

Domain

ASX ANNOUNCEMENT

Special Dividend and Chair's address and presentation at Scheme Meeting

Sydney, 4 August 2025: Domain Holdings Australia Limited (ASX:DHG) ("**Domain**") refers to its proposed acquisition by CoStar Group, Inc. (NASDAQ: CSGP) through its indirect wholly-owned subsidiary, Andromeda Australia SubCo Pty Limited by way of scheme of arrangement ("**Scheme**").

Unless otherwise indicated, capitalised terms used in this announcement have the meaning given to them in the Scheme Booklet dated 30 June 2025.

Special Dividend

Domain is pleased to announce that today the Domain Directors have determined to pay, conditional on the Scheme becoming Effective, a fully franked Special Dividend of 8.8 cents per Domain Share. It is expected that the Special Dividend Record Date will be 12 August 2025 and the Special Dividend Payment Date will be 19 August 2025.

Chair's Address and Presentation at Scheme Meeting

In accordance with ASX Listing Rule 3.13.3, attached to this announcement are the following documents to be presented at Domain's Scheme Meeting commencing today, Monday, 4 August 2025 at 10:00am (AEST):

- the Chair's address for the Scheme Meeting; and
- the Scheme Meeting presentation slides.

The Scheme Meeting will be held as a hybrid meeting. Domain Shareholders (other than Excluded Shareholders) will be able to attend and participate in the Scheme Meeting in person at Level 5, 100 Harris Street, Pyrmont NSW 2009 or virtually via the Online Scheme Meeting Platform which can be accessed at <https://meetings.openbriefing.com/DHGS25>. Domain Shareholders (other than Excluded Shareholders) who participate in the Scheme Meeting through the Online Scheme Meeting Platform will be able to listen to the Scheme Meeting, cast a vote and ask questions through the Online Scheme Meeting Platform.

The voting results of the Scheme Meeting will be communicated to the ASX shortly after the conclusion of the Scheme Meeting.

Domain Board recommendation

The Domain Board unanimously recommends that Domain Shareholders (other than Excluded Shareholders) vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Domain Shareholders (other than Excluded Shareholders). Subject to the same qualifications, the Domain Directors each intend to vote all the Domain Shares held or controlled by, or on behalf of, them in favour of the Scheme.

Further information

Domain Shareholders should read the Scheme Booklet, including the Independent Expert's Report, carefully and in its entirety before making a decision on whether or not to vote in favour of the Scheme.

If you have any questions in relation to the Scheme or the Scheme Meeting, please contact the Domain Shareholder Information Line on 1300 116 260 (within Australia) or +61 3 9415 4110 (outside Australia) Monday to Friday (excluding public holidays) between 8:30am and 5:00pm (AEST).

If you would like to obtain details, or have any questions, regarding your shareholding in Domain, please call the Domain Share Registry on +61 1300 138 914 (within and outside Australia) Monday to Friday between 8:00am and 8:00pm (AEST).

Ends

Authorised for lodgement: Domain Board of Directors

Investors: Jolanta Masojada, +61 417 261 367, jolanta.masojada@domain.com.au

Media: Domain PR, PR@domain.com.au

COURT CONVENED SCHEME MEETING

TO BE HELD AT 10:00AM (AEST) ON MONDAY, 4 August 2025

Nick Falloon, NON-EXECUTIVE DIRECTOR AND CHAIRMAN

SLIDE 0 – SCHEME MEETING COVER SLIDE (WELCOME)

Good morning everyone and welcome to the Scheme Meeting of Domain Holdings Australia Limited which has been convened pursuant to an order of the Supreme Court of New South Wales dated 30 June 2025. My name is Nick Falloon and I am the Chairman of the Domain Board. I will be chairing today's meeting.

Before we begin today, I would like to acknowledge the Traditional Custodians of the land on which we meet, the Gadigal people of the Eora nation. We pay our respects to them, their cultures and to their Elders past, present and emerging.

It is now just past 10:00am, the designated time for the meeting, and I am advised that the necessary quorum is present. I therefore declare the Domain Scheme Meeting **OPEN**.

On behalf of the Domain Board and the management team, I would like to welcome our shareholders and thank you all for attending today.

I am joined by Domain Board members, Diana Ellert, Greg Ellis, Geoffrey Kleemann, Matthew Stanton, Mickie Rosen and Peter Tonagh. Representatives of Domain's share registry, MUFG Corporate Markets, are also present to assist in the poll process of the Scheme Meeting.

Also present are our legal and financial advisers in relation to the Scheme, Gilbert + Tobin and UBS.

The purpose of this Scheme Meeting is for shareholders to vote on a proposed scheme of arrangement (which I will refer to as "the **Scheme**") under which CoStar Group, Inc. (which I will refer to as "**CoStar**") will acquire, through its indirect wholly-owned subsidiary, Andromeda Australia SubCo Pty Limited (which I will refer to as "**Bidder Sub**"), all of the shares in Domain held by Domain Shareholders (other than members of the CoStar Group who are described as "**Excluded Shareholders**").

This meeting has been called under the Notice of Scheme Meeting dated 30 June 2025 included in the Scheme Booklet sent to Domain Shareholders and which can be accessed on the ASX website and on Domain's shareholder website. I now table the Notice of Scheme Meeting, which I will take as read.

SLIDE 1 – EVACUATION AND EMERGENCY PROCEDURES

Before we proceed with the Scheme Meeting, I have a couple of quick housekeeping points.

In the unlikely event of an emergency or evacuation, please follow the green EXIT signs to evacuate, as displayed on the screen.

I also remind everyone that this is a shareholders' meeting and only Domain Shareholders, appointed proxies, corporate representatives and attorneys have a right to speak at the meeting. For those joining us today in person, if you have not already done so, I would appreciate it if all mobile phones could be switched to silent. Recording devices and cameras must not be used during the meeting.

Domain

SLIDES 2 & 3 – DISCLAIMER, AGENDA

I will first outline certain procedural matters including the logistics of the meeting, then provide an overview of the Scheme, before moving to the formal business of the meeting, which is the Scheme Resolution. There will also be an opportunity to ask questions relating to the Scheme Resolution later in the meeting.

SLIDE 4 – PROCEDURAL MATTERS (COVER SLIDE)

Today's meeting is being held as a hybrid meeting. This allows Domain Shareholders who are unable to join us in-person to attend the meeting virtually via the online platform. All attendees can watch a live webcast of the meeting.

SLIDE 5 – ATTENDANCE CARDS

Those attending in person would have received an attendance card at the time of registration. Shareholders and shareholders' attorneys, proxyholders and corporate representatives holding a YELLOW card may vote by paper and are also entitled to speak. Non-voting shareholders holding a BLUE card are not entitled to vote but may ask questions and make comments. Visitors holding a RED card may not speak or vote. If you believe you have an incorrect admission card, please see MUFG staff at the registration desk for assistance.

SLIDE 6 – ASKING QUESTIONS ONLINE

At the appropriate time, Domain Shareholders and their proxies, attorneys or representatives may ask questions. Those who are in the room can address the meeting directly, and those who are online can ask questions via the platform by clicking the "Ask a Question" button. The process for submitting a written question or asking an audio question is shown on the screen.

As shown on the left hand side of the screen, for those wishing to ask a written question, please select the category 'Approval of Scheme of Arrangement' in the 'Regarding' section, and click 'Submit Question' once you have entered your question.

As shown on the right hand side of the screen, for those wishing to ask an audio question, please click on 'Go to web phone', type in your name and hit the green call button, and select 'Start call' to enter the meeting. You may press *1 on the keypad to raise your hand to ask a question or make a comment, and *2 to lower your hand. When it is time to ask your question, the moderator will introduce you and prompt you to speak. If you have also joined the online webcast from another device, please mute the webcast audio to avoid feedback or similar issues.

If you need to return to these guidelines during the meeting, you can refer to the Online Platform Guide included in the Scheme Booklet. If you experience any difficulties, the Help line number is displayed at the top of the webpage: 1800 990 363.

As a courtesy to all present, I ask that questions and comments be limited to the Scheme Resolution which is being put to this meeting, and be submitted in an orderly manner.

As Chairman, I reserve the right to rule out of order all questions not pertaining to the Scheme Meeting.

Domain

SLIDE 7 – VOTING ONLINE

I will now briefly summarise the voting procedures which apply to this meeting.

As outlined in the Notice of Scheme Meeting included in the Scheme Booklet, the vote on the Scheme Resolution will be conducted by a poll. I now declare the poll **OPEN**. You may submit your votes at any time until I close the poll. I will provide notice before closing the poll. The result of the poll will be declared and released to the ASX later today.

As Chairman of today's meeting, I will vote all available proxies in favour of the Scheme Resolution.

Shareholders participating via the online platform may vote during the meeting using the 'Get a Voting Card' button. Instructions on how to do this are displayed on the screen.

Please note that if you cast a live vote at today's Scheme Meeting any vote by proxy previously submitted will be overridden.

If you have previously appointed a proxy, when logging in to the live webcast of the Scheme Meeting, you would have been presented with the option to either revoke your proxy or view the Scheme Meeting as a 'non-voting shareholder'. If you revoked your proxy when logging in, you will be able to participate in and vote at the Scheme Meeting. However, if you did not revoke your proxy, then you will only be able to view the live webcast of the Scheme Meeting and ask questions. You will not be able to vote on the Scheme Resolution.

SLIDE 8 – VOTING IN-PERSON

Shareholders and their appointed attorneys, proxies and corporate representatives who are entitled to vote on the Scheme Resolution and are attending today's meeting in person have received a YELLOW admission card. On the reverse of your YELLOW admission card is your voting paper and instructions, as shown on the screen.

Proxyholders have attached to their admission card a Summary of Proxy Votes, which details the voting instructions for the Scheme Resolution.

By completing the voting paper, when instructed to vote in a particular manner, you are deemed to have voted in accordance with those instructions.

In respect of any open votes a proxyholder may be entitled to cast, please mark a box beside the resolution to indicate how you wish to cast your open votes.

Proxyholders should refer to the Summary of Proxy Votes form attached to their admission card for further information.

Shareholders are required to mark a box beside the resolution to indicate how you wish to cast your votes.

When you have finished filling in your voting paper, please lodge it in the ballot box to ensure your votes are counted.

SLIDE 9 – CHAIRMAN'S ADDRESS (COVER PAGE)

Before we move onto the Scheme Resolution, I would like to say a few words about the proposed scheme of arrangement.

Domain

SLIDE 10 – OVERVIEW OF THE SCHEME

On 9 May 2025, Domain announced that it had entered into a Scheme Implementation Deed with CoStar and Bidder Sub, under which Bidder Sub agreed to acquire all of the shares in Domain (other than shares held by Excluded Shareholders) pursuant to a scheme of arrangement.

CoStar is a US-based global leader in real estate information, analytics, online marketplaces and 3D digital twin technology and is publicly listed on Nasdaq.

A detailed Scheme Booklet, including a copy of the Independent Expert Report prepared by Grant Samuel, was sent to shareholders in accordance with the orders of the Supreme Court of New South Wales made on 30 June 2025. I will take these documents as read.

If the Scheme is approved and implemented, Domain Shareholders will receive \$4.43 cash per Domain Share held at the Scheme Record Date less the amount of the Special Dividend determined and paid by Domain. This morning, the Domain Board determined to pay a fully franked Special Dividend of 8.8 cents per Domain Share prior to implementation of the Scheme, subject to the Scheme becoming effective.

The Scheme Consideration of \$4.43 per Domain Share represents a 42% premium to the undisturbed trading price of Domain shares on 20 February 2025, prior to Domain's announcement that it had received an unsolicited non-binding indicative proposal from CoStar to acquire Domain.

If the Scheme becomes effective, Domain Shareholders will receive a fully franked Special Dividend of 8.8 cents per Domain Share prior to implementation of the Scheme. Certain Domain Shareholders may be able to realise the benefit of up to 3.77 cents of franking credits per Domain Share that will be attached to that Special Dividend.

SLIDE 11 – INDEPENDENT EXPERT'S CONCLUSIONS

The Domain Board appointed Grant Samuel as the Independent Expert to assess the merits of the Scheme. The Independent Expert has concluded that the Scheme is fair and reasonable and therefore is in the best interests of Domain Shareholders (other than Excluded Shareholders), in the absence of a superior proposal.

The Independent Expert assessed the underlying value of Domain Shares to be between \$4.06 and \$4.46 per Domain Share on a fully diluted basis. The Scheme Consideration of \$4.43 per Domain Share is close to the top end of the Independent Expert's value range.

SLIDE 12 – THE DOMAIN'S BOARD UNANIMOUS RECOMMENDATION AND THE DOMAIN DIRECTORS' VOTING INTENTIONS

The Domain Board unanimously recommends that Domain Shareholders (other than Excluded Shareholders) vote in favour of the Scheme in the absence of a Superior Proposal and the Independent Expert continuing to conclude that the Scheme is in the best interests of Domain Shareholders (other than Excluded Shareholders).

At the time of this Scheme Meeting, no such proposal has emerged, and the Domain Directors are not aware of any Superior Proposal that is likely to emerge. The Independent Expert's conclusion also has not changed.

Domain

Domain Shareholders should have regard to the interests of the Domain Directors when considering the recommendation of the Domain Directors. These interests are disclosed in section 9 of the Scheme Booklet. Prior to today's meeting, Domain Directors who hold or control Domain Shares have voted or procured the voting of all their Domain Shares in favour of the Scheme.

SLIDE 13 – REASONS WHY YOU MIGHT VOTE FOR OR AGAINST THE SCHEME

In reaching its recommendation, the Domain Board carefully considered the expected advantages and potential disadvantages of the Scheme. These are set out in section 1 of the Scheme Booklet and are summarised on the screen.

It should also be noted that Nine Entertainment Co. Holdings Limited (which I will refer to as “**Nine**”), is Domain's controlling shareholder with a relevant interest in approximately 60% of Domain Shares. Nine has confirmed that it intends to vote all of the Domain Shares it holds or controls in favour of the Scheme. This is in the absence of a superior proposal (as determined by Nine) and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Domain Shareholders (other than Excluded Shareholders).

Having regard to the significant premium to pre-announcement trading, the certainty of value which would be delivered by the Scheme Consideration and the support of Domain's major shareholder, Nine, the Domain Board considers the Scheme to be in the best interests of Domain Shareholders.

SLIDE 14 – STATUS OF CONDITIONS PRECEDENT

The Scheme remains subject to a limited number of customary conditions which are set out in the Scheme Booklet, and your Directors are not aware of any circumstances which would cause any of the outstanding conditions precedent not to be satisfied. These conditions primarily include:

- Domain Shareholders (other than Excluded Shareholders) approving the Scheme Resolution at today's Scheme Meeting; and
- approval of the Scheme by the Supreme Court of New South Wales.

The Scheme was subject to regulatory approval from the Foreign Investment Review Board which has now been obtained. The Scheme is also subject to other customary conditions precedent which must be satisfied or waived, as described in the Scheme Booklet.

SLIDE 15 – INDICATIVE IMPLEMENTATION TIMETABLE

The indicative timetable for implementation of the Scheme, if it is approved, is shown on the screen.

If the Scheme is approved by Domain Shareholders today at the Scheme Meeting, Domain will apply to the Supreme Court of New South Wales for a Court order approving the Scheme. The Court hearing to approve the Scheme is scheduled for 9:15am on Wednesday, 6 August 2025.

If the Court approves the Scheme, a copy of the Court orders will be lodged with ASIC, following which the Scheme will become Effective and Domain Shares will be suspended from official quotation on the ASX. This is expected to occur on 7 August 2025.

Domain

As announced this morning, the Domain Directors have determined to pay, conditional on the Scheme becoming Effective, a fully franked Special Dividend of 8.8 cents per Domain Share. It is expected that the Special Dividend Record Date for determining entitlements to the Special Dividend will be 7:00pm on 12 August 2025 and the Special Dividend will be paid on 19 August 2025.

The Scheme is expected to be implemented on 27 August 2025, on which date Domain Shareholders (other than Excluded Shareholders) will be paid the Scheme Consideration of \$4.43 cash per Domain Share held on the Scheme Record Date of 7:00pm on 20 August 2025, less the amount of the Special Dividend paid by Domain.

Each of these dates and times are in Australian Eastern Standard Time, are indicative only and are subject to change. Domain will announce any changes to the ASX.

If the Scheme is not approved by Domain Shareholders or the Court, or any of the other outstanding conditions precedent are not satisfied or waived, the Scheme will not proceed, Domain will continue as a standalone entity listed on the ASX and Domain Shareholders will not receive the Scheme Consideration.

SLIDE 16 – FORMAL BUSINESS (COVER SLIDE)

I will now turn to the formal business of today's Scheme Meeting.

SLIDE 17 – SCHEME RESOLUTION

The sole item of business for consideration today is the Scheme Resolution as set out in the Notice of Scheme Meeting and shown on the screen.

For the Scheme to proceed, the Scheme Resolution must be approved by:

- a majority in number of Domain Shareholders (other than Excluded Shareholders) present and voting (including by proxy) at today's Scheme Meeting; and
- at least 75% of the total number of votes cast on the Scheme Resolution by Domain Shareholders (other than Excluded Shareholders).

The Excluded Shareholders are not entitled to vote on the Scheme Resolution. As mentioned earlier, I am advised that Bidder Sub is the only Excluded Shareholder.

SLIDE 18 – Q&A (COVER SLIDE)

We will now take questions in relation to the Scheme and the Scheme Resolution. A reminder that this is a shareholders' meeting, so only Domain Shareholders or their appointed proxies, attorneys or representatives are entitled to ask questions.

Our Company Secretary has advised that no questions have been submitted prior to the meeting. We will now take questions from the room and address the written questions that have been submitted during the meeting. I will either answer the questions, will pass those questions onto the most appropriate person from Domain to answer, or I may take a question on notice if necessary. If you have any questions, please submit them now if you have not already done so.

Thank you for your questions.

Domain

SLIDE 19 – PROXY VOTES

The details of the proxy results on the Scheme Resolution prior to the Scheme Meeting are shown on the screen.

SLIDE 20 & 21 – VOTE (COVER SLIDE), SCHEME RESOLUTION

We will now proceed to the vote. Please select “For”, “Against” or “Abstain” next to the Scheme Resolution on your electronic voting card or your paper voting card.

For those who are attending today's meeting in person, would you please indicate by raising your hand if you require more time to complete and lodge your voting paper.

That completes the formal part of the meeting. I now declare the Scheme Meeting closed, subject to the finalisation of the poll. The poll will remain open for a further five minutes to allow you to complete your voting.

SLIDE 22 – THANK YOU

I would like to take this opportunity to thank you all for your attendance today as well as for your continued support of Domain. I would also like to acknowledge my fellow Directors and the management team and all employees for their commitment and support including during the Scheme process.

For those attending in-person, I invite you to join me, my fellow Directors and Domain management, for morning tea.

For personal use only

Scheme Meeting Presentation

ASX:DHG

4 August 2025

Evacuation and emergency procedures

Evacuation Procedures

ALARMS

ON SOUNDING OF THE ALERT TONE: "BEEP...BEEP"

- Be aware of a possible emergency situation occurring. Continually assess the situation and don't put yourself or others at risk.
- Prepare to evacuate, follow work shut-down procedures. Secure your area immediately.
- Wardens report to the Warden Intercom Point (WIP) and will check for signs of an incident and account for occupants with a disability.
- If smoke/fire/incident is discovered, commence evacuation & report this immediately to a Warden. Prevent others from entering the hazardous zone & alert surrounding people.
- If safe & trained to do so, attempt to extinguish the fire/contain the emergency incident.

ON SOUNDING OF THE EVACUATION TONE: "WHOOOP...WHOOOP"

- Evacuate via the nearest safe exit & proceed to the ASSEMBLY AREA (refer to site plan).
- Wardens will conduct a sweep to ensure occupants are clear and report to the Chief Warden.
- When the area has been evacuated all doors and windows should be closed to contain fire. Do not obstruct access to Exits.
- Wardens evacuate and remain with occupants at the ASSEMBLY AREA. Await further instructions from the responding Emergency Services.

EMERGENCY RESPONSE

IN CASE OF FIRE
(ATTEMPT ONLY IF SAFE TO DO SO)

REMOVE ANY PERSON/S FROM IMMEDIATE DANGER. STAY LOW

ALERT TOISE THE ALARM. DIAL 000 FOR EMERGENCY SERVICES

CONTAIN CLOSE DOORS & WINDOWS TO CONFINE SMOKE, FIRE

EXTINGUISH ATTEMPT TO EXTINGUISH THE FIRE (REMEMBER PASS)

IF YOUR SAFETY IS AT RISK, **EVACUATE**

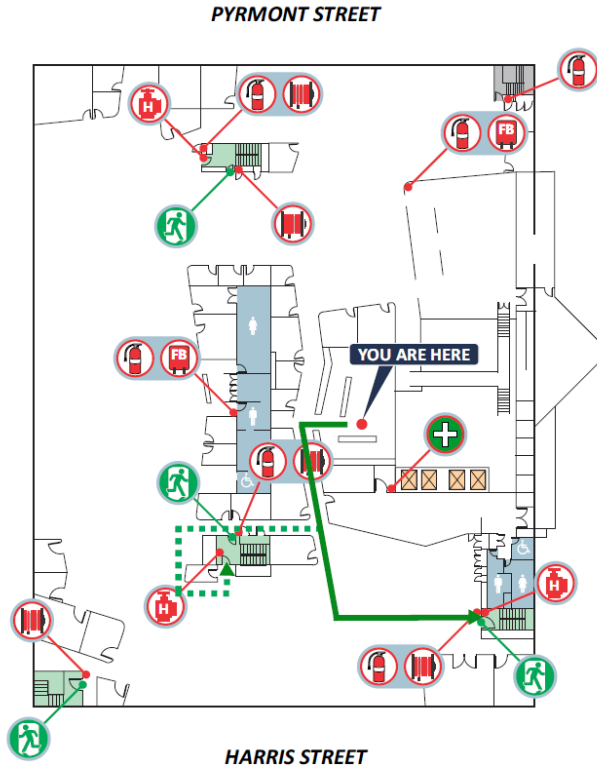
FOR FIRE EXTINGUISHERS, REMEMBER:

PULL the pin, break the seal and test

AIM at the base of the fire/flames

SQUEEZE the operating handle (view of)

SWEEP the contents from side-to-side



LEGEND

- Fire Extinguisher CO2
- Fire Extinguisher DCP
- Fire Hose Reel
- Fire Blanket
- Hydrant
- First Aid Kit
- Exit
- Primary Evacuation Route
- Secondary Evacuation Route

ASSEMBLY AREA

ASSEMBLY AREA MAP: Shows the building's location relative to Pyrmont St, Harris St, and Union St. A group of people is shown gathered in the assembly area at the intersection of Harris St and Union St. A north arrow is located in the bottom right corner.

Disclaimer

Summary information

This presentation contains summary information about Domain Holdings Australia Limited (ASX:DHG) (“**Domain**”). The information in this presentation is of a general background nature and does not purport to be complete. It should be read in conjunction with Domain’s other periodic and continuous disclosure announcements which are available at shareholders.domain.com.au, including the Scheme Booklet dated 30 June 2025 prepared in connection with the proposed acquisition of Domain by CoStar, Group Inc.

Not financial product advice

This presentation is for information purposes only and is not financial product or investment advice or a recommendation to acquire Domain securities and has been prepared without taking into account the objectives, financial situation or needs of individuals. Nor is this presentation a prospectus, product disclosure statement or other offer document under Australian law or the law of any other jurisdiction. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek legal and taxation advice appropriate to their jurisdiction and personal circumstances. Statements made in this presentation are made as at the date of the presentation unless otherwise stated.

Past performance

Past performance information given in this presentation is given for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance.

Future performance

This presentation contains certain “forward-looking statements”. The words “expect”, “believe”, “intend”, “should”, “could”, “may”, “likely”, “predict”, “plan” and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this presentation are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Forward-looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be

relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may vary materially for many projections because events and actual circumstances frequently do not occur as forecast and these differences can be material. This presentation contains such statements that are subject to risk factors associated with the industries in which Domain operates which may materially impact on future performance. Investors should form their own views as to these matters and any assumptions on which any forward-looking statements are based. Domain assumes no obligation to update or revise such information to reflect any change in expectations or assumptions. The inclusion of forward-looking statements in this presentation should not be regarded as a representation, warranty or guarantee with respect to its accuracy or the accuracy of the underlying assumptions or that Domain will achieve, or is likely to achieve, any particular results.

General

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Defined terms

Capitalised terms not defined in this presentation have the meaning given to them in the Scheme Booklet, as defined in the Glossary in section 10 or where the relevant term first appears in the Scheme Booklet.

Agenda

01 Procedural matters

02 Chairman's address

03 Formal business

04 Q&A

05 Vote

Agenda

01 Procedural matters

02 Chairman's address

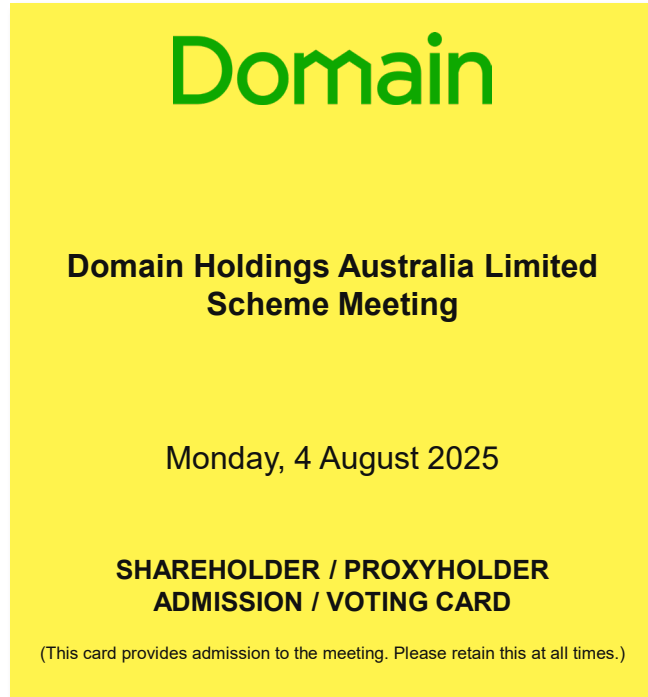
03 Formal business

04 Q&A

05 Vote

Attendance cards

YELLOW cardholders CAN vote and speak



BLUE cardholders CANNOT vote but CAN speak



RED cardholders CANNOT vote OR speak



Asking questions online

Help line
1800 990 363

Only Shareholders, Proxyholders and Corporate Representatives are eligible to ask questions

Written question

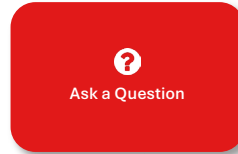
Audio question

Click on 'Ask a Question'
(top or bottom of the webpage)

In the 'Regarding' section, click the drop
down arrow and **select category**
(Approval of Scheme of Arrangement'
for your question)

Click in 'Question' section
then click 'Submit Question'

You can view your questions at any point
via the 'View Questions' box



Ask a Question ✕

We welcome any questions that you may have and will endeavour to answer all questions during the Scheme Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.

Regarding: Approval of Scheme of Arrangement

Question

Type your question here...

Characters left: 532 Characters: 0

Submit Question

Click on 'Ask a Question'
(top or bottom of a webpage)

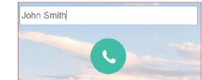
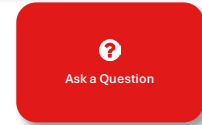
Click on 'Go to Web Phone'

Type in your name and
hit the **green call button**

Select '**Start Call**'
You are now in the meeting (on mute)

Press *1 on the keypad to **raise your hand**
Press *2 on the keypad to **lower your hand**

*When it is time to ask your question, the
moderator will introduce you, you will be
unmuted and prompted to speak
Those online, please mute the webcast audio*



Voting online

Lodging your votes

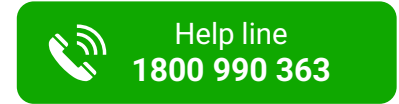
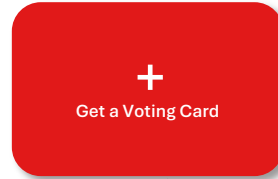
Click on **'Get a Voting Card'**
(bottom of platform)

Enter your **Member Number** and **Post Code** (if Member) or enter **Proxy Number** (if Proxy)

Click on **'Submit Details and Vote'**

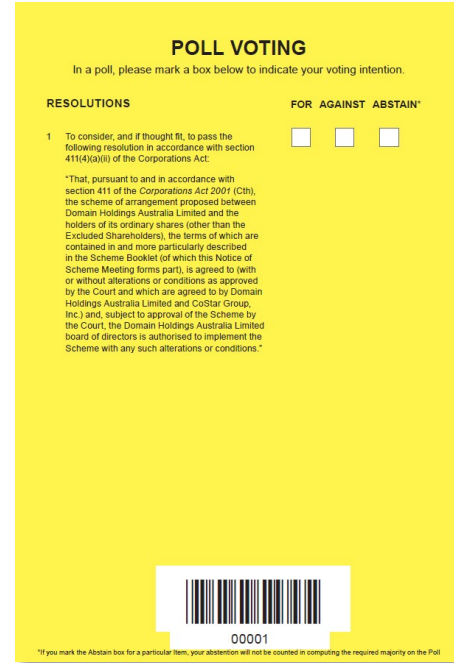
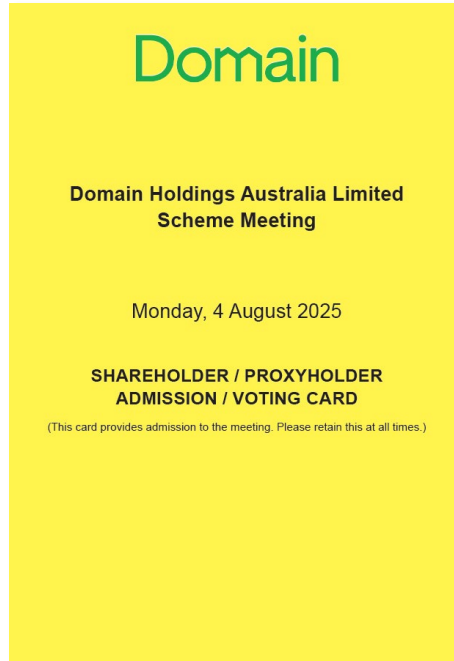
Fill out your **voting card** (via **'Full Vote'** or **'Partial Vote'** tab)

Click **'Submit Vote'** or **'Submit Partial Vote'**



Voting in-person

Please complete the **YELLOW** voting card



Agenda

01 Procedural matters

02 Chairman's address

03 Formal business

04 Q&A

05 Vote

Overview of the Scheme

Structure

The Scheme provides for the **acquisition of 100% of the issued shares in Domain Holdings Australia Limited ("Domain")** other than those held by Excluded Shareholders¹, by the Bidder

CoStar & Bidder Sub

The Bidder is **Andromeda Australia SubCo Pty Limited ("Bidder Sub")** which is an indirect wholly owned subsidiary of **CoStar Group, Inc. ("CoStar")**, a global leader in real estate information, analytics, online marketplaces and 3D digital twin technology

Scheme Consideration

If the Scheme is approved and implemented, Domain Shareholders (other than Excluded Shareholders¹) will receive **\$4.43 cash per Domain Share** held on the Scheme Record Date (which is expected to be at 7:00pm (AEST) on 20 August 2025), as **reduced by the cash amount of any Special Dividend**

Special Dividend

The Board has determined to pay a Special Dividend of 8.8 cents. Accordingly, those Domain Shareholders who are able to **realise the benefit of the franking credits attached to the Special Dividend may be entitled to an Australian tax offset of up to 3.77 cents per Domain Share**

Conditions precedent

The Scheme is **subject to the satisfaction of a number of conditions**, including Domain Shareholder approval at this Scheme Meeting and Court approval

¹ The "Excluded Shareholders" are any Domain Shareholder who is a member of the CoStar Group or who holds any Domain Shares on behalf of, or for the benefit of, any member of the CoStar Group as at the Scheme Record Date. As at the Last Practicable Date, Bidder Sub is the only Excluded Shareholder, holding legal and beneficial title in approximately 16.96% of the Domain Shares on issue.

Independent Expert's conclusions



The **Independent Expert** (Grant Samuel) concluded that the Domain Scheme is **fair and reasonable** and therefore is **in the best interests of Domain Shareholders** (other than Excluded Shareholders) in the absence of a Superior Proposal

No Superior Proposal has emerged



The Independent Expert assessed the underlying value of Domain Shares at between **\$4.06 and \$4.46** per Domain Share on a fully diluted basis

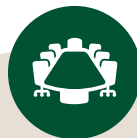
The **Scheme Consideration of \$4.43** per Domain Share is **close to the top end** of the Independent Expert's value range



A complete copy of the Independent Expert's Report is included in the Scheme Booklet at **Attachment A**

Domain Shareholders should **carefully review** the Independent Expert's report in its entirety before making a decision on whether or not to vote in favour of the Scheme

The Domain Board's unanimous recommendation & the Domain Directors' votes in favour of the Scheme



After careful consideration, the Domain Board unanimously recommends that Domain Shareholders **VOTE IN FAVOUR of the Scheme**, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Domain Shareholders (other than Excluded Shareholders)



Prior to today's meeting, Domain Directors who hold or control Domain Shares have voted or procured the voting of all their Domain Shares **IN FAVOUR** of the Scheme.

Domain Shareholders should have regard to the interests of the Domain Directors when considering the recommendation of the Domain Directors. These interests are disclosed in section 9 of the Scheme Booklet.

Reasons why you may vote for or against the Scheme

Reasons why you may VOTE IN FAVOUR the Scheme

- ✓ The **Domain Board's unanimous recommendation** (see previous slide)
- ✓ The **Scheme Consideration** of \$4.43 per Domain Share **represents a significant premium** to the undisturbed trading prices of Domain Shares
- ✓ The **Independent Expert has concluded that the Scheme is fair and reasonable** and therefore in the best interests of Domain Shareholders (other than Excluded Shareholders) in the absence of a Superior Proposal
- ✓ **The Scheme has support from Domain's controlling shareholder, Nine**
- ✓ The **all-cash Scheme Consideration** provides Domain Shareholders (other than Excluded Shareholders) with **certainty of value** and the opportunity to **immediately realise their investment** for cash
- ✓ **No Superior Proposal** has emerged
- ✓ There are **risks associated** with Domain remaining a **listed company**
- ✓ Domain's **share price may fall if the Scheme does not proceed**
- ✓ Domain Shareholders will continue to be **exposed to risks associated in investment in Domain's business if the Scheme does not proceed**
- ✓ You **will not incur any brokerage charges or stamp duty** on the transfer of your Domain Shares under the Scheme

Reasons why you may vote AGAINST the Scheme

- ? You may **prefer to participate** in Domain's future performance **as an ASX listed company**
- ? You may believe that there is the **potential for a superior proposal to emerge**
- ? You may **disagree with the Domain Board's recommendation and the opinion of the Independent Expert** and consider that the Scheme is not in your best interests
- ? You may believe that it is in your best interests to **maintain your current investment and risk profile**
- ? The **tax consequences** of the Scheme may not suit your current financial position

Domain Shareholders should read the Scheme Booklet, including the Independent Expert's Report, **carefully and in its entirety before making a decision** on whether or not to vote in favour of the Scheme

Status of Conditions precedent

The Domain Board is **not currently aware of any circumstances which would prevent any of the outstanding conditions from being satisfied or waived**

Shareholder approval

- The Scheme remains **subject to Domain Shareholders** (other than Excluded Shareholders) **passing the Scheme Resolution** at this Scheme Meeting by the Requisite Majorities

Court approval

- The Scheme remains **subject to the Court approving the Scheme** in accordance with the *Corporations Act 2001* (Cth) at the Second Court Hearing
- The **Second Court Hearing** is scheduled to be held on Wednesday, 6 August 2025 at 9:15am (AEST)

Regulatory approval

- The Scheme was subject to **regulatory approval from the Foreign Investment Review Board**, which has now been **obtained**

Other customary conditions

- The Scheme is subject to a number of other **customary conditions that must be satisfied** (or waived) for the Scheme to be implemented which are described in section 9.12(a) of the Scheme Booklet

Indicative implementation timetable

Date	Key event
10:00am (AEST) on Monday, 4 August 2025	Scheme Meeting
9:15am (AEST) on Wednesday, 6 August 2025	Second Court Hearing To approve the Scheme
Thursday, 7 August 2025	Effective Date and last day of trading in Domain Shares The date on which the Court order approving the Scheme is lodged with ASIC and the Scheme becomes Effective and binding on Scheme Shareholders Domain Shares will be suspended from trading at the close of trading on the ASX on the Effective Date. If the Scheme proceeds, this will be the last day that Domain Shares will trade on the ASX
7:00pm (AEST) on Tuesday, 12 August 2025	Special Dividend Record Date If the Scheme becomes Effective, the time and date for determining entitlements to the Special Dividend
Tuesday, 19 August 2025	Special Dividend Payment Date If the Scheme becomes Effective, the expected date for payment of the Special Dividend
7:00pm (AEST) on Wednesday, 20 August 2025	Scheme Record Date Time and date for determining entitlements to the Scheme Consideration
Wednesday, 27 August 2025	Scheme Implementation Date The date on which the Scheme will be implemented and the Scheme Consideration will be provided to Scheme Shareholders

Note: all of the above dates and times are indicative only and subject to change. Certain times and dates are conditional on approval of the Scheme by Domain Shareholders (other than Excluded Shareholders) and by the Court

Agenda

01 Procedural matters

02 Chairman's address

03 Formal business

04 Q&A

05 Vote

Scheme Resolution

“That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Domain Holdings Australia Limited and the holders of its ordinary shares (other than the Excluded Shareholders), the terms of which are contained in and more particularly described in the Scheme Booklet (of which this Notice of Scheme Meeting forms part), is agreed to (with or without alterations or conditions as approved by the Court and which are agreed to by Domain Holdings Australia Limited and CoStar Group, Inc.) and, subject to approval of the Scheme by the Court, the Domain Holdings Australia Limited board of directors is authorised to implement the Scheme with any such alterations or conditions.”

In accordance with Section 411(4)(a)(ii) of the Corporations Act 2001 (Cth)

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Proxy votes

Valid proxy instructions received by Domain as at proxy close were directed as follows

	Number of votes cast	% of votes cast	Number of Domain Shareholders	% of Domain Shareholders
In favour	483,890,832	99.88%	573	79.36%
Open¹	490,687	0.10%	85	11.77%
Against:	96,590	0.02%	64	8.86%
Total	484,478,109	100.00%	722	100.00%
Abstain²	94,528		17	
Requisite Majorities for resolution to pass	At least 75%		More than 50%	

Please note that the above table only shows the numbers and percentages of Domain Shareholders who appointed a proxy and votes covered by proxies lodged prior to the Scheme Meeting. Not all Domain Shareholders have lodged a proxy and Domain Shareholders retain the discretion to vote at this Scheme Meeting rather than by an appointed proxy. Certain validation procedures will also be run following the close of the poll. Accordingly, the result of this Scheme Meeting will not be known until after the meeting

¹ Open proxies in favour of the Chairman will be voted in favour of the Scheme Resolution.

² Votes relating to a Domain Shareholder who abstains from voting are not counted in determining whether the Requisite Majorities have been met.

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In accordance with Section 411(4)(a)(ii) of the Corporations Act 2001 (Cth)

Thank you

Scheme Meeting
Presentation

ASX:DHG

4 August 2025

Domain