

ASX Announcement | 14 February 2025
DomaCom Limited (ASX: DCL)

Annual General Meeting

DomaCom Limited (ASX:DCL) (**'DomaCom'** or **'Company'**) advises that an Annual General Meeting will be held at will be held at 12 noon (AEDT) on Monday 17 March 2025 at Suite 6, Level 7, 99 York Street, Sydney, NSW 2000 ('AGM' or 'Meeting').

In accordance with Listing Rule 3.17, attached are the following documents:

- Letter to Shareholders
- Notice of Meeting
- Sample Proxy Form

This announcement has been authorised for release by the Board of Directors.

End

For further information, please contact:

DomaCom Limited

Darren Younger

Acting Chief Executive Officer

E: darren.younger@domacom.com.au

About DomaCom

DomaCom Limited (ASX:DCL) is the operator of an innovative managed investments platform for a wide range of assets across wholesale and retail markets. The platform offers investors and financial advisers easy access, reporting and transparency with comparatively lower minimum investments and competitive costs and structures. Investments on the platform can include a range of unique assets from agriculture, energy, securities, commercial and residential property.

As a leader in the Australian financial sector, DomaCom has a reputation for innovative structures and making portfolio diversification a reality for investors.

To learn more, please visit: www.domacom.com.au

14 February 2025

Dear Shareholder,

Annual General Meeting – Letter to Shareholders

DomaCom Limited (ASX:DCL) (**'DomaCom'** or **'Company'**), advises that the Annual General Meeting will be held at 12 noon (AEDT) on Monday 17 March 2025 at Suite 6, Level 7, 99 York Street, Sydney, NSW 2000 (AGM or Meeting).

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (Notice) to shareholders who have elected to receive the Notice in physical form. For further information on your right to elect to receive documents from the Company electronically or physically, please refer to the Corporate Governance section of the Company's website: <https://domacom.com.au/corporate/governance/>

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://domacom.com.au/investors/investor-centre/>. Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX:DCL).

The business of the Meeting affects your holding, and your vote is important, there are a number of ways in which you can exercise your vote.

To vote in person, attend the Meeting on the date and at the place set out above. If you plan to attend the Meeting in person, please bring your proxy form to facilitate your registration.

If you are unable to attend the Meeting, I encourage you to complete the proxy form and return or vote online by 12 noon (AEDT) Saturday 15 March 2025.

I hope to see you at the Annual General Meeting.

Giuseppe Porcelli
Chairman

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of DomaCom Limited ACN 604 384 885 (the **Company**) will be held at **Suite 6, Level 7, 99 York Street, Sydney, NSW 2000** on **Monday 17 March 2025 at 12 noon AEDT**.

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 meeting, we request that any questions from Shareholders are provided to the Company Secretary prior to 12 noon AEDT on Thursday 13 March 2025. We also strongly recommend that all Shareholders lodge their votes via the Company's share registry platform by appointing a proxy prior to 12 noon AEDT on Saturday 15 March 2025.

This Notice is given based on circumstances as at 14 February 2025.

Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://domacom.com.au/#>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

By order of the Board,

David Hwang
Company Secretary

AGENDA

1. Welcome & Apologies
2. Resolutions
3. Any other business

Resolution 1 – Election of Mr Giuseppe Porcelli as a Director

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

THAT Mr Giuseppe Porcelli, who was appointed to the board by the directors on 9 January 2025 in accordance with the Company's Constitution and is eligible for election, be elected as a Director of the Company.

Resolution 2 – Election of Mr Raymond Jourdan as a Director

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

THAT Mr Raymond Jourdan, who was appointed to the board by the directors on 15 August 2024 in accordance with the Company's Constitution and is eligible for election, be elected as a Director of the Company.

Resolution 3 – Election of Mr Alberto Basile as a Director

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

THAT Mr Alberto Basile, who was appointed to the board by the directors on 15 August 2024 in accordance with the Company's Constitution and is eligible for election, be elected as a Director of the Company.

Resolution 4 – Election of Mr Ross Landles as a Director

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

THAT Mr Ross Landles, who was appointed to the board by the directors on 23 May 2024 in accordance with the Company's Constitution and is eligible for election, be elected as a Director of the Company.

Resolution 5 – Re-election of Mr Steven James as a Director

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

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

Resolution 6 – Consolidation of Capital

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

“THAT, for the purposes of section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the terms and conditions set out in the Explanatory Statement and on the basis that:

***(a) every five (5) Shares be consolidated into one (1) Share;
(b) all Options on issue be consolidated in accordance with Listing Rule 7.22.1; and
(c) the Convertible Notes be reorganised in accordance with Listing Rule 7.21,
and where this consolidation results in a fraction of a Security being held, the Company be authorised to round that fraction up to the nearest whole Security.”***

Resolution 7 – Approval to issue 142,857,143 Options to Mr Groen

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

THAT for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 142,857,143 Options on the terms and conditions set out in the Explanatory Statement.

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 is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (expect a benefit solely by reason of being a holder of ordinary securities in the Company).

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 – Change of Company Name

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

THAT for the purposes of section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changes to Assetora Limited, effective from the date ASIC alters the details of the Company's of the Company's registration.

Resolution 9 – Appointment of Auditor

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

THAT for the purposes of section 327B(1) of the Corporations Act and for all other purposes, Hall Chadwick (NSW) Pty Ltd ACN 103 221 352, having been nominated by a shareholder and consented in writing to act as auditor of the Company, be appointed as auditor of the Company, effective immediately.

Resolution 10 – Adoption of Employee Incentive Plan

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

THAT, for the purposes of ASX Listing Rule 7.2 (exception 13(b)) and Section 260C(4) of the Corporations Act and for all other purposes, the Shareholders of the Company approve the Employee Incentive Plan (Incentive Plan) (a summary of which is contained in the Explanatory Statement which accompanies and forms part of this Notice of Meeting) and the issue of up to 36,596,517 securities of the Company under the Incentive Plan within three years from the date of this resolution as an exception to Listing Rules 7.1 and 7.1A."

Voting Exclusion Statement for Resolution 10:

The Company will disregard any votes cast in favour of the resolution by a person who is eligible to participate in the Employee Incentive Plan, or an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of 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 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.

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Resolution 11 – Approval to issue Director fee options to Mr Raymond Jourdan a Director of the Company

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

THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholder approve and authorise the Company to issue Mr Raymond Jourdan or his nominee, options in accordance with the terms summarised in the Explanatory Statement."

Resolution 12 – Approval to issue Director fee options to Mr Alberto Basile a Director of the Company

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

THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholder approve and authorise the Company to issue Mr Alberto Basile or his nominee, options in accordance with the terms summarised in the Explanatory Statement."

Resolution 13 – Approval to issue Director fee options to Mr Vinuraj Koliyat

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

THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholder approve and authorise the Company to issue Mr Vinuraj Koliyat or his nominee, options in accordance with the terms summarised in the Explanatory Statement."

Voting Exclusion Statement for Resolutions 11 - 13:

The Company will disregard any votes cast in favour of the resolution 11 by or on behalf of Mr Raymond Jourdan, resolution 12 by or on behalf of Mr Alberto Basile, resolution 13 by or on behalf of Vinuraj Koliyat, any of their associates and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of 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 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 14 – Approval of 10% Placement Capacity

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

THAT for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issues capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.

Voting Exclusion Statement for Resolution 14:

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.

Resolution 15 – Approval to issue 3,571,429 Shares to TMSPC Pty Ltd

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

THAT for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 3,571,429 Shares on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement for Resolution 15:

The Company will disregard any votes cast in favour of the resolution by a person, or an associate of that person, who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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.

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 Monday 17 March 2025.

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.

Resolution 1 – Election of Mr Giuseppe Porcelli as a Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Giuseppe is the Founder, Chairman, and CEO of Lakeba Group, a global technology company renowned for delivering transformative innovation across industries. With a proven track record in building scalable, AI-powered solutions, Giuseppe has led Lakeba's growth from startup to a global technology powerhouse. His entrepreneurial spirit, visionary leadership, and deep understanding of technology and innovation will be invaluable in guiding DomaCom's evolution as a fund-first, technology-driven company.

Mr Giuseppe Porcelli was appointed a Director of the Company on 9 January 2025.

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

Chair's Intention

The Chair intends to vote all undirected proxies in favour of Resolution 1.

Resolution 2 – Election of Mr Raymond Jourdan as a Director

Ray has a background in law and business with experience that spans property, financial services, tourism & hospitality, technology and humanitarian development. As a strong strategic and innovative thinker, Ray has been working in the property space for more than 20 years, both investing and developing. Ray has a strong interest and has invested in PropTech businesses and is passionate about making it easier for people to invest in property and buy homes. Ray holds an LLB and practising certificate with the Law Society of NSW and is also a licensed real estate agent.

Mr Raymond Jourdan was appointed a Director of the Company on 15 August 2024.

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

Chair's Intention

The Chair intends to vote all undirected proxies in favour of Resolution 2.

Resolution 3 – Election of Mr Alberto Basile as a Director

Dr. Basile's career spans multiple continents, including Australia, China, and Europe, providing him with a diverse perspective and a deep understanding of global financial markets. With nine years of experience at Risk Oversight of the Interest Rate Derivative desk of National Australia Bank, Dr. Basile honed his skills in finance and risk management, laying a strong foundation for his subsequent roles. As Head of Finance and advisor to the Board of Panthera Group, he played a crucial role in overseeing a commercial property business with a portfolio of regional shopping centres in NSW. Furthermore, Dr. Basile has held various key positions such as AMLCTF Compliance Officer for the digital currency exchange Paid By Coins, Chief Risk Officer at Lakeba Group, and nonexecutive Director for a public company Bricklet and an ASX-listed company Gratifii (ASX:GTI), a digital loyalty platform previously known as Mobecom. He is also a Graduate of the Australian Institute of Company Directors and holds a PhD in Mathematics from the Australian National University, underscoring his commitment to excellence and continuous learning.

Mr Alberto Basile was appointed a Director of the Company on 15 August 2024.

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

Chair's Intention

The Chair intends to vote all undirected proxies in favour of Resolution 3.

Resolution 4 – Election of Mr Ross Landles as a Director

Ross is a dynamic and experienced financial services executive with exceptional business development and delivery skills. He has a strong banking background and brings more than 25 years of global experience as a leader in equity capital markets transactions as well as mergers and acquisitions across multiple sectors. Over the course of his working career, Ross has held senior leadership roles, including Director and Managing Director titles with global financial institutions Rothschild Bank AG, Credit Suisse AG, UBS AG and Macquarie Bank Ltd.

Mr Ross Landles was appointed a Director of the Company on 23 May 2024.

Resolution 5 – Re-election of Mr Steven James 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 and a director appointed by directors under rule 9.1(b) and standing for election) 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.

Mr Steven James was appointed as a Non-Executive Director of the Company on 12 April 2023 and was elected by shareholders on 27 November 2023.

Steven has over 30 years' experience in the financial services industry. He has held senior roles at the Commonwealth Bank of Australia, National Australia Bank and Westpac, and was also a foreign exchange dealer at Deutsche Bank and Bank of America. Steven has, over time, built up a detailed knowledge of the FX trading, financial planning and stock-broking financial market segments. While working in the stock-broking sector, Steven was a key figure in developing Australia's largest wholesale broking business. He is currently a Director at Aston Consulting, which provides specialist strategic advice services, covering areas like capital raising, marketing and implementation, product distribution and implementation, digital transformation and corporate change

management. Steven is also a highly experienced Company Director. He has been on the boards of a wide range of listed and unlisted entities, including sporting bodies, financial services organisations and property industry business groups.

Steven holds a Masters Degree in Financial Services Law from the Macquarie Graduate School of Management, a Master Stockbroker Qualification and a Diploma of Financial Markets. Steven is also a graduate of the Australian Institute of Company Directors and a Fellow of the Governance Institute of Australia.

Mr Steven James retires by rotation and seeks re-election at this Annual General Meeting.

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

Chair's Intention

The Chair intends to vote all undirected proxies in favour of Resolution 5.

Resolution 6 – Consolidation of Capital

Background

Under section 254H of the Corporations Act, a company may consolidate its shares if the consolidation is approved by an ordinary resolution of shareholders at a general meeting.

The Company proposes to consolidate its share capital through the consolidation of every 5 Shares into one Share (Share Consolidation).

The Share Consolidation ratio was determined so that the share price of the Company following implementation of the Share Consolidation would be approximately \$0.055 per Share, based on the closing price of the Shares of \$0.011 on 5 February 2024 (the last trading day).

If the Share Consolidation is approved, it is expected that it will take effect on and from Monday 24 March 2025.

Effect on Shareholders

As the Share Consolidation applies equally to all Shareholders, individual shareholdings will be reduced in the same ratio as the total number of Shares (subject only to the rounding of fractions). As such, the Share Consolidation will have no material effect on the percentage interest of each individual Shareholder.

Similarly, other than minor changes as a result of rounding, the aggregate value of each Shareholder's Shares (and the Company's market capitalisation) should not change as a result of the Share Consolidation alone (that is, assuming no other market movements or impacts occur).

Shareholders should note that the Share Consolidation, if approved, would also have an effect on the Company's share price. The price per Share may increase proportionately to reflect the reduced number of Shares on issue (although this is not certain and may be impacted by market movements or other events). As noted above in section 1, the Company has chosen the ratio of 5:1 to achieve a price per Share of approximately \$0.055.

If Resolution 6 is passed, the Share Consolidation will be implemented and binding upon all Shareholders, regardless of how (or if) they vote on the resolution.

Reasons for Share Consolidation

At the date of this Notice, the Company has a total of 731,930,344 Shares on issue. The Share Consolidation is expected to result in a more appropriate and effective capital structure for the Company and a more appealing share price to a wider range of investors.

The Board also considers the Share Consolidation will have the following benefits:

- better market perception from investors who equate a low share price with the perception of a poorly performing company; and
- interest from quality, long term institutional investors, equity funds and lending institutions who seek stability and long term growth.

Following implementation of the Share Consolidation, the Company expects there will be 146,386,069 Shares on issue (rounded up to the nearest whole number for each holder and assuming no further share issues occur between the date of this Notice and the effective date for the Share Consolidation).

Treatment of fractions

Where the consolidation of a Shareholder's Shares results in an entitlement to a fraction of a Share, the fraction will be rounded up to the next whole number of Shares.

Options

At the date of this Notice, the Company has 18,532,570 Options on issue.

The Options comprise:

- (1) 17,420,070 Options with an exercise price of \$0.02 per Share expiring 1 March 2029; and
- (2) 1,112,500 Options with an exercise price of \$0.10 per Share expiring 17 November 2028.

Listing Rule 7.22 provides that, in a consolidation of capital, the number of options on issue must be consolidated in the same ratio as the entity's ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

Accordingly, if Resolution 6 is passed, the Options will also be consolidated on a 5:1 basis, and the applicable exercise price will be revised upwards in inverse proportion to that ratio.

The following table sets out the number of Options that will be on issue and their applicable exercise price if the Share Consolidation is implemented:

Pre-consolidation		Post-consolidation	
(1)			
No. of Options	17,420,070	No. of Options	3,484,014
Exercise Price	\$0.02	Exercise Price	\$0.1
(2)			
No. of Options	1,112,500	No. of Options	222,500
Exercise Price	\$0.10	Exercise Price	\$0.5

Convertible Notes

At the date of this Notice, the Company has 2,801,000 Convertible Notes on issue, held by various noteholders.

Under the terms of the Convertible Note Deed Poll, the Convertible Notes are convertible into Shares based on the applicable "conversion price". At the date of this Notice, the "conversion price" is \$0.08. The total number of Shares to be issued on conversion of the Convertible Notes is determined by dividing the aggregate face value of the Convertible Notes by the "conversion price". As at the date of this Notice, the total number of Shares which could be issued on conversion of all of the Convertible Notes is approximately 35,012,500.

The Convertible Note Deed Poll also provides that if there is any reorganisation of the issued share capital of the Company, the rights of the noteholders will be varied to the extent necessary to comply with the Listing Rules which apply to the reorganisation at the time of the reorganisation. Listing Rule 7.21 provides that an entity may only reorganise its capital if, in respect of its convertible securities, the number of securities or the conversion price, or both, is reorganised so that the holder of the convertible securities will not receive a benefit that holders of ordinary securities do not receive.

If the Share Consolidation is approved by shareholders, the Company will revise the conversion price upwards from \$0.08 to \$0.40, being an increase that is in inverse proportion to the consolidation ratio applied to the Shares. As a result, the total number of Shares which would be issued on conversion of all of the Convertible Notes would be reduced to 7,002,500.

For the purposes of Listing Rule 7.21, the Company considers this treatment would ensure that the holders of the Convertible Notes do not receive a benefit that holders of Shares do not receive under the Share Consolidation. This is because the aggregate value of the Shares issued to noteholders on conversion of the Convertible Notes after the Share Consolidation would be the same as the aggregate value of those Shares prior to the Share Consolidation (assuming an approximate share price of \$0.011 prior to the Share Consolidation and an approximate share price of \$0.055 post the Share Consolidation, and that no other market movements or impacts occur that would have an effect on the share price).

Timetable

An indicative timetable to implement the Share Consolidation is set out in Appendix A to this Notice.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 6.

Chair's Intention

The Chair intends to vote all undirected proxies in favour of Resolution 6.

Resolution 7 – Approval to issue 142,857,143 Options

Approval of Options proposed to be issued in reliance on Listing Rule 7.1

DomaCom intends to issue 142,857,143 Options (with shareholder approval) to a sophisticated investor as announced to ASX on 9 January 2025 as part of a placement (which raised \$2m) which was also announced on that day.

Resolution 7 seeks Shareholder approval for the issue of up to 142,857,143 Options (on a pre consolidation basis) (**Options**).

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").

The issue of the Options, the subject of Resolution 7, does not fall within any exemptions to Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder approval of the proposed issue up to 142,857,143 Options for the purposes of Listing Rule 7.1.

If the Shareholders approve Resolution 7, it will allow the Company to issue the Options during the 3 months after the Meeting.

If the Shareholders do not approve Resolution 7, the Company will not be able issue the Options unless it has placement capacity pursuant to Listing Rule 7.1.

Information required by ASX Listing Rule 7.1

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3:

Requirement	Detail
The names of the persons to whom the Company will issue the Options or the basis on which those persons were determined	A sophisticated investor is Martin Groen, who currently is a substantial shareholder of the Company.
The number of Options proposed to be issued	Up to 142,857,143 Options (which may be exercised into 142,857,143 Shares).
Material terms of Options	Each Option exercisable at \$0.021 per option, expiring on 31 December 2025.
The proposed date on which the Options will be issued	No later than 3 months after the date of the Meeting.
Price at which the Options will be issued	The Company has agreed to issue the Options for nil cash consideration.
The use (or intended use) of the funds raised	No funds will be raised from the issue (other than in respect of funds received on exercise of the Options which will be applied to general working capital).
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting.

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

Chair's Intention

The Chair intends to vote all undirected proxies in favour of Resolution 7.

Resolution 8 – Change of Company Name

The Company proposes to change its name from DomaCom Limited to Assetora Limited which more accurately reflects the proposed future operations of the Company. The change of name will take effect from when ASIC alters the details of the Company's registration.

The Company also proposes to change its ASX ticker code from DCL to AOH to reflect this change, subject to confirmation by ASX.

This change of name will not in itself, affect the legal status of the Company or any of its assets or liabilities.

The proposed name has been reserved by the Company and if this Resolution is passed the Company will lodge a copy of the Special Resolution with ASIC following the Meeting in order to affect the change.

Pursuant to section 157(1) of the Corporations Act, a change in Company name can only be affected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Board Recommendation

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

Chair's Intention

The Chair intends to vote all undirected proxies in favour of Resolution 8.

Resolution 9 – Appointment of Auditor

On 17 January 2025, pursuant to section 327C(1) of the Corporations Act, Hall Chadwick (NSW) Pty Ltd was appointed as auditor of the Company to fulfil a casual vacancy.

Under section 327C(2) of the Corporations Act, an auditor who has been appointed under section 327C(1) of the Corporations Act only holds office until the company's next annual general meeting.

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination which nominated Hall Chadwick (NSW) Pty Ltd to be appointed as the new auditor of the Company. A copy of the notice of nomination is set out in Appendix B to this Notice of Meeting.

Accordingly, under this Resolution, Shareholder approval is being sought to appoint Hall Chadwick (NSW) Pty Ltd as the auditor of the Company.

Board Recommendation

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

Chair's Intention

The Chair intends to vote all undirected proxies in favour of Resolution 9.

Resolution 10 – Adoption of Employee Incentive Plan

This Resolution seeks Shareholder approval of the Incentive Plan and the issue of securities of the Company under the Incentive Plan.

The Company has established the Incentive Plan to:

- (a) assist in the reward, retention and motivation of Eligible Participants (as defined below);
- (b) align the interests of Eligible Participants with the interests of the Shareholders of the Company;
- (c) encourage participation by Eligible Participants in the growth and success of the Company through share ownership; and
- (d) promote the long-term success of the Company (and its associated entities) (Group).

A summary of the key terms of the Incentive Plan is provided in Annexure C.

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

In addition, Listing Rule 7.1A allows shareholder approval to be sought by a company to authorise an additional 10% placement capacity to be added to the Company's 15% placement capacity under Listing Rule 7.1. This approval is being sought by the Company under Resolution 14.

If this Resolution 10 is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula used to calculate the number

of securities which the Company may issue in any 12 month period under Listing Rule 7.1 (15% capacity) and the further 10% capacity under Listing Rule 7.1A during the period of three years following the date of the passing of this Resolution.

Shareholder approval for the Incentive Plan has not been previously sought from Shareholders under ASX Listing Rule 7.2 (exception 13(b)). Accordingly, this is the first time that the Company has sought Shareholder approval for the Incentive Plan for the purposes of ASX Listing Rule 7.2 (exception 13(b)).

If this Resolution is approved by Shareholders, the Company may issue up to a maximum of 36,596,517 securities under the Incentive Plan during the three-year period following such approval in reliance on ASX Listing Rule 7.2 (exception 13(b)), which represents 5% of the total issued capital of the Company as at the date of this Notice of Meeting.

If the Incentive Plan is not approved by Shareholders, the Company still proposes to issue securities to Eligible Participants under the Incentive Plan but any issue of securities will be counted towards the Company's issue cap for the purposes of ASX Listing Rules 7.1 and 7.1A.

Approval of the Incentive Plan for the purposes of the Corporations Act – Financial Assistance - section 260C(4)

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

- a) giving the assistance does not materially prejudice:
 - (i) the interests of the company or its shareholders; or
 - (ii) the company's ability to pay its creditors; or
- b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- c) the assistance is exempted under section 260C of the Corporations Act.

Section 260C of the Corporations Act provides for certain specific instances of exempted financial assistance, including a special exemption for employee share schemes that have been approved by a resolution passed at a general meeting of the company (section 260C(4)).

It is possible that administration of the Incentive Plan on behalf of Eligible Participants, the issue or transfer of Shares to an Eligible Participant under the Incentive Plan (including at less than their market value) or the grant of Performance Rights to Eligible Participants could be determined to be the provision of financial assistance by the Company for the purposes of section 260A.

Whilst the Directors do not believe that the provision of this financial assistance will materially prejudice the interests of the Company or its Shareholders or the Company's ability to pay its creditors, the Directors are seeking Shareholder approval of the Incentive Plan for the purposes of section 260C(4) of the Corporations Act.

Board Recommendation

The Board recommends that the Shareholders vote in favour of Resolution 10.

Chair's Intention

The Chair intends to vote all undirected proxies in favour of Resolution 10.

Resolution 11 - 13 – Approval to Issue Director fee Options in lieu of cash Director fees

Resolutions 11 – 13 seek Shareholder approval for the grant of the following Options to Related Parties for payment of services provided to the Company as a Director:

- a) **Resolution 11:** Options up to equal in value to \$11,936.89 for the period up to 12 December 2024 to Raymond Jourdan, Director of the Company, appointed to the Board on 15 August 2024.
- b) **Resolution 12:** Options up to equal in value to \$38,218.11 for the period up to 31 August 2025 to Alberto Basile, Director of the Company, appointed to the Board on 15 August 2024.
- c) **Resolution 13:** Options up to equal in value to \$14,745.57 to Vinuraj Koliyat, prior Director of the Company, appointed to the Board on 15 August 2024, resigned 9 January 2025.

The above-mentioned Directors each executed a Letter of Appointment pursuant to which they agreed to provide services to the Company as a Director for a total annual amount of \$36,614.04 per annum pro-rated into Options.

The proposed issue of Options to each Director is in the Board's view a cost effective and efficient method to remunerate those Directors and preserve the Company's cash reserves. If the Resolutions are not approved each Director who is not granted Options will instead receive their remuneration in cash.

ASX Listing Rules

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company must not issue, or agree to issue equity securities to persons in a position of influence without Shareholder approval:

A person in a position of influence for the purposes of ASX Listing Rule 10.11 includes:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30% +) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10% +) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders.

Messrs Jourdan, Basile and Koliyat, Directors and prior Director of the Company, are person in a position of influence for the purposes of ASX Listing Rule 10.11.

The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11.

To this end, Resolutions 11 – 13 seeks the Shareholder approval to issue the Options to Messrs Jourdan, Basile and Koliyat under and for the purposes of ASX Listing Rule 10.11.

If approval is obtained under ASX Listing Rule 10.11, in accordance with ASX Listing Rule 7.2 (exception 14), separate approval is not required under ASX Listing Rule 7.1.

If Resolutions 11-13 are not passed, the Company will not be able to proceed with the issue of Options. In this instance, the Company would use its existing cash reserves to satisfy payment of the Directors' fees.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company, unless either:

- a) The giving of the financial benefit falls within one of the exceptions to the provisions; or
- b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of shares (which is a type of security, for the purposes of Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the ASX Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable ground to believe will become a “related party” of a public company.

The other non-conflicted directors of the Company considered the proposed issue of Options, and formed the view that the giving of a financial benefit to that director was reasonable given that it is customary for Director fees to be paid to Directors, and the number/value of the Options reflects the cash Director fees that otherwise would have been paid by the Company in any event.

Accordingly, the non-conflicted directors of the Company believe that the issue of these Options falls within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of this Resolution.

Therefore, the proposed issue of shares requires Shareholders approval under and for the purposes of Listing Rule 10.11 only.

Technical information required by ASX Listing Rule 10.13

Requirement	Detail
The names of the persons	Mr Raymond Jourdan (Resolution 11) Mr Alberto Basile (Resolution 12) Mr Vinuraj Koliyat (Resolution 13)
The number of Options proposed to be issued	<ul style="list-style-type: none"> Up to 852,656 Options on a pre consolidation basis (Resolution 11) Up to 2,729,934 Options on a pre consolidation basis (Resolution 12) Up to 1,053,281 Options on a pre consolidation basis (Resolution 13)
The proposed date on which the Options will be issued	The issue date will be no later than 1 month after the Annual General Meeting.
The consideration received for the issue of Options	The Company has agreed to issue the Options for nil cash consideration. The estimate of the AUD equivalent of the consideration being provided for the securities is \$0.014 per Option, the deemed fair value.
The purpose of the issue of Options	<p>The proposed issues to be made are in lieu of Director remuneration.</p> <p>The Directors that are subject to Resolutions 11 -13 total annual remuneration is \$36,614.04 per annum pro-rated into Options.</p>
Material terms of relevant agreement	<p>The Options are to be issues as follows:</p> <ul style="list-style-type: none"> Up to 852,656 Options on a pre consolidation basis. For the period 15 August 2024 – 12 December 2024. Nil exercise price, expiring on 31 August 2026 (Resolution 11)

Requirement	Detail
	<ul style="list-style-type: none"> Up to 2,729,934 Options on a pre consolidation basis. For the period 15 August 2024 – 31 August 2025. Nil exercise price, expiring on 31 August 2026 (Resolution 12) Up to 1,052,281 Options on a pre consolidation basis. For the period 15 August 2024 – 9 January 2025. Nil exercise price, expiring on 31 August 2026 (Resolution 13)
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

Board Recommendation

The non conflicted Directors recommend that Shareholders vote in favour of Resolutions 11 – 13.

Chair's Intention

The Chair intends to vote all undirected proxies in favour of Resolutions 11 - 13.

Resolution 14 – 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 (**10% Placement Capacity**), in addition to those under the 15% annual placement capacity.

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

- is not included in the S&P/ASX 300 Index; and
- 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 17 January 2025 of \$8,051,234 based on a share price of \$0.011.

The effect of Resolution 14 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 14, 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 other than exception 9,16 or 17;
- b) plus the number of fully paid ordinary securities issued in the previous 12 months on the conversion of convertible securities within rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement date of the previous 12 months; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
- c) plus the number of fully paid ordinary securities issued in the previous 12 months under an agreement to issue securities with rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4.
- d) plus, the number of partly paid shares that became fully paid in the previous 12 months;
- e) 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
- f) 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 relevant period where the issue or agreement has not been subsequently approved by the holders of ordinary shares under Listing Rule 7.4.

As the Company has been admitted to the official list for 12 months or more, the relevant period means the 12 month period immediately preceding the date of issue or agreement.

INFORMATION REQUIRED BY LISTING RULE 7.1A

In accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 14:

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 10 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).

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.006 50% decrease in issue price	\$0.011 issue price ^(b)	\$0.022 100% increase in issue price
"A" is the number of shares on issue,^(a) being 731,930,344 Shares	10% voting dilution^(c)	73,193,034	73,193,034	73,193,034
	Funds raised	\$402,562	\$805,123	\$1,610,247
"A" is a 50% increase in shares on issue, being 1,097,895,516 Shares	10% voting dilution^(c)	109,789,551	109,789,551	109,789,551
	Funds raised	\$603,843	\$1,207,685	\$2,415,370
"A" is a 100% increase in shares on issue, being 1,463,860,688 Shares	10% voting dilution^(c)	146,386,068	146,386,068	146,386,068
	Funds raised	\$805,123	\$1,610,247	\$3,220,493

The table above uses the following assumptions:

- (i) The current number of Shares on issue is the Shares on issue as at 7 February 2025.
- (ii) The current issue price is the closing price of the Shares on the ASX last trading day on 5 February 2024.
- (iii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- (iv) 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.
- (v) 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 27 November 2023 ("Previous Approval").

During the 12-month period preceding the date of the Meeting, being on and from 27 November 2023, the Company issued 43,550,117 Shares under Listing Rule 7.1A, which was completed on 22 November 2024. The dilutionary impact of the issue of these Shares at the time of issue was approximately 9.09%.

Board Recommendation

The Board recommends that the Shareholders vote in favour of Resolution 14.

Chair's Intention

The Chair intends to vote all undirected proxies in favour of Resolution 14.

Resolution 15 – Approval to issue 3,571,429 Shares to TMSPC Pty Ltd

Approval of Shares proposed to be issued in reliance on Listing Rule 7.1

DomaCom has engaged TMSPC Pty Ltd to provide certain marketing, branding, design, development, hosting and related services intends to issue 3,571,429 Shares for services rendered.

Resolution 15 seeks Shareholder approval for the issue of up to 3,571,429 Shares (on a pre consolidation basis) (**Shares**).

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").

The issue of the Shares the subject of Resolution 15 does not fall within any exemptions to Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder approval of the proposed issue up to 3,571,429 Shares for the purposes of Listing Rule 7.1.

If the Shareholders approve Resolution 15, it will allow the Company to issue the Shares during the 3 months after the Meeting.

If the Shareholders do not approve Resolution 15, the Company will not be able issue the Shares unless it has placement capacity pursuant to Listing Rule 7.1.

Information required by ASX Listing Rule 7.1

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3:

Requirement	Detail
The names of the persons to whom the Company will issue the Shares or the basis on which those persons were determined	As of the date of this Notice, TMSPC Pty Ltd is not: <ul style="list-style-type: none">- a related party of the Company;- a member of the Company's KMP;- a substantial holder of the Company;- an adviser to the Company; or- an associate of any of the above.
The number of Shares proposed to be issued	Up to 3,571,429 Shares.
The proposed date on which the Shares will be issued	No later than 3 months after the date of the Meeting.
Price at which the Shares will be issued	The issue price, per Share will be \$0.014.
The use (or intended use) of the funds raised	No funds will be raised from the issue. The proposed shares are to be issued as payment for services rendered.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting.

Board Recommendation

The Board recommends that the Shareholders vote in favour of Resolution 15.

Chair's Intention

The Chair intends to vote all undirected proxies in favour of Resolution 15.

Business of the 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 Annual General Meeting unless a quorum of 5 Shareholders are present.

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 12noon AEDT on Saturday 15 March 2025. 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 12 noon (AEDT) on Saturday 15 March 2025. Please read all instructions carefully before completing the proxy form.

Address (hand deliveries): Boardroom Pty Limited, Level 8, 210 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/dclagm2025> 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 Resolutions the subject of the Notice of Meeting.

We request that relevant written questions to the Company be received no later than 12noon (AEDT) on Thursday 13 March 2025.

Please send written questions to:

On-line –via the Boardroom “Voting Online” facility, or email – david@confidantpartners.com.au.

Appendix A: Indicative Timetable

No.	Event	Date
1.	Annual General Meeting held Annual General Meeting to approve consolidation	Monday, 17 March 2025
2.	Company to inform ASX Company to inform ASX of the results of the Annual General Meeting	Monday, 17 March 2025
3.	Effective date of Consolidation Effective date of Consolidation (being the date specified in the notice of Meeting)	Tuesday, 18 March 2025
4.	Last day for trading in pre-consolidation Last day for trading in pre-consolidation	Wednesday, 19 March 2025
5.	Deferred settlement basis Unless otherwise determined by ASX, trading in post-consolidation commences on a deferred settlements basis	Thursday, 20 March 2025
6.	Record date for Consolidation Last day for the Company to register transfers on a pre-consolidation basis	Friday, 21 March 2025
7.	First day to update the register First day for the Company to update its register and send holding statements to Shareholders reflecting the change in the number of securities held	Monday, 24 March 2025
8.	Final day to update the register	Friday, 28 March 2025

Appendix B: Auditor Notice of Nomination

21 January 2025

Company Secretary
DomaCom Limited
Level 6, 607 Bourke Street
MELBOURNE VIC 3000

Dear Sir,

NOMINATION OF AUDITOR – DOMACOM LIMITED

For the purposes of section 328B(1) of the *Corporations Act 2001* (Cth), I Raymond Jourdan, sole director of miHubb Ventures Pty Limited, a shareholder of DomaCom Limited ACN 604 384 885 (**Company**), hereby nominate Hall Chadwick (NSW) Pty Ltd for appointment as auditor of the Company at the next Annual General Meeting.

Yours Faithfully

Signed by

2095915DA838878C8888
Powered by DocuSign

Raymond Jourdan

Appendix C: Key Terms of the Incentive Plan

DomaCom Limited (the "Company") has adopted the Employee Incentive Plan (the "Plan") to encourage the attraction, retention, and motivation of employees and other eligible participants. A summary of the key terms of the Plan is as follows:

- **Purpose:** The Plan allows eligible employees to acquire securities in the Company, sharing in its growth and aligning their interests with long-term corporate objectives and shareholder returns.
- **Eligible Participants:** Employees, directors, contractors, and consultants of the Company or its group entities may be invited to participate, subject to eligibility requirements outlined by the Board.
- **Awards:** Participants may receive Shares, Options, or Performance Rights under the Plan. Awards may be subject to vesting conditions, performance hurdles, and other terms as determined by the Board.
- **Vesting Conditions:** The Board has absolute discretion in determining vesting conditions for awards, which may include time-based service or specific performance goals. Accelerated vesting is permitted in cases of change of control or other significant corporate events.
- **Exercise of Awards:** Awards may be exercised by providing a Notice of Exercise and paying the applicable exercise price. A cashless exercise facility may be offered at the Board's discretion.
- **Holding Restrictions:** Securities issued under the Plan may be subject to holding locks or restriction periods as determined by the Board.
- **Cessation of Employment:**
 - **Good Leavers:** Unvested awards may vest at the Board's discretion or lapse within 30 days unless waived. Vested awards must be exercised within 60 days.
 - **Bad Leavers:** All awards, vested or unvested, automatically lapse upon cessation of employment.
- **Change of Control:** In the event of a takeover, merger, or similar event, the Board may accelerate vesting or waive vesting conditions for unvested awards.
- **Administration:** The Plan is administered by the Board, which may delegate responsibilities. The Board has the authority to amend or terminate the Plan at its discretion, subject to compliance with applicable laws and shareholder rights.
- **Limitations:** Offers under the Plan are capped at 5% of issued share capital within three years for listed companies, with certain exclusions.
- **Termination:** The Plan may be terminated or suspended at any time by the Board without affecting previously issued awards.
- **Governing Law:** The Plan is governed by the laws of New South Wales, Australia.



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 12:00pm (AEDT) on Saturday 15 March 2025.**

🖨 TO APPOINT A PROXY ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/dclagm2025>
- 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 **12:00pm (AEDT) on Saturday, 15 March 2025.** 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/dclagm2025>

📠 By Fax

+ 61 2 9290 9655

✉ By Mail

Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 In Person

Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

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 Suite 6, Level 7, 99 York Street, Sydney, NSW 2000 on Monday 17 March 2025 at 12:00pm (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.
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 Resolutions 10, 11, 12 & 13 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 10, 11, 12 & 13 are 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 Resolutions 10, 11, 12 & 13). 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*			FOR	AGAINST	ABSTAIN*
Res 1	Election of Mr Giuseppe Porcelli as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2	Election of Mr Raymond Jourdan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10	Adoption of Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Election of Mr Alberto Basile as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11	Approval to issue Director fee options to Mr Raymond Jourdan a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Election of Mr Ross Landles as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 12	Approval to issue Director fee options to Mr Alberto Basile a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5	Re-election of Mr Steven James as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 13	Approval to issue Director fee options to Mr Vinuraj Koliyat	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6	Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 14	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 7	Approval to issue 142,857,143 Options to Mr Groen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 15	Approval to issue 3,571,429 Shares to TMSPC Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 8	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

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