

OCLC, INC.
Annual Meeting of the Trustee Members
November 13, 2017

This annual meeting of the Trustee Members of OCLC, Inc., pursuant to the notice of the Secretary dated November 3, 2017, and in accordance with Article VII, Section D, of the Code of Regulations of OCLC, Inc., convened at 11:52 a.m., local time, on November 13, 2017, at the Conference Center at OCLC Lakeside Room, 6600 Kilgour Place, Dublin, OH, 43017. Ms. Yee presided as the Chair and Ms. Presas kept the minutes of the meeting.

Trustee Members Present:

Brady Deaton
Berndt Dugall
Cindy Hilsheimer
Kathleen Keane
Madeleine Lefebvre
Barbara Lison
Jacques Malschaert
James Neal
Loretta Parham
John Patrick
Barbara Preece
John Szabo
Ellen Tise
Sandra Yee

Trustees Absent:

None

Also, present for all or portions of the meeting:

Bernadette Gray-Little, Trustee-Elect
Peter Sidorko, Trustee-Elect
David A. ("Skip") Prichard, President & CEO
Julie Presas, Vice President, General Counsel and Secretary
Andrew Bordas, Vice President, Management and Customer Operations
Bruce Crocco, Vice President, Library Services of the Americas
Jeff Jacobs, Chief Information Officer
William Rozek, Chief Financial Officer
Mary Sauer-Games, Vice President, Global Product Management
Tammi Spayde, Vice President, Corporate Human Resources, Marketing, Facilities

Upon motion duly made and seconded, the Trustee Members approved the minutes of their November 14, 2016 meeting by unanimous vote.

Upon further motion duly made and seconded, the following resolution was considered:

RESOLUTION

RESOLVED, that the actions of the Board of Trustees and the Officers of OCLC taken in the past twelve months are hereby ratified and affirmed.

There being no further discussion, the above resolution was approved by unanimous vote.

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

RESOLUTION

Jim Neal is hereby elected to a four year-term on the Board of Trustees which will end November, 2021;

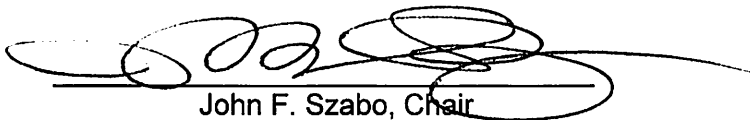
FURTHER RESOLVED, that John Patrick is hereby elected to a four-year term on the Board of Trustees which will end November, 2021

FURTHER RESOLOVED, that Bernadette Gray-Little is hereby elected to a four-year term on the Board of Trustees which will end November, 2021; and,

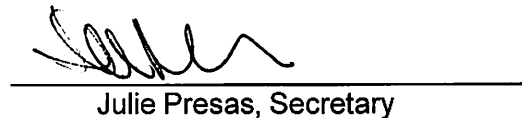
FURTHER RESOLVED, that the Board acknowledges the actions of the Global Council on March 29, 2017, wherein Peter Sidorko was appointed to the Board of Trustees for a four-year term, which will begin following the Trustee Member Meeting on November 13, 2017 and end in November, 2021.

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

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 12:00 p.m.



John F. Szabo, Chair



Julie Presas, Secretary