



## Explanatory Note re: board appointments

Dear Fellow members,

I am writing to give some background to the resolutions that cover Board appointments.

There are three for members to consider.

The first is my own position as Chair. I have written to members to set out the commitments and the approach that I would adopt to anchor Nominet firmly as a public benefit company if appointed by members. I hope this gives members the information they need to make their decision (link to statement: <https://nominet.uk/chairs-update>).

On my arrival in July, I said that Nominet's board would be substantially refreshed – new appointments will bring fresh ideas and perspectives. At the same time, I feel that it is important to retain valuable experience while we transition to a new strategy.

One new appointment (in addition to my own) and one reappointment will therefore be presented to members at the 2021 Annual General Meeting.

**Eva Lindqvist** has been chosen through a rigorous and detailed recruitment process, to lead our Remuneration Committee and serve as an appointed director. She joined the Board on 21st July 2021. Eva brings strong and relevant skills, and a diversity of style, experience and approach which I believe will be crucial around our board table. We are, as is normal practice in Nominet and elsewhere, recommending that members approve Eva's appointment for the coming three years.

**Stephen Page** joined the Board on 1st November 2017. He took on the role of Senior Independent Director after the EGM, recruiting myself and Eva, and is progressing the search for the new CEO. While it is normal practice for directors to serve for three-year terms, if reappointed, Stephen will stand down from the Board at the 2022 AGM to balance the need for stability and continuity with my wish to refresh the Board. I am therefore asking you to approve his appointment for one further year.

I hope that you will give me your support by voting for these resolutions.

I can also advise that independent director **Rob Binns** will be standing down at or before the 2022 AGM.

Both Rob and Stephen have important responsibilities at Board and retaining those skills in the boardroom while we recruit two new directors to replace their roles as Audit Chair and Senior Independent Director respectively is important.

I believe this approach - combined with the arrival of at least one new member-elected director - will give the Board a sensible and necessary balance, with at least half the Board



being new but also retaining strong skills and experience while we transition to our new strategy.

While I consider these resolutions to be in the best interests of the company, Members are of course free to vote as they wish on all resolutions put before them.

**Please vote**

Alongside the company resolutions we also have director elections. Whatever way you wish to cast your votes, please take part. Members have a vital role to play in the governance of the company.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'AS ac'.

Andrew Green CBE  
Chair  
Nominet