

On November 13, 2023, the Board of Directors (the “Board”) of Atkore Inc. (the “Company”) adopted the Fourth Amended and Restated Bylaws (as amended and restated, the “Bylaws”), effective on such date. The changes to the Bylaws include the following:

- Article I, Section 1.04 (Meetings of Stockholders—Notice of Meetings; Waiver of Notice). Revised to reflect amended Section 222(a) of the General Corporation Law of the State of Delaware (the “DGCL”), which sets out requirements for the notice of a stockholder meeting.
- Article I, Section 1.06 (Meetings of Stockholders—Voting Lists). Revised to reflect amended Section 219(a) of the DGCL, which no longer requires the stockholder list to be made available for inspection during the stockholder meeting.
- Article I, Section 1.09 (Meetings of Stockholders—Adjournment). Revised to reflect amended Section 222(c) of the DGCL, which expands the circumstances under which an adjourned meeting can be reconvened without requiring a new notice of meeting.
- Article I, Section 1.12 (Meetings of Stockholders—Notice of Stockholder Proposals and Nominations). Updated to (1) clarify the time periods during which a stockholder may make additional or substitute nominations or proposals, (2) expand the scope of disclosures required by a stockholder seeking to nominate persons to be elected to the Board or submit proposals regarding other business at a meeting of stockholders to include information regarding the stockholder, the beneficial owner, if any, on whose behalf the nomination or proposal is made, or any of their respective affiliates or associates, and any others acting in concert with any of the foregoing, and any director nominee, as applicable, (3) establish the number of persons a stockholder may nominate for election to the Board and require a representation that such nominees intend to serve a full term on the Board, (4) require proposed director nominees to complete and submit a questionnaire requested by the Company, (5) enhance and clarify the procedural mechanics in connection with stockholder nominations and proposals, (6) address compliance by stockholders with Rule 14a-19 promulgated under the Securities Exchange Act of 1934, commonly referred to as the “universal proxy rule” and (7) reflect that any stockholder not acting on behalf of the Board by soliciting proxies from other stockholders must use a proxy card color other than white, which is reserved for the exclusive use by the Board.
- Article II, Section 2.06 (Meetings of Stockholders—Notice of Meetings; Waiver of Notice). Revised to clarify that notice of a meeting of the Board may be given by electronic transmission.
- Article V, Section 5.01 (Capital Stock—Certificates of Stock; Uncertificated Shares). Revised to provide that the stock of the Company shall be uncertificated, unless otherwise provided by the Board.

In addition, certain non-substantive language and conforming changes, other technical edits and updates consistent with the DGCL were made to the Bylaws.