

PEERINGDB

Conflict of Interest Policy

1. PURPOSE

The purpose of the conflict of interest policy is to protect the interests of PeeringDB (the “Corporation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director or employee of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit corporations. Self-dealing is absolutely prohibited.

2. DEFINITIONS

2.1. Interested Person

Any director of the Corporation who has a direct or indirect financial interest, as defined below, is an “interested person.”

2.2. Financial Interest

A person has a “financial interest” if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3.2, a person who has a financial interest may have a conflict of interest only if the directors other than the interested person (the “disinterested directors”) decide that a conflict of interest exists.

3. PROCEDURES

3.1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.

3.2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors' meeting while the determination of a conflict of interest is discussed and voted upon. The disinterested directors shall decide if a conflict of interest exists.

3.3. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the Board of Directors' ("Board") meeting, but after the presentation, and after answering any questions from the disinterested directors, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the disinterested directors shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the disinterested directors shall determine by a majority vote whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the disinterested directors shall make their decision as to whether to enter into the transaction or arrangement.

3.4. Violations of the Conflicts of Interest Policy

1. If the Board of Directors has reasonable cause to believe a director has failed to disclose actual or possible conflicts of interest, they shall inform such director of the basis for such belief and afford the director an opportunity to explain the alleged failure to disclose.

2. If, after hearing the director's response and after making further investigation as warranted by the circumstances, the disinterested directors determine the director has failed to disclose an actual or possible conflict of interest, they shall take appropriate disciplinary and corrective action.

4. RECORDS OF PROCEEDINGS

The minutes of the Board of Directors' meetings shall contain:

a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision of the disinterested directors as to whether a conflict of interest in fact existed.

b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. COMPENSATION

5.1. Board Member Vote

A director who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that director's compensation.

5.2. Information

No director who receives compensation, directly or indirectly, from the Corporation is prohibited from providing information to any committee regarding compensation.

6. ANNUAL STATEMENTS

Each director shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and

d) Understands the Corporation is nonprofit and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with nonprofit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b) Whether partnerships, joint ventures, and other arrangements, if any, conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further nonprofit purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of their responsibility for ensuring periodic reviews are conducted.