

*Board Meeting
held on 14 April
2016*

Decision record

afnic

1. Attendees

Voting members

APPOINTED:

- ✓ **Mr. Emmanuel Sartorius** by the President of INRIA, elected Chairman of the Board
- ✓ **Mr. Luc Saccavini** by the President of INRIA
- ✓ **Mr. Geoffroy Hermann** by the Ministry in charge of electronic communications
- ✓ **Mr. Loïc Duflot** by the Ministry of Industry

ELECTED:

- ✓ **Mr. Lala Andriamampianina** by the International College
- ✓ **Mr. Sébastien Bachollet** by the "Users" consultative committee
- ✓ **Mr. Frédéric Guillemaut** by the "Registrars" consultative committee
- ✓ **Mr. Eric Lantonnet** by the "Registrars" consultative committee
- ✓ **Mr. David Irving Tayer** by the "Users" consultative committee

Participants in an advisory capacity

- ✓ **Mr. Mathieu Weill**, CEO, Afnic

Also participating in the meeting

- ✓ **Mr. Christophe Rambeau**, Auditor, Audit France

- ✓ **Ms Pascale Gatti**, Chief Administrative and Financial Officer
- ✓ **Mr. Pierre Bonis**, Deputy CEO, Afnic
- ✓ **Mr. Régis Massé** Technical Director, Afnic
- ✓ **Mr. Matthieu Crédou**, Marketing director
- ✓ **Ms Emilie Turbat**, Commercial Director
- ✓ **Ms Sylvie Lacep**, Quality and Safety Director

- ✓ **Mr. Laurent Beugnot** Téléscribe company

EXCUSED:

- ✓ **Mr. Patrick Donath** by the Ministry for Higher Education and Research
(Proxy given to Emmanuel Sartorius)

ABSENT

- ✓ **Mr. Perica Sucevic**, Government Commissioner

2. Working Papers

- ✓ Draft resolutions submitted for the approval of the Board
- ✓ Presentation material
- ✓ Minutes of the meeting held on February 4, 2016
- ✓ Dashboard as at March 31, 2016
- ✓ Minutes of the Consultative Committee Meetings held on March 15, 2016
- ✓ Financial statements: presentation to the Finance and Risk Committee
- ✓ Financial statements: annual accounts of Afnic
- ✓ Financial statements: MD&A
- ✓ Draft amendment to the Articles of Association
- ✓ Presentation of the Digital Maturity Index

3. Agenda

- ✓ 09:30 Welcome and appointment of the Recording Secretary
- ✓ 09:35 Approval of the minutes of the meeting held on 04/02/2016
- ✓ 09:40 Progress in the Board's action plan
- ✓ 09:50 News update
- ✓ 10:00 Dashboard as at February 29, 2016
- ✓ 10:10 Information on the Consultation Committee meeting of 03/15/16
- ✓ 10:20 2015 Financial statements
- ✓ 11:15 Objectives of the Executive Committee (review of 2015 and targets for 2016)
- ✓ 12:00 Draft amendments to the Articles of Association
- ✓ 13:45 Convocation and agenda of the General Assemblies

- ✓ 13:55 Draft induction booklet for new trustees
- ✓ 14:30 Presentation of the "digital maturity index" as part of "online presence" operations
- ✓ 15:15 Arrangements for monitoring the AVENIR project
- ✓ 15:30 Date and theme of the annual strategy seminar
- ✓ 15:45 Appointment of the members of the Syreli college
- ✓ 16:00 Miscellaneous
- ✓ 16:15 Restricted Session
- ✓ 16:45 End of Board Meeting

4. Decision record

Emmanuel Sartorius opened the meeting. The agenda was approved. Peter Bonis was designated Recording Secretary.

1. Approval of the minutes of the Board meeting held on 04/02/2016

RESOLUTION 5

The Board approved the draft minutes of the meeting held on 04/02/2016

2. 2015 Financial statements

RESOLUTION 2

On the report of the Finance and Risk Committee, the Board of Trustees, after reviewing the financial statements (balance sheet, income statement and notes) as presented to it which show a profit for the year of **316,097 euros**, decided to close the accounts for the year ended 31/12/2015, including the allocation to the Afnic Foundation for Digital Solidarity in the amount of **1,502,489 euros**.

3. Objectives of the Executive Committee

RESOLUTION 3 and 4 (unpublished)

4. Convocation and agenda for the ordinary general meeting

RESOLUTION 5

The Board authorizes the President to convene the Ordinary General Meeting of the members of the Association at 10:30 on Friday, June 10, 2016, at the Mercure Paris Gare Montparnasse, 20, rue de la Gaîté 75014 Paris.

The agenda is as follows:

1. Opening speech by the Chair
2. Appointment of a Recording Secretary and a Scrutineer
3. 2015 Annual Report
4. Presentation of the Annual Accounts
5. Statutory Auditor's Report
6. Approval of the financial statements for 2015 and appropriation of income
7. Afnic Foundation for Digital Solidarity
8. Election of directors representing Registrars, users, and international correspondent members

5. Draft amendment to the Articles of Association and Calling of an extraordinary General Meeting

RESOLUTION 6

The Board authorizes the Chair to convene an extraordinary general meeting of the members of the association on Wednesday, May 4, 2016 at 10:00 in Afnic's premises located at Immeuble Le Stephenson, 1 rue Stephenson, 78180 Montigny-le-Bretonneux;

The agenda is: amendment of Articles 3, 6, 11, 12 and 15 of the Articles of Association.

If the quorum is not reached at the extraordinary general meeting of May 4, the Board authorizes the President to convene a second extraordinary general meeting of members of the association on Friday, June 10, 2015 at 09:30, prior to the ordinary general meeting.

6. Appointment of the members of the Syreli college

RESOLUTION 6

Pursuant to the provisions of the Ordinance of March 12, 2014 on the digital economy, Afnic is establishing a dispute resolution procedure for TLDs under its management. The provisions of this procedure called "Syreli" are detailed in Chapter II of the Rules of Procedure for association members.

The Board of Trustees has decided to appoint Afnic employees within the college, named below in their capacity as:

- Full members: Pierre Bonis, Loic Damilaville, Isabel Toutaud.
- Alternate Members: Marine Chantreau, Marianne Georgelin, Régis Masse.

Decisions are made by the CEO on behalf of Afnic.

Emmanuel Sartorius closed the session at 16:15.

Drawn up this day on Montigny-le-Bretonneux, on April 15, 2016

Chair
Emmanuel Sartorius

Trustee

Recording Secretary
Pierre Bonis