

EXPLANATORY MEMORANDUM

To amend and clarify Article 13 of the AFRINIC constitution relating to the date of start and end of the term of office of Directors as follows:

1- Amend Art 13.1 to read as follows-

Subject to the provisions of Art (11) and Art 13.5 (ii), of the Constitution, the Board shall call a meeting of members to appoint the Directors of the Company where vacancies occur as a result of the expiry of the term of office of any Director.

2- Add new Art 13.1(i) reading as follows-

13.1(i)-where vacancies occur as a result of

(a) the removal or resignation of any Director in terms of Art 14 of this Constitution

(b) the disqualification of any Director in terms of the Companies Act and/or this Constitution

(c) the untimely death of any Director,

Such vacancies shall be filled in terms of the provisions of Art 13.14 of the present Constitution.

For the avoidance of doubt, and subject to Art 13.1(i) the tenure of office of such Directors shall be the date on which the Board resolved to effect such appointments.

3- Add new Art 13.5(i) reading as follows-

The tenure of office of each Director elected under Articles 13.4(i) and 13.4(ii) of this Constitution shall start on the first day of the calendar month immediately following the date of the AGMM during which the Director was elected notwithstanding the fact that the administrative process required for the assumption of office of the Director is completed after that date.