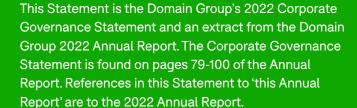
# Domain Group

Corporate
Governance
Statement
2022



# Corporate Governance Statement

# 1. This Corporate Governance Statement

#### Introduction

The Board has overarching responsibility for corporate governance of Domain Holdings Australia Limited (Company or Domain) and its controlled entities (Domain Group) and drives responsible management and conduct of the Domain Group's business. The Board recognises that strong corporate governance protects the interests of Domain's shareholders and is core to enhancing shareholder value. The Board has adopted policies and procedures which are aimed at supporting a high standard of corporate governance.

This corporate governance statement (Corporate Governance Statement) sets out the key features of the framework that Domain has in place to achieve good corporate governance outcomes. It reports on Domain's policies, practices and procedures during the Reporting Period (as defined below) against the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition) (ASX Recommendations) and discloses the extent to which Domain has followed the ASX Recommendations

The relevant reporting period for this Corporate Governance Statement is Domain's 2022 financial year which commenced on 1 July 2021 and ended on 30 June 2022 (Reporting Period).

This Corporate Governance Statement is current as at 17 August 2022 and has been approved by the Board.

Domain has adopted a number of policies and procedures designed to ensure that Domain is appropriately governed and managed. More information about Domain's corporate governance and copies of:

- Domain's Constitution:
- Domain's Board Charter and Board Committee Charters; and
- Domain Group policies and guidelines including Domain's Securities Trading Policy, Continuous Disclosure Policy, Code of Conduct,
   Supplier Code of Conduct, Inclusion and Belonging Statement, Speak Up Policy and Anti-Bribery and Corruption Policy,

are available in the Corporate Governance section of Domain's Shareholder Centre website at shareholders.domain.com.au.

In addition, more information about Domain's Environmental, Social and Governance (ESG) management practices is available at Domain's ESG website at www.domain.com.au/group/esg/.

Investors can also find information on the Company, including financial statements, investor presentations and ASX announcements, at Domain's Shareholder Centre website at shareholders domain.com.au.

#### 2. Board of Directors

As at the date of this Corporate Governance Statement, Domain has six Directors on its Board: five Non-Executive Directors and the Managing Director (CEO). Presently, Domain has three independent Non-Executive Directors and two non-independent Non-Executive Directors.

There was one change to the Board during the Reporting Period: Lizzie Young, a non-independent Non-Executive Director, resigned as a Director effective 30 June 2022.

There was one announced change to the Board after the Reporting Period and before the date of this Corporate Governance Statement: on 12 August 2022, Domain announced that Rebecca Haagsma would be appointed as a Director effective 1 September 2022. Rebecca Haagsma will be a non-independent Non-Executive Director. Section 4 of this Corporate Governance Statement sets out the basis for her being classified as a non-independent Director.

On and from this appointment, Domain will have seven Directors on its Board, with three independent Non-Executive Directors and three non-independent Non-Executive Directors, resulting in an equal split of independent and non-independent Non-Executive Directors.

The Non-Executive Directors, together with the Managing Director, bring a diverse range of skills and knowledge to the Board, including strong financial, risk, commercial and social expertise. Details of:

- The Directors on the Board, their appointment dates and qualifications and experience;
- · The members of the Board Committees; and
- The number of Board and Board Committee meetings held during the Reporting Period and details of each Director's attendance at those meetings,

are set out in the Directors' Report on pages 37-49 of this Annual Report.

# 3. Role of the Board and Delegation of Authority

#### Overview of the Role of the Board

The roles and responsibilities of the Board are set out in the Board Charter. A copy of the Board Charter is available at Domain's Shareholder Centre website at shareholders.domain.com.au.

The Board Charter sets out the Board's role, its composition, and the way it exercises and discharges its powers and responsibilities having regard to principles of good corporate governance. In accordance with the ASX Recommendations, Domain discloses the respective roles and responsibilities of the Board and the matters delegated to management through disclosure of its Board Charter and this Corporate Governance Statement.

The Board's role is to:

- · Represent and serve the interests of shareholders by overseeing Domain's strategies, policies and performance;
- Protect and optimise Company performance and build sustainable value for shareholders in accordance with any duties and
  obligations imposed on the Board by law and the Company's Constitution and within a framework of effective controls that enables
  risk to be assessed and managed;
- · Set, review and monitor compliance with Domain's culture and governance framework; and
- Monitor that shareholders are kept informed of Domain's performance and major developments affecting its state of affairs.

The Board's responsibilities and reserved matters include:

- Appointing the CEO and evaluating the CEO's performance and remuneration;
- Monitoring the performance of the CEO and Executive Leadership Team (as defined below) and, where required, providing feedback to
  and challenging the CEO and Executive Leadership Team;
- Monitoring corporate performance and implementation of strategy and policy;
- · Approving major capital expenditure, acquisitions and divestitures;
- · Overseeing capital management, including approving dividend payments;
- · Monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting;
- Approving financial reports, profit forecasts and other reports required at law or under the ASX Listing Rules to be adopted by the Board; and
- · Evaluating, at least annually, the performance of the Board, its Committees and individual Directors.

Consistent with the commentary to the ASX Recommendations, the Board Charter sets out the roles and responsibilities of the Chairman. Under the Board Charter, the Chairman is responsible for leading the Board, facilitating effective contribution of all Directors and promoting respectful and constructive communication between Directors and between the Board and management.

Under the Board Charter, the Board collectively, and each Director individually, has the right to seek independent professional advice, subject to the approval of the Chairman.

#### **Delegation to Board Committees**

The Board establishes Board Committees to assist with discharging its responsibilities. The three standing Board Committees that have been established are the:

- · Audit and Risk Committee;
- · People, Culture and Sustainability Committee; and
- Nomination Committee.

Further details about:

- · The duties and responsibilities of each Board Committee are set out in Section 11 of this Corporate Governance Statement; and
- The details of the members of each Board Committee,

are set out in the Directors' Report on pages 37-49 of this Annual Report.

#### Delegation to Management

The Board has appointed Jason Pellegrino as the CEO of the Company. He is responsible for the overall management of the Domain Group in accordance with the business strategy approved by the Board. The Board Charter provides that while the Board retains ultimate responsibility for the strategy and performance of the Company, the day-to-day operation of the Company is conducted by, or under the supervision of, the CEO as directed by the Board.

Further details of the roles and responsibilities of management are set out in 'Executive Leadership Team' in Section 9 of this Corporate Governance Statement.

The management team that reports to the CEO (these managers together with the CEO being the **Executive Leadership Team**) support him with specific duties and responsibilities in the day to day operations of the Domain Group. Members of the Executive Leadership Team regularly attend and report at Board and Board Committee meetings.

Details of the members of the Executive Leadership Team are available at Domain's Shareholder Centre website at shareholders.domain.com.au.

# 4. The Directors and Independence

#### **Board members**

The Directors' Report on pages 37-49 of this Annual Report gives details of the Directors, their length of service and their experience.

#### Independent directors

Three out of the six Non-Executive Directors on the Board are considered by the Board to be independent Directors: Diana Eilert, Greg Ellis and Geoff Kleemann.

The independent Directors were identified and selected through an external search process. In accordance with the ASX Recommendations, they are not aligned with the interests of management, a substantial security holder or any other relevant stakeholder and they can and do bring independent judgement to bear on issues before the Board. Diana Eilert, Greg Ellis and Geoff Kleemann have served as Directors during all of the Reporting Period. No Directors have served in that position for more than 10 years.

#### Non-independent Directors

#### Non-executive Directors

The other two Non-Executive Directors on the Board as at the date of this Corporate Governance Statement, Nick Falloon and Mike Sneesby, are considered by the Board to be non-independent due to their connection with Nine Entertainment Co. Holdings Limited (Nine), Domain's majority shareholder.

Nick Falloon is on the board of Nine and serves as Deputy Chairman.

Mike Sneesby is also on the board of Nine and is an employee of Nine (as Chief Executive Officer).

In addition, each of Mr Falloon and Mr Sneesby hold interests in Nine as set out in notices of Directors' interests (Appendix 3X or 3Y) lodged by the Company via the ASX Market Announcements Platform.

Lizzie Young was a Director for the duration of the Reporting Period and resigned with effect from 30 June 2022. During the Reporting Period, she was an employee of Nine (as Managing Director – Group Marketing and Local Markets), and held interests in Nine. Lizzie Young was considered by the Board to be non-independent during her period of service as a Director due to her connection with Nine.

#### CEO

Jason Pellegrino, the CEO of Domain and a Director, is also considered by the Board to be non-independent given he is employed in an executive capacity by Domain and receives performance-based remuneration.

#### Assessments and reviews

The Board has considered and assessed the interests of each of the non-independent Directors and determined that their interests will not interfere with that Director's capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of the entity and its shareholders generally.

During the Reporting Period, the Nomination Committee undertook an annual review of the status of every Director and made a recommendation to the Board as to their independence. The Board determined that the independent/non-independent status of each of the Directors remained unchanged and continues to be as set out in this Corporate Governance Statement.

#### Appointment of Director

On 12 August 2022, the Company announced that Rebecca Haagsma would be appointed as a Director effective 1 September 2022.

Rebecca Haagsma is an employee of Nine (as Chief Product Officer). On and from her appointment, Rebecca Haagsma will be considered to be non-independent due to her connection with Nine.

Rebecca Haagsma's interests in Domain and Nine (if any) will be lodged by the Company via the ASX Market Announcements Platform in accordance with the ASX Listing Rules.

#### Balance of independent and non-independent Directors

As at the date of this Corporate Governance Statement, Domain has six Directors on its Board. Half (three of six) of the Directors are non-independent Directors.

As noted in Section 2 of this Corporate Governance Statement, Lizzie Young, a non-independent Non-Executive Director, resigned as a Director effective 30 June 2022. Prior to her resignation, Domain had seven Directors on the Board, with a majority (four of seven) being non-independent Directors.

As also noted in Section 2 of this Corporate Governance Statement, on 12 August 2022, the Company announced that Rebecca Haagsma would be appointed as a Director effective 1 September 2022. As set out above, Rebecca Haagsma will be considered to be a non-independent Director given her connection with Nine. On and from this appointment, a majority of the Board (four of seven) will be non-independent Directors.

Whilst not in line with the ASX Recommendation that a majority of Directors should be independent, the Board considers the current mix of independent and non-independent Directors to be appropriate and reflects Nine's majority shareholding in Domain.

At the beginning of each Board meeting, there is a period allocated for the Non-Executive Directors to confer without the senior executives present at the meeting. There is also allocated time in each Board meeting for an independent director discussion, led by independent Director, Geoff Kleemann, during which the non-independent Directors leave the meeting.

### 5. Board Skills

The Directors each bring to the Board a valuable depth of knowledge and experience including global experience. They represent a cross-section of industries and bring a diverse range of skills including strong financial, risk, commercial and social expertise.

The following table sets out the Board's skills matrix, being the skills, experience and diversity of the Directors on the Board as at the date of this Corporate Governance Statement.

The Directors completed a self-assessment questionnaire identifying their relevant experience or expertise in relation to a skills matrix developed by the Nomination Committee and approved by the Board. The results were reviewed and discussed by the Board and are reflected in the following table.

Category	Percentage of Directors (substantial or extensive expertise)
Media expertise  Expertise and experience in the media industry at a very senior level	100%
Strategy/risk  Expertise in the development and implementation of strategic plans and risk management to deliver investor returns over time	100%
Executive leadership  Experienced and successful leadership at a very senior executive level of large organisations	100%
Marketing and product development  Expertise and senior executive experience in marketing and new media marketing metrics and tools	67%
Financial acumen  Expertise in understanding financial accounting and reporting, corporate finance and internal financial controls, including an ability to probe the adequacies of financial and risk controls	100%
Remuneration  Expertise in remuneration design to drive business success	83%
Capital projects, acquisitions and divestitures  Experience in evaluating and implementing projects involving large-scale financial commitments, investment horizons and major transactions	83%
Governance Knowledge and experience of high standards of corporate governance, including ASX Listing Rules and practices	83%
Technology and data  Expertise and experience in the adoption of new technology and technology projects and in the use of data and data analytics to drive successful sales, marketing and business development	67%
Health, safety and corporate responsibility  Expertise related to workplace health and safety, environmental, community and social responsibility	50%
Public policy  Experience in public and regulatory policy, including how it affects business	67%

The Nomination Committee assists the Board in considering the Directors' ongoing education and ensuring that there are processes in place to ensure that each of the Directors maintains the skills and knowledge needed to perform their role as a Director effectively.

# 6. Director Appointment, Rotation and Succession Planning

#### Appointment and Induction of Directors

The Nomination Committee assists the Board when appointing new Directors and when considering the re-election of existing Directors. Under the Nomination Committee Charter, candidates must demonstrate they have the skills, experience, expertise and personal qualities that will best complement Board effectiveness and promote Board diversity, having regard to the Board skills matrix and the existing composition of the Board. They must also show they can provide the necessary time and commitment and meet any independence requirements. All potential Directors are subject to appropriate background checks before they are appointed as a Director or put forward to shareholders for election as a Director.

As set out in Section 2 of this Corporate Governance Statement, on 12 August 2022, the Company announced that Rebecca Haagsma would be appointed as a Director effective 1 September 2022. A background check for Rebecca Haagsma was completed prior to her appointment.

Domain has a process for inducting new Directors and each new Director receives induction information with business information and the key corporate governance policies and charters of the Company. As part of the Director induction and Board evaluation process, the Board, with support from the Nomination Committee, considers the skills and knowledge of each of the Directors and whether any of the Directors require any professional development to develop and maintain their skills and knowledge to perform their role effectively. Management regularly briefs the Directors on material developments in laws, regulations and accounting standards that are relevant to Domain.

#### **Director Appointment Letter**

All new Directors receive a written appointment letter setting out the terms of their appointment. Rebecca Haagsma has received such an appointment letter prior to her appointment as a Director effective 1 September 2022.

In line with the commentary to the ASX Recommendations, for non-executive Directors the appointment letters address:

- The requirement to disclose the director's interests and any matters which could affect the director's independence;
- The requirement to comply with key corporate policies;
- When Directors may seek independent professional advice at the expense of the Company;
- · Indemnity and insurance arrangements;
- Ongoing rights of access to corporate information; and
- Ongoing confidentiality obligations.

#### **Director Shareholdings**

Directors are encouraged to hold shares in Domain. Directors' appointment letters set out the Board's policy that new Directors must accumulate, during the period of four years from appointment, a portfolio of Domain shares equal to the value of 25% of annual directors' fees per year for that four years (25% x 4), valued at the time of purchase.

As noted in the Remuneration Report on pages 51-78 of this Annual Report, not all Non-Executive Directors are remunerated by Domain. Directors nominated by Domain's major shareholder, Nine, are not paid directors' fees by Domain, and accordingly this policy does not apply to them. Of the Directors as at 30 June 2022, there were two Directors nominated by Nine in this position (Mike Sneesby and Lizzie Young). As noted in Section 2 of this Corporate Governance Statement, Lizzie Young resigned as a Director effective 30 June 2022.

Details of interests in Domain held by Directors are set out in the Remuneration Report on pages 51-78 of this Annual Report.

#### **Director Rotation**

Domain's Annual General Meeting will be held on 9 November 2022.

Under Domain's Constitution:

- · At least one Director is required to stand for re-election at each Annual General Meeting;
- A director (that is not the managing director) appointed to fill a casual vacancy or an addition to the Board must not hold office (without re-election) past the next Annual General Meeting; and
- A director (that is not the managing director) must not hold office (without re-election) past the third Annual General Meeting following the meeting at which they were last elected or re-elected.

The Nomination Committee assists the Board to determine which Director(s) will stand for re-election. In the Notice of Meeting for the Annual General Meeting, the Company will announce the details of the Director(s) standing for re-election and will provide shareholders with all material information in its possession about the Director(s) relevant to a decision by shareholders on whether or not to re-elect the Director standing for re-election.

Consistent with the above, at Domain's most recent Annual General Meeting on 4 November 2021:

- · Mike Sneesby, who was appointed as a Director by the Board on 21 April 2021, retired and offered himself for election as a Director; and
- Diana Eilert and Greg Ellis, who had each served as Directors since 2017, retired and offered themselves for re-election as Directors.

The notice for that Annual General Meeting contained all material information in Domain's possession relevant to a decision on whether or not to elect or re-elect those persons as Directors, including biographical details (including relevant qualifications and experience, and the skills they brought to the Board), confirmation that Domain had conducted appropriate background checks prior to the appointment of Mike Sneesby as a Director, and statements that the Board supported each re-election and a summary of the reasons why. The resolutions to re-elect each of them were carried.

As also noted in Section 2 of this Corporate Governance Statement, on 12 August 2022, the Company announced that Rebecca Haagsma would be appointed as a Director effective 1 September 2022. Accordingly, she will be required to stand for re-election at the next Annual General Meeting on 9 November 2022.

#### Evaluation of Board, Board Committees and Directors

The Company has a process for periodically evaluating the performance of the Board, the Board Committees and individual Directors.

During the Reporting Period, the Board conducted a review of the Board's structure and composition, and performance of the Board, the Board Committees and individual Directors. The Nomination Committee assisted the Board with this review process. With regard to Board structure and composition, the Board determined that there was no requirement to change the existing composition or size of the Board based on the range of skills possessed by the current Directors.

The Board performance review was undertaken during the Reporting Period with the objective of continuous governance improvement, identifying Board performance improvement opportunities and any potential governance framework gaps. The review was undertaken through an internal process supported by the Company Secretary and covered individual Directors, the Chairman, Chairs of Committees, the Board as a whole as well as the Board Committees. The evaluation process comprised an individual Director questionnaire, a management questionnaire for those members of management that regularly interact with the Board, direct one-to-one discussions between individual Directors and the Chairman and, to complete the process, a Board group discussion. Consistent with the commentary to the ASX Recommendations, performance evaluation of the Chairman was completed by an independent Non-Executive Director. Geoff Kleemann.

#### 7. Board Chairman

The Board appoints the Chairman, who represents the Board to the shareholders and communicates the Board's position.

Domain's Chairman is Nick Falloon and he is also Deputy Chairman of Nine, which is a substantial shareholder of Domain. As noted in Section 4 of this Corporate Governance Statement, as a result of his interests in Nine, he is considered to be a non-independent Director.

Whilst not following the ASX Recommendation that the Chair should be an independent Director, the Board considers Nick Falloon to be the most appropriate person to lead the Board, given his expertise and experience. Consistent with the ASX Recommendations, the Chair is not the same person as the CEO.

The Board is comfortable that Nick Falloon brings objective and independent judgement to all of the Board's deliberations. Notwithstanding this, Geoff Kleemann, an independent Non-Executive Director, has been appointed by the Board to act as the independent Chair in relation to any matters where Nick Falloon may be conflicted. The Board has a standing item on its Board meeting agenda, chaired by Geoff Kleemann, for independent Director discussion. The non-independent Directors are not present for that agenda item.

#### 8. CEO

The CEO is appointed by the Board and is responsible for the Company's day-to-day management, financial performance and administration. Jason Pellegrino served as Domain's CEO during the Reporting Period.

## 9. Executive Leadership Team

During the Reporting Period, the Executive Leadership Team consisted of the CEO, the CFO and other managers delegated with management functions by the CEO. Details of the members of the Executive Leadership Team are available at Domain's Shareholder Centre website at shareholders.domain.com.au.

The Executive Leadership Team's roles and responsibilities are to implement strategic objectives, plans and budgets approved by the Board, and identify and manage risks within Domain's risk framework. The members of the Executive Leadership Team are leaders within the business, and they drive the Domain business and implementation of its key objectives. They are accountable to the Board for matters within their delegated authority. They are committed to providing the Board with sufficient information to enable the Board to understand relevant risks of the business and to discharge their Directors' duties effectively.

The members of the Executive Leadership Team are employed under individual written executive service agreements which set out the terms of their employment, and Domain has a process to conduct appropriate background checks for new employees being appointed to the Executive Leadership Team.

During the Reporting Period, three persons were appointed to the Executive Leadership Team being Chief Product Officer Nathan Brumby, Chief Revenue Officer John Foong and Chief Marketing Officer Rebecca Darley. These persons all entered into individual written executive services agreements and appropriate background checks were completed.

Domain operates a regular 'check-in' process to enable employees and managers to provide regular feedback and discuss performance throughout the year. During the Reporting Period, the members of the Executive Leadership Team had regular check-in meetings with the CEO to discuss their key priorities and deliverables and their performance against those priorities and deliverables. In addition, the CEO had regular check-in meetings with the Chairman and also with the Chairs of Board Committees.

In addition to regular check-ins, the members of the Executive Leadership Team are evaluated over a period of 12 months against key performance criteria aligned with the strategic priorities of the business. Throughout the year, the Executive Leadership Team collectively reviews delivery and performance of the strategic priorities as a group and the CEO also conducts individual reviews with Executive Leadership Team members. The CEO's final end of year review usually occurs after the end of each financial reporting year in respect of the previous financial year. The reviews for the Reporting Period occurred between the end of the Reporting Period and the date of this Corporate Governance Statement.

The CEO's performance is evaluated by the Board. The CEO's annual performance review against his key performance criteria was undertaken by the Chairman, in consultation with the other members of the Board, shortly after the end of the Reporting Period.

# 10. Company Secretary

The Company Secretary is appointed by the Board and is accountable directly to the Board through the Chairman on all matters to do with the proper functioning of the Board. The Company Secretary is responsible for the coordination of all Board matters relating to the proper functioning of the Board including agendas, board papers, minutes, communication with regulatory bodies and all statutory and other filings.

Consistent with the commentary to the ASX Recommendations, each Director is able to communicate directly with the Company Secretary and vice versa. Domain's Company Secretary is Catriona McGregor.

The qualifications and experience of the Company Secretary are set out in the Directors' Report on pages 37-49 of this Annual Report.

#### 11. Board Committees

The Board has three standing Board Committees:

- the Audit and Risk Committee:
- the People, Culture and Sustainability Committee; and
- the Nomination Committee.

#### **Board Committees - Charters**

Copies of the charters of each of the Board Committees are available at Domain's Shareholder Centre website at shareholders.domain.com.au.

#### Audit and Risk Committee

The roles and responsibilities of the Audit and Risk Committee are set out in the Audit and Risk Committee Charter.

The Audit and Risk Committee Charter was updated during the Reporting Period to, among other things, provide that the Committee's responsibilities include:

- Reviewing and making recommendations to the Board on the implementation and effectiveness of the Company's cyber and data security framework;
- Considering with management (and, if required, the internal and/or external auditor) the overall adequacy and effectiveness
  of the Company's legal, regulatory and ethical compliance programs; and
- Reviewing and considering the overall adequacy and effectiveness of the Company's Speak Up Policy and Anti-Bribery and Corruption Policy and recommending to the Board any necessary changes.

The Audit and Risk Committee is responsible for overseeing Domain's:

- Relationship with the external auditor and the audit function generally (including its quality);
- · Financial and other periodic corporate reporting;
- · Internal controls and systems; and
- Processes for identification and management of financial and non-financial risk.

The Audit and Risk Committee has three members all of which are Non-Executive Directors. A majority of the members of the Audit and Risk Committee are independent Directors.

The Chair of the Committee is Geoff Kleemann. He is an independent Director and, consistent with the ASX Recommendations, he is not the Chairman of the Board. Geoff Kleeman acts as the independent Chair in relation to any matters raised at a Board meeting where Nick Falloon (the Chairman of the Board) may be conflicted.

The Board considers that Geoff Kleemann is the appropriate person to act as the independent Chair of the Board in relation to any matters or decisions where the Chairman has a conflict. Geoff Kleemann has relevant financial and risk expertise having operated as Chief Financial Officer and Chair of the audit committee for a number of listed entities.

#### People, Culture and Sustainability Committee

The roles and responsibilities of the People, Culture and Sustainability Committee are set out in the People, Culture and Sustainability Committee Charter.

The People, Culture and Sustainability Committee was previously known as the People and Culture Committee. The name of this committee was changed during the Reporting Period to better reflect that committee's responsibilities. The People, Culture and Sustainability Committee Charter was updated during the Reporting Period to reflect this change of name.

The People, Culture and Sustainability Committee (which also operates as a remuneration committee) has been in place throughout the Reporting Period and is responsible for overseeing the development of Domain's people experience strategies to support the Company.

The People, Culture and Sustainability Committee's responsibilities include:

- Approving major changes and developments in the remuneration policies, superannuation arrangements, personnel practices and industrial relations strategies for the Domain Group;
- Reviewing and recommending to the Board employment and remuneration arrangements for the CEO including contract terms, annual remuneration and participation in the Company's incentive plans;
- Monitoring and reviewing Domain's strategies, processes and risk management policies to promote a safe and positive working
  culture, including by reviewing and approving the direction of the Company's policies to build a sustainable future (financially and
  otherwise);
- Reviewing the Company's employee engagement objectives, plans and measurement;
- · Approving bullying and harassment policies; and
- Approving policies and procedures related to senior management recruitment, retention, performance assessment and termination.

In addition, the People, Culture and Sustainability Committee is to provide support to the Board and management in overseeing the development and implementation of an ESG strategy and related policy.

The People, Culture and Sustainability Committee comprises three Non-Executive Directors, a majority of whom are independent, with an independent Director, Diana Eilert, as Chair.

Executive Directors are not involved in deciding their own remuneration or setting the remuneration of other executives that may indirectly affect their own, consistent with the commentary to the ASX Recommendations.

#### Nomination Committee

The roles and responsibilities of the Nomination Committee are set out in the Nomination Committee Charter.

The Nomination Committee Charter was updated during the Reporting Period to, among other things:

- · Provide that all Directors have a standing invitation to attend Nomination Committee meetings; and
- Acknowledge that the offer of Board appointments must be made by the Board Chairman after having consulted all Directors, with any recommendation from the Nomination Committee having been circulated to all Directors.

The Nomination Committee assists the Board to ensure the Board is composed of Directors with a broad mix of skills, expertise, experience and diversity. It makes recommendations to the Board on the Board's size and composition, and the criteria for nomination as a Director and the membership of the Board more generally.

The Nomination Committee also assists the Board to evaluate the performance of the Board as a whole, Board Committees and individual Directors. It also ensures there are processes in place to support Director induction and education, and to regularly review Directors' commitment and effectiveness.

Consistent with the commentary to the ASX Recommendations, the Nomination Committee is permitted under the Nomination Committee Charter to seek the advice of independent advisers, consultants and specialists as to any matter pertaining to the powers or duties of the Nomination Committee or its responsibilities.

The Nomination Committee comprises three Non-Executive Directors, a majority of whom are independent, with an independent Director, Geoff Kleemann, as Chair.

Also consistent with the commentary to the ASX Recommendations, the Chairman does not chair the Nomination Committee and so a separate chair is not required should the Nomination Committee deal with the appointment of a successor to the Chairman.

# Board Committees – Membership, meetings and attendance, and relevant qualifications and experience

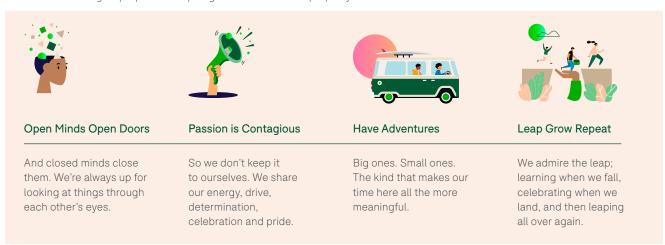
Details of the membership of each of the Board Committees, the number of times each Board Committee met during the Reporting Period, and how many meetings each member attended are set out in the Directors' Report on pages 37-49 of this Annual Report.

In addition to the matters set out in this Section 11 of this Corporate Governance Statement, the relevant qualifications and experience of the members of the Audit and Risk Committee are set out in the Directors' Report on pages 37-49 of this Annual Report.

#### 12. Values and Code of Conduct

#### **Values**

Domain has four values which represent what Domain employees believe are important standards of behaviour. These values guide Domain in achieving its purpose of inspiring confidence in life's property decisions:



Domain's values are publicly disclosed on its ESG (Social) website at domain.com.au/group/esg/social/, and are also promoted externally as part of Domain's employee recruitment.

Domain employees receive appropriate training on these values and the Executive Leadership Team frequently references and reinforces these values in their communications and interactions with staff, in recognition awards and performance evaluations.

#### Code of Conduct

Domain has a Code of Conduct, a copy of which is available at Domain's Shareholder Centre website at shareholders.domain.com.au.

The Code of Conduct applies to Directors, employees, interns, contractors, sub-contractors and employees of contractors and sub-contractors of Domain and its subsidiaries. It may also apply to contractors working on behalf of Domain, including Nine employees who work solely for Domain.

The Code of Conduct sets out the minimum standards of conduct expected of such persons, and aims to set honesty, trust and integrity as defining characteristics of the way these persons work, and to maintain transparency and promote the taking of accountability in dealing with teams and external parties. The Code of Conduct also sets out the responsibility of individuals for reporting Code breaches.

Under the Code of Conduct, employees are encouraged to raise concerns about behaviour which breaches the Code to their manager or People Experience representative as soon as possible, other than breaches involving financial malpractice or fraud (which are to be immediately reported to the CFO or the Group General Counsel). Employees may call the Speak Up (whistleblower) hotline if they do not feel comfortable speaking to someone at Domain.

Depending on their nature, breaches of the Code of Conduct are reported to the Audit and Risk Committee and/or the People, Culture and Sustainability Committee (if appropriate) and material breaches are reported to the Board by the relevant Board Committee.

# 13. Suppliers, Whistleblowing and Anti-Bribery and Corruption

#### Supply Chain and Supplier Code of Conduct

Domain expects its suppliers to comply with social, environmental and ethical standards of behaviour, comply with legislation and meet the required standards of the International Labour Organisation (ILO) and the Australian Human Rights Commission.

Domain has implemented a Supplier Code of Conduct (Supplier Code) which sets out the minimum standards that Domain expects of its suppliers. The Supplier Code is available at Domain's Shareholder Centre website at shareholders.domain.com.au and has been sent to Domain's suppliers.

In addition to implementing the Supplier Code, Domain has reviewed its operations and supply chains to identify and address any modern slavery risks in Domain's operating and supply chain. Domain complies with its reporting requirements under the *Modern Slavery Act 2018* (Cth). Domain's Modern Slavery Statement for the Reporting Period will be made available on or around the date of this Annual Report at Domain's ESG (Social) website at www.domain.com.au/group/esg/social/.

#### Whistleblowing

Domain has a Speak Up Policy (Whistleblower Policy). The Speak Up Policy, including details of the Speak Up Hotline (the Stopline Hotline), is available at Domain's Shareholder Centre website at shareholders.domain.com.au. The Stopline Hotline is a confidential, independent, externally managed hotline which also enables whistleblowing reports to be made anonymously.

In addition to the Speak Up Policy, Domain has internal Whistleblower Guidelines which are intended to support and guide those receiving, coordinating or investigating whistleblower reports, as well as those wishing to make reports under the Speak Up Policy.

Under the Speak Up Policy, Domain encourages employees to raise concerns about incidents via a range of methods, including:

- the Stopline Hotline;
- the CFO;
- the Chief People & Sustainability Officer;
- the CEO (for concerns relating to members of the Executive Leadership Team); and
- the Chairman (for concerns relating to any of the above persons).

Under the Speak Up Policy, the Audit and Risk Committee or the Board (as applicable) is to be provided with additional information about material incidents that are appropriate to be escalated to that Committee or the whole Board, subject to legally required levels of confidentiality.

#### Anti-Bribery and Corruption

The Company has an Anti-Bribery and Corruption Policy. The Anti-Bribery and Corruption Policy is available at Domain's Shareholder Centre website at shareholders.domain.com.au.

Under the Anti-Bribery and Corruption Policy, employees are to inform the CFO of any potential bribery or corruption in the Domain Group as soon as they become aware of it. Employees may also raise concerns relating to bribery and corruption via the Stopline Hotline.

Under the Anti-Bribery and Corruption Policy, once raised, the Executive Leadership Team must immediately inform the Board, and the Board will determine next steps to be taken.

# 14. Diversity, Inclusion, Belonging and Human Rights

#### Inclusion and Belonging Commitment Statement (Diversity Policy)

The Domain Group is committed to providing a workplace that is inclusive, embraces all forms of diversity and has a sense of belonging for all.

Domain recognises that each individual brings their own unique capabilities, experiences and characteristics to their work. Domain values, respects and encourages diversity of Directors, employees, interns, work experience students, temporary agency supplied staff, contractors, sub contractors and employees of contractors or subcontractors as well as customers and suppliers. Diversity includes differences in age, cultural background, disability, ethnicity, family responsibilities, gender identity, language, marital status, religious belief and sexual orientation. It may also include other ways in which people are different, such as education, life experience, work experience and socioeconomic background.

By embracing a diverse and inclusive approach, there is naturally a larger pool of talented employees available for recruitment. It also enhances employee engagement and thereby supports retention and talent attraction. Domain believes that continuing to focus on diversity and inclusion will assist the Company to achieve its strategic objectives and ultimately deliver greater financial performance and greater shareholder value. Domain recognises the benefits of an inclusive workplace, including reflecting the diversity of our customers, audiences and the communities in which we operate, having employees bring their 'whole selves' to work, and providing for collaboration, innovation and diversity.

The People, Culture and Sustainability Committee oversees Domain's diversity, inclusion and belonging approach and the setting and achievement of its goals, including measurable objectives for achieving gender diversity.

Domain has adopted an Inclusion and Belonging Commitment Statement which is available at Domain's Shareholder Centre website at shareholders.domain.com.au.

As set out in the Inclusion and Belonging Commitment Statement, Domain has put in place measures to drive inclusion and belonging, including:

- Reviewing all employee-related policies and guidelines with an inclusion lens;
- Providing training and education to all employees to ensure they understand their roles and responsibilities for managing diversity
  and inclusion in the workplace. The 'Inclusion at Domain' training module is compulsory for all employees, and is an annual activity;
- Seeking to deliver diverse shortlists as part of the recruitment process and challenging hiring managers to look for candidates that will be 'culture add' when joining the team;
- · Having diverse interview panels for roles;
- Monitoring salaries to identify, eliminate and rectify any gender equity gaps; and
- · Providing flexibility to assist employees in balancing their work and personal responsibilities.

The Inclusion and Belonging Commitment Statement includes a requirement that it be reviewed by Domain's People, Culture and Sustainability Committee every two years or as required, and key parts of Domain's ESG Plan are initiatives to drive inclusion and belonging and requirements for the People, Culture and Sustainability Committee to receive reports on progress under these initiatives.

#### Measurable objectives

Domain is continuing to strive to improve its practices. Domain recognises the importance of setting measurable objectives to achieve diversity. The People, Culture and Sustainability Committee oversees Domain's diversity and inclusion goals, including measurable objectives for achieving gender diversity.

During the Reporting Period, the People, Culture and Sustainability Committee had measurable objectives for achieving gender diversity in the composition of its Board, the Executive Leadership Team, its 'Senior Executives' and the workforce generally, with objectives of representation of at least 40% female and 40% male (with a 20% swing variance) across each of these groups by the end of 2023.

For the purposes of these objectives, Senior Executives are persons holding Grade 5 roles under the Domain Job Architecture. Such persons are people leaders, who are seen as experts within the industry, with unique knowledge and extensive experience; they have deep subject matter expertise.

The Company's progress towards achieving the measurable objectives and its workforce gender demographics more generally as at 30 June 2022 were:

Measure	Male	Female	Change from 30 June 2021
Proportion of men and women who are Directors (including CEO) <sup>(i)</sup>	71%	29%	No change
Proportion of men and women who are in the Executive Leadership Team (including CEO and CEO-1)	60%	40%	FY21: 70% male, 30% female
Proportion of men and women who are Senior Executives (see definition above)	63%	37%	Not applicable (previous measurable objectives were set with respect to Senior Management (CEO-2)
Proportion of men and women across workforce generally <sup>(ii)</sup>	52.0%	47.7%	FY21: 52% male, 48% female

<sup>(</sup>i) The Directors include Lizzie Young who resigned as a Director effective 30 June 2022.

As shown in the table above, the Company has seen a significant narrowing of the gender gap at the Executive Leadership Team level as at 30 June 2022 compared to 30 June 2021.

#### Other diversity and inclusion responsibilities and initiatives

#### Gender equality

Domain complies with the Workplace Gender Equality Act 2012 (Cth) (WGEA Act). It has lodged its 2021-2022 Public Report under the WGEA Act with the Workplace Gender Equality Agency and this Report will be made available at Domain's ESG (Social) website at domain.com.au/group/esg/social/ later in 2022, after Domain has completed relevant procedures under the WGEA Act. Domain has made available its questionnaire, workplace profile and management statistics table for its 2021-2022 Public Report at Domain's ESG (Social) website at www.domain.com.au/group/esg/social/.

During the Reporting Period, as in previous financial years, Domain completed a gender pay gap analysis. When undertaking a gender pay gap analysis, the Company uses Workplace Gender Equality Agency tools to look at 'like for like' roles and identify any potential gender pay equity issues and/or gaps to be addressed. Domain will continue the process of regularly undertaking gap analyses and taking any needed steps to adjust the remuneration of employees to address any gaps identified.

#### LGBTQI+

During the Reporting Period, Domain participated for the second time in the Australian Workplace Equality Index (AWEI). The AWEI is Australia's definitive national benchmark on LGBTQ workplace inclusion run by Pride in Diversity. Domain was awarded a bronze level recognition for its FY22 submission. Domain intends to continue this participation in future reporting periods.

#### Aboriginal and Torres Strait Islander Peoples

During the Reporting Period, Domain launched its first-ever Reconciliation Action Plan (RAP). The RAP covers the period from June 2022 to June 2023. Domain's RAP sets out its vision for reconciliation – to establish a future where the original custodians of the land are accurately and appropriately recognised within a national culture that embraces and accepts all Aboriginal and Torres Strait Islander Peoples. The RAP sets out actions in the areas of relationships, opportunities and respect that Domain will pursue during the period, with clear deliverables, timelines and responsibility for each.

Domain's RAP is available at Domain's ESG (Social) website at domain.com.au/group/esg/social/.

#### Further information

Further information in relation to Domain's diversity initiatives, including its focus in the Reporting Period on Traditional Owners and Aboriginal and Torres Strait Islander Peoples and LGBTQI+ inclusion, is set out in the Environmental, Social and Governance section on pages 19-34 of this Annual Report.

<sup>(</sup>ii) During the Reporting Period, the Company created a new gender option for employees to self-identify as male, female or X (non-binary, gender diverse, other, unspecified, prefer not to say). 0.3% of the Company's workforce generally as at 30 June 2022 self-identified in this way. As such, the respective proportions of men and women in this row total 99.7%.

# Supporting our Employees

Domain appreciates that attracting, developing and retaining high performing employees is key to its success. During the Reporting Period, Domain introduced or updated a number of key employee wellbeing policies and initiatives, including in relation to domestic violence, gender affirmation, parental leave and working overseas. Details of these policies and initiatives are set out in the Environmental, Social and Governance section on pages 19-34 of this Annual Report.

# **Human Rights Policy**

Domain is committed to conducting its activities in a manner that respects human rights. Domain has a Human Rights Policy. The Company's approach to human rights is based on doing business in a way that respects the rights and dignity of people, avoids human rights abuses and upholds applicable legal requirements.

A copy of the Human Rights Policy is available at Domain's Shareholder Centre website at shareholders.domain.com.au.

Domain recognises its ability to impact and influence the human rights of a variety of its stakeholders, including in its role as a provider of products and services, as an employer and as a procurer. Domain is committed to working closely with stakeholders to identify and understand its impact, to ensure negative impacts are reduced and positive impacts are enhanced.

Domain's Human Rights Policy applies in addition to:

- The Code of Conduct, which captures the principles by which Domain will conduct its business and interact with its people, customers and broader communities; and
- The Supplier Code, which sets out the minimum standards that Domain expects of its suppliers.

Further information in relation to Domain's exposure to environmental and social risks, including human rights risks, is set out in Section 16 of this Corporate Governance Statement.

#### 15. Remuneration

The Remuneration Report on pages 51-78 of this Annual Report describes the Company's remuneration policies and practices for setting the level and composition of remuneration for Non-Executive Directors, the CEO and CFO, and their remuneration during the Reporting Period.

# 16. Risk Management

#### Risk management framework

The Board, with the support of the Audit and Risk Committee, oversees and monitors Domain's risk framework.

The Domain Group's risk management framework was reviewed by the Audit and Risk Committee and considered by the Board during the Reporting Period.

During the Reporting Period, as completed in the previous reporting period (the financial year ended 30 June 2021), the Audit and Risk Committee worked with the CEO, CFO and members of management to review the Company's key risk areas, including contemporary and emerging risks (including cyber and data risks) and risks relevant to the Domain Group's activities during that period, such as its acquisitions of Insight Data Solution and Realbase (integration risks). The Audit and Risk Committee monitors and reviews the risks reported by management and makes recommendations to the Board based on Domain's risk appetite framework.

As noted in Section 11 of this Corporate Governance Statement, the Audit and Risk Committee Charter was updated during the Reporting Period, to expressly note the Audit and Risk Committee's responsibilities in relation to risk management including reviewing and making recommendations to the Board on the implementation and effectiveness of the Company's cyber and data security framework.

Management reports to the Audit and Risk Committee, the People, Culture and Sustainability Committee and the Board on risks, both with regard to financial and non-financial risks. Risks and risk management are also considered in the context of business planning, budgeting, forecasting, reporting, and performance management processes.

The Board will continue to assess Domain's risk management framework, including reviewing its risk appetite statements and reporting protocols at least annually to ensure they continue to be sound and that the Company is operating with due regard to the risk appetite set by the Board.

#### Economic, environmental and social risks

The Board, with the support of the Audit and Risk Committee, considers economic, environmental and social risks and opportunities and how they may impact the Company. For the reasons set out below, Domain does not view these risks as materially impacting Domain's ability to create or preserve value for securityholders over the short, medium or longer term.

#### Economic risks

As a business that delivers technology and services to the real estate industry, Domain is exposed to the economic conditions of the property market. Whilst property listing volumes are cyclical in nature and are influenced by myriad economic factors, Domain has significant opportunities to grow revenue through increased take up of its premium listing products, Agent Solutions suite, Consumer Solutions and Property Data Solutions products to offset the impact of a property downturn on Domain's ability to create or preserve shareholder value.

During the Reporting Period, Domain amended and extended its existing syndicated facility agreement, under which it has access to a total commitment of \$355m. The Board considers Domain has sufficient debt capacity to draw on, if needed, to address the impact of more challenging economic conditions in the property market and the wider economy.

#### Environmental risks

Domain acknowledges that climate change is an existential threat that will have increasingly significant environmental, social and economic impacts on all aspects of society. Although Domain does not consider it has a material exposure to climate change risk, the Company acknowledges that the scale and complexity of climate change make it uniquely challenging, especially in the context of economic decision making.

Information on environmental regulations applicable to Domain is set out in the Directors' Report on pages 37-49 of this Annual Report.

During the previous reporting period (FY21), Domain published its Environmental Statement. A copy of the Statement is available at Domain's ESG (Governance) website at domain.com.au/group/esg/governance/. The Statement sets out how Domain's commitment to improving environmental performance will be achieved, including by continual assessment of environmental impacts of its operations and developing a Sustainability Strategy that will provide direction for Domain's business to operate in a zero-carbon emissions future.

Domain participates in the Carbon Disclosure Project (CDP), a global environmental disclosure system that supports thousands of companies, states and cities to measure and manage their risks and opportunities on climate change, water security and deforestation. Domain has commissioned Cushman & Wakefield to manage and report on Domain's greenhouse gas and energy consumption.

Further information about Domain's initiatives to reduce its impact on the planet, including its carbon disclosure activities, is set out in the Environmental, Social and Governance section on pages 19-34 of this Annual Report.

#### Social risks

Recognition and support of human rights is very important to Domain. Due to the nature of the Domain business, the Company does not consider that it has material exposure to risks in this area:

- The Company operates predominantly within Australia, a country with low frequency of current day human rights violations, and which is tightly monitored by the Australian Human Rights Commission.
- The Company's products are primarily online and are predominantly developed within Australia.
- The Company's supply chain is relatively small meaning the Company has high visibility of suppliers in its supply chain. Most of the Company's suppliers are based in Australia.

During the Reporting Period (in April 2022), the Company acquired Realbase, a business with operations and employees in New Zealand and the Philippines. This is the first time the Company has had employees based permanently overseas. As part of the integration of the Realbase business into Domain, the Company is monitoring risks raised by offshore arrangements, such as social risks in these other jurisdictions.

Actions the Company is currently undertaking in relation to human rights risks include continually reviewing its supply chain to identify and address any modern slavery risks in its operating and supply chain and investigating the potential to report on human rights issues in line with the UN Guiding Principles Reporting Framework.

#### Environmental, Social & Governance Policy and Plan

The Company has published an Environmental, Social & Governance Policy (ESG Policy) and an Environmental, Social & Governance Plan (ESG Plan).

Copies of these documents are available at Domain's ESG website at www.domain.com.au/group/esg/.

The ESG Policy has been developed to help outline the Company's position on material ESG issues impacting our operations. The ESG Policy was developed following an ESG Materiality Assessment through an independent consultant, as a result of which the Company identified a range of current and emerging ESG risks and conversely opportunities that are likely to impact its business and its stakeholders over the short, medium and long term.

As set out in the ESG Policy, the critical risks that will become the focus for the Company moving forward are:

- Diversity and inclusion;
- · Data security and privacy;
- · Sustainable supply chain;
- · Employee engagement;
- · Customer satisfaction; and
- Systemic risk Technology.

The ESG Policy sets out, for each of these risks:

- · Why it is important to the Company;
- How the Company is addressing the risk;
- · Timelines for delivery of those actions; and
- How the risk is linked to the United Nations Sustainable Development Goals.

Actions the Company is currently undertaking in relation to environmental risks include improving the energy efficiency of its assets, and developing an emissions reduction strategy that will provide direction for the business to operate in a carbon neutral future.

#### More information on Environmental, Social and Governance

More information about Domain's approach to managing social sustainability is set out in the Environmental, Social and Governance section on pages 19-34 of this Annual Report.

# 17. Audit, Financial Reporting and Tax

#### Internal Audit

During the previous reporting period (the financial year ended 20 June 2021), Domain established an outsourced internal audit function to provide an independent and objective view on key strategic, operational and financial risks faced by Domain and the effectiveness of its internal controls implemented to address those risks. Domain maintained this function during the Reporting Period.

Domain has engaged PwC to perform this outsourced internal audit function. The function is performed by a suitably qualified team at PwC, led by the National Leader of Internal Audit Services at PwC.

On administrative matters, the internal audit team reports to the CFO. Consistent with the commentary to the ASX Recommendations, the internal audit team has a direct reporting line to and is accountable to the Audit and Risk Committee, and members of the team have full and free access to the Chair of the Audit and Risk Committee to raise relevant matters.

#### Periodic Corporate Reporting

Where the Company releases to the market any periodic corporate report (being an annual directors' report, annual and half yearly financial statements, periodic activity reports, or similar periodic reports prepared for the benefit of investors) that is not audited or reviewed by an external auditor, it adopts processes to ensure the integrity of these reports, including by having the data verified and statements reviewed by relevant members of management including the CFO and the Chief Legal and Transformation Officer. The full year financial report is audited and the half year financial report is reviewed by the Company's auditor.

#### Declarations from CEO and CFO

Before it approves the financial statements for the half-year and full-year, the Board receives a declaration from the CEO and CFO consistent with the requirements of the *Corporations Act 2001* (Cth) and the ASX Recommendations (a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively).

These statements are made after the CEO and the CFO receive representation letters from appropriate members of management verifying material issues relating to their respective areas of responsibility and disclosing factors that may have a material effect on the financial performance of the Domain Group.

#### Tax Transparency

Domain is committed to maintaining a high standard of principled tax governance.

The Board of Taxation has established a Voluntary Tax Transparency Code (Tax Transparency Code) which sets out principles and minimum standards to guide businesses on public disclosure of tax information, with the purpose of encouraging greater transparency around tax matters. Different standards apply to businesses based on their status as a 'large' or 'medium' business.

Domain has welcomed the opportunity to provide more information in relation to its tax contributions and has voluntarily adopted the Tax Transparency Code with effect from FY19.

In FY21, Domain was a 'medium' business under the Tax Transparency Code. Domain's Tax Transparency Report for FY21, which encompasses Domain and its controlled entities, is available at Domain's ESG (Governance) website at domain.com.au/group/esg/governance/.

As set out in this report, Domain applied the minimum standards for 'medium' businesses, and also provided an overview of tax contributions made to Australian State and Commonwealth governments, reflecting Domain's commitment to transparency and integrity across tax matters. Additionally, this report sets out an explanation of the data disclosed by the ATO regarding the 2020 Domain Tax Consolidated Group's income tax return.

Domain will submit a Tax Transparency Report for the Reporting Period (FY22). Once submitted, it will be available at Domain's ESG (Governance) website at domain.com.au/group/esq/governance/.

#### Role of the Auditor and Audit Independence

The Company's auditor audits Domain's full-year financial statements. The Audit and Risk Committee assists the Board by overseeing Domain's relationship with the external auditor. The Committee reviews the performance, independence and objectivity of the external auditor. It also monitors compliance with the Company's External Audit Policy and Charter of Audit Independence, which are attached to the Audit and Risk Committee Charter.

The Charter of Audit Independence provides a framework for the Board and management to ensure that the external auditor is independent and seen to be independent. The purpose of an independent statutory audit is to provide shareholders with reliable and clear financial reports on which to base investment decisions.

The Charter of Audit Independence sets out key commitments by the Board and procedures to be followed by the Audit and Risk Committee and management that aim to set a proper framework for audit independence.

The Charter of Audit Independence was updated during the Reporting Period to strengthen this framework, including to provide that any engagement of the Company's auditor to provide non-audit services requires written approval of the Chair of the Audit and Risk Committee (regardless of the type of non-audit services or the quantum of fees).

A copy of the Charter of Audit Independence (attached to the Audit and Risk Committee Charter) is available at Domain's Shareholder Centre website at shareholders.domain.com.au.

### 18. Continuous Disclosure

#### Continuous Disclosure Policy

Domain is committed to complying with its continuous disclosure obligations under the *Corporations Act 2001* (Cth) and the ASX Listing Rules to keep the market fully informed of information concerning it that a reasonable person would expect to have a material effect on the price or value of Domain's securities.

Domain has a written Continuous Disclosure Policy to ensure that it complies with its disclosure obligations so that all investors have equal and timely access to material information concerning the entity – including its financial position, performance, ownership and governance.

A copy of Domain's Continuous Disclosure Policy is available at Domain's Shareholder Centre website at shareholders.domain.com.au.

The Continuous Disclosure Policy sets out matters in respect of which Board approval and input for announcements is required, including in relation to significant profit upgrades or downgrades, dividend policy or declarations and company transforming events.

Where the Board does not approve announcements, Board members are provided with material market announcements promptly after they have been made, consistent with the ASX Recommendations.

#### 19. Investor Relations and Shareholders

#### **Investor and Analyst Presentations**

Consistent with the ASX Recommendations, the Company releases a copy of presentation materials on the ASX Market Announcements Platform ahead of new and substantive investor or analyst presentations.

During the Reporting Period, the Company released a copy of presentation materials on the ASX Market Announcements Platform on four occasions (17 August 2021, 17 February 2022, 1 April 2022 and 3 May 2022). In each case, the materials were released ahead of the presentation.

Wherever practicable, shareholders and other interested parties are able to participate in all Company hosted investor events, and webcast details are made available in advance on the ASX Market Announcements Platform. In addition, copies of presentations and, where available, replays and transcripts of presentations are available at Domain's Shareholder Centre website at shareholders.domain.com.au.

#### Shareholder Communications and Investor Relations Program

The Company operates an investor relations program that facilitates two-way communications with investors. Domain's ASX announcements and governance landing pages include details of its investor relations contact person and their contact details.

The Directors also meet with proxy advisers and representatives of retail shareholders to understand their key focus areas and share Domain's approach in relation to those matters.

Consistent with the commentary to the ASX Recommendations, where significant comments or concerns are raised by investors or their representatives, they are conveyed to the Board and relevant senior executives. Shareholders have the option to receive communications from Domain and send communications to Domain and its share registry electronically.

To ensure shareholders have access to relevant information, Domain puts information about itself and its governance (including Company announcements, analyst and investor briefings, financial results and other relevant information) on Domain's Shareholder Centre website at shareholders.domain.com.au.

Consistent with the commentary to the ASX Recommendations, the Company has a dedicated 'Corporate Governance' landing page from where corporate governance information about Domain and its governance can be accessed.

Also consistent with the commentary to the ASX Recommendations, the Shareholder Centre website includes:

- · Names, photographs and brief biographical information for Directors and Executive Leadership Team;
- The Company's Constitution;
- The Board Charter, Board Committee charters and policies;
- An overview of the Company's current business and brands;
- · Slides for materials distributed at investor or analyst presentations (and, in some cases, webcast recordings);
- Historical information about the price of the Company's shares;
- Information about the Company's dividend or distribution history;
- Contact details for enquiries from security holders, analysts or media; and
- · Contact details for its securities registry (from which key security holder forms can be accessed).

Domain also makes available at the Shareholder Centre website the full text of Notices of Meetings and explanatory materials for each Annual General Meeting (including directors' reports, financial statements and other corporate reports). The Chairman's and the CEO's addresses, proxy counts and results of shareholder resolutions for each Annual General Meeting are posted on the Shareholder Centre as soon as practicable after their release to ASX.

In addition to the Shareholder Centre website, Domain has an ESG website at domain.com.au/group/esg/ to provide investors with information about Domain's approach to responsible business practices, ensuring customer satisfaction, monitoring our supply chain, being an employer of choice, managing our environmental footprint, and supporting and investing in community development.

#### Shareholder Participation and Voting

Shareholders are encouraged to ask questions and are given a reasonable opportunity to comment on matters relevant to the Company (including management of the Company) at the Company's Annual General Meeting. The external auditor attends the Annual General Meeting and is available to answer shareholder questions about the audit and the Auditor's Report.

The Company facilitates and encourages participation at meetings of security holders by a range of methods, including:

- Allowing proxy forms to be submitted electronically (online), by fax, or delivery;
- · Webcasting the Annual General Meeting so that security holders can view and hear proceedings online; and
- Allowing security holders to submit questions in writing ahead of the Annual General Meeting (including to the auditor),
   for those who are unable to attend the meeting or who prefer to register questions in advance.

Consistent with the commentary on the ASX Recommendations, the above methods were adopted for the Company's Annual General Meeting held during the Reporting Period (in November 2021). As in 2020, the 2021 Annual General Meeting was held virtually due to ongoing Government restrictions relating to the COVID-19 pandemic and in the interests of the safety of Domain's shareholders and its employees, and the broader community. Shareholders were able to view and participate in the virtual meeting online in real time, and questions from shareholders were facilitated in the virtual environment.

At meetings of security holders, resolutions are decided by a poll rather than a show of hands, consistent with the ASX Recommendations. At the Company's Annual General Meeting held during the Reporting Period, all resolutions were decided by poll and the notice of meeting made clear that the Chairman intended to put all resolutions to a poll.

Details in relation to Domain's 2022 Annual General Meeting are set out in the Corporate Directory on pages 175-178 of this Annual Report.

# 20. Employees and Securities

#### Trading in Company Securities

The Company has a Securities Trading Policy that regulates when and how the Directors, the Executive Leadership Team and certain other key designated employees (collectively, **Designated People**) may trade (or have others trade on their behalf) in Domain securities. The Securities Trading Policy also extends to trading in Nine securities because it is recognised that materially price sensitive information about Domain may be price sensitive in relation to Nine securities whilst Domain is a subsidiary of Nine.

 $The \ Securities \ Trading \ Policy \ is \ available \ at \ Domain's \ Shareholder \ Centre \ website \ at \ shareholders. domain.com. au.$ 

The Securities Trading Policy sets out 'black out' periods when no trading is to be undertaken by Designated People except in exceptional circumstances with prior written clearance. At all other times, Designated People cannot trade without authorisation. Designated People are also prohibited from entering into any arrangements for short selling, from engaging in short term or speculative trading, or from trading in derivatives the value of which is based on Domain's or Nine's share value.

The Directors, Executive Leadership Team and Designated People are regularly reminded of the Securities Trading Policy and of the 'black out' periods.

#### Equity-Based Remuneration Schemes

The Company has several equity-based remuneration schemes under the Domain Equity Incentive Plan and the Domain Executive Incentive Plan. Details of these schemes (as applicable to KMP) are set out in the Remuneration Report on pages 51-78 of this Annual Report. A summary of the Domain Equity Incentive Plan is set out on page 42 of the Scheme Booklet for the separation of the Company from Fairfax Media. The Scheme Booklet is available at Domain's Shareholder Centre website at shareholders.domain.com.au.

Securities issued via these schemes are subject to the Securities Trading Policy. The Securities Trading Policy also prohibits any employees from entering into any financial transactions (whether through a derivative, hedge or other arrangement) which would operate to limit their economic risk from holding unvested Domain securities that have been allocated to them as part of their remuneration, including under any of the above schemes. As set out in the Securities Trading Policy, any employee found not to have complied with the policy risks disciplinary actions which could include termination of employment.

The Securities Trading Policy is available at Domain's Shareholder Centre website at shareholders.domain.com.au.