

On March 14, 2023, our board of directors approved an amendment and restatement of our amended and restated bylaws (as so amended and restated, our amended and restated bylaws), effective immediately. The amendments effected by our amended and restated bylaws, among other things:

- Eliminate the former requirement that the list of stockholders entitled to vote at a stockholder meeting also be made available during the actual meeting;
- Address adjournment of stockholder meetings relying on remote communication due to a technical failure;

•Revise and enhance procedural mechanics and disclosure requirements in connection with stockholder nominations of directors and submission of proposals regarding other business at stockholder meetings by:

- oRequiring additional background information, disclosures and certain representations from proposing stockholders and beneficial owners and the respective affiliates and associates of, or others acting in concert with such stockholder and such beneficial owner (each, a Stockholder Associated Person);

- oProviding that if any stockholder, Proposing Person(s) (as defined in our amended and restated bylaws) and/or Stockholder Associated Person that intends to solicit proxies in support of any nominees other than the company's nominees provides the notice and information required by Rule 14a-19(b) under Exchange Act, then such stockholder, Proposing Person(s) and/or Stockholder Associated Person, upon request by the company, must provide to the company no later than five business days prior to the applicable meeting, reasonable evidence that it has met the requirements of soliciting the holders of shares of at

least 67% of the voting power of shares entitled to vote on the election of directors and including a statement to that effect in the proxy statement or form of proxy; and

oProviding that if any stockholder, Proposing Person(s) and/or Stockholder Associated Person fails to comply with the requirements of Rule 14a-19 under the Exchange Act (or fails to timely provide reasonable evidence sufficient to satisfy the company that such requirements have been met), then the company will disregard the nomination of each of the director nominees proposed by such stockholder, Proposing Person(s) and/or Stockholder Associated Person and any proxies or votes solicited for such nominees;

- Add an emergency bylaw provision to provide clarity and authority to directors and certain officers during an emergency situation that would otherwise prevent a quorum of our board of directors or a board committee from being achieved; and
- Make various other updates, including certain technical, conforming and clarifying changes.