

USA TEAM HANDBALL, INC.

CERTIFICATE OF CEO REGARDING BOARD RESOLUTION

The undersigned, Michael D. Cavanaugh, Chief Executive Officer (the “CEO”) of USA Team Handball, Inc. (“USATH”) hereby certifies that the Board of Directors of USATH has duly adopted the following Resolution at its duly called meeting held on 28 June 2018.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 3 day of July, 2018.



Name: Michael D. Cavanaugh
Title: Chief Executive Officer

USA TEAM HANDBALL, INC.

Board of Directors Resolution

USA TEAM HANDBALL, INC.

Board of Directors Resolution

WHEREAS, the Board of Directors (the “Board” with each member thereof a “Director”) of USA Team Handball, Inc. (“USATH”) previously has, after due inquiry and advice, identified various problems with the procedures in the USATH Bylaws (the “Bylaws”) and in the USATH records with respect to the election or selection and staggered terms of Directors.

WHEREAS, the Board wishes to make various clarifications and corrections to its procedures in the Bylaws and formally establish the record for the requisite staggered terms for the election or selection of Directors now and in the future.

WHEREAS, USATH is currently in the process of changing its legal domicile from Utah to Colorado and will amend and restate its Bylaws in their entirety effective with such change.

WHEREAS, the Board previously has determined that certain elections or selections to the Board need to occur as soon as practicable, even if prior to its re-domicile to Colorado, and thus will now adopt this Resolution.

WHEREAS, any reference in this Resolution: (i) to “Section”, means a Section of the Bylaws and (ii) any capitalized term not otherwise defined in this Resolution shall have the meaning ascribed thereto in the Bylaws.

THEREFORE, BE IT:

RESOLVED, that the Board confirms:

- (i) the concept of “staggered terms” for Directors conceptually discussed in Section 6.7;
- (ii) each Director will serve a four-year term, unless she or he resigns or is removed pursuant to the Bylaws prior to the expiration of such term (and except as otherwise specifically provided in this Resolution); and
- (iii) that each Director, regardless of their term or stated dates to hold elections or selections, serves as such Director until such time as that Director is replaced (via election or selection) by a new Director or resigns or is removed pursuant to the Bylaws.

RESOLVED, FURTHER that, in specific furtherance of the above, Sections 6.7.2 and 6.7.3 hereby are deleted, and:

- (i) Exhibit A identifies each Director with a number (a “Board Seat Number”) and states, in conjunction with the Resolution below, when each such Board Seat Number is subject to future election or selection; and
- (ii) Exhibit B sets forth the name of each Director currently holding each specific Board Seat Number.
- (iii) Exhibits A and B are integral components of, and incorporated into, this Resolution.

RESOLVED FURTHER, that, in specific furtherance of the above:

- (i) two Independent Directors for Board Seat Numbers 8 and 9 will be selected as soon as practicable;
- (ii) the Independent Director holding Board Seat Number 5 previously had resigned his position on the Board and thus one Independent Director for Board Seat Number 5 will be selected as soon as practicable;
- (iii) since Board Seat Numbers 8, 9 and 5 are Independent Directors, the Board confirms that the Nominating and Governance Committee has been directed to select three Independent Directors as soon as practicable to fill such positions with each person so selected identified with a specific Board Seat Number; and

RESOLVED FURTHER, that Section 6.4 is hereby deleted in its entirety and replaced as follows:

“Section 6.4. Qualifications.

In order to be eligible to be elected or selected, and to serve, as a Director, a person must:

- (A)** *be a natural person eighteen (18) years of age or older;*
- (B)** *not be a paid employee or consultant of USATH currently or within the last five (5) years;*

- (C) *be registered as a member of USATH for at least sixty (60) days prior to her or his election, provided, however, that for the sake of clarity this requirement shall not apply to any Independent Director;*
- (D) *not violate Section 6.8 with respect to term limits;*
- (E) *not violate Section 6.11 with respect to organizations potentially competing with USATH;*
- (F) *not violate Section 8.10.5 with respect to Nominating and Governance Committee members;*
- (G) *satisfy at the time of selection Section 6.6(B) with respect to “independence”, provided, however, that for the sake of clarity this requirement only shall apply to an Independent Director; and*
- (H) *not be a person having a record of a (i) felony criminal conviction involving theft, financial improprieties and other crimes involving moral turpitude or (ii) SafeSport sanction or provisional suspension or a criminal conviction or other court sanction of similar nature.*

RESOLVED FURTHER, that Section 8.10.2 is hereby amended in its entirety with respect to the selection of any or all Independent Directors:

“8.10.2. Qualification Review Process. *In reviewing a candidate’s qualifications for an Independent Director position, the Nominating and Governance Committee shall take into consideration the candidate’s: (i) contribution to the effective functioning of the USATH; (ii) professional and/or sport experiences that may be relevant to USATH; (iii) time commitments and/or ability to attend meetings and fully participate in the activities of the Board; (iv) reputation for personal and professional integrity and commitment to ethical conduct; (v) relationships with other organizations that may cause a real or perceived conflict of interest with the goals and mission of USATH; (vi) ability to generate or attract revenue or funds to the USATH; (vii) ability to be a productive board member with ability to think globally and/or possess the skills and traits to develop the sport and the infrastructure of the sport of Team Handball; and (viii) other qualifications for which the Nominating and Governance Committee deems appropriate to select or exclude a potential Director. The Nominating and Governance Committee shall select Independent Directors in accordance with Section 4.2 and in accordance with Section 6.2(B) with respect to having at least one Independent Director with financial expertise who shall also serve on the Audit and Compensation Committee.*

It is the desire of USATH to have Directors that possess the highest personal and professional integrity and values; have demonstrated exceptional ability and judgment; and are effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USATH. It also is the desire of USATH to have a Board that understands athletic competition and the Olympic ideals; has diverse experience in the key business, financial, or other challenges that face USATH; and possesses a high level of experience and capability in Board oversight responsibilities,

including in the areas of finance, marketing, fundraising, audit, management, communications, and sports.”

RESOLVED FURTHER, that the Board will identify as soon as practicable any necessary clarifications, corrections or improvements to the procedures in the Bylaws concerning the election of General Membership Directors and Athlete Directors.

RESOLVED FURTHER, that since the Board has the power to amend the Bylaws, this Resolution also shall serve to the extent required or necessary as an amendment to such Bylaws, and, to the extent that any Bylaw, USATH rule or prior Board action, or any portion thereof, is inconsistent with this Resolution, then such Bylaw, rule or prior Board action or portion thereof is hereby superseded or deleted to the extent required or necessary to effect this Resolution and its intent.

RESOLVED FINALLY, that the CEO is authorized and directed to do and perform, or cause to be done and performed, all such acts, deeds and things (including, without limitation, the expenditure of monies) that he may deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing Resolutions.

Exhibit A to Board Resolution dated 28 June 2018

Board Seat Number 1 is for an Athlete Director: this seat will next be up for election prior to and effective as of 1 Jan 2021 and thereafter each fourth anniversary thereof.

Board Seat Number 2 is for an Athlete Director: this seat will next be up for election prior to and effective as of 1 Jan 2021 and thereafter each fourth anniversary thereof.

Board Seat Number 3 is for a General Membership Director: this seat will next be up for election prior to and effective as of 1 Jan 2019 and thereafter each fourth anniversary thereof.

Board Seat Number 4 is for a General Membership Director: seat will next be up for election prior to and effective as of 1 Jan 2019 and thereafter each fourth anniversary thereof.

Board Seat Number 5 is for an Independent Director: seat is to be replaced due to resignation and will be up for selection as soon as practicable and then again prior to and effective as of 1 Jan 2019 and thereafter each fourth anniversary thereof.

Board Seat Number 6 is for an Independent Director: seat will be up for selection prior to and effective as of 1 Jan 2019 and thereafter each fourth anniversary thereof.

Board Seat Number 7 is for an Independent Director: seat will be up for election prior to and effective as of 1 Jan 2019 and thereafter each fourth anniversary thereof.

Board Seat Number 8 is for an Independent Director: seat is up for selection as soon as practicable and then again prior to and effective as of 1 Jan 2021 and thereafter each fourth anniversary thereof.

Board Seat Number 9 is for an Independent Director: seat will up for selection as soon as practicable and then again prior to and effective as of 1 Jan 2021 and thereafter each fourth anniversary thereof.

Exhibit B to Board Resolution dated 28 June 2018

Current Directors and Board Seat Numbers

Board Seat Number 1: David Thompson

Board Seat Number 2: Sarah Gascon

Board Seat Number 3: Jennie Choi

Board Seat Number 4: Attila Agoston

Board Seat Number 5: Currently Vacant (Harvey Schiller resigned)

Board Seat Number 6: Bob Djokovich

Board Seat Number 7: Mike McNees

Board Seat Number 8: David Palmer

Board Seat Number 9: Alan Dizdarevic

A copy of this Exhibit will be: (i) updated when and as necessary to reflect the names of any different Directors; (ii) entitled “Current Directors and Board Seat Numbers”; (iii) dated as of the date of the effective date of any changes; and (iv) maintained in the USATH’s corporate books and records.