

**ESCROW OF SHARES PURSUANT TO A SHAREHOLDER
AGREEMENT
(Directors' Resolution)**

..... *(Corporate name)*
DIRECTORS' RESOLUTION
DATED AS OF.....

ESCROW OF SHARES PURSUANT TO A SHAREHOLDER AGREEMENT

The shareholders of the Corporation are parties to a unanimous shareholder agreement entered into on *(date)*, hereinafter referred to as the "Agreement";

The Agreement provides for the obligation, for each shareholder, to deliver the shares they hold in the capital stock of the Corporation to a depositary-mandatar in charge of overseeing the proper operation of the buy-sell mechanisms set out in the Agreement;

The Corporation must intervene in the procedure to recognize the intervention of the depositary-mandatar in the procedure for transferring shares of its capital stock, in compliance with the terms of the Agreement;

BE IT RESOLVED:

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