



EXECUTIVE AND NON EXECUTIVE DIRECTOR REMUNERATION POLICY

We ensure our remuneration policy follows core principles of:

- Clarity
 - We provide open and transparent disclosures of our Executive Directors’ and Non-Executive Director (appointed and elected) remuneration arrangements.

- Simplicity
 - We aim to ensure that remuneration arrangements for both our Executive Directors and the wider workforce are as simple as possible to drive understanding and engagement.

- Predictability and proportionality
 - Our Remuneration Policy contains details of maximum opportunity levels for each component of pay, with actual outcomes varying depending on the level of performance achieved against specific measures for the Executive Directors.

- Alignment to the organisation purpose, values and priorities
 - We ensure the metrics used to measure performance for annual bonus drive behaviours that are consistent with the business purpose, values and organisation priorities.

Our approach is applied across the four key elements that make up our remuneration policy in relation to the Executive team including Executive Directors.

Component : Base Salary	
Objective	To provide a market-competitive level of pay base which enables us to attract and retain talent.
Application	Pay is reviewed annually, with increases effective from 1 April. Professional advice and benchmarking are provided through external advisors to ensure alignment with market data and best practice. Salaries are set by the Remuneration Committee reflecting: <ul style="list-style-type: none">• Complexity, scope and responsibilities of the role• Skills and experience of the individual and demonstration of continuous skills development

	<ul style="list-style-type: none"> • External benchmarking - using appropriate market data for companies of broadly similar size, sector and scope to Nominet. (Membership and Technology sectors) • Base salaries are defined using a blend of the following peer benchmarks: <ul style="list-style-type: none"> ○ Upper Quartile (75thile) of Membership Organisations ○ Median (50thile) of similar sized Technology Companies <p>We ensure we balance the need to pay competitively with the need to maintain a reasonable cost structure.</p> <p>Executive Director salaries effective at the end of the year are disclosed in the Annual Report on Remuneration.</p>
Opportunity	Salaries are reviewed annually. Factors that are considered include market rate reviews, changes in role and responsibilities and individual experience and contribution.

Component : Annual Bonus	
Objective	To focus Executive Directors and Executive Team members on achieving annual objectives that drive Company performance and reinforce our purpose.
Application	<p>70% of the total bonus payment is paid in line with delivering the Company objectives and the remaining 30% is paid in line with delivering individual performance objectives.</p> <p>Individual Performance objectives are set and agreed by the Board at the start of the financial year in line with the annual Company objectives.</p> <p>After the end of the financial year, the Remuneration Committee determines the extent to which these objectives have been achieved.</p>
Opportunity	<p>Our objective is to have a competitive bonus scheme.</p> <p>Current maximum bonus opportunities in respect of a financial year are as follows:</p> <ul style="list-style-type: none"> • CEO –up to 75% of base salary • Executive Director – up to 60% of base salary • Executive Team members up to 50% of base salary

	<ul style="list-style-type: none"> • Payment is determined by reference to company and individual performance, assessed over one financial year based on performance against the objectives set. <p>In exceptional circumstances the Committee retains the discretion to change performance objectives, measures, and/or weightings part way through a year if there is a significant and material event which causes the Committee to believe that the original objectives, measures and/or weightings are no longer appropriate.</p> <p>The Committee also may exercise discretion if the Committee believe that the bonus outcome is not a fair and accurate reflection of the performance. The exercise of this discretion may result in a downward or upward movement in the amount of bonus earned resulting from the application of the performance outcomes.</p>
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Component : Pension	
Objective	To provide a competitive level of retirement benefit.
Application	Nominet operates a Group Personal Pension (GPP). Executive Directors and Executive Team members are provided with a matched employer contribution to this scheme or a cash allowance of equivalent value where applicable to their individual circumstances.
Opportunity	A maximum contribution of Employee contribution up to 20% of base salary. A maximum Employer match contribution of 10% of base salary for Executive Directors and Executive Team members. (Base salary is the only element of remuneration that is pensionable).

Component: Benefits	
Objective	To provide a range of core and flexible benefits in line with at least market competitive practices, whilst remaining cost effective, in support of broader wellbeing for employees.
Application	Executive Directors and Executive Team members are provided with a company car cash allowance, life assurance and private medical insurance.

	Other benefits may be provided or introduced from time to time to ensure the benefits package is appropriately competitive and reflects the circumstances of the individual Director or historical legacy arrangements.
Opportunity	We offer a range of additional flexible benefits which individuals can add to their total benefits package at their own cost.

CHAIR AND NON-EXECUTIVE DIRECTOR REMUNERATION POLICY

Both Appointed (including Chair) and Elected Non-Executive Directors enter into a contract for services which specifies they are not eligible to participate in the Company's annual bonus, benefits or pension plans.

Details of the policy on fees paid to the Company's Non-Executive Directors are set out in the table below.

Component: Fees	
Objective	To attract, reward and retain Non-Executive Directors of the highest calibre with broad commercial and industry sector experience relevant to the business.
Application	<p>Non-Executive Directors and the Chair receive a single base fee.</p> <p>Additional fees are payable for additional Board duties, such as acting as Chair of Audit & Governance, Nomination and Remuneration Committees, and to the Senior Independent Director (where the chair of Nomination and the chair of the board is the same person no extra fee is paid for the nomination chair).</p> <p>The fees paid to Non-Executive Directors (including additional board roles) are proposed and determined, in line with external advice and best practice, by the Chair and the Executive Directors.</p>

	<p>The fee paid to the Chair is proposed, in line with external advice and best practice, by the Chair of the Remuneration Committee and the Executive Directors. It is determined by the Board (excluding the Chair).</p> <p>Fees are normally benchmarked with external advisors at least every 3 years considering best practice and appropriate market data including fee levels at other companies of broadly similar size, sector and scope to Nominet.</p> <p>Fees will be reviewed annually based on CPI levels in the UK. Any agreed adjustments to fee's are typically effective at the mid-year point from 1 October.</p> <p>In accordance with the Company's expenses policy, the Chair and the Non-Executive Directors may be provided with accommodation and travel expenses to carry out their duties. This may include the settlement by the Company of any associated tax liabilities in relation to these expenses.</p>
Opportunity	The fees paid to Non-Executive Directors are disclosed in the Annual Report on Remuneration.