

On May 16, 2023, the Board of Directors (the "Board") of the Company approved and adopted Amended and Restated Bylaws of the Company (the "Bylaws"), effective as of the same date. The Bylaws were amended and restated to, among other things:

- i. expressly allow the annual meeting of shareholders to be held in a virtual-only format (Section 1.1(a));
- ii. increase the advance notice requirement for shareholder proposals for the annual meeting of shareholders from 60 days to 120 days before the first anniversary of the date of the Company's proxy statement in connection with the last annual meeting (Section 1.1(a));
- iii. state that notice of the annual meeting of shareholders may not be delivered more than 60 days prior to the date of the meeting (Section 1.1(b));
- iv. state that the record date for any meeting of shareholders may not be more than 70 days before the date of the meeting (Section 1.3);
- v. require any shareholder directly or indirectly soliciting proxies from other shareholders to use a proxy card color other than white (Section 1.4);
- vi. remove the prohibition that no person may be elected a director unless the person is the owner of shares of stock of the Company having a par value or market value of \$1,000 or more (formerly Section 2.9);
- vii. establish the duties and responsibilities of the Lead Independent Director (Section 2.12);
- viii. establish the procedures and requirements for shareholders to nominate persons for election to the Board (Section 2.13);
- ix. establish the duties and responsibilities of the Executive Chairman (Section 3.4); and
- x. expressly grant the President and Chief Executive Officer authority to appoint and terminate officers holding the position of Senior Vice President and below (Section 3.5).

The amended and restated Bylaws also include certain technical, ministerial and non-substantive amendments.