



9 May 2025

COSTAR PROPOSAL FOR DOMAIN

Nine Entertainment Co. Holdings Limited (ASX: NEC, **Nine**) notes the announcement today from Domain Holdings Australia Limited (ASX: DHG, **Domain**) that it has entered into a binding Scheme Implementation Deed (**Scheme Deed**) with CoStar Group, Inc. (**CoStar**) and Andromeda Australia SubCo Pty Limited ("**Bidder Sub**"). Bidder Sub currently holds 16.9% of Domain's ordinary shares. The Scheme Deed sets out the process by which CoStar can acquire 100% of the issued capital of Domain not already owned by Bidder Sub by way of Scheme of Arrangement (**Scheme**) for cash consideration of A\$4.43 per Domain share less the amount of any fully-franked special dividend of up to A\$0.10 per Domain share (**Domain Permitted Dividend**) paid by Domain (**Transaction**).

As the controlling shareholder of Domain and with a focus on the best interests of Nine shareholders, Nine supports Domain's decision to enter into the Scheme Deed. Following a comprehensive review process, the Board of Nine has determined that the Transaction appropriately reflects the strategic value of Nine's interest in Domain. Noting the unanimous recommendation of the Domain Board, Nine intends to vote all of the Domain shares it holds or controls in favour of the Scheme in the absence of a superior proposal and subject to an Independent Expert concluding, and continuing to conclude, that the Scheme is in the best interests of Domain shareholders.

As set out in Domain's announcement, the Transaction is expected to complete in the third quarter of 2025, subject to the satisfaction of customary conditions. If that occurs, Nine expects to receive approximately A\$1.4 billion in cash proceeds, net of capital gains tax. This will put Nine in a material net cash position. Nine currently intends to prioritise the distribution of a portion of the surplus net cash proceeds to Nine shareholders in a tax efficient manner, by way of a fully franked special dividend (**Nine Special Dividend**). This would fully distribute any franking credits generated by the capital gains tax payable by Nine on the sale of its shareholding in Domain and received through a Domain Permitted Dividend. While Nine will make a decision on the payment of any Nine Special Dividend once Transaction completion is certain, a fully-franked Nine Special Dividend in the range of 47 to 49 cents per share could be payable (assuming a Domain Permitted Dividend of 10 cents per Domain share). Any Nine dividend for the 2025 financial year will be in addition to the Nine Special Dividend.

If the Transaction completes, Nine will continue to be Australia's largest locally owned media company with a unique portfolio of assets across streaming and broadcast television, radio, publishing, digital and data. Having a strong and flexible balance sheet will also position Nine well to assess further value-accretive capital management initiatives and disciplined strategic investment opportunities (both organic and inorganic). Further details of Nine's strategic priorities and future capital management initiatives will be provided in due course.

Authorised for release: Company Secretary

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