

**DomaCom Limited**

**ACN 604 384 885**

### **Supplementary Prospectus**

This document is a supplementary prospectus issued under section 719 of the *Corporations Act 2001* (Cth) (**Supplementary Prospectus**), which supplements the prospectus lodged by DomaCom Limited ACN 604 384 885 (**Company** or **DomaCom**) with the Australian Securities and Investments Commission (**ASIC**) on 30 July 2021 (**Prospectus**). This Supplementary Prospectus must be read together with the Prospectus.

This Supplementary Prospectus is dated 11 August 2021 and was lodged with ASIC on that date. None of ASIC, ASX or their officers take any responsibility for the contents of this Supplementary Prospectus or for the merits of the investment to which this Supplementary Prospectus relates.

Words and expressions defined in the Prospectus have the same meaning in this Supplementary Prospectus.

#### **Reasons for this Supplementary Prospectus**

The reasons for this Supplementary Prospectus are:

- to remove references in the Prospectus to an expected completion date for the AustAgri Transaction of 15 September 2021; and
- to clarify statements made by DomaCom in previous ASX announcements concerning the AustAgri Transaction.

#### **Amendments to the Prospectus**

1. The Prospectus refers to an expected completion date for the AustAgri Transaction of 15 September 2021 in the specific sections of the Prospectus noted below. As Shareholders are aware from previous ASX announcements, the expected completion date of the AustAgri Transaction has been delayed on a number of occasions since October 2020.

The Board now considers that at this time there is not sufficient certainty as to the likelihood of completion to provide Shareholders with an expected completion date. Accordingly, the following specific amendments are made to the Prospectus:

(a) Paragraph 7 of the Chairman's Letter (page 12 of the Prospectus):

*"If the Transaction completes (which is expected by 15 September 2021), DomaCom will act as the investment manager of the sub-Fund and will be entitled to earn fees as a result"*

Is deleted and replaced with:

*"If the Transaction completes, DomaCom will act as the investment manager of the sub-Fund and will be entitled to earn fees as a result".*

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(b) Paragraph 9 of the Chairman's Letter (page 12 of the Prospectus):

*"On completion of the Placement and the Entitlement Offer (assuming a minimum 10% take up) and assuming the proposed AustAgri sub-Fund is operational by 15 September 2021, the Board considers that the Company will have sufficient funding to meet the cash requirements of a minimum two quarters of net operating cash outflows"*

is deleted and replaced with:

*"On completion of the Placement and the Entitlement Offer (assuming a minimum 20% take up), the Board considers that the Company will have sufficient funding to cover a minimum two quarters of net operating cash outflows"*

(c) Section 7.1 ('Key risks') (page 35 of the Prospectus)

*"On completion of the Placement and the Entitlement Offer (assuming a minimum 10% take up) and assuming the proposed AustAgri sub-Fund is operational by 15 September 2021, the Board considers that the Company will have sufficient funding to meet the cash requirements of two quarters of net operating cash outflows"*

is deleted and replaced with:

*"On completion of the Placement and the Entitlement Offer (assuming a minimum 20% take up), the Board considers that the Company will have sufficient funding to cover a minimum two quarters of net operating cash outflows"*

Furthermore, as noted in the Prospectus, the AustAgri Transaction remains subject to a number of conditions precedent which may or may not be fulfilled (including the Company completing the necessary due diligence to its satisfaction). No assurance can be given if or when the AustAgri Transaction and establishment of the sub-Fund may complete.

2. DomaCom refers Shareholders to its ASX announcement of 18 June 2021 "Response to ASX Query Letter". In particular, under paragraph 2(ii) of the Response to ASX Query Letter, DomaCom corrected certain inaccuracies in its ASX announcement of 4 September 2020 (**September Announcement**). In particular, Shareholders should be aware that, whilst an AustAgri subsidiary has a contract to purchase two Cedar Meats properties (being the abattoir in Brooklyn and the cold storage property in Footscray), AustAgri does **not** currently have any active operations in dairy, fresh milk, milk powder and infant formula, the export of livestock and chilled beef and lamb, as previously indicated in the September Announcement.
3. Subsequent to the ASX announcement of 18 June 2021 "Response to ASX Query Letter" DomaCom has entered into the Revised Revenue Recognition Agreement, the material terms of which are summarised in Section 5.2 of the Prospectus. DomaCom wishes to clarify that the acquisition by the proposed DomaCom sub-fund of at least 75% of the issued shares in AustAgri is proposed to occur via AAGL shareholder approval at a meeting of AAGL shareholders duly convened under item 7, s611 Corporations Act, as opposed to a scheme of arrangement as previously announced. In relation to the required meeting of AAGL shareholders, DomaCom notes that:
  - a statutory notice period applies in relation to any meeting materials to be prepared and sent by AAGL to AAGL shareholders for the purposes of the item 7, s611 approval. ASIC policy requires that an independent expert report be prepared and for it to accompany the relevant meeting materials detailing an item 7 s611 transaction; and
  - ASIC policy expresses a strong preference that meeting materials for an item 7, s611 transaction are provided to ASIC for review at least two weeks prior to despatch to AAGL shareholders.

Under the Revised Revenue Recognition Agreement, the minimum annual fee of \$2.6 million is payable notwithstanding the proposed DomaCom sub-fund may acquire less than 100% (but acquires at least 75%) of the issued shares in AustAgri.

DomaCom reiterates that no assurance can be given if or when the AustAgri Transaction and establishment of the sub-Fund may complete.

4. As noted in paragraph 1(x) of the ASX announcement of 18 June 2021 "Response to ASX Query Letter", if AustAgri is acquired by a DomaCom sub-fund as proposed, it is anticipated that subsequent acquisitions will be funded by a combination of equity and debt components as commercially appropriate. The equity component will be funded via the issuance of a Supplementary Product Disclosure Statement (SPDS) that would be issued as part of the terms of the DomaCom Fund Product Disclosure Statement (PDS). The DomaCom Fund is a registered managed investment scheme set up to specifically allow for this activity.

#### **Directors' consent and authorisation**

In accordance with section 720 of the Corporations Act, each director of the Company has given, and has not withdrawn, their consent to the lodgement of this Supplementary Prospectus with ASIC.

Signed for and on behalf of the Company



**Grahame Evans**  
Chairman  
DomaCom Limited