

Domain
Group

Notice of Annual
General Meeting

2022



Dear Shareholders

I am pleased to invite you to attend the 2022 Annual General Meeting (**AGM** or **Meeting**) of Domain Holdings Australia Limited (**Company** or **Domain**) to be held at 10.00am¹ on Wednesday, 9 November 2022.

I am pleased to advise that for the first time in 3 years Domain will host an in person AGM. Shareholders are invited to join us at the Sofitel Sydney Wentworth, 101 Phillip Street, Sydney, or if they are unable to attend in person, they can still attend virtually by logging in to the online meeting platform.

The AGM is an important part of our overall governance framework and enables Shareholders to meet our Directors. Shareholders are encouraged to attend in person or online.

Further details on how to participate in the AGM are set out in this Notice. For those attending online, the Company has also made available a Virtual Meeting Online Guide on its online Shareholder Centre at shareholders.domain.com.au/group/?page=event-calendar.

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

We encourage shareholders to submit a directed proxy vote as early as possible so that their vote will still be counted if for any reason they cannot attend either in person or online. Shareholders can lodge their proxy online at www.linkmarketservices.com.au by 10.00am on Monday, 7 November 2022.

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 2022;
- Adoption of the 2022 Remuneration Report;
- Election and Re-election of Directors – Election of Ms Rebecca Haagsma and re-election of Mr Nick Falloon and Mr Geoff Kleemann; and
- Approval of the issue of performance rights to the Managing Director and Chief Executive Officer, Mr Jason Pellegrino, under the Equity Incentive Plan.

Full details of each item of business and the resolutions are set out in this Notice. As set out in this Notice, members of the Board (abstaining, where relevant) consider that the Resolutions are in the best interests of the Shareholders of the Company as a whole and recommend 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 2022 Annual Report is available on the Company's online Shareholder Centre at 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, where required, 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 2022 AGM.

Yours sincerely



Nick Falloon
Chairman

¹ All references to times indicate Australian Eastern Daylight Time (AEDT)

AGM Agenda

Wednesday 9 November 2022

- 9.30am² Registration opens at Sofitel Sydney Wentworth, 101 Phillip Street, Sydney, and 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 auditor | 5.00pm, Wednesday 2 November 2022 |
| Eligibility to attend and vote | Shareholders at 7.00pm on Monday 7 November 2022 |
| Last date to submit proxy form | 10.00am, Monday 7 November 2022 |

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Your privacy

Attendees at the Meeting (in person and virtually) may be video recorded. The recording may be made publicly available.

Technical difficulties

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 10.00am on Monday 7 November 2022, even if they plan to attend the Meeting.

² All references to times indicate Australian Eastern Daylight Time (AEDT)

How to participate in the 2022 AGM

Attend in person

Shareholders and proxyholders can attend, vote, make comments and ask questions in person at the AGM venue, Sofitel Sydney Wentworth, 101 Phillip Street, Sydney, 2000.

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://meetings.linkgroup.com/DHG2022>.

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.

Oral questions and comments: Shareholders and proxyholders who are attending the meeting online and who wish to ask oral questions or make oral comments during the meeting can do so 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.

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.

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 or by following the instructions on the proxy form. These must be submitted by no later than 10.00am on Monday 7 November 2022 to be valid.

Even if you plan to attend the 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.

Options for asking questions and making comments

During the Meeting, Shareholders may direct:

- questions or comments about the operations and management of Domain or the Remuneration Report to the Chairman; or
- questions about audit and accounting policy matters to Domain's auditor or its representatives.

Shareholders are also able to submit written questions to the Company or the Auditor (in relation to the content of the Auditor's report or the conduct of the audit) in advance of the Meeting. Questions may be submitted online at www.linkmarketservices.com.au or by returning the Shareholder Question Form, which is available on Domain's online Shareholder Centre at shareholders.domain.com.au/group/?page=event-calendar. Questions must be submitted no later than 5.00pm on Wednesday 2 November 2022.

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://meetings.linkgroup.com/DHG2022>.

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 2022 Annual General Meeting

Notice is given of the Annual General Meeting (AGM) of Domain Holdings Australia Limited to be held at 10.00am on Wednesday 9 November 2022.

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.

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 2022.

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

Resolution 1: Adoption of the Remuneration Report for the financial year ended 30 June 2022

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

"That the Remuneration Report for the financial year ended 30 June 2022 is 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:

- by or on behalf of a member of the Company's Key Management Personnel named in the Company's remuneration report for the year ended 30 June 2022 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 Company's Key Management Personnel at the date of the AGM or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on resolution 1:

- in accordance with a direction as to how to vote on the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though resolution 1 is connected with the remuneration of the Company's Key Management Personnel.

Resolution 2: Election of Ms Rebecca Haagsma as a Director

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

"That Ms Rebecca Haagsma is elected as a Director of the Company."

Resolution 3: Re-Election of Mr Nick Falloon as a Director

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

"That Mr Nick Falloon is re-elected as a Director of the Company."

Resolution 4: Re-Election of Mr Geoff Kleemann as a Director

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

“That Mr Geoff Kleemann 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 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 431,406 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 Equity Incentive Plan (including Mr Pellegrino), 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 Key Management Personnel 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 Resolution 5 in accordance with a direction given to the proxy or attorney to vote on Resolution 5 in that way; or
- by the Chairman of the Meeting as proxy for a person entitled to vote on Resolution 5, in accordance with a direction given to the Chairman to vote on Resolution 5 as the Chairman decides; or
- by a Shareholder 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 Resolution 5; and
 - the holder votes on Resolution 5 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
4 October 2022

Explanatory Statements to the Notice of Annual General Meeting to be held on Wednesday 9 November 2022

The Explanatory Statements provide important information concerning each of the resolutions to be considered at Domain's 2022 AGM.

Financial Statements and reports

The first item of business relates to Domain's Financial Statements, and its Directors' Report and Auditor's Report (the Directors' Report and Auditor's Report being the **Reports**) for the year ended 30 June 2022. The Company is required to lay before the AGM the Financial Statements and Reports. These can be found in the 2022 Annual Report which is available on our online Shareholder Centre at 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 ask questions about or make comments on the Reports and the management of the Company.

Also, the Chairman will give Shareholders a reasonable opportunity to ask the Company's auditor or its representatives at the Meeting 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 2022 can be found on pages 51-78 of the Company's Annual Report.

The Remuneration Report outlines Domain's remuneration arrangements for Key Management Personnel (**KMP**) and the FY22 remuneration outcomes for the 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. The Chairman will give Shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

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

The Board unanimously recommends 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 Ms Rebecca Haagsma, and resolutions 3 and 4 seek approval for the re-election of Mr Nick Falloon and Mr Geoff Kleemann as Directors of Domain.

The Board appointed Ms Haagsma as a Director effective 1 September 2022. In accordance with rules 7.1(c) and 7.1(j) of the Company's Constitution, Ms Haagsma will retire and, being eligible, offer herself for election at the Meeting. An appropriate background check was completed before Ms Haagsma was appointed.

In accordance with rule 7.1(d) of the Company's Constitution, Directors (who are not the Managing Director) may not hold office beyond the third AGM following the meeting at which the Director was last elected or re-elected. As Mr Falloon and Mr Kleemann were last re-elected at the Company's 2019 annual general meeting, they will each 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 (with the candidate for election or re-election abstaining) resolved, that Ms Haagsma be recommended for election and Mr Falloon and Mr Kleemann 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 Ms Rebecca Haagsma as a Director

Rebecca Haagsma has been a Director of the Company since September 2022.

Rebecca is an experienced senior executive with a depth of transformation, media, and telecommunications experience. She was appointed Chief Product Officer of Nine Entertainment Co. Holdings Limited in July 2022.

Most recently, Rebecca spent the last 6 years at Telstra in a number of senior executive roles, leading Strategic Partnerships, Devices and the telco's Media interests including across sports and entertainment; she joined Telstra as Director of Product for the media business. Prior to this, she spent 7 years in leadership roles across the wider Nine business, firstly as Head of Lifestyle at ninemsn, and including Head of Mobile, Head of Product, and in 2015, Director of 9Now and Digital, leading the 9Now business and product launch in early 2016. Rebecca has also been Digital Director of ACP Magazines, and before that, worked in the B2B publishing space, as Publisher of Architecture, Building and Construction, and Media and Marketing industries, working for the global B2B leader, Reed Elsevier. While there, she also worked to roll out digital transformation across other industry verticals including healthcare, financial planning, travel and mining.

She holds a Master of Arts degree (Political Science) from the University of New South Wales, and in 2018 completed a Global Women in Leadership Strategic course at Harvard Business School.

Rebecca is considered to not be an independent Director due to her position as Chief Product Officer of Nine Entertainment Co. Holdings Limited, Domain's majority shareholder.

The Board believes that Rebecca will make a strong contribution to the Board, noting that her insights, knowledge and experience of the digital and telecommunications 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 Ms Haagsma abstaining, recommends the election of Ms Haagsma to the Board.

Resolution 3: Re-election of Mr Nick Falloon as a Director

Nick Falloon is the Chairman of the Board and a member of the Audit and Risk Committee, People, Culture and Sustainability Committee and the Nomination Committee. Nick has been a Director and Chairman of the Company since November 2017.

He was previously Chairman of Fairfax Media Limited and is currently Deputy Chairman of Nine Entertainment Co. Holdings Limited, a position he has held since 7 December 2018 following the merger between Nine and Fairfax Media Limited. Nick is not seeking re-election at the Nine AGM on 10 November 2022 and will therefore retire from his role at Nine immediately prior to their meeting.

He has 30 years' experience in the media industry, including 19 years working for the Packer-owned media interests from 1982 until 2001. Mr Falloon served as Chief Executive Officer of Publishing and Broadcasting Limited from 1998 to 2001 and before that as Chief Executive Officer of Enterprises and Group Financial Director. This experience provided a strong background in television, pay TV, magazines, radio and the internet. From 2002, Mr Falloon spent nine years as Executive Chairman and CEO of Ten Network Holdings.

Mr Falloon holds a Bachelor of Management Studies (BMS) from Waikato University in New Zealand.

Mr Falloon is considered to not be an independent Director due to his position as Director and Deputy Chairman of Nine Entertainment Co. Holdings Limited, Domain's majority shareholder.

The Board considers that Mr Falloon continues to be a valuable addition to the Board in light of the particular skills, knowledge and experience that he brings to the Board and his leadership of Board discussions as Chairman.

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

Resolution 4: Re-election of Mr Geoff Kleemann as a Director

Geoff Kleemann is the Chair of the Audit and Risk Committee and the Nomination Committee. He is also a member of the People, Culture and Sustainability Committee. Geoff Kleemann has been a Director of the Company since November 2017.

Geoff Kleemann commenced his career at Deloitte, and subsequently completed approximately 20 years as a senior executive in a listed environment, as Chief Financial Officer for Crown Limited, Publishing and Broadcasting Limited, Woolworths Limited and Pioneer International Limited. He is currently a Non-Executive Director of Bill Identity Limited (appointed September 2019). He was previously Non-Executive Director and Chair of the Audit Committee of Asciano Limited from 2009 to 2016, and Non-Executive Director and Chair of the Audit Committee of Broadspectrum Limited from 2014 to 2016. He was also a Non-Executive Director of Investa Listed Funds Management Limited, the responsible entity for Investa Office Fund, from 2016 to 2018 and the NSW Telco Authority until May 2020.

Geoff Kleemann is a member of the Institute of Chartered Accountants.

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

The Board considers that Mr Kleemann continues to be a valuable addition to the Board in light of the particular skills, knowledge and experience that he brings to the Board and his contribution to Board discussions and leadership of the Audit and Risk Committee as the Committee Chair.

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

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

Resolution 5 is a resolution to approve the grant of 431,406 Performance Rights to Mr Pellegrino (Managing Director and Chief Executive Officer) in respect of his long-term incentive (LTI) award under the Equity Incentive Plan.

Under ASX Listing Rule 10.14.1, Shareholder approval is required for a Director to acquire Domain securities (which includes Performance Rights) under an employee incentive scheme.

If Resolution 5 is approved by Shareholders, Mr Pellegrino will be granted Performance Rights equivalent in value to \$1.5 million, being 120% of his total fixed remuneration which is defined to be base salary, fixed allowances and superannuation, of \$1.25m. The Performance Rights, if granted, will be subject to vesting conditions, as set out below.

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 fixed remuneration for the financial year ended 30 June 2022 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 that financial year (1 July 2022 to 12 August 2022). The VWAP for this period was \$3.4770.

Accordingly, the total number of Performance Rights proposed to be granted to Mr Pellegrino is $\$1,500,000 / \3.4770 , which is 431,406 Performance Rights. This is the maximum number of Performance Rights that will vest to Mr Pellegrino subject to the achievement of performance (vesting) 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 conditions 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 Conditions:** 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 earnings before interest, tax, depreciation and amortisation (**EBITDA**) as set out in the vesting schedule below.
- **Cessation of employment:** If Mr Pellegrino's employment is terminated with the Company (or any other member of the Domain Group) prior to the end of the Performance Period, 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.
- **Change of control:** Unless the Board determines otherwise, where there is a change in the control of the Company, all Performance Rights will immediately vest on a pro rata basis (based on the portion of the vesting period that has elapsed) and all Performance Rights that remain unvested after pro rata vesting has occurred will then lapse.

Vesting

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. If the vesting conditions are not met, the Performance Rights will lapse.

The vesting conditions are based on:

- for Tranche 1 – 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; and
- for Tranche 2 – CAGR of EBITDA.

Further information in relation to these vesting conditions are set out below.

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

Number of Tranche 1 Performance Rights: 215,703, 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 total shareholder return.

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.

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

Number of Tranche 2 Performance Rights: 215,703, 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: Target -3% | 25% |
| Target | 50% |
| Maximum: Target +5% | 100% |

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

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. Further information in relation to Mr Pellegrino's total remuneration package is set out in the Remuneration Report.
- 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;
 - they have the potential to have greater motivational impact (compared to Options) in a company where the property cycle can influence the LTI outcome as a result of factors outside the executives' control and influence; and
 - of the potential more dilutive impact for Shareholders of Options over Performance Rights.

- 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 will not participate until approval is obtained under that rule.
- If Shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Pellegrino.
- 632,791 Restricted Securities, 3,115,789 Options and 946,211 Share Right have previously been issued to Mr Pellegrino under the Equity Incentive Plan for no consideration.

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 2022 and available on Domain's online Shareholder Centre at shareholders.domain.com.au |
| Associate | has the meaning given to that term in the ASX Listing Rules |
| ASX | means Australian Securities Exchange |
| ASX Listing Rules | means the Listing Rules of the ASX |
| Board | means the current board of Directors |
| 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 <i>Corporations Act 2001</i> (Cth) |
| Directors | means the current directors of the Company |
| Domain Group | means Domain and its controlled entities |
| EBITDA | means earnings before interest, tax, depreciation and amortisation |
| Equity Incentive Plan or EIP | means the Domain Equity Incentive Plan, the key terms of which are set out in the Explanatory Statements |
| Explanatory Statements | means the explanatory statements included in this Notice |
| Key Management Personnel or KMP | has the meaning given to that term in the Corporations Act |
| Notice | means this notice of meeting |
| Performance Period | means the three-year period from 1 July 2021 to 30 June 2024 |
| Remuneration Report | means the remuneration report for the year ended 30 June 2022 forming part of the Directors Report in the Company's Annual Report |
| Resolutions | means the resolutions set out in this Notice, 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 Monday 7 November 2022. 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 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 Shareholder 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 on Monday 7 November, 2022**.

To lodge your proxy, you may:

- lodge it online at 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 1A Homebush Bay Drive, Rhodes NSW 2138; or
- fax it to +61 2 9287 0309.

The appointment of a proxy is not revoked by the appointor attending and taking part in the Meeting, but if the appointor votes on a resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointor's proxy on the resolution.

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.

If you intend to appoint a member of the Company's 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 either or both of 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/or 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 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. On a poll, if both:

- 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

Websites

www.domain.com.au

Corporate information, the Annual Report, ASX Announcements relating to the Company and other investor information can be found on the Company's online Shareholder Centre at shareholders.domain.com.au.

Share Registry

Link Market Services
Level 12, 680 George Street
Sydney, NSW 2000
Locked Bag A14
Sydney South, NSW 1235

P: +61 1300 138 914 (toll free within Australia)

F: +61 2 9287 0303

registrars@linkmarketservices.com.au

www.linkmarketservices.com.au

Company Secretary

Catriona McGregor

E: catriona.mcgregor@domain.com.au

Investor Relations

Jolanta Masojada

E: jolanta.masojada@domain.com.au

Media Enquiries

Sarah Macartney

E: sarah.macartney@domain.com.au

LODGE YOUR VOTE

-  **ONLINE**
<https://investorcentre.linkgroup.com>
-  **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
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Domain Holdings Australia Limited 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 Wednesday, 9 November 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **The Sofitel Wentworth Hotel, 61/101 Phillip Street, Sydney, NSW, 2000** or logging in online at <https://meetings.linkgroup.com/DHG2022> (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolution 1: If the Chairperson 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 Chairperson of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is 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 undirected 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 being 10.00am (AEDT) on Monday 7 November 2022.

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

Resolutions

| | For | Against | Abstain* | | For | Against | Abstain* |
|---------------------------------------|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| 1 Adoption of the Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5 Issue of Performance Rights to Managing Director and Chief Executive Officer, Mr Jason Pellegrino, under the Equity Incentive Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Election of Ms Rebecca Haagsma | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 3 Re-election of Mr Nick Falloon | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 4 Re-election of Mr Geoff Kleemann | <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 show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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 SECURITYHOLDER 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 Resolution 1 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 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.

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 Monday, 7 November 2022**, 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

<https://investorcentre.linkgroup.com>

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, securityholders will need their "Holder Identifier" - Shareholder Reference Number (SRN) or Holder Identification Number (HIN).



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 securityholding.

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

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*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

or

Level 12
680 George Street
Sydney NSW 2000

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



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 Corporations (Coronavirus Economic Response) Determination (No.1) 2020 ("Determination") 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.