

.au Domain Administration Limited (ACN 079 009 340)

NOTICE OF ANNUAL GENERAL MEETING

The Board of Directors of .au Domain Administration Limited (**auDA**) is pleased to invite you to attend the 2026 Annual General Meeting. The 2026 Annual General Meeting will be held:

Date: Thursday, 19 November 2026

Time: 5 pm (AEDT time)

Members may attend in person or online.

In person: RACV Club, 501 Bourke St, Melbourne Victoria

Online: <https://meetings.openbriefing.com/AUDA26>

Registration: From 4:30pm

The Explanatory Notes accompanying this Notice of Meeting provide additional information on matters to be considered at the AGM. The Explanatory Notes, Attending and Proxy Information form part of this Notice of Meeting.

ITEMS OF BUSINESS

1. WELCOME

Acknowledgement of country, welcome and any apologies.

2. REPORTS FROM THE CHAIR AND CEO

To provide general updates on the activities, operations and progress of auDA since the 2025 Annual General Meeting.

3. REPORTS

To consider the financial report of auDA and the reports of the Directors and auditor for the year ended 30 June 2026.

4. ADOPTION OF UPDATED CONSTITUTION

To consider and, if thought fit, pass the following resolution as a special resolution:

"That auDA adopt the constitution tabled at the meeting (and signed by the Chair for the purpose of identification) as its constitution in substitution for, and to the exclusion of, both the existing constitution and the replaceable rules set out in the *Corporations Act 2001 (Cth)*."

See Explanatory Note 1 for details of changes.

5. INCREASE TO AGGREGATE LIMIT OF DIRECTORS' REMUNERATION

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That the annual aggregate limit on the amount of remuneration that the directors are entitled to be paid out of the funds of auDA, under rule 10.1 of the auDA Constitution is fixed at \$933,900, inclusive of Superannuation Guarantee, effective 1 July 2027."

See Explanatory Note 2 for information on Director Remuneration.



6. DECLARATION OF NEWLY ELECTED DIRECTOR

To declare the candidate elected as Elected Director in accordance with rule 5.6 of the auDA Constitution.

7. GENERAL BUSINESS

To consider any other business that may properly be brought before the meeting.

By resolution of the Board of Directors

Date [13 October 2026]

ATTENDING AND VOTING INFORMATION

These Notes form part of the Notice of Annual General Meeting.

Right to attend and appoint a Proxy

The only persons eligible to attend and appoint a proxy at the 2026 Annual General Meeting (**AGM**) are members, pursuant to rule 2.1 of the auDA Constitution. Members will be able to attend the 2026 Annual General Meeting in person, or by using the <https://meetings.openbriefing.com/AUDA26>.

Any voting at the 2026 Annual General Meeting will be conducted by way of a poll.

Registration

If you are attending the Annual General Meeting in person, member registration will be open from 4:30pm.

Members attending the Annual General Meeting in person are welcome to join the Board for light refreshments following the Meeting.

If you are attending online:

- Enter <https://meetings.openbriefing.com/AUDA26> into a web browser (on a mobile or other device). We recommend logging in at least 15 minutes prior to the start of the meeting.
- Enter your **Member Number** that was provided in your email from MUFG Corporate Markets.

Speaking and participating in the meeting

Only members will be able to ask questions in person, or submit questions via the online facility.

Members participating online can submit a question by clicking on Ask a Question via <https://meetings.openbriefing.com/AUDA26>. Detailed information about online access and participating in the Meeting is available in the Online Meeting Guide available on the auDA website www.auda.org.au/about-auda/corporate-governance/general-meetings.

In the event of a substantial technological failure that prevents members from having a reasonable opportunity to participate in the Meeting, the Company will provide an update on its website and communicate the details of the postponed or adjourned AGM to members.



Company Reports

The Directors' Report and Financial Statement for the year ended 30 June 2026 is available in the online platform <https://meetings.openbriefing.com/AUDA26> and on the Company website at www.auda.org.au/about-auda/corporate-governance/general-meetings.

Voting

There are two resolutions requiring a vote of members at the Annual General Meeting. In accordance with clause 17.2 of the auDA Constitution, the Independent Chairperson intends to call a poll on each Resolution. Any voting that is required at the Annual General Meeting will occur by way of a poll. The poll will close five minutes after the conclusion of the meeting. A Member who is entitled to attend and vote at the meeting may do so by:

- casting a vote in person during the Meeting; or
- appointing a proxy to vote on their behalf.

The result of the polls will be confirmed by the MUFG Corporate Markets Returning Officer, and published on the Company website as soon as practical following the meeting.

Appointing a Proxy

Each member entitled to vote at the 2026 Annual General Meeting may appoint a proxy to attend and vote at the 2026 Annual General Meeting.

A proxy need not be a member of auDA.

The Independent Chairperson of the Meeting intends to vote undirected proxies in favour of the Resolution at item 5.

Pursuant to rule 15.6 of the auDA Constitution, if a member appoints a proxy but attends the meeting and votes on a resolution, that member's proxy will not be entitled to vote on that resolution on that member's behalf.

Lodging a Proxy Form

For an appointment of a proxy for the Meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed (e.g. a power of attorney) or a certified copy of it

must be received by auDA's Returning Officer, MUFG Corporate Markets, at least 48 hours before the Meeting and no later than 5pm Tuesday 17 November 2026 AEDT. Instructions for completing and lodging the proxy form are included on the form. **If you lodge your proxy form online at <https://au.investorcentre.mpms.mufg.com/voting/auda> you will need your member number and postcode.**



EXPLANATORY NOTES, COMMENTARY AND RECOMMENDATIONS

1. ITEM 4. RESOLUTION 1: ADOPTION OF UPDATED CONSTITUTION

Under section 136(2) of the *Corporations Act 2001 (Cth)*, amendments to the Constitution may only be made by a special resolution of members. auDA's Constitution was last amended at the Annual General Meeting of members on 16 November 2021.

The Board is proposing administrative updates to the auDA Constitution to ensure it remains appropriate for auDA's current operations and structure and removes transitional provisions that no longer apply. The Board recommends to members that the updated Constitution be adopted.

Copies of auDA's existing Constitution and proposed new Constitution are available on auDA's website at: www.auda.org.au/about-auda/corporate-governance/general-meetings.

The proposed material changes to the Constitution are detailed in the table below:

Topic	Overview of proposed changes
Eligibility for membership (rule 2.3) / Definitions	auDA's constitution contains terms and provisions that applied only prior to the Transition Date, which has now passed. These terms and definitions have been removed.
Cessation of Membership (new rule 2.4)	auDA's constitution does not expressly provide that membership automatically ends if a member dies or becomes permanently incapacitated, or if a corporate member is wound up or placed into external administration. The proposed change provides for automatic cessation of membership in these circumstances.
Resigning as a member (rule 2.5)	auDA's constitution states that "a member may resign from the Company by giving written notice to the Board," without specifying how. The proposed change provides that members can resign as a member by written notice to the registered address, by email to membership@auda.org.au , and via a "Resign Membership" function on the membership portal.
Advisory Committees (rule 4)	The two named standing committees – the "General Advisory Standing Committee" and "Technical Advisory Standing Committee" – are removed from the constitution given that they are no longer active. The Board retains a general power to establish Advisory Committees as needed.
Execution of documents (new rule 20.1 "General")	auDA's constitution addresses use of the common seal (its adoption, custody, use, and fixing to documents) and does not expressly address executing documents under section 127 or signing documents electronically. The proposed change confirms the Company may execute documents (including deeds) under section 127 of the <i>Corporations Act 2001 (Cth)</i> , and permits electronic signing under Part 1.2AA of the <i>Corporations Act 2001 (Cth)</i> .



Topic	Overview of proposed changes
Register of Members (rule 22)	<p>auDA's constitution does not require members to keep their details up to date.</p> <p>The proposed change requires members to do so, with the intent of reducing the risk of members missing notices or renewal reminders because their details are incorrect.</p>
Notices by Company (rules 24.1–24.3)	<p>auDA's constitution permits notices to be sent by fax and bases its notice-timing rules on older <i>Corporations Act 2001 (Cth)</i> wording (including section 249J).</p> <p>The proposed change removes the fax option, which is no longer used in practice, and updates the deemed notice rules to align with the current <i>Corporations Act 2001 (Cth)</i> provisions.</p>
Cessation of Membership (rule 2.4) and Notices to "lost" members (rule 24.5)	<p>auDA's constitution does not allow the Company to remove a "lost" member from the Register and have their membership cease.</p> <p>The proposed change would allow removal of a member where a member cannot be contacted, but only after auDA has made reasonable attempts to find current contact details for the member and confirmed it cannot do so, following repeated failed delivery to the member. Removal on this basis automatically ends the member's membership under new rule 2.4.</p>

2. ITEM 5 RESOLUTION 2: INCREASE TO AGGREGATE LIMIT OF DIRECTORS' REMUNERATION

Members are asked to approve an increase to the aggregate limit of directors' remuneration. The current aggregate director remuneration was set at \$690,000, inclusive of Superannuation Guarantee, at the 15 November 2023 Annual General Meeting. The Board is responsible for determining the remuneration of each individual within the cap.

Following an independent review of the level of director remuneration in August 2026, the Board considers that it is appropriate to fix a figure of \$933,900 inclusive of superannuation, as the annual aggregate limit on remuneration for directors, effective 1 July 2027.

The Board has considered the skills, responsibilities and expectations of directors and the necessary time and effort required to perform their role. It factors in Consumer Price Index increases since 2023 and anticipated increases over the next five years. The increase will enable the capacity to consider increasing individual director fees to a level closer to the government board median and 25th percentile of listed companies, remain competitive and attract and maintain quality candidates.

Although an increase in the limit on remuneration is being sought, it does not imply that the full amount will be used. The amount is a maximum annual limit and does not indicate that fees will necessarily be increased up to that limit.

Noting the Board's interest in the resolution, the Board unanimously recommends that members vote in favour of this resolution. The Chair of the Meeting intends to vote all available proxies in favour of this resolution.



Voting exclusion statement

The Company will disregard any votes cast:

- in favour of item 5 by or on behalf of a Director of the Company or any of their associates, regardless of the capacity in which the vote is cast; or
- on item 5 as a proxy by a Director of the Company.

However, the exclusion will not apply if the vote is cast on the resolution:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with their directions of how to vote as set out in the proxy appointment; or
- as proxy for a person entitled to vote on the resolution by the Chair of the meeting pursuant to an express authorisation to exercise the proxy to vote as the proxy thinks fit.

This information forms part of the Notice of the 2026 Annual General Meeting.

3. VOTING TO ELECT ELECTED DIRECTORS (ELECTION)

In accordance with rule 5.6 of the auDA Constitution, details of the Election are attached to this Notice of Annual General Meeting, including:

- a) 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 (*set out in the email from MUFG Corporate Markets*); and
- b) instructions on how to vote at the Election electronically (*to be provided via email by MUFG Corporate Markets*) (**Instructions**).
- c) Candidates are listed below.

A member wishing to vote at the Election shall comply with the Instructions.

All electronic votes received in accordance with the Instructions not later than 48 hours before the time for which the Annual General Meeting is called shall be counted in the ballot. After the ballot is closed the Returning Officer shall satisfy themselves regarding the integrity of the ballot, estimate any invalid or informal votes, and count the ballot.

At the Annual General Meeting, the Chair shall declare the highest polling candidate to fill any vacancy created by an Elected Director retiring in accordance with the process in rule 5.5 of the auDA Constitution. 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. Non-receipt of a voting paper by any member shall not invalidate the ballot.

Candidates for Election

The Board has approved, by resolution, two candidates to be included on the Elected Director Ballot.

Candidates

Thu-Trang Tran

Kate Hughes