

Code of Ethics and Professional Conduct

Annex to the Association's Rules of Procedure

02/02/2017



afnic

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1. Preamble

Pursuant to Article 20 of the Articles of Association, this code of ethics and professional conduct constitutes an annex to the rules of procedure, and is designed to define the procedures for implementing the Articles of Association.

This Code was prepared and adopted by the Board of Trustees on 02.02.2017. This code of ethics and professional conduct is designed to formalize the obligations of the board members of Afnic (hereinafter, the "Trustees").

2. Effective Date

This code of ethics and professional conduct comes into force on February 2, 2017.

3. Duty to act in good faith

Trustees are bound by a duty to act in good faith.

They shall at all times promote the attainment of Afnic's corporate purpose.

They cannot take on responsibilities, in any form whatsoever, directly or indirectly, in companies or businesses that compete with those of Afnic, particularly in the form of advisory services.

4. Duty of secrecy and confidentiality

Trustees are required to keep secret and absolutely confidential any document or information of any kind obtained in or during the performance of their duties.

It is specified that the meeting agendas, even of a provisional nature, including but not limited to the minutes of same, are confidential, unless the Chair decides otherwise, and unless stipulated otherwise in the Articles of Association or legal provisions of law and order.

The same applies to information, including but not limited to that collected or exchanged at the meetings of the Board.

This duty of secrecy and confidentiality shall survive for three (3) years after the end of the Trustees' terms of office, for any reason whatsoever.

5. Conflict of interest

Trustees must refrain from placing themselves in positions of conflict of interest between their personal or professional interests and those of Afnic.

Trustees are forbidden to use the information obtained during their terms of office to obtain a benefit for themselves or for a third party, notably during negotiations or contracts signed, or agreements entered into with Afnic.

In all cases, they fulfil their term of office impartially and objectively; if necessary, they do not take part in the vote.

For example, a conflict of interest is a situation in which a trustee is a member of a public or private organization whose interests compete with those of Afnic.

6. Information for the Appointments Committee of the Board

Notwithstanding the foregoing, the Trustees undertake to inform the Appointments Committee of any difficulty in the matter.

Information provided for the Appointments Committee, if not by the trustee concerned, may be the result of a report or a self-tasking by the committee itself.

Once informed, the Appointments Committee exchanges with the trustee, and handles the subject with discretion, keeping in mind the need for a response proportionate to the scale of the potential conflict of interest.

The decision on the action to be taken in response to a possible conflict of interest is made by the Chair of the Appointments Committee or, in case of disagreement between its members, by the Board.

7. Applicability of dealing with conflicts of interest to all committees of the Board

The procedures for handling conflicts of interest as described in paragraph 8 of the Code apply equally to the deliberations and voting of the Board and of the various committees.

8. Procedures for handling conflicts of interest.

The procedure for handling a conflict of interest is defined taking into account:

The importance of the conflict of interest for the trustee and for Afnic

The level of risk for the trustee and for Afnic

Four levels for handling conflicts of interest are proposed and should guide the analysis of the Appointments Committee and the Board of Trustees:

Level 0 (not significant)	Access to documents authorized	Participates in debates	Participates in voting	Mention in the minutes
Level 1	Access to documents authorized	Participates in debates	Exclusion from voting	Mention in the minutes
Level 2	Partial access to document if applicable	Participates only in part of the debates	Exclusion from voting	Mention in the minutes
Level 3	Access to documents denied	Exclusion from the debate room	Exclusion from voting	Mention in the minutes

9. Sanctions

A breach of this code of ethics and professional conduct may justify the exclusion of the trustee pursuant to the Articles of Association.