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Incyte Corporation

Extract: Bylaws Amended/Restated (Plain English Desc) from a [8-K](#) on 02/19/2021

[SEC Document](#)

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On February 18, 2021, the Board of Directors (the “Board”) of Incyte Corporation (the “Company”) amended the Company’s bylaws (as so amended, the “Bylaws”) to implement proxy access bylaw provisions and make certain conforming revisions to reflect implementation of proxy access.

The Bylaws include a new Article I, Section 5, Proxy Access, which permits an eligible stockholder, or a group of up to twenty eligible stockholders, owning continuously for at least three years shares of the Company’s common stock representing an aggregate of at least 3% of the outstanding shares of common stock, to nominate and include in the Company’s annual meeting proxy materials qualifying director nominees constituting up to the greater of two individuals or 20% of the Board, provided that the stockholder(s) and nominee(s) satisfy the requirements specified in the Bylaws.