

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

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 22nd December 2021 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:

[DomaCom Annual General Meeting](#)

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 Annual General Meeting.

Attendee registration via Zoom Teleconference facility will be available between 10.30am and 11.00am AEDT on the day of the meeting.

In order to provide for an efficient virtual meeting, we request that any questions from Shareholders are provided to the Company Secretary prior to 11.00am on Monday 20th December 2021. We also strongly recommend that all Shareholders lodge their votes via the Company's share registry platform prior to 11.00am on Wednesday 22nd December 2021 or by appointing a proxy prior to 11.00am on Monday 20th December 2021.

By order of the Board,



Philip Chard

Company Secretary

AGENDA

1. **Welcome & Apologies**
2. **Approval of the Minutes of the Annual General Meeting held on 2 December 2020**
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 2021 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 2021 be adopted.

Voting Exclusion Statement for Resolution 1:

The Company will disregard any votes cast 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 closely related party or associate of that person.

However, this does not apply to a vote cast on this 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 closely related party or 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 – Increase to Non-Executive Fee Pool

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

THAT, for the purposes of ASX Listing Rule 10.17 and Clause 9.3 of the Company's Constitution, the maximum aggregate amount of Directors' fees that may be paid to the Company's non-executive Directors per annum be increased by \$85,000, from \$180,000 to \$265,000 per annum effective from 1 July 2019.

Voting exclusion statement for Resolution 2:

The Company will disregard any votes cast in favour Resolution 2 by, or on behalf of, any Director or any of their associates.

However, the Company need not disregard a vote cast in favour of Resolution 2 if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on item 4, in accordance with directions given to the proxy or attorney to vote on item 4 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on item 4, in accordance with a direction given to the Chair to vote on item 4 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 the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the item; and
 - - the holder votes on this Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

It is noted that, in accordance with section 250BD(2) of the Corporations Act, a vote must not be cast on Resolution 2 as a proxy by a member of the KMP at the date of the AGM, or a Closely Related Party of such a member, unless it is cast as proxy for a person where the proxy form specifies the way the proxy is to vote on the item. This restriction on voting undirected proxies does not apply to the Chair where the proxy form expressly authorises the Chair to exercise undirected proxies even if the item is connected, directly or indirectly, with the remuneration of the KMP. The Chair intends to exercise undirected proxies in favour of Resolution 2.

Resolution 3 – Re-election of Mr Grahame Evans as a Director

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

THAT Mr Grahame Evans, 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 Matthew Roberts as a Director

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

THAT Mr Matthew Roberts, 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 – Election of Mr Hilal Yassine as a Director

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

THAT Mr Hilal Yassine, who was appointed to the board by the directors on 17th March 2021 in accordance with the Company's Constitution and is eligible for election, be elected as a Director of the Company.

Resolution 6 – Subsequent approval for the previous issue of 30,506,852 Ordinary Shares

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

"That the previous issue of 30,506,852 Ordinary Shares on 10 November 2021 under a placement to sophisticated and institutional investors at an issue price of \$0.06551 per Share, is approved under and for the purposes of Listing Rule 7.4"

Voting Exclusion Statement for Resolution 6:

The Company will disregard any votes cast in favour of the resolution by a person, or an associate of that person, who participated in the issue.

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.

Resolution 7 – Ratification of amended terms of previously issued Secured Convertible Notes to unrelated parties

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the amended terms of the previously issued Secured Convertible Notes to unrelated parties as set out in the Explanatory Statement.”

Voting Exclusion Statement for Resolution 7:

The Company will disregard any votes cast in favour of the resolution by a person, or an associate of that person, who participated in the issue.

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.

Resolution 8 – Approval of 10% Placement Capacity

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

“That, as a special resolution, the Company have the additional capacity to issue equity securities provided for in Listing Rule 7.1A”

Voting Exclusion Statement for Resolution 8:

There is no voting exclusion as at the time of dispatching the Notice of Meeting the entity is not proposing to make an issue of equity securities under the mandate to be provided through Resolution 8.

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 22nd December 2021.

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 Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual 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 Annual 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 2021 (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 2021.

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 2021.

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 – Increase to Non-Executive Director Fee Pool

In accordance with Clause 9.3 of the Company's constitution and Listing Rule 10.17, Shareholder approval is sought to increase the maximum aggregate amount of directors' fees per annum that may be paid by the Company to its non-executive Directors (Fee Pool) by \$85,000 from \$180,000 per annum to \$265,000 per annum effective from 1 July 2019.

Under the Listing Rules, the term "directors' fees" means all fees payable by the Company or its controlled entities or subsidiaries and includes committee fees, superannuation contributions and fees sacrificed for other benefits but does not include reimbursement of genuine out-of-pocket expenses, genuine "special exertion" fees or securities issued to non-executive directors with approval of Shareholders in accordance with the Listing Rules.

The current Fee Pool of \$180,000 was set out in the Replacement Prospectus lodged with ASIC on 8 July 2016 and the Company has not sought to increase the Fee Pool since this date. The original Fee Pool included annual fees payable to the Chairman of \$60,000 and \$40,000 payable to each of three non-executive Directors. Actual fees incurred have been disclosed in the Annual Report and subsequently referred to as part of the Adoption of the Remuneration Report at each Annual General Meeting.

The Directors are seeking Shareholder approval to increase the Fee Pool for the year ended 30 June 2022 to enable the Board to appoint up to three new non-executive Directors. The increase is calculated on the basis they are appointed effective from 1 January 2021 (\$20,000 each for the 6 month period). In addition, an increase is being sought to cover the statutory change in the rate of superannuation paid to 10% (up to \$3,000 in total across new and existing non-executive directors). An increase is also being sought to cover Director fees that were deferred from June 2021 (up to \$22,000 in total).

In addition, as part of Resolution 2, by making the resolution effective from 1 July 2019, the Directors are seeking Shareholder approval to increase the Fee Pool for each of the years ended 30 June 2020 and 30 June 2021 by the same amount of \$85,000. As set out in the Remuneration Reports within the Annual Reports for these periods, additional non-Executive Directors were appointed and remunerated without seeking prior Shareholder approval to increase the Non-Executive Director

Fee Pool. The appointment of two of these additional non-executive Directors and the subsequent approval of the Remuneration Report that includes their fees were approved through resolutions at the Annual General Meeting held on 2 December 2020. Other than the deferred fees of up to \$22,000 referred to above, no further Director fees are being paid for the years ended 30 June 2020 and 30 June 2021.

There are currently 4 non-Executive Directors after the retirement of three non-Executive Directors during the past 12 months. The appointment of three new non-Executive Directors, if it goes ahead, will bring the total number of non-Executive Directors to seven, including the Chairman.

The level of non-executive Directors' remuneration is reviewed periodically to ensure alignment with the market. The Directors are satisfied that the proposed Fee Pool will be slightly below the median levels for companies of comparable size and industry and that the proposed increase is appropriate for the reasons set out above.

Although an increase to the Fee Pool is being sought, it does not imply that the full amount will be used. Also, it is emphasised that the Fee Pool is a maximum annual limit and does not indicate that fees will necessarily be increased according to that limit. Additional information regarding the remuneration paid to each non-executive Director for the financial year is set out in the Remuneration Report.

If Shareholders approve the increased Fee Pool, an additional amount of \$60,000 will be available to cover the appointment of up to three new non-executive Directors for part of the year ending 30 June 2022. In addition, the individual fees for existing non-executive directors will only increase to reflect the increase in the statutory rate of superannuation where applicable totalling up to \$3,000. For the financial year ended 30 June 2021 the actual fees paid to Directors was reduced as no fees were paid in June 2021. Therefore, if the resolution is approved, a deferred amount can be paid in the year ending 30 June 2022 to cover this shortfall totaling up to \$22,000.

If Shareholders do not approve this resolution, the maximum aggregate amount of directors' fee per annum will remain at \$180,000, individual non-executive Directors' fees will remain unchanged and the ability to retain, and attract additional, non-executive Directors will be constrained.

ASX Listing Rule 10.17 requires details of securities issued to non-executive Directors within the last three years with the approval of Shareholders under Listing Rule 10.14. No securities were issued to non-executive Directors during the last three years under Listing Rule 10.14.

Board recommendation: Given the interest in this Resolution, the Board makes no recommendation on this Resolution 2.

Resolution 3 – Re-election of Mr Grahame D Evans 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 Grahame Evans was re-elected as a director on 13 November 2019 and Mr Matthew Roberts was elected as a director on 13 November 2019. Therefore, of the five directors, they have held office for the longest period.

Mr Grahame Evans was appointed as a Non-Executive Director and Chairman of the Company on 4 March 2013 and was re-elected on 13 November 2019.

Mr Evans has been extensively involved with the financial services industry for over 30 years.

He has held a variety of board positions including Chairman of Australian, Canadian, Singaporean & Chinese investment & advisory businesses and as a director of Malaysian and New Zealand companies. He is a regular speaker at conferences both in Australia and overseas and holds an MBA from the prestigious Australian Graduate School of Management, voted in the top 10 management schools in the Asian region. Grahame's executive roles have included CEO Investments for Tower Australia, Managing Director, AMP Consulting and Group Managing Director of Centrepont Wealth. He is currently an executive director of listed Easton Investments Limited.

Mr Grahame Evans retires by rotation and seeks re-election at this Annual General Meeting.

Board Recommendation: Mr Grahame Evans has an interest in the resolution and therefore does not make a recommendation. The other Directors unanimously recommend a vote in favour of the resolution.

Resolution 4 – Re-election of Mr Matthew Roberts as a Director

Matthew Roberts is the Managing Director of diversified financial services group aaig. He is a Director of stockbroking firm Ascot Securities; and of leading fintech businesses HALO Technologies and Macrovue, investment platforms designed for self-directed investors and self-funded retirees. aaig is also the largest shareholder of DomaCom Limited.

Matthew has over 20 years' experience in financial services and has worked on transactions worth several billions of dollars in that time. He has specialised in unique business structures, mergers, acquisitions, and the growth and development of companies in Australia, Europe, and the United States. Matthew is a Responsible Manager to the Australian Stock Exchange and a member of the Australian Digital Commerce Association's (ADCA) Advisory Board.

Under his leadership, aig has grown into a diversified and integrated financial technology group through targeted acquisition and the creation of proprietary products through in-house R&D. Matthew is currently responsible for 150 senior staff in the financial, technology, and energy sectors.

Mr Matthew Roberts retires by rotation and seeks re-election at this Annual General Meeting.

Board Recommendation: Mr Matthew Roberts has an interest in the resolution and therefore does not make a recommendation. The other Directors unanimously recommend a vote in favour of the resolution.

Resolution 5 – Election of Mr Hilal Yassine as a Director

Mr Hilal Yassine is the Group Managing Director of First Quay Capital and an experienced businessman and Non-Executive Director. He currently serves as a non-executive director of Crescent Wealth, First Quay Capital, and the several private family companies. First Quay Capital is a significant investor in DomaCom through FQC Fintech 2 Pty Ltd. Hilal has over 20 years of executive experience, holding various roles as a senior executive at PricewaterhouseCoopers (PwC) Sydney and London based firm Clyde & Co in their Dubai Offices. He was also the Chief Operating Officer of the Austaxi Group (Lime Taxis) and the Managing Director of the Platinum Hearing Group. Hilal holds a BCom LLB (UNSW), LLM (UNSW) and MBA (WSU).

Hilal has was appointed a Director of the Company on 17 March 2021.

Board Recommendation: Mr Hilal Yassine has an interest in the resolution and therefore does not make a recommendation. The other Directors unanimously recommend a vote in favour of the resolution.

Resolution 6 – Subsequent approval for the previous issue of 30,506,852 Ordinary Shares

a. Ratification of Ordinary Shares issued in reliance on Listing Rule 7.1A

On 10 November 2021, the Company issued a total of 30,506,852 Ordinary Shares at \$0.06551 per Share through a placement to sophisticated and institutional investors, raising \$1,998,504. In order to refresh the Company's ability under Listing Rule 7.1A to issue Equity Securities without obtaining Shareholder approval, Shareholders are asked to ratify and approve the previous issue of these Shares for the purposes of Listing Rule 7.4.

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.

ASX Listing Rule 7.1A provides that certain eligible companies may seek shareholder approval at its AGM to issue up to a further 10% of its fully paid ordinary securities on issue at the start of the 12 month period commencing on the date of the AGM ("10% share issue capacity"). The Company is an eligible company and sought and received Shareholder approval to the 10% share issue capacity at its AGM on 2nd December 2020. The Shareholder approval is valid for 12 months from the date of the last AGM.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under ASX Listing Rule 7.1A is treated as having been made with approval for the purpose of ASX Listing Rule 7.1A if the issue did not breach ASX Listing Rule 7.1 or Listing Rule 7.1A and holders of securities subsequently approve it.

Accordingly, the Company is seeking Shareholder ratification for the issue of 30,506,852 Placement Shares issued under the Company's 10% share issue capacity under Listing Rule 7.1A.

If the Shareholders approve Resolution 4, the issue of 30,506,852 Placement Shares will be excluded from the calculations of the Company's 10% limit under ASX Listing Rule 7.1A.

If the Shareholders do not approve Resolution 4, the issue of 30,506,852 Placement Shares will be counted in the calculations of the Company's 10% limit under ASX Listing Rule 7.1A and the Company's ability under Listing Rule 7.1A to issue Equity Securities without obtaining Shareholder approval will be reduced accordingly.

b. Technical information required by ASX Listing Rule 7.4

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.4:

Requirement	Detail
The number of Ordinary Shares issued	30,506,852
Price at which the Ordinary Shares were issued	\$0.06551
The terms of the Ordinary Shares	The Ordinary Shares issued rank equally with existing Shares.
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 16 new and existing sophisticated and institutional investors unrelated to DomaCom. In addition, 3,052,969 shares were issued to Halo Investments Co Pty Limited as set out in the Appendix 3Y released on 15 November 2021.

Requirement	Detail
The use (or 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

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 6.

Resolution 7 – Ratification of amended terms of previously issued Secured Convertible Notes to unrelated parties

a. General

On 7 December 2018 the Company issued Secured Convertible Notes with a combined face value of \$2,950,000.

On 18 May 2020 the Company amended the terms of the Convertible Notes (**First Amendment**). This was approved in the General Meeting held on 22nd July 2020.

On 23 July 2021 the Company further amended the terms of the Convertible Notes (**Second Amendment**).

Resolution 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the Second Amendment of the Convertible Notes.

b. 1.2 Key Terms of Convertible Security

The conversion price prior to the Second Amendment for each note of \$0.10 has been revised to \$0.06551.

The maturity date prior to the Second Amendment of 7th December 2021 has been revised to 1st July 2022.

Interest of 15% per annum remains unchanged and is payable quarterly in arrears.

The Holder has the right to convert all or any of the Convertible Notes to Shares at any time from the Issue Date until Maturity Date.

An extension fee of \$325,000 (excluding GST) has been paid in relation to the Second Amendment.

At the date of issuing the Notice of Meeting the number of shares on issue is 339,107,536. If all of the 2,950,000 convertible notes convert at a price of \$0.06551 the number of ordinary shares on issue will increase by 45,031,293 to 384,138,829 representing a dilution of 12% to ordinary shareholders prior to the conversion.

DomaCom has entered into the Second Amendment of the Convertible Notes to allow the maturity date to be extended to 1 July 2022. The Detailed Terms of the Secured Convertible Notes are set out in Appendix A. There are a number of conditions precedent to be met for the Second Amendment of the Convertible Notes to be effective. These include DomaCom being relisted. DomaCom is seeking Shareholder approval of the Second Amendment of the Convertible Notes on the basis that the conditions precedent will be met.

The terms state that an Event of Default occurs if, following the Effective Date, the suspension of trading of the Company's Ordinary Shares on the ASX is not lifted; or if the suspension of trading of the Company's Ordinary Shares on the ASX is lifted, the Company's Ordinary Shares are suspended from trading for more than 5 consecutive trading days. DomaCom is currently suspended so therefore the Effective Date has not been reached. Therefore the relevant Event of Default occurs if subsequent to relisting the Company is suspended for more than 5 consecutive days.

c. ASX Listing Rule 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.

d. ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

If the Shareholders do not approve Resolution 7, the amendment of the terms of the 2,950,000 Secured Convertible Notes will be counted in the calculations of the Company's 15% limit under ASX Listing Rule 7.1 and the Company's ability under Listing Rule 7.1 to issue Equity Securities without obtaining Shareholder approval will be reduced accordingly.

e. Technical information required by ASX Listing Rule 7.4

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.5:

Requirement	Detail
The names of the persons to whom the securities were issued	No new securities have been issued. The Convertible Noteholders are Accentus Pty Ltd as trustee for

Requirement	Detail
	Thundering Herd Fund No 1 and clients of Thundering Herd.
The maximum number of Shares to be issued	On 7 December 2018 the Company issued Secured Convertible Notes with a combined face value of \$2,950,000. On conversion the maximum number of ordinary shares to be issued is 45,031,293.
If the securities are not fully paid ordinary securities, a summary of the material terms or the securities	The material terms of the Convertible Notes are set out in Appendix A;
The date on which the securities were issued	The Convertible Notes were issued on 7 December 2018. The Second Amendment was made on 23 July 2021.
The price or other consideration DomaCom has received	When issued on 7 December 2018 DomaCom received \$2,950,000 less costs. No consideration has been received as a result of the Second Amendment.
The purpose of the issue	The funds raised from the issue of the Convertible Notes were used to further develop the DomaCom Products and Platform and meet working capital requirements
Voting exclusion statement	Voting exclusion statement is included in the Notice of Meeting

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 7.

Resolution 8 – Approval of 10% Placement Capacity

Listing Rule 7.1A enables an Eligible Entity to seek approval by special resolution at its Annual General Meeting to issue Equity Securities up to 10% of its issued capital over a period of up to 12 months after the Annual General Meeting, in addition to those under the 15% annual placement capacity (**10% Placement Capacity**).

An Eligible Entity is one that, as at the date of the relevant Annual General Meeting:

(a) is not included in the S&P/ASX 300 Index; and

(b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and had a market capitalisation at the close of business on 3 November 2021 of \$20,059,044 based on a share price of \$0.065.

The effect of Resolution 8 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the Annual General Meeting, without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

If the Shareholders do not approve Resolution 8, the Company will not be able to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the Annual General Meeting, without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has only one class of Equity Securities on issue, being fully paid ordinary shares.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

(A x D) - E

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

(a) plus, the number of Shares issued in the previous 12 months under an exception in Listing Rule 7.2;

(b) plus, the number of partly paid shares that became fully paid in the previous 12 months;

(c) plus, the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4; and

(d) less the number of Shares cancelled in the previous 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Shares under Listing Rule 7.1.

TECHNICAL INFORMATION REQUIRED BY LISTING RULE 7.1A

In accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 7:

a) Minimum price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed (**Agreed Issue Date**); or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the Agreed Issue Date, the date on which the Equity Securities are issued.

b) Date of issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of this Annual General Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Annual General Meeting; and
- (ii) the date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) or such longer period if allowed by ASX.

c) Risk of dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the voting interests and may dilute the economic interests of Shareholders who do not receive Equity Securities under the issue.

The table below seeks to demonstrate the potential dilution of existing Shareholders resulting from the issue of Equity Securities under the 10% Placement Capacity calculated in accordance with the formula contained in Listing Rule 7.1A(2). The table does this by setting out the potential number of Shares issued, and funds raised on the basis of:

- (i) the current number of Shares on issue;
- (ii) the number of Shares on issue changing (variable 'A' in the formula); and
- (iii) a variation in the issue price of the Shares (noting that Shares may only be issued at up to a 25% discount based on the volume weighted

average price of the Shares calculated over the 15 ASX trading days preceding the issue).

Number of shares on issues (Variable A)	Dilution Variable	Voting Dilution		
		\$0.0325 (50% decrease in current issue price)	\$0.065 (current issue price)	\$0.0975 (50% increase in current issue price)
339,107,536 (Current)	Additional 10% shares issued	33,910,754	33,910,754	33,910,754
	Funds raised	1,102,099.49	2,204,198.98	3,306,298.48
508,661,304 (50% increase)*	Additional 10% shares issued	50,866,130	50,866,130	50,866,130
	Funds raised	1,653,149.24	3,306,298.48	4,959,447.71
678,215,072 (100% increase)*	Additional 10% shares issued	67,821,507	67,821,507	67,821,507
	Funds raised	2,204,198.98	4,408,397.97	6,612,596.95

* The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that does not require Shareholder approval (such as a pro-rata rights issue) or an issue of Shares with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. The current number of Shares on issue is the Shares on issue as at 10 November 2021.
2. The current issue price is the closing price of the Shares on the ASX on 6 May 2021, the last date DomaCom Limited Shares were traded prior to entering suspension.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
5. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.

Shareholders should note that there is a risk that:

- (i) the market price for the Shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and

(ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

d) Purpose of issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for various purposes including the following:

- (i) to raise cash as consideration for general working capital; or
- (ii) to continue to invest in further developing the Fractional Investing Platform.

Securities issued under Listing Rule 7.1A can only be issued for cash consideration.

e) Allocation under the 10% Placement Capacity

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) Previous approval under Listing Rule 7.1A

The Company previously obtained approval under Listing Rule 7.1A at its Annual General Meeting on 2 December 2020 ("Previous Approval"). The Company has issued 30,506,852 Shares pursuant to the Previous Approval.

During the 12-month period preceding the date of the Meeting, being on and from 22 December 2020, the Company has issued 33,313,722 Shares, representing 9.6% of the total diluted number of equity securities on issue in the Company on 22 December 2020 which was 347,343,814.

Further details of the issues of Equity Securities by the Company during the 12-month period preceding the date of the Meeting are set out below.

Date	Quantity	Class	Recipients	Issue price and discount to market price (if applicable)	Form of consideration
Issue 1 (Appendix 3B 2 August 2021)	45,031,293 (based on 2,950,000 Convertible Notes at \$0.06551 per Note)	Secured Convertible Notes	Existing note holders	Revised maturity date and conversion price for existing notes	No consideration as no new notes issued
Issue 2 8 September 2021 (Appendix 2A 7 September 2021)	2,806,870	Fully paid ordinary share	Entitlement Offer open to all existing shareholders with Record Date of 5 August 2021. The Shortfall Offer remains open.	\$0.066 1.5% premium to the closing market price of \$0.065 on 6 May 2021, prior to entering suspension	Cash consideration. Amount raised: \$185,253. Amount spent \$185,523. Use of funds: Development of Platform and general working capital requirements.

Date	Quantity	Class	Recipients	Issue price and discount to market price (if applicable)	Form of consideration
Issue 3 10 November 2021 (Appendix 2A 9 November 2021)	30,506,852	Fully paid ordinary share	Private Placement under ASX Listing Rule 7.1A to new sophisticated investor.	\$0.06551 0.8% premium to the closing market price of \$0.065 on 6 May 2021, prior to entering suspension	Cash consideration. Amount raised: \$1,998,504 Amount spent \$1,700,000 Use of funds: Development of Platform and general working capital requirements.

Recommendation: The Board recommends that the Shareholders vote in favour of Resolution 8.

Business of Annual General Meeting

The Corporations Act requires 28 days' notice for the Annual General Meeting 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 Annual 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 Annual General Meeting.

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 Monday 20th December 2021. 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.

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 Monday 20th December 2021. Please read all instructions carefully before completing the proxy form.

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.

Alternatively, please visit [www.votingonline.com.au/dclagm2021] 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 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.

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.

We request that relevant written questions to the Company or the auditors be received no later than 11.00am (AEDT) on Monday 20th December 2021.

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

Appendix A - Revised Terms of Issue for Secured Convertible Notes

Issuer	DomaCom Limited ACN 604 384 885
Nature of Interest Issued	Convertible Secured Redeemable Notes (Note)
Note Amount	\$2,950,000
Use of Funds	The funds raised used for the working capital purposes of the Issuer.
Original Issue Date	7 December 2018
<u>Revised Maturity Date</u>	1 July 2022.
Interest Rate	an interest rate of 15%pa
Default Interest Rate	an interest rate of 20%pa
Interest Calculations	Interest on the Note will accrue from day to day from the Issue Date on the basis of a 365-day year. If Issuer fails to make a redemption or interest payment when due and payable, the Default Interest Rate will apply.
Interest Payment Dates	Interest will be due and payable quarterly in arrears on the relevant Interest Payment Date. The Interest Payment Dates will be the last business day of each quarter, with an initial payment date of 31 March 2019. Where the Notes are converted or redeemed the final Interest Payment Date is the relevant Conversion Date or Redemption Date. In the alternative, the Noteholder may waive its right to the payment of interest in which case the interest due is capitalised at the relevant Interest Payment Date.
Election Date	Unless the Note has been previously redeemed or converted, the Noteholder may elect to convert the Note at any time prior to Maturity. The election must be in writing and delivered to the Issuer. If the Noteholder does not elect to convert the Note prior to Maturity, the election will be taken to be a redemption.
Redemption Date	Upon Maturity (unless the Notes have been converted) or 10 days after the Noteholder issues a Redemption Notice, whichever is the earlier.

<p>Redemption Notice</p>	<p>A notice issued by the Noteholder exercising its right of early Redemption. The Noteholder may exercise such right upon the occurrence of any of the following events which are deemed to be an Event of Default.</p>
<p>Event of Default</p>	<p>Each of the following events constitutes an Event of Default:</p> <p>(a) (Failure to pay): any failure by the Company to pay or satisfy any amount due under any Finance Document within 2 Business Days of the date when due;</p> <p>(b) (Material breach): the Company breaches or fails to comply with:</p> <p>(i) any obligation owed by the Company to a Noteholder; or</p> <p>(ii) any other provision,</p> <p>under the Convertible Note Deed, including these Convertible Note Conditions (other than a provision requiring the payment of money as contemplated by Convertible Note Condition 10.1 (a)), or any other Finance Document, and it continues unremedied for 10 Business Days after the earlier of:</p> <p>(iii) the Company becoming aware of the breach or failure to comply; and</p> <p>(iv) the Noteholder giving notice to the Company of the breach or failure to comply;</p> <p>(c) (Insolvency Event): an Insolvency Event occurs In respect of the Company or any of its Subsidiaries;</p> <p>(d) (Finance Document unenforceable): if any material provision of these Convertible Note Conditions or a Finance Document is or becomes void, voidable, illegal, unenforceable or of limited force (other than because of equitable principles or laws affecting creditors' rights generally), or it becomes impossible or unlawful for the Company or any Subsidiary of the Company to perform a material obligation under a Finance Document to which it is party to, or the Company or any Subsidiary of the Company claims any of these things to be the case;</p>

(e) **(Failure to convert)**: the Company fails to convert or effect the conversion of any Convertible Note in accordance with these Convertible Note Conditions;

(f) **(Material misrepresentation)**: any representation, warranty or statement made by the Company in any Finance Document is false or misleading or untrue in any material respect;

(g) **(Company Change in Control Event)**: a Company Change in Control Event occurs;

(h) **(Security Interest)** the Security Interest, or any part of it, ceases for any reason to have the priority ranking contemplated in it, or any security interest over an asset of any Secured Property is enforced or becomes enforceable;

(i) **(Non compliance with laws)** the Company or a Subsidiary of the Company fails to comply with all applicable laws, Authorisations and mandatory requirements of any Government Authority where failure to do so would have or be likely to have a Material Adverse Effect;

(j) **(Delisting or trading suspension)**: the Company's Ordinary Shares are:

(i) removed from the official list of the ASX or any other securities exchange on which they are listed; or

(ii) if following the Effective Date (of the variation deed) (see definition below):

(A) the suspension of trading of the Company's Ordinary Shares on the ASX is not lifted; or

(B) the suspension of trading of the Company's Ordinary Shares on the ASX is lifted, the Company's Ordinary Shares are suspended from trading for more than 5 consecutive trading days; or

(k) **(cross default – indebtedness)** any indebtedness of the Company:

(i) becomes due and payable, or capable of being declared due and payable, before its stated maturity, expiry or repayment date (other than at the option of the Company); or

(ii) is not paid when due or within any applicable grace period.

Redemption	The Note will be redeemed on the Redemption Date for cash at 100% of the Issue Price and any accrued interest up to the Redemption Date.
Conversion Date	Maturity (at the election of the Noteholder) or 10 days after the Noteholder issues a Conversion Notice, whichever is the earlier.
Conversion Notice	<p>A notice issued by the Noteholder exercising its right of early Conversion. The Noteholder may exercise such right at any time after the Issue Date.</p> <p>The Issuer does not have a right to elect to convert the Note.</p>
<u>Revised Conversion Price</u>	A Conversion Price of 6.551 cents
Security and Security Documentation	Secured first ranking General Security Agreement in respect of the assets and undertaking of the Issuer and each of its related bodies corporate.
Assignment	<p>The Issuer may not assign or transfer any of its rights or obligations under the Note without the prior written consent of the Noteholder (which may be withheld in the Noteholders absolute discretion).</p> <p>A Noteholder may assign or transfer all or part of its rights and obligations under the deed upon written notice to the Company.</p>
Reconstruction	If, after the Issue Date and prior to the Conversion Date, there occurs any reconstruction of the issued share capital of the Issuer including a consolidation, reduction, sub-division or return of capital (Reconstruction), the entitlement of the Noteholder to convert the Note must be reconstructed in the same proportion and manner as the issued capital of the Issuer is reconstructed and in a manner which will not result in any additional benefits being conferred on the Noteholder which are not conferred on holders of ordinary shares and, so far as possible does not prejudice the Noteholder, but in all other respects, the terms of the Note will remain unchanged.
Effective Date of Variation of the Convertible Note Deed	Date the Majority of the Noteholders receive acceptable confirmation that the Conditions Precedent have been met.

Conditions Precedent for the Variation of the Convertible Note Deed

- (a) **(Cleansing Prospectus)** the Company lodges with ASIC by no later than 31 August 2021 a prospectus for the purposes of section 708A(11) of the Corporations Act for an offer of shares to be issued by the Company (such offer to be for ordinary shares in the Company at an issue price not less than the Conversion Price) that are in the same class as the shares into which the Convertible Notes may convert (Cleansing Prospectus) and:
- (i) the offer of Company shares under the Cleansing Prospectus closes not later than 30 days after the date the Cleansing Prospectus is lodged with ASIC; and
 - (ii) the Company applies for, and is granted quotation, on ASX of the Company shares (if any) issued under the Cleansing Prospectus; and
 - (iii) an issue of shares under the Cleansing Prospectus is not void or voidable by reason of section 723(3) or 724 of the Corporations Act; and
 - (iv) ASIC does not issue a stop order or interim stop order in relation to the Cleansing Prospectus under section 739 of the Corporations Act;
- (b) **Company's securities trading on ASX** the Company's securities are trading in the ordinary course on ASX and are not subject to any trading halt or suspension (whether voluntary or otherwise) or other restriction or impediment;
- (c) **(executed counterpart)** an original counterpart of Variation Deed duly executed by the Company, on which any applicable stamp duty or other taxes of a similar nature have been paid;
- (d) **no Shareholder Approvals required**: the Majority Noteholders are satisfied (acting reasonably) that no Shareholder Approvals are required in respect of the matters the subject of this document and the Convertible Note Deed (as amended by this document), including in respect of the change in the terms of issue of the Convertible Notes as contemplated by this document;

- (e) **(regulatory approvals)**: all necessary regulatory consents, permits and approvals (including by ASIC or ASX, or both) in respect of the acquisition of the Convertible Notes by the Noteholders and the acquisition of new Ordinary Shares in connection with the conversion of the Convertible Notes by the Noteholders have been obtained by the Noteholders (including all regulatory approvals from any third parties if required), including in respect of the change in the terms of issue of the Convertible Notes as contemplated by this deed. If any such consent or approval is given subject to conditions or requirements, this Condition Precedent is not fulfilled unless those conditions or requirements are acceptable to the Noteholders;
- (f) **(searches)**: satisfactory PPSR and ASIC company searches on the Company and evidence that all steps have been taken under the PPSA to allow the Noteholders to perfect all Security Interests in its favour under the Finance Documents;
- (g) **(no default)**: the Majority Noteholders are satisfied (acting reasonably) that no Event of Default subsists or will result from the Convertible Notes being provided;
- (h) **(ASIC Instrument compliance)** the Company has satisfied, to the reasonable satisfaction of the Majority Noteholders, the requirements of sections 708A(12C)(b) and (c) of the Corporations Act (as those provisions have been inserted by ASIC Corporations (Sale Offers: Securities Issued on Conversion of Convertible Notes) Instrument 2016/82);
- (i) **(Company representations)**: there is no material breach, and there are no facts or circumstances that may reasonably be expected to lead to a material breach, of any of the representations and warranties made by the Company under clause 5.2 of the Convertible Note Deed;
- (j) **(costs and expenses)** evidence that all fees, costs and expenses due and payable to the Noteholders or Thundering Herd Pty Ltd under the Convertible Note Deed, this deed or other Finance Documents have been paid in cleared funds.

Termination	The Company must use reasonable endeavours to ensure the Conditions Precedent are satisfied as soon as reasonably possible after the execution of this document. If any Conditions Precedent is not satisfied, or waived on or before 30 September 2021, then the Majority Noteholders may elect in their absolute discretion to terminate this document by giving notice to the Company.

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, 20 December 2021.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/dclagm2021>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

📱 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 **Monday, 20 December 2021 at 11am (AEDT)**. 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/dclagm2021>
- 📠 **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

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** 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 at Virtually on **Wednesday, 22 December 2021 at 11am (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.

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 Item 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Item 1 is connected with the remuneration of a member of the key management personnel for the Company.

Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Item 1). 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*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Increase to Non-Executive Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Grahame Evans as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Mr Matthew Roberts as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Mr Hilal Yassine as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Subsequent approval for the previous issue of 30,506,852 Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of amended terms of previously issued Secured Convertible Notes to unrelated parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of 10% Placement Capacity	<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 / / 2021