

OCLC, INC.
Meeting of the Trustee Members
June 10, 2019

This meeting of the Trustee Members of OCLC, Inc., pursuant to the notice of the Secretary dated May 30, 2019, and in accordance with Article VII, Section D, of the Code of Regulations of OCLC, Inc., convened at 11:04 a.m., local time, on June 10, 2019 at the Conference Center - Lakeside Room at OCLC, 6600 Kilgour Place, Dublin, OH, 43017. Mr. Szabo presided as the Chair and Ms. Presas kept the minutes of the meeting.

Trustee Members Present:

Craig Anderson
Brady Deaton
Bernadette Gray-Little
Cindy Hilsheimer
Kathleen Keane
Madeleine Lefebvre
Barbara Lison
Jacques Malschaert
James Neal
John Patrick
Barbara Preece
Skip Prichard
Ginny Steel
John Szabo
Sarah Thomas

Trustees Absent:

None

Also, present for all or portions of the meeting:

Julie Presas, Vice President, General Counsel and Secretary

The Chair called the meeting to order. Upon motion duly made and seconded, the Trustee Members approved the minutes of their November 12, 2018 meeting by unanimous vote.

The Chair asked Mses. Lison and Presas to provide background for the proposed changes to the governance documents. After discussion, the Chair thanked Mses. Lison and Presas for their presentation.

The Board Governance Committee then proffered the following resolution to the Trustee Members for approval:

RESOLUTION

WHEREAS, the Trustee Members (the "Board") of OCLC, Inc. (the "Corporation") has considered certain changes to the Corporation's current Code of Regulations ("Regulations") and Bylaws for Governance ("Bylaws") as part of the Corporation's evaluation of its corporate governance structure and need for a separate annual meeting of trustee members, as currently provided for in the Regulations;

WHEREAS, in accordance with such considerations, the Board has received revised versions of the Regulations (the “Restated Regulations”) and Bylaws (“Restated Bylaws”) for its review and approval; and

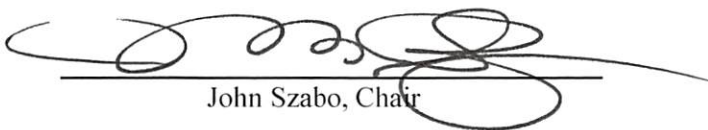
WHEREAS, the Board now deems it advisable and in the best interests of the Corporation to approve such revisions.

NOW, THEREFORE, BE IT RESOLVED, that the Restated Regulations and Restated Bylaws are each hereby unanimously adopted and approved, with such changes thereto as may be approved by the officers of the Corporation;

RESOLVED FURTHER, that, the Board Chair, President and the Secretary of the Corporation, or any other such officer designated by any of the foregoing in writing (each, an “Authorized Officer”), each with the full power to act alone, be, and each hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to carry out and fully perform the terms and provisions of each document delivered pursuant to the foregoing resolutions, and to execute, deliver and, where called for by the particular document, affix the seal of the Corporation to all such consents, agreements, certificates, instruments and other documents, and to do and perform all such other acts and things as such officer may deem necessary, appropriate or convenient, as conclusively evidenced by such action by such officer in order to carry into effect the foregoing resolutions and each document as delivered pursuant thereto, all such action heretofore taken being hereby ratified, confirmed and approved.

Coming from the Board Governance Committee and no second being necessary, the above resolution was approved by unanimous vote of the Trustee Members.

The Chair then called for other business, and there being none, a motion for adjournment was duly made, seconded and approved, and the meeting was adjourned at approximately 11:15 a.m.



John Szabo, Chair



Julie Presas, Secretary