

Board of Directors

**Decision record of the board meeting
of June 6, 2014, 1 p.m. CEST**

afnic

1. Attendees

Members of the Board in attendance

INRIA	Represented by Emmanuel SARTORIUS, Chairman of the Board
BACHOLLET Sébastien	Engineer, elected as a representative of user members
MAILCLUB	Represented by Frédéric GUILLEMAUT, Director, elected as a representative of registrar members
NAMEBAY	Represented by Eric LANTONNET, Director, elected as a representative of registrar members
NIC MADAGASCAR	Represented by Lala ANDRIAMAMPIANINA, Chairman, elected as a representative of the Corresponding members of the International college
Ministry for Electronic Communications	Represented by Geoffroy HERMANN, Head of the "Network Security" office with the ICT, STIC and DGCIS Use and Network sub-division, having mandated Mireille CAMPANA
Ministry of Research	Represented by Patrick DONATH, Director of Renater
TAYER David-Irving	Attorney, elected as a representative of user members

Members of the Board represented

Ministry of Industry	Represented by Mireille CAMPANA, Deputy director of networks and ICT, STIC, DGCIS, having mandated Geoffroy HERMANN
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Others participants

Afnic	Mathieu WEILL, CEO
Afnic	Pierre BONIS, Deputy CEO
Afnic	Pascale GATTI, CFO
Afnic	Régis MASSE, CTO
Afnic	Virginie NAVAILLES, Member Services
Secretariat-General for government	Represented by Perica SUCEVIC, government commissioner

modernization	
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Excused

INRIA	Represented by Stéphane UBEDA, Head of Technical Development, having mandated Emmanuel SARTORIUS
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2. Working Papers

- ✓ Draft resolutions
- ✓ Presentation material
- ✓ Memorandum on the appointments committee
- ✓ Specifications for the assessment of the operation of the Board of Directors

3. Agenda

- ✓ 13h00: Welcome and appointment of the Recording Secretary
- ✓ 13h10: Update
- ✓ 13h20: Welcoming the new director
- ✓ 13h45: Appointments committee
- ✓ 14h15: Appointment of the members of the Board committees
- ✓ 14h30: Assessment of the operation of the Board of Directors
- ✓ 15h00: Agenda of the strategic seminar
- ✓ 15h15: Afnic's technical strategy

4. Decision record

Emmanuel Sartorius opened the meeting. The agenda was approved. Virginie Navailles was appointed Recording Secretary.

1. Welcoming the new director

RESOLUTION 1

The Board welcomed NAMEBAY, represented by Mr. Eric LANTONNET, elected as a representative of registrars during the Annual General Meeting of June 6, 2014, for

two years until the next renewal of the members elected at the General Meeting of June 2016.

2. Appointments committee

RESOLUTION 2

The Board approved the amendment to Article 3.1.7 of the Association's rules of procedure as follows:

"d) Appointments committee

The purpose of the Appointments Committee is to maintain and submit to the Board a succession plan in case of a change in CEO; to propose to the Board one or more candidates for the position of CEO, where necessary; to analyze the draft decisions of the Board on compensation policies and company agreements; to analyze and propose the collective goals of the Executive committee;

The Finance and Risk Management Committee also identifies and monitors the major risks affecting the association in terms of human resources and ensures that the means for monitoring and controlling these risks have been set up. It coordinates its activities in this area with the Finance and Risk Management Committee"

The purpose of the Appointments Committee is as follows:

- ✓ maintain and submit to the Board a succession plan in case of change of CEO
- ✓ propose to the Board one or more candidates for the position of CEO, where necessary;
- ✓ analyze the draft decisions of the Board on compensation policies and company agreements;
- ✓ analyze and propose the collective goals of the Executive committee
- ✓ Monitor, in conjunction with the CEO, the changes in the major risks affecting human resources

3. Appointment of the members of the Board of Directors' committees

RESOLUTION 3

Based on the applications received, the Board approved the following appointments to its committees:

For the appointments committee:

- ✓ *Emmanuel SARTORIUS*
- ✓ *Sébastien BACHOLLET*
- ✓ *David-Irving TAYER*

✓ *Eric LANTONNET*

For the Commitments Committee:

✓ *Frédéric GUILLEMAUT*

✓ *David-Irving TAYER*

✓ *Stéphane UBEDA*

For the Finance and Risk Management Committee:

✓ *Emmanuel SARTORIUS*

✓ *Sébastien BACHOLLET*

✓ *Geoffroy HERMANN*

For the Registry Policy Committee:

✓ *Lala ANDRIAMAMPIANINA*

✓ *Patrick DONATH*

✓ *Frédéric GUILLEMAUT*

✓ *David-Irving TAYER*

✓ *Eric LANTONNET*

4. Assessment of the operation of the Board of Directors

RESOLUTION 4

The Board of Directors approved the specifications for the assessment of the operation of the Board of Directors and asked the CEO, in conjunction with the senior independent directors, Sébastien Bachollet and Patrick Donath, to organize the selection process for a service provider.

Drawn up on 6 June 2014 in Montigny-le-Bretonneux.

Chair
Emmanuel Sartorius

Director

Recording Secretary
Virginie Navailles