

Processes and procedures for the conduct of Elected Director ballots

1. Background

Rule 5.5 of .au Domain Administration Limited's (**auDA**) constitution (**Constitution**) provides that, from time to time, a Contested Election shall be conducted to determine the "elected directors" (**Elected Directors**) of auDA. Specifically:

5.5 Election of Elected Directors

...

(b) From the Transition Date, subject to section 201E and this document (including the number of Directors fixed under rule 5.1 being observed):

...

*(ii) if the number of candidates for election on the ballot distributed in accordance with rule 5.6(a) is more than the number of vacancies to be filled, an election shall be conducted in accordance with rule 5.6 (**Contested Election**).*

Rule 5.6 of the Constitution provides that a Contested Election must be convened in the following way:

5.6 Contested Election of Elected Directors

Where a Contested Election must be convened pursuant to rule 5.5(b)(ii), the Company must use the following process:

(a) enclosed with or attached to the written notice of meeting given in accordance with rule 13.3, the Company shall send to each member entitled to vote at the annual general meeting:

(i) a statement of the number of vacancies to be filled at the election together with a list of candidates and their eligibility to stand for election as an Elected Director; and

(ii) instructions on how to vote including how to vote electronically if such method of voting is available for the election.

(b) A member wishing to vote shall comply with the how to vote instructions provided under rule 5.6(a)(ii).

(c) All formal voting papers received by the Returning Officer or electronic votes received in accordance with the how to vote instructions not later than 48 hours before the time for which the meeting was called shall be counted in the ballot.

(d) After the ballot is closed the Returning Officer shall:

(i) take reasonable steps to satisfy themselves regarding the integrity of the ballot;



(ii) eliminate any invalid or informal votes; and

(iii) count the ballot.

(e) A voting paper or electronic vote shall be declared informal if it is not made in accordance with the how to vote instructions provided under rule 5.6(a)(ii). The Returning Officer's decision on the determination of any voting paper or electronic vote shall be final.

(f) At the annual general meeting, the Independent Chairperson shall declare the following candidates elected:

(i) the highest polling candidate to fill any vacancy created by an Elected Director; and

(ii) the next highest polling candidates to fill any remaining vacancies created by Elected Directors.

(g) If any two or more candidates have the same number of votes, the Returning Officer shall determine the candidate deemed to have the highest number of votes by lot in the presence of the candidates or their nominees.

(h) Non-receipt of a voting paper by any member shall not invalidate the ballot.

2. Process and procedure for the 2022 ballot

Procedure

2.1. The ballot is to fill three vacant Elected Director positions on the auDA board of directors.

2.2. The ballot will be conducted online using a reputable share registry firm with experience running online ballots.

2.3. The returning officer shall be a nominated representative of the appointed share registry firm.

2.4. The ballot shall be open to members from **20 October 2022 until 5pm on 14 November 2022 (AEDT)**.

Eligibility

2.5. Only members of auDA approved for membership prior to 48 hours before auDA's 2022 Annual General Meeting (**AGM**), scheduled for 16 November 2022, will be eligible to cast votes.

Voting

2.6. Details of the ballot will be distributed by email to the email address supplied by eligible members upon joining auDA and as updated by them from time to time. auDA shall not be responsible for a member's failure to keep their address details current.

Result

2.7 The results of the ballot will be as declared by the Independent Chairperson at the AGM, and will be binding on candidates.