Meeting, without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has only one class of Equity Securities on issue, being fully paid ordinary shares.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

(A x D) - E

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

(a) plus, the number of Shares issued in the previous 12 months under an exception in Listing Rule 7.2;

(b) plus, the number of partly paid shares that became fully paid in the previous 12 months;

(c) plus, the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4; and

(d) less the number of Shares cancelled in the previous 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7. 1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Shares under Listing Rule 7.1.

TECHNICAL INFORMATION REQUIRED BY LISTING RULE 7.1A

In accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 9:

a) Minimum price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed (**Agreed Issue Date**); or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the Agreed Issue Date, the date on which the Equity Securities are issued.

b) Date of issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of this Annual General Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Annual General Meeting; and
- (ii) the date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) or such longer period if allowed by ASX.

c) Risk of dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the voting interests and may dilute the economic interests of Shareholders who do not receive Equity Securities under the issue.

The table below seeks to demonstrate the potential dilution of existing Shareholders resulting from the issue of Equity Securities under the 10% Placement Capacity calculated in accordance with the formula contained in Listing Rule 7.1A(2). The table does this by setting out the potential number of Shares issued, and funds raised on the basis of:

- (i) the current number of Shares on issue;
- (ii) the number of Shares on issue changing (variable 'A' in the formula); and
- (iii) a variation in the issue price of the Shares (noting that Shares may only be issued at up to a 25% discount based on the volume weighted average price of the Shares calculated over the 15 ASX trading days preceding the issue).

Number of shares on issues (Variable A)	Dilution Variable	Voting Dilution		
		\$0.0325 (50% decrease in current issue price)	\$0.065 (current issue price)	\$0.0975 (50% increase in current issue price)
437,774,500	Additional 10% shares issued	43,777,450	43,777,450	43,777,450
(Current)	Funds raised	1,422,767.13	2,845,534.25	4,268,301.38
656,661,750	Additional 10% shares issued	65,666,175	65,666,175	65,666,175
(50% increase)*	Funds raised	2,134,150.69	4,268,301.38	6,402,452.06
875,549,000	Additional 10% shares issued	87,554,900	87,554,900	87,554,900
(100% increase)*	Funds raised	2,845,534.25	5,691,068.50	8,536,602.75

*The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that does not require Shareholder approval (such as a pro-rata rights issue) or an issue of Shares with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. The current number of Shares on issue is the Shares on issue as at 7 October 2022.
2. The current issue price is the closing price of the Shares on the ASX on 6 May 2021, the last date DomaCom Limited Shares were traded prior to entering suspension.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

5. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.

Shareholders should note that there is a risk that:

- (i) the market price for the Shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

d) Purpose of issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for various purposes including the following:

- (i) to raise cash as consideration for general working capital; or
- (ii) to continue to invest in further developing the Fractional Investing Platform.

Securities issued under Listing Rule 7.1A can only be issued for cash consideration.

e) Allocation under the 10% Placement Capacity

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) Previous approval under Listing Rule 7.1A

The Company previously obtained approval under Listing Rule 7.1A at its Annual General Meeting on 22 December 2021 ("Previous Approval"). The Company has issued 36,165,021 Shares pursuant to the Previous Approval.

During the 12-month period preceding the date of the Meeting, being on and from 16 November 2021, the Company has issued 98,666,964 Shares, representing 25% of the total diluted number of equity securities on issue in the Company on 16 November 2021 which was 390,638,829.

Further details of the issues of Equity Securities by the Company during the 12-month period preceding the date of the Meeting are set out below.

Date	Quantity	Class	Recipients	Issue price and discount to market price (if applicable)	Form of consideration
Issue 1 2 December 2021 (Appendix 2A 2 December 2021)	22,542,679	Fully paid ordinary shares	A Shortfall Offer open to all existing and new shareholders.	\$0.066 1.5% premium to the closing market price of \$0.065 on 6 May 2021, prior to entering suspension	Cash consideration. Amount raised: \$1,487,817. Amount spent \$1,487,817. Use of funds: Development of Platform and general working capital requirements.
Issue 2 27 May 2022 (Appendix 2A 30 May 2022)	11,136,363	Fully paid ordinary shares	Private Placement under ASX Listing Rule 7.1A to new and existing sophisticated investors.	\$0.066 1.5% premium to the closing market price of \$0.065 on 6 May 2021, prior to entering suspension	Cash consideration. Amount raised: \$735,000. Amount spent \$735,000. Use of funds: Development of Platform and general working capital requirements.
Issue 3 11 July 2022 (Appendix 2A 12 July 2022)	61,957,619	Fully paid ordinary shares	Private Placement under ASX Listing Rule 7.1 and Listing Rule 7.1A to new and existing sophisticated investors.	\$0.066 1.5% premium to the closing market price of \$0.065 on 6 May 2021, prior to entering suspension	Cash consideration. Amount raised: \$4,089,203. Amount spent \$1,500,000. Use of funds: Development of Platform and general working capital requirements.

Date	Quantity	Class	Recipients	Issue price and discount to market price (if applicable)	Form of consideration
Issue 4 7 October 2022 (Appendix 2A 7 October 2022)	3,030,303	Fully paid ordinary shares	Private Placement under ASX Listing Rule 7.1 to new a related party with approval from ordinary shareholders under Listing Rule 10.11.	\$0.066 1.5% premium to the closing market price of \$0.065 on 6 May 2021, prior to entering suspension	Cash consideration. Amount raised: \$200,000. Amount spent: \$nil. Use of funds: Development of Platform and general working capital requirements.

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 9.

Business of Annual General Meeting

The Corporations Act requires 28 days' notice for the Annual General Meeting of a listed company. This Notice of Meeting is intended to satisfy that requirement.

Under the Constitution no business shall be transacted at any General Meeting unless a quorum of 5 Shareholders are present in the online meeting.

The agenda of the Annual General Meeting is now fixed and business not on the agenda cannot be brought to the meeting without leave of the Chair.

Only shareholders of the Company and invited guests may attend the virtual Annual General Meeting.

Voting Entitlement

The Board has determined that for the purpose of voting at the Annual General Meeting, Shares will be taken to be held by those persons who hold them at 7.00pm AEDT on Monday 14th November 2022. This means that if you are not the registered holder of a Share at that time you will not be entitled to vote at the Annual General Meeting in respect of that Share.

Proxy Form for Annual General Meeting

A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote on behalf of that Shareholder. A proxy need not be a Shareholder. A Shareholder can appoint an individual or a body corporate as its proxy. If a body corporate is appointed as a proxy, it must ensure that it appoints a corporate representative as required by the Corporations Act 2001 (Cth) to exercise its powers as proxy at the Meeting.

A Shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointments do not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise half the votes (disregarding fractions).

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the Resolutions by marking either "For", "Against" or "Abstain" on the Proxy Form for that item of business. If you sign the Proxy Form and do not appoint a proxy, you will have appointed the Chairman of the Meeting as your proxy.

Completed Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) must be lodged at the Company's share registry, Boardroom Pty Limited; or faxed to the fax number specified below not later than 11.00am (AEDT) on Monday 14th November 2022. Please read all instructions carefully before completing the proxy form.

Address (hand deliveries): Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000. Address (postal deliveries): Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001. Fax number for lodgement: +61 2 9290 9655.

Alternatively, please visit www.votingonline.com.au/dclagm2022 to submit your voting intentions.

Undirected proxies

Subject to any restrictions set out in this Notice of Meeting or the Proxy Form, the Chairman of the meeting intends to vote all undirected proxies in favour of all resolutions.

If you appoint the Chairman of the Meeting (or the Chairman is taken to be appointed) as your proxy and you do not direct the Chairman how to vote on a resolution, then by completing and returning the Proxy Form, you expressly authorise the Chairman to exercise the proxy and to vote in accordance with his stated intention to vote in favour of all resolutions.

If you have appointed the Chairman of the Meeting (or the Chairman is taken to be appointed) as your proxy and you direct the Chairman how to vote on a resolution by marking either "for", "against" or "abstain" for a resolution, then your vote will be cast in accordance with your direction.

Corporate representatives

A Shareholder, or proxy, that is a body corporate and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative. Evidence of the appointment of a corporate representative must be in accordance with section 250D of the Corporations Act and be lodged with the Company.

A Shareholder entitled to attend and vote at the Meeting may appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. The power of attorney appointing the attorney must be duly signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

A corporate representative or an attorney may, but need not, be a Shareholder of the Company.

Corporate representatives should provide prior to the Meeting appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to provide prior to the Meeting the original or a certified copy of the power of attorney pursuant to which they were appointed.

Questions and comments by Shareholders at the meeting

In accordance with the Corporations Act and the Company's best practice, a reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or to make comments on, the management of the Company.

Similarly, a reasonable opportunity will also be given to Shareholders at the meeting to ask the Company's auditors, 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.

We request that relevant written questions to the Company or the auditors be received no later than 11.00am (AEDT) on Monday 14th November 2022.

Please send written questions to:

On-line –via the Boardroom “Voting Online” facility.

Post to – Philip Chard, Level 8, 350 Collins Street, Melbourne VIC 3000

Email – philip.chard@domacom.com.au



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Monday 14 November 2022.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/dclagm2022>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person.

Please indicate the office held by signing in the appropriate place.

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) Monday 14, November 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/dclagm2022>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **DomaCom Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the virtually via <https://web.lumiagm.com/325-098-570> on **WEDNESDAY, 16 NOVEMBER, 2022 at 11:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.
The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.
Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<div></div>	<div></div>	<div></div>
Resolution 2	Increase to Non-Executive Fee Pool	<div></div>	<div></div>	<div></div>
Resolution 3	Re-election of Mr Ross Laidlaw as a Director	<div></div>	<div></div>	<div></div>
Resolution 4	Re-election of Mr George Paxton as a Director	<div></div>	<div></div>	<div></div>
Resolution 5	Election of Professor John R Hewson AM as a Director	<div></div>	<div></div>	<div></div>
Resolution 6	Election of Ms Angela Williams as a Director	<div></div>	<div></div>	<div></div>
Resolution 7	Subsequent approval for the previous issue of 8,863,636 Ordinary Shares	<div></div>	<div></div>	<div></div>
Resolution 8	Subsequent approval for the previous issue of 61,957,619 Ordinary Shares	<div></div>	<div></div>	<div></div>
Resolution 9	Approval of 10% Placement Capacity	<div></div>	<div></div>	<div></div>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary