



RESOLUTION NO. 2023-06

**Resolution for
Special Industry Sector Director Election**

WHEREAS, the Corporation's Bylaws provide that the Corporation's Industry Sectors may elect sector directors prior to the Annual Meeting of Members;

WHEREAS, Small LSE Sector Director, Jason Marshall, will resign from the Board following the 2023 Annual Meeting and the process to solicit nominees for his position will occur immediately following the meeting to hold a noticed election in February of the following year.

NOW, THEREFORE, BE IT RESOLVED, that a Small LSE Sector director election shall be conducted prior to the 2024 Annual Meeting of Members at a special telephonic meeting to be held on February 9, 2024, at 10:00 a.m., Eastern Time;

FURTHER RESOLVED, that the close of business on January 9, 2024 is designated as the record date for the determination of the Regular Members in the Small LSE Industry Sector entitled to receive notice of, and to vote in, the election;

FURTHER RESOLVED, that the nominees submitted by members of the Small LSE Sector on or prior to January 9, 2024 be submitted to the Small LSE Sector for election to the Board of Directors, for a term expiring as provided in the Bylaws or until their successor is duly elected;

FURTHER RESOLVED, that the authorized officers, each acting alone or together with the other, are hereby authorized and directed to solicit and transmit a notice and proxy to each Regular Member entitled to receive notice of, and to vote in, the election;

FURTHER RESOLVED, that Niki Schaefer of the Corporation is hereby appointed and authorized to tabulate proxies on behalf of the Corporation and to act as inspector of election in connection with the Small LSE Sector Director election;

FURTHER RESOLVED, that the President or the Corporate Secretary, or such other officer of the Corporation as may be appointed by them, shall preside at the special meeting;

FURTHER RESOLVED, that all actions heretofore taken by the authorized officers of the Corporation in connection with the subject matter of any of the foregoing resolutions be, and they hereby are, approved, confirmed and ratified in all respects; and

FINALLY RESOLVED, that the appropriate officers of the Corporation be and they hereby are authorized and directed to take all actions and execute all such documents as they deem necessary or appropriate to effectuate the foregoing resolutions.

As adopted on this 7th day of December, 2023 by
the Board of Directors,

A handwritten signature in blue ink, appearing to read 'Niki Schaefer', is written over a faint circular stamp.

Niki Schaefer
*Vice President, General Counsel & Corporate
Secretary*