

On September 14, 2023, the Board amended and restated the Company's Bylaws (the "Bylaws"), effective immediately. The Bylaws were amended and restated to, among other things:

- a. enhance procedural mechanics and disclosure requirements in connection with stockholder nominations of directors and submissions of proposals regarding other business at the Company's annual meeting of stockholders (except for proposals properly made in accordance with Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), including by requiring additional background information and disclosures regarding proposing stockholders, proposed nominees and business, and other persons related to a stockholder's solicitation of proxies;
- b. change certain provisions relating to stockholder nominees for election as a director to address the new "universal proxy rules" in accordance with Rule 14a-19 under the Exchange Act;
- c. revise certain additional procedures related to stockholder meetings to conform to the provisions of the Delaware General Corporation Law, as recently amended (the "DGCL"), including but not limited to, provisions relating to delivery of notices of stockholder meetings, quorum, communications regarding adjourned stockholder meetings, conduct of business at meetings, proxies, and the preparation of the stockholder list in connection with stockholder meetings;
- d. update various provisions regarding directors, Board committees, and officers, including but not limited to requirements for action by written consent of the Board, and officer authority;
- e. clarify the Company's exclusive forum provisions; and
- f. make various updates throughout to conform to current Delaware law (including the recent amendments to the DGCL) and to make ministerial changes, clarifications, and other conforming revisions.