

Ordinary General Meeting of 10 June 2022



Minutes

CONTENTS

Preamble.....	3
1. Agenda	3
2. Attendees.....	3
3. Minutes	6
3.1. Opening by the Chair	6
3.2. Appointment of a Recording Secretary and Scrutineer	6
3.3. Activity report 2021.....	6
3.4. Presentation of the 2021 annual accounts	12
3.5. Auditor's report	14
3.6. Approval of the accounts for the 2021 financial year and appropriation of profit	16
3.7. Vote on the 2023 overall budget allocated to trustee compensation	16
3.8. Election of three trustees	17

Preamble

On 10 June 2022 at 10:00 am, the members of Afnic met in an ordinary general meeting at the Campus Cyber, 5 Rue Bellini, 92800 Puteaux and online <https://visio.afnic.fr/b/sop-geq-nim>.

Notice of the meeting, containing the agenda, had been sent on 17 May 2022, electronically, to all members.

The date and place of the meeting, the agenda and the working documents were available in the members' area: <https://members.afnic.fr>.

1. Agenda

- Opening by the Chair
- Appointment of a Recording Secretary and Scrutineer
- Activity report 2021
- Presentation of the 2021 annual accounts
- Auditor's report
- Approval of the accounts for the 2021 financial year and appropriation of profit
- Vote on the 2023 overall budget allocated to trustee compensation
- Election of a trustee representing the Registrars, a trustee representing Users and a trustee representing the International College

2. Attendees

Upon entering the meeting, each member present signed an attendance sheet; for members attending online, a screenshot was taken of the list to identify them and record their online presence on the attendance sheet. These documents can be consulted at the Afnic Members service.

In total, 57 members were present or represented, 54 of whom were entitled to vote. Those present were counted each time a resolution was voted on.

3 Founding Members represented by two Afnic trustees:

- **Inria represented by Mr Godefroy Beauvallet**
- **Inria represented by Mr Luc Saccavini**
- **Ministry of Industry represented by Mr Gilles Crespin**

1 Honorary Member (non-voting):

- **Ms Annie Renard**, attending online

10 User Members, individuals (including 1 non-voting):

- **Mr Sébastien Bachollet**
- **Mr Laurent Bloch**
- **Mr Antoine Boutignon**
- **Mr Nicolas Chagny** having given power to Mr Sébastien Bachollet
- **Mr David Chelly**
- **Mr Alexis Fitzjean Ó Cobhthaigh**, attending online
- **Mr Benjamin Louis**
- **Ms Elisabeth Porteneuve**, attending online
- **Mr Jean-Benoit Richard**
- **Mr David-Irving Tayer**, attending online

10 User Members, corporations:

- **Association E-seniors**, represented by **Ms Anne-Marie Joly-Bachollet**
- **Association bzh**, represented by **Mr David Lesvenan**
- **CCI France**, represented by **Ms Marie-Rose Truong**, attending online
- **CCI Métropolitaine Bretagne Ouest**, represented by **Mr Franck Bellion**, having given power to Mr David Lesvenan
- **CINOV Numérique**, represented by **Ms Emmanuelle Roux**, having given power to Mr Benjamin Louis
- **EBRAND Services**, represented by **Mr Pierre Berecz**
- **INPI**, represented by **Mr Paul Perpère and Ms Caroline Beauvillain**
- **ISOC France**, represented by **Mr Nicolas Chagny**, having given power to Mr Sébastien Bachollet
- **NOVAGRAAF**, represented by **Ms Charline Prêt**, attending online
- **Sparkling**, represented by **Mr Benjamin Louis**

16 Registrar Members (including 1 non-voting):

- **Cabinet Germain Moreau**, represented by **Mr Gaël Mancec**, attending online
- **CSC Corporate Domains**, represented by **Mr Patrick Hauss**, attending online
- **Dataxy**, represented by **Mr Bernard Dulac**, attending online
- **Domainium**, represented by **Mr Philippe Franck**, attending online
- **Domainoo**, represented by **Ms Emilie Dessens**, attending online
- **Gandi**, represented by **Mr Arnaud Franquinet**
- **Namebay**, represented by **Mr Arnaud Wittersheim**
- **Nameshield**, represented by **Mr Arnaud Wittersheim**
- **Netim**, represented by **Mr Bruno Vincent and Mr Sébastien Almiron**
- **Nordnet**, represented by **Mr Scott Jung**, attending online
- **One2net**, represented by **Mr Pierre Geoffroy**, attending online
- **Orange**, represented by **Ms Sophie Jean-Gilles**
- **Ordipat**, represented by **Ms Jennifer Korn**, attending online
- **OVHCloud**, represented by **Ms Emma Caner and Ms Gosia Kielar**

- **Safebrands, represented by Mr François Séguy**
- **Solidnames, represented by Mr Jean-François Poussard**

17 correspondent members of the International College (including 1 non-voting):

- **ANSI, represented by Mr Antoine Souroumpo**
- **Arcep Burkina Faso, represented by Mr Serge Roland Sanou**
- **ARTCI, represented by Mr Philippe Kouame**
- **CACSUP, represented by Mr Philémon Kissangou**
- **Centre Reseautic, represented by Mr Raft Razafindrakoto**
- **CII, represented by Mr Vojo Spahiu**
- **CNI, represented by Mr Félix Ndayirukye**
- **Comores Telecom, represented by Mr Ali Hadji**
- **INPHB, represented by Mr Souleymane Oumtanaga**
- **IT-NUM, represented by Mr Wilfried Quenum**
- **Jeny SAS, represented by Mr Deo Gratias Tonouhewa and Mr Donatien Akpo**
- **NIC Madagascar, represented by Mr Raft Razafindrakoto**
- **NIC Mauritanie, represented by Mr Ahmed Salem Cheikh and Mr Ahmedou Haouba**
- **NIC Sénégal, represented by Mr Alex Corenthin and Mr Idrissa Saar**
- **SAN, represented by Mr Agim Cami**
- **Transversal, represented by Mr Max Henry**
- **Webnet Africa, represented by Ms Rita Tshimanga**
- **ANINF, represented by Mr Harold Christopher Adminga Kouna**

Also attending the General Meeting:

- **Mr Olivier Souillard, auditor, Audit France**
- **Mr Laurent Toutain, Chair of Afnic's Scientific Council**
- **Mr Benoit Ampeau, Partnerships and Innovations Director, Afnic**
- **Mr Pierre Bonis, CEO of Afnic**
- **Mr Lucien Castex, Representative for Public Affairs, Afnic**
- **Ms Clémence Davoust, Events Communication Manager, Afnic**
- **Ms Caroline Duval-Favre, Purchasing and Finance Director, Afnic**
- **Ms Marianne Georgelin, Legal Director, Afnic**
- **Mr Hervé Martin, Human Resources Director, Afnic**
- **Mr Régis Massé, Director of Information Systems, Afnic**
- **Mr Cédric Michel-Flandin, Sales Manager, Key Accounts**
- **Ms Virginie Navailles, Manager, Transversal CSR approaches**
- **Ms Lucile Ravasse, Director Operational Communication and Marketing**
- **Ms Emilie Turbat, Sales & Marketing Director**
- **Mr Pascal Vella, Head of Digital Communication, Afnic**

3. Minutes

3.1. Opening by the Chair

The ordinary general meeting being lawfully convened, the Chair, Mr Godefroy Beauvallet, opened the session. He welcomed the participants and announced the agenda.

3.2. Appointment of a Recording Secretary and Scrutineer

Clémence Davoust (Afnic) was appointed recording secretary.

Sophie Canac (Afnic, remotely) and Sébastien Bachollet (Afnic Trustee) were appointed scrutineers.

3.3. Activity report 2021

2021: a year of confirmations

Godefroy Beauvallet said that 2021 had confirmed a number of trends that had started in the previous year. It had been an atypical year due to the persistent health crisis but a number of projects had been completed and the association had posted very good operational and financial performances.

Also, the necessity of an online presence had been driven home in 2021, and this had benefited the “.fr” TLD to a greater extent than the “.com” or other European domains. This positive dynamic had led to greater familiarity with the main advantages of the “.fr” domain (proximity, simplicity and solidarity). On the other hand, the continuing difficulty of organising physical events had led to an increase in the “relational debt” of Afnic, whose activity depends on exchanges, skills transfers and active participation in international Internet governance bodies. It had also revealed the limitations to the virtualisation of exchanges, particularly as regards participation in world bodies in very different time zones.

During 2021, Afnic had once again been appointed as the registry office for the “.fr” domain, following a competitive process. Thus, an agreement between Afnic as operator and the State as the conceding authority was signed in April 2022 in readiness for the switch to the regime of the new agreement as of 1 July 2022. It was appropriate to point out in this respect that Afnic had been able to demonstrate to the State in its response that its ambitions

covered innovation, transformation and performance and coordination of the French Internet community while at the same time ensuring its long-term continuity.

In the end, the proposed agreement had led to a collective process of reflection on innovative, ambitious yet realistic commitments, while also strengthening Afnic's autonomy and increasing its budgetary margins relative to the previous convention.

One of the main commitments made by Afnic to the State was to improve the sharing of the observations of its technological watch so as to contribute to public debate and the knowledge of public decision-makers with regard to the infrastructure of the Internet.

Afnic also aimed to redouble its efforts in terms of R&D and innovation as well as reducing the carbon footprint of the Internet, and in particular of the DNS. Consequently, 10% of Afnic's revenues will be earmarked for R&D, and 11% towards the general interest, including the Afnic Foundation for Digital Solidarity, which will see its funding set at a minimum of €1.3 million per year.

The negotiation of the new agreement also allowed Afnic to reaffirm its determination to continue indefinitely with its awareness-raising actions with business and private individuals in their digital transformation, including 10,000 SMEs/VSEs over the life of the agreement. Apart from this, 2% of Afnic's revenues will be earmarked for actions promoting the ".fr" domain led by the registrars and financed by Afnic.

Society is increasingly intolerant of online abuse, and it is important for Afnic to play its part alongside other domain name holders and users in the fight against it. This problem had been tackled head-on by the consultative committee meetings of May 2022, which also aimed to contribute to the spreading of technical understanding of the Internet.

Furthermore, the new information system will go live in October 2022 for the ".fr" domain, completing Afnic's project aimed at making its registration system one of the most advanced on the market. Afnic had also affirmed its commitments as an operator of essential services, and the work to bring itself into line with this status had set the pace of activity over the year.

In conclusion, 2022 will mark the renewal of Afnic's activity as an association and the revision of its strategy. Afnic is seeking to position itself as a hub where Internet players converge, and as a melting pot of its community, the better to face the challenges of the future. In this regard, and in the current international geopolitical context, the importance of the Internet on the front lines, for example, and how it is being put to use in favour of democracy, openness, and the diversity and resilience of societies, are points of note.

The Association

Pierre Bonis observed that the hybrid meeting mode is becoming the norm for all bodies, although some meetings had still been held remotely in 2021, the balance being as follows:

- 6 meetings of the Board of Trustees and one strategic seminar,
- 2 consultative committee meetings,
- 1 extraordinary consultative committee meeting,

- 1 meeting of the international college and some project meetings,
- 1 General Meeting.

The four meetings of the Board of Trustees in the first half of 2021 were largely devoted to preparing the response to the call for tenders for the delegation of the public service for the management and promotion of the “.fr” TLD. Thanks to their varied experience, the trustees had been able to understand the expectations of “.fr” stakeholders and had validated the proposal, allowing Afnic to be renewed for five years.

The extraordinary consultative committee meeting illustrated the role of dialogue facilitator that Afnic intends to play by means of an exchange organised on digital injunctions between the DGCCRF (General Directorate for Competition Policy, Consumer Affairs and Fraud Control) and the domain name professionals.

A very good year for the “.fr” domain

Pierre Bonis noted that the “.fr” TLD had maintained a steady dynamic in 2021, albeit slightly down on the previous year. The growth in stock fell from 7.0% to 5.8%. This was the result of a change of pace in the digital transformation, which led numerous VSEs and SMEs to develop their online activities. De facto, the dynamic remained strong in 2021 despite a perceptible slowdown as businesses that still do not have an online presence became increasingly rare.

In any case, the market share of the “.fr” TLD in France continued to grow, reaching 38.75% at the end of 2021. The retention rate also improved, reaching 84.6% compared with 83.9% in 2020. The age structure of “.fr” domain names has so far contributed to the TLD’s stability, but also to its growth.

It should also be noted that the dynamics of certain regions no longer show the catch-up effect of 2020, this phenomenon no doubt being related to the slowdown in create operations. A positive correlation can be seen, more or less marked depending on the years, between “.fr” create operations and business creation, even though not all “.fr” domain names are registered by start-ups and not all start-ups turn exclusively to the “.fr” TLD.

Prospects for the “.fr” TLD for 2022 are determined by two phenomena, the extent of which is difficult to predict. On the one hand, a digital transformation that might prove permanent as regards customs and practices, and on the other the general state of the economy, which may weigh on investment in the medium term, in a context of widespread failures of businesses kept afloat by government aid in 2020 and 2021. Furthermore, the “.fr” domain had 3,882,488 domain names in stock at 31 December 2021, compared with 3,670,372 at 31 December 2020. A total of 26 commercial operations with the registrars allowed us to maintain this growth in 2021.

The “.fr” domain: committed to the digital transformation of VSEs/SMEs

Pierre Bonis explained that Afnic was continuing and reaffirming its mission, which was to support French businesses in establishing a well-controlled, effective and independent online presence. In 2021, it had forged links with numerous partners to propose new support formats and programmes to help businesses through the first tangible step of their

digitisation. For example, Afnic is now the leader of the “**Tous en ligne maintenant**” (“All online now”) grouping alongside Neocamino, CINOV Numérique, CPME and La Mêlée. This mechanism offers coaching sessions to businesses wishing to create a website, improve their local referencing or boost their customer loyalty by means of emailing.

In 2021, Afnic also sponsored the first season of “Connecte ta boîte”, (“Connect your Company”), an original **France Num** TV programme, before becoming co-producer for the second season. Buoyed by the success of the broadcast, Afnic has converted the concept into a podcast and invited business leaders from a variety of backgrounds to share their experience.

To help VSEs/SMEs find their way among all the offers to create personalised email addresses and websites, an initiative called “**Je passe au numérique**” (“I’m going digital”) has been created. Sixty partners, prominent among which are the registrars, offer their services at the best prices to provide turnkey solutions meeting the criteria predefined by the “.fr” experts.

The **Réussir-en.fr** (Succeed with .fr) programme continues its mission of awareness-raising among VSEs/SMEs and young persons through its dedicated advisory platform. It is supplemented by actions on the ground: more than 20,000 entrepreneurs and 3,000 young people have attended a free workshop on best practices for their online presence.

The fight against abuse, a central concern

Pierre Bonis stressed that Afnic had remained very active in 2021, by means of its various procedures, in verifying holders’ particulars, checking their eligibility, combating abuse, but also resolving disputes between domain name holders and rights holders through its “Syrell” and “PARL Expert” ADR procedures.

Other activities: French overseas TLDs

Pierre Bonis recalled that Afnic also had other activities, notably the management of French Overseas TLDs, which had shown a good dynamic driven by the Réunion TLD (“.re”) and those of Mayotte (“.yt”), Saint-Pierre and Miquelon (“.pm”), the French Southern and Antarctic Lands (“.tf”) and Wallis and Futuna (“.wf”). All these TLDs had seen annual growth of over 10% in 2021.

Other activities: generic TLDs

Pierre Bonis noted that the generic TLDs had held up well in the crisis and shown good growth due to the dynamism of the registries. For example, the “museum” TLD is growing strongly, albeit from a low base. On the other hand, the “.paris” TLD continues to decline.

Other activities: training offering

Pierre Bonis indicated that Afnic offered training courses, three of which were in the catalogue: the basics of the DNS, IPv6, and DNSSEC. In all, three training sessions on the basics of the DNS had been held in 2021. At the same time, Afnic is continuing the support actions regarding the digital transformation with BPI France.

Strengthening and diversification of R&D projects

Pierre Bonis explained that the R&D team was being expanded and strengthened in order to cater to the numerous cooperative projects, publications and contributions to international standards and activities within the Afnic working groups, particularly through its scientific council. The three main research and innovation axes related to the registry service and trusted third parties, the domain name and usages and evolution of the DNS.

On this last point, Afnic's approach is to place the DNS at the service of various sectors, while at the same time following, or even anticipating or proposing, developments, but also to explain to all those interested how the technologies affecting the DNS work. To respond to the challenges of tomorrow, Afnic has embarked upon work on blockchain, for example, but also on detecting abuse, etc. This work is built around five collaborative projects with actors from industry, academia, registrars, foreign counterparts, etc.

On the question of connected objects (IoT), Afnic's objective for 2022 is to seek out industrials willing to deploy these solutions alongside it. Afnic is currently in advanced negotiations with a number of industrial actors to respond to four technological challenges: identification, inter-operability, security and trust. The number of connected objects in 2021 was estimated at 30 billion. These were primarily concentrated in personal use, the growth of industry and "smart cities". In 2023, there are likely to be at least two connected objects for every person in the world on average.

Social responsibility at Afnic

Pierre Bonis said that CRS was an integral part of Afnic's multi-year strategy, in particular through the item "Optimise the social, economic and ecological benefits of the DNS". Work on structuring Afnic's CSR approach had continued in 2021 and in particular the foundations had been laid for the ISO 26000-based CSR management system.

This work had allowed the priority challenges for 2021-2022 to be identified:

- providing employees with a healthy, safe and pleasant working environment that favours their professional development;
- developing stakeholder relationships based on trust and co-construction;
- respecting and protecting the rights of domain name users;
- being a committed actor in the service of the general interest, VSEs/SMEs, young people and people with little or no experience of the digital world;
- innovating and integrating CSR-related issues to design responsible products and services;
- measuring the carbon footprint of the various activities and reducing that of domain names in particular.

Providing employees with a healthy, safe and pleasant working environment that favours their professional development

Workforce: in 2021, Afnic had 85 employees, 46% women and 54% men, the total number being unchanged relative to 2020 after five departures and five new hires.

Diversity and equal treatment: the index concerning gender equality in the workplace for 2021 was 98/100, three pp higher than in 2020 and 12 pp higher than in 2019.

Organisation of work: employees worked 116 days remotely or from home in 2021. The managers paid particular attention to their teams' well-being. The annual employee satisfaction survey proved a major listening channel for general management.

Skills development: the health crisis has not affected the commitment to devote an amount equal to 3% of the payroll to training. In 2021, 65% of employees received training, for a budget equivalent to 3.4% of the payroll.

Being a committed actor in the service of the general interest, VSEs/SMEs, young people and people with little or no experience of the digital world

Afnic Foundation for Digital Solidarity: out of a total of 460 applications received, the Afnic Foundation supported 92 winners in 2021 for a total amount of more than €1.4 million.

Supporting the online presence of VSEs/SMEs and young people: thanks to the "Réussir-en.fr" programme and the "Foliweb" workshops, in 2021, more than 17,000 VSEs/SMEs were supported in their move online and trained in the priority actions for developing their online activities, and nearly 4,000 young people took part in the workshops organised with our partners on managing their online presence.

Furthermore, in the context of the "France Relance" recovery plan and the "France Num" digitisation initiative, BPI France selected the "Tous en ligne maintenant" grouping formed of Afnic, CINOV Numérique, Neocamino, La Mêlée, CPME (Confederation of SMEs) and their partners, the Auvergne-Rhône-Alpes region, Fédération CINOV, Planète CSCA and AFPA in support of 3,000 VSEs/SMEs, merchants and craftspeople with little or no experience of the digital world between May 2021 and October 2022.

Afnic's international college: at the heart of international action: in 2021, Afnic continued to work on far-reaching projects led by the international college:

- a domain name observatory managed by ".bf" (Burkina Faso) in partnership with AFTLD;
- a project to make African registries autonomous, managed by ".mr" (Mauritania);
- the "national identity project" (I2N), managed by ".mg" (Madagascar);
- Afnic supported the Ouagadougou seminar on training of trainers in Internet governance.

Measuring the carbon footprint of the various activities and reducing that of domain names in particular

Afnic's carbon "balance sheet" from 2018 to 2021: Afnic's carbon impact has declined by 10% in one year (37% in three years) for GHG emissions, compared with 15% in one year and 39% in three per FTE and 8% and 46% respectively per domain name.

3.4. Presentation of the 2021 annual accounts

Trends in revenues

Caroline Duval-Favre reported that total revenues had increased by 3.5% to €19.731 billion in 2021. This growth had been driven essentially by that of the ".fr" domain (+4.8%), but also by an increase in grants (+€26,000 for R&D and +€118,000 for "Tous en ligne maintenant"). This dynamic had to be seen in correlation with the annual growth in the stock of domain names.

The growth in revenues came in particular from renew operations (+6.2%) and specific products linked to the ".fr" domain (+6.5%). Revenues from the ".fr" TLD were also 5.9% ahead of budget objectives, which was in line with the 7.6% increase in the stock of domain names, to which was added the additional revenue from specific products (+68%) and current operations (+4%).

The dynamic of the French overseas TLDs had also been very good, with revenues up by 9% and the stock of domain names standing at 55,119 at 31 December 2021, an increase of 12%. Revenue from French overseas TLDs had rebounded, in comparison with both the previous year and the budget (+4.5%).

At the same time, revenues from gTLDs were down by 14%. This situation was due to the review of charges on OVH and BZH contracts, the fall in stock of the ".paris" TLD and the lack of consulting assignments, despite growth in the overall stock of domain names (+4.9%). Revenues from gTLDs were in line with budget forecasts, but revenue from consulting services was less than expected, down by €34,250 or 73%.

Trends in operating expenses

Caroline Duval-Favre stressed that operating expenses were down by 2.1%, at €15,51 billion. This also showed:

- good control of fixed costs, with an increase limited to 1% for personnel expenses and no change in the average workforce, since the savings brought about by the departures and the absence of terminations almost offset the increase in other items (negotiated salary increases, recruitments in 2020 and training);
- a reduction in IT expenditure, with savings on IT maintenance and non-renewal of hardware thanks to the commissioning of the new information system;
- a decline in communication and sponsoring expenses (web projects and the 2020 TV campaign).

Relative to the budget, however, the trends were different, with savings on personnel expenses, the recruitment plan having been completed but unforeseen departures still not replaced and at the same time overruns on IT due to the slippage of the switch-over date to the new information system.

Trend in operating profit (before tax and allocation to the Afnic Foundation for Digital Solidarity)

Caroline Duval-Favre reported that operating profit (before tax and allocation to the Afnic Foundation for Digital Solidarity) was up by 22.1% on 2020. It amounted to €4.42 million (22.4% of revenues), reflecting Afnic's good operational performance. Net income came to €738,000, an increase of 21.7%, after deduction of employee profit sharing (€691,000), taxes and the endowment to the Afnic Foundation for Digital Solidarity.

The amount for the Afnic Foundation for Digital Solidarity was €2,208,606 in 2021. Since its creation, the ".fr" business had allowed it to be endowed with €13,854,850.

Focus on activities

Caroline Duval-Favre reported that the operating result of the ".fr" TLD was 27.4% up on 2020, and that of non-".fr" activities was up by 114%.

The operating result of the French overseas TLDs was slightly down relative to 2020 due to the renewal of logo trademarks for 10 years in 2021.

The activity of the gTLDs had become profitable with an operating result of €117,982. This performance was made possible by the savings resulting from the switch of the gTLDs to the new operating system, by a fairer allocation of time spent and by the general decline in transversal costs.

Workforce

Caroline Duval-Favre reported that the year 2021 had ended with the workforce at 85 employees, unchanged from the end of 2020 following five new arrivals and five departures, including two apprentices and three employees on fixed duration contracts. It was also important to stress that the 2021 recruitment plan had been completed.

Accumulated surplus

Caroline Duval-Favre indicated that the accumulated surplus at the end of 2021 was enough to cover some 14 months of personnel costs, data centre hosting and premises rentals.

Conclusion

Caroline Duval-Favre stressed that the very good results for 2021 allowed Afnic to consolidate the accumulated surplus and to maintain its strategic objectives, and particularly for 2022:

- to continue to support the online presence and digital autonomy of VSEs/SMEs with the “.fr” domain;
- to further strengthen the effectiveness of the fight against abuse;
- to develop its visibility and attractiveness;
- and to adopt its new plan to reduce GHG emissions.

Afnic’s sound financial position was all the more important now in that it allowed it to face an uncertain period in the best conditions.

Godefroy Beauvallet specified that the uncertain period concerned the general context of inflation, not any uncertainty for Afnic in particular. Indeed, it should be noted that the new agreement with the State provides for a clause allowing the tariffs to be re-adjusted if cumulative inflation from 1 July 2022 exceeds 8%. Furthermore, Afnic’s liabilities primarily consist of unearned income and the provision for charges dedicated to the Afnic Foundation for Digital Solidarity, payment of which is made in year N+1 as per the agreement.

3.5. Auditor's report

Report on the annual accounts

Olivier Souillard read the report on the annual accounts:

“In execution of the assignment entrusted to us by your General Meeting, we have audited the accompanying financial statements of Association Française pour le Nommage Internet en Coopération (Afnic), as attached to this report and as presented for the year ended 31 December 2021.

We certify that the annual statements are, in accordance with French accounting rules and principles, regular and sincere, and give a true and fair view of the result of operations over the past financial year and of the financial situation and assets of the Association at the end of this year. We conducted our audit in accordance with the professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

In accordance with professional standards applicable in France, we also conducted the specific checks required by the legal and regulatory texts. We have no observations to make regarding the truthfulness of the information provided in the documents sent to the members, particularly the figures in the activity report, or its consistency with the consolidated financial statements.”

The annual accounts were certified without qualification.

Special report on regulated agreements

Olivier Souillard read the special report on regulated agreements:

“We hereby inform you that we have not been advised of any agreement entered into during the past financial year that would need to be submitted for approval by the ordinary general meeting, and in accordance with the statutory provisions of your association, we have been advised that the performance of the following agreements approved by the ordinary general meeting held during the previous financial year continued throughout the past financial year.

Trustee compensation

The Extraordinary General Meeting of 20 November 2019 had decided that the elected trustees would receive compensation for the duties entrusted to them, within the limits set annually by the General Meeting.

In accordance with Article 14 of the articles of your association and Article 2.1.5 of its internal regulations, this compensation, which must be requested by the elected trustees, is paid quarterly.

In respect of financial year 2021, the following amounts were paid to the following elected trustees: Mr Sébastien Bachollet: €10,500; Mr Arnaud Franquinet: €10,500; Mr Frédéric Guillemaut (for the first half of 2021): €5,250; Mr Arnaud Wittersheim (for the second half of 2021): €5,250; Mr Benjamin Louis: €10,500; Mr Souleymane Oumtanaga: €10,500.

In respect of the first quarter of 2022, the following amounts were paid to the following elected trustees: Mr Sébastien Bachollet: €2,625; Mr Arnaud Franquinet: €2,625 euros; Mr Benjamin Louis: €2,625; Mr Souleymane Oumtanaga: €2,625; Mr Arnaud Wittersheim: €2,625.”

Olivier Souillard thanked Laurence Clément and Caroline Duval-Favre for their welcome and their faultless collaboration in the audits.

Godefroy Beauvallet relayed a question received online relating to the increase of nearly 50% in the expense item “Royalties for grant of patents and licences” in Afnic’s accounts.

Caroline Duval-Favre explained that this concerned the endowment to the Afnic Foundation for Digital Solidarity.

Godefroy Beauvallet specified that the term “royalties” meant royalties due by Afnic to the Afnic Foundation for Digital Solidarity.

On behalf of the Board of Trustees, Sébastien Bachollet and Godefroy Beauvallet remarked on the excellent quality of the accounting and financial documents presented.

3.6. Approval of the accounts for the 2021 financial year and appropriation of profit

Godefroy Beauvallet submitted to the vote the two resolutions concerning the approval of the accounts for 2021 and the appropriation of the result.

57 members were present in person or online or duly represented, 54 of whom had the right to vote.

The following resolutions were passed unanimously:

Resolution 1: Approval of the accounts for the 2021 financial year

The general meeting, having heard the report of the statutory auditor and the additional explanations provided orally, approved the accounts for the year ended 31 December 2021 as presented.

The General Meeting gave discharge to the trustees for the performance of their duties during the previous financial year.

Resolution 2: Allocation to the "other reserves and working capital" account

The general meeting, at the proposal of the Board of Trustees, resolved:

to allocate the accounting surplus for the year of €736,742 to the "other reserves and working capital" account.

3.7. Vote on the 2023 overall budget allocated to trustee compensation

Godefroy Beauvallet reminded members that in accordance with the articles of association, the General Meeting must vote each year on the amount to be made available for elected trustee compensation, and reminded them that this concerned only the five elected trustee, not all trustees.

There was no change in amount compared with previous years.

The following resolution was passed unanimously:

Resolution 3: Setting of a maximum annual budget to cover trustees' compensation for 2023

Having taken due note of the documents provided and following additional oral explanations, the General Meeting set the maximum budget for the compensation of elected trustees so requesting at €52,500 (excl. tax) for the year 2023.

The amount is to be equitably distributed among the trustees so requesting and subject to their diligence.

None of the five elected trustees may receive more than one fifth of this budgeted amount.

3.8. Election of three trustees

Godefroy Beauvallet thanked all the candidates who had applied and campaigned and thus demonstrated their commitment to the association.

He thanked Benjamin Louis, retiring trustee, who was obliged to retire from the Board of Trustees after a six-year term of office. He praised his involvement and his contribution both to the Board of Trustees and to the consultative committee meetings, which he will continue to attend.

He recalled that the election was already largely under way with the online votes for the users' and registrars' colleges, the first round of which had been carried out entirely online and the second round of which had begun online and was being concluded now in the meeting room. Concerning the international college, the one and only round was being carried out entirely in the meeting room.

Reminder of voting rules:

- Only members with over six months' membership and that have paid their 2022 fees in full may vote;
- The electors are the duly authorised representative of the member if the member is a legal person or the member himself or herself where the member is a natural person;
- For the election of their representative to the Board of Trustees, only members of the college concerned shall take part in the vote;
- Voting by proxy is allowed, but a member who is present cannot not hold more than two proxies (valid only for voting in person, therefore for the second round in the general meeting);
- For online voting: one voter = one unique email address per member (no possibility of change once the election is under way), and no proxy possible.

Reminder of candidacies submitted to members' vote:

Registrars' college: one representative with a four-year term of office

Three candidates:

- Nameshield, represented by Arnaud Wittersheim;
- Netim, represented by Sébastien Almiron;
- OVHCloud, represented by Emma Caner.

Users' college: one representative with a four-year term of office

Four candidates:

- Philippe Batreau, in his personal capacity;
- Alexis Fitzjean Ó Cobhthaigh, in his personal capacity;
- Association BZH, represented by Mr David Lesvenan
- INPI, represented by Paul Perpère.

International college: one representative with a three-year term of office

One candidate:

- INPHB, represented by Souleymane Oumtanaga.

The members of the colleges concerned were to go to the respective polling stations (on for each). The polling stations were each manned by two scrutineers.

The votes cast online and in the ballot boxes in the hall were counted.

Godefroy Beauvallet announced the results of the elections and congratulated the new trustees.

For the Registrars' College, NETIM, represented by Sébastien Almiron, was elected in the second round for a term of four years with 13 votes out of 28 voters.

For the Users' College, INPI, represented by Paul Perpère, was elected in the second round for a term of four years with 16 votes out of 30 voters.

For the International College, INPHB, represented by Souleymane Oumtanaga, was re-elected in the first round for a term of three years with 16 votes out of 16 voters.

Godefroy Beauvallet thanked Arnaud Wittersheim for his contributions to the work of the Board of Trustees and his commitment to the association, which would continue, in particular through consultative committee meetings.

He also complimented Alex Corenthin on his contributions to the work of the International College over many years.

There being no other questions, Godefroy Beauvallet thanked the members for attending in person and online and declared the meeting closed at 12:10 pm.

Drawn up in Puteaux on 10 June 2022

The Chair,
Godefroy Beauvallet

The Recording Secretary,
Clémence Davoust

Scrutineers
Sébastien Bachollet

Sophie Canac