

On and effective as of July 22, 2020, and in connection with its annual governance review, the board of directors (the “Board”) of ADT Inc. (the “Company”) approved an amendment and restatement of the Company’s Amended and Restated Bylaws, dated as of January 23, 2019 (as amended, restated, supplemented or otherwise modified from time to time) (the “Bylaws”), to adopt certain technical updates to the Bylaws. Among others, the changes provide that:

- (1) the Company, not only the chair of a meeting, can postpone, adjourn, recess, reschedule or cancel any previously scheduled stockholder meeting;
- (2) a stockholder can propose nominees for election up to the number of seats available, while the Board has the power to determine whether a nomination or proposal was procedurally compliant, and to reject the same if non-compliant;
- (3) stockholders (other than those party to the Stockholders Agreement) can deliver any document or information to the Company in writing only and by hand, courier, overnight delivery or similar means, as opposed to via electronic transmission;
- (4) a unanimous consent of the Board (or any committee of the Board) may be filed with the Company’s minutes after an action is taken and to clarify that a director may provide his or her consent by an e-mail delivered to the Secretary of the Company;
- (5) if a meeting of stockholders is adjourned, the original record dates for notice of and to vote at such meeting shall apply to the adjourned meeting. In the event, however, that the Board sets a new voting record date, it must also set a new record date for notice that is on or before such new record date for voting; and
- (6) stockholders may amend the Bylaws by written consent, not only during an annual or special meeting..