

**ESCROW OF SHARES**  
**(Pursuant to a Shareholders' Agreement)**  
**(Directors' Resolution)**

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

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**ESCROW OF SHARES PURSUANT TO A SHAREHOLDER AGREEMENT**

The shareholders of the Corporation are parties to a Unanimous Shareholders' 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 depository-mandatarly in charge of overseeing the proper operation of the share sale and purchase mechanisms set out in the Agreement;

The Corporation must intervene to recognize the intervention of the depository-mandatarly 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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