



**MINUTES OF THE SPECIAL BOARD MEETING HELD ON 18 JANUARY 2022 AT 09:05
UTC VIA ONLINE CONFERENCING SYSTEM**

Present:

| | | |
|---------------------------|--------|-------------------------|
| Mr S.Moonesamy (SM) | Member | Indian Ocean |
| Prof Habib Youssef (HY) | Member | Northern Africa |
| Dr Abdalla Omari (AO) | Member | Eastern Africa |
| Dr Adewale Adedokun (AA) | Member | Western Africa |
| Mr Silvio Almada (SA) | Member | Southern Africa |
| Mr Benjamin Eshun (BE) | Member | Non-Geographical |
| Mr Oluwaseun Ojedeji (OO) | Member | Non Geographical |
| Mr Eddy Kayihura (EK) | Member | Chief Executive Officer |

In Attendance:

| | |
|----------------------|---------------------------|
| Me Ashok Radhakisoon | Legal Counsel |
| Mrs Guylaine Laiyra | Snr. Executive Assistant* |

AGENDA

- 1.0 Welcome
- 1.1 Disclosure of Conflict of Interest
- 2.0 Notice of Motion - Cloud Innovation Ltd v/s AFRINIC and others

BUSINESS OF THE DAY

1. Welcome

The Chair welcomed the members present and opened the meeting at 09:05 UTC.

A roll call was carried out to confirm members' attendance to the meeting.

The members present agreed to waive the irregularity of 14 days' notice to convene a special board meeting as per Section 19.2 of the AFRINIC Bylaws. The Chair convened the special meeting as he has determined that the matter is urgent.

1.1 Disclosure of Conflict of Interest

The Chair disclosed a potential conflict of interest because his name is on the Notice of Motion. OO, BE and AA also disclosed potential conflict of interest.

The Chair was of the view that there is a conflict of interest, but the agenda item can be discussed within the Board.

The Legal Counsel clarified that the Notice of Motion – 3rd Contempt of Court has been served at the seat of the Company and directors are also listed in it as respondents. The directors have an interest to know what is in the motion in order to defend themselves but there is no conflict as such. The names of the directors are listed in the motion as individuals, there is only an interest to know the content of the case / legal document which will enable the directors to understand the case and take a decision on how to proceed.

2.0 Notice of Motion - Cloud Innovation Ltd v/s AFRINIC and others

The Board took note of the Notice of Motion served upon AFRINIC on the 13 January 2022. The motion involved the Board of Directors for contempt of court with request for actions to be served upon the individual directors. The case is called before the Court on Monday 24 January 2022.

[REDACTED]

The Board was informed that the discussion is presently ongoing with all the Legal Team and a clear stand will be communicated to the directors.

The CEO proposed to wait for the next Board meeting to have further information after discussion with the Legal Team.

AO not in attendance at 10:24 UTC

Resolution 202201.666

WHEREAS the company has received a notice of motion from Cloud Innovation Ltd against the African Network Information Centre (AFRINIC) Ltd and others on 13th January 2022;
RESOLVED that all legal costs to be incurred by a director related to the case be borne by the company.

Proposed BE Seconded EK

YES Vote: EK BE HY AA SM OO SA

NO Vote : None

Abstain: None

2. Closure

The Chair moved to close the meeting at 10:35 UTC.

SIGNED