

# Corporate Resolutions

WHEREAS, The Corporation seeks to benefit from opening and maintaining one or more securities, loan and/or guarantee accounts at UBS Financial Services Inc. ("UBS").

**NOW, THEREFORE, BE IT RESOLVED THAT:**

- 1) The Corporation is authorized to establish with UBS one or more accounts for the purchase and sale of securities, money, stocks, options, bonds, notes, futures contracts, commodities, commercial paper, certificates of deposit and other obligations, contracts, all other property usually and customarily dealt in by brokerage firms, the establishment of credit and/or the guarantee of another person's or entity's obligations (the "Account"). UBS is designated an agent of the Corporation for property of any nature and is authorized to receive, hold and deliver any funds, securities or other property within or without the United States, registered in or transferred into the name of UBS or its nominee(s) or the name of one or more custodians or nominees thereof. UBS may either directly or through custodians retain unregistered securities or deposit the certificates representing such securities, in bulk with a central certificate depository, so that transfer of ownership of such securities may be made by bookkeeping entry on the books of such depository.
- 2) The Corporation is authorized to use the Account(s) and services offered by UBS to (a) sell short, (b) trade on margin, (c) borrow and/or obtain credit (including all manner of credits and/or letters of credit) from time to time from UBS and guarantee obligations of others to UBS, in United States dollars or any foreign currency (d) effect UBS Card transactions, (e) contract for any and all investment management and advisory services that UBS now or hereafter provides and delegate discretion to UBS or to a sub-advisor in connection with such services and (f) pledge, mortgage, assign or subject to a security interest or lien any property of any sort of the Corporation as security for any liability of the Corporation.
- 3) Each of the corporate officers or authorized representatives named in the spaces below (each, together with persons designated under resolution number 4 below, hereinafter called an "Authorized Person") are authorized individually, without counter signature or co-signature, to act on behalf of the Corporation and UBS is authorized, but not obligated, to deal with each Authorized Person, individually in connection with all aspects of the Account(s), to (a) open the Account(s) and, with respect to the Account(s), to execute on behalf of the Corporation any and all relevant documents, and to deal with UBS with no limits as to amount, (b) obtain all such services as UBS shall offer, including but not limited to the services set forth under resolutions number 2 and 5 and to purchase and sell and enter into any transaction whatsoever in connection with the Account(s) and the property therein, and (c) bind the Corporation in respect of any agreements entered into pursuant to clause (a) or (b) of this third resolution, and (d) the said Authorized Persons acting as above specified are authorized for the current taxable year and all future years until this resolution is revoked or modified or the Account(s) is/are closed to execute and deliver to UBS on behalf of the Corporation any and all tax forms and other tax-related documents related to an Account of this Corporation (including without limitation U.S. Internal Revenue Service Forms W-8 and W-9, as applicable, and any documents relating thereto) and to make certifications or representations under penalty of perjury on behalf of the Corporation that are required by such forms or documents. These resolutions supersede any previous resolutions of the Corporation presented to UBS Financial Services Inc. regarding the Account(s).
- 4) The Authorized Persons acting as above specified are authorized to appoint one or more attorneys-in-fact or agents to act on behalf of the Corporation in the same capacity as set forth above, and are authorized to execute and deliver to UBS any powers of attorney or other documents to effect or evidence such Appointment.
- 5) UBS is authorized, but not obligated, to deal with each Authorized Person individually, as follows, subject to the Corporation having completed documentation relating to the relevant products and services and subject to UBS policy and practice as in effect from time to time:
  - a) to accept all orders for purchases and sales and all instructions of any nature whatsoever in connection with the Account(s) which UBS believes in good faith to have been originated by an Authorized Person, whether given verbally, in writing, or via electronic or other communications, as the action of the Corporation without limit or further inquiry;
  - b) to receive any funds, securities or other property for the Account(s) of the Corporation; to receive drafts, checks or other funds or property delivered to it for deposit for the Account(s) of the Corporation, whether or not endorsed with the name of the Corporation by rubber stamp, facsimile, mechanical, manual or other signature, and any such endorsement by whomsoever affixed shall be the endorsement of the Corporation, or otherwise endorsed, or unendorsed, provided that if any such item shall bear, or be accompanied by directions (by whomsoever made) for deposit to a specific account, then such deposit shall be to such specific account; and to honor written instructions from each Authorized Person to deliver either in bearer form, in street certificates, in any names or in any other manner any funds, securities or other property held for the Account(s) of the Corporation;
  - c) to honor instructions from each Authorized Person to write checks, drafts, instruments, instructions or orders for the payment or withdrawal of funds drawn on the Account(s) or payable to the order of the Corporation ("Payments") without limit as to amount, without inquiry, including Payments to the order of or in favor of any person who authorized the Payment or any other officer, authorized representative or agent of the Corporation, and UBS, its subsidiaries and affiliates shall not be liable for any disposition which any such officer, authorized representative or agent shall make of all or any part of any Payment, notwithstanding that such Payment may be for the personal account or benefit or in payment of the individual obligation of any such officer, authorized representative or agent to UBS, or otherwise;
  - d) to open deposit accounts in foreign currencies with any depository to purchase, sell, transfer, or dispose of for present or future delivery foreign moneys, credits or exchange on deposit or otherwise and all manner of instruments representative thereof by endorsement or otherwise, and to execute and deliver any agreements or instruments relating to any such transactions;
- 6) Any and all actions previously taken with respect to matters provided for by these resolutions are hereby ratified, confirmed and approved.
- 7) UBS, its subsidiaries and affiliates are authorized to rely upon the authority conferred by these resolutions and upon any certification given in accordance with these resolutions unless and until UBS receives written notice of an amendment, modification or revocation of these resolutions. In the event that UBS for any reason, is uncertain as to the continuing effectiveness of the authority conferred by these resolutions or any other resolutions of the Corporation or the authority of any Authorized Person, UBS may refrain from taking any action with respect to the Account(s) until such time as it is satisfied as to its authority.

0094086038

Page 1 of 2



Continued on next page...

21

SDNY\_GM\_00020419

# CONFIDENTIAL

EFTA\_00131039

EFTA01273251

8) In consideration of UBS and any of its subsidiaries or affiliates acting in reliance upon these resolutions or any certification by the Secretary, they shall be fully protected in so acting and the Corporation agrees to indemnify and save harmless UBS and any of its subsidiaries or affiliates from and against any and all loss, damage, liability, claims and expenses including legal fees arising out of their so acting or its refraining from taking any action.

9) The Secretary or an Assistant Secretary of the Corporation is authorized and directed to certify to UBS and any of its subsidiaries or affiliates:

- a) that these resolutions have been duly adopted, are in full force and effect and are in accordance with the charter and by-laws of the Corporation;
- b) the identities and specimen signatures of the Corporation's Authorized Persons and, from time to time hereafter, such changes as may occur in the identities of such Authorized Persons as such changes are made; and

**ATTENTION TRANSFER AGENT**

10) Any Authorized Person is fully authorized and empowered to transfer, convert, endorse, sell, assign, set over and deliver any and all shares of stocks, bonds, debentures, notes, subscription warrants, stock purchase warrants, evidence of indebtedness, or other securities now or hereafter standing in the name of or owned by the Corporation, and to make, execute and deliver, under the corporate seal of the Corporation or otherwise, any and all written instruments of assignment and transfer necessary or proper to effectuate the authority hereby conferred.

11) Whenever there shall be annexed to any instrument of assignment and transfer, executed pursuant to and in accordance with the foregoing resolution, a certificate of the Secretary or an Assistant Secretary of the Corporation in office at the date of such certificate and such certificate shall set forth these resolutions and shall state that these resolutions are in full force and effect, and shall also set forth the names of the persons who are then officers or authorized representatives of the Corporation, then all persons to whom such instrument with the annexed certificate shall thereafter come, shall be entitled, without further inquiry or investigation and regardless of the date of such certificate, to assume and to act in reliance upon the assumption that the shares of stock or other securities named in such instrument were theretofore duly and properly transferred, endorsed, sold, assigned, set over and delivered by the Corporation, and that with respect to such securities the authority of these resolutions and of such officers or authorized representatives is still in full force and effect.

**Max Hotel Services Corp.**

**For Business Services Account(s):**

  
 X \_\_\_\_\_  
 Ghislaine Maxwell - President

X 2/18/14  
 Date

SIGN AND DATE HERE

The undersigned, as the Secretary of Max Hotel Services Corp., a ("Corporation") corporation duly organized and existing under the laws of New York, hereby certifies that the foregoing resolutions were duly adopted by the Board of Directors at a duly called meeting or by unanimous consent, and the resolutions remain in full force and effect and are in accord with and pursuant to the Corporation's charter, by-laws and applicable law, and the Corporation is in good standing under all applicable state laws.

I further certify that the persons listed above are duly elected or appointed qualified officers or authorized representatives of the Corporation, hold in the Corporation the respective positions indicated above and that set forth opposite each respective name is the true and correct signature of such person.

WITNESS my hand and seal of the Corporation at Max Hotel Service this nineteenth day of February, 2014.

  
 X \_\_\_\_\_  
 Ghislaine Maxwell

SIGN AND DATE HERE

0094086038

Page 2 of 2

