

On November 17, 2020, the Board of Directors (the “Board”) of Glaukos Corporation (the “Company”) approved amendments to the Company’s Amended and Restated Bylaws (the “Bylaws”). In addition to purely ministerial or minor conforming changes, these amendments principally provide for the following:

- Updates to the advance notice provisions in Section 2.4 of the Bylaws to require each nominee for director to complete a written questionnaire with respect to the nominee’s background, qualifications, stock ownership and independence and to provide certain other representations and agreements to the Company regarding compliance with the Company’s corporate governance and other policies applicable to directors of the Company, voting commitments or compensatory arrangements with another party that have not been disclosed to the Company and the nominee’s current intent to serve as a director for the full term for which the nominee is standing for election. The changes to Section 2.4 of the Bylaws also clarify that the number of nominees a stockholder may nominate for election at a stockholders’ meeting cannot exceed the number of directors to be elected.
- Clarification in Section 2.8 of the Bylaws of the authority of the chairperson to conduct a stockholders’ meeting, including authority to adjourn a meeting, and the Board’s authority to postpone, reschedule or cancel a previously scheduled stockholders’ meeting.
- Updates to various provisions of the Bylaws, including Sections 2.5, 7.1 and 7.2, to permit electronic notices in accordance with recent amendments to the Delaware General Corporation Law.
- Revisions to Sections 2.12 and 3.9 of the Bylaws to clarify the expanded flexibility for electronic delivery of proxies and written consents in accordance with recent amendments to the Delaware General Corporation Law, and the addition of a new Section 9.5 to clarify and permit the use of electronic signatures for consents, agreements, certificates or other instruments executed on behalf of the Company.
- Addition of a new Section 9.4 providing for the federal district courts of the United States as the exclusive forum for the resolution of any complaint asserting a cause of action under the Securities Act of 1933, as amended, unless the Company consents in writing to the election of an alternative forum. The new Section 9.4 also incorporates into the Bylaws the existing state exclusive forum provision from Article X of the Company’s Certificate of Incorporation, which provides for the Court of Chancery of the State of Delaware for certain disputes between the Company and its stockholders, including derivative actions, claims involving a breach of fiduciary duty by a director, officer, employee or its stockholders, actions asserting claims under the Delaware General Corporation Law, the Certificate of Incorporation or the Bylaws and actions governed by the internal affairs doctrine.
- Revisions to Article V to clarify the Company’s required officer positions.
- Revisions to Section 6.1 to permit any two authorized officers (rather than specified combinations of officers) to sign stock certificates on behalf of the Corporation.