

COMPENSATION POLICY FOR KEY OFFICERS AND EXECUTIVE EMPLOYEES

of

INTERNATIONAL IP INTERCONNECTION FORUM

("i3Forum")

**Approved by the resolution of the Board of Directors
of the International IP Interconnection Forum dated 25 February, 2025**

ARTICLE 1: DEFINITIONS

The definitions in the Bylaws are incorporated by reference. The following definitions shall additionally apply to this Compensation Policy:

Compensated Individuals means (i) key Officers and executive employees as approved by the Board in accordance with the Bylaws and this Compensation Policy; and (ii) other Officers and executive employees whose compensation is or would be reportable on the IRS Form 990 or Form 990-EZ.

"Conflict of Interest" means any situation where an individual's personal interest could potentially interfere or compromise their judgment, decisions or actions in performing their official duties.

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ARTICLE 2: POLICY AND PURPOSES

This is the policy of the **International IP Interconnection Forum** (the "**i3Forum**" or "**Corporation**") with respect to the review and approval of compensation of its key Officers and executive employees.

It is the policy of the Corporation that all compensation paid by the Corporation, based upon a review of comparability information, be fair and reasonable and not excessive.

This policy provides a procedure for the review and approval of the compensation of **Compensated Individuals**.

This policy is intended to supplement and/or implement state and federal laws governing executive compensation that are applicable to nonprofit organizations.

ARTICLE 3: PROCEDURE FOR APPROVAL OF COMPENSATION ARRANGEMENT

Section 1. Compensation Committee.

A compensation committee shall be designated by the Board on an annual basis and shall consist of at least 3 Directors including the Treasurer ("**Compensation Committee**") which shall be responsible for making compensation recommendations to the Board for Compensated Individuals in accordance with the procedures set forth herein. Where a participant of the Compensation Committee is also the Compensated Individual or has a potential Conflict of Interest, the participant shall abstain from the review and recommendation at issue.

Section 2. Review and Recommendation Process

The Compensation Committee will obtain research and information to make a recommendation to the Board for the compensation (salary and benefits) of the Compensated Individuals based on a review of comparability data. The Compensation Committee will secure data that documents compensation levels and benefits for similarly qualified individuals in comparable positions at similar organizations of similar geographic scope.

This comparability data may include the following:

- (a) Current compensation surveys compiled by independent sources;
- (b) Written job postings for positions at similar organizations;
- (c) Documented communications (including, but not limited to, email, messaging and telephone calls) about similar positions at nonprofit and for-profit organizations; and/or
- (d) Information obtained from the IRS Form 990 filings of similar organizations.

The Compensation Committee will make its written recommendation to the Board based on the comparability data and shall affirmatively determine a recommended compensation of the Compensated Individual that is reasonable to the Corporation based upon information sufficient to determine whether the value of services is an amount that would ordinarily be paid for like services by like organizations, whether taxable or tax exempt, under like circumstances.

Section 3. Approval Process

The Board shall review and approve compensation for the Compensated Individual based upon the Compensation Committee's recommendations by an affirmative vote of two-thirds (2/3) of the Board. Where a Director is also the Compensated Individual or has a potential Conflict of Interest, the Director shall abstain from the review, approval and voting process.

Section 4. Concurrent Documentation

To approve compensation for the Compensated Individual, the Board must document how it reached its decisions, including the data on which it relied, in minutes of the meeting during which the compensation was approved. Documentation will include:

- (a) A description of the terms of the compensation and benefits and the date it was approved;
- (b) The members of the Board who were present during the discussion about compensation and benefits, and the results of the vote;
- (c) A description of the comparability data relied upon and how the data was obtained;
- (d) If the reasonable compensation is higher or lower than the range of comparability data obtained and the basis for the decision; and
- (e) Any actions taken (such as abstaining from discussion and vote) with respect to consideration of the compensation by anyone who is otherwise a member of the Board but who had a conflict of interest with respect to the decision on the compensation and benefits.

Section 5. Schedule of Compensation Deliberations

The Compensation Committee's review and Board approval of compensation shall occur initially upon hiring, whenever the term of employment, if any, is renewed or extended, and whenever the compensation is modified. Separate review and approval shall not be required if a modification of compensation extends to substantially all employees.