

Dear auDA Member

Enclosed with this letter is a notice convening a general meeting of the .au Domain Administration Limited (ACN 079 009 340) (the **Company**) to be held at State Library of Victoria, Theatrette, 179 La Trobe Street, Melbourne VIC 3000 on Friday, 27 July 2018 at 10.00am (Melbourne time).

Your Directors have called this meeting pursuant to a request received from 22 members ("the requisitionists") under section 249D of the Corporations Act 2001. Under that section, the directors of a company must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting. The requisitionists held at least 5% of the votes that may be cast at the general meeting. The Federal Court of Australia made orders on 26 April 2018 extending the time by which the general meeting must be called by the Directors of the Company, to 5 July 2018, and held, to 27 July 2018.

The requisitionists' request stated the resolutions to be proposed at the meeting. The resolutions include proposals to remove your three and only Independent Directors of the Company, namely, Mr Chris Leptos (who is the chairperson of the board of directors), Ms Sandra Hook and Ms Suzanne Ewart. The resolutions are set out in the accompanying Notice of General Meeting (in items 2, 3 and 4 of Business).

After carefully considering these proposed resolutions, your Board of Directors (other than Mr Leptos, Ms Hook and Ms Ewart, who are the subject of the resolutions and abstain from making a recommendation, and Mr Tim Connell, who also abstains from making a recommendation) (the **Recommending Directors**) recommend that members vote **AGAINST** the proposed resolutions. A brief letter signed by the Recommending Directors, confirming their recommendations, is also enclosed (Annexure A).

As noted in that letter, the Recommending Directors have worked with Mr Leptos, Ms Hook and Ms Ewart, and have seen their expertise and professionalism in action. Each of Mr Leptos, Ms Hook and Ms Ewart was appointed by the elected directors on the auDA board in accordance with the Company's Constitution after careful consideration.

Moreover, as members may be aware, the Company is currently focused on reviewing and engaging with the Australian Government Department of Communication and the Arts' *Review of the .au Domain Administration*, published on 18 April 2018. The steps that the Company will undertake to implement the recommendations of the Review are outlined in the Company's *Review of Australia's .au management implementation plan* (the **Implementation Plan**), published on the auDA website on 7 June 2018. Mr Leptos, Ms Hook and Ms Ewart have been closely involved in the development of the

Implementation Plan and brought their considerable skills and expertise to bear in its development. In the view of the Board (excluding Mr Leptos, Ms Hook and Ms Ewart) it is not in the interests of the Company that the current process be disrupted by replacing the Independent Directors. Given the importance of this project for the Company's future, it is critical that the Board continues to devote its time and resources to effecting the Implementation Plan and focus on the affairs of the Company.

The Board proposes to take the opportunity at the general meeting to update members on the progress of the Implementation Plan as well as on the activities of the Constitutional Model Working Group (see item 1 in the accompanying Notice of General Meeting).

The requisitionists' request included a fourth resolution, being a proposed vote of no confidence in the Company's Chief Executive Officer. This resolution has not been included in the notice of general meeting. Your Board is of the view that this resolution would be of no legal effect because the members in general meeting do not have authority under the Company's Constitution to pass such a resolution. Appointment, dismissal, management and supervision of executives is the responsibility of the Board and the Board has taken the view that it would not be appropriate to seek input from members in relation to the conduct of an individual executive in the form of a formal censure at a general meeting. Given this, the Board has decided that inclusion of the fourth resolution in the notice is not in the best interest of the Company.

You are encouraged to attend or appoint a proxy to vote at the meeting to show your support for the Independent Directors by voting **AGAINST** the resolutions proposing their removal.

Yours faithfully

A handwritten signature in black ink, appearing to be 'EK', written in a cursive style.

Erhan Karabardak
Deputy Chairperson

.AU DOMAIN ADMINISTRATION LIMITED

ACN 079 009 340

NOTICE OF GENERAL MEETING

.au Domain Administration Limited (ACN 079 009 340) (the **Company**) gives notice that a general meeting of members will be held at State Library of Victoria, Theatrette, 179 La Trobe Street, Melbourne VIC 3000 on Friday, 27 July 2018 at 10:00am (Melbourne time).

This meeting is called pursuant to a request received from 22 members ("the requisitionists") under section 249D of the Corporations Act 2001 (Cth). Under that section, the directors of a company must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting. The requisitionists held at least 5% of the votes that may be cast at the general meeting.

BUSINESS

1. UPDATE ON THE .AU REVIEW IMPLEMENTATION PLAN AND CONSTITUTIONAL MODEL WORKING GROUP

An update will be provided on progress against the Company's *Review of Australia's .au management implementation plan* and activities of the Constitutional Model Working Group.

2. REMOVAL OF DIRECTOR – SUZANNE EWART

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

"That, pursuant to s203D of the Corporations Act 2001 (Cth), Suzanne Maree Ewart be and is hereby removed as a director of the Company."

3. REMOVAL OF DIRECTOR – SANDRA HOOK

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

"That, pursuant to s203D of the Corporations Act 2001 (Cth), Sandra Hook be and is hereby removed as a director of the Company."

4. REMOVAL OF DIRECTOR – CHRIS LEPTOS

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

"That, pursuant to s203D of the Corporations Act 2001 (Cth), Christopher Byron Leptos be and is hereby removed as a director of the Company."

By order of the Board



Erhan Karabardak
Deputy Chairperson

Dated: 29 June 2018

NOTES

These Notes form part of the Notice of General Meeting.

Entitlement to vote: Under the Company's Constitution, every member who:

- (a) was a member on 14 October 2003 and has continuously been a member since that date; or
- (b) has been a member for not less than three months

present at the general meeting in person or represented by proxy or representative has one vote.

Requisite majority: The resolutions in items 2, 3 and 4 of Business are proposed as ordinary resolutions. (No resolution is proposed for item 1 of Business.) Under the Company's Constitution, an ordinary resolution of members will only be taken to be carried if there is an affirmative vote in each and every class of members of more than 50% of members present and entitled to vote (in person or by authorised representative or proxy).

Manner of voting: At the general meeting, a resolution put to the vote of the meeting is to be decided by voice, on a show of hands, or by ballot, as the Chairperson of the meeting directs. Voting may take place by electronic means if permitted by the Chairperson. Before or on the declaration of the result, the Chairperson or (other than on the election of the Chairperson of a meeting or the adjournment of a meeting) not less than three (3) Members having the right to vote at the meeting, may demand a poll. If a poll is duly demanded it must be taken in the manner and at the time and place as the Chairperson of the meeting directs.

Proxies: Each member entitled to vote at the general meeting may appoint a proxy to attend and vote at the general meeting. A proxy need not be a member of the Company and can be an individual or a body corporate.

The instrument appointing a proxy must be in writing signed by the appointor or the appointor's attorney duly authorised in writing. A proxy form approved by the Directors for the General Meeting accompanies this Notice of General Meeting.

A member who is 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. (This notice is required by law to include the previous sentence, even though no Member is entitled to cast two or more votes.)

Lodgement of proxy documents: For an appointment of a proxy for the general 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 the Company **at least 24 hours before the commencement of the meeting.**

Proxy forms received later than this time will be invalid.

The following addresses are specified for the purposes of receipt of proxies:

Mail	Delivery	Electronic Address
The Company Secretary .au Domain Administration Limited PO Box 18315 Melbourne VIC 3001	.au Domain Administration Limited Level 17 1 Collins Street MELBOURNE VIC 3000	companysecretary@auda.org.au

ANNEXURE A – JOINT LETTER TO MEMBERS FROM RECOMMENDING DIRECTORS

Dear auDA Members,

As you are aware, a general meeting of .au Domain Administration Limited (**auDA**) has been called for 27 July 2018 (the **General Meeting**) at the request of certain members who are proposing resolutions, pursuant to section 203D of the *Corporations Act 2001* (Cth), seeking the removal of all Independent Directors of auDA. The Independent Directors are Chris Leptos, Sandra Hook and Suzanne Ewart.

We, all being Directors of auDA, are writing to recommend that you **VOTE AGAINST** the resolutions to remove the three Independent Directors.

Those three directors were appointed by your elected representatives on the auDA board, through an extensive selection process:

Chris Leptos AM	<ul style="list-style-type: none">• appointed Independent Director in November 2017• Independent Chairman• Chair of the Board's Finance & Audit Committee
Sandra Hook	<ul style="list-style-type: none">• appointed Independent Director in April 2017• Chair of the Board's Governance Committee
Suzanne Ewart	<ul style="list-style-type: none">• appointed Independent Director in November 2017• Chair of the Board's Security & Risk Committee

Further biographical details of these directors are attached.

The members who requisitioned this General Meeting have claimed that these directors are not qualified to be directors of auDA. Quite simply, we disagree in the strongest terms.

We have worked with these directors, and we have seen their expertise and professionalism in action.

We urge you to support auDA and your Board through this important period of transformation that has been foreshadowed by the Minister for Communications and the Arts, Senator the Hon Mitch Fifield.

Yours faithfully



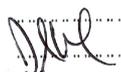
Erhan Karabardak
Deputy Chairperson
18 June 2018

Demand Class
Directors

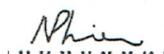
Holly Raiche



Damian Smith



Nigel Phair



Supply Class
Directors

James Deck



Joe Manariti



Grant Wiltshire



BIOGRAPHICAL DETAILS OF THE INDEPENDENT DIRECTORS



Chris Leptos AM

- previously a member of the Commonwealth's Australian Information Economy Advisory Council (AIEAC), and Victoria's Infrastructure Planning Council
- experienced company director and board member of ASX200 company
- investor in several start-up companies in the digital economy
- former Managing Partner of the public sector practice for Ernst & Young
- former London based Managing Director of a major Australian IT business operating in the UK, Germany and France
- co-founder of melbpc.org.au (approx. 2000 members)
- Professorial Fellow at Monash University
- Fellow of the Institute of Chartered Accountants
- Fellow of the Australian Institute of Company Directors
- President of the National Heart Foundation
- Governor of The Smith Family
- Member of the Order of Australia



Sandra Hook

- professional non-executive director currently serving on the boards of State and Federal Government bodies, ASX listed and public companies
- investor and director of early stage digital businesses
- significant experience in change management, corporate transformation and providing leadership to businesses impacted by technological disruption
- former CEO of News Corporation's Lifestyle and Digital Division
- former General Manager, Lifestyle Network, Foxtel
- previously held senior executive positions with Foxtel, Federal Publishing Co, Murdoch Magazines, Fairfax, ACP and News Ltd
- former partner Australia's leading independent Corporate Communications company
- Graduate Australian Institute of Company Directors
- Trustee of The Royal Botanic Gardens
- Trustee of The Sydney Harbour Federation Trust



Suzanne Ewart

- experienced chair and non-executive director currently serving on the boards of State Government bodies, private and public companies
 - experienced chair of audit, risk, finance, infrastructure and remuneration board committees
 - operates a corporate advisory business with strong background in strategy, change management and business transformation, treasury and finance for some of Australia's major ASX listed companies
 - former chair, non-executive director and CFO of start-up ecommerce, digital and biotech businesses
 - significant experience in M&A activities, divestments, corporate finance, capital market initiatives, new business start-ups, change management and corporate transformations
 - former senior operational and financial roles with ASX top 20 companies, including Woodside, Fosters Group, NAB, Telstra, Fellow and Graduate Australian Institute of Company Directors
 - Bachelor of Economics and CPA
-

PROXY FORM

**APPOINTMENT OF PROXY
.AU DOMAIN ADMINISTRATION LIMITED
ACN 079 009 340**

GENERAL MEETING

I/We

of

being a

Supply Class Member; or

Demand Class Member,

hereby

appoint the Chairperson of the meeting

OR

Insert name of proxy

as my/our proxy, or failing the individual or body corporate named or if no individual or body corporate is named, the Chairperson of the meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions or, if no directions have been given as the proxy sees fit, at the General Meeting of .au Domain Administration Limited to be held at State Library of Victoria, Theatrette, 179 La Trobe Street, Melbourne VIC 3000 on Friday, 27 July 2018 at 10:00am and at any adjournment of that meeting.

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Item 2 – Removal of director – Suzanne Ewart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 – Removal of director – Sandra Hook	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 – Removal of director – Chris Leptos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

It is acknowledged that the Chairperson intends to vote undirected proxies AGAINST each resolution.

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Signature of Member(s):

Individual or Member 1

Sole Director and Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Date: _____

Contact name: _____ **Contact phone (daytime):** _____

.AU DOMAIN ADMINISTRATION LIMITED

ACN 079 009 340

Instructions for completing Proxy Form

1. **(Appointing a Proxy)**: A Member entitled to attend and cast a vote at an General Meeting is entitled to appoint a proxy to attend and vote on their behalf at the meeting.
2. **(Direction to Vote)**: A Member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions)**:
 1. **(Individual)**: Where Membership is in one name, the member must sign.
 2. **(Joint Holding)**: In the case of a joint members, all of the members must sign.
 3. **(Power of Attorney)**: If an attorney is signing the proxy form for you and have not already provided the Power of Attorney to the Company, you will need to attach an original executed Power of Attorney or a notarially certified copy of the Power of Attorney to this form when you return it.
 4. **(Companies)**: Where the Member is a company which has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly either with another director or with a company secretary must sign. Please sign in the appropriate place(s) to indicate the office held.
4. **(Attending the Meeting)**: Completion of a Proxy Form will not prevent individual Members from attending the General Meeting in person if they wish. Where a Member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to act for that member at is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form)**: The completed and signed Proxy Form should be returned to the Company Secretary by:
 - (a) **post to:**

The Company Secretary
.au Domain Administration Limited

PO Box 18315
MELBOURNE VIC 3001
 - (b) **hand to Level 17, 1 Collins Street Melbourne VIC 3000; or**
 - (c) **email to companysecretary@auda.org.au.**

so that it is received **no less than 24 hours prior to the commencement of the Meeting.**

Proxy forms received later than this time will be invalid.