

# Non-Corporate Resolutions

WHEREAS, The Organization 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 Organization is authorized to establish with UBS one or more accounts for the purchase and sale of securities, money/currency, 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").
- 2) The Organization 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 subadvisor 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 Organization as security for any liability of the Organization.
- 3) Each of the officers or authorized representatives named on the Client Information (each, together with persons designated under resolution 4 below, hereinafter called an "Authorized Person") are authorized individually, without counter signature or co-signature, to act on behalf of the Organization and UBS is authorized, but not obligated, to deal with each Authorized Person individually in connection with all aspects of the Accounts, to (a) open the Account(s) and execute on any and all relevant documents on behalf of the Organization, (b) obtain all such services as UBS shall offer, including investment advisory services and to purchase and sell and enter into any transaction whatsoever in connection with the Account(s) and the property therein, and (c) to execute and deliver to UBS on behalf of the Organization any and all tax forms and other tax-related documents for an Account of this Organization (including without limitation U.S. Internal Revenue Service Forms W-8 and W-9, as applicable, and any documents relating thereto) and to make any certifications or representations under penalty of perjury on behalf of the Organization that are required by such forms or documents.
- 4) The Authorized Persons are authorized to appoint one or more attorneys-in-fact or agents to act on behalf of the Organization 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 Organization 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 Financial Services Inc. believes in good faith to have been originated by an Authorized Person; to receive any funds, securities or other property for the Account(s) of the Organization;
  - b) to receive drafts, checks or other funds or property delivered to it for deposit for the Account(s) of the Organization, whether or not endorsed with the name of the Organization or unendorsed; 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 Organization;
  - 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 Organization ("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 Organization and UBS, its subsidiaries and affiliates shall not be liable for any disposition which any such officer or 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 or 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) These resolutions supersede any previous resolutions of the Organization presented to UBS Financial Services Inc. regarding the Account(s). UBS, its subsidiaries and affiliates are authorized to rely upon the authority conferred by these resolutions 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 these resolutions or the authority to 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.
- 8) In consideration of UBS and any of its subsidiaries or affiliates acting in reliance upon these resolutions or any certification by the Secretary or Assistant Secretary or other certifying officer, they shall be fully protected in so acting and the Organization 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 or other duly authorized certifying officer of the Organization 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 provisions of applicable law, the charter and by-laws, or other similar governing documents and rules of the Organization;
  - b) the identities and specimen signatures of the Organization's Authorized Persons and, from time to time hereafter, such changes as may occur in the identities of such Authorized Persons as such are made.

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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 Organization, and to make, execute and deliver, under the corporate seal of the Organization 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 Organization or other duly authorized certifying officer 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 Organization, 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 Organization, 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 FOUNDATION

For Business Services Account(s):

Y1 23661

The undersigned, as the Secretary or Assistant Secretary or a duly authorized certifying officer of MAX FOUNDATION ("Organization"), a Foundation (organization type) duly organized and existing under the laws of DE (State of Formation), hereby certifies that the foregoing resolutions were duly adopted by the Ghislaine Maxwell (Governing Body of the Organization) 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 Organization's Max Foundation (name under which the organization is operating), by-laws and applicable law, and the Organization 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 Organization, hold in the Organization 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 Organization at Max Foundation this Eighteenth day of February 2011

X   
(SIGNATURE OF SECRETARY / ASSISTANT SECRETARY or CERTIFYING OFFICER)

X 2/18/14  
Date



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