



**ASX Announcement
3 October 2023**

REA Group Notice of 2023 Annual General Meeting

On behalf of REA Group Ltd (ASX:REA) please find attached the following documents in relation to REA Group Ltd's 2023 Annual General Meeting (AGM), to be held on Thursday, 16 November 2023, commencing at 10.00am (AEDT):

- Notice of Annual General Meeting
- Voting Form
- Online Meeting Guide.

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For further information, please contact:

REA Group Ltd Investors:

Alice Bennett
Executive Manager Investor Relations
P: +61 409 037 726
E: ir@rea-group.com

REA Group Ltd Media:

Angus Urquhart
General Manager Corporate Affairs
M: + 61 437 518 713
E: angus.urquhart@rea-group.com

The release of this announcement was authorised by Tamara Kayser, Company Secretary.

About REA Group Ltd (www.rea-group.com): REA Group Ltd ACN 068 349 066 (ASX:REA) ("REA Group") is a multinational digital advertising business specialising in property. REA Group operates Australia's leading residential and commercial property websites – realestate.com.au and realcommercial.com.au – as well as the leading website dedicated to share property, Flatmates.com.au and property research website, property.com.au. REA Group owns Mortgage Choice Pty Ltd, an Australian mortgage broking franchise group, PropTrack Pty Ltd, a leading provider of property data services and Campaign Agent Pty Ltd, Australia's leading provider in vendor paid advertising and home preparation finance solutions for the Australian real estate market. In Australia, REA Group holds strategic investments in Simpology Pty Ltd, a leading provider of mortgage application and e-lodgement solutions for the broking and lending industries; Realtair Pty Ltd, a digital platform providing end-to-end technology solutions for the real estate transaction process, and Managed Platforms Pty Ltd, an emerging Property Management software platform. Internationally, REA Group holds a controlling interest in REA India Pte. Ltd. operator of established brands Housing.com, Makaan.com and PropTiger.com. REA Group also holds a significant minority shareholding in Move, Inc., operator of realtor.com in the US, and the PropertyGuru Group, operator of leading property sites in Malaysia, Singapore, Thailand and Vietnam.



3 October 2023

Dear shareholder,

REA GROUP'S 2023 ANNUAL GENERAL MEETING

On behalf of your Board, I invite you to the 2023 Annual General Meeting (**AGM** or **Meeting**) of REA Group Ltd (the **Company**). The AGM will be held on Thursday, 16 November 2023 commencing at 10.00am (AEDT).

The AGM will be held as a hybrid meeting, which will allow our shareholders and proxy holders the flexibility to attend the AGM in person or to participate online.

Attending the AGM in person

Shareholders and proxy holders who wish to attend the AGM in person can do so at REA Group Ltd's Head Office, Ground Floor, 511 Church Street, Richmond, Victoria, 3121. If you decide to attend in person, you will need to register upon arrival on the day of the AGM. The registration desk will be open from 9.30am (AEDT).

For the health and safety of all attendees, if you feel unwell, we ask that you do not attend the AGM in person, and instead join the AGM online. If it becomes necessary or appropriate to make alternative arrangements for the holding of the Meeting, the Company will give shareholders as much notice as possible. Any additional information will be announced to the ASX and made available at <https://www.rea-group.com/investor-centre/annual-general-meeting/>.

Accessing the AGM online

We encourage shareholders and proxy holders who do not attend in person to join the AGM virtually via the online portal at <https://meetings.linkgroup.com/REA23>. The online portal will go live from 9.30am (AEDT) on Thursday, 16 November 2023.

Information on how to join and participate in the AGM (including how to vote and ask questions) is available in the 'Online Meeting Guide' available at <https://www.rea-group.com/investor-centre/annual-general-meeting/>.

A copy of the AGM webcast will also be available online after the meeting concludes at <https://www.rea-group.com/investor-centre/webcasts/>.

Notice of Meeting and Voting Form

The Notice of Meeting and other important information about the AGM is available for download from our website at <https://www.rea-group.com/investor-centre/annual-general-meeting/>.

The Voting Form can be accessed at <https://investorcentre.linkgroup.com>.

Items of business

At the AGM, Owen Wilson, the Company's Chief Executive Officer, and I will provide an overview of the operations and performance of the Company and its controlled entities (together **REA Group**) during the financial year ended 30 June 2023 and an update on matters important to the Company, its shareholders, and stakeholders.

The items of business to be considered at the AGM are set out in the Notice of Meeting, along with explanatory notes containing further details on those items, and other important information in relation to the AGM.

REA Group's Annual Report is available on our website at <https://www.rea-group.com/about-us/news-and-insights/annual-reports/>.

Your Board and management team look forward to welcoming you to the AGM, either in person or virtually.

Yours sincerely



Hamish McLennan
Chairman



REA Group

REA Group Ltd ABN 54 068 349 066

NOTICE OF MEETING **2023**



Changing the
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Notice of Annual General Meeting 2023

The 2023 **Annual General Meeting** of REA Group Ltd will be held on Thursday 16 November 2023 commencing at 10.00am (AEDT).

Notice is given that the 2023 Annual General Meeting (**AGM** or **Meeting**) of REA Group Ltd (the **Company**) will be held on Thursday, 16 November 2023 at 10.00am (AEDT).

Shareholders and proxy holders can participate in the AGM in person or via the online portal at <https://meetings.linkgroup.com/REA23>. Shareholders and proxy holders who wish to attend the AGM in person can do so at REA Group Ltd's Head Office, Ground Floor, 511 Church Street, Richmond, Victoria, 3121. If you decide to join the Meeting at our Head Office, you will need to register upon arrival on the day of the AGM. The registration desk will be open from 9.30am (AEDT).

Further information on how to participate virtually is set out in this Notice of Meeting and in the 'Online Meeting Guide' available online at <https://www.rea-group.com/investor-centre/annual-general-meeting/>. For any enquiries relating to online participation, please contact the Company's share registry on 1300 554 474.

AGM AGENDA

9.30am: In person registration commences and online portal opens. For those attending online, follow the instructions in the 'Online Meeting Guide' to log onto the online portal and register your attendance by entering your details and accepting the terms and conditions.

10.00am: AGM commences
Chairman's address
CEO presentation
Items of business

ITEMS OF BUSINESS

1 Consideration of Reports

To receive and consider the Financial Report, including the Financial Statements, and the reports of the Directors and Auditor for the Company and its controlled entities for the year ended 30 June 2023.

2 Remuneration Report

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

That the Remuneration Report for the year ended 30 June 2023 be adopted.

The Remuneration Report is set out on pages 52 to 64 of the 2023 Annual Report. Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

3 Re-election of Director

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

That Nick Dowling, who retires in accordance with the Company's Constitution, and being eligible, be re-elected as a Director of the Company.

4 Grant of Performance Rights to Owen Wilson

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

That approval be given for all purposes for the grant of performance rights under the 2026 REA Group long-term incentive plan (**LTI Plan 2026**), to the Chief Executive Officer, Owen Wilson, on the terms set out in the Explanatory Notes.

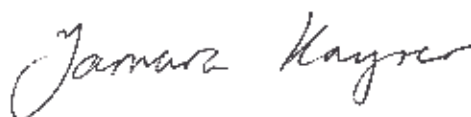
5 Increase in Non-executive Directors' fee pool

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

That the maximum aggregate annual fees that may be paid to the Company's Non-executive Directors be increased by \$800,000 from \$1,900,000 to a maximum of \$2,700,000.

Please refer to the Explanatory Notes and Important Information for Shareholders section, which form part of this Notice of Meeting, for information regarding each item of business and how to participate in the Meeting.

By order of the Board



Tamara Kayser
Company Secretary

3 October 2023

Notice of Annual General Meeting 2023

EXPLANATORY NOTES

Item 1 – Consideration of Reports

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

- the reports of the Directors and Auditor, for the year ended 30 June 2023; and
- the Financial Report, including the Financial Statements of the Company and its controlled entities, for the year ended 30 June 2023.

Whilst there is no formal resolution or vote required on Item 1, shareholders will be given a reasonable opportunity to comment and raise questions on the matters contained within the reports. Shareholders will also be able to ask questions of the Company's auditor (Ernst & Young). Shareholders can access a copy of the 2023 Annual Report (which includes the Financial Report, the Directors' Report and the Auditor's Report) on REA Group's website at <https://www.rea-group.com/about-us/news-and-insights/annual-reports/>.

Item 2 – Remuneration Report

The Corporations Act requires that a resolution to adopt the Remuneration Report must be put to a vote at the AGM. The vote on this item is advisory only and is not binding on the Directors or the Company. However, the Board will have regard to the outcome of the vote and the discussion at the Meeting when reviewing REA Group's remuneration practices and policies for future years.

The Remuneration Report is presented within the Directors' Report on pages 52 to 64 of the Company's 2023 Annual Report and is available on REA Group's website at <https://www.rea-group.com/about-us/news-and-insights/annual-reports/>.

The Remuneration Report sets out the remuneration policy for the REA Group and explains the remuneration arrangements in place for key management personnel (**KMP**).

Voting Exclusion Statement:

The Company will disregard any votes cast on Item 2:

- by, or on behalf of, a member of the Company's KMP named in the Company's 2023 Remuneration Report, or their closely related parties (regardless of the capacity in which the vote is cast); or
- as a proxy by a person who is a member of the KMP at the date of the Meeting, or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Item 2:

- in accordance with a direction on the Voting Form or received online (as applicable); or
- by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy as the Chairman sees fit, even though the item is connected with the remuneration of the Company's KMP.

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

Item 3 – Re-election of Director

The Human Resources Committee is responsible for identifying suitable candidates to recommend to the Board to fill Board vacancies, either in response to casual vacancies or to complement the existing skills, experience and diversity of the Board. External consultants may be engaged (where appropriate) to assist in a search for a candidate. The 2023 Corporate Governance Statement at <https://www.rea-group.com/investor-centre/corporate-governance/> provides further information on the Company's Director appointment, election and re-election process.

Nick Dowling is retiring by rotation at the end of the AGM and, being eligible, is standing for re-election at the AGM in accordance with the Company's Constitution and the ASX Listing Rules. His expertise and experience is set out below. The Board considers that, if re-elected, Nick Dowling would be an independent Director of the Company.

Nick Dowling

BAcc, GradDipAppFin

Non-executive Director appointed 9 May 2018



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

management, and long term strategic direction of the group. Prior to this, Mr Dowling was the Head of Real Estate, Business Banking at Macquarie Bank Limited. He commenced his career with National Australia Bank across various divisions of the bank.

Recommendation: On the basis of his experience, qualifications and skills, and his contribution to the Board's activities, the Board (other than Nick Dowling) recommends that shareholders vote in favour of Nick Dowling's re-election.

Notice of Annual General Meeting 2023

Item 4 – Grant of Performance Rights to Owen Wilson

The Board is seeking the approval of shareholders for the grant of 17,700 performance rights under the LTI Plan 2026 to the Chief Executive Officer, Owen Wilson in accordance with the key terms outlined below.

Each performance right entitles Mr Wilson to one fully paid ordinary share in the Company, subject to satisfaction of the performance conditions detailed below (which may include under-vesting depending on performance outcomes).

If the performance rights vest and Mr Wilson becomes entitled to be allocated shares under the LTI Plan 2026, all such shares will be purchased on-market and transferred to Mr Wilson. Accordingly, the grant of performance rights and allocation of shares on vesting of those performance rights to Mr Wilson does not require shareholder approval under ASX Listing Rule 10.14. The Board is nevertheless voluntarily seeking shareholder approval in recognition of the importance of shareholder engagement on key remuneration issues.

Performance Rights under the Long-Term Incentive Plan 2026

The performance rights proposed to be granted to Mr Wilson under the LTI Plan 2026 are subject to the key terms outlined below and also those outlined in the long-term incentive plan (**LTIP**) rules. REA Group refers to this grant as “LTI Plan 2026” as its 3-year performance period ends at the conclusion of FY26.

The LTI Plan 2026 is structured in a manner that is largely reflective of the LTI Plan 2025. Further details of the LTIP are contained in the Remuneration Report. However it should be noted that certain changes have been made to the LTI Plan 2026 and those changes will be described in detail in the FY24 Remuneration Report. Changes made to the LTI Plan 2026, as compared to the LTI Plan 2025, include the introduction of malus and clawback provisions, and a change to the default treatment on cessation of employment. Under the LTI Plan 2026, where employment ceases for any reason other than resignation or for cause, a pro-rata portion of unvested performance rights (by reference to time employed in the performance period) will remain on foot and be tested in the ordinary course at the end of the performance period, unless the Board determines otherwise. Additionally, the rTSR vesting schedule for the LTI Plan 2026, set out below, has been adjusted to align to market norms.

Determining number and value

The number of performance rights issued to Mr Wilson is calculated by dividing \$2,620,000, being Mr Wilson’s maximum entitlement to participate in the LTI Plan 2026, by the value per right. The value per right is determined on a face value basis using the volume weighted average price of Company shares traded on the ASX in the first 20 trading days of FY24.

Notice of Annual General Meeting 2023

Performance conditions

The LTI Plan 2026 is subject to three performance conditions. The weighting and vesting schedule applied to each performance condition is as follows:

Performance condition	Weighting	Vesting schedule
EPS: Compound annual growth in earnings per share (EPS) between 1 July 2023 and 30 June 2026	50%	Below Threshold – 0% Threshold – 30% of maximum Target – 50% of maximum Stretch (at or above) – 100% of maximum
Revenue: Compound annual growth in revenue between 1 July 2023 and 30 June 2026	25%	Below Threshold – 0% Threshold – 30% of maximum Target – 50% of maximum Stretch (at or above) – 100% of maximum
rTSR: Relative Total Shareholder Return (rTSR) compared to a select group of 37 ¹ ASX listed companies (excluding mining and resources, energy and infrastructure, materials, industrials and healthcare companies) measured over the period 1 July 2023 to 30 June 2026	25%	Below Threshold – 0% Threshold (Median) – 50% of maximum Target (62.5th percentile) – 75% of maximum Stretch (at or above 75th percentile) – 100% of maximum

¹ The Board has discretion to adjust the comparator group to take account of events including, but not limited to, de-listings, takeovers and mergers or demergers.

Vesting continues on a straight-line basis between threshold and target and then again between target and stretch levels of performance. Further details are contained in the Remuneration Report.

EPS growth was again chosen as a performance condition as it is an indicator of increasing shareholder value and provides an appropriate balance to the revenue target, as revenue growth needs to be pursued in a way that grows earnings.

Revenue growth was again chosen as a performance condition as the REA Group continues to pursue growth, and it counterbalances the EPS growth performance condition by ensuring earnings targets cannot be met without appropriate top line growth.

Relative Total Shareholder Return was again chosen as a performance condition to provide a direct link between the experience of the Company's shareholders and executive long-term rewards.

In assessing achievement against these performance conditions, the Board may have regard to any matters that it considers relevant, and retains discretion to review and adjust outcomes to ensure that the results are appropriate.

Performance targets

The Board considers that the growth rates required to attract full or partial vesting for the EPS growth and revenue growth performance conditions are commercially sensitive and therefore do not disclose them to the market. This has been the Board's usual practice for a number of years and the Board continues to believe it to be appropriate. The Board confirms its commitment to driving growth for shareholders over the longer term as it continues to consider the Company a growth company.

If Mr Wilson satisfies the performance conditions, such that performance rights granted to him under the LTI Plan 2026 ultimately vest following completion of the performance period, the challenging performance targets set by the Board will be disclosed in the Company's FY26 Remuneration Report.

Notice of Annual General Meeting 2023

If Shareholder approval is not obtained

If shareholders do not approve the proposed grant of performance rights to Mr Wilson under Item 4, the proposed grant of performance rights and allocation of shares on vesting will not proceed. This may impact the Company's ability to incentivise Mr Wilson and to align his interests with those of shareholders, and the Board may need to consider alternative remuneration arrangements, including a cash payment, to appropriately remunerate and incentivise Mr Wilson. Any alternative remuneration arrangements would be subject to the same performance conditions.

Additional disclosure in relation to the grant of performance rights to Mr Wilson

The following information sets out additional details:

- a. No cash amount is payable by Mr Wilson on the issue or vesting of each performance right as the performance rights form part of Mr Wilson's remuneration. Accordingly, there is also no loan proposed to be made by the Company to Mr Wilson in relation to the award of these performance rights.
- b. Since his appointment as CEO, Mr Wilson has been granted 47,999 performance rights under the LTIP for no cash consideration (as they form part of his remuneration package). Mr Wilson was also granted 12,541 performance rights for no cash consideration under REA Group's one-off Recovery Incentive Plan following approval at the 2020 Annual General Meeting. Mr Wilson was previously granted performance rights in his capacity as Chief Financial Officer of the Company, as disclosed in the Company's previous Remuneration Reports. Mr Wilson is the only person entitled to participate in LTI Plan 2026 who is a person described in ASX Listing Rule 10.14.
- c. The performance rights that are the subject of this approval will be granted to Mr Wilson as soon as practicable after the date of the Meeting (and, in any event, within 12 months of the date of the Meeting).
- d. Mr Wilson is an executive director of the Company and, following a review conducted by the Board in August 2023, his current remuneration package comprises:
 - fixed annual remuneration of \$1,740,000 (inclusive of superannuation);
 - a short-term incentive up to a maximum of \$2,800,000; and
 - a long-term incentive to be granted under the LTIP up to a maximum of \$2,620,000.
- e. The Company uses performance rights for Mr Wilson's long-term incentive because the LTIP is designed to link long-term executive reward with ongoing creation of shareholder value, with the allocation of equity awards which are subject to satisfaction of long-term performance conditions.
- f. Details of any performance rights issued under the LTIP will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained from shareholders. Any persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after this resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained.

Voting Exclusion Statement:

The Company will disregard any votes cast on Item 4:

- in favour of the resolution by, or on behalf of, Owen Wilson or his associates (regardless of the capacity in which the vote is cast); or
- as a proxy by a person who is a member of the Company's KMP at the date of the Meeting, or their closely related parties.

However, votes will not be disregarded if they are cast on Item 4:

- as a proxy or attorney for a person entitled to vote on Item 4 in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- as a proxy for a person entitled to vote on Item 4 by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy as the Chairman sees fit even though the item is connected with the remuneration of the Company's KMP; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on Item 4; and
 - the holder votes on Item 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Recommendation: The Board (other than Owen Wilson) recommends that shareholders vote in favour of Item 4.

Further details of Mr Wilson's remuneration package are included in the Remuneration Report.

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Item 5 – Increase in Non-executive Directors' fee pool

The aggregate fee pool from which the Company pays Non-executive Directors (including all Board and Committee fees and statutory superannuation contributions) (**Fee Pool**) was last approved by shareholders at \$1,900,000 per annum. The Board seeks approval for all purposes, including ASX Listing Rule 10.17 and rule 7.3(a) of the Company's Constitution, to increase the Fee Pool by \$800,000 to \$2,700,000 per annum.

The current Fee Pool cap was approved by shareholders at the 2021 Annual General Meeting, at which time there were only five paid Non-executive Directors. This has since increased to six, with Ms Tracey Fellows now receiving director fees following her retirement as an executive of News Corporation, the Company's majority shareholder.

The Board is therefore seeking approval from shareholders to increase the Fee Pool to:

- ensure the Company has the capacity to continue to maintain a competitive level of Board remuneration, as this will assist the Company in continuing to attract and retain high calibre Non-executive Directors;
- allow the Company to maintain a sufficient fee buffer to provide flexibility in succession planning in advance of specific needs arising. This may include appointing new directors to the Board before the director they are replacing retires, to facilitate orderly succession; and
- allow room in the Fee Pool for the appointment of an additional Non-executive Director should it be determined that one is required. This may be necessary to either meet the Board's increased workload or fill any skills gaps the Board may identify as critical to the stewardship of the Company as its business expands and industry evolves, or both.

Information regarding the remuneration paid to Non-executive Directors for the year ended 30 June 2023 is set out in the Remuneration Report.

The Fee Pool is a maximum limit only. The level of individual fees paid to Non-executive Directors is generally reviewed every two years for alignment with market practice and with input from independent remuneration consultants. The Board does not intend to increase the annual remuneration of Non-executive Directors in FY24. If this resolution is not approved, the Fee Pool will remain at \$1,900,000.

None of the Company's Non-executive Directors has been issued with any securities with approval of the Company's shareholders under ASX Listing Rules 10.11 or 10.14 at any time within the last three years.

Voting Exclusion Statement:

The Company will disregard any votes cast on Item 5:

- in favour of the resolution by, or on behalf of a Director of REA or an associate of a Director (regardless of the capacity in which the vote is cast); or
- as a proxy by a person who is a member of the Company's KMP at the date of the Meeting, or their closely related parties.

However, votes will not be disregarded if they are cast on Item 5:

- as a proxy or attorney for a person entitled to vote on Item 5 in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- as a proxy for a person entitled to vote on Item 5 by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy as the Chairman sees fit even though the item is connected with the remuneration of the Company's KMP; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on Item 5; and
 - the holder votes on Item 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Recommendation: As each Director has an interest in the outcome of Item 5, the Board does not consider it appropriate to make a recommendation to shareholders how to vote on Item 5.

Notice of Annual General Meeting 2023

IMPORTANT INFORMATION FOR SHAREHOLDERS

Eligibility to vote

You are eligible to vote at the AGM if you are registered as a holder of the Company's shares at **7.00pm (AEDT) on Tuesday, 14 November 2023**.

Ways of voting

If you are entitled to vote at the AGM, you can exercise your vote in the following ways.

Option	Details	Instructions
Cast your vote before the AGM	<p>You can vote before the AGM online or by completing and submitting the Voting Form. If you wish to vote before the AGM, you are encouraged to do so online.</p> <p>If you wish to vote before the AGM using the Voting Form, please be aware of current postal timeframes.</p>	<p>Online: You can cast your vote directly at https://investorcentre.linkgroup.com.</p> <p>To cast your vote online you will need to follow the instructions on that website and submit your vote by 10.00am (AEDT) on Tuesday, 14 November 2023.</p> <p>To log in to that website you will need your shareholder number and the postcode for your shareholding.</p> <p>Voting Form: To cast your direct vote using the Voting Form, you must complete the Voting Form by following the instructions on the form.</p> <p>There are a number of different methods you can use to lodge your completed Voting Form with the Company's share registry. Those methods are outlined on the Voting Form.</p> <p>For your vote to be valid your completed Voting Form must be received by the Company's share registry by 10.00am (AEDT) on Tuesday, 14 November 2023.</p>

Notice of Annual General Meeting 2023

Option	Details	Instructions
Appoint a proxy before the AGM	<p>Each shareholder entitled to attend the AGM and vote at the AGM may appoint a proxy to attend the AGM and vote at the AGM on your behalf.</p> <p>You can appoint a proxy before the AGM online or by completing and submitting the Voting Form. The name and email of the person you are appointing as your proxy should be provided. An email will be sent to your appointed proxy with details on how to access the meeting online.</p> <p>Your proxy may be an individual or a body corporate and does not need to be a shareholder of the Company. You cannot appoint more than two proxies. If you do appoint two proxies to attend and vote for you, you must specify the proportion or number of votes that each of your two proxies can exercise. If you do not do that, each proxy may exercise half of your votes.</p> <p>If you have specified how your proxy is to vote on an item of business, your proxy must vote the way you have specified. Your proxy can only vote on the items of business that you are entitled to vote on.</p> <p>If you have specified how your proxy is to vote on an item of business, but your proxy does not attend the AGM – or does not vote on that item – then your proxy will default to the Chairman of the Meeting and the Chairman will vote as you have directed.</p> <p>If the Chairman of the Meeting is appointed as a proxy or becomes a proxy by default, the Chairman is expressly authorised to vote undirected proxies as he sees fit on remuneration-related items.</p> <p>The Chairman intends to vote all available proxies in favour of all resolutions.</p> <p>If you wish to appoint a proxy you are encouraged to do so online. If you wish to appoint a proxy using the Voting Form, please be aware of current postal timeframes.</p> <p>If you have appointed a proxy before the AGM and then vote in person or online during the AGM, your proxy appointment lodged before the AGM will be cancelled.</p>	<p>Online: You can appoint a proxy online at https://investorcentre.linkgroup.com.</p> <p>To appoint your proxy online you will need to follow the instructions on that website and ensure the appointment is submitted by 10.00am (AEDT) on Tuesday, 14 November 2023.</p> <p>To log in to that website you will need your shareholder number and the postcode for your shareholding.</p> <p>Voting Form: To appoint a proxy using the Voting Form, please complete the Voting Form by following the instructions on it.</p> <p>If you do not complete Step 2 of the Voting Form and do not give any voting directions to your proxy, they may vote as they choose (subject to the voting restrictions outlined in this Notice of Meeting).</p> <p>There are a number of different methods you can use to lodge your completed Voting Form with the Company's share registry. Those methods are outlined on the Voting Form.</p> <p>For your proxy appointment to be valid your completed Voting Form must be received by the Company's share registry by 10.00am (AEDT) on Tuesday, 14 November 2023.</p>

Notice of Annual General Meeting 2023

Option	Details	Instructions
Vote online during the AGM	<p>You can attend the AGM virtually by logging into the online portal. You will be able to vote directly during the AGM.</p> <p>Voting on each item of business will be by poll. The Chairman will open the poll shortly after the AGM commences and you will be able to vote at any time during the AGM and for a short time afterwards (you will be notified of how much time is left on the portal).</p> <p>If you have lodged a direct vote before the AGM and then vote in person or online during the AGM, your direct vote lodged before the AGM will be cancelled.</p>	<p>You can log into the online portal at https://meetings.linkgroup.com/REA23.</p> <p>When you log into the online portal, you will be required to register as a shareholder or proxy holder and will be able to vote your shares or the shares you represent as proxy.</p> <p>If you are a shareholder, you will need to provide your shareholder number and the postcode for your shareholding to register to vote and ask questions once you have logged in.</p> <p>If you are a proxy, you will need to provide your proxy number issued by the Company's share registry to register to vote once you log in. Link Market Services will endeavour to provide confirmation of the proxy code to nominated proxyholders prior to the AGM. Alternatively, proxyholders can call the Online Meeting help line on +61 1800 990 363 from 8am (AEDT) on the day of the Meeting to request confirmation of the proxy code.</p> <p>More detailed information on how to vote during the Meeting is provided in the 'Online Meeting Guide' available online at: https://www.rea-group.com/investor-centre/annual-general-meeting/.</p>
Vote in person	<p>You can vote by attending the AGM venue in person.</p>	<p>If you attend the AGM venue in person, you will need to register on the day. Registration will take place from 9.30am (AEDT).</p> <p>If you attend the Meeting venue in person, please bring your personalised Voting Form with you. The barcode at the top of the form will help you to register. If you do not bring your form with you, you will still be able to attend the Meeting but representatives from Link Market Services will need to verify your identity.</p>

What if I hold my shares jointly?

If you hold your ordinary REA shares jointly, you and the other holders may attend the AGM either in person at the venue or online. However, if more than one joint holder votes using any of the options outlined above, only the vote of the holder named first in the register will be accepted.

How can I ask questions?

Shareholders can ask or submit questions using one of the options below. Questions should be relevant to the items of business at the Meeting, the management of REA Group, the content of the Auditor's Report for the financial year ended 30 June 2023 or the conduct of the audit.

The Chairman will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

Notice of Annual General Meeting 2023

Option	Details
At the Meeting	<p>At the physical venue: Shareholders attending in person will have the opportunity to ask questions at the AGM.</p> <p>Online: Shareholders attending online can submit written questions via the online portal at https://meetings.linkgroup.com/REA23. More detailed information on how to ask questions during the Meeting is provided in the 'Online Meeting Guide' available online at https://www.rea-group.com/investor-centre/annual-general-meeting/.</p> <p>A telephone facility will also be available for shareholders (or their proxy, attorney or corporate representative) who prefer to ask questions verbally. To ask questions during the Meeting using the telephone facility, you can phone 1800 957 036, or +61 2 8016 6128 (outside Australia), and use your unique personal identification number (PIN). Your unique PIN is required for verification purposes, and may be obtained by contacting Link Market Services on 1800 990 363, or +61 1800 990 363 (outside Australia). For further information, refer to the 'Online Meeting Guide' available online at https://www.rea-group.com/investor-centre/annual-general-meeting/.</p>
Before the Meeting	<p>Shareholders can submit questions before the Meeting online via https://investorcentre.linkgroup.com. To log in to that website you will need your shareholder number and the postcode for your shareholding.</p> <p>Your questions need to be received by the Company's share registry by 5.00pm (AEDT) on Thursday, 9 November 2023.</p> <p>Please note that the Company's auditor (Ernst & Young) is not obliged to provide written answers to questions.</p>

Corporate representatives

A body corporate who is a shareholder or proxy must appoint an individual as its corporate representative if it wishes to attend and vote at the AGM. If you are a corporate representative, you will need to provide evidence of your appointment as a corporate representative with the Company's share registry prior to the AGM or have previously provided the Company with evidence of your appointment.

Powers of attorney

Each shareholder entitled to attend the AGM and vote at the AGM may appoint an attorney to attend the AGM and vote at the AGM on their behalf. You cannot appoint more than two attorneys. If you appoint an attorney to attend and vote at the AGM on your behalf, or your Voting Form is signed by an attorney, the power of attorney (or a certified copy) must be received by the Company's share registry by 10.00am (AEDT) on Tuesday, 14 November 2023, unless the power of attorney has previously been lodged with the Company's share registry. Powers of attorney may be submitted by post to the address for the lodgment of Voting Forms outlined on the Voting Forms.

Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chairman of the Meeting has discretion as to whether and how the AGM should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chairman may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, shareholders (particularly those who plan to attend online) are encouraged to lodge a directed proxy or direct vote in advance of the Meeting even if they plan to attend the meeting.

Receiving shareholder communication

Receiving your shareholder communications electronically is the best way to stay informed and will assist REA with its commitment to minimising paper usage. If you haven't already, we encourage you to make the switch to paperless communications and provide us with your email address. To make the change, go to the Link Market Services Investor Centre website at <https://investorcentre.linkgroup.com> and follow the prompts.

You can make an election as to how you would like to receive certain documents including annual reports and documents related to members' meetings (for example notices of meeting and proxy/voting forms). To tell us your preference, go to the Link Market Services Investor Centre website at <https://investorcentre.linkgroup.com> and follow the prompts.



LODGE THIS FORM



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

VOTING FORM

I/We being a shareholder(s) of REA Group Ltd and entitled to participate in and vote hereby:

A

VOTE DIRECTLY

elect to lodge my/our
vote(s) directly (mark box)



in relation to the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Thursday, 16 November 2023**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy (and an email will be sent to your appointed proxy with details on how to access the meeting online).

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, to act generally on my/our behalf as my/our proxy (and to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Thursday, 16 November 2023** (the Meeting) and at any postponement or adjournment of the Meeting.

You can participate by attending in person at **REA Group Ltd's Head Office, Ground Floor, 511 Church Street, Richmond, Victoria 3121** or logging in online at <https://meetings.linkgroup.com/REA23> (refer to details in the Online Meeting Guide). The **Notice of Meeting** can be viewed and downloaded at the Company's website at <https://www.rea-group.com/investor-centre/annual-general-meeting/>.

Important for Items 2, 4 and 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below by completing and submitting this Voting Form, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Items 2, 4 and 5, even though the Items are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

VOTING DIRECTIONS

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

Please read the voting instructions overleaf before marking any boxes with an ☒, number or percentage.

Items of Business

For Against Abstain*

2 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Increase in Non-executive Directors' fee pool

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Re-election of Nick Dowling as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Grant of Performance Rights to Owen Wilson

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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



HOW TO COMPLETE THIS FORM

YOUR NAME AND ADDRESS

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

VOTING UNDER BOX A - DIRECT VOTING

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an Item, your vote for that Item will be invalid.

If no direction is given on all of the Items, or if you complete both Box A and Box B and provide a voting direction on an Item in Step 2, your vote will pass to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate. If you leave this section blank, or your named proxy does not attend the Meeting or does not vote on a poll as directed, the Chairman of the Meeting will be appointed your proxy by default.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. The Chairman becomes a shareholder's proxy by default if (a) the shareholder's named proxy does not attend the meeting, regardless of whether the proxy has been directed how to vote or (b) the shareholder does not specify who is to be their proxy. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this form (subject to any applicable voting restrictions), including where the Item is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Item of Business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you are indicating a percentage, include a **"%"** after the number. If only a number is indicated in the box, this will be taken to mean a number of shares and not a percentage. If you do not mark any of the boxes on the Items of Business, your proxy may vote as he or she chooses. If you mark more than one box on an Item your vote on that Item will be invalid.

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF THIS FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Tuesday, 14 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://investorcentre.linkgroup.com>

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



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

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

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

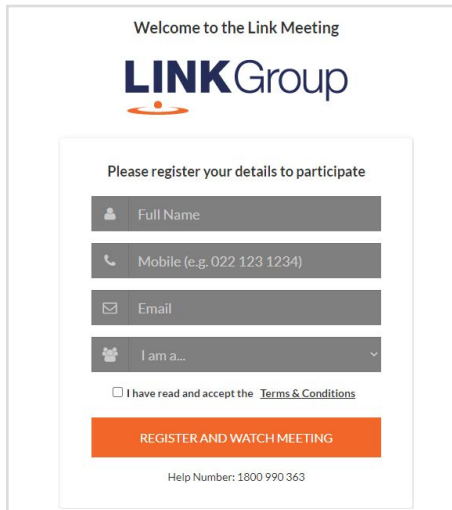
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Microsoft Edge – 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to <https://meetings.linkgroup.com/REA23>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

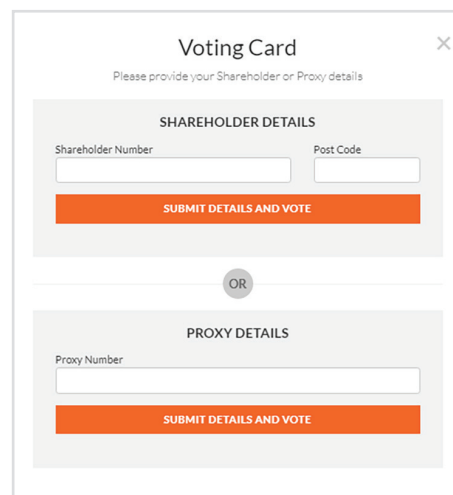
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

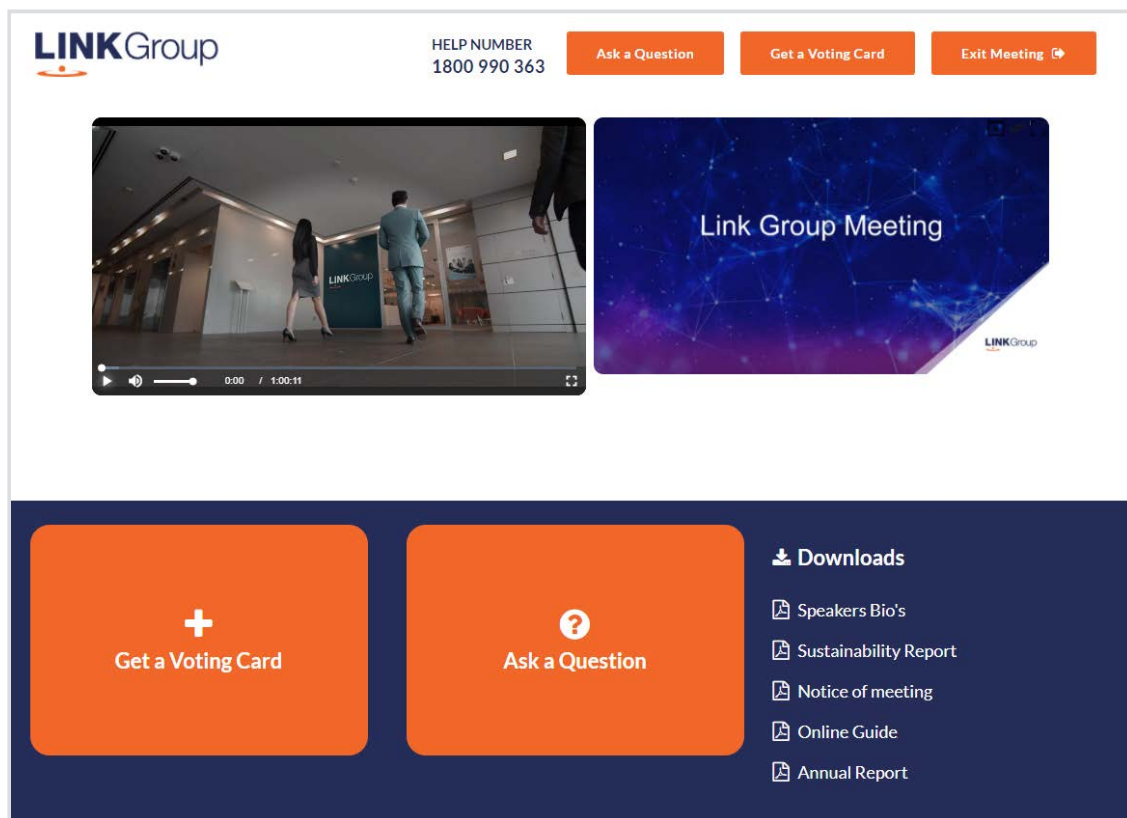


If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



Full Votes

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

Partial Votes

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

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

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

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

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

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

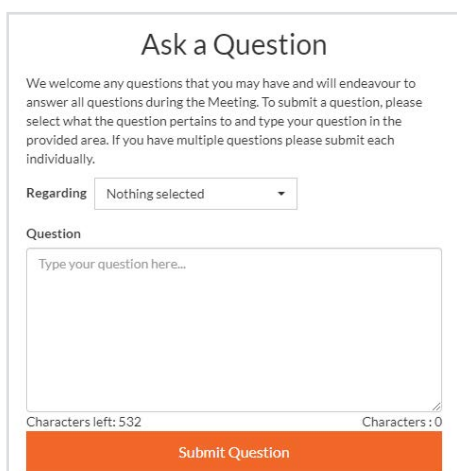
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Company Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

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



The 'Ask a Question' form is titled 'Ask a Question'. It contains a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this is a 'Regarding' section with a dropdown menu currently showing 'Nothing selected'. The 'Question' section has a large text area with the placeholder 'Type your question here...'. At the bottom, it shows 'Characters left: 532' and 'Characters : 0'. A red 'Submit Question' button is at the bottom.

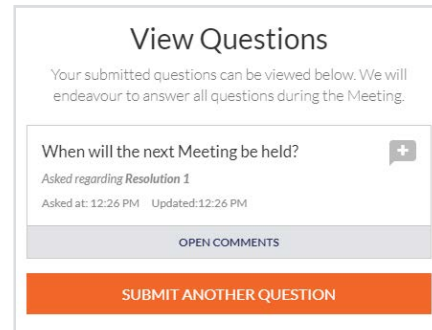
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

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



The 'View Questions' box is titled 'View Questions'. It contains the text: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.' Below this is a question card for 'When will the next Meeting be held?'. The card shows 'Asked regarding Resolution 1', 'Asked at: 12:26 PM', and 'Updated: 12:26 PM'. There is a '+1' icon in the top right of the card. Below the card is a grey button labeled 'OPEN COMMENTS'. At the bottom of the box is a red button labeled 'SUBMIT ANOTHER QUESTION'.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363

Joining the Meeting via Phone

Step 1

From your land line or mobile device,
call: +61 1800 957 036 (within Australia)
+61 2 8016 6128 (International)

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions or comments on each item of business, **press *1** on your keypad for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by **pressing *2** on your keypad.

Step 2

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

Step 3

Your line will be muted once your question or comment has been asked / responded to

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au