

On September 7, 2023, Hamilton Lane Incorporated (the “Company”) filed with the Secretary of State of the State of Delaware an Amended and Restated Certificate of Incorporation reflecting the amendments adopted at the 2023 Annual Meeting of Stockholders (the “Annual Meeting”) earlier that day. A copy is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.03 as if fully set forth herein.

Also on September 7, 2023, the Company’s Board of Directors (the “Board”) approved the Amended and Restated Bylaws of the Company (the “Bylaws”), effective the same day, to account for the Securities and Exchange Commission’s recent adoption of universal proxy rules, recent changes to the Delaware General Corporation Law and the Board’s periodic review of the Bylaws. Among other updates, the Bylaws (i) require that any stockholder directly or indirectly soliciting proxies from other stockholders use a proxy card that is a color other than white, (ii) add a requirement that a stockholder seeking to nominate director(s) at a meeting deliver to the Company a written certification that it has met all applicable requirements of Rule 14a-19 under the Securities Exchange Act of 1934, as amended, (iii) require that the Company disregard any nomination where the stockholder has failed to comply with the requirements of Rule 14a-19 and (iv) remove the requirement that a list of stockholders remain available for inspection during annual meetings of stockholders. This description of the amendments to the Bylaws does not purport to be complete and is qualified in its entirety by reference to the complete text of the Bylaws, which are attached hereto as Exhibit 3.2 and incorporated herein by reference as if fully set forth herein.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On September 7, 2023, the Company held its Annual Meeting for the purposes of (i) electing the Class I directors named in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on July 25, 2023 (the “Proxy Statement”), (ii) conducting an advisory vote to approve the compensation of the Company’s named executive officers, as disclosed in the Proxy Statement, (iii) adopting an amendment to the Company’s Amended and Restated Certificate of Incorporation to provide for the exculpation of certain officers as permitted by Delaware law, (iv) adopting an amendment to the Company’s Amended and Restated Certificate of Incorporation to amend the exclusive forum provision and (v) ratifying the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending March 31, 2024.