

Nominet UK

Bye-Law for the election of non-executive directors

Version Date: *[February 2010]*

General

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 non-executive directors in accordance with article 26.
2. Any elected non-executive director already in post and due to retire by rotation shall have no part in the oversight or decisions made in relation to an election.
3. Any election shall take place each year on the same date as the Company’s annual general meeting.
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. 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. 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. 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.