

nominet[®]

Notice of Annual General Meeting

2 June 2015 11:00 am

Nominet UK

Registered number : 3203859
(the 'Company')

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that an ANNUAL GENERAL MEETING (the "AGM") of the Company will be held at 11:00 am on 2 June 2015 at The Saïd Business School, Park End Street, Oxford OX1 1HP for the following purposes:

Ordinary Resolutions

1. That the annual report and accounts of the company for the financial year ended 30 September 2014 be and are received.
2. That Grant Thornton UK LLP, Chartered Accountants and Statutory Auditor, 3140 Rowan Place, John Smith Drive, Oxford Business Park South, Oxford, OX4 2WB be re-appointed as the auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which audited accounts are laid, at a remuneration fixed by the directors.
3. That Piers White MBE is re-appointed as an Appointed Director of the Company until the conclusion of the 2016 AGM.
4. That Baroness Rennie Fritchie DBE is re-appointed as Appointed Director and Chair of the Company until the conclusion of the 2017 Annual General Meeting, with the process of recruitment of her successor to commence in the first half of calendar year 2016.

BY ORDER OF THE BOARD

Secretary

5 May 2015

Registered Office:

Nominet UK

Minerva House, Edmund Halley Road, Oxford Science Park, Oxford OX4 4DQ

Notes:

All members of the Company are entitled to attend and vote at the AGM. Any member of the Company entitled to attend, speak and vote at the AGM may appoint a proxy to attend, speak and, on a poll, vote in his place. A proxy need not be a member of the Company.

Completed proxy forms must be sent electronically www.votepopularis.com/nominet or by post to Popularis Ltd, Nutsey Lane, Totton, Southampton, SO40 3RL, United Kingdom not later than 11:00 am on 31 May 2015, being not less than 48 hours before the time of the AGM. The completion and return of a form of proxy will not preclude a member from attending the AGM and voting in person.

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.

Piers White MBE – *Non-Executive Director*

Piers was appointed to the Board in June 2010 and reappointed by members in May 2012. He is an experienced non-executive director, with an extensive Board-level business career. He is a non-executive director at Ordnance Survey, The Hyde Housing Association, ACS International Schools Ltd, Chair of Ploughshare Innovations Ltd, Chair of Courier Facilities Ltd and a Governor of Croydon College. Previously, Piers held a number of executive roles in banking.

Piers is a member of the Chartered Institute of Marketing and an associate of the Chartered Institute of Bankers. He was awarded an MBE for public service in 2009.

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 Rennie Fritchie's 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 calendar year 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 an extension 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.

Baroness Rennie Fritchie DBE – *Chair*

Baroness Fritchie DBE joined as Chair of Nominet in 2010, and was reappointed following a member vote in 2013. She is an Independent Crossbench Peer, a consultant on strategy and leadership working out of Mainstream Development, a non-executive director of UKSBS and Chancellor for the University of Gloucestershire.

She holds seven Honorary Degrees from universities across Britain and is a Fellow of City & Guilds London and The Chartered Institute for Public Finance. She was appointed a Dame Commander of the Order of the British Empire in 1996 and a life peer in 2005.

What to do now:

Annual General Meeting

1.If you have personal membership and are planning to attend the AGM then please register your attendance at:

<http://www.nominet.org.uk/who-we-are/nominets-structure/agm>

2.If you have personal membership and are not planning to attend the AGM then please complete and return the enclosed proxy form to Popularis or appoint your proxy online at: www.votepopularis.com/nominet to be received before 11:00 am on 31 May 2015

3.If you are a corporate member then whether or not you are planning to attend the AGM please complete and return the enclosed proxy form to Popularis or appoint your proxy online at: www.votepopularis.com/nominet to be received before 11:00 am on 31 May 2015

You may only cast your votes by using the Internet system, by post or in person at the AGM. Please do not use more than one system, or ALL your votes will be disregarded.

WE STRONGLY RECOMMEND THAT CORPORATE MEMBERS PLANNING TO ATTEND AND VOTE COMPLETE A PROXY FORM IN ADVANCE TO ENSURE THAT THEIR REPRESENTATIVE IS ADMITTED TO THE MEETING AND ABLE TO VOTE. IF YOU DO NOT SUBMIT A PROXY FORM IN TIME THEN YOU MUST COMPLY WITH THE RULES FOR CORPORATE REPRESENTATIVES AS SET OUT IN SECTION 323 OF THE COMPANIES ACT 2006.

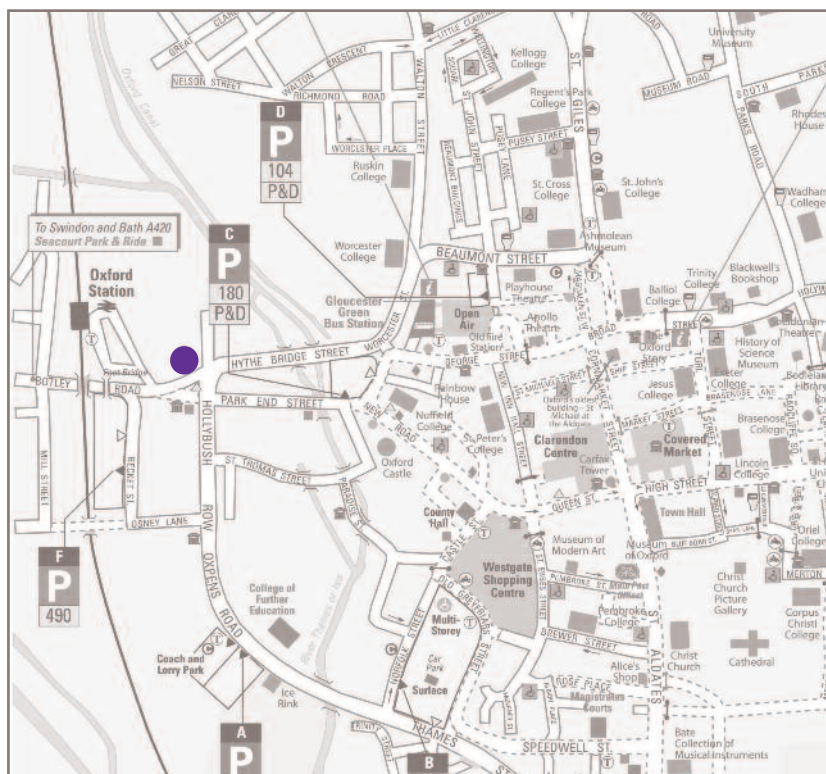
See the guidance note prepared by the Institute of Chartered Secretaries and Administrators (particularly paragraph 4.12):

http://www.icsasoftware.com/dl/ICSA_Guidance_Proxies_Corp_Reps_080122

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2nd June 2015 11:00 am

Saïd Business School, West Wing, Park End Street, Oxford, OX1 1HP



DIRECTIONS

BY CAR

There are a number of car parks in the city centre in close proximity to Park End Street including: Oxpens car park, postcode: OX1 1RQ Worcester Street car park, postcode: OX1 2BQ Gloucester Green car park, postcode: OX1 2BN.

BY PARK AND RIDE

Oxford offers an excellent Park and Ride system, with 5 sites providing excellent access into the city centre. Visit the Park and Ride website for more information.

BY TRAIN

Our Park End Street venue is located adjacent to the train station.

There is a direct main line services between Oxford, London and Birmingham. From Heathrow Airport there is a fast train link to London Paddington which connects directly with services to Oxford.

BY COACH FROM LONDON (HEATHROW OR GATWICK)

There is a regular coach service (X70) from both airports to Oxford city centre. Taxis are available at the Gloucester Green Bus Station, although Park End Street is just a short walk away. Visit the Oxford Bus website for more information.

BY TAXI

If you wish to book a taxi in advance, we recommend Wallen Car Hire, an Oxford based company, on +44 (0)1865 716000[skypec2c://r/204] +44 (0)1865 716000 (mobile 07831 542828 [skypec2c://r/204]07831 542828).

Their approximate charge from Heathrow and Gatwick is £75 and £135 respectively. <http://www.sbs.ox.ac.uk/contact/directions-park-end-street>



Environmental Statement: This booklet is printed on fully recyclable material made from elemental chlorine-free pulps sourced from sustainable forests.