

ATTACHMENT C

**CERTIFICATE OF CORPORATE RESOLUTIONS**

WHEREAS, Baxter Healthcare Corporation ("Baxter") has been engaged in discussions with the Office of the United States Attorney for the Western District of North Carolina and the United States Department of Justice, Consumer Protection Branch (collectively, "the Government") regarding issues arising in relation to the introduction into interstate commerce of adulterated drug products due to violations of current Good Manufacturing Practices; and

WHEREAS, in order to resolve such discussions, it is proposed that Baxter enter into a certain agreement with the Government; and

WHEREAS, Baxter's Corporate Vice President, General Counsel, David P. Scharf, together with outside counsel for Baxter, have advised the Board of Directors of Baxter of its rights, possible defenses, the Sentencing Guidelines' provisions, and the consequences of entering into such agreement with the Government;

Therefore, the Board of Directors has RESOLVED that:

1. Baxter (a) acknowledges the filing of the one-count Information charging Baxter with Title 21, United States Code, Sections 331(a), 333(a)(1), and 351(a)(2)(B); (b) waives indictment on such charges and enters into a deferred prosecution agreement with the Government; (c) agrees to accept a monetary penalty against Baxter totaling \$8,000,000, and to pay such penalty to the United States Treasury with respect to the conduct described in the Information; and (d) agrees to forfeit \$8,000,000 to the United States with respect to the conduct described in the Information.

2. Baxter accepts the terms and conditions of this Agreement, including, but not

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limited to, (a) a knowing waiver of its rights to a speedy trial pursuant to the Sixth Amendment to the United States Constitution, Title 18, United States Code, Section 3161, and Federal Rule of Criminal Procedure 48(b); (b) a knowing waiver for purposes of this Agreement and any charges by the United States arising out of the conduct described in the attached Statement of Facts of any objection with respect to venue and consents to the filing of the Information, as provided under the terms of this Agreement, in the United States District Court for the Western District of North Carolina; and (c) a knowing waiver of any defenses based on the statute of limitations for any prosecution relating to the conduct described in the attached Statement of Facts or relating to conduct known to the Government prior to the date on which this Agreement was signed that is not time-barred by the applicable statute of limitations on the date of the signing of this Agreement:

3. The Corporate Vice President, General Counsel of Baxter, David P. Scharf, is hereby authorized, empowered and directed, on behalf of Baxter, to execute the Deferred Prosecution Agreement substantially in such form as reviewed by this Board of Directors in connection with the execution of the resolutions with such changes as the Corporate Vice President, General Counsel of Baxter, David P. Scharf, may approve in his sole discretion;

4. The Corporate Vice President, General Counsel of Baxter, David P. Scharf, is hereby authorized, empowered and directed to take any and all actions as may be necessary or appropriate and to approve the forms, terms or provisions of any agreement or other documents as may be necessary or appropriate, to carry out and effectuate the purpose and intent of the foregoing resolutions; and

5. All of the actions of the Corporate Vice President, General Counsel of Baxter, David P. Scharf, which actions would have been authorized by the foregoing resolutions except

that such actions were taken prior to the adoption of such resolutions, are hereby severally ratified.  
confirmed, approved, and adopted as actions on behalf of Baxter.

Date: IAN 03 2017

By:

Ellen K. McIntosh  
Ellen K. McIntosh  
Corporate Vice President, Corporate Secretary  
Baxter Healthcare Corporation