

ASX ANNOUNCEMENT

Domain receives Unsolicited, Non-Binding Indicative Proposal from CoStar Group, Inc.

Sydney, 21 February 2025: Domain Holdings Australia Limited [ASX:DHG] ("**Domain**" or "**Company**") announces that it has received an unsolicited, non-binding indicative proposal from CoStar Group, Inc. ("**CoStar**") to acquire 100% of the issued capital of Domain by way of scheme of arrangement at \$4.20 per Domain share.

CoStar has stated that its proposed price of \$4.20 per share will be offered to all Domain shareholders entirely in cash. The proposed price will be adjusted for any dividends declared or paid by Domain prior to completion of the proposed transaction other than the 2.0c dividend announced to ASX on 13 February 2025.

CoStar has advised Domain that it acquired 16.9% of Domain's ordinary shares on 20 February 2025 at \$4.20 per share.

Implementation of CoStar's proposal is conditional on CoStar entering into an agreed scheme implementation agreement (**SIA**) with Domain on customary terms, and CoStar has stated that its entry into an SIA is subject to the following conditions:

- there being no material adverse change to the business, assets (including any material asset acquisition or divestment), capital structure, affairs, prospects or financial performance of Domain;
- the satisfactory completion of confirmatory due diligence in respect of which it has requested exclusivity;
- unanimous approval of the Board of Directors of Domain;
- final internal Co-Star approvals to enter into the SIA; and
- execution of satisfactory binding transaction documents.

Co-Star's expectation is that the SIA would be conditional on approval from the Foreign Investment Review Board (**FIRB**). CoStar has confirmed that it does not need a financing condition in the SIA.

CoStar is publicly traded on the NASDAQ Exchange under the ticker "CSGO". It has described itself as a leading provider of online real estate marketplaces, information and analytics. CoStar owns and operates residential and commercial marketplaces in the United States.

The Domain Board has commenced an assessment of CoStar's proposal.

Domain shareholders do not need to take any action in relation to CoStar's proposal at this stage. There is no certainty that the proposal will result in a transaction.

Domain will appoint advisers to assist in this process.

Ends

Authorised for lodgement: Board of Directors of Domain.

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