

On July 15, 2021, the Board adopted a proposed amendment (the "Bylaw Amendment") to the Company's Amended and Restated Bylaws (as amended, the "Second Amended and Restated Bylaws"), after it had determined that it was advisable and in the best interests of the Company and its stockholders to amend Article III, Section 15 of the Bylaws and to add a new Article VIII, Section 7 to the Bylaws. The Bylaw Amendment, which was effective upon adoption by the Board, designates the Court of Chancery of the State of Delaware as the sole and exclusive forum for any stockholder to bring (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action, suit, or proceeding asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, employee, or stockholder of the Company to the Company or the Company's stockholders or any action asserting a claim for aiding and abetting any such breach of fiduciary duty, (iii) any action, suit, or proceeding arising pursuant to any provision of the Delaware General Company Law, or the Company's certificate of incorporation Company, or bylaws (as each may be amended from time to time), (iv) any claim as to which the Delaware General Company Law confers jurisdiction upon the Court of Chancery, or (v) any action, suit, or proceeding asserting a claim against the Company or its current or former directors, officers, employees, or stockholders governed by the internal affairs doctrine, shall be the Court of Chancery of the State of Delaware. In addition, the Bylaw Amendment also amended the Amended and Restated Bylaws to clarify and enhance the rights and obligations of the Company with respect to indemnification and the advancement of expenses for the Company's directors, officers, employees and

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agents.