

.au Domain Administration Limited (the Company)

ACN 079 009 340

Minutes of a general meeting of members, a meeting of the Supply Class Members, and a meeting of the Demand Class Members of the Company, held concurrently at Mercure Melbourne Treasury Gardens, 13 Spring Street, Melbourne VIC 3000 on 27 September 2018 at 10 am

Present

Chris Leptos AM	(Chairman)
Cameron Boardman	CEO
Erhan Karabardak	Supply Director
James Deck	Supply Director
Suzanne Ewart	Independent Director
Sandra Hook	Independent Director
Joe Manariti	Supply Director
Holly Raiche	Demand Director
Damian Smith	Demand Director
Nigel Phair	Demand Director

In attendance

See attendee listing

Apologies

Grant Wiltshire Supply Director

Opening Remarks

The Chairman noted that a quorum was present at each meeting and declared each meeting open at 10.00am (Melbourne time).

The Chairman welcomed all those in attendance, noting that Notices of Meeting were sent to all members and would be taken as read.

The Chairman noted that meetings of the Supply Class and Demand Class were being held concurrently with an Extraordinary General Meeting of the Company. The Chairman noted that all persons entitled to attend the Extraordinary General Meeting would be permitted to attend the meeting of the Supply Class Members and the meeting of the Demand Class Members.

The Chairman outlined the agenda and procedures for the meeting.

Extraordinary General Meeting Item of Business 1: General Update

Damian Smith, Demand Director, provided an update on the status of the auDA Foundation, its recent activities, and intentions for the future of the auDA Foundation.

Joshua Rowe, Demand Class Member, noted that he supported the operation of the auDA Foundation.

Cameron Boardman, CEO, introduced the Consultation Model Working Group (**CMWG**).

Keith Besgrove, Demand Class Member, presented on the activities of the CMWG.

Extraordinary General Meeting Item of Business 2: Adoption of new constitution and variation of class rights

The Chairman tabled a proposed constitution and signed it for the purpose of identification.

The Chairman provided an overview of the "Building auDA 2.0" program, the Review of the .au Domain Administration by the Department of Communications and the Arts, and the consultation process that has led to the proposed constitution.

The Chairman outlined the proposed special resolution, with Peter Tonoli, Demand Class Member, proposing and Laurie Patton, Demand Class Member, seconding the resolution:

That subject to:

- (i) *the approval of the Supply Class Members to the cancellation of the Supply Class Membership at the Supply Class Meeting; and*
- (ii) *the approval of the Demand Class Members to the cancellation of the Demand Class Membership at the Demand Class Meeting,*

the Company adopt the constitution tabled at the meeting (and signed by the Chairman 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, and pursuant to the adoption of that constitution, cancel all rights attaching to the Supply Class and Demand Class of membership.

The Chairman noted that a poll would be taken on the resolution at the conclusion of the meeting.

The Chairman revealed the results of the proxy votes on the proposed resolution.

Instruction	Demand Class	Supply Class
The proxy is to vote for the resolution	259	27
The proxy is to vote against the resolution	9	0
The proxy is to abstain on the resolution	6	0
The proxy may vote at the proxy's discretion	73	1

The Chairman asked if any members had any questions about the proposed resolution.

- (a) Joshua Rowe, Demand Class Member, questioned whether the consultation process was transparent and sufficient, and whether members had been fully informed of the proposed changes to the constitution.
- (b) The Chairman noted that the Company had consulted with members, and that this was a question for members to determine.
- (c) Joshua Rowe, Demand Class Member:
 - noted that he had requested a copy of the membership register and that there had been an influx of demand class members who had registered using the email addresses of Dreamscape, Arc, Affilias and Ventra IP, each of whom was a registrar or registry operator;

- noted that the Review of the .au Domain Administration by the Department of Communications and the Arts was concerned with membership stacking; and
 - questioned whether the Board had considered the impact of the influx of new members and the potential for abuse.
- (d) The Chairman noted that each of the members had been admitted in accordance with the requirements of the constitution.
- (e) Joshua Rowe, Demand Class Member, noted that a large number of members had registered using the same email address, belonging to Affilias, and questioned whether the Board had considered whether these memberships were legitimate and how these members could vote;
- (f) John Cain, representing Affilias Australia Pty Ltd, a Supply Class Member, explained the distribution list that was used to distribute emails to each of the employees at Affilias who had registered as members of the Company, and how those members were able to submit appointments of proxy.
- (g) Keith Besgrove, Demand Class Member, noted that the CMWG was concerned about their ability to contact new members, and that the CMWG took steps to ensure that members were informed, including by requesting that auDA contact the new members. Mr Besgrove noted that as a result of this effort from auDA some of the new members responded to the CMWG.
- (h) Cameron Boardman, CEO, confirmed that the Company called a number of members to seek their input on the CMWG and consultation process.
- (i) Joshua Rowe, Demand Class Member, noted that he appreciated the consultation that had taken place, thanked the CMWG, and noted that he wished that the Company continue to consult with stakeholders in the future.

Meeting of Supply Class Members Item of Business 1: Consent to Cancellation of Supply Class

The Chairman outlined the proposed special resolution, with Marty Drill the corporate nominee of Get Started Australia Pty Ltd, Supply Class Member, proposing and Brett Fenton the corporate nominee of Arq Group Limited (formerly Melbourne OT), Supply Class Member, seconding the resolution:

That the cancellation of Supply Class of membership effected, or to be effected, by the adoption by the Company of the constitution tabled at the extraordinary general meeting (and signed by the Chairman 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 be approved.

The Chairman noted that a poll would be taken on the resolution at the conclusion of the meeting.

The Chairman revealed the results of the proxy votes on the proposed resolution.

Instruction	Supply Class
The proxy is to vote for the resolution	25
The proxy is to vote against the resolution	0
The proxy is to abstain on the resolution	0
The proxy may vote at the proxy's discretion	2

The Chairman asked if any members had any questions about the proposed resolution.

Meeting of Demand Class Members Item of Business 1: Consent to Cancellation of Demand Class

The Chairman outlined the proposed special resolution, with Laurie Patton, Demand Class Member, proposing and Peter Tonoli, Demand Class Member, seconding the resolution:

That the cancellation of the Demand Class of membership effected, or to be effected, by the adoption by the Company of the constitution tabled at the extraordinary general meeting (and signed by the Chairman 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 be approved.

The Chairman noted that a poll would be taken on the resolution at the conclusion of the meeting.

The Chairman revealed the results of the proxy votes on the proposed resolution.

Instruction	Demand Class
The proxy is to vote for the resolution	255
The proxy is to vote against the resolution	10
The proxy is to abstain on the resolution	6
The proxy may vote at the proxy's discretion	76

The Chairman asked if any members had any questions about the proposed resolution.

Poll Voting

The Chairman explained the voting procedures and noted that Daniel Reid, of Link Market Services Limited, would act as Returning Officer, and that KPMG would act as scrutineer, for the polls.

The Chairman adjourned the meetings to conduct the polls.

The Chairman re-opened the meetings and announced the results of the polls.

General Meeting Item of Business 2: Adoption of new constitution and variation of class rights

The total number of votes cast on the poll was as follows.

Vote	Demand Class	Supply Class
In favour of the resolution	342	32
Against the resolution	12	0
Abstaining from the resolution	6	0

Resolved that subject to:

- (i) the approval of the Supply Class Members to the cancellation of the Supply Class Membership at the Supply Class Meeting; and
- (ii) the approval of the Demand Class Members to the cancellation of the Demand Class Membership at the Demand Class Meeting,

the Company adopt the constitution tabled at the meeting (and signed by the Chairman 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, and pursuant to the adoption of that constitution, cancel all rights attaching to the Supply Class and Demand Class of membership.

Meeting of Supply Class Members Item of Business 1: Consent to Cancellation of Supply Class

The total number of votes cast on the poll was as follows.

Vote	Supply Class
In favour of the resolution	31
Against the resolution	0
Abstaining from the resolution	0

Resolved that the cancellation of Supply Class of membership effected, or to be effected, by the adoption by the Company of the constitution tabled at the extraordinary general meeting (and signed by the Chairman 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 be approved.

Meeting of Demand Class Members Item of Business 1: Consent to Cancellation of Demand Class

The total number of votes cast on the poll was as follows.

Vote	Demand Class
In favour of the resolution	338
Against the resolution	13
Abstaining from the resolution	6

Resolved that the cancellation of the Demand Class of membership effected, or to be effected, by the adoption by the Company of the constitution tabled at the extraordinary general meeting (and signed by the Chairman 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 be approved.

The Chairman declared that each of the special resolutions had been passed.

Closure

The Chairman declared the meeting closed at 11.30 am.

Signed as a true and correct record on [date].

Chairman