

Board of Directors

**Decision record of the Board meeting
on April 9, 2015**

afnic

1. Attendees

Members of the Board in attendance or represented

INRIA	Represented by Emmanuel SARTORIUS, Chairman of the Board
BACHOLLET Sébastien	Engineer, elected as a representative of user members
INRIA	Represented by Stéphane UBEDA, Head of Technical Development, having mandated Emmanuel SARTORIUS
MAILCLUB	Represented by Frédéric GUILLEMAUT, Director, elected as a representative of registrar members
NAMEBAY	Represented by Eric LANTONNET, CEO, elected as a representative of registrar members, having mandated Frédéric GUILLEMAUT
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 DGE, having mandated Loïc DUFLOT
Ministry of Industry	Represented by Loïc DUFLOT, Deputy director of networks and ICT, STIC, DGE
Ministry of Research	Represented by Patrick DONATH, Director of Renater
TAYER David-Irving	Attorney, elected as a representative of user members

Others participants

Afnic	Mathieu WEILL, CEO
Afnic	Pierre BONIS, Deputy CEO
Afnic	Matthieu CREDOU, Marketing director
Afnic	Pascale GATTI, CFO
Afnic	Virginie NAVAILLES, Membership Services Manager
Audit France	Christophe RAMBEAU, external auditor
votre-administrateur.com	Anne NAVEZ, CEO
votre-administrateur.com	Hélène SOLIGNAC, Corporate Governance Advisory

Excused

Direction générale de la modernisation de l'Etat	Represented by Perica SUCEVIC, government commissioner
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2. Working Papers

- ✓ Draft resolutions submitted for the approval of the Board
- ✓ Presentation material
- ✓ Minutes of the meeting held on 5 February 2015
- ✓ Board monitoring Action Plan
- ✓ 2014 Management Report
- ✓ 2014 Financial Statements
- ✓ 2014 Costing-based Profitability Analysis – Comparison 2014 vs 2013
- ✓ 2014 Costing-based Profitability Analysis - 2014 Actual vs 2014 Budget
- ✓ Draft Note Opinion of the Finance and Risk Committee on the New key domain name Base
- ✓ Methodological note "Details on Employee Profit-Sharing and Incentive Processing"
- ✓ Executive Committee Succession plan

3. Agenda

- ✓ 9:30: Welcome and appointment of the Recording Secretary
- ✓ 9:35: Approval of the minutes of the meeting held on 05/02/2015
- ✓ 9:40: Situation report on the Board Action Plan
- ✓ 9:50: News briefing
- ✓ 10:00: Follow-up of the Action Plan following the audit of operation of the Board
- ✓ 10:30: Outcome of the strategic seminar
- ✓ 11:30: Finalization of the 2015 targets for the Executive Committee (registrar roadmap + ISO27001)
- ✓ 12:00: Debrief on the Consultative Committee meetings of 12 March 2015 (priorities to Roadmap, wake-up, Board Audit)
- ✓ 13:45: Closing of accounts based on a report of the Finance and Risk Committee
- ✓ 14:15 Convening of the GM and submission of financial statements for approval
- ✓ 14:30: Assessment of the 2014 objective for the Executive Committee on cost control
- ✓ 14:35: Afnic Foundation for Digital Solidarity
- ✓ 15:05: Annual Strategic meeting of the Board of Directors (validation of date, location)

- ✓ 15:15: Restricted session (approval of the succession plan)

4. Decision record

Emmanuel Sartorius opened the meeting. The agenda, to which a miscellaneous item was added during the meeting, was approved. Virginie Navailles was appointed Recording Secretary.

1. Approval of the minutes of the meeting held on 7/11/2014

RESOLUTION 1

The Board approved the draft minutes of the meeting held on 05/02/2015.

2. Closing of the accounts based on a report of the Finance and Risk Committee

RESOLUTION 2

Based on the report of the Finance and Risk Committee, the Board of Directors approved the two methodological notes on the new NDD base key and the details of the calculation of employee profit-sharing and incentives.

RESOLUTION 2BIS

On the basis of the report from the Finance and Risk Management Committee, after reviewing the financial statements (balance sheet, income statement and schedules) as presented, which showed a loss of € 188,494 for the fiscal period, the Board decided to approve the financial statements for the year ended 31/12/2014, including the payment of 1,415,657 euros to the Afnic Foundation for Digital Solidarity (FSDI).

RESOLUTION 2TER

The Board of Directors decided to submit the following resolutions to the Ordinary General Meeting of June 12, 2015:

- ✓ Approve Afnic's financial statements (balance sheet, income statement and schedules)
- ✓ Allocate to the "other reserves and working capital" item the net loss of € 188,494 .

3. Convening of the GM and submission of financial statements for approval

RESOLUTION 3

The Board of Directors authorizes the Chair to convene the Annual General Meeting of the members of Afnic on Friday, June 12, 2015 at 10.00 am at the Conference Centre Etoile Saint-Honoré, 21-25, rue Balzac, 75008 Paris, (Auditorium).

The agenda is as follows:

1. Opening speech by the Chairman
2. Appointment of a Recording Secretary and a Scrutineer
3. 2014 Annual Report
4. Presentation of the Financial Statements
5. Statutory Auditor's Report
6. Approval of the financial statements for 2014 and appropriation of income
7. Afnic Foundation for Digital Solidarity

4. Afnic Foundation for Digital Solidarity

RESOLUTION 4

As proposed by the Board of Directors, the Chair appointed the following persons as representatives of the founder to the executive committee of the Afnic Foundation for Digital Solidarity:

- ✓ Emmanuel Sartorius
- ✓ Lala Andriamampianina
- ✓ David-Irving Tayer
- ✓ Eric Lantonnet
- ✓ Mathieu Weill
- ✓ Marine Chantreau.

Montigny-le-Bretonneux, April 9, 2015

Chair
Emmanuel Sartorius

Director

Recording Secretary
Virginie Navailles