

MAKERDAO RESOLUTION

Date: Dated as of related Executive Vote on MakerDAO

Purpose: Changes to RWA Foundation Service Provider Relationships

Reference is made to:

The Amended and Restated Memorandum of Association (the “**Memorandum**”) and Amended and Restated Articles of Association (the “**Articles**”) of the RWA Foundation (“**RWAF**”), each as adopted by special resolution dated July 13, 2022, pursuant to which RWAF’s operations are governed.

Capitalized terms used herein and not otherwise defined shall have the meaning given to them in the Articles.

Whereas:

1. Clause 4.6 of the Articles outlines the procedures of appointing a Director;
2. Clause 4.7 of the Articles outlines the procedures of removing a Director;
3. Clause 4.16 of the Articles mandates the Directors of RWAF to implement all DAO Resolutions (subject to applicable law); and
4. Clause 6 of the Memorandum provides that the Secretary of RWAF may be such other qualified person (as defined in the Foundation Companies Act, 2017) (the “**FCA**”), as the directors may at any time decide.

Authorizations:

In accordance with the governance protocols of MakerDAO on the date specified above and pursuant to the Articles, this DAO Resolution approves and ratifies the following actions:

1. That RWAF change its secretary (and consequently its registered office) to Leeward Management Limited (“**Leeward**”), a licensed Cayman Islands governance and corporate services provider, which is a qualified person (as defined in the Foundation Companies Act, 2017) and which currently provides supervisor and compliance services to RWAF. Pursuant to prior DAO Resolutions, Leeward already provides the full suite of governance, corporate and compliance services to TACO Foundation (see e.g., *Project Andromeda*).
2. That Leeward personnel provide the services of a professional director to RWAF as the new director (“**New Director**”).

3. That the existing director of RWAF be removed as a director (“**Existing Director**”).
4. The changes above, to be effective no later than January 1, 2024, is expected to streamline operations for RWAF through the use of common service providers.
5. Fees for corporate, compliance and governance service fees to RWAF shall be the same as for TACO Foundation and shall not exceed \$50,000 per annum.
6. Approval of this DAO Resolution will:
 - a. direct RWAF's Supervisor to pass an Ordinary Resolution removing the Existing Director and appointing the New Director as director of RWAF;
 - b. ratify such Ordinary Resolution in (a);
 - c. authorize and direct a change by the New Director of RWAF’s secretary (and accordingly by such change, its registered officer) to Leeward;
 - d. where applicable, direct RWAF Supervisor to pass a Special Resolution amending and restating the Memorandum to reflect the change in secretary;
 - e. ratify such Special Resolution in (d); and
 - f. carry out similar actions as may be required with respect to the service providers of RWAF subsidiaries – NS Drop Ltd and Pinwheel Ltd – following consultation with legal counsel.