

On September 13, 2023, the Board approved the amendment and restatement of the Company's Amended and Restated By-laws (as so amended, the "Amended and Restated By-laws"), effective concurrently with such adoption. The amendments effected by the Amended and Restated By-laws include the following:

- The enhancement and/or clarification of certain procedural mechanics and disclosure requirements in connection with stockholder nominations of directors and proposals of business made in connection with meetings of stockholders, including, without limitation, the following:
  - Revisions clarifying that stockholder nominations of directors and proposals of business must be made in compliance with applicable legal requirements in order for such nominees to be eligible for election or business to be brought in accordance with the Amended and Restated By-laws;
  - Certain revisions with respect to the representations to be made by any stockholder proposing any nominees or business in connection with the solicitation of proxies, including the requirement for any nominating stockholder to represent whether or not such stockholder intends to solicit proxies in support of such nomination in accordance with Rule 14a-19 promulgated under the Securities Exchange Act of 1934, as amended (the "Universal Proxy Rule");
  - Revisions providing that any stockholder proposing any nominee or business must disclose any plans or proposals that would be required to be disclosed in Item 4 of Schedule 13D of the Securities Exchange Act of 1934, as amended;
  - Revisions providing that if any stockholder provides notice of any director nomination pursuant to the Universal Proxy Rule and subsequently either (i) notifies the Company that such stockholder no longer intends to solicit proxies, or (ii) fails to comply with the requirements of the Universal Proxy Rule, then no vote on such nominees proposed by such stockholder will occur;
  - Revisions providing that the number of nominees any stockholder may nominate for election at a meeting may not exceed the number of directors to be elected at such meeting;
  - Revisions requiring that any stockholder proposing any nominees or business provide any additional information as may reasonably be requested by the Company; and
  - Revisions requiring that any director nominees of any proposing stockholder be available for interviews with the Board or any committee thereof if requested by the Company;

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- Revisions providing that any stockholder soliciting proxies from other stockholders must use a proxy card color other than white, with the white proxy card being reserved for exclusive use by the Board;
  - Revisions relating to the availability, prior to any stockholder meeting, of the list of stockholders entitled to vote at such stockholder meeting, to reflect recent amendments to the Delaware General Corporation Law;
  - Revisions to provide that, following the adoption of the Amended and Restated By-laws, all shares of capital stock of the Company shall be issued, recorded and transferred exclusively in uncertificated book-entry form (provided, that, any preexisting stock certificates evidencing shares of capital stock of the Company shall continue to be certificated until such certificates have been surrendered to the Company);
  - The addition of a federal exclusive forum provision stating that all causes of actions arising under the Securities Act of 1933 must be brought in the federal district courts of the United States of America unless the Company consents in writing to the selection of an alternative forum; and
  - Various other updates, including clarifying, technical, and/or ministerial changes.