



Notice of AGM and non-executive director elections

Dear Member,

You are invited to attend our Annual General Meeting on Tuesday 2 June 2015, at 11am at the Saïd Business School, Park End Street, Oxford, OX1 1HP. We hope to see you there. To register your attendance or sign up for the webcast, view the formal Notice of AGM, or view the Annual Report and Accounts, please visit: www.nominet.org.uk/who-we-are/nominets-structure/agm. Two of the motions to be considered relate respectively to the Chair and to the Senior Independent Director. I am therefore sending this on the Board's behalf.

In addition to approving the Report and Accounts for the year ending 30 September 2014 and re-appointing Grant Thornton as our auditors, the AGM will also deal with a number of other matters. These are:

Re-appointment of independent non-executive director

Piers White MBE is retiring by rotation at the AGM and standing for reappointment until the conclusion of the 2016 AGM by way of an Ordinary Resolution of the members.

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

Extension of Chair's term

Baroness Rennie Fritchie DBE is due to retire at the conclusion of the 2016 AGM. The Directors believe that it would be in the company's best interests to extend her term by a year and for her to continue as Chair of the company until the end of the 2017 AGM. The recruitment process to appoint a new Chair of the Company is proposed to commence in the first half of 2016, thus underlining that this extension will not itself be extended.

This recommendation from the Directors follows a rigorous review of the Board make up which considered the importance of refreshing Board membership, as required by the UK Corporate Governance Code in circumstances where a Chair's tenure exceeds 6 years. The Board kept strongly in mind that the central criterion was the best interests of the company and recognised that Baroness Rennie Fritchie has been an active and highly effective steward of the company. Without this extension of her term, all three appointed non-executive directors would leave in a 12 month period, which would be undesirable from a continuity perspective, and more than half of the non-executive directors would otherwise be due to leave within a 12 month period during 2015-16.

Accordingly the Board strongly recommends that you vote in favour of the one year extension to her term of office.

Election of non-executive directors

Two non-executive director positions are elected by members this year. Six candidates have been nominated and their election statements and supporting material are available online at: www.nominet.org.uk/who-we-are/nominets-structure/agm/2015-board-election.

The materials have been published as provided by the candidates and their proposers/seconders.

The election of candidates is of course entirely a matter for members.

However, the Board has a responsibility, where appropriate, to recommend candidates where it considers that they will help bring or retain the best mix of skills and expertise to the Board. This can also include a neutral or 'no preference' recommendation.

I am leaving the Board in June along with Nora Nanyakara, and Piers White departs at the 2016 AGM. The two other elected NEDs are only just completing their first year of office. In these circumstances, the Board considers that Dickie Armour's re-election would contribute necessary continuity and stability. In light of this, his valuable contribution to the Board over the last four years and the special expertise he brings to the Investment Committee, the Board recommends the re-election of Dickie Armour.

As other candidates bring different perspectives and skill-sets, all of them could make a positive contribution to the company. Therefore, we make no further recommendation.

Whatever the outcome, the Board looks forward to welcoming the candidates chosen by the membership.

Thank you

You can vote either electronically, by post or in person. If you are linked with any other member, please inform us as soon as possible. To vote online, please go to:
using your username and password:

Your user name is:

Your password is:

Your participation as a voting member of Nominet is important, and we are grateful to those who take the time to vote. If you cannot attend the AGM in person, please do not forget to return your proxy form.

Yours sincerely,



Dr Clive Grace, OBE.
Independent Non-Executive Director, Nominet

If you have any questions, please email elections@nominet.org.uk.