



NOMINATIONS COMMITTEE ("THE COMMITTEE") TERMS OF REFERENCE

1. ESTABLISHMENT AND DURATION

- 1.1 The Committee is established, by Nominet UK's ("the Company") Board ("the Board") under Article 42 of the Company's Articles of Association.

2. SCOPE AND REMIT

The Committee's main role is:

- 2.1 To make recommendations to the Board for the appointment of Appointed Non-executive Directors and Executive Directors of the Company; and
- 2.2 To oversee the proper administration of the election of Member Elected Non-executive directors in accordance with the Articles and Board approved procedures.

3. MEMBERSHIP

- 3.1 The Board shall appoint members of the Committee, which shall comprise at least three directors of the Board (including at least one elected non-executive member).
- 3.2 Appointments to the Committee shall be for a period of up to three years and may be renewed.
- 3.3 A person shall cease to be a member of the Committee:
 - 3.3.1 at the end of his/her period of appointment (subject to reappointment);
 - 3.3.2 if the Board terminates his/her appointment; or
 - 3.3.3 by submitting notice of his/her resignation to the Company Secretary.
- 3.4 The Committee may not co-opt further members of the Committee or delegate any of its functions to an individual director (Executive or Non-executive) of the Company without the express permission of the Board.
- 3.5 The Board will appoint the Chair of the Committee. (In the absence of such a Board appointment, the Committee may elect a Chair from among its members.)

4. SECRETARY

- 4.1 The Company Secretary (or his or her nominee) will act as Secretary to the Committee and will be responsible for circulating papers in a timely manner.

5. QUORUM

- 5.1 The quorum for business of the Committee to be undertaken shall be two and will include at least one elected non-executive member.

6. MEETINGS

- 6.1 The Committee shall meet at least twice a year and otherwise as the Committee Chair may require.
- 6.2 Members of the Committee may participate in a meeting of the Committee by means of conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.
- 6.3 Decisions requiring to be made between meetings may be by email exchange provided all members of the Committee support the decision proposed.
- 6.4 Members of the Committee should declare any potential conflicts of interest and will be recused from items and discussions as appropriate.

7. NOTICE OF MEETINGS

- 7.1 Meetings shall be called by the Secretary at the request of the Committee Chair or the Board.

8. MINUTES OF MEETINGS

- 8.1 The Secretary shall produce Minutes of the Committee and shall include names of all those present and in attendance at Committee meetings, all decisions made and a reasonable record of key deliberations.

9. DUTIES

- 9.1 The Committee will carry out activities necessary to fulfil its role set out in 2 above. These will include the following.

In respect of Appointed NEDs and Executive Directors

- 9.1.1 Evaluating the general capability and the balance of skills, knowledge, experience and diversity on the Board in order to seek to make nominations to maintain the composition of the Board appropriate to perform its role.
- 9.1.2 Overseeing the recruitment process for new appointments including reviewing promotional materials and role descriptions.
- 9.1.3 Approving processes for evaluation and assessment including the establishment of interview and selection panels as appropriate.

In respect of Elected NEDs

- 9.1.4 To review election materials including the Candidate Booklet calling for nominations by Nominet Members and other interested parties.

9.1.5 On behalf of the Board, to oversee the proper administration of the election of Member elected NEDs in accordance with the Articles, the Election Bye-Laws and provisions set out in the Candidate Booklet including assessment requirements and qualifications for candidates to be permitted to stand for election.

10. REPORTING RESPONSIBILITIES

10.1 The Committee shall make such nominations/recommendations to the Board in relation to prospective appointments, or the processes and procedures relating to appointments.

10.2 The Committee Chair shall, unless otherwise instructed, be prepared to report formally to each Board meeting and the Company's annual general meeting on the proceedings of the Committee.

11. OTHER MATTERS

The Nominations Committee shall:

11.1 Have access to sufficient resources in order to carry out its duties including access to the Company Secretary for assistance as required.

11.2 Arrange for a review of its own performance and, at least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

12. AUTHORITY

12.1 The Committee is authorised by the Board to obtain, in connection with its duties, and at the Company's expense, any outside legal or other independent professional advice it considers to be necessary.

12.2 The Committee is authorised by the Board to obtain appropriate and timely training, both in the form of an induction programme for new Committee members and on an ongoing basis.

<i>Nominations Committee Terms of Reference - Document Control</i>		
24/11/2015	<i>Board</i>	<i>Reviewed and approved</i>
21/01/2025	<i>Nominations Committee</i>	<i>Review and approved</i>
05/02/2025	<i>Board</i>	<i>Approved</i>