

PROPOSAL 3: APPROVAL OF THE AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF THE BOARD OF DIRECTORS

Our Board has voted unanimously to approve, and has recommended that our stockholders approve, an amendment to our Certificate of Incorporation to eliminate the classification of the Board of Directors into classes serving staggered, three-year terms and to provide for the annual election of the Board of Directors. We refer to this proposed amendment to our Certificate of Incorporation as the "Board Declassification Amendment."

THE PROPOSED AMENDMENT

Article EIGHTH of our Certificate of Incorporation currently requires that the directors are classified, with respect to the time they hold office, into three classes of approximately equal number, and serving a term of three years. The election of each class is staggered so that only one of the classes stands for re-election at each annual meeting of stockholders.

The Board Declassification Amendment provides for a phased transition from the current classified Board of Directors. If Board Declassification Amendment is approved by our stockholders at the Annual Meeting and is effected, then each director will complete the term for which he or she has already been elected by the stockholders and the class of directors up for election at the Annual Meeting will be the last class of directors elected for three-year terms. At the 2025 annual meeting of stockholders, the successors of the class of directors whose terms expire at that meeting would be elected to hold office for a term expiring at the 2027 annual meeting of stockholders (a two-year term, rather than a three-year term). Commencing with the 2026 annual meeting of stockholders, directors then up for election at an annual meeting would be elected for one-year terms expiring at the next succeeding annual meeting. Accordingly, commencing with the 2027 annual meeting of stockholders, directors would no longer be divided into classes, with the terms of all directors, including directors elected at the Annual Meeting and at the 2025 and the 2026 annual meetings of stockholders, expiring at the 2027 annual meeting.

Article EIGHTH of our Certificate of Incorporation currently provides that directors may be removed by the stockholders only for cause. Under Delaware law, such a provision is effective only if the Board of Directors is classified. Accordingly, the Board Declassification Amendment includes a conforming change to this provision to provide that the limitation that directors may be removed by the stockholders "only for cause" shall apply only for so long as the Board of Directors is divided into classes. Accordingly, if the Board Declassification Amendment is approved by the stockholders, this limitation would cease to apply commencing with the 2027 annual meeting of stockholders. The Board Declassification Amendment does not change the required stockholder vote necessary to remove directors, which would continue to be the affirmative vote of the holders of 80% of the combined voting power of the then outstanding shares of stock entitled to vote generally in the election of directors, voting together as a single class.

Article III, Section 1 of the Company's By-Laws provides for the classification of the Board of Directors into three classes, with directors serving staggered three-year terms. In general, our Certificate of Incorporation and By-Laws permit the By-Laws to be amended by the Board of Directors, with exceptions for certain specified provisions of the By-Laws, which may be amended only by the affirmative vote of the holders of at least 80% of the voting power of all the shares of the Company entitled to vote generally in the election of directors, voting together as a single class. Article EIGHTH of our Certificate of Incorporation provides that Article III, Section 1 of the By-Laws may be amended only by such a vote of the stockholders. Accordingly, and to permit the Board of Directors to make conforming amendments to this provision of the By-Laws following the effectiveness of the Board Declassification Amendment, the Board Declassification Amendment includes removing Article III, Section 1 from the list of provisions of the Company's By-Laws that may be amended only by such a vote of the stockholders. If the Board Declassification Amendment is approved by the stockholders, the Board intends, following the effectiveness of the Board Declassification Amendment, to amend Article III, Section 1 of the By-Laws to conform that provision to the phased transition to annual elections of the Board of Directors included in the Board Declassification Amendment and following the 2027 annual meeting of stockholders to further provide for the election of the Board of Directors solely on an annual basis. If the Board Declassification Amendment is approved by the Stockholders at the Annual Meeting and is effected, the Board of Directors could effect other amendments to Article III, Section 1 of the Company's By-Laws without supermajority stockholder approval.

The text of the Board Declassification Amendment is attached as Appendix A to this proxy statement and is marked to show the proposed deletions (by strikethrough) and insertions (by underlining) necessary to effectuate the Board Declassification Amendment. The foregoing general description of the Board Declassification Amendment is qualified in its entirety by reference to Appendix A.

REASONS FOR THE AMENDMENT

In early 2023, as part of its consideration of our corporate governance practices, taking into account conversations with certain of our stockholders, the Board began evaluating an amendment to our Certificate of Incorporation to effect a phased de-classification of the Board of Directors. In the proxy statement for our 2023 annual meeting of stockholders, we noted that the Board was contemplating presenting such a proposal to the stockholders for approval at the 2024 Annual Meeting. The Board determined to propose the Board Declassification Amendment following consideration of a number of factors and the input of certain stockholders in favor of such an amendment to our Certificate of Incorporation. Factors considered by the Board include:

- the view of stockholders who believe that classified boards reduce the accountability of directors to stockholders because stockholders are unable to evaluate and consider all directors for election on an annual basis;
- the evolution of corporate governance practices since the Company's adoption of a classified board structure, with stockholders and other stakeholders now generally supporting annual election of directors;
- the benefits of retaining a classified board structure, which may promote stockholder value by providing continuity and stability in the management of the business and affairs of the Company, as a majority of the Board of Directors always has prior experience as directors of the Company; and
- that a classified board structure may enhance stockholder value by forcing an entity seeking control of the Company to initiate arm's-length discussions with the Board of Directors (since the entire Board of Directors cannot be replaced in a single election) and whether the Company would have appropriate other safeguards to protect the interests of all stockholders and discourage a would-be acquirer from proceeding with a proposal that undervalues the Company or is opportunistic, which safeguards include other provisions of our Certificate of Incorporation and By-Laws, as well as certain provisions of Delaware law.

After careful consideration of the issue, and upon the unanimous recommendation of the Governance & Sustainability Committee, the Board has determined that it would be in the best interests of the Company and our stockholders to amend Article EIGHTH of our Certificate of Incorporation to eliminate classification of the Board, to provide for the annual election of the Board of Directors as set forth in the Board Declassification Amendment and to permit subsequent conforming amendments to the By-Laws without supermajority stockholder approval.

ADDITIONAL INFORMATION

Our Certificate of Incorporation provides that the affirmative vote of the holders of at least 80% of the voting power of all outstanding shares entitled to vote generally in the election of directors is required to approve the Board Declassification Amendment. If a stockholder abstains from voting or directs the stockholder's proxy to abstain from voting on the proposal to approve the Board Declassification Amendment, the abstention has the same effect as a vote against this proposal. Shares of voting stock of the Company resulting in broker non-votes, if any, also have the same effect as a vote against this proposal.

If our stockholders approve the Board Declassification Amendment, the changes to our Certificate of Incorporation described in this section will become legally effective upon the filing of a certificate of amendment reflecting the Board Declassification Amendment with the Secretary of State of the State of Delaware, which filing is expected to occur shortly following the Annual Meeting. If our stockholders do not approve the Board Declassification Amendment, the changes described in this section will not be made. In particular, the Board will remain classified, directors will remain removable by our stockholders only for cause, and the supermajority stockholder voting standard currently applicable to amendments to Article III, Section 1 of the Company's By-Laws will remain effective. The approval of the Board Declassification Amendment is not conditioned upon approval by the stockholders of any of the other proposed amendments to our Certificate of Incorporation described in this proxy statement. If the Board Declassification Amendment is approved by the stockholders, the Company intends to effect this amendment even if the stockholders fail to approve the other proposed amendments to our Certificate of Incorporation described in this proxy statement.



YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" APPROVAL OF THE BOARD DECLASSIFICATION AMENDMENT.

PROPOSAL 4: APPROVAL OF THE AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO PROVIDE FOR EXCULPATION OF CERTAIN OFFICERS AS PERMITTED BY RECENT AMENDMENTS TO DELAWARE LAW

Our Board has voted unanimously to approve, and has recommended that our stockholders approve, an amendment to our Certificate of Incorporation to provide for exculpation of certain officers of the Company for monetary liability for breach of the fiduciary duty of care as permitted by recent amendments to Delaware law. We refer to this proposed amendment to our Certificate of Incorporation as the "Officer Exculpation Amendment."

THE PROPOSED AMENDMENT

Effective August 1, 2022, Section 102(b)(7) of the General Corporation Law of the State of Delaware (the "DGCL") was amended to authorize corporations to adopt a provision in their certificate of incorporation to eliminate or limit monetary liability of certain corporate officers for breach of the fiduciary duty of care. Previously, the DGCL allowed exculpation of only directors for breach of the fiduciary duty of care. As amended, Section 102(b)(7) of the DGCL authorizes corporations to provide for exculpation of the following officers: (i) the corporation's president, chief executive officer, chief operating officer, chief financial officer, chief legal officer, controller, treasurer or chief accounting officer, (ii) "named executive officers" identified in the corporation's SEC filings, and (iii) other individuals who have agreed to be identified as officers of the corporation.

Section 102(b)(7) of the DGCL permits, and the Officer Exculpation Amendment would permit, the exculpation of certain officers only in connection with direct claims brought by stockholders, including class actions, but would not eliminate officers' monetary liability for breach of fiduciary duty claims brought by the Company itself or for derivative claims brought by stockholders in the name of the Company. In addition, as is currently the case with directors under our Certificate of Incorporation, the Officer Exculpation Amendment would not limit the liability of officers for any breach of the duty of loyalty to the Company or its stockholders, any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law and any transaction from which the officer derived an improper personal benefit. The protections afforded to officers under Section 102(b)(7) of the DGCL are limited to monetary damages only. Accordingly, claims against officers for equitable relief would be available under Section 102(b)(7) of the DGCL.

Section (a) of Article THIRTEENTH of our Certificate of Incorporation currently provides for the exculpation of directors, but does not include a provision that allows for the exculpation of officers. At the Annual Meeting, the stockholders will be requested to approve the Officer Exculpation Amendment, which would amend Section (a) of Article THIRTEENTH of our Certificate of Incorporation by adding a provision to extend the exculpation provision to certain of our officers as permitted by the DGCL, as now in effect or as it may be subsequently amended. The Officer Exculpation Amendment further provides that any repeal or modification of Section (a) of Article THIRTEENTH by the stockholders of the Company would not adversely affect any right or protection of any such officer existing at the time of such repeal or modification.

The text of the Officer Exculpation Amendment is attached as Appendix B to this proxy statement and is marked to show the proposed deletions (by strikethrough) and insertions (by underlining) necessary to effectuate the Officer Exculpation Amendment. The foregoing general description of the Officer Exculpation Amendment is qualified in its entirety by reference to Appendix B.

REASONS FOR THE AMENDMENT

The Board believes it is important to provide protection from certain monetary liabilities and expenses that may discourage prospective or current officers from accepting or continuing service with the Company. As with directors, officers frequently must make decisions in response to time-sensitive opportunities and challenges, which can create substantial risk of investigations, claims, actions, suits or proceedings seeking to impose liability on the basis of hindsight. This is especially the case in the current litigious environment where stockholder plaintiffs have employed a tactic of bringing certain claims against officers, that would otherwise be exculpated if brought against directors, to avoid dismissal of such claims. The Officer Exculpation Amendment would align the protections for our officers with those protections currently afforded to our directors.

In addition, the Board believes the Officer Exculpation Amendment would better position the Company to attract top officer candidates. In the absence of this exculpatory protection, qualified individuals might be deterred from serving as officers of the Company due to exposure to personal liability and the risk that substantial expense will be incurred in defending lawsuits, regardless of merit. Numerous Delaware corporations have amended their certificates of incorporation to include similar officer exculpation provisions since the enactment of the amendments to Section 102(b)(7) of the DGCL, and we expect our peers that are Delaware corporations may adopt similar officer exculpation provisions. Failing to adopt the Officer Exculpation Amendment could impact our recruitment and retention of exceptional officer candidates who conclude that the potential exposure to liabilities, costs of defense and other risks of proceedings exceeds the benefits of serving as an officer of the Company.

The Board also took into account the narrow class and type of claims from which such officers would be exculpated from liability pursuant to Section 102(b)(7) of the DGCL, the limited number of our officers that would be impacted, and the benefits the Board believes would accrue to the Company by providing exculpation in accordance with Section 102(b)(7) of the DGCL, including the ability to further enable our officers to best exercise their business judgment in furtherance of stockholder interests.

After careful consideration of the issue, and upon the unanimous recommendation of the Governance & Sustainability Committee, the Board has determined that it would be in the best interests of the Company and our stockholders to amend Section (a) of Article THIRTEENTH of our Certificate of Incorporation to provide for exculpation of certain officers of the Company as permitted by recent amendments to the DGCL as set forth in the Officer Exculpation Amendment.

ADDITIONAL INFORMATION

Under the DGCL, the affirmative vote of the holders of a majority of the outstanding shares of our voting stock is required to approve the Officer Exculpation Amendment. If a stockholder abstains from voting or directs the stockholder's proxy to abstain from voting on the proposal to approve the Officer Exculpation Amendment, the abstention has the same effect as a vote against this proposal. Shares of voting stock of the Company resulting in broker non-votes, if any, also have the same effect as a vote against this proposal.

If our stockholders approve the Officer Exculpation Amendment, the changes described in this section will become legally effective upon the filing with the Secretary of State of the State of Delaware of a certificate of amendment reflecting the Officer Exculpation Amendment, which filing is expected to occur shortly following the Annual Meeting. If our stockholders do not approve the Officer Exculpation Amendment, the changes described in this section will not be made. The approval of the Officer Exculpation Amendment is not conditioned upon approval by the stockholders of any of the other proposed amendments to our Certificate of Incorporation described in this proxy statement. If the Officer Exculpation Amendment is approved by the stockholders, the Company intends to effect this amendment even if the stockholders fail to approve the other proposed amendments to our Certificate of Incorporation described in this proxy statement.



YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" APPROVAL OF THE OFFICER EXCULPATION AMENDMENT.

PROPOSAL 5: APPROVAL OF THE AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO ADD A DELAWARE FORUM SELECTION PROVISION FOR CERTAIN LEGAL ACTIONS

Our Board has voted unanimously to approve, and has recommended that our stockholders approve, an amendment to our Certificate of Incorporation to add an article providing that, unless the Company consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or another state or federal court located within the State of Delaware if the Court of Chancery of the State of Delaware lacks jurisdiction) shall be the exclusive forum for certain legal actions. We refer to this proposed amendment to our Certificate of Incorporation as the "Delaware Forum Selection Amendment."

THE PROPOSED AMENDMENT

Our Certificate of Incorporation does not currently include a provision specifying the forum for any legal actions. The Delaware Forum Selection Amendment would provide that, unless the Company consents in writing to the selection of an alternative forum, the sole and exclusive forum for certain legal actions would be the Court of Chancery of the State of Delaware (the "Delaware Court of Chancery") or another state or federal court located within the State of Delaware if the Delaware Court of Chancery lacks jurisdiction. The following legal actions would be subject to the Delaware Forum Selection Amendment:

- any derivative action or proceeding brought on behalf of the Company;
- any action or proceeding asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, other employee or agent, or stockholder of the Company to the Company or the Company's stockholders, creditors or other constituents, including a claim alleging the aiding and abetting of such a breach of fiduciary duty;
- any action or proceeding asserting a claim against the Company or any current or former director, officer or other employee or agent of the Company arising pursuant to, or seeking to enforce any right, obligation or remedy under, any provision of the DGCL, or our Certificate of Incorporation or By-Laws, as the foregoing may be amended from time to time;
- any action or proceeding seeking to interpret, apply, enforce or determine the validity of any provision of our Certificate of Incorporation or By-Laws, as either may be amended from time to time;
- any action or proceeding asserting a claim governed by the internal affairs doctrine of the State of Delaware;
- any action asserting an "internal corporate claim" as that term is defined in Section 115 of the DGCL; and
- any action or proceeding as to which the DGCL confers jurisdiction on the Delaware Court of Chancery.

Such legal actions include claims that might be brought by stockholders as plaintiffs. The Delaware Forum Selection Amendment provides that anyone who acquires or holds any interest in shares of capital stock of the Company will be deemed to consent to the terms of the Delaware Forum Selection Amendment.

Section 27 of the Exchange Act creates exclusive federal jurisdiction over all suits brought to enforce any duty or liability created by the Exchange Act or the rules or regulations thereunder. Accordingly, the Delaware Court of Chancery and any other state court located in the State of Delaware would not have jurisdiction with respect to claims brought under the Exchange Act. It is uncertain whether the Delaware Forum Selection Amendment would limit the venue for a claim brought under the Exchange Act to a federal court located in the State of Delaware.

The text of the Delaware Forum Selection Amendment, which would be added as a new article to our Certificate of Incorporation, is attached as Appendix C to this proxy statement. The foregoing general description of the Delaware Forum Selection Amendment is qualified in its entirety by reference to Appendix C.

REASONS FOR THE AMENDMENT

The Board believes that the Delaware Forum Selection Amendment is in the best interests of the Company and our stockholders for a variety of reasons. The legal actions involving our Company's internal corporate affairs that are subject to the Delaware Forum Selection Amendment can continue to be asserted, but would need to be brought in a forum widely regarded as the preeminent U.S. court for corporate law and related business disputes. Having a designated forum is intended to help provide a streamlined, efficient and organized process for resolution of these disputes and to limit forum-shopping by plaintiffs and potentially discourage illegitimate claims. In addition, the Delaware Forum Selection Amendment helps to avoid the procedural and substantive problems and expense associated with navigating multiple lawsuits, including derivative suits brought on behalf of the Company, across multiple jurisdictions on matters relating to the corporate law of Delaware, which would be expected to govern many such disputes.

As noted above, the Delaware Court of Chancery is widely regarded as the preeminent court for adjudicating disputes involving a Delaware corporation's internal affairs in terms of precedent, experience and focus. That court has experienced jurists who have a deep understanding of Delaware corporate law and the duties of directors, officers, and employees, as well as procedures that can provide relatively quick decisions without protracted litigation. This provides the Company and our stockholders with more predictability regarding the outcome of these disputes and can limit the time, cost, and uncertainty of litigation for all parties. The selection of the Delaware Court of Chancery as the exclusive forum for certain disputes reduces the risks that the Company could be forced to waste resources defending against duplicative suits and that the outcome of cases in multiple jurisdictions could be inconsistent, even though each forum purports to follow Delaware law.

The Board understands that the Delaware Forum Selection Amendment may limit the ability of a plaintiff to bring the specified claims (including a claim against directors, officers or employees) in a judicial forum other than Delaware, though such plaintiff could request the Company's consent to an alternative forum. However, the Delaware Forum Selection Amendment is narrowly tailored to only regulate the forum where plaintiffs may file claims relating to the specified actions—it does not restrict the ability of plaintiffs to bring such claims, nor the remedies available if such claims are ultimately successful under Delaware law. Also, the Delaware Forum Selection Amendment permits the Company to consent to the selection of an alternative forum, if the Company desires. Nonetheless, the Delaware Forum Selection Amendment could discourage claims by stockholders or limit stockholders' ability to bring these claims in a judicial forum of their choice.

The DGCL explicitly permits corporations that are incorporated in Delaware, like the Company, to adopt Delaware forum selection provisions in their certificates of incorporation or by-laws. Such forum selection provisions have become increasingly prevalent for large U.S. public companies that are incorporated in Delaware.

The Delaware Forum Selection Amendment was not adopted by the Board in reaction to any specific litigation confronting the Company. As of the date the Board adopted the Delaware Forum Selection Amendment, and as of the date of this proxy statement, there are no pending lawsuits relating to any claim against the Company, or any current or former officer, director, employee, agent, or stockholder of the Company of a type that would be covered by the Delaware Forum Selection Amendment. Rather, it was adopted on a prospective basis to help mitigate potential future harm to the Company and our stockholders. In particular, the Board believes that it is more prudent and beneficial to the Company and our stockholders to take preventive measures before the Company and the interests of most of our stockholders are harmed by the costly, common practice of filing claims in multiple jurisdictions or in jurisdictions other than Delaware. As noted, the Delaware Forum Selection Amendment increases the likelihood of speedy and efficient application of Delaware corporate law by the Delaware Court of Chancery, and decreases the likelihood of unpredictable misapplication of Delaware corporate law by jurisdictions outside Delaware.

After careful consideration of the issue, and upon the unanimous recommendation of the Governance & Sustainability Committee, the Board has determined that it would be in the best interests of the Company and our stockholders to include a new article in our Certificate of Incorporation to designate the Court of Chancery of the State of Delaware (or another state or federal court located within the State of Delaware if the Court of Chancery of the State of Delaware lacks jurisdiction) as the exclusive forum for certain legal actions as set forth in the Delaware Forum Selection Amendment.

ADDITIONAL INFORMATION

Under the DGCL, the affirmative vote of the holders of a majority of the outstanding shares of our voting stock is required to approve the Delaware Forum Selection Amendment. If a stockholder abstains from voting or directs the stockholder's proxy to abstain from voting on the proposal to approve the Delaware Forum Selection Amendment, the abstention has the same effect as a vote against this proposal. Shares of voting stock of the Company resulting in broker non-votes, if any, also have the same effect as a vote against this proposal.

If our stockholders approve the Delaware Forum Selection Amendment, the changes described in this section will become legally effective upon the filing with the Secretary of State of the State of Delaware of a certificate of amendment reflecting the Delaware Forum Selection Amendment, which filing is expected to occur shortly following the Annual Meeting. If our stockholders do not approve the Delaware Forum Selection Amendment, the changes described in this section will not be made. The approval of the Delaware Forum Selection Amendment is not conditioned upon approval by the stockholders of any of the other proposed amendments to our Certificate of Incorporation described in this proxy statement. If the Delaware Forum Selection Amendment is approved by the stockholders, the Company intends to effect this amendment even if the stockholders fail to approve the other proposed amendments to our Certificate of Incorporation described in this proxy statement.



YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE **"FOR"** APPROVAL OF THE DELAWARE FORUM SELECTION AMENDMENT.

PROPOSAL 6: APPROVAL OF THE AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO ADD A FEDERAL FORUM SELECTION PROVISION FOR CLAIMS UNDER THE SECURITIES ACT

Our Board has voted unanimously to approve, and has recommended that our stockholders approve, an amendment to our Certificate of Incorporation to provide that, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States shall be the exclusive forum for the resolution of any claim arising under the Securities Act. We refer to this proposed amendment to our Certificate of Incorporation as the "Federal Forum Selection Amendment."

THE PROPOSED AMENDMENT

Our Certificate of Incorporation does not currently include a provision specifying the forum for the resolution of any claim arising under the Securities Act. In general, the Securities Act establishes certain legal requirements for the offer and sale of securities by the Company and provides private rights of action against the Company, in favor of purchasers of such securities, for violations of certain provisions of the Securities Act. If adopted, the Federal Forum Selection Amendment would provide that, unless the Company consents in writing to the selection of an alternative forum, the federal courts of the United States shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act. The Federal Forum Selection Amendment would not limit plaintiffs to filing such a complaint in a federal court located in any particular state.

The Federal Forum Section Amendment provides that anyone who acquires or holds any interest in securities of the Company may be deemed to consent to the terms of the Federal Forum Selection Amendment. Accordingly, if the Federal Forum Selection Amendment is approved by the stockholders at the Annual Meeting and is effected, plaintiffs asserting claims against us under the Securities Act would be required to file those claims in federal district courts. However, there is uncertainty as to whether a court would enforce the provision.

The text of the Federal Forum Selection Amendment, which would be added as a new article to our Certificate of Incorporation, is attached as Appendix D to this proxy statement. The foregoing general description of the Federal Forum Selection Amendment is qualified in its entirety by reference to Appendix D.

REASONS FOR THE AMENDMENT

In light of a recent decision by the Delaware Supreme Court validating federal forum selection provisions, the Board reviewed the Federal Forum Selection Amendment from a legal and policy perspective. Currently, investors may file claims against us arising under the Securities Act in both state courts and federal district courts.

The Board believes that the federal forum selection provision could provide a number of benefits to the Company and our stockholders, including:

- allowing the Company to consolidate multi-jurisdictional litigation, which would enable the Company to avoid the inefficiencies, the excessive and duplicative litigation expenses, and the risk of inconsistent rulings concerning the same claims and underlying subject matter associated with defending claims in multiple jurisdictions;
- limiting forum shopping by plaintiffs' lawyers and potentially discouraging illegitimate claims;
- more efficiently managing procedural aspects of securities litigation;
- allowing the Company to focus on the underlying substantive rights or remedies, instead of addressing the type of court in which a claim may be brought;
- ensuring that claims arising under the Securities Act are heard by courts with extensive experience adjudicating such claims, which provides the Company and its stockholders with more predictability regarding the outcome of such claims; and
- giving the Company the ability to consent to an alternative forum, if the Company desires.

Other potential effects arising from the Federal Forum Selection Amendment considered by the Board included that the provision:

- may discourage claims under the Securities Act or limit investors' ability to bring these claims in a judicial forum of their choice; and
- may also require plaintiffs and the Company to incur litigation costs if plaintiffs contest the provision's enforceability, or additional litigation costs pursuing claims in accordance with the terms of the provision.

The Board of Directors also considered the increasing rate of adoption of federal forum selection provisions by companies in general in response to multi-forum litigation, as well as the Company's ability to consent to an alternative forum.

The Federal Forum Selection Amendment was not adopted by the Board in reaction to any specific litigation confronting the Company. As of the date the Board adopted the Federal Forum Selection Amendment, and as of the date of this proxy statement, there are no pending lawsuits against the Company asserting a cause of action arising under the Securities Act. Rather, it was adopted on a prospective basis to help mitigate potential future harm to the Company and our stockholders. In particular, the Board believes that it is more prudent and beneficial to the Company and our stockholders to take preventive measures before the Company and the interests of most of our stockholders are harmed by the costly, common practice of filing claims in multiple jurisdictions or in state courts.

After careful consideration of the issue, and upon the unanimous recommendation of the Governance & Sustainability Committee, the Board has determined that it would be in the best interests of the Company and our stockholders to include a new article in our Certificate of Incorporation to provide that any claims arising under the Securities Act be resolved in federal courts as set forth in the Federal Forum Selection Amendment.

ADDITIONAL INFORMATION

Under the DGCL, the affirmative vote of the holders of a majority of the outstanding shares of our voting stock is required to approve the Federal Forum Selection Amendment. If a stockholder abstains from voting or directs the stockholder's proxy to abstain from voting on the proposal to approve the Federal Forum Selection Amendment, the abstention has the same effect as a vote against this proposal. Shares of voting stock of the Company resulting in broker non-votes, if any, also have the same effect as a vote against this proposal.

If our stockholders approve the Federal Forum Selection Amendment, the changes described in this section will become legally effective upon the filing with the Secretary of State of the State of Delaware of a certificate of amendment reflecting the Federal Forum Selection Amendment, which filing is expected to occur shortly following the Annual Meeting. If our stockholders do not approve the Federal Forum Selection Amendment, the changes described in this section will not be made. The approval of the Federal Forum Selection Amendment is not conditioned upon approval by the stockholders of any of the other proposed amendments to our Certificate of Incorporation described in this proxy statement. If the Federal Forum Selection Amendment is approved by the stockholders, the Company intends to effect this amendment even if the stockholders fail to approve the other proposed amendments to our Certificate of Incorporation described in this proxy statement.



YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" APPROVAL OF THE FEDERAL FORUM SELECTION AMENDMENT.