

ASX Announcement

Unsolicited Non-binding Conditional Indicative Proposal for Onthehouse

Onthehouse Holdings Limited (**ASX: OTH**) notes the Substantial Shareholder Notices lodged by Macquarie Group Limited (ASX:MQG) and CoreLogic Australia Holdings Pty Limited (“CoreLogic”) and attached Exclusivity and Standstill Agreement.

Onthehouse confirms that the Board has received an unsolicited, non-binding, conditional and indicative proposal (**Indicative Proposal**) to acquire 100% of the issued capital in Onthehouse via a scheme of arrangement from a consortium of investors consisting of 77VSV and PIQ1 Pty Limited (a wholly-owned entity of the Macquarie Group) (**Consortium**).

The Indicative Proposal contemplates an all cash consideration of \$0.755 per Onthehouse share. The Consortium has requested exclusivity to undertake due diligence. The Indicative Proposal is subject to a number of conditions including due diligence, the recommendation of the independent directors and internal, external and regulatory approvals.

As directors Michael Dempsey and Daniel Dempsey are each affiliated with 77VSV, the Board of Onthehouse has established an Independent Board Committee of the remaining directors to consider the Indicative Proposal. The Independent Board Committee intends to evaluate the Indicative Proposal and will update Onthehouse shareholders and the market following that consideration.

The Board notes that there is no certainty that the Indicative Proposal will result in a binding offer or that there will be a recommendation by the Board to accept the offer. Onthehouse cautions its shareholders not to make any decisions about Onthehouse shares on the assumption a transaction will proceed. Onthehouse shareholders do not need to take any action in response to the Indicative Proposal.

Onthehouse will continue to keep the market informed in accordance with its continuous disclosure obligations.

Gilbert + Tobin has been appointed to act as legal counsel.

-ENDS-

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About Onthehouse Holdings Limited

Onthehouse Holdings Limited (ASX: OTH) is an ASX listed Australian online real estate content and services platform headquartered in Brisbane. The business divisions operated by the Company consist of:

The Consumer Online Division is a platform of publicly available real estate websites underpinned by the www.onthehouse.com.au website, providing free access to an extensive database of real estate content and property values on most properties in Australia, including traditional real estate online classified listings. The website is comparable to successful offerings in the US (Zillow) and UK (Zoopla) and has very quickly become the third largest online real estate

platform in Australia, currently attracting more than 1.8 million unique visitors per month. The division also offers data and valuation related services for financial institutions utilising Onthehouse's extensive database.

The Real Estate Solutions Division provides tools for real estate agents, other property professionals and financial institutions. It provides an integrated platform for office administration, property sales and management applications, online advertising solutions and other business performance tools for real estate agents.

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