

## ICANN BOARD OF DIRECTORS' CODE OF CONDUCT

The Board Governance Committee hereby approves the following 2010 Annual Report on the Board's compliance with its Code of Conduct.

### ICANN BOARD OF DIRECTORS' CODE OF CONDUCT– ANNUAL REPORT 2009 AGM –2010 AGM

The Board of Directors (the “Board”) of the Internet Corporation for Assigned Names and Numbers (“ICANN”) adopted a Code of Conduct (“Code”) for its Board members (see <http://www.icann.org/en/committees/board-governance/bod-code-of-conduct-01oct08-en.pdf>). The Code is intended to focus Board members on areas of ethical risk, provide guidance to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, foster a culture of honesty and accountability, deter wrongdoing and promote fair and accurate disclosure and financial reporting. The Code is not intended to override any applicable laws or any obligations pursuant to ICANN Bylaws.

In accordance with section II.D. of Board Governance Committee's charter, this Annual Report sets out the Board members' compliance with the Code of Conduct, including any breaches and corrective action taken by the Committee

#### **A. General Statement of Expectation**

There have been no formal reports of non-compliance with this provision.

#### **B. Integrity of Records and Public Reporting**

There have been no formal reports of non-compliance with this provision.

#### **C. Conflict of Interest**

There have been no formal reports of non-compliance with this provision.

#### **D. Corporate Opportunities**

There have been no formal reports of non-compliance with this provision.

#### **E. Confidentiality**

There have been no formal reports of non-compliance with this provision.

#### **F. Board Interaction with Internet Community and Media**

There have been no formal reports of non-compliance with this provision.