

On May 24, 2023, the Board of Directors of the Company (the "Board") adopted and approved amended and restated bylaws (as so amended and restated, the "Bylaws") of the Company, effective immediately. Among other things, the amendments to the Bylaws:

- Address the universal proxy rules adopted by the SEC, by clarifying that no person may solicit proxies in support of a director nominee other than the Board's nominees unless such person has complied with Rule 14a-19 under the Exchange Act, including applicable notice and solicitation requirements;
- Require that any stockholder soliciting proxies from other stockholders must use a proxy card color other than white, with the white proxy card reserved for exclusive use by the Board;
- Revise the advance notice disclosure requirements contained in the Bylaws to require a stockholder proposing business or nominating directors to provide additional information and permit the Company reasonably to request additional information;

- Update provisions related to the preparation and availability of the list of stockholders entitled to vote at a meeting to align with changes made to Section 219 of the General Corporation Law of the State of Delaware;
- Clarify the process for calling a special meeting of stockholders; and
- Clarify that the existing Federal forum selection provision is intended to benefit third parties, in addition to the Company and its officers and directors.

The amendments also include certain technical, conforming, modernizing or clarifying changes to the Bylaws.