~~BYE LAW FOR THE ELECTION OF~~

~~NON-EXECUTIVE DIRECTORS~~

~~Version Date~~	~~November 2015~~

Bye-law for the Election of Non-Executive Directors to the Board of Nominet UK

Version Date: November 2015 / [xxx] 2026

Introduction

Members of the Nominet Board act as the company's directors and as a result owe statutory duties under the Companies Act 2006, including sections 171-177. These include:

- Promoting the success of the Company;
- Exercising independent judgement and reasonable care; and
- Avoiding conflicts of interest.

Directors are further required, at all times, to comply with all laws and regulations applicable to the Company.

General

~~1.~~ 1. The purpose of this bye-~~-~~law is to set out the procedures adopted by Nominet UK (the "Company") in relation to the election to the board of directors of four ~~nonexecutive~~non-executive directors in accordance with article 26.

~~2.~~ 2. An elected non-executive director already in post and participating in an election shall have no part in the oversight or decisions made in relation to that election.

~~3.~~ 3. Any annual election shall take place each year at the same time and date as the proxy deadline for the resolutions for the ~~Company's~~Company's annual general meeting.

~~4.~~ 4. The Company shall call for nominations for the post of Elected Director at least two months prior to the annual general meeting. Any call for nominations shall set out the terms of the appointment required to be entered into by a successful nominee and require the full disclosure and publication of the nomination papers and full disclosure of interests of each nominee. It shall be a condition of nomination that nominees agree to enter into a written agreement with the Company in the form provided and also provide full disclosure of interests.

5. In recognition of our role and the duties and responsibilities of our directors, all election candidates are required to complete confidential security screening with a third-party provider, as set out in the candidate pack overseen by the Nominations Committee each year.

~~5.~~ 6. Any recommendation made by the board of directors, together with the nomination papers submitted by each nominee, shall be sent with the notice of annual general meeting to every member entitled to attend and vote.

~~6.~~ 7. The Company shall highlight to members any concern they may have as to the lack of compliance of a nominee with election procedures and requests for further information ~~,~~and~~-~~ shall prepare a public report of each election.

~~7.~~ 8. Voting shall be conducted by way of a secret ballot administered by an independent election management company using the Single Transferable Voting system. Voting rights and caps shall apply as set out in the Voting Rights bye~~-~~law.

~~-~~**Uncontested elections**

9. Despite clause 8, if the number of eligible candidates is equal to or fewer than the number of vacancies, no ballot is held. Each candidate is instead put to the members for election by ordinary resolution at the next annual general meeting and is elected only if that resolution is passed.

10. Clauses 4 to 6 continue to apply to an uncontested election.

11. If a candidate is not elected, or no eligible candidate stands, the seat remains vacant and may be filled by the board under article 31 until the next annual general meeting.