

On November 15, 2023, the Board of Directors of the Company (the "Board") approved an amendment and restatement of the Company's Amended and Restated By-Laws (the "By-Laws" and, as so amended and restated, the "Amended By-Laws"), effective immediately. The Amended By-Laws provide:

- That if the Board elects a Chair who is not an "independent member" (as defined in the Amended By-Laws) of the Board, then the independent members shall appoint from among their number a Lead Independent Director (Article II, Section 3 of the By-Laws previously required that the Chair be an independent member);
- Certain powers of the Lead Independent Director, if one has been appointed, including the right to call meetings of the stockholders of the Company and of the Board; and
- That the Board will not nominate for re-election any non-management director if that director has completed 12 years of service as a non-management director on or prior to the date of election (Article II, Section 2 of the By-Laws previously provided that such cut-off would be based on 12 years of service as an independent member of the Board).