

DomaCom Limited ACN 604 384 885  
Level 6, 99 Queen Street  
Melbourne VIC 3000

13 October 2017

To: DomaCom Limited Shareholders

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of DomaCom Limited (the **Company**) will be held on **Wednesday 15<sup>th</sup> November 2017 at 11am AEDT** as follows:

**CLIFTONS MELBOURNE** on Level 1, 440 Collins Street, Melbourne VIC 3000; and

**CLIFTONS SYDNEY** by video/telephone conference on Level 13, 60 Margaret Street, Sydney NSW 2000.

The meeting will be webcast. If you choose to access this option you will need to register for the webcast 24 hours prior to the meeting using your shareholder registration details through the following link:

[https://cliftons.zoom.us/webinar/register/WN\\_n6Pw3LMfQv6fAVHqKoHgSQ](https://cliftons.zoom.us/webinar/register/WN_n6Pw3LMfQv6fAVHqKoHgSQ)

Members may attend in person or by proxy. Members using the webcast will not be registered as attending the meeting and therefore should vote by proxy.

By order of the Board,

Philip Chard

Company Secretary

## AGENDA

1. Welcome & Apologies
2. Approval of Minutes of 2016 AGM
3. Chairman's Address
4. CEO Report
5. Receipt of Reports and Financial Statements

To receive and consider the Directors' Report, remuneration report and the Financial Report of DomaCom Limited for the year ended 30 June 2017 and the Auditor's Report in relation to the Financial Report.

## 6. Resolutions

### Resolution 1 – Adoption of the Remuneration Report

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

***THAT, the Remuneration Report for the financial year ended 30 June 2017 be adopted.***

Voting exclusion: The Company will disregard any votes cast (in any capacity) on this resolution by or on behalf of a member of the Company's key management personnel (KMP), whose remuneration details are included in the Remuneration Report, or any of their Closely Related Parties. The Company will also disregard votes cast as a proxy by a member of the KMP or any of their Closely Related Parties. However, the Company need not disregard a vote on this resolution if it is cast as a proxy for a person who is entitled to vote on the resolution in accordance with a direction on the Proxy Form, or it is cast by the Chairman of the Annual General Meeting as a proxy for a person who is entitled to vote and the appointment of the Chairman as proxy does not specify the way the proxy is to vote and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

### Resolution 2 – Appointment of the Auditors

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

***THAT, for the purposes of section 327B(1) of the Corporations Act 2001 (Cth) and for all other purposes, Grant Thornton Audit Pty Ltd, having consented in writing to act as auditors of the Company, be appointed as auditors of the Company.***

### Resolution 3 – Re-election of Mr David Archbold as Director

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

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

### Resolution 4 – Re-election of Mr Ross A. Laidlaw as a Director

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

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

## **Resolution 5 – Approval of Employee Long Term Incentive Plan**

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

***THAT, for the purposes of ASX Listing Rule 7.2, Exception 9 and for all other purposes, shareholders approve all issues of securities under the DomaCom Employee Long Term Incentive plan, the terms of which are described in the Explanatory Statement.***

Voting exclusion: The Company will disregard any votes cast on this resolution by any Director (other than a director who is ineligible to participate in the Employee Long Term Incentive Plan) and a member of the Company's KMP or any other Closely Related Parties. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote on the resolution in accordance with a direction on the Proxy Form or it is cast by the Chairman of the Annual General Meeting as a proxy for a person who is entitled to vote and expressly authorize the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

## **Resolution 6 – Grant of Performance Rights to a Director – Mr. Grahame Evans (Chairman)**

***THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant of a maximum of 157,117 Performance Rights to Mr Grahame Evans, a Director of the Company and the Company's Non-Executive Chairman, (or his nominee) under the Company's LTIP and the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.***

Voting exclusion: The Company will disregard any votes cast on Resolution 6 by Mr Grahame Evans or any person associated with Mr Grahame Evans. The Company will also disregard votes cast as a proxy by a member of the KMP or any of their Closely Related Parties. However, the Company need not disregard a vote on this resolution if it is cast as a proxy for a person who is entitled to vote on the resolution in accordance with a direction on the Proxy Form, or it is cast by the Chairman of the Annual General Meeting as a proxy for a person who is entitled to vote and the appointment of the Chairman as proxy does not specify the way the proxy is to vote and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

## **Resolution 7 – Grant of Performance Rights to a Director – Mr. David Archbold (Non Executive Director)**

***THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant of a maximum of 104,745 Performance Rights to Mr David Archbold, a Director of the Company, (or his nominee) under the Company's LTIP and the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.***

Voting exclusion: The Company will disregard any votes cast on Resolution 7 by Mr David Archbold or any person associated with Mr David Archbold. The Company will also disregard votes cast as a proxy by a member of the KMP or any of their Closely Related Parties. However, the Company need not disregard a vote on this resolution if it is cast as a proxy for a person who is entitled to vote on the resolution in accordance with a direction on the Proxy Form, or it is cast by the Chairman of the Annual General Meeting as a proxy for a person who is entitled to vote and the appointment of the Chairman as proxy does not specify the way the proxy is to vote and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

## **Resolution 8 – Grant of Performance Rights to a Director – Mr. Graeme Billings (Non Executive Director)**

***THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant of a maximum of 104,745 Performance Rights to Mr Graeme Billings, a Director of the Company, (or his nominee) under the Company's LTIP and the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.***

Voting exclusion: The Company will disregard any votes cast on Resolution 8 by Mr Graeme Billings or any person associated with Mr Graeme Billings. The Company will also disregard votes cast as a proxy by a member of the KMP or any of their Closely Related Parties. However, the Company need not disregard a vote on this resolution if it is cast as a proxy for a person who is entitled to vote on the resolution in accordance with a direction on the Proxy Form, or it is cast by the Chairman of the Annual General Meeting as a proxy for a person who is entitled to vote and the appointment of the Chairman as proxy does not specify the way the proxy is to vote and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

## **Resolution 9 – Grant of Performance Rights to a Director – Mr. Peter Church OAM (Non Executive Director)**

***THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant of a maximum of 104,745 Performance Rights to Mr Peter Church, a Director of the Company, (or his nominee) under the Company's LTIP and the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.***

Voting exclusion: The Company will disregard any votes cast on Resolution 9 by Mr Peter Church or any person associated with Mr Peter Church. The Company will also disregard votes cast as a proxy by a member of the KMP or any of their Closely Related Parties. However, the Company need not disregard a vote on this resolution if it is cast as a proxy for a person who is entitled to vote on the resolution in accordance with a direction on the Proxy Form, or it is cast by the Chairman of the Annual General Meeting as a proxy for a person who is entitled to vote and the appointment of the Chairman as proxy does not specify the way the proxy is to vote and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

## **Resolution 10 – Grant of Performance Rights to a Director – Mr. Arthur Naoumidis (CEO/ Executive Director)**

***THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant of a maximum of 592,681 Performance Rights to Mr Arthur Naoumidis, a Director of the Company, (or his nominee) under the Company's LTIP and the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.***

Voting exclusion: The Company will disregard any votes cast on Resolution 10 by Mr Arthur Naoumidis or any person associated with Mr Arthur Naoumidis. The Company will also disregard votes cast as a proxy by a member of the KMP or any of their Closely Related Parties. However, the Company need not disregard a vote on this resolution if it is cast as a proxy for a person who is entitled to vote on the resolution in accordance with a direction on the Proxy Form, or it is cast by the Chairman of the Annual General Meeting as a proxy for a person who is entitled to vote and the appointment of the Chairman as proxy does not specify the way the proxy is to vote and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

## **Resolution 11 – Grant of Performance Rights to a Director – Mr. Ross Laidlaw (COO / Executive Director)**

***THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant of a maximum of 540,309 Performance Rights to Mr Ross Laidlaw, a Director of the Company, (or his nominee) under the Company's LTIP and the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.***

Voting exclusion: The Company will disregard any votes cast on Resolution 11 by Mr Ross Laidlaw or any person associated with Mr Ross Laidlaw. The Company will also disregard votes cast as a proxy by a member of the KMP or any of their Closely Related Parties. However, the Company need not disregard a vote on this resolution if it is cast as a proxy for a person who is entitled to vote on the resolution in accordance with a direction on the Proxy Form, or it is cast by the Chairman of the Annual General Meeting as a proxy for a person who is entitled to vote and the appointment of the Chairman as proxy does not specify the way the proxy is to vote and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

## **Resolution 12 – Grant of Performance Rights to a Related Party – Ms. Kathryn Naoumidis**

***THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant of a maximum of 76,467 Performance Rights to Ms Kathryn Naoumidis, a related party of the Company, (or her nominee) under the Company's LTIP and the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.***

Voting exclusion: The Company will disregard any votes cast on Resolution 12 by Ms Kathryn Naoumidis or any person associated with Ms Kathryn Naoumidis. The Company will also disregard votes cast as a proxy by a member of the KMP or any of their Closely Related Parties. However, the Company need not disregard a vote on this resolution if it is cast as a proxy for a person who is entitled to vote on the resolution in accordance with a direction on the Proxy Form, or it is cast by the Chairman of the Annual General Meeting as a proxy for a person who is entitled to vote and the appointment of the Chairman as proxy does not specify the way the proxy is to vote and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

### **7. Any other business.**

## **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting on Wednesday, 15 November 2017.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting preceding this Explanatory Statement.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of General Meeting, please contact the Company Secretary or your professional adviser.

### **Financial Statements**

The law requires Directors to lay the Financial Report, Directors' Report, Remuneration Report and Auditors' Report for the last financial year before the Annual General meeting of shareholders.

Shareholders have been provided with all relevant information concerning these reports in the Annual Report of the Company for the year ended 30 June 2017 (Annual Report). A copy of the Annual Report has been sent to each Shareholder (other than those Shareholders who have previously elected not to receive the Annual Report, whether in paper form or electronically). Any Shareholder who has made this election and now wishes to receive a paper or electronic copy of the Annual Report should contact the Company to arrange receipt. The Annual Report can also be viewed, printed and downloaded from the Company's website at <http://www.domacom.com.au/investor-relations/financial-reports/>

Shareholders will be provided with a reasonable opportunity to ask questions about, or make comments on, the Annual Report. The Auditors will be invited to the meeting and opportunity will be given to shareholders to ask them any questions.

### **Resolution 1: Adoption of the Remuneration Report as set out in the Annual Report for 2017**

Section 250R(2) of the Corporations Act requires listed companies to put a resolution to their shareholders that the Remuneration Report be adopted. The vote on this resolution is advisory only and will not bind the Company or the Directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies.

The Remuneration Report forms part of the Directors' Report and is included in the Annual Report for the financial year ended 30 June 2017.

The Remuneration Report contains information required under section 300A of the Corporations Act, including

- (a) Principles used to determine the nature and amount of remuneration
- (b) Details of remuneration
- (c) Service Agreements
- (d) Share-based remuneration and

(e) Other information

**Board recommendation:** Given the interest in this Resolution, the Board makes no recommendation on this Resolution 1.

### **Resolution 2: Appointment of the Auditor**

Resolution 2 is in accordance with section 327B(1) of the Corporations Act, which provides that a public company must appoint an auditor of the company at its first annual general meeting. This is being done retrospectively.

The Company, pursuant to Resolution 2, requests shareholder approval pursuant to section 327B(1) of the Corporations Act 2001 (Cth) to appoint Grant Thornton Audit Pty Ltd as the Company's auditor.

### **Resolution 3: Re-election of Mr David Archbold as a Director**

Clause 9.1(d) of the DomaCom Constitution provides that 2 directors must retire from office if there are 5 or less directors (after excluding a managing director) or one third of those directors if there are more than 5 directors. Under clause 9.1(g) of the DomaCom Constitution, the Directors who must retire in accordance with this clause are the directors who wish to retire and not offer themselves for re-election and those who have been longest in office since their last election or appointment.

As at the date of this Notice of Meeting, the DomaCom Board is comprised of five directors and the managing director, Mr Arthur Naoumidis. Mr David Archbold was re-appointed as a Non-Executive Director on 18 November 2015 and Mr Ross Laidlaw was elected as an Executive Director on 23 February 2015. Therefore, of the five directors, they have held office for the longest period.

David has over 46 years' experience in the property industry in Australia. Prior to the establishment of International Property Group Pty Limited in 1991, David was Executive Director - International, for Colliers Jardine and Executive General Manager of Hooker Corporation. Previously he was Managing Director of Baillieu Knight Frank (SA) Pty Ltd, then Managing Director of Baillieu Knight Frank (NSW) and a Director/Partner of the Australian Company. In particular he reviews and analyses corporate property portfolios.

David has a detailed understanding and experience in the domestic and international property markets. He identifies investment and development opportunities for Asian clients, and provides specialised advice to the banking sector, accounting and legal professions to maximise their client's property performance.

He was appointed to advise the South Australian Asset Management Corporation on restructuring the \$4 billion property portfolio of the former State Bank of South Australia.

He was a member of the Board of the Asset Management Task Force in South Australia, responsible for overseeing the sale and upgrading of Government assets. He was also appointed to the Property Divestment Steering Committee by the South Australian Government.

From July 1995 to June 2004, David was a member of the Board of the Motor Accident Commission (formerly known as the State Government Insurance Commission) which is responsible for third party insurance and a number of government assets.

Mr Archbold retires by rotation and seeks re-election at this AGM.



**Recommendation:** The Board (excluding Mr David Archbold who abstains) recommends that the Shareholders vote in favour of Resolutions 3.

### **Resolution 4: Re-election of Mr Ross A. Laidlaw as a Director**

Clause 9.1(d) of the DomaCom Constitution provides that 2 directors must retire from office if there are 5 or less directors (after excluding a managing director) or one third of those directors if there are more than 5 directors. Under clause 9.1(g) of the DomaCom Constitution, the Directors who must retire in accordance with this clause are the directors who wish to retire and not offer themselves for re-election and those who have been longest in office since their last election or appointment.

As at the date of this Notice of Meeting, the DomaCom Board is comprised of five directors and the managing director, Mr Arthur Naoumidis. Mr Ross Laidlaw was appointed as an Executive Director on 23 February 2015 and Mr David Archbold was elected as a director on 18 November 2015. Therefore, of the five directors, they have held office for the longest period.

Mr Laidlaw has spent over 30 years in Financial Services, and has deep and expansive experience within markets in Australasia, Europe and America.

He was CEO of the successful Skandia Platform for over 8 years (1999 to 2008) developing it into a leading Platform that was well supported by independent financial planners.

Mr Laidlaw is the Chief Operating Officer of the DomaCom business and is involved in all aspects of the business including the Operational, finance, information technology, and risk and compliance.

Mr Laidlaw is a qualified Chartered Accountant, holds a Bachelor of Economics degree (Monash), Graduate Diploma of Applied Finance, Diploma of Financial Planning and a fellow of the Financial Services Institute of Australasia.

Mr Laidlaw retires by rotation and seeks re-election at this AGM.

**Board recommendation:** The Board (excluding Mr Ross Laidlaw who abstains) recommends that the Shareholders vote in favour of Resolutions 4.

### **Resolution 5: Approval of Employee Long Term Incentive Plan (LTIP)**

Listing Rule 7.1 imposes a restriction on the number of Equity Securities issued without shareholder approval during the 12 month period, if the number of these securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period (**15% Placement Capacity**).

The number of equity securities which are allowed to be issued without shareholder approval is calculated in the following formula under Listing Rule 7.1 (**7.1 Formula**).

**(A x B) - C**

Where:

**A** is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:

- plus the number of shares issued in the previous 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;



- plus the number of shares issued in the previous 12 months with approval of Shareholders under Listing Rules 7.1 and 7.4; and
- less the number of shares cancelled in the previous 12 months.

**B** is 15%

**C** is the number of Equity Securities issued or agreed to be issued in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

One of the exceptions to Listing Rule 7.1 (as set out in Listing Rule 7.2) is Exception 9(b). The relevant exception applies where an issue of Equity Securities is made under an employee incentive scheme if, within the three years before the date of the issue, shareholders have approved the issue under the employee incentive scheme as an exception to Listing Rule 7.1.

Resolutions 5 seeks shareholder approval of the LTIP for the Company's Employees and Directors for the purposes of Listing Rule 7.1 and 7.2.

The DomaCom Board is strongly of the view that to ensure the future success of the company it is important to engage the employees and align the company's success with their individual success.

DomaCom Employees are giving their time and not receiving the benefits including market salaries and other employee benefits that a more mature business would provide given start-up nature of the business.

### **Advantages**

The allocation of shares is in lieu of increases in cash based remuneration. This will put less strain on cash flow as remuneration costs are the company's biggest cost and in turn supports the retention of employees and an alignment of interests of staff, directors and shareholders.

### **Disadvantages**

There will be a small dilution for existing shareholders offset by lower running costs to the business.

There will be a one off non-cash expense to the business.

### **Summary of the Company's Employees LTIP**

#### (a) Eligibility

The Board may, in its absolute discretion, invite an Eligible Employee to participate in an award of Performance Rights. An Eligible Employee includes a director, senior executive or employee of the Company or an associated body corporate of the Company.

#### (b) Terms of Performance Rights

- Each Performance Right will be granted to Eligible Employees under the LTIP for nil consideration.
- Each Performance Right will entitle its holder to subscribe for and be issued, one fully paid ordinary share in the capital of the Company (upon vesting (where applicable) and exercise of that Performance Right).
- The Company is now listed on the ASX therefore the Performance Rights will not be listed for quotation on that exchange, however, the Company will apply for

official quotation of the Shares issued upon the exercise of any vested Performance Rights.

- The grant date and expiry date of a Performance Right shall be as determined by the Board when an invitation to participate in the LTIP is made.
- No payment is required for the exercise of a Performance Right, unless otherwise determined by the Board and advised to Eligible Employee at the time the offer is made.
- A participant is not entitled to participate in or receive any dividend or other Shareholder benefits until its Performance Rights have vested and been exercised and Shares have been allocated to the participant as a result of the exercise of those Performance Rights.
- There are no participating rights or entitlements inherent in the Performance Rights and participants will not be entitled to participate in new issues of securities offered to Shareholders of the Company during the currency of the Performance Rights.
- Following the issue of Shares following exercise of vested Performance Rights, participants will be entitled to exercise all rights of a Shareholder attaching to the Shares, subject to any disposal restrictions advised to the participant at the time of the grant of the Performance Rights.

(c) Performance conditions

When granting Performance Rights, the Board may make their vesting conditional on the satisfaction of a Performance Condition within a specified period. The Board may at any time waive or change a Performance Condition or performance period in accordance with the LTIP rules if the Board (acting reasonably) considers it appropriate to do so.

(d) Vesting

The Performance Rights will vest following satisfaction of the Performance Conditions or such other date as determined by the Board in its discretion.

Subject to the LTIP rules, the Board may declare that all or a specified number of any unvested Performance Rights granted to a participant which have not lapsed immediately vest if, in the opinion of the Board a change of control in relation to the Company has occurred, or is likely to occur, having regard to the participant's pro rata performance in relation to the applicable Performance Conditions up to that date.

Subject to the LTIP rules, the Board may in its absolute discretion, declare the vesting of a Performance Right where the Company is wound up or passes a resolution to dispose of its main undertaking.

If there is any internal reconstruction or acquisition of the Company which does not involve a significant change in the identity of the ultimate Shareholders of the Company, the Board may declare in its sole discretion whether and to what extent Performance Rights, which have not vested by the day the reconstruction takes place, will vest.

(e) Disposal restrictions

A participant may not assign, transfer, novate, or otherwise dispose of a Performance Right granted under the LTIP without the prior consent of the Board, or where such assignment or transfer occurs by force of law upon the death of a participant.

(f) Overriding restrictions

No grant or issue of Performance Rights and/or Shares will be made to the extent that it would contravene the Constitution, any applicable Listing Rules, the Corporations Act or any other applicable law.

(g) Lapse

A Performance Right will immediately lapse upon the first to occur of:

- its expiry date;
- the Performance Condition(s) (if any) not being satisfied prior to the end of the performance period(s);
- the transfer or purported transfer of the Performance Right in breach of the LTIP rules;
- if the Performance Right has not vested, the day that is 30 days following the date the participant voluntarily or for a bona fide reason ceases to be employed or engaged by the Company or an associated body corporate;
- termination of the participant's employment or engagement with the Company or an associated body corporate for cause; or
- unless another expiry date is stipulated in the invitation, 6 months after an event which gives rise to a vesting under the Performance Right rules established by the LTIP.

Where a participant ceases to be employed or engaged by the Company or an associated body corporate by reason of their death, disability, bona fide redundancy, and the Performance Rights have vested, they will remain exercisable by that participant's estate or legal representative until the Performance Rights lapse in accordance with the LTIP rules or if they have not vested, the Board will determine as soon as reasonably practicable after the date the participant ceases to be employed or engaged, how many (if any) of those participant's Performance Rights will be deemed to have vested and will be exercisable by that participant's estate or legal representative.

### **The number of securities issued under the Employee and Directors' Long Term Incentive Plan**

There have been 2,085,522 Options/Performance Rights granted under the Employee and Directors' LTIP and 764,965 Options/ Performance Rights have been exercised as at the date of this Notice of Meeting. The LTIP is administered by the DomaCom Board in accordance with the rules of the LTIP and the rules are subject to the ASX Listing Rules.

**Board recommendation:** The Board recommends that the Shareholders vote in favour of Resolution 5.

### **Resolution 6 to 12 the Grant of Performance Rights to the Company's Directors (or nominees) or related parties**

As Directors of the Company may receive securities in the Company under the LTIP, prior shareholder approval will therefore be required before a Director or related party of the Company can participate in a grant of Performance Rights under the LTIP in accordance with Listing rule 10.14. ***For the avoidance of doubt, approval is not being sought for the creation of the LTIP, but for the issue of Performance Rights under the LTIP to Directors of the Company or their related parties.***

## **Summary of the terms and conditions of the Directors LTIP**

### (a) Eligibility

Any Director of the Company or any other member of the Group (including a director employed in an executive capacity) or any other person who is declared by the Board to be eligible to receive a grant of an Award under the Plan.

### (b) Terms and conditions

Refer to Terms and Conditions set out above for the Employee LTIP, as the Directors LTIP has the same terms and conditions including terms of performance rights, performance conditions, vesting rules, disposal restrictions, overriding restrictions and rules regarding lapses.

In accordance with Listing Rule 10.15A the following information is set out below:

#### a) maximum number of securities that may be acquired by DomaCom Directors

Name of Director	Maximum number of Performance rights
Grahame Evans Chairman	157,117
David Archbold Non-Executive Director	104,745
Graeme Billings Non- Executive Director	104,745
Peter Church OAM Non-Executive Director	104,745
Arthur Naoumidis CEO / Executive Director	592,681
Ross Laidlaw COO / Executive Director	540,309
Kathryn Naoumidis Related Party/Accounts	76,467

#### b) formula for calculating the maximum number of securities to be acquired under the LTIP

The formula used to calculate the maximum number of performance rights available to Directors is based on their market salary package for their services as a percentage of total salaries in the company times the amount of performance rights available which represents 5% of the company's issued capital available over the next 3 years (5.59 million rights).

- c) Details of any securities issued under the LTIP will be published in the annual report relating to the period in which the securities have been issued and that approval for the issue of securities was obtained under Listing rule 10.14
- d) Any additional persons who become entitled to participate in the LTIP after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under Listing rule 10.14
- e) DomaCom intends issuing the performance rights in the 1<sup>st</sup> quarter of 2018. Performance rights must be issued no later than 3 years after the AGM.
- f) In accordance with Listing rule 10.15A.4 and 10.15A.5 we set out below the names of persons entitled to participate in the scheme and who have received performance rights under the scheme since the last approval for nil consideration (the convertible securities are also exercisable for nil consideration)

	Performance Rights issued November 2015	Exercised	Performance Rights still exercisable
<b>Non Executive Directors</b>			
Grahame Evans	42,786	-	42,786
David Archbold	28,590	-	28,590
Graeme Billings	28,590	-	28,590
Peter Church	28,590	-	28,590
<b>Executive Directors</b>			
Ross Laidlaw	213,929	-	213,929
<b>Related Party</b>			
Kathryn Naoumidis	31,234	-	31,234

g) No Loans have been provided by the company to the Directors or related parties.

## Business of Annual General Meeting

The Annual General Meeting of a company is required by law to be held within five (5) months of the close of the financial year to which it applies.

The Corporations Act require that 28 days' notice is required for General Meetings of a listed company. This Notice of Meeting is intended to satisfy that requirement.

Under the Constitution no business shall be transacted at any General Meeting unless a quorum of 5 Shareholders are present.

The agenda of the AGM is now fixed and business not on the agenda cannot be brought to the meeting without leave of the Chair.

Only shareholders of the Company and invited guests may attend the AGM.

## Voting Entitlement

The Board has determined that for the purpose of voting at the Annual General Meeting, Shares will be taken to be held by those persons who hold them at 7.00pm AEDT on 13 November 2017. This means that if you are not the registered holder of a Share at that time you will not be entitled to vote at the Annual General Meeting in respect of that Share.

## Voting in person

To vote in person at the Meeting, you must attend the meeting to be held at 15 November 2017.

## Proxy Form for AGM

A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote on behalf of that Shareholder. A proxy need not be a Shareholder. A

Shareholder can appoint an individual or a body corporate as its proxy. If a body corporate is appointed as a proxy, it must ensure that it appoints a corporate representative as required by the Corporations Act 2001 (Cth) to exercise its powers as proxy at the Meeting.

A Shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointments do not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise half the votes (disregarding fractions).

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the Resolution by marking either "For", "Against" or "Abstain" on the Proxy Form for that item of business. If you sign the Proxy Form and do not appoint a proxy, you will have appointed the Chairman of the Meeting as your proxy.

Completed Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) must be lodged at the Company's share registry, Boardroom Pty Limited; or faxed to the fax number specified below not later than 11.00am (AEDT) on Monday, 13 November 2017.

Address (hand deliveries): Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000

Address (postal deliveries): Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001

Fax number for lodgement: +61 2 9290 9655

Please read all instructions carefully before completing the proxy form.

Alternatively, please visit [www.votingonline.com.au/domacomagm2017](http://www.votingonline.com.au/domacomagm2017) to submit your voting intentions.

## **Undirected proxies**

Subject to any restrictions set out in this Notice of Meeting or the Proxy Form, the Chairman of the meeting intends to vote all undirected proxies in favour of all Resolutions.

If you appoint the Chairman of the Meeting (or the Chairman is taken to be appointed) as your proxy and you do not direct the Chairman how to vote on a Resolution, then by completing and returning the Proxy Form, you expressly authorise the Chairman to exercise the proxy even though a Resolution is connected directly or indirectly with the remuneration of a member of the Company's key management personnel and to vote in accordance with his stated intention to vote in favour of all Resolutions.

If you have appointed the Chairman of the Meeting (or the Chairman is taken to be appointed) as your proxy and you direct the Chairman how to vote on a Resolution by marking either "for", "against" or "abstain" for a Resolution, then your vote will be cast in accordance with your direction.

## **Corporate representatives**

A Shareholder, or proxy, that is a body corporate and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative. Evidence of the appointment of a corporate representative must be in accordance with section 250D of the Corporations Act and be lodged with the Company.

A Shareholder entitled to attend and vote at the Meeting may appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. The power of attorney appointing the attorney must be duly signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

A corporate representative or an attorney may, but need not, be a Shareholder of the Company.

Corporate representatives should bring to the Meeting appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to bring to the Meeting the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

## **Questions and comments by Shareholders at the meeting**

In accordance with the Corporations Act and the Company's best practice, a reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or to make comments on, the management of the Company.

Similarly, a reasonable opportunity will also be given to Shareholders at the meeting to ask the Company's auditors, 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.

Relevant written questions to the Company or the auditors must be received no later than 7:00pm (AEDT) on Wednesday, 8 November 2017. A list of those questions will be made available to Shareholders attending the meeting. The Company will either answer questions at the meeting or table written answers to them at the meeting. If written answers are tabled at the meeting, they will be made available to Shareholders as soon as practicable after the meeting.

Please send written questions to:

On-line –via the BoardRoom "VotingOnline" facility.

Post to – Philip Chard, DomaCom Level 6, 99 Queen Street, Melbourne VIC 3000

Email – [philip.chard@domacom.com.au](mailto:philip.chard@domacom.com.au)



## Glossary / Key Terms

The Term	Means
AGM or Annual General Meeting	The annual general meeting of the Company to be held at 11am (AEDT) on Wednesday 15 November 2017
Annual Report	The annual report of the Company for the year ended 30 June 2017
ASX	ASX Limited (ACN 008 624 691)
Listing Rules	The Listing Rules of ASX
Board	The board of Directors of the Company
Chairman	The chairman of the AGM
Closely Related Parties	Has the meaning given in section 9 of the Corporations Act
Company	DomaCom Limited (ACN 604 384 885)
Key management personnel or KMP	The Company's key management personnel disclosed in the Remuneration Report.
Constitution	The Company's constitution
Corporations Act	The <i>Corporations Act</i> 2001 (Cth)
Director	A director of the Company
Eligible Employee	<p>An Eligible Employee includes a director, senior executive or employee of the Company or an associated body corporate of the Company.</p> <p>In respect of the LTIP and Performance Rights, means an employee of the DomaCom Group (including a director whether employed in an executive capacity or not) or any other person who is declared by the Board to be eligible to receive a grant of an award under the LTIP.</p>
Employee /Directors Long Term Incentive Plan	The LTIP approved for Employees or Directors of the DomaCom Group under which the Company provides incentives and rewards to personnel to motivate and reward their contributions to the DomaCom Group.
Explanatory Memorandum	The explanatory memorandum accompanying and forming part of the Notice of Meeting
Notice or Notice of Meeting	This notice of Annual General Meeting and the Explanatory Memorandum and Proxy Form

**All Correspondence to:**

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Monday 13 November 2017.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** [www.votingonline.com.au/domacomagm2017](http://www.votingonline.com.au/domacomagm2017)
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Monday 13 November 2017.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxy forms may be lodged using the enclosed Reply Paid Envelope or:**

- 🖥 **Online** [www.votingonline.com.au/domacomagm2017](http://www.votingonline.com.au/domacomagm2017)
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**  
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

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

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held on **Wednesday 15 November 2017 at 11:00am (AEDT) at the following two locations:**

- **CLIFTONS MELBOURNE on Level 1, 440 Collins Street, Melbourne VIC 3000; and**
- **CLIFTONS SYDNEY by video/telephone conference on Level 13, 60 Margaret Street, Sydney NSW 2000**

and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 and 5 - 12, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 and 5 - 12 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 and 5 - 12). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**  
\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		FOR	AGAINST	ABSTAIN*		FOR	AGAINST	ABSTAIN*	
<b>Res 1</b>	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 7</b>	Grant of Performance Rights to a Director – Mr. David Archbold (Non Executive Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 2</b>	Appointment of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 8</b>	Grant of Performance Rights to a Director – Mr. Graeme Billings (Non Executive Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 3</b>	Re-election of Mr David Archbold as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 9</b>	Grant of Performance Rights to a Director – Mr. Peter Church OAM (Non Executive Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 4</b>	Re-election of Mr Ross A. Laidlaw as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 10</b>	Grant of Performance Rights to a Director – Mr. Arthur Naoumidis (CEO/ Executive Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 5</b>	Approval of Employee Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 11</b>	Grant of Performance Rights to a Director – Mr. Ross Laidlaw (COO / Executive Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 6</b>	Grant of Performance Rights to a Director – Mr. Grahame Evans (Chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 12</b>	Grant of Performance Rights to a Related Party – Ms. Kathryn Naoumidis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**  
This form must be signed to enable your directions to be implemented.

<p>Individual or Securityholder 1</p> <div style="border: 1px solid black; height: 30px; width: 100%;"></div> <p>Sole Director and Sole Company Secretary</p>	<p>Securityholder 2</p> <div style="border: 1px solid black; height: 30px; width: 100%;"></div> <p>Director</p>	<p>Securityholder 3</p> <div style="border: 1px solid black; height: 30px; width: 100%;"></div> <p>Director / Company Secretary</p>
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