

### DotAsia Board Meeting Minutes

Date(s) & Time:	Nov 02, 2022 (Wednesday) 02:00 PM – 04:15 PM (HK Time)
Location:	Zoom Meeting Room: <a href="https://aji.asia/zoomboard">https://aji.asia/zoomboard</a>
Attendees:	<p>Santanu ACHARYA Kashif ADEEL Satish BABU<sup>a</sup> Andi BUDIMANSYAH Arthur CHANG<sup>a</sup> Edmon CHUNG Joel DISINI Murad IBRAGIMOV Alireza SALEH Ellen STRICKLAND<sup>a</sup> Leonid TODOROV</p> <p>Rebecca CHAN (DotAsia Team) Phyo Thiri LWIN (DotAsia Team)</p> <p><sup>a</sup> Left during discussion item 9.1</p>

No.	Action Items:	Owner	Remarks
2020.01.A01	Follow up with MONIC and CTT on obtaining clarification and voting representative for .MO.	DotAsia Team	More information to be provided when received from CTT (after pandemic lockdown eases).
2022.05.A01	Bring the discussion of IDN Label Generation Ruleset in Tibetan script to the BCC.	Edmon CHUNG	In progress.
2022.09.A01	Members contact list and last engagement.	BoardSec	Completed. Further confirmation of contacts in progress.
2022.09.A02	Provide auditor's amounts on due to/from subsidiaries.	Rebecca	In progress, obtaining latest version from Mazars.
2022.09.A04	Execution of Namesphere audit reports 2019.	Rebecca	Completed.

No.	Action Items:	Owner	Remarks
2022.11.A01	Bring discussion of the details of the process towards putting the CEO contract to tender to the BGC.	BGC Chair	Completed. Discussion continuing at BGC.
2022.11.A02	Coordinating next steps for appointment of directors to the Namesphere board.	Edmon CHUNG, Boardsec	In progress.
2022.11.A03	Provide information from opposing party regarding settlement offer.	Edmon CHUNG	Completed.

No.	Resolutions / Decisions:
2022.11.001	<p>Board Meeting Minutes (Sep 07 2022 and Sep 08 2022)</p> <ul style="list-style-type: none"> <li>Approval of Board Meeting minutes of Sep, 7 &amp; 8, 2022.</li> </ul> <p>Approved with one objection from Joel DISINI.</p>
2022.11.002	<p>Additional Legal Support for DotAsia Board and Board Committees:</p> <ul style="list-style-type: none"> <li>Proceed to engage with SPB as additional legal support</li> <li>Enter into negotiations with SPB with ad hoc team of Board Members</li> </ul> <p>Resolved.</p>
2022.11.003	<p>CEO Contract matters:</p> <ul style="list-style-type: none"> <li>Proceed towards opening tender of CEO position</li> <li>Details, process and legal considerations to be discussed at the BGC</li> </ul> <p>Resolved with two votes against.</p>
2022.11.004	<p>Endorsement of candidates for appointments to Namesphere Board:</p> <ul style="list-style-type: none"> <li>Murad IBRAGIMOV</li> <li>Kashif ADEEL</li> <li>Alireza SALEH</li> <li>Anil Kumar JAIN</li> </ul> <p>Resolved.</p>
2022.11.005	<p>Consideration and admission of .AU membership application to be a Sponsor Member of DotAsia Organisation:</p> <ul style="list-style-type: none"> <li>Application for DotAsia Membership received from auDA</li> <li>It was confirmed that auDA is the ccTLD manager for .AU (Australia) in the IANA Database</li> </ul> <p>Resolved.</p>
2022.11.006	DotAsia/Namesphere Settlement of .BOX litigations:

No.	Resolutions / Decisions:
	<ul style="list-style-type: none"><li>Proceed with mediation, negotiations and settlement of lawsuits including the litigation against DotAsia/Namesphere (Ontario, Canada) and DotAsia/Namesphere's counterclaim (Caymans) as recommended by legal counsels.</li></ul> Resolved unanimously.
2022.11.007	Ratification of Mediation Response/Notice by Ad Hoc Mediation Committee: <ul style="list-style-type: none"><li>Proceed with Mediation Response/Notice for both cases (HCA469 Namesphere Shareholding &amp; HCA1767 .SPA) as per output completed by Mediation Committee.</li></ul> Resolved unanimously.

Discussions:

**1. Roll Call**

- 1.1. Leonid chaired the Board meeting on November 2, 2022.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

**2. Review / Amend Agenda**

- 2.1. Agenda item: It was suggested that appointing additional legal support should be moved up to be addressed after the consideration of the Board Meeting minutes.
- 2.2. The Chair suggested that discussion regarding the CEO contract should be added to the agenda immediately after the discussion on appointing additional legal support.
  - 2.2.1 It was noted that the topic of the CEO contract is being discussed at the BGC and that legal advice on the matter is being sought to inform the Board on discussions thereon.
  - 2.2.2 Chair suggested CEO declare a conflict of interest and CEO clarified in response that in consideration of legalities **of the process forward** he has no further statements of interests to declare.

**3. Updates of SOI (Statement of Interest)**

- 3.1. There are no SOI updates from the Board Directors.

**4. Approval of Board Meeting Minutes (Sep 7 & 8 2022)**

- 4.1. The most recent version of Draft 1 was presented and the Board was walked through action items.
  - 4.1.1. A question was raised on whether the Namesphere 2019 audit report and the contract with KSHK were signed. It was clarified that the 2019 audit report was signed in front of the Board in Singapore, and Rebecca explained that signatures from Dynamic Dragons as Namesphere's auditors for that year are pending and that the KSHK engagement letter will be processed after the completion of the 2019 audit report.
- 4.2. A comment was raised that the DotAsia official minutes appear complex and grammatically difficult due to the use of passive voice. In understanding that an accurate representation of what was shared in the boardroom is important, it was suggested that minutes should be presented consistently without unnecessarily naming directors and maintaining the accuracy and adequacy of the substance thereof. It was further commented that the CEO and staff suggested that such a manner ensures the most accurate and consistent account of the Board proceedings without attributing comments to individual directors.
- 4.3. The September 7 and 8 2022 Board Meeting minutes were approved by all the Directors but one who objected thereto. (2022.11.001).

## 5. Appointing Additional Legal Support for Board and Board Committees

- 5.1. Directors shared their feedback on the meeting with the shortlisted candidates on October 31, 2022. They highlighted SPB's background and experience in the industry, and also recommendation for **GPS**.
- 5.2. It was noted that SPB quoted much higher costs compared to other legal firms and that the first few months of engagement may imply even higher costs, given the time needed to catch up with the ongoing developments.
- 5.3. It was suggested that costs should be further negotiated.
- 5.4. The ensuing discussion revealed that the majority of Directors are in favour of SPB. (2022.11.002).
- 5.5. A call for volunteers to further negotiate costs with SPB allowed to form an ad hoc team including Kashif, Santanu and Leonid.

## 6. CEO Contract

- 6.1. The Chair recited that a proposed resolution signed by seven Board Members without knowledge of 3 others and tabled at the face-to-face meeting in Singapore held that:
  1. The CEO contract should be put out for an open tender.
  2. Selection committee should be formed to include the Board Chair and committee chairs to draft a call for proposals.
  3. Selection criteria and procedures to be completed by October 7, 2022.
  4. The incumbent CEO continues to exercise his duties as the acting CEO while enjoying the right to participation in the competitive process.

- 6.2. It was noted that such an approach was not a right move in terms of following the Board process and that the document circulated in person cannot be considered a proper Board document, and that not all Board Members have received it in advance. It was also noted that specific Board processes are not stipulated in the DotAsia M&A, and that a document signed by a majority of Board Members is legit. It was clarified that the process for the dismissal of the CEO is stipulated in the M&A.
- 6.3. It was emphasized that it is important to obtain legal advice on the status of the CEO contract and define a proper process for the CEO dismissal, and examine consequences of such actions in view of the ongoing litigation. In addition, the organization's reputation, operational aspects, as well as succession planning should be thought through, and that decisions should not be made in haste. It was also highlighted that the ongoing discussion on the leadership and organizational performance review can provide important information for the Board to consider the matter.
- 6.4. It was highlighted that CEO's contract had not been reviewed previously, and that the Board should take action as it sees fit. It was also noted that an open tender process is a way to review the performance of the current CEO. It was clarified that the review of leadership, organization and past performance of the current CEO is not directly congruent with a review of qualifications of other candidates who have not worked for DotAsia.
- 6.5. It was suggested that an open tender process and termination of the current CEO's contract are two different matters. Proper legal advice as well as a well-developed practical process should be in place before implementing the idea.
- 6.6. It was alleged that the CEO took consultation fees from IHNET and received remunerations from Namesphere. It was clarified that the CEO did not have any consultancy contract with Namesphere nor HNET and has not ever been awarded any compensation outside of DotAsia.
- 6.7. It was argued that the resolution in question, as well as the alleged receipt of compensation from HNET, had not been discussed by the Board. The Board agreed that the resolution should be considered in parts, with the focus on the proposal to put the CEO contract out for tender while other details are to be discussed at a later stage.
- 6.8. It was highlighted that a preliminary legal opinion is that regardless of the date of the CEO contract, it still stands as legit and therefore a CEO dismissal procedure should comply with the DotAsia M&A.
- 6.9. The Chair called for a vote on proceeding towards putting the CEO contract out for tender. Edmon voted against the proposal but the Chair declined to count his vote citing his conflict of interest. Edmon opted for abstention instead but the Chair again refused to count his vote in due to the same conflict of interest. Eight votes for the motion and two votes against the motion were recorded. (2022.11.003)
- 6.10. Discussion of the formation of a selection committee and details of the process was deferred to the BGC. (2022.11.A01)

- 6.11. It was agreed that further legal advice on the matter should be obtained from SPB upon their appointment as an additional legal counsel

## **7. Appointment of Namesphere Board (and BGC-005 sample implementation report)**

- 7.1. It was reported that upon adoption of BGC-005 at the Singapore F2F meeting, the process implementation was put in place. However, at a later stage, a majority of Board Members withdrew their initial support thereof. At the BGC meeting, it was agreed that a pilot nominee clearance project should be implemented by means of candidate survey and a respective report should be presented to the Board for further review.
- 7.2. The Board was briefed on the nomination report. It was highlighted that the report incorporates both DotAsia Board meeting attendance record and facts of potential breach of fiduciary duties.
- 7.3. It was confirmed that all candidates accepted nomination and the Board supported endorsement of four candidates to be added to the Namesphere Board as follows:
- Murad IBRAGIMOV
  - Kashif ADEEL
  - Alireza SALEH
  - Anil Kumar JAIN (2022.11.004)
- 7.4. It was noted that the next step would be to work through the process for proper appointment of the individuals to the Namesphere board. (2022.11.A02)

## **8. Membership Application from auDA (.AU)**

- 8.1. Application from auDA (.AU) to join DotAsia was reported and welcomed.
- 8.2. A question was raised about the new member(s)' ability to participate in the Board elections process. It was clarified that once a member is accepted, the member can participate in governance processes of DotAsia as such.
- 8.3. A question was raised about the process of accepting the application. It was explained that staff checks particulars of the application against the IANA database, and that the .AU application matches the data in the latter.
- 8.4. The Board voted to approve auDA's application under the sponsor membership category. (2022.11.004)

## **9. Legal Updates**

- 9.1. The Board was briefed on the progress in litigations regarding .BOX and ones in Hong Kong .
- 9.2. Proceeding to settlement of the .BOX litigations:

- 9.2.1. It was reported that details of the mediation and negotiations, along with the recommended settlement terms were circulated to Board Members. The recommendation is to proceed with the negotiated settlement offer.
  - 9.2.2. A request was raised on providing to Board Members (minus the litigant against the organization) with information on the offer directly from the opposing party (2022.11.A03). It was clarified that the post-mediation discussions are conducted between both parties' legal counsels.
  - 9.2.3. A draft resolution was presented on screen and a call for resolution was made with all Board Members in presence voting in favour. (2022.11.006)
- 9.3. Proceeding to Mediation in the HK litigation
- 9.3.1. It was reported that the ad-hoc mediation committee has completed its work on Oct 7, and the respective Mediation Responses/Notices (on both HCA469/2020 and HCA1767/2020) were served via the DotAsia legal counsels to the opposing party's legal counsels.
  - 9.3.2. It was further reported that as of the Board meeting date the plaintiff's counsel had not responded thereto.
  - 9.3.3. A draft resolution to ratify the actions as per 9.3.1 was presented on the screen and the Chair called for a vote. All Directors in presence voted in favour of the resolution. (2022.11.006)