

Nominet UK

**Registered number: 3203859
(the 'Company')**

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that an ANNUAL GENERAL MEETING ("AGM") of the Company will be held at 10:00 am on 28 April 2016 at the Urban Innovation Centre, One Sekforde Street, London, EC1R for the following purposes:

Ordinary Resolutions

- 1) That the annual report and accounts of the company for the financial year ended 30 September 2015 be and are received.
- 2) That Grant Thornton UK LLP, Chartered Accountants and Statutory Auditor, 3140 Rowan Place, John Smith Drive, Oxford Business Park South, Oxford, OX4 2WB be re-appointed as the auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which audited accounts are laid, at a remuneration fixed by the directors.
- 3) That Andrew Pinder CBE is re-appointed as an Appointed Director of the Company.
- 4) That Jane Tozer OBE is re-appointed as an Appointed Director of the Company.

BY ORDER OF THE BOARD

Secretary
[Date 2016]

Registered Office:
Nominet UK
Minerva House, Edmund Halley Road, Oxford Science Park, Oxford OX4 4DQ

Notes:

All members of the Company are entitled to attend and vote at the AGM. Any member of the Company entitled to attend, speak and vote at the AGM may appoint a proxy to attend, speak and, on a poll, vote in his place. A proxy need not be a member of the Company.

Votes should be cast via the online voting site – www.ersvotes.co.uk/nominet2016 not later than 10:00 am on 26 April 2016, being not less than 48 hours before the time of the AGM. The completion and return of a form of proxy will not preclude a member from attending the AGM and voting in person.

Andrew Pinder was appointed on 1st July 2015 and, in accordance with Article 30 of the Articles of Association, is standing for re-appointment by way of an Ordinary Resolution of the Members. The Chair has confirmed that following a formal performance evaluation, Andrew's performance continues to be effective and demonstrates his ongoing commitment to the role.

The Board recommends that you vote in favour of his reappointment.

Andrew Pinder CBE

Non-Executive Director

Andrew was appointed to the Board in July 2015 and has a long and distinguished career in both the private and public sectors. He is the Chairman of Digital Mobile Spectrum Limited (DMSL), Market Operator Services Limited and Finnergy Limited and is also a non-executive director of Silent Circle LLC.

After 18 years in the Inland Revenue, where he became Director of IT, Andrew moved to the private sector, becoming Director of Operations and Technology at Prudential Corporation before joining Citibank Investment Bank as Head of European Operations and Technology. In 2000 Andrew was appointed as e-Envoy by the then Prime Minister, Tony Blair and was awarded a CBE in 2004. Since 2004 Andrew has been Chairman or non-executive director of numerous boards, making him a highly experienced board member.

Andrew is currently a member of the Audit and Governance and Remuneration Committees. Subject to being re-appointed, he would become Chair of the Remuneration Committee and also take on the role of Senior Independent Director.

Following the resignation of Oliver Hope as a non-executive director in June 2015 and in accordance with Article 31 the Board appointed Jane Tozer to fill the elected director vacancy until the end of the next AGM. Following a formal performance review that confirmed Jane's performance to be effective and demonstrated her ongoing commitment to the role, the Board agreed in January 2016 to propose that Jane be re-appointed as an Appointed Director by way of an Ordinary Resolution of the Members at this AGM.

The Board recommends that you vote in favour of her re-appointment as an Appointed Director.

Jane Tozer MBE OBE

Non-Executive Director

Jane was appointed to the Board in August 2015. She is an experienced non-executive with a current portfolio including StatPro plc, F&C Global Smaller plc, JPMorgan Income & Growth plc, Asthma UK and Three Rivers' Citizen's Advice Bureau.

Jane has a strong technology background, after starting her career at IBM she became CEO of a software house and has served as a director of a variety of quoted, private, and public sector businesses. She was awarded an MBE for services to the IT sector in 1991, and an OBE for services to the public service and voluntary sectors in 2009.

Jane is Chair of the Audit and Governance Committee and a member of the Remuneration, Investment and Nominations Committees.