

**Resolution of the Board of Directors  
of NPB Neue Privat Bank AG**

June 25/27, 2018

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By circular resolution dated June 25/27, 2018 the Board of Directors ("**Board**") of NPB Neue Privat Bank AG ("**Bank**") takes note of the following:

- The Bank has been engaged in discussions with the United States Department of Justice, Tax Division ("**DoJ**") in connection with an investigation being conducted by the DoJ regarding offenses in the operation of the Bank's US cross-border business ("**Investigation**");
- The Board has determined that it is in the best interest of the Bank to enter into a Non-Prosecution Agreement ("**Agreement**") with the DoJ that would resolve the investigation on the terms that have been presented by and discussed with the DoJ;
- The Bank's US and Swiss legal counsels (identified below as Additional Signatories) have advised the Board of the Bank's rights, possible defenses, and the consequences of entering into the Agreement.

The Board hereby **resolves** that:

1. The Board has reviewed the entire Agreement attached hereto, including the Statement of Facts attached as Exhibit A to the Agreement;
2. The Board has voted unanimously to enter into the Agreement, including to pay an amount of USD 5,000,000.- to the DoJ in connection with the Agreement;
3. Michael Hunziker and Xaver Krämer are hereby jointly authorized to execute the Agreement on behalf of the Bank ("**Authorized Signatories**") substantially in such form as reviewed by this Board with such non-material changes as the Authorized Signatories may approve;
4. Both Martine Beamon, Davis Polk & Wardwell LLP, and Eric Stupp, Bär & Karrer Ltd., are entitled to sign the Agreement as additional signatories ("**Additional Signatories**");



- 5. The Board hereby authorizes, empowers and directs the Authorized Signatories to take, on behalf of the Bank, any and all actions as may be necessary or appropriate, and to approve and execute the forms, terms and provisions of any agreement or other document, as may be necessary or appropriate to carry out and effectuate the purpose and intent of the foregoing resolutions; and
- 6. All of the actions of the Authorized Signatories and the Additional Signatories which have or will be taken in connection with the Agreement are hereby ratified, confirmed, approved and adopted as actions on behalf of the Bank.

**IN WITNESS WHEREOF, the Board of Directors of the Bank has executed this Resolution**

Zurich, [Date]

*Jünnoldorf, June 25, 2018*

*M. Hunziker*

Michael Hunziker  
Chairman of the  
Board of Directors *June 27, 2018*

*X. Krämer*

Xaver Krämer  
Vice-Chairman of the  
Board of Directors *June 27, 2018*

*K. Lichtenauer*

Klaus Lichtenauer  
Member of the  
Board of Directors