

**CERTIFIED COPY OF THE RESOLUTIONS OF  
THE DIRECTORS OF**

\_\_\_\_\_  
[insert name of the corporation]  
**(the "Corporation")**

**Guarantee and Indemnity in favour of Tech Data Canada Corporation**

1. The guarantee and indemnity made as of the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ by the Corporation in favour of Tech Data Canada Corporation in respect of the indebtedness of [insert name of the debtor] \_\_\_\_\_ to Tech Data Canada Corporation (the "Guarantee"), a copy of which Guarantee each and every director hereby acknowledges he or she has had an opportunity to review, be and the same is hereby ratified, confirmed and approved.
2. The Guarantee be executed and delivered for and in the name of the Corporation by [insert name of person signing] \_\_\_\_\_, the [insert position of person signing] \_\_\_\_\_ of the Corporation, (whether under the corporate seal or otherwise) together with such additions, alterations, amendments and deletions as may be approved by such person, and the execution thereof accordingly shall be conclusive evidence that the Guarantee so executed is the Guarantee authorized by this resolution.
3. Any officer or director of the Corporation be and he or she is hereby authorized and directed for and on behalf of the Corporation to execute (whether under the corporate seal of the Corporation or otherwise) and to deliver all such further and other documents with such additions, deletions and amendments as such officer or director shall approve, and to do all such acts and things as he or she may determine necessary or desirable in connection with or to carry out the foregoing, such approval or determination to be conclusively evidenced by his or her execution of such documents and doing of such acts or things.

I, [insert name of individual signing] \_\_\_\_\_, the [insert position of person signing] \_\_\_\_\_ of the Corporation, do hereby certify under the corporate seal of the Corporation that the foregoing is a complete and exact copy of the resolutions of the directors of the Corporation passed by the consent of all the directors of the Corporation on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ which resolutions are in full force and effect unamended as at the date hereof.

DATED at \_\_\_\_\_, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
(Principal Signature)

Name: \_\_\_\_\_

Title: \_\_\_\_\_