

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

To: DomaCom Limited Shareholders

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of DomaCom Limited (the **Company**) will be held on **21st October 2020 at 11am AEDT**.

DomaCom advises that due to the current restrictions with respect to indoor gatherings in response to the COVID-19 pandemic the meeting will be held online only. Shareholders will be able to attend through the following link:

<https://domacom.com.au/domacom-egm-webinar/>

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement.

The Explanatory Statement to the Notice of Meeting provides additional information on the matters to be considered at the Extraordinary General Meeting.

Attendee registration via Zoom Teleconference facility will be available between 10.30am and 11.00am AEDT on the day of the meeting which will be conducted by the Company's share registry.

In order to provide for an efficient virtual meeting, we request that any questions from Shareholders are provided to the Company Secretary at least 24 hours in advance of the Meeting. We also strongly recommend that all Shareholders lodge their votes via the Company's share registry platform prior to 11.00am on Wednesday 21st October 2020 or by appointing a proxy prior to 11.00am Monday 19th October 2020.

By order of the Board,

Philip Chard

Company Secretary

AGENDA

1. Resolutions

Resolution 1 – Approval of the AustAgri transaction

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

“That, for the purposes of the ASX Listing Rule 11.1.2 and for all other purposes, the Company is authorised to proceed with the AustAgri transaction on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement for Resolution 1:

The Company will disregard any votes cast in favour of the resolution by or on behalf of a counterparty to the transaction, or an associate of a counterparty, that, of itself or together with one or more other transactions, will result in a significant change in the nature or scale of the Company's activities and any other person, or an associate of that person, who will obtain a material benefit as a result of the transaction (except a benefit solely by reason of being a holder of ordinary shares in the Company), save when it is cast by:

- a person as proxy or attorney for another person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2 – Approval of the issue of Ordinary Shares to unrelated parties

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

“That, for the purposes of the ASX Listing Rule 7.1 and for all other purposes, the Company is authorised to proceed with the issue up to 100 million Ordinary Shares under a placement to Shareholders of AustAgri Group Limited (AAGL) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement for Resolution 2:

The Company will disregard any votes cast in favour of the resolution by or on behalf of a person who is expected to participate in, or who will obtain material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary shares in the Company).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for another person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. 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 Extraordinary General Meeting on Wednesday 21st October 2020.

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 Extraordinary General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Extraordinary 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 Extraordinary General Meeting, please contact the Company Secretary or your professional adviser.

Resolution 1 – Approval of the AustAgri Transaction

a. General

AustAgri Group Limited (AAGL) is in the process of completing the initial acquisitions of a “paddock to plate” series of businesses that range from farms, abattoirs, food processing and food distributions businesses.

AAGL are seeking to use the DomaCom Fund to hold the assets of these businesses using its “Special Opportunities” investment option. The proposed transaction (“Transaction”) will see DomaCom Australia Limited, as Investment Manager of the DomaCom Fund, enter into an agreement with AAGL to provide investment management services using a tiered annual fee structure with a minimum term of 5 years with a minimum annual fee of \$2.6 million. There will be a termination fee equal to the remaining fee for the 5 years should the assets be removed from the DomaCom Fund during the first 5 years. In exchange for the Management Rights, the Company will issue 100 million Ordinary Shares in DomaCom Limited to the Ordinary Shareholders of AAGL at the direction of AAGL.

A newly-established DomaCom sub-fund (managed by DomaCom Australia) will acquire 100% of the issued shares in AustAgri by way of a scheme of arrangement undertaken by AAGL (Scheme of Arrangement). As consideration for the acquisition of AAGL by the DomaCom sub-fund, AAGL shareholders will receive a proportionate number of units in the DomaCom sub-fund for every 1 AAGL share held.

The initial value of the assets will be in the region of \$300 million with further assets planned to be added during 2021 and beyond.

b. ASX Listing Rules 11.1.2

Listing Rule 11.1.2 empowers the ASX to require a listed company to obtain the approval of its shareholders for a significant change to the nature or scale of its activities. The Transaction, although within the Company's business model, will involve a significant change in the nature and scale of its activities for these purposes and, as is its usual practice, the ASX has imposed a requirement under Listing Rule 11.1.2 that the Company obtain shareholder approval of the Transaction.

Resolution 1 seeks the required shareholder approval of the Transaction under and for the purposes of Listing Rule 11.1.2.

If the resolution is passed, subject to Resolution 2 also being passed, the Company will be able to proceed with the Transaction if the following conditions are also met:

- Satisfactory completion of legal and financial due diligence by DomaCom and AAGL; and
- AAGL shareholder approval of the Scheme of Arrangement.

A new sub-fund will be created within in the DomaCom Fund. The units of the new sub-fund will be allocated under the Scheme of Arrangement to the existing shareholders of AAGL. AAGL management will continue to run the underlying businesses of AAGL. DomaCom Australia will provide the legal, operational and technical aspects of running the new sub-fund on the existing DomaCom Platform.

If the resolution is not passed by the Company, the Transaction will not proceed. DomaCom will continue its current business model. There will be no impact on the existing sub-funds. DomaCom will continue to look to grow Funds Under Management across a range of product opportunities including Rent-To-Own, Mortgage sub-funds, Essential Worker Affordable Housing, Senior Equity Release and an Islamic Mortgage product currently being developed.

c. Impact of the transaction

The following financial measures show the impact of a year of the minimum fee revenue of \$2.6 million. There will be the same impact for each of the minimum 5 years of the Transaction. The base data is taken from the 30 June 2020 audited Financial Accounts.

Consolidated Total Assets

30 June 2020	Proposed Transaction	% difference per annum
3,427,936	\$2,600,000	+76%

The increased assets originate from the increased fee revenue. The AAGL assets are held in the DomaCom Fund and therefore do not impact the assets of the Company. There is therefore no acquisition being made by the Company.

Total Equity interests

30 June 2020	Proposed Transaction	Difference per annum
(276,366)	\$2,600,000	Negative \$276,366 to positive \$2,323,634

Annual Revenue

30 June 2020	Proposed Transaction	% difference per annum
394,759	\$2,600,000	+559%

Annual Expenditure

The Transaction will not have a material impact on the expenditure profile of the Company. The business is structured to increase scale without incurring material additional costs. The IT Platform has been designed to operate with significantly increased volumes compared to its current level.

Annual Profit/Loss before tax

30 June 2020	Proposed Transaction	% difference per annum
(5,778,671)	\$2,600,000	45% reduction in loss

Impact on business model

There is no impact on the DomaCom business model.

The acquisition of assets into the DomaCom Fund is the core business model/strategy of DCL. DomaCom's core business is the delivery of management and operation of the DomaCom Fund – the acquisition of AAGL by the DomaCom Fund is consistent with this objective.

Changes to the Company's Board and Senior Management

On fulfilment of the conditions of the Transaction it is proposed that Phillip Pryor, Managing Director of AustAgri will be appointed to the Board of DomaCom Limited. No further changes are planned for the Board or Senior Management.

Timetable for implementing the Transaction

Although the amount of time required to the fulfil these conditions is not known, it is expected the transaction will be completed by 31 October 2020.

ASX Statement

The ASX takes no responsibility for the contents of this notice

d. Recommendation

The Board recommends that the Shareholders vote in favour of Resolution 1.

Resolution 2 – Approval of the issue of Ordinary Shares to unrelated parties

a. General

The proposed transaction ("Transaction") that is the subject of Resolution 1 will see DomaCom Australia Limited, as Investment Manager of the DomaCom Fund, enter into an agreement with AAGL to provide investment management services using a tiered annual fee structure with a minimum term of 5 years with a minimum annual fee of \$2.6 million. There will be a termination fee equal to the remaining fee for the 5 years should the assets be removed from the DomaCom Fund during the first 5 years. In exchange for the Management Rights, the Company will issue 100 million Ordinary Shares in DomaCom Limited to the Ordinary Shareholders of AAGL at the direction of AAGL.

b. ASX Listing Rules 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 2 will be to allow the Shareholders to provide approval of 100 million Ordinary Shares proposed to be issued by the Company.

c. Technical information required by ASX Listing Rule 7.3

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3:

Requirement	Detail
The maximum number of Shares to be issued	100 million fully paid Ordinary Shares
The date by which the Company will issue the Ordinary Shares	Shares will be issued no later than 31 December 2020.
Price at which the Ordinary Shares are to be issued	Nil
Consideration that the Company will receive	The Company will receive Management Rights in exchange for issued of 100 million fully paid Ordinary Shares with a minimum annual fee of \$2.6m over a minimum term of 5 years.

Requirement	Detail
The names of the persons to whom the Company issued the Ordinary Shares or the basis on which those persons were determined	The shares were issued to Shareholders of AAGL only.
The terms of the Ordinary Shares	The shares to be issued will rank equally with existing shares
The intended use of the funds raised	To fund the Company's continued expansion, investment in its platform and for general working capital requirements.
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

e. Recommendation

The Board recommends that the Shareholders vote in favour of Resolution 2.

Business of Extraordinary General Meeting

The Corporations Act requires 28 days' notice for Extraordinary 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 in the online meeting.

The agenda of the Extraordinary General Meeting 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 virtual Extraordinary General Meeting.

Voting Entitlement

The Board has determined that for the purpose of voting at the Extraordinary General Meeting, Shares will be taken to be held by those persons who hold them at 7.00pm AEDT on 19th October 2020. 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 Extraordinary General Meeting in respect of that Share.

Proxy Form for Extraordinary General Meeting

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 Resolutions 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 19th October 2020.

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 <https://www.votingonline.com.au/dclegmoct2020> 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 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 provide prior to the Meeting appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to provide prior to the Meeting the original or a certified copy of the power of attorney pursuant to which they were appointed.

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. Relevant written questions to the Company must be received no later than 11.00am (AEDT) on Tuesday 20th October 2020.

Please send written questions to:

On-line –via the Boardroom “Voting Online” facility.

Post to – Philip Chard, Level 9, 99 Queen Street, Melbourne VIC 3000

Email – philip.chard@domacom.com.au

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, 19 October 2020.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/dclegmoct2020>
- 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:

- (a) 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.
- (b) 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, 19 October 2020.** 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** <https://www.votingonline.com.au/dclegmoct2020>

📠 **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 Extraordinary General Meeting of the Company to be held virtually on **Wednesday, 21st October 2020 11:00am (AEDT)** 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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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*
Resolution 1	Approval of the AustAgri transaction	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of the issue of Ordinary Shares to unrelated parties	<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.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020