

**MINUTES OF THE MEETING OF THE
OP3FT BOARD OF DIRECTORS
OF MAY 15, 2020**

Published by the OP3FT, the non-profit organization whose purpose is to hold, promote, protect and ensure the progress of the Frogans technology, in the form of an open standard for the Internet, available to all, free of charge.

This document is the English translation of the minutes which were originally written in French.

In compliance with Article 11 of the OP3FT Bylaws, these minutes record the decisions made by the Board of Directors during its meeting of May 15, 2020.

These minutes will be published and archived on the Web site of the OP3FT "op3ft.org", along with this translation in English, at the following permanent URLs (Uniform Resource Locators):

- in English: <https://www.op3ft.org/en/resources/bdmm/20200515/access.html>
- in French: <https://www.op3ft.org/fr/resources/bdmm/20200515/access.html>

On May 15, 2020, at 3 PM, the OP3FT Board of Directors met at the registered office of the OP3FT upon notice to this effect given by its President.

The following persons were present via telecommunication or videoconference:

- Mr Amaury GRIMBERT, President,
- Mr Alexis TAMAS, Director,
- Mr Alain MARTEL, Director
- Mr Khaled KOUBAA, Director.

As all members were either physically present or represented, the Board of Directors could validly deliberate.

The company 3A Conseil, represented by Mr Marc de SALINELLES, Statutory Auditor, having been given notice to attend, sent his apologies for not attending.

The meeting was opened under the chairmanship of Mr Amaury GRIMBERT, President of the OP3FT Board of Directors.

Mr Alain MARTEL was designated Secretary of the meeting.

The President reminded the Board of Directors that the meeting agenda covered the following topics:

- Follow-up on the supervision of the various work in progress, in particular
 - work by the promotion team

- work by the legal team
 - work by the technical teams
 - work by the vigilance team
- Reorganizing the OP3FT teams’ work in the context of Covid-19,
 - Signing of the new Frogans Core Registry Delegation Agreement,
 - Seeking an amicable resolution with the company STG Interactive,
 - Process of finalizing and approving the Annual Financial Statement and the Activity Report for 2019,
 - OP3FT Branches / Capital increase of OP3FT Branches and resolutions covering OP3FT China,
 - Miscellaneous questions.

The President restated that the opening of the Frogans Core Registry (FCR) to Internet users had not yet happened, and that therefore, in compliance with Article 13 of the Bylaws, the Board of Directors was not required to engage the public consultation procedure.

During the follow-up on the supervision of the work in progress, the Board of Directors provides guidance concerning the work of the teams, validating the priorities and the goals to be achieved.

The President reminded the Board of Directors that the notice to attend this meeting covering the adoption of the Annual Financial Statement and the Activity Report had been issued in compliance with the provisions in Article 10 of the OP3FT Bylaws, and noted that all members were present by videoconference, as the travel restrictions related to Covid-19 prevented them from being present on-site.

Having deliberated the topics given on the meeting agenda, the present or represented members of the Board of Directors unanimously took the following decisions.

REORGANIZING THE OP3FT TEAMS’ WORK IN THE CONTEXT OF COVID-19

In the context of the reorganization of the OP3FT teams’ work linked to Covid-19, the Board of Directors took note that the plan to ease the lockdown presented by the French government on May 7, 2020, indicates that remote working must be the rule whenever it can be put in practice.

In these conditions, the Board of Directors took note that remote working will remain in place at the OP3FT until the government publishes a different directive.

SIGNING OF THE NEW FROGANS CORE REGISTRY DELEGATION AGREEMENT

Further to its decision of February 27, 2020 to confirm the designation of the company F2R2 as the new FCR Operator, the Board of Directors took note that the legal team finalized the draft of the new Frogans Core Registry Delegation Agreement.

Mr Syar AHMADY, member of the legal team, presented the differences between the previous delegation agreement and the new delegation agreement:

- the addition of an article defining the conditions of the takeover from the former operator;
- the clarification of the maximum duration of the transition period applicable in the event of a transfer to a new operator;
- the clarification of the definition of the takeover amount applicable in the event of a transfer to a new operator;
- the date from which the monthly royalties shall be due;
- minor details and minor changes to wording.

In light of this presentation, the Board of Directors approved the draft of the new Frogans Core Registry Delegation Agreement and decided on the signing of this agreement with the company F2R2.

The Board of Directors decided that the French and English versions of the new Frogans Core Registry Delegation Agreement would be published on the official Web site of the Frogans technology “frogans.org” at the following permanent URLs:

- in English: <https://www.frogans.org/en/resources/fcrda/access.html>
- in French: <https://www.frogans.org/fr/resources/fcrda/access.html>

SEEKING AN AMICABLE RESOLUTION WITH THE COMPANY STG INTERACTIVE

For the following decisions, Messrs Alexis TAMAS and Amaury GRIMBERT did not take part in the vote because of their indirect interest in their capacity as directors of the company STG Interactive.

Further to its decision of December 11, 2019 not to seek to recover money owed to the OP3FT by the company STG Interactive through the courts, but rather to seek an amicable resolution with the company, the Board of Directors of the OP3FT decided to designate Mr Alain MARTEL, in his role as Director of the OP3FT, to seek an amicable resolution with the company STG Interactive.

The Board of Directors decided on the terms that Mr Alain MARTEL will attempt to obtain for the OP3FT when seeking an amicable resolution. The Board of Directors also decided that an agreement should be reached before the end of the transition period for the technical and commercial operation of the FCR (this transition period is due to end no later than June 30, 2020).

Mr Alexis TAMAS, in his role as President of the company STG Interactive, indicated that the Board of Directors of STG Interactive had designated Mr Edouard GRIMBERT, in his role as Director of STG Interactive, to seek an amicable resolution with the OP3FT.

PROCESS OF FINALIZING AND APPROVING THE ANNUAL FINANCIAL STATEMENT AND THE ACTIVITY REPORT FOR 2019

The Board of Directors took note that the Covid-19 epidemic has led to difficulties which prevented the finalization of the OP3FT’s Annual Financial Statement and Activity Report for 2019, which to date could not be finalized, as had been initially planned.

In compliance with Statutory Order n° 2020-321 of March 25, 2020, as well as with Statutory

Order n° 2020-318 of March 25, 2020 covering the adaptation of rules concerning the drawing up, finalization, audit, review, approval and publication of financial statements and other documents and information which legal persons and entities without legal personality are required to file or publish in the context of the Covid-19 epidemic, the Board of Directors decided to delay until September 30, 2020, at the latest, the approval of the OP3FT's Annual Financial Statement and Activity Report for the fiscal year 2019.

In compliance with Article 23 of the OP3FT Bylaws which set forth that "a period of 45 days minimum shall separate the decision to finalize the Annual Financial Statement from the decision to approve it", the Board of Directors decided to delay until August 16, 2020, at the latest, the finalization of the OP3FT's Annual Financial Statement and Activity Report for the fiscal year 2019.

Mr Amaury GRIMBERT, in his role as President of the OP3FT, shall inform the *Préfecture de Paris* of this delay.

OP3FT BRANCHES / CAPITAL INCREASE OF OP3FT BRANCHES AND RESOLUTIONS COVERING OP3FT CHINA

As a reminder, OP3FT Branches was created by a decision of the Board of Directors of the OP3FT on March 5, 2019. The purpose of OP3FT Branches is to establish local branches of the OP3FT in all foreign countries, notably in the form of subsidiaries or branch offices. OP3FT Branches is a dedicated entity based in Paris, France, and wholly owned by the OP3FT. Its capital is assigned to the endowment of the OP3FT. OP3FT Branches is administered by a President, the OP3FT, which is the Sole Shareholder of OP3FT Branches.

In this context, the OP3FT Board of Directors adopted the following resolutions concerning OP3FT Branches:

"First resolution - Capital Increase of OP3FT Branches

In compliance with Article 6 of the Bylaws of OP3FT Branches which set forth that "the share capital may be increased by way of a decision of the Sole Shareholder in order to provide the funds and capital required to establish each local branch", the Sole Shareholder decided to increase the share capital of OP3FT Branches to 60,000 (sixty thousand) euros by a cash injection of 55,000 (fifty five thousand) euros.

Second resolution - Powers granted with a regard to administrative procedures for the capital increase of OP3FT Branches

The Sole Shareholder grants the broadest powers to the holder of the original, of a copy, or of an extract of these meeting minutes in order to pursue all procedures concerning the capital increase of OP3FT Branches adopted in the first resolution.

Third resolution - Contributing the capital of OP3FT China

Further to the resolution of September 18, 2019, which set to 1,000,000 RMB (one million RMB) the share capital of OP3FT China, the local branch of the OP3FT in China, the Sole Shareholder decided to immediately contribute 40% of the share capital of OP3FT China, which is 400,000 RMB (four hundred thousand RMB).

In compliance with the resolution of September 18, 2019, the remainder of the share capital of OP3FT China must be wholly contributed before December 31, 2021.

Fourth resolution - Changing the legal address of OP3FT China

The Sole Shareholder decided to amend the Bylaws of OP3FT China:

Amendment to the clause of article 2 of title 1 "General Provisions" covering the legal address of OP3FT China.

The previous text was:

法定地址：北京市海淀区科学院南路2号C座南楼五层515室

(Registered Address of the Company: Beijing, Haidian District, No. 2 Kexueyuan South Road, South Building, Tower C, 5/F, Room 515)

The new text is:

法定地址：北京市朝阳区东三环中路20号楼4层04内512室

(Registered Address of the Company: Beijing, Chaoyang District, No.20 Center East Middle 3rd Ring Road, 4/F, Room 512)

Other than the amendment to this article, the other articles of the Bylaws of OP3FT China are unchanged and the original Bylaws are in force. This amendment to the Bylaws is a continuation of the original Bylaws and has the same legal effect as the original Bylaws.

Fifth resolution - Powers granted with a regard to administrative procedures for contributing to the share capital of, and for changing the legal address of, OP3FT China

The Sole Shareholder grants the broadest powers to Mr Amaury Grimbert, in his role as Executive Director of OP3FT China, in order to pursue all procedures necessary for contributing the share capital of OP3FT China adopted in the third resolution and for amending the Bylaws of OP3FT China adopted in the fourth resolution."

There being no topics remaining on the agenda, the meeting ended at 5 PM.

Amaury GRIMBERT
President of the OP3FT Board of Directors

Alain MARTEL
Secretary of the Meeting

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