

EXHIBIT B TO NON-PROSECUTION AGREEMENT

RESOLUTION OF THE BOARD OF DIRECTORS OF BSI SA

At a duly held meeting held on 27 March 2015, the Board of Directors (the "Board") of BSI SA (the "Company") resolved as follows:

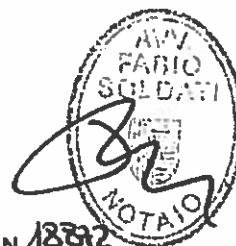
WHEREAS, the Company has been engaged in discussions with the United States Department of Justice (the "DOJ") regarding certain issues arising out of, in connection with, or otherwise relating to the conduct of its U.S. cross-border business;

WHEREAS, in order to resolve such discussions, it is proposed that the Company enter into a certain non-prosecution agreement with the DOJ (the "Agreement"); and

WHEREAS, the Company's U.S. and Swiss counsel have advised the Board of Directors of the Company's rights, possible defenses, and the consequences of entering into the Agreement;

This Board hereby **RESOLVES** that:

1. The Board of the Company has reviewed the entire Agreement attached hereto, including the Statement of Facts attached as Exhibit A to the Agreement, consulted with Swiss and U.S. counsel in connection with this matter and voted to enter into the Agreement, including to pay a sum of \$211 million to DOJ in connection with the Agreement;
2. Any of Stefano Coduri, Group Chief Executive Officer of the Company; Rajiv Pradhan, Deputy Group Chief Executive Officer of the Company; and Massimo Antonini, Head of the Legal Department of the Company, with joint signature by two; or Juan Morillo of Quinn Emanuel Urquhart & Sullivan LLP by sole signature (collectively, the "Authorized Signatories"), are hereby authorized on behalf of the Company to execute the Agreement substantially in such form as reviewed by this Board with such non-material changes as the Authorized Signatories may approve;
3. The Board hereby authorizes, empowers and directs the Authorized Signatories to take, on behalf of the Company, any and all actions as may be necessary or appropriate, and to approve and execute the forms, terms or provisions of any agreement or other document, as may be necessary or appropriate to carry out and effectuate the purpose and intent of the foregoing resolutions; and
4. All of the actions of the Authorized Signatories of the Company, are hereby severally ratified, confirmed, approved and adopted as actions on behalf of the Company.



AUTENTICA N 18392


A handwritten signature, likely of Stefano Coduri, written in black ink.

A handwritten signature, likely of Stefano Coduri, written in black ink.

IN WITNESS WHEREOF, the Board of Directors of the Company has executed this Resolution.



Massimo Antonini
Head of Legal Department



Stefania Tiso
Corporate Secretary

No. 18'872***


I undersigned Fabio Soldati, Notary Public in Lugano (Switzerland), do herewith certify that:-----

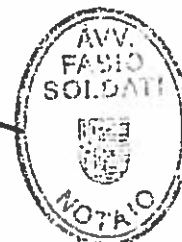
Mr. Massimo Edoardo Antonini, male, born on July 10th 1963, from Capriasca-Lugaggia (Switzerland), domiciled in Sonvico (Switzerland), legitimated with Swiss ID nr. C1926685, valid until 18.01.2016 and -----

Mrs. Stefania Tiso, female, born on September 4th 1967, from Paradiso (Switzerland), domiciled in Paradiso (Switzerland, legitimated with Swiss Passport nr. X4344277, valid until 18.11.2024 signed in my presence and sight and I declare therefore that their signatures are authentic.-----

I further declare that Ms. Massimo Edoardo Antonini and Mrs. Stefania Tiso have the power to sign jointly by two for BSI SA, Lugano, as it results from the extract of Register of Commerce, which I have seen.-----

Lugano, 27th March 2015


Fabio Soldati, Notary Public in Lugano



APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Stato: Repubblica e Cantone Ticino (Svizzera)

Il presente atto pubblico

2. è stato firmato da Fabio Soldati

3. operante in qualità di notaio

notaio

4. è munito del sig. notariale

Attestato

27 MAR. 2015

5. in Bellinzona a. n.

7. da Cancelleria dello Stato

8. col numero 4381

9. Segreteria 10. firma:

P. Zanetti



PAOLA ZANETTI
Segretaria

Costo Fr. 35.--