



**PROXY FORM
EGM 2006**

I, the undersigned, being a Member of auDA in

- Supply Class
- Demand Class
- Representative Association Class

hereby appoint

_____ of _____
[full name of proxy] [address of proxy]

as my proxy to vote for me and on my behalf at the Extraordinary General Meeting of auDA to be held on the 14th day of August 2006 at 11am and at any adjournment thereof. If the proxy is blank or if my proxy does not attend, then the chairperson of the meeting is appointed as my proxy.

This form is to be used (tick the appropriate boxes):

NB: PLEASE REFER TO EGM ANNEXURE FOR FULL TEXT OF EACH RESOLUTION AND EXPLANATORY MEMORANDUM

1. To extend the stated principal purposes of auDA. For Against
- 2A. To make changes to the membership classes, by: For Against
- abolishing the representative association class of membership
 - absorbing representative association class members into existing demand and supply classes, as appropriate
 - changing the composition of the elected directors to four directors elected by each of the demand and supply classes (from three previously)
 - introducing a defined meaning of 'independent directors' in the constitution.
- 2B. (If resolution 2A is passed) To increase the number of independent directors that can be elected by the board to three (from two previously). For Against
3. To permit the payment of remuneration to elected directors. For Against
4. To permit the casting of electronic votes at meetings. For Against

Signature: _____ Date: _____

Full Name (please print): _____

Proxy forms must be lodged with auDA by **5pm AEST on Friday 11 August 2006**. Late proxy forms will not be accepted.

Forms should be faxed to 03 9349 5711 or mailed to 107 Faraday St, Carlton VIC 3053.

2006 EGM Proxy Instructions

If the name of the appointee is not filled in, the instrument of proxy will be deemed to be given in favour of the Chairperson of the meeting to which it relates. If you do not allocate preferences for voting, the Chairperson will exercise their discretion in casting your vote as proxy. If, however, you allocate preferences the Chairperson will cast your vote in accordance with those preferences. Please see the notes below in relation to allocating your preferences.

Allocating preferences

Tick the relevant boxes if you wish to direct the proxy how to vote. If no tick is made the proxy may vote on the resolution or abstain from voting as the proxy thinks fit.

Signing the form

The proxy form must be signed by the person registered as a member personally, or by a duly appointed attorney or agent. If a proxy is given by a corporation, the proxy must be executed by the person who is that member's nominee on the auDA membership list. If a proxy is executed by an attorney of a member, the attorney must declare that the attorney has no notice of revocation of the power of attorney and the relevant power of attorney, if it has not already been noted by auDA, must accompany the form of proxy.

Lodging the form

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