

**.au Domain Administration Limited ('the Company')
(ABN 38 079 003 340)**

MINUTES OF THE MEETING OF DIRECTORS:

DATE: Thursday, 26 October 2017

LOCATION: Level 17, 1 Collins Street, Melbourne, VIC

TIME: 3.00pm (Melbourne time)

PRESENT: Erhan Karabardak, Director and Chairman
Tim Connell, Director
Gavin Gibson, Director (via Telephone)
Ian Halson, Director
Sandra Hook, Director (via Telephone)
Simon Johnson, Director (via Telephone)
Joe Manariti, Director
Grant Wiltshire, Director (via Phone)
Cameron Boardman, Non-Voting Director and Chief Executive Officer

ATTENDEES: Hasaka Martin, Company Secretary
Peter Mason, Project Manager auDA
Stephen Arnott, Assistant Secretary, Arts Development and Investment Branch, DoCA
Peter Mason, Project Manager auDA
Bruce Thomson, Project leader auDA
Kevin Wait
Adrian Gibby, Partner Risk Consulting, KPMG
Scott Campbell, Associate Director, Risk Consulting KPMG
Cameron Whitfield, Partner, PWC
Charlie Offer, Partner, EY
Colin Egan, Partner, PPB Advisory,
Jeff Schmidt, JAS Global Advisors (via Telephone)
Kevin White, JAS Global Advisors (via Telephone)

PRESENTERS: Bruce Tokin, Project Lead auDA

APOLOGIES George Pongas, Director

CHAIR OF THE MEETING: Erhan Karabardak

1. OPENING REMARKS

Mr Erhan Karabardak noted that a quorum was present, declared the meeting open at 3.05 pm (Melbourne time), and welcomed all those in attendance.

1.1. Apologies

It was noted that George Pongas, excused himself due to a previously declared conflict.

2. Items of Business

2.1. Evaluation of the Responses to the Request for Tender of the RTP

The CEO welcomed and thanked the Evaluation Team for their efforts. The Chair reiterated the CEO's comments and introduced Project leader, Bruce Tokin.

Bruce Tokin, gave an overview of the tender timetable and goals, drawing the Directors attention that of the nine-proposals received, all respondents:

- where foreign owned;
- proposed or had significant infrastructure in Australia; and
- had experience in managing similar or larger projects.

The Chair then asked those advisors in attendance to explain their role in the evaluation team.

Commercial and in-confidence

The Chair invited Bruce Tonkin to give an overview of the current responses.

Bruce gave an overview of the performance, presenting a matrix of the Non-Financial Performance (NFP) of each of the respondents.

Commercial and in-confidence

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Meeting adjourned at 4.40pm and recompensed at 4.52pm.

Commercial and in-confidence

Resolved That the Board **NOTE** the update and recommend the shortlist presented by the Evaluation Committee, and **APPROVE** that management proceed with a Best and Final Offer process to bidders E, F and N, and exclude bidder H.

2.2. Approval of Change of Relevant Control of AusRegistry

The CEO noted approval of the Change of Relevant Control agreement would be postponed to the next meeting. The CEO updated the board that auDA has formally commenced to BCP roll over project with AusRegistry and CyberIT, as conditions to the change of control.

Commercial and in-confidence

Directors closed action item 1 (meeting date 23-10-2017) as BCP roll over project had commenced.

Unanimously Resolved The Board **NOTE** the update on the change of control agreement pre-conditions.

3. GENERAL BUSINESS

No other business was raised.

4. CLOSE OF BUSINESS

Meeting Closure

There being no further business the chair closed the meeting at 5.46 pm (Melbourne time).

Confirmed and signed as a true and correct record:

Chair

Date