



Status: **legally binding**

Class Ruling

Domain Holdings Australia Limited – employee share scheme – minimum holding period

❶ Relying on this Ruling

This publication is a public ruling for the purposes of the *Taxation Administration Act 1953*.

If this Ruling applies to you, and you correctly rely on it, we will apply the law to you in the way set out in this Ruling. That is, you will not pay any more tax or penalties or interest in respect of the matters covered by this Ruling.

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What this Ruling is about

1. This Ruling sets out the income tax consequences for employees of Domain Holdings Australia Limited (Domain) and its subsidiaries, who acquired Domain shares in a Domain Tax Exempt Share Plan (Share Plan) and subsequently sold them on 27 August 2025 pursuant to a scheme of arrangement.
2. Details of this scheme are set out in paragraphs 8 to 20 of this Ruling.
3. All legislative references in this Ruling are to the *Income Tax Assessment Act 1997*.

Who this Ruling applies to

4. This Ruling applies to you if you:
 - acquired Domain shares under the 2023 or 2024 Share Plans on 6 December 2022 and 11 December 2023 respectively
 - were entitled to reduce the amount included in your assessable income in accordance with section 83A-35 (with the exception of the condition in subsection 83A-45(4) – minimum holding period) when you acquired the shares, and
 - were employed by Domain, or a subsidiary of Domain, at all times from the date you acquired the shares until 27 August 2025.

When this Ruling applies

5. This Ruling applies from 1 July 2022 to 30 June 2024.

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Ruling

Minimum holding period satisfied

6. The Commissioner will allow the minimum holding period to end at the earlier time of 27 August 2025 for the Domain shares you acquired under the 2023 or 2024 Share Plans (paragraph 83A-45(5)(a)).
7. Therefore, you remain entitled to reduce the amount included in your assessable income in accordance with section 83A-35.

Scheme

8. The following description of the scheme is based on information provided by the applicant. If the scheme is not carried out as described, this Ruling cannot be relied upon.

Domain Holdings Australia Limited

9. Domain was listed on the Australian Securities Exchange on 16 November 2017, and was delisted as a result of the scheme of arrangement.
10. Domain is an Australian property technology and services marketplace which provides products and solutions to consumers, agents and parties interested in property through its platforms and services.

CoStar Group, Inc. and Andromeda Australia Subco Pty Limited

11. CoStar Group, Inc. (CoStar) is a company incorporated in the United States of America and listed on the Nasdaq Stock Market.
12. Andromeda Australia Subco Pty Limited (Andromeda) is an Australian-incorporated company and a wholly owned indirect subsidiary of CoStar that was incorporated to acquire all the Domain shares on issue.
13. On 20 February 2025, Andromeda acquired 16.96% of Domain shares.

Tax Exempt Share Plans

14. On 6 December 2022 and 11 December 2023, eligible employees were granted up to \$1,000 of Domain shares under the 2023 or 2024 Share Plans.
15. Domain shares allocated under the Share Plans were subject to a minimum 3 year holding lock period from the date the shares are allocated or until cessation of their employment, whichever occurred earlier.
16. The Domain Board did not have discretion to remove the holding lock.

Scheme of arrangement

17. On 21 February 2025, Domain received an unsolicited, non-binding indicative proposal from CoStar to acquire all the issued capital of Domain by way of a scheme of arrangement.

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18. On 4 August 2025, the requisite majority of Domain's shareholders approved the scheme of arrangement.

19. On 27 August 2025, all remaining shares in Domain were acquired by Andromeda under the scheme of arrangement.

Other matters

20. Domain did not enter into any negotiations with any other entity regarding the acquisition of all the issued capital of Domain on or before 11 December 2023.

Commissioner of Taxation

24 September 2025

Status: **not legally binding**

References

Legislative references:

- ITAA 1997 83A-35

- ITAA 1997 83A-45(4)

- ITAA 1997 83A-45(5)(a)

ATO references

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