

## **MAKERDAO RESOLUTION**

**Date:** Dated as of related Executive Vote on MakerDAO.

**Purpose:** Approval of Amendment No. 2 to the Trust Agreement to Facilitate Tax Distributions

**A. Reference is made to:**

1. The Amended and Restated Memorandum and Articles of Association (the “**Articles**”) of the RWA Foundation (“**RWAF**”), adopted July 13, 2022.
2. The Amended and Restated Trust Agreement, dated July 12, 2022, between Wilmington Savings Fund Society, FSB and RWAF.
3. Amendment No. 1 to the Trust Agreement, dated April 5, 2024, which established a mechanism for the return of excess funds to the protocol.
4. The Master Participation Agreement, dated July 12, 2022, between Huntingdon Valley Bank (now succeeded by First Citizens Community Bank) and the RWA Master Participation Trust.

Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Trust Agreement, the Articles, or the Master Participation Agreement, as applicable.

**B. Whereas:**

1. Pursuant to Clause 4.16 of the Articles, the Director of RWAF is authorized to implement DAO Resolutions (subject to applicable law).
2. The Trust Sponsor has notified the Trustee that the amounts held in the Participation Receipt Account are insufficient to cover anticipated tax payments, while excess funds are available in the Participation Funding Account.
3. The Paying Agent has requested a formal amendment approved by DAO governance to authorize such a distribution under the Trust Agreement.

**C. Authorizations:**

NOW, THEREFORE, in accordance with the governance protocols of MakerDAO and pursuant to the Articles, the following actions are hereby authorized and approved:

1. The DAO approves the form and terms of Amendment No. 2 to the Trust Agreement.
2. The Director of RWAF is instructed to execute Amendment No. 2 and to take any further actions reasonably necessary to give effect to the Amendment and to carry out the intent of this Resolution.