

Notice of General Meeting

Notice is hereby given that a General Meeting of DomaCom Limited (the **Company**) will be held on **Wednesday 30th November 2022 at 11am AEDT**.

DomaCom advises that the meeting will be held as a hybrid meeting. Shareholders will be able to attend online through the following link: [DomaCom General Meeting - DomaCom Ltd](#) or attend in person at workspace 365, Level 5, 20 Bond Street, Sydney, NSW 2000.

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 General Meeting.

Attendee online registration via Zoom meeting facility will be available between 10.30am and 11.00am AEDT on the day of the meeting. It is recommended that shareholders attending online login into the meeting at least 15 minutes prior to the scheduled start time.

In order to provide for an efficient meeting, we request that any questions from Shareholders are provided to the Company Secretary prior to 11am on Monday 28th 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 11am on Monday 28th November 2022.

We note that the General Meeting on Wednesday 30th November 2022 is separate and in addition to the Annual General Meeting that has been notified separately.

By order of the Board,



Philip Chard
Company Secretary

AGENDA

1. Welcome & Apologies
2. Resolution

Resolution 1 – Selective share buy back

To consider and, if thought fit, pass the following resolution with or without amendment as a special resolution:

That, for the purposes of section 257D of the Corporations Act and for all other purposes, approval is given for the Company to conduct a selective buy-back of 2,272,727 Shares from HALO Investment Co Pty Limited (ACN 635 995 578) at \$0.066 per Share on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement for Resolution 1:

The Company will disregard any votes cast in favour of the resolution by or on behalf of HALO Investment Co Pty Limited or any of its associates.

3. Any other business

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 General Meeting on Wednesday 30th 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 Resolution in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of 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 General Meeting, please contact the Company Secretary or your professional adviser.

Resolution 1 - Selective share buy back.

a. Background

As announced on 27 May 2022, the Company undertook a capital raising, issuing a total of 11,136,363 ordinary shares in the Company (**Shares**) at \$0.066 per Share through a placement to sophisticated and institutional investors, raising \$735,000 (before costs) (**Tranche 1 Placement**). The Tranche 1 Placement was undertaken as part of an overall private placement which raised \$5 million in total (as announced on 12 July 2022)

Of the Tranche 1 placement, 2,272,727 ordinary Shares (**Halo Shares**) were issued to HALO Investment Co Pty Limited (ACN 635 995 578) (**Halo Investment**), a subsidiary of HALO Technologies Holdings Limited (**Halo**) for a total subscription amount of \$150,000.

Within the 6 months prior to the date of the Tranche 1 Placement, Halo Investment's parent company Halo had been controlled by Matthew Roberts, a director of the Company, resulting in Halo Investment being a related party of the Company per section 228(5) of the Corporations Act at that date, even though at the time of the Tranche 1 Placement Matthew Roberts no longer controlled Halo. This position was not identified at the time of undertaking the Tranche 1 Placement and as such, the issue of the Halo Shares resulted in an unintentional and inadvertent breach of Listing Rule 10.11 as the Halo Shares were issued to a related party without shareholder approval.

As at the date of this Notice, it has been more than 6 months since Matthew Roberts controlled Halo, and as such, Halo Investment is no longer a related party of the Company.

As noted in the notice of meeting for the Company's AGM (announced on 14 October 2022), the Company has been working with the ASX to rectify the situation. The ASX and the Company have agreed that the Company will seek to buy back the Halo Shares. The Company's shares are currently suspended from trading, and the ASX

have advised that they will require the breach in connection with the Halo Shares to be corrected as part of the process of seeking reinstatement to quotation.

Accordingly, in compliance with the corrective action required by the ASX, the Company is seeking to buy back from Halo Investment the Halo Shares in accordance with the Corporations Act (**Buy-Back**).

b. General

Section 257A of the Corporations Act provides that a company may buy back its own shares if:

- (i) the buy-back does not materially prejudice the company's ability to pay its creditors; and
- (ii) the company follows the procedures laid down in Division 2 of Part 2J.1 of the Corporations Act.

The procedure to conduct a buy-back differs for each type of buy-back. The Buy-Back proposed by the Company is classified as a selective buy-back given it is only in respect of the Halo Shares.

Section 257D(1) of the Corporations Act requires that for a selective buy-back, before a buy-back agreement is entered, the terms of the buy-back agreement must be approved by, or the buy-back agreement must be conditional upon, either:

- (i) a special resolution passed at a general meeting of the company proposing to buy back its shares, with no votes being cast in favour of the resolution by any person whose shares are proposed to be bought back or by their associates, or
- (ii) a resolution agreed to, at a general meeting, by all ordinary shareholders.

A special resolution must be passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Section 257D(2) of the Corporations Act requires the Company to include a statement setting out all the information known to the Company that is material to the decision on how to vote on the resolution. However, the Company does not have to disclose information if it would be unreasonable to require the Company to do so because the Company had previously disclosed the information to its members.

Section 257H(3) provides that immediately after the registration of the transfer to a company of shares bought back, the shares are cancelled.

c. ASIC Disclosure Requirements

In order for the Company to comply with the requirements of the Corporations Act (as interpreted by ASIC in ASIC Regulatory Guide 110), the Company provides the following information in relation to the Buy-Back:

- (i) **(Current Shares on issue)** the Company has 437,774,500 Shares on issue as at the date of this Notice;

- (ii) **(Number of Buy-Back Shares)** the number and percentage of shares to be bought back is 2,272,727 Shares representing approximately 0.52% of the Shares on issue as at the date of this Notice;
- (iii) **(Terms of the Buy-Back)** the Buy-Back will be undertaken as an off-market selective buy back of the Halo Shares from HALO Investment Co Pty Limited (ACN 635 995 578), a subsidiary of HALO Technologies Holdings Limited (ACN 645 531 219) pursuant to an agreement summarised in d below. The offer price at which the Shares will be bought back is \$0.066 per Share, the same price as that at which they were issued.
- (iv) **(Reason for the Buy-Back)** the Buy-Back is being undertaken in compliance with the corrective action required by the ASX as noted above;
- (v) **(Interests of Directors)** no Director will participate in the Buy-Back which is in respect of Halo Investment only. The following directors of the Company have an interest in Halo of which Halo Investment is a subsidiary:
 - Matthew Roberts (or entities of which he is a director) holds 50,409,335 shares in Halo (being a 38.92% interest in Halo) and 5,000,000 performance rights in Halo and is the managing director of Halo; and
 - George Paxton (or entities of which he is a director) holds 8,071,131 shares in Halo (being a 6.23% interest in Halo) and 5,000,000 performance rights in Halo and is the CEO of Halo.

However, as noted above, neither Matthew or George control Halo nor have they controlled Halo in the six months prior to the date of this Notice. No other Director has an interest in the Halo Shares or Halo.

- (vi) **(Financial Effect of the Buy-Back)** the Buy-Back will result in the cash reserves of the Company being decreased by \$150,000 plus the costs arising in connection with this Notice and holding the Meeting. The Company's most recent audited financial statements were released to the ASX on 29 August 2022;
- (vii) **(Source of funds)** the source of the funds to effect the Buy-Back will be the Company's cash reserves;
- (viii) **(Advantages of the Buy-Back)** The Directors (other than Matthew Roberts and George Paxton) consider the Buy-Back is in the best interests of Shareholders for the following reasons:
 - the Buy-Back is being proposed in order to satisfy ASX's required corrective action in respect of the issue of the Halo Shares, which is a requirement of ASX as part of the process of seeking reinstatement to quotation (it should be noted that the Company is continuing to work actively with the ASX to be readmitted to quotation, however, the reinstatement of the Company's Shares to trading on ASX is at the discretion of ASX and the reinstatement or timing for reinstatement cannot be guaranteed); and
 - the Buy Back will only result in the cancellation of the Halo Shares and is being undertaken at the same price at which the Halo Shares were issued (\$0.066 per Share).
 - the Buy-Back will not materially prejudice the Company's ability to pay its creditors or otherwise adversely affect the solvency of the Company.

- (ix) **(Disadvantages of the Buy-Back)** the Buy-Back will have the consequences that the Company will be required to fund the purchase price of the Buy-Back (\$150,000) from existing cash reserves. The Board believes that there are no other material disadvantages to the Company as a whole in the approval of the Buy-Back and, in particular, that the Buy-Back:
- will not materially prejudice the Company's ability to pay its creditors or otherwise adversely affect the solvency of the Company;
 - is not likely to adversely affect the interests of members; and
 - will not adversely affect the operations of the Company.
- (x) **(Effect on control)** the Buy-Back will not have a material effect on the control of the Company, and if completed the shareholding of HALO Investment will decrease from 59,546,546 Shares (approximately 13.60%) to 57,273,819 Shares (approximately 13.15%);
- (xi) **(Share price)** the Company's shares are currently suspended from trading and have been suspended from trading since 11 May 2021. The market price of Shares on 6 May 2021, prior to entering a trading halt and then suspension, was \$0.065.

d. Share buy back agreement

The Company and Halo Investment have entered into a share buy-back agreement under which, subject to Resolution 1 being approved, the Company will buy back the Halo Shares at a price of \$0.066 per Share (**Buy-Back Agreement**).

Completion under the Buy-Back Agreement is expected to occur on the first business day following the passing of Resolution 1.

The Buy-Back Agreement also includes various mechanical provisions to give effect to the Buy-Back, and customary warranties as to incorporation, title, lack of encumbrances, authority and solvency normal for this type of transaction.

e. Other material information

The Directors consider that an independent expert's report is not required to enable the non-associated Shareholders to assess the merits and decide to approve Resolution 1. This is because the Buy-Back is only being undertaken as a corrective measure due to an inadvertent breach of the ASX Listing Rules, is being undertaken at the same price as the subscription price for the Halo Shares (\$0.066 per Share) and the Shares of the Company remain suspended from trading on the ASX.

There is no information material to the making of the decision by a Shareholder whether or not to approve Resolution 1, being information that is known to the Directors and which has not been previously disclosed to Shareholders, other than as disclosed in this Explanatory Statement.

Board recommendation: The Board, with Matthew Roberts and George Paxton abstaining, recommends that the Shareholders vote in favour of Resolution 1.

Business of General Meeting

The Corporations Act requires 28 days' notice for General Meetings 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 meeting.

The agenda of the 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 General Meeting.

Voting Entitlement

The Board has determined that for the purpose of voting at the General Meeting, Shares will be taken to be held by those persons who hold them at 7pm AEDT on Monday 28th 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 General Meeting in respect of that Share.

Proxy Form for 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 Resolution 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 11am (AEDT) on Monday 28th 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 <https://www.votingonline.com.au/2dclgm2022> 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 the Resolution.

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 the 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 the Resolution.

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 the 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 Resolution.

We request that relevant written questions to the Company be received no later than 11am (AEDT) on Monday 28th 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 28 November 2022.**

TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/2dclgm2022>

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

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



Scan QR Code using smartphone
QR Reader App

BY SMARTPHONE

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 28, 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/2dclgm2022>
-  **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.

DomaCom Limited

ACN 604 384 885

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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:

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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 General Meeting of the Company to be held at workspace 365, Level 5, 20 Bond Street, Sydney, NSW and online on **WEDNESDAY, 30 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 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.

Resolution 1 Selective share buy back

For Against Abstain*

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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

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022