



Robert L. Darbelnet
President and
Chief Executive Officer

October 8, 2009

Mr. Carlos Macaya
Chairman
FIA Foundation
60 Trafalgar Square
London WC2N 5DS
UNITED KINGDOM

Dear Carlos:

As a trustee of the Foundation I have become concerned by what appears to be the involvement of the Foundation and its Director General in the upcoming FIA election. What I have been made aware of, if true, may simply be isolated incidents or may reflect a broader pattern of which only a portion has become visible. Max Mosley, who is aware of my concern, has appropriately pointed out that I should bring this matter to the attention of the Board of Trustees.

As you know, as trustees, we are legally and collectively responsible for our management and administration of the Foundation. If the Foundation's resources have been used to support an FIA election campaign, such activities are unlikely to be viewed as in furtherance of the charity's objects. It could also confer an unauthorized private benefit on a trustee and create a reputational risk for the Foundation. As trustees, we are legally obligated to ensure that the Foundation's assets are not being misapplied and we must ensure that this principle is clearly communicated to the Foundation's staff. Failure to exercise appropriate oversight may engage the personal liability of each trustee and, as such, this is not a matter any of us should take lightly.

The documents in attachments A and B suggest that the Foundation's resources may have been employed in support of one of the candidates in the upcoming FIA election and that our Director General has taken an active role in orchestrating the campaign. Having not taken a leave of absence, it is not clear that such activities were exclusively conducted outside of the hours that he would otherwise be dedicating to Foundation affairs. Furthermore, even if all this occurred on personal time and without the use of any Foundation resources whatsoever, the tone of the communication in attachment B, if true, raises serious ethical questions.

I would like to think that these incidents, if true, are simply isolated occurrences of bad judgment. However, the only way to ascertain that will be to conduct a thorough investigation of what has occurred. If such an inquiry is to be viewed as credible, it will need to be handled by an external, independent entity with unrestricted access to Foundation staff as well as expenditures, records, emails, etc.

I hope a thorough investigation will allow us to conclude that no Foundation resources were employed in a manner which provided an unauthorized private benefit for one of the trustees. Pending the outcome of such an inquiry, I would ask that you immediately communicate to David and to the Foundation staff what is acceptable behavior and what should be carefully avoided. If attachment B accurately reflects a communication from our Director General, my personal view is that this type of involvement is inappropriate for a staff member.

I would like this matter to be placed on the agenda of our October 21, 2009, Board of Trustees meeting so that the Board might authorize an investigation of the situation.

Best regards,



Robert L. Darbelnet

RLD:lh

Attachments

Attachment A

From: David Ward

> Sent: Tuesday, July 14, 2009 12:57 AM

> To: Jean Todt; bgibbons ; gstoker ; Nick Crow

> Cc: Richard Woods; Greg and Kerry; Peter Doggwiler

> Subject: Final Version

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> Dear Colleagues

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> Attached is the final version that this morning I will try to arrange
> translation into at least French, German, Spanish, Japanese, Arabic
> and maybe more if time permits. If there are any last minute changes
> to the text they will have to be very quick!!

> Thanks for all the very helpful comments.

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> Best wishes

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> David Ward

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> Director General

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Draft Letter from JT to FIA Club Presidents

Dear President

Following the decision of Max Mosley not to seek a further term of office, I am writing to inform you of my candidacy for the position of President of the FIA. I do so conscious that the FIA is a unique organisation that serves both as the governing body of motor sport and the representative of motoring clubs worldwide. In this letter I would like to explain my commitment to strengthening the independence and effectiveness of the FIA in close co-operation with the entire membership.

Firstly I wish to acknowledge the extraordinary achievements of Max Mosley's 16 years as President of the FIA in both sport and mobility. Under his leadership the sport has experienced an unprecedented growth and global popularity. He has worked tirelessly to promote the FIA's major championships, and to make the sport as competitive, safe and affordable as possible. At all times he has strongly defended the independence and integrity of the Federation as the sport's governing body. Working with the mobility clubs he successfully negotiated the merger with the Alliance Internationale de Tourisme and has secured an unrivalled profile for the FIA as the voice of the motoring public actively promoting safe, clean and affordable mobility for all. Both on road and track he has become a world leader in promoting safety improvements that have saved literally thousands of lives. The remarkable work of the FIA Foundation and the FIA Institute for Motor Sport Safety are testimony to his enormous contribution and legacy to the FIA.

It is my intention to offer continuity but also to encourage change to meet the new challenges facing the sport and motoring in the years ahead. We are living through a time of unprecedented change in a hard economic environment. Despite the global recession the world's automobile population is forecast to triple by 2050. New generations across the world will have the opportunity to enjoy the freedom of mobility that the car offers and it is the FIA's responsibility to defend their right to safe, sustainable and affordable mobility. We must also make it easier for them to experience the passion and thrill of motor sport. Building on our experience and traditions, the FIA must be ready to shape and encourage this new era of global mobility and global motor sport.

To provide such leadership I would promote three major themes for the new term of the Presidency of the FIA.

Affordability and Competition: In order for mobility and motor sport to grow they must be affordable and accessible to as many people as possible. Reducing costs in Formula One is relevant to all levels and disciplines of motor sport as our ASN's know well. At the same time reducing the cost of motoring, whilst ensuring it is as safe and sustainable as possible, is a vital imperative for the FIA's mobility clubs. The best means of achieving affordability both is promoting fair and open competition on both road and track.

Innovation and Excellence: The FIA must always be at the cutting edge of innovative technologies, policies and management systems. In the sport we demonstrate world class ability to combine fair competition, entertainment and risk management by applying this approach. The same ingredients are needed to encourage freedom of mobility, to overcome congestion, to protect the environment and promote safety on our roads. By promoting innovation the FIA will extend its global reputation for excellence both in sport and in meeting the needs of ordinary motorists.

Teamwork and Co-operation: The FIA works best when it works together. We need a Federation that works as a team with the President, his Deputies, the World Councils, engaged with our clubs, their membership and their vital volunteers. Teamwork, which has been the hallmark of my management style for the last 28 years, requires a strong commitment to communication, delegation and transparency among our clubs and stakeholders. We must ensure as well that all world regions can play their part and review the statutes of the FIA so that they meet the requirements of a growing membership. To make the membership grow we should promote synergy and co-operation between the sporting and mobility clubs of the membership in all world regions.

If entrusted by the membership to lead the FIA over the next four years these three themes would be the hallmark of my Presidency.

I will also draw on my own experience of a lifelong career in motor sport. I have been involved in motor sport continuously since 1966 firstly as a rally co-driver , as a team principal, and then as a CEO across all the major disciplines of the sport, rallying, rally raid, sports cars, and Formula One working for major manufacturers such as BMW, Ferrari, FIAT , Ford, Maserati, Matra, Mercedes, Nissan, Peugeot Citroen, Renault, and Toyota. Under my leadership and with my teams we have won four FIA world rally titles, two victories at the Le Mans 24 hours, one world sports car championship, four victories in the Paris-Dakar, 13 Formula One Championships and 98 Grands Prix. I have also served on the FIA Rally Commission, the World Motor Sports Council and as a member of the Board of Trustees of the FIA Foundation, the Motor Sport Safety Development Fund and was recently elected President of 'eSafety Aware'. My curriculum vitae is attached.

Given the unique structure of the FIA and its twin roles in sport and mobility it takes more than a President to run the organisation and I would, therefore, like to introduce our leadership team.

For the Deputy President for Mobility I would propose Brian Gibbons, Chief Executive of the New Zealand Automobile Association. Brian has led the NZAA for twenty years and was the architect of a restructuring of the club that has doubled the membership and made it one of the most commercially successful automobile clubs in the world. Brian is a member of the World Council for Mobility, the Automobile and Tourism, and also Secretary of the FIA's Region 2 for Asia and Pacific. He has great experience in promoting co-operation between FIA member clubs both large and small across the world. I am sure that he has the management experience, the commitment and drive to lead the FIA's mobility clubs to meet the challenges facing the motorist today. Brian Gibbons' curriculum vitae is also attached.

sport and especially its judicial systems having served as a member of the UK Sports Dispute Resolution Panel, as an FIA International Steward and as a member of the International Court of Appeal (ICA). As a judge in the ICA he played a leading role in drafting and reforming the Court's rules of procedure. In 2005 he was elected to the World Motor Sports Council representing the United Kingdom. I am sure his legal skills and wide experience of the sport's governance will make him the ideal choice as a Deputy President. Graham Stoker's curriculum vitae is also attached.

For the President of the Senate I would propose Nick Craw, Chairman of ACCUS and the current Deputy President Sport. In addition to serving as a Director of the Peace Corps, Nick has enjoyed a successful career as a racing driver competing in Formula Atlantic, sports cars and IMSA, winning two championships. He has been similarly successful in motor sport management serving for 17 years as the CEO of the SCCA and then ACCUS. Before being elected Deputy President, Nick served on the World Motor Sport Council, the FIA Audit Committee and the Motor Sport Safety Development Fund. He has played a key role in negotiating commercial contracts for major FIA championships and as President of the Senate would also lead the Commercial Promotions Sub-Committee which supervises all the commercial proposals concerning the sport. I am sure his Harvard MBA, motor sport management skills and negotiating ability make Nick an ideal candidate to serve as President of the Senate. Nick Craw's curriculum vitae is also attached.

I am confident that together Brian Gibbons, Graham Stoker, Nick Craw and myself will offer the FIA the opportunity to elect a senior leadership team of outstanding experience and commitment. In due course we will distribute a Presidential Platform outlining a more detailed set of proposals for the consideration by the membership. We will also prepare a full Presidential list for election as required by the FIA Statutes. It would be our hope that our leadership team will benefit from many of the existing membership of both World Councils to ensure continuity and reflect the global composition of the FIA membership. Of course the election to the Presidency represents an important opportunity to debate and reflect on the future of the FIA and, therefore, my team and I would very much welcome any comments or reactions to our proposed candidacy.

I have been very fortunate in my career to have enjoyed considerable success in motor sport and benefit from the hard work of previous leaders of the FIA in creating a global platform in which to compete. I feel that for me the time is now right to give something back to the sport and the FIA's clubs that have given me so much. I would also like to assist my colleagues from the mobility clubs in their important work representing the motoring public. For these reasons I am enthusiastic and excited to serve as President of the FIA and very grateful for your consideration of my candidacy.

Yours sincerely

Jean Todt

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Attachment B

From: Peter Doggwiler

Date: Tue, 01 Sep 2009 12:50:10 +0200

To:

Subject: Phase 2 - Intensified Lobbying

Dear Friends,

Please see the e-mail exchange below. We are now in exactly the same situation as we were in previous years. For the newcomers to our group, the situation is the Big Clubs (AAA, ADAC, ANWB, JAF and AA Australia) versus the Small Clubs - or the big Mobility clubs versus Motor Sport clubs. Unfortunately this election will not be won with the best rational arguments as the whole process will become more and more emotional. This election will be won by the majority of votes! By the votes you are lobbying for! The FIA is basically a Motor Sports Federation with an important Mobility pillar and it can not be allowed that the FIA is ruled by the biggest Mobility clubs.

Please intensify your calls and monitoring activities towards the smaller clubs and the motor sport clubs in particular. Try to convince the undecided clubs and keep the decided clubs on board. Encourage the clubs to visit the Campaign Homepage on www.fia.com and compare the statements and policy documents of the two candidates as well to go to their respective campaign sites which are linked there as well (www.jeantodtandteam2009.com)

I will send an updated lobbying list to those of you where changes have occurred and I will call you this week to see where we are so I can make an adequate report to Jean.

Please do not hesitate to call me anytime you wish!

With every good wish,

Peter

Dear Nick

Not a surprise really. I fully agree with your suggestions regarding a more intensive lobbying strategy with the smaller mobility clubs. It seems that the large clubs grouped around the GMA will stay together. We need to keep the pressure on Darbelnet's Board meeting and Tom McKernan. Hopefully

the letter requesting an item on the General Assembly agenda by Gabriel Gonzalez will be ready by the end of this week. Soon after Max could seek an advisory opinion of the Court of Appeal. I think we need to expose the hypocrisy of the larger clubs and make sure that the smaller clubs stay with us. This should not be too difficult as ARC in Europe and the GMA at a world level are small exclusive groups that have little to offer smaller clubs.

We now need to finalize our final VP positions this week.

Best wishes

David Ward