

**MINUTES OF THE MEETING OF THE  
OP3FT BOARD OF DIRECTORS  
OF MAY 14, 2021**

Published by the OP3FT, the dedicated, independent, non-profit standards developing 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 14, 2021.

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/20210514/access.html>
- in French: <https://www.op3ft.org/fr/resources/bdmm/20210514/access.html>

On May 14, 2021, at 3:00 PM, the OP3FT Board of Directors met by videoconference 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 present, the Board of Directors could validly deliberate.

The company 3A Conseil, represented by Ms Sabrina MERNICHE, Statutory Auditor, having been given notice to attend, sent her 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.

After reading, the Board of Directors approved the minutes of the previous meeting.

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

- Renewing the mandate of Mr Khaled KOUBAA in his capacity as Director,

- Directors' Annual Statements,
- Finalizing the Annual Financial Statement 2020,
- Finalizing the Activity Report 2020,
- Payment of monthly royalties by the FCR Operator under the license to operate the FCR,
- OP3FT Branches / Approval of the Annual Financial Statement 2020 by the Sole Shareholder,
- Creation of a local branch of the OP3FT in the USA,
- 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.

The President reminded the Board of Directors that the notice to attend this meeting covering the finalization 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 via 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 Board of Directors took note of the following points and unanimously took the following decisions.

### **RENEWING THE MANDATE OF MR KHALED KOUBAA IN HIS CAPACITY AS DIRECTOR**

In compliance with Article 6 of the OP3FT Bylaws, on June 11, 2018 Mr Khaled KOUBAA was elected to the Board of Directors of the OP3FT by the Board of Directors for a period of three years, and his term of office is renewable by periods of three years. The mandate of Mr Khaled KOUBAA expires on June 11, 2021.

Mr Khaled KOUBAA has expressed his wish to continue in his capacity of Director on the Board of Directors.

In this context, Mr Khaled KOUBAA not taking part in the vote, the Board of Directors decided to renew the mandate of Mr Khaled KOUBAA in his capacity of Director for three years, until June 11, 2024.

### **DIRECTORS' ANNUAL STATEMENTS**

As stated in Article 6 of the OP3FT Bylaws, "the Directors shall act in an independent and neutral manner with respect to special interests, including those of legal entities in which they might hold a position, whilst respecting the founding principles defined in these Bylaws."

The Directors of the OP3FT restated the commitment made when acceding to their positions and each signed the "Directors' Annual Statement".

The Board of Directors decided on the publication of these annual statements, along with their English translation, on the OP3FT Web site "op3ft.org" at the following permanent Urls:

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

## **FINALIZING THE ANNUAL FINANCIAL STATEMENT 2020**

The President presented the Annual Financial Statement for the year 2020 and the important events for the year.

The OP3FT has drawn up a financial statement, consisting of a balance sheet and a revenue and expenses statement, for its ninth fiscal year beginning on January 1, 2020 and ending on December 31, 2020.

Pursuant to Article 20 of the OP3FT Bylaws, "The OP3FT may receive, from third parties, referred to as Donors, lifetime gifts stemming from public generosity, such as computer equipment, monies or securities. The Board of Directors may decide not to assign, in whole or in part, these lifetime gifts to the endowment. These lifetime gifts may constitute additional resources for financing the OP3FT's public-interest mission."

The OP3FT did not receive any lifetime gifts stemming from public generosity during the year 2020.

The OP3FT's 2020 annual financial statement is characterized by the following:

- Balance sheet total: 2,260,491 euros
- Endowment revenues: 721,394 euros
- Lifetime gifts: 0 euros
- Result for the period: - 344,377 euros

The Board of Directors took note that the endowment revenues for the year 2020 correspond to six months of royalties due under the license to operate the FCR granted to the F2R2 company, which took over the technical and commercial operation of the FCR as of July 1, 2020, which is 900,000 euros, minus 178,606 euros corresponding to the takeover amount of the addressing services billed by the former operator of the FCR but not yet provided and that are to be provided by the F2R2 company.

The Board of Directors took note that despite making a loss during this period and despite a social and tax debt of 895,500 euros, the OP3FT still has a positive equity balance of 157,011 euros, and decided to closely monitor this situation.

In compliance with Article 23 of the OP3FT Bylaws, the Board of Directors decided to finalize the OP3FT's 2020 Annual Financial Statement.

After its approval by the Board of Directors, the Annual Financial Statement 2020 will be published on the Web site of the OP3FT "op3ft.org" at the following permanent Urls:

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

## **FINALIZING THE ACTIVITY REPORT 2020**

The President presented the draft of the OP3FT Activity Report for 2020, which has been drawn up in compliance with French law, notably Article 8 of Decree n° 2009-158 of February 11, 2009 and Article 2.1 of the Ministerial Circular of May 19, 2009.

In compliance with Article 24 of the OP3FT Bylaws, the Board of Directors decided to finalize the OP3FT's 2020 Activity Report.

After its approval by the Board of Directors, the Activity Report 2020 will be published on the Web site of the OP3FT "op3ft.org" at the following permanent Urls:

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

## **PAYMENT OF MONTHLY ROYALTIES BY THE FCR OPERATOR UNDER THE LICENSE TO OPERATE THE FCR**

Further to the decision of the Board of Directors of November 25, 2020 to grant, as an exceptional measure, to the company F2R2 an extension for payment of the monthly royalties, and to follow up payments in each Board of Directors meeting until the F2R2 company has completely settled all of its debt, Mr Alexis TAMAS, in his role as President of the F2R2 company, informed the Board of Directors of the progress in fundraising by F2R2. The Board of Directors took note of this progress.

## **OP3FT BRANCHES / APPROVAL OF THE ANNUAL FINANCIAL STATEMENT 2020 BY THE SOLE SHAREHOLDER**

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:

*"Sole resolution - Approval of the Annual Financial Statement for 2020 of OP3FT Branches*

*The Sole Shareholder, after having heard the reading of both the President's and the Statutory Auditor's reports on the accounting period ending December 31, 2020, approved, as it was presented, the Annual Financial Statement 2020 of OP3FT Branches.*

*The Annual Financial Statement 2020 of OP3FT Branches is characterized by the following:*

- *Balance sheet total: 58,165 euros*
- *Turnover: 0 euros*
- *Result for the period: - 6,024 euros”*

## **CREATION OF A LOCAL BRANCH OF THE OP3FT IN THE USA**

Mr Alexis TAMAS presented the progress of the Web site presenting OP3FT USA, the local branch of the OP3FT currently being created in the United States.

The Board of Directors took note that this Web site is based on and completes the contents of the document that it had decided to publish during its meeting of September 4, 2019, and that therefore it is no longer necessary to publish that document.

Mr Khaled KOUBAA proposed to make improvements to the Web site.

The Board of Directors thanked Mr Khaled KOUBAA for his proposal, and decided to publish the Web site presenting OP3FT USA, "usa.op3ft.org", once it has been finalized.

There being no topics remaining on the agenda, the meeting ended at 4:30 PM.

Amaury GRIMBERT  
President of the OP3FT Board of Directors

Alain MARTEL  
Secretary of the Meeting

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