

**.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 2023 Annual General Meeting. The 2023 Annual General Meeting will be held:

**Date:** Wednesday, 15 November 2023

**Time:** 5 pm (AEDT time)

This is a hybrid meeting and Members may attend in person or online.

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

**Online:** <https://meetings.linkgroup.com/AUDA23>

**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 Voting Information 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 2022 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 2023.

### **4. DECLARATION OF NEWLY ELECTED DIRECTOR**

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

### **5. INCREASE TO AGGREGATE LIMIT OF DIRECTORS' REMUNERATION**

To consider and, if thought fit, pass the following 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 \$690,000, inclusive of Superannuation Guarantee, effective 1 July 2024."

### **6. GENERAL BUSINESS**

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

**By resolution of the Board of Directors**

**Date** 10 October 2023

## ATTENDING AND VOTING INFORMATION

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

### Right to attend and vote

The only persons eligible to attend and vote at the 2023 Annual General Meeting are Members, pursuant to rule 2.1 of the auDA Constitution. Members will be able to attend the 2023 Annual General Meeting in person or by way of the virtual meeting link.

Any voting at the 2023 Annual General Meeting will be conducted by way of a poll.

### Registration

If you are attending the AGM in person, member registration will be open from 4:30pm. Members attending the AGM in person are welcome to join the Board for light refreshments following the Meeting.

If you are attending online:

- Enter <https://meetings.linkgroup.com/AUDA23> 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 **unique identifier** provided in your email from Link Market Services.

### Speaking and participating in the meeting

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

Members participating online can ask a question or vote by clicking on the Ask a Question or the Voting button by accessing <https://meetings.linkgroup.com/AUDA23>. Detailed information on online access and participating in the Meeting is available in the Virtual Meeting Guide available on the auDA website [www.auda.org.au/about-auda/governance/general-meetings](http://www.auda.org.au/about-auda/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 Meeting to members.

### Company Reports

The Director's Report and Financial Statement for the year ended 30 June 2023 is available in the online platform at <https://meetings.linkgroup.com/AUDA23> and on the Company website at [www.auda.org.au/about-auda/governance/general-meetings](http://www.auda.org.au/about-auda/governance/general-meetings)

### Voting

In accordance with clause 17.2 of the Company's constitution the Chair intends to call a poll on the resolution at Item 5.



The result of the poll will be confirmed by the Link Market Services 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 2023 Annual General Meeting may appoint a proxy to attend and vote at the 2023 Annual General Meeting.

A proxy need not be a member of auDA.

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

### **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 (eg a power of attorney) or a certified copy of it

must be received by auDA's Registry and Returning Officer, Link Market Services, at least 48 hours before the Meeting and no later than 5pm Monday 13 November 2023.

Instructions for completing and lodging the proxy form are included on the form. If you lodge online you will need your unique identifier number and postcode.

## **EXPLANATORY NOTES, COMMENTARY AND RECOMMENDATIONS**

This information forms part of the Notice of the 2023 Annual General Meeting.

### **Voting to elect Elected Directors (Election)**

In accordance with rule 5.6 of the 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; and
- b) instructions on how to vote at the Election electronically (*to be provided via email by Link Market Services*) (**Instructions**).

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 in accordance with the process in rule 5.5 of the 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.

### **Item 5 – Increase to Limit on Aggregate Directors’ Remuneration**

The maximum annual aggregate amount paid to directors was set at \$580,000 including Superannuation per annum in 2019. The Board is responsible for determining the remuneration of each individual director within the cap.




Following an independent review in 2022 of the appropriate level of director remuneration, the Board considers that it is appropriate to fix a figure of \$690,000 inclusive of superannuation as the annual aggregate limit on remuneration for directors.

In reaching this view, the Board has considered the skills, responsibilities and expectations of directors, the level of remuneration required to reward, incentivise and encourage directors to join auDA’s Board and to contribute the necessary time and effort to perform their role, and the movement in the Consumer Price Index since the aggregate director remuneration was last set in 2019.

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.

## LODGE YOUR PROXY FORM

-  **ONLINE**  
<https://investorcentre.linkgroup.com/voting/auda>
-  **BY MAIL**  
.au Domain Administration Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
-  **BY FAX**  
+61 2 9287 0309
-  **BY HAND**  
Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150
-  **ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of .au Domain Administration Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting,

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **5:00pm (AEDT) on Wednesday, 15 November 2023 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **RACV Club, 501 Bourke St, Melbourne Victoria** or logging in online at <https://meetings.linkgroup.com/AUDA23> (refer to details in the Virtual Annual General Meeting Online Guide).

**Important for Item 5:** If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Item 5.

**The Chair of the Meeting intends to vote undirected proxies in favour of the item of business.**

STEP 1

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

#### Item of Business

For    Against    Abstain\*

5 INCREASE TO AGGREGATE LIMIT OF DIRECTORS' REMUNERATION



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 2

### SIGNATURE OF MEMBER – THIS MUST BE COMPLETED

Individual Member or Joint Member

Contact name

Contact daytime telephone

Date

/  /

This form should be signed by the member. If signed by the member's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3



## HOW TO COMPLETE THIS MEMBER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's register. If this information is incorrect, please make the correction on the form.

### APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a member of the Company.

### DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the item of business. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the membership is in one name, the member must sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **5:00pm (AEDT) on Monday, 13 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged:



#### ONLINE

<https://investorcentre.linkgroup.com/voting/auda>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, members will need their Unique identifier and postcode for your membership.



#### BY MOBILE DEVICE

You can now lodge your proxy by scanning the QR code adjacent or enter the link <https://investorcentre.linkgroup.com/voting/auda> into your mobile device. Log in using the Unique identifier and postcode for your membership.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

.au Domain Administration Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\* in business hours (Monday to Friday, 9:00am–5:00pm)