

On November 15, 2023, the Board of Directors of Insperty, Inc. (the "Company") further amended and restated the Company's Amended and Restated Bylaws (as so amended, the "Bylaws") to

- incorporate and update certain procedural mechanics and disclosure requirements for director nominations by stockholders in connection with the effectiveness of the Securities and Exchange Commission's "universal proxy" rules set forth in Rule 14a-19 promulgated under the Securities Exchange Act of 1934, as amended ("Rule 14a-19"), including by providing that:
 - any stockholder soliciting proxies comply with Rule 14a-9 and other applicable securities laws; make additional representations regarding the intentions of the nominating stockholder to solicit proxies; certify compliance with applicable laws in connection with the acquisition of shares of stock of the Company and its activities as a stockholder; provide the Company with reasonable evidence that it has complied with the requirements of Rule 14a-19 and the Bylaws five business days prior to the applicable stockholders meeting; and use a proxy card color other than white; and
 - if any stockholder submitting a nomination fails to comply with the requirements of Rule 14a-19 or the Bylaws, the Company shall disregard any proxies or votes solicited for the proposed nominee; and
- adopt other technical, clarifying and conforming changes that are responsive to certain changes that have been made to the Delaware General Corporation Law ("DGCL"), as well as current prevailing corporate governance practices, including:
 - changes conforming to DGCL Section 219 to no longer require that stockholder lists be available during stockholder meetings and allowing such lists to be made available electronically;
 - explicitly permitting stockholders meetings to be conducted using remote communications; and
 - updating notice requirements for the adjournment of any meeting of stockholders;