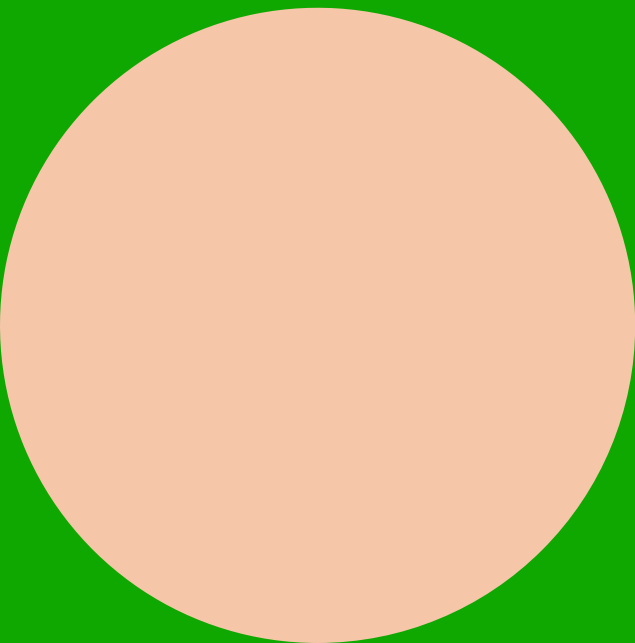


# Domain

Notice of Annual  
General Meeting  
2021



## Dear Shareholders

I am pleased to invite you to attend the 2021 Annual General Meeting (**AGM** or **meeting**) of Domain Holdings Australia Limited (**Company**) which will be held as a virtual meeting on **Thursday 4 November 2021 at 10.00am**.

Due to ongoing Government restrictions relating to the COVID-19 pandemic and in the interests of the safety of our shareholders, our employees, and the broader community, Domain will again hold its AGM virtually. Shareholders will not be able to attend the 2021 AGM physically, but will instead be able to view and participate in the virtual meeting online in real time.

The AGM is an important part of our overall governance framework and shareholders are encouraged to attend online.

The online platform will allow shareholders to view the AGM and hear from the Chairman and senior management, ask questions and vote during the meeting. Further details on how to participate in the AGM are set out on the following pages and will be published on the Company's online Shareholder Centre at [shareholders.domain.com.au](https://shareholders.domain.com.au).

The items of business are set out in the following pages, which also include voting procedures, explanatory notes and the Board's voting recommendations.

Even if you plan to attend the AGM online, we encourage you to submit a directed proxy vote as early as possible so that your vote will be counted if for any reason you cannot attend (for example, if there is an issue with your internet connection on the day of the AGM that prevents you from attending online). Shareholders can lodge their proxy online at [www.linkmarketservices.com.au](https://www.linkmarketservices.com.au) by 10am on Tuesday 2 November 2021.

### Items of Business

The items of business for this year's AGM are:

- Receipt of the Financial Statements, Directors' Report and Auditor's Report for the Domain Group for the year ended 30 June 2021;
- Adoption of the 2021 Remuneration Report;
- Election and Re-election of Directors – Election of Mr Mike Sneesby and re-election of Ms Diana Eilert and Mr Greg Ellis; and
- Approval, of the issue of performance rights to the Managing Director and Chief Executive Officer, Mr Jason Pellegrino, under the Company's Equity Incentive Plan.

Full details of each item of business and the resolutions are set out in this Notice. The Board considers that all of the resolutions are in the best interests of the Shareholders of the Company as a whole and recommends that Shareholders vote in favour of them.

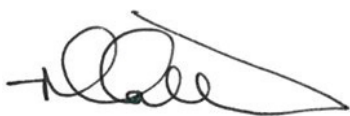
Shareholders are also invited to ask questions ahead of the meeting. Details of how to ask a question are set out on page 4 in this Notice.

The 2021 Annual Report is available on the Company's online Shareholder Centre at [shareholders.domain.com.au](https://shareholders.domain.com.au).

In the event that it is necessary for the Company to give further updates, information will be provided on the Company's online Shareholder Centre and lodged with the ASX.

On behalf of the Board, I would like to thank you for your support of Domain and I look forward to welcoming you to Domain's 2021 AGM.

Yours sincerely

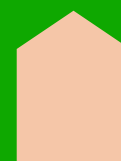


**Nick Falloon**  
Chairman

# AGM Agenda

Thursday 4 November 2021

9.30am	Registration opens online
10.00am	Annual General Meeting commences Welcome – Chairman, Mr Nick Falloon Business review – Chief Executive Officer, Mr Jason Pellegrino Matters of business and questions on the matters of business



## Key dates

Last date to submit questions to the Company and the Company's external auditor	5.00pm, Thursday 28 October 2021
Eligibility to attend and vote	Shareholders at 7.00pm on Tuesday 2 November 2021
Last date to submit proxy form	10.00am, Tuesday 2 November 2021

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## Technical Difficulties

Domain held a successful virtual AGM last year, however, it is possible that technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the meeting 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 are encouraged to lodge a proxy by 10am on Tuesday 2 November 2021 even if they plan to attend the meeting online.

# How to participate in the 2021 AGM virtually

## Watch and participate live online

Shareholders and proxyholders can watch, vote, make comments and ask questions during the AGM via the online platform at: <https://agmlive.link/DHG21>

To do this, you will need a computer or mobile/tablet device with internet access.

**Shareholders:** When you log onto the online platform, you will need to provide your details (including SRN/HIN and postcode) to be verified as a shareholder.

**Proxyholders:** When you log onto the online platform, you will need your 'Proxy Number' which will be provided to you by Link Market Services before the AGM.

More information about how to use the AGM online platform to participate in the Meeting is available in the Virtual Meeting Online Guide, which is available at [shareholders.domain.com.au/group/?page=event-calendar](https://shareholders.domain.com.au/group/?page=event-calendar).

Shareholders may also attend via telephone using a unique telephone dial in number. To obtain your unique telephone dial in details please contact Link Market Services on 1800 990 363 in advance of the meeting.

## Other options for voting

If you are a shareholder and unable to join us at the AGM, you are encouraged to appoint a proxy to attend and vote on your behalf. If you direct your proxy how to vote on the resolutions, your votes will be cast at the meeting in accordance with your directions.

Shareholders can appoint a proxy online at [www.linkmarketservices.com.au](https://www.linkmarketservices.com.au) or by following the instructions on the proxy form. These must be submitted by no later than 10am on Tuesday 2 November 2021 to be valid.

Even if you plan to attend the virtual meeting, you are still encouraged to submit a directed proxy in advance of the meeting so that your votes can still be counted if for any reason you cannot attend (for example, if there is an issue with your internet connection on the day of the meeting).

## Options for asking questions

Shareholders may direct questions during the meeting to the Chairman about the operations and management of Domain, or direct questions to Domain's external auditor.

Shareholders are also able to submit written questions to the Company or auditor in advance of the meeting. Questions may be submitted online at [www.linkmarketservices.com.au](https://www.linkmarketservices.com.au) or by returning the Shareholder Question Form, which is available on [shareholders.domain.com.au/group/?page=event-calendar](https://shareholders.domain.com.au/group/?page=event-calendar). Questions must be submitted no later than 5pm on Thursday 28 October 2021.

The Company will endeavour to address as many of the more frequently raised relevant questions 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.

## Viewing the webcast Online

The AGM will be webcast live via <https://agmlive.link/DHG21>. An archive of the webcast will be available on our website shortly after the meeting. You do not need to be a shareholder or proxyholder to view the webcast.

# Notice of 2021 Annual General Meeting

Notice is given of the Annual General Meeting (AGM) of Domain Holdings Australia Limited. The AGM will be held as a virtual meeting on Thursday 4 November 2021 at 10.00am (Sydney time).

The Explanatory Statements provide additional information on matters to be considered at the AGM. The Explanatory Statements and Voting Entitlement and Proxy Information form part of this Notice of Meeting.

## Items of business

### Financial Statements and Reports

To receive and consider the Financial Statements, the Directors' Report and Auditor's Report of the Company and its controlled entities for the financial year ended 30 June 2021.

**Note:** There is no requirement for members to approve these statements or reports and therefore no vote will be on held on this item.

### Resolution 1: Adoption of the Remuneration Report for the Financial Year Ended 30 June 2021

To consider and, if thought fit, to pass the following advisory resolution in accordance with s.250R(2) of the Corporations Act:

*"That the Remuneration Report for the financial year ended 30 June 2021 be adopted."*

**Note:** This resolution is advisory only and does not bind the Directors or the Company.

**Voting Exclusion on Resolution 1:** The Company will disregard any votes cast on Resolution 1:

(a) by or on behalf of a member of the Company's Key Management Personnel (KMP) details of whose remuneration are included in the Remuneration Report for the financial year ended 30 June 2021 or their closely related parties, regardless of the capacity in which the vote is cast; or

(b) 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, unless the vote is cast as a proxy for a person who is entitled to vote on Resolution 1:

- in accordance with a direction on the proxy form; or
- by the Chairman of the meeting in accordance with the express authorisation in the proxy form to exercise the proxy, even though Resolution 1 is connected with the remuneration of the Company's KMP.

### Resolution 2: Election of Mr Mike Sneesby as a Director

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

*"That Mr Mike Sneesby is elected as a Director of the Company."*

### Resolution 3: Re-Election of Ms Diana Eilert as a Director

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

*"That Ms Diana Eilert is re-elected as a Director of the Company."*

## Resolution 4: Re-Election of Mr Greg Ellis as a Director

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

*“That Mr Greg Ellis is re-elected as a Director of the Company.”*

## Resolution 5: Issue of Performance Rights to Managing Director and Chief Executive Officer, Mr Jason Pellegrino, under the Company’s Equity Incentive Plan

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

*“That approval be given under ASX Listing Rule 10.14 and for all other purposes for the issue of 303,078 Performance Rights to the Company’s Managing Director and Chief Executive Officer, Mr Jason Pellegrino, under the Domain Equity Incentive Plan on the terms summarised in the Explanatory Statements.”*

**Voting Exclusion on Resolution 5:** The Company will disregard any votes cast on Resolution 5:

(a) in favour of the resolution by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Domain Equity Incentive Plan, or any of their associates, regardless of the capacity in which the vote is cast; or

(b) 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; unless the vote is cast on Resolution 5:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- as proxy for a person entitled to vote on the resolution by the Chairman of the meeting in accordance with the express authorisation in the proxy form to vote as the proxy decides; 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 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.

By order of the Board of Domain Holdings Australia Limited.



Catriona McGregor  
Company Secretary  
1 October 2021

# Explanatory Statements to the Notice of Annual General Meeting to be held on Thursday 4 November 2021

The Explanatory Statements provide important information concerning each of the resolutions to be considered at Domain's 2021 AGM.

## Financial Statements and reports

The first item of business relates to Domain's Financial Statements, Directors' Report and Auditor's Report (the 'Reports') for the year ended 30 June 2021. The Company is required to lay before the AGM the Financial Statements and Reports. These can be found in the 2021 Annual Report which is available on our website at [shareholders.domain.com.au](https://shareholders.domain.com.au).

This Item does not require a formal shareholder resolution and so no vote will be held. However, the Chairman will allow Shareholders a reasonable opportunity to raise questions or make comments on the Reports and on the management of the Company.

Also, the Chairman will give Shareholders a reasonable opportunity to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the auditor in relation to the conduct of the audit.

## Resolution 1: Adoption of the Remuneration Report

The Corporations Act requires listed companies to put the Remuneration Report for each financial year to a resolution of members at their Annual General Meeting. The Remuneration Report for the year ended 30 June 2021 can be found on pages 53-82 of the Company's Annual Report.

The Remuneration Report outlines Domain's remuneration arrangements for Key Management Personnel (KMP) and the FY21 remuneration outcomes for the Domain Board and KMP.

Under the Corporations Act the vote on the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the meeting into account when setting remuneration policy for future years.

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

**The Non-Executive Directors unanimously recommend that members vote in favour of the Remuneration Report.**

## Resolutions 2, 3 and 4: Election and Re-Election of Directors

Resolution 2 seeks the approval for the election of Mr Mike Sneesby, and resolutions 3 and 4 seek approval for the re-election of Ms Diana Eilert and Mr Greg Ellis as Directors of Domain.

The Board appointed Mr Sneesby as a Director effective 21 April 2021. In accordance with rules 7.1(c) and 7.1(j) of the Company's Constitution, Mr Sneesby will retire, and being eligible, offer himself for election at the meeting. An appropriate background check was completed before Mr Sneesby was appointed.

In addition, having served as Directors of the Company since 2017, Ms Eilert and Mr Ellis retire and seek re-election at this AGM.

The Nomination Committee considered each of the Directors seeking election and re-election. The Nomination Committee reviewed the skills, knowledge, experience, and background, of each of the Directors and the Board as a whole. Having regard to these matters, the Nomination Committee recommended to the Board, and the Board resolved, that Mr Sneesby be recommended for election and Ms Eilert and Mr Ellis be recommended for re-election to Shareholders at the AGM.

The biographical details, skills and experience of each of the Directors standing for election and re-election are set out below in respect of each Resolution.

### Resolution 2: Election of Mr Mike Sneesby as a Director

Mike Sneesby has broad executive experience. He was appointed Chief Executive Officer of Nine Entertainment Co. Holdings Limited in April 2021.

Prior to becoming CEO of Nine, Mike was the CEO of Nine subsidiary, Stan – Australia's leading local streaming service. Prior to that, he was the CEO of the Microsoft/Nine Entertainment ecommerce joint venture, Cudo, up until its sale in 2013. Mike's prior experience includes setting up the invision IPTV service in Dubai as Vice President of IPTV for the Saudi Telecom/Astro Malaysia joint venture Intigral. Before joining Intigral Mike held senior executive roles with ninemsn and Optus.

Mike spent his earlier career in leadership and consulting positions gaining broad experience in digital media, technology and telecommunications in Australia, Asia and the USA.

He holds an Honours Degree in Electrical Engineering and an MBA from the Macquarie Graduate School of Management.

Mike is considered to not be an independent Director due to his position as Chief Executive Officer of Nine Entertainment Co. Holdings Limited, a substantial Shareholder of Domain.

The Board believes that Mike makes a strong contribution to the Board, noting that his insights, knowledge and experience of the media and technology sectors are particularly valuable, enhancing the Board's ability to oversee the Company's performance and delivery on its strategy.

**For the reasons outlined above, the Board, with Mr Sneesby abstaining, recommends the re-election of Mr Sneesby to the Board.**



## Resolution 3: Re-Election of Ms Diana Eilert as a Director

Diana Eilert is the Chair of the People and Culture Committee and a member of the Audit and Risk Committee and the Nomination Committee. Diana has been a Director of the Company since November 2017.

Diana is currently a Non-Executive Director of ASX-listed companies Keypath Education International Inc. and Elders Limited. She is also a member of the Australian Competition Tribunal and has previously been a Non-Executive Director of Super Retail Group Limited and Navitas Limited. She has extensive experience as an ASX director, having held roles as a non-executive director, Board Chair, Committee Chair, CEO or Group executive of more than 10 listed entities during her career. With an Executive career spanning more than 25 years, Diana's experience includes large operational and profit centre roles such as Group Executive for Suncorp Group Limited's insurance business, subsequently Group Executive for Technology, People and Marketing at Suncorp and various profit centre and operational roles during 10 years with Citibank. Diana's strategy skills were developed in positions including Head of Strategy and Corporate Development for News Limited, as a Principal with Kearney and as a Partner with IBM.

Diana holds a Bachelor of Science (Pure Mathematics) from The University of Sydney and a Master of Commerce from The University of New South Wales.

The Board having assessed Diana's associations and experience has determined that she is an independent Director.

**For the reasons outlined above, the Board, with Ms Eilert abstaining, recommends the re-election of Ms Eilert to the Board.**

## Resolution 4: Re-Election of Mr Greg Ellis as a Director

Greg Ellis has been a Director of the Company since November 2017.

Greg has been involved in the digital sector for the past 20 years. During that time he has held a variety of senior executive roles in Australia and overseas.

In September 2019 he commenced as Chief Executive Officer of online business management solutions business, MYOB. Previously he was the Chief Executive Officer of Scout24, a Frankfurt Stock Exchange listed online classifieds business from April 2014 until December 2018, and Chief Executive Officer and Managing Director of REA Group Ltd from 2008 to 2014. He was previously a Non-Executive Director of Sportsbet Pty Ltd.

Greg holds a Bachelor of Business Management from Queensland University of Technology.

The Board having assessed Greg's associations and experience has determined that he is an independent Director.

**For the reasons outlined above, the Board, with Mr Ellis abstaining, recommends the re-election of Mr Ellis to the Board.**

## Resolution 5 – Issue of Performance Rights to Managing Director and Chief Executive Officer, Mr Jason Pellegrino, under the Company's Equity Incentive Plan

Under ASX Listing Rule 10.14 shareholder approval is required for a Director to acquire Domain securities (**which includes Performance Rights**) under an employee incentive scheme, unless an exception under Listing Rule 10.16 applies. Resolution 5 is a resolution to approve the grant of 303,078 Performance Rights to Mr Pellegrino (Managing Director and Chief Executive Officer) in respect of his long-term incentive award under Domain's Equity Incentive Plan.

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. ASX Listing Rule 7.2 Exception 14 states that an issue of equity securities made with shareholder approval under Listing Rule 10.14 will be excluded from the calculation of an entity's placement capacity for the purposes of ASX Listing Rule 7.1. Therefore, following approval of Resolution 5, the issue of Performance Rights to Mr Pellegrino will not be included in the calculation of the Company's 15% placement capacity for the purposes of ASX Listing Rule 7.1. The issue of shares on vesting of the Performance Rights will also be excluded from the ASX Listing Rule 7.1 placement capacity.

If Resolution 5 is approved by Shareholders, Mr Pellegrino will be granted Performance Rights equivalent in value to \$1.49 million, being 120% of his total remuneration package which is defined to be base salary, fixed allowances and superannuation pro-rated to take account of a remuneration package increase from \$1.2m to \$1.25m, effective from his third year anniversary on 27 August 2021.

The number of Performance Rights to be granted under the LTI is calculated by dividing Mr Pellegrino's maximum LTI opportunity, which is 120% of his total remuneration package (pro-rated) for the 2022 financial year by the volume-weighted average market price (VWAP) of the Company's shares over the 30 trading days beginning on the date of the first trading day of the 2022 financial year (1 July 2021 to 12 August 2021). The VWAP for this period was \$4.9183.

Accordingly the total number of Performance Rights proposed to be granted to Mr Pellegrino is \$1,490,630/\$4.9183, which is 303,078 Performance Rights. This is the maximum number of Performance Rights that will vest to Mr Pellegrino subject to the achievement of performance conditions.

## Terms of the Performance Rights

- Performance Rights – Each Performance Right is a right to acquire one ordinary share in the Company, or in certain circumstances at the Board's discretion, a right to a cash payment in lieu of an ordinary share in the Company subject to the satisfaction of certain vesting criteria described below. There is no acquisition price payable by Mr Pellegrino to acquire the Performance Rights and no exercise price on exercise of the Performance Rights.
- Settlement of the Performance Rights - The Board has discretion to issue new Shares or buy Shares on market to settle the exercise of the Performance Rights or alternatively make a cash payment in lieu of an allocation of Shares. Mr Pellegrino does not receive any voting or dividend entitlements before the Performance Rights have vested and been exercised.
- Performance Right Issue Date – If approved by Shareholders, the Performance Rights will be allocated shortly after, but within 12 months of, the AGM.
- Vesting – The performance period for the testing of whether the Performance Rights will vest is from 1 July 2021 to 30 June 2024 (**Performance Period**).
- Vesting Criteria – The percentage of Performance Rights that vest and become exercisable (if any) will be determined by the Board and will depend on the achievement of performance hurdles based on relative Total Shareholder Return ('**Relative TSR**') and compound annual growth rate (**CAGR**) of EBITDA as set out in the vesting schedule below.
- Cessation of employment: If Mr Pellegrino's employment is summarily terminated by the Company prior to the end of the Performance Period, any unvested Performance Rights will automatically lapse (unless the Board determines otherwise). If he ceases employment with Domain in any other circumstances then, unless the Board determines otherwise, any unvested Performance Rights will remain on foot and be tested in the ordinary course subject to their original terms as though his employment had not ceased. The Board has absolute discretion to determine to lapse all or any unvested Performance Rights having regard for the prevailing facts and circumstances at the time of termination.

## Vesting criteria

The Performance Rights proposed to be granted to Mr Pellegrino will be granted as two tranches, as detailed below. Each tranche will be subject to its own vesting conditions, and may vest according to the vesting scales described below. The vesting conditions are CAGR of EBITDA and Relative TSR against a select group of peers consisting of S&P ASX 200 Index companies representing Communication Services, Consumer Discretionary, Consumer Staples, Information Technology and Telecommunication Services with a market cap more than \$1bn.

### Tranche 1 – Relative Total Shareholder Return (50% of LTI grant)

Number of Tranche 1 Performance Rights: 151,539, representing 50% of the total number of Performance Rights proposed to be granted to Mr Pellegrino.

**Vesting conditions:** Tranche 1 Performance Rights will be subject to TSR relative to S&P ASX 200 Index companies representing Communication Services, Consumer Discretionary, Consumer Staples, Information Technology and Telecommunication Services with a market cap more than \$1bn (**Comparator Group**) to be measured over the three-year period Performance Period ending on 30 June 2024. The Tranche 1 vesting condition is subject to the discretion of the Board, taking into consideration the facts and circumstances over the Performance Period including for example, if there is negative TSR.

**Vesting scale:** The proportion of rights that may vest will depend on the Company's TSR relative to the TSR of the Comparator Group according to the following vesting scale.

Relative TSR Performance	Vesting outcome for tranche 1
Less than 50th percentile of Comparator Group constituents	0%
50th percentile of Comparator Group constituents	50%
Between 50th percentile and 75th percentile of Comparator Group constituents	Linear vesting between 50% and 100%
75th percentile or above of Comparator Group constituents	100%

The Board has absolute discretion over the calculation methodology and may adjust the Comparator Group to take into account events including, but not limited to, acquisitions, mergers or other relevant corporate action or delisting during the Performance Period.

## Tranche 2: CAGR of EBITDA (50% of Grant)

Number of Tranche 2 Performance Rights: 151,539, representing 50% of the total number of rights proposed to be granted to Mr Pellegrino.

**Vesting conditions:** Tranche 2 Performance Rights will be subject to CAGR of EBITDA to be measured over the three-year Performance Period ending on 30 June 2024.

**Vesting scale:** The proportion of Tranche 2 Performance Rights that may vest will depend on the Company's CAGR of EBITDA over the Performance Period according to the following vesting scale, subject to any adjustments for abnormal or unusual items that the Board, in its absolute discretion considers appropriate.

EBITDA Performance	Vesting outcome for Tranche 2
Less than threshold	0%
Threshold	25%
Target	50%
Maximum	100%

Linear vesting occurs for performance between Threshold and Target and Target and Maximum.

Threshold and Maximum performance levels cannot be disclosed in advance because they cannot be determined at this time. Retrospective disclosure of the outcomes against the performance levels will be provided in the Remuneration Report for the year of vesting.

## Additional information required under the ASX Listing Rules

- Mr Pellegrino's current total remuneration package is \$4,250,000, comprising \$1,250,000 as total fixed remuneration (inclusive of superannuation) and \$3,000,000 as the maximum amount he can earn as variable remuneration. The maximum short term incentive plan (EIP) opportunity for Mr Pellegrino increased from 80% to 120% of fixed remuneration. The increase in maximum EIP opportunity is aligned to the increase in maximum achievement for the financial performance measures from Target +5% to Target +15%.
- The Performance Rights proposed to be granted to Mr Pellegrino will be granted for nil consideration as they form part of his remuneration.
- Mr Pellegrino is a Director of the Company and is the only Director entitled to participate in, and receive securities under, the incentive arrangements detailed in Resolution 5.
- The Company uses Performance Rights because they create share price alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the Performance Rights vest.
- No loan will be made by the Company in relation to the acquisition of Performance Rights by Mr Pellegrino.
- Details of any Performance Rights issued under the Equity Incentive Plan 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 under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Equity Incentive Plan after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.
- If approval is given by shareholders under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1.
- If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Pellegrino.
- The number of securities that have previously been issued to Mr Pellegrino under the Equity Incentive Plan are set out below:

Date of issue	Type of Securities	Number of securities	Issue Price	Exercise Price
21.12.2018	Restricted securities	632,791	Issued as part of remuneration	N/A
01.03.2019	Options	1,515,789	Issued at nil consideration	\$3.160
18.11.2019	Options	1,600,000	Issued at nil consideration	\$3.0169
07.05.2020	Share Rights	149,305	Issued at nil consideration	N/A
08.10.2020	Share Rights	58,730	Issued at nil consideration	N/A
19.11.2020	Share Rights	435,098	Issued at nil consideration	N/A

- The key terms of the EIP are set out below:

## Key Terms of the Domain Equity Incentive Plan (EIP)

### Overview

The EIP is subject to the EIP rules (Rules). The Rules outline the terms and conditions upon which equity securities (Incentive Securities) may be offered to participants including:

- the process for making and accepting offers;

- the type of securities that may be offered; and
- the general terms and conditions that apply to securities under the EIP.

## Offers of Incentive Securities

The Domain Board may from time to time invite eligible employees to participate in a grant of Incentive Securities which may comprise any one or more of:

- Rights
- Options; and
- Restricted Shares

(Offer)

Offers are subject to the Rules and any terms specified in the Offer.

## Eligibility

Participants in the EIP may be an employee of the Domain group (being the Company and each related body corporate of the company), or any other person who is declared by the Board to be eligible to receive a grant of Incentive Securities in accordance with the Rules.

## Offer

Under the Rules, an Offer to a participant should include the following information:

- The number and type of Incentive Securities being offered;
- The amount (if any) that will be payable for the grant of the Incentive Securities;
- Any vesting conditions or other conditions that may apply;
- The procedure for exercising an Option or Right following vesting and the period during which it may be exercised;
- Where the Board has made a determination that the vesting and/or exercise of Rights or Options (as applicable) will only be satisfied through an allocation of Shares;
- The circumstances in which Rights and/or Options may lapse, Shares may be forfeited or a Participant's entitlement to Incentive Securities may be reduced;
- How Incentive Securities may be treated in the event that an employee participant ceases employment with a Domain group company, and any discretions retained by the Board in this regard; and
- Any restrictions on dealing in the Incentive Securities.

## Amendments

The Board may at any time by resolution:

- Amend all or any of the provisions of the EIP;
- Amend the terms or conditions of any Incentive Security granted under the EIP; or
- Suspend or terminate the operation of the EIP.

The Board may also waive, amend or replace any vesting condition attaching to an Incentive Security if the Board determines that the original vesting condition is no longer appropriate or applicable, provided that the interests of the relevant Participant are not, in the opinion of the Board materially prejudiced or advantaged relative to the position reasonably anticipated at the time of the grant.

## Allotment of Shares on Exercise or Vesting of Incentive Securities

Any Shares issued under the EIP will rank equally in all respects with other Shares for the time being on issue by the Company.

Where necessary the Company will apply for quotation of Shares issued under the EIP.

## Recommendation

The Board, with Mr Pellegrino abstaining, unanimously recommends that shareholders vote in favour of this resolution.

## Glossary of terms

Term	Definition
\$	means Australian dollars
Annual General Meeting, AGM or Meeting	means the annual general meeting convened by this Notice
Annual Report	means the annual report of the Company released on ASX on 17 August 2021 and available on Domain's website at <a href="https://shareholders.domain.com.au">shareholders.domain.com.au</a>
ASX	means Australian Securities Exchange
ASX Listing Rules	means the Listing Rules of the ASX
Board	means the current board of Directors of the Company
CAGR	means compound annual growth rate
Chairman	means the chairman of the meeting from time to time.
Closely Related Party	has the meaning given to that term in the Corporations Act
Company or Domain	means Domain Holdings Australia Limited
Constitution	means the Company's constitution
Corporations Act	means the Corporations Act 2001 (Cth)
Directors	means the current directors of the Company
Explanatory Statement	means the explanatory statements included in this Notice
Key Management Personnel or KMP	has the meaning given to that term in the Corporations Act
Remuneration Report	means the remuneration report for the year ended 30 June 2021 forming part of the Directors Report in the Company's Annual Report
Resolutions	means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.
Share	means a fully paid ordinary share in the capital of the Company
Shareholder or Member	means the registered holder of a Share
VWAP	means volume weighted average price

# Voting Entitlement and Proxy Information

## Entitlement to vote

The Directors have determined that the persons eligible to vote at the AGM are those who are registered as Shareholders at 7.00pm on **Tuesday 2 November 2021**. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

## Voting Procedure

The Chairman of the meeting intends to put all Resolutions set out in this Notice of Meeting to a poll at the meeting. Voting results will be announced to the ASX as soon as practicable after the meeting.

## Appointing a proxy

If you are eligible to vote but unable to attend the meeting, you may appoint a proxy to attend and vote on your behalf. A proxy need not be a Shareholder of the Company and may be an individual or a body corporate.

A shareholder entitled to attend and cast at least two votes at the meeting is entitled to appoint up to two proxies. If a shareholder appoints two proxies, the shareholder may specify the proportion or number of votes each proxy may exercise. If a shareholder appoints two proxies but does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half the votes. If a member appoints two proxies they both may attend the meeting.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

For your vote to count, your proxy form must be received by the Company's share registry, Link Market Services (Link), no later than 48 hours prior to the commencement of the meeting i.e. by **10:00am (AEDT) on Tuesday 2 November, 2021**. To lodge your proxy, you may:

- lodge it online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). For online proxy lodgement, you will need to enter your SRN or HIN which can be found on any personalised correspondence you have received from Link. You will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website; mail it to Domain Holdings Australia Limited, c/o Link Market Services Limited, Locked Bag A14, Sydney South, NSW, 1235;
- deliver it by hand to Link at Level 12, 680 George Street, Sydney 2000; or
- fax it to +61 2 9287 0309.

You may still attend the meeting and vote even if you have appointed a proxy. Your attendance will (unless you instruct ASX or Link Market Services otherwise) suspend your proxy appointment while you are present at the meeting.

## Voting Instructions

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

Members of the Company's KMP (which includes each of the Directors) and their closely related parties (which includes spouses and dependents) will not be able to vote as proxy on Resolution 1 (Remuneration Report), or Resolution 5 (Issue of Performance Rights to Jason Pellegrino) unless you have directed them how to vote or the Chairman of the meeting is your proxy.

If you intend to appoint a member of KMP or their closely related party as your proxy, you are encouraged to direct them how to vote on Resolutions 1 and 5 by marking "For", "Against" or "Abstain" for each of those items of business.

If you intend to appoint the Chairman of the meeting as your proxy, you can direct the Chairman how to vote by marking the boxes for the relevant resolution. However, if you do not mark a box next to Resolutions 1 or 5, and the Chairman is your proxy either by appointment or default, then by completing and returning the proxy form, you will be expressly authorising the Chairman to vote as they see fit in respect of resolutions 1 and 5 even though they are connected with the remuneration of the Company's KMP.

## The Chairman's Voting Intentions

For proxies without voting instructions that are exercisable by the Chairman of the meeting, the Chairman intends to vote all available proxies on, and in favour of, all the proposed resolutions.

The Chairman's decision on the validity of a vote cast by a proxy or vote cast in person, is conclusive.

## Default of Proxy Votes to Chairman in Certain Circumstances

The Chairman intends to call a poll on each of the resolutions set out in this Notice of Meeting. On a poll, if:

- a Shareholder has appointed a proxy (other than the Chairman of the meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that Shareholder's proxy is either not recorded as attending the meeting or does not vote on the resolution,

the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that shareholder.



# Corporate Directory

## Company

Domain Holdings Australia Limited  
Level 5, 100 Harris Street  
Pyrmont NSW 2009  
**T:** + 61 2 9254 3000

## Websites

[www.domain.com.au](http://www.domain.com.au)  
[shareholders.domain.com.au](http://shareholders.domain.com.au)

## Registry

Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000  
**T:** 1300 138 914  
**F:** +61 2 9287 0309  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

## Company Secretary

Catriona McGregor  
**E:** c.mcgregor@domain.com.au

## Investor Relations

Jolanta Masojada  
**E:** jolanta.masojada@domain.com.au

## PR & Corporate Communications

Sarah Macartney  
**E:** sarah.macartney@domain.com.au

# Domain

Domain Holdings Australia Limited

ABN 43 094 154 364

## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

Domain Holdings Australia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

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



### ALL ENQUIRIES TO

Telephone: 1300 138 914

Overseas: +61 1300 138 914



X99999999999

## PROXY FORM

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

### APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

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

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Thursday, 4 November 2021** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/DHG21> (refer to the **Notice of Annual General Meeting and Explanatory Statements**).

**Important for Resolutions 1 & 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, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 & 5, even though the Resolutions 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 available proxies in favour of each item of business.

### VOTING DIRECTIONS

Proxies will only be valid and accepted if they are signed and received no later than 48 hours before the Meeting, being 10:00am (AEDT) on Tuesday, 2 November 2021

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

#### Resolutions

1 Adoption of the Remuneration Report

For Against Abstain\*

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

2 Election of Mr Mike Sneesby as a Director

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

3 Re-Election of Ms Diana Eilert as a Director

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

4 Re-Election of Mr Greg Ellis as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Issue of Performance Rights to Managing Director and Chief Executive Officer, Mr Jason Pellegrino, under the Company's Equity Incentive Plan

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\* 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)

<input type="text"/>
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Joint Shareholder 2 (Individual)

<input type="text"/>
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Joint Shareholder 3 (Individual)

<input type="text"/>
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Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

DHG PRX2101N

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1.

### DEFAULT TO CHAIRMAN OF THE MEETING

If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution. A proxy need not be a shareholder of the Company.

### PROXY VOTING BY THE CHAIRMAN OF THE MEETING

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on resolutions that are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL (KMP)

The KMP of the Company (which includes each of the Directors) and their closely related parties will not be able to vote as your proxy on Resolutions 1 and 4 unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you intend to appoint a member of the KMP or one of their closely related parties as your proxy, you can direct them how to vote by following the instructions on this Proxy Form.

### 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 of the shareholders may sign.

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

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Tuesday, 2 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

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



#### BY MAIL

Domain Holdings Australia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

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

\*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

### ACCESS YOUR NOTICE OF ANNUAL GENERAL MEETING



To view or download the full **Notice of Meeting and Explanatory Memorandum** which sets out the Agenda (including details of all resolutions being put to the Meeting) please visit the Company's website. Per modifications of the Corporations Act 2001 and the Corporations Regulations 2001 under Treasury Laws Amendment (2021 Measures No.1) Act 2021 no hard copy Notice of Meeting and Explanatory Statements has been included in this mailing, the Notice of Meeting for the purposes of this Meeting has been given to those entitled to receive notice by use of one or more technologies.