

.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 its 2019 Annual General Meeting.

Date: Thursday 14 November 2019
Time: 11.00 am
Venue: Monash Conference Centre
Level 7, 30 Collins Street
Melbourne Victoria 3000

You may also access a live audio stream of the meeting at <http://auda.streaming.net.au>.

BUSINESS

1. **APPROVE MINUTES OF 2018 AGM**

To consider and, if thought fit, pass the following resolution.

"That the minutes of the annual general meeting held on 23 November 2018 are confirmed."

2. **REPORT FROM EXECUTIVE CHAIRMAN**

To provide general update on the activities, operations and progress of auDA since the 2018 Annual General Meeting, and specifically:

- (a) reforms and progress following the Department of the Communications and the Arts' *Review of the .au Domain Administration*, published on 18 April 2018 (the **DoCA Review**); and
- (b) any other matters.

3. **REPORTS**

To consider the financial report of auDA and the reports of the directors and auditor for the year ended 30 June 2019.

4. **INCREASE TO AGGREGATE DIRECTOR REMUNERATION**

To consider and, if thought fit, pass the following resolution.

"That the maximum annual aggregate 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 \$580,000 inclusive of superannuation."

5. **GENERAL BUSINESS**

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

Date 21 October 2019

By order of the Chairman, Suzanne Ewart

NOTES

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 Annual General Meeting are the Governing Members.

Invitation to non-members

Persons who are not Governing Members are invited to attend the Annual General Meeting and will be provided reasonable opportunity to ask questions, subject to the ultimate discretion of the Chair to conduct the meeting in an orderly and appropriate manner.

Appointment of proxies

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

A proxy need not be a member of auDA.

A Governing Member entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Lodgement of proxy documents

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 at its registered office at Level 17, 1 Collins Street Melbourne, at least 48 hours before the meeting.

EXPLANATORY NOTES, COMMENTARY AND RECOMMENDATIONS

Increase to Aggregate Director Remuneration

The Board is responsible for determining the remuneration of each individual director. In alignment with the DocA review dated 18 April 2018, it was confirmed the Board would be reconstituted and an increase in total remuneration to accommodate the new Board structure was foreshadowed in the 2018 AGM for members to approve in 2019.

Following a review of the appropriate level of director remuneration and as recommended by the newly appointed Nomination Committee, the Board considers that it is appropriate to fix a figure of \$580,000 inclusive of superannuation as the maximum annual aggregate remuneration for directors.

In reaching this view, the Board has considered the skills, responsibilities and expectations of directors, and 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.