

**MINUTES OF THE SPECIAL BOARD MEETING HELD DURING ON 4 JUNE 2019 AT
12:14 UTC VIA ONLINE CONFERENCING SYSTEM**

Present:

| | | |
|-------------------------|--------|------------------|
| Mr Alan Barrett (AB) | CEO | |
| Dr Christian Bope (CB) | Member | Central Africa |
| Mr S.Moonesamy (SM) | Member | Indian Ocean |
| Mr Robert Ford (RF) | Member | Eastern Africa |
| Mr Vika Mpisane (VM) | Member | Southern Africa |
| Mr Serge Ilunga (SI) | Member | Non Geographical |
| Mr Seun Ojedeji (SO) | Member | Non Geographical |
| Prof Habib Youssef (HY) | Member | Northern Africa |

In Attendance:

| | |
|---------------------------|--|
| Mr Ashok Radhakisson (AR) | Legal Counsel |
| Mr Ernest Byrahunga | Election Committee Chair (from 12:14 UTC to 12:39 UTC) |

Apologies:

| | | |
|--------------------|--------|----------------|
| Mr Ousmane Ly (OL) | Member | Western Africa |
|--------------------|--------|----------------|

AGENDA

1. Special resolution from members
2. AFRINIC Services Outage

BUSINESS OF THE DAY

The Chair CB welcomed the Members present and opened the meeting at 12:14 UTC.

The Chair informed that the Chairs of the Election Committee (Ecom) Ernest Byrahunga, and Nomination Committee (NomCom) Serge Parfait Goma, were respectively invited to join the Board for a discussion under Agenda Item no 1. However, the Chair of the NomCom was not able to attend the meeting and Ernest Byrahunga was present.

A roll call was carried out to confirm quorum. The Chair asked for members to waive the 14 days' notice to call for a meeting. The Agenda was adopted with amendments. Proposed SM. Seconded SI.

SO declared conflict of interest as his seat is opened for election.

1. Special resolution from members

The Chair stated that one Member proposed a special resolution due to the non-respect of the timeline that was approved in the election guidelines.

In the absence of the Chair of NomCom, the Board Liaison to NomCom, SM was invited to explain what caused the delay at NomCom level. He clarified that the process started on time but the NomCom has difficulties in finding candidates and the timeline has to be extended. Moreover, NomCom faced challenges during the due diligence process. SM further pointed out that the Chair of NomCom made a request for extension of the timeline to the Chair of the Board.

The Chair CB queried the Ecom Chair on whether the delay will impact the election.

The Chair of ECom explained that the e-voting is due to start on the 6th June 2019 which is 14 days before the election, and paper voting on the 20th June in Kampala, as such no further delay is expected.

The CEO stated his understanding that the concern of the member is that the comment period has been reduced in terms of the published timeline for the Board election, NomCom has to publish the list of candidates for comment period 30 days before the election ie 31 May the start of the public comment period, and NomCom has only published the candidates on the 3 June 2019 which is 16 days before the election. The CEO continued to say that the election itself can begin on time, 14 days before the AGMM..

The Legal Counsel pointed out that the practical aspects of the organisation of the election can still be done as per the confirmation of Ecom and the CEO. The Legal Counsel referred the Board to the election guidelines which recognize that the timeline should be practical and there might be deviations, which minor or major deviations. A minor deviation needs not be approved by the Board but may be corrected by the NomCom directly. Any major deviation must be approved by the Board.

The Legal Counsel indicated that Section 5.9 of the election guidelines also gives the mandate to NomCom to extend the timeline, if required.

The Legal Counsel stated that all actions done by the NomCom and the Board are in compliance with the election guidelines and the Bylaws. The only concern is the shortening of the comment period, whether to consider the shorter comment period is a minor or major deviation.

The election committee chair, EB, left the meeting at 12:39 UTC

The Board thoroughly debated about whether the shorter comment period is to be considered as a minor or major deviation.

The Legal Counsel clarified that he has not explicitly described that the shorter comment period is a minor or major deviation, and has not taken a stand on it. The Bylaws do not state that the NomCom has to report to the community.

The Legal Counsel stated that there has not been any breach of the election guidelines and the Bylaws, and there is no need to have a Special Resolution by the Member. The Legal Counsel

has sought advice from two other counsels and they are in an agreement with the legal interpretation of the situation.

The Legal Counsel further reported that the CEO discussed with him and requested him to advise how the special resolution could be brought for discussion at the AGMM. He sought advice from two other Legal Counsels who concur with his legal opinion but also consider that in matters of companies and members, any proposal from a Member can be discussed by the company. As such, if the Board wants to discuss, notwithstanding that there is no breach, we can discuss on the basis of an ordinary resolution based on our legal interpretation of the issue rather than that of the member, and take the risk of the consequences.

After discussion, the majority of the Board was of the view that the advice of the Legal Counsel should be accepted and that the proposal for the special resolution should not be accepted.

SO was of the view that the Board should promote dialogue within the community, and that the Board should approve the change in timeline, communicate same to members and apologize to the community for the change in the same manner that NomCom has sent an apology. Having noted the apologies of the delay then the special resolution requested by the member will no longer be necessary.

The CEO queried the Legal Counsel on whether the Legal Counsel's interpretation of the deviation is minor or major deviation.

The Legal Counsel stated that it was not clear whether the deviation was major or minor; however, since the Board had approved the extension of the nomination period, thus by implication the Board had approved the extension of other aspects of the time line.

The CEO stated that the special resolution should be accepted. SO put on record that there was no time a deviation of timeline was put to the Board and he had not approved for a deviation in the timeline in the past. The CEO was in support of SO's view and that the Board did not approve the late announcement of the slate but only approved an extension of the nomination period.

The Chair summarized that the special resolution will not be tabled in the AGMM Notice as per the legal advice received. The Legal Counsel will draft a response to the member, the Chairman will and the Notice of AGMM will be sent to all Members after.

After discussion, the following resolutions were passed by the Board.

Resolution 201906.491

WHEREAS the election process contains a timeline and specifies that the timeline "shall be used as far as practicable", and specifies that "Minor deviations do not need to be approved by the Board";

WHEREAS the timeline specifies that, 30 days before the election, NomCom should announce the candidate list and the comment period should start;

WHEREAS on 3 June 2019, approximately 16 days before the election, NomCom announced the candidate list and the comment period started;

RESOLVED to note that the late announcement of the candidate list and the late start of the comment period constitute a minor deviation from the timeline;

RESOLVED that the deviation is retrospectively approved by the Board, notwithstanding the Board's opinion that the deviation is minor.

Proposed AB. Seconded SO. SM Abstained. No Objection. Resolution passed

Resolution 201906.492

Resolved to request the Chair to draft and communicate a reply to the representative of Liquid Telecom, which best reflects the Board's position.

Proposed RF. Seconded HY. No objection. No Abstention. Resolution passed unanimously.

The Board further reviewed and approved the Notice of the AGMM2019 and its related documents.

Resolution 201906.493

WHEREAS the Board having taken cognizance of the request of the representative of Liquid Telecom for the inclusion of a draft special resolution to the agenda of the forthcoming AGMM , sought and obtained legal advice on this matter, and having regard to resolution 201906.491;

RESOLVED not to accede to his request.

Proposed HY. Seconded RF. Vote No AB. Abstention SO. Resolution passed.

Resolution 201906.494

The Board resolved to approve the Notice of the Annual General Members' Meeting to be held on 20 June 2019 with changes as discussed.

Proposed SO. Seconded HY. No Objection Abstention. Resolution passed unanimously

Action Item 201906.01: The Chair and the Management to send the Notice of AGMM2019 on Wednesday 5 June 2019 by latest 12:00 UTC.

2. AFRINIC Services Outage

SM expressed his concern that there was no report to the Board 24 hours after the outage, but there was minimal information in the preliminary report and on how the outage is being handled.

The CEO stated that it is normal practice to inform other RIRs when AFRINIC experienced a technical problem. The CEO reiterated that the report will be provided as stated on, Wednesday 5 June 2019 and there are further facts to be confirmed before including details in the preliminary report.

Action Item 201906.02: The CEO to prepare a report on AFRINIC services outage and to be added to the agenda of the face2face meeting in Kampala.

3. Closure

The Chair CB moved to close the meeting at 15:08 UTC. Proposed SO. Seconded HY.