



## Contacting us

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15<sup>th</sup> February 2021

Dear Simon,

The Board has established the action plan leading to the Extraordinary General Meeting which you have requested, and is preparing to issue the formal notice.

However, I am writing to alert you formally to a problem with the resolutions you have proposed.

Specially, the second resolution that you have proposed seeking to designate Sir Michael Lyons and Axel Pawlik as Directors, is invalid and cannot be put before members.

I am raising this issue with great reluctance because the Board would prefer to resolve these questions definitively at the EGM.

However, having taken legal advice from in-house counsel, the organisation's long-time external solicitors, and Andrew Thornton QC, the view was unanimous that the resolution is invalid.

Moreover, to avoid the appearance of partiality and to ensure that we were getting neutral advice, we also asked for a legal opinion from Allen & Overy, acting solely for those directors who are not named in your first resolution. Allen & Overy reiterated the advice that the second resolution is invalid.

I am attaching the opinion we received from Mr. Andrew Thornton QC for your information, but in summary, the reasons that the resolution is invalid are as follows:

- Nominet's constitution is subject to the Companies Acts and our own articles of association and byelaws.
- Our constitution provides a clear framework for members to elect up to four Directors and to fill vacancies when they might occur.
- No other procedure for the members to elect board Directors can be used.



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As a result, the notice for the EGM, which we plan to issue shortly, will include only the first resolution you have proposed.

In light of this change, we are even more concerned about the potential impact of your first resolution. Removing the entire top executive team plus two appointed directors including the Chair, would have a critical destabilising impact. It would leave the company leaderless while we identify new people and facing a potential exodus of the highly-skilled staff we depend on to maintain the complex registry service we provide. We do not believe that this damaging outcome is what you are seeking given your sincere support for Nominet.

If Sir Michael and Mr. Pawlik would like to be member-elected candidates for the board, they are welcome to stand in a future election.

We appreciate that you and a number of other members have real and important concerns, and we are committed to addressing them, while keeping Nominet on the right course. The Board announced earlier this week concrete steps to address the concerns that you have raised, most of which had been in the works for some time, and we will add more detail in the coming days. We reiterate our invitation for you to work with us to implement those measures.

For the moment, given that your second proposed resolution is invalid, we invite you to withdraw your request for an EGM.

Yours sincerely,

Mark Wood  
**Chair**  
On behalf of the Nominet Board