Proposal 2:	**Vote to Approve an Amendment to our Amended and Restated Certificate of Incorporation to Provide for Officer Exculpation**
b **FOR**	***Our Board unanimously recommends a vote "FOR" the approval of the amendment to our Amended and Restated Certificate of Incorporation to provide for officer exculpation.*** Our Board believes providing for exculpation of our officers as permitted under Delaware law better aligns our officers' protections with those of our directors, enables our officers to exercise their best business judgment in furtherance of the Company's and our stockholders' best interests and enhances our ability to attract and retain qualified and experienced executive talent.

What am I Voting On?

Our Amended and Restated Certificate of Incorporation (our "Certificate of Incorporation") allows us to protect our directors from personal liability under limited circumstances (referred to as "exculpation") in accordance with Section 102(b)(7) of the Delaware General Corporation Law ("DGCL"). Effective August 1, 2022, Section 102(b)(7) of the DGCL was amended to authorize Delaware corporations to expand exculpation protection to certain of their officers under limited circumstances. Prior to this amendment, Delaware corporations were permitted to offer exculpation protection only to their directors. Section 102(b)(7) of the DGCL was amended to rectify the inconsistent treatment between a corporation's officers and directors. Corporations wishing to offer similar protection for their officers must do so through an amendment to the company's certificate of incorporation.

Officers, like directors, perform roles that require swift, informed decision making on critical issues that have the potential to lead to investigations or lawsuits that may seek to impose personal liability. In the absence of protection against personal liability in certain circumstances, qualified officers may be deterred from serving as an officer of the Company due to the exposure of personal liability and the risk of spending significant time and resources defending lawsuits, regardless of merit. The Board believes that amending our Certificate of Incorporation to provide for exculpation of our officers as permitted by the DGCL better aligns officers' protections with those of our directors and enables our officers to exercise their best business judgment in furtherance of the Company's and stockholders' best interests without the risk of personal liability for decisions made in good faith. Further, many public companies, including several of our peers, have adopted officer exculpation provisions, and the Board believes that extending exculpation protection to officers, under the circumstances permitted by Delaware law, enhances our ability to attract and retain qualified and experienced executive talent.

The proposed amendment to our Certificate of Incorporation would eliminate personal liability for certain of our officers only in those limited circumstances permitted by Delaware law. Pursuant to Section 102(b)(7) of the DGCL, officers would be protected from personal liability for monetary damages for breach of the duty of care in certain circumstances. The proposed amendment, in line with Section 102(b)(7), would not eliminate officers' personal monetary liability with respect to breach of fiduciary duty claims brought by or in the right of the Company (including any claims brought by our stockholders derivatively in the name of the Company), breach of duty of loyalty claims, acts or omissions not in good faith, intentional misconduct or knowing violations of law, or transactions in which the officer receives an improper personal benefit. Further, the proposed amendment would not apply to acts or omissions occurring prior to the date that the amendment becomes effective.

For the foregoing reasons, the Board has determined that it is advisable and in the best interests of the Company and its stockholders to amend our Certificate of Incorporation. The Board has unanimously approved an amendment to our Certificate of Incorporation to limit the personal liability of certain of the Company's officers in limited circumstances, as permitted by Delaware law, and recommends that our stockholders approve such amendment at the 2024 annual meeting.

The current exculpation protections available to the directors pursuant to Article VII of our Certificate of Incorporation will remain unchanged as a result of the proposed amendment, and, if approved, the proposed amendment will add a new Article XII to our Certificate of Incorporation to provide for the officer exculpation. The description of the proposed amendment is a summary only and is qualified in its entirety by reference to Annex B to this Proxy Statement. If the proposed amendment is approved by stockholders, a Certificate of Amendment to our Certificate of Incorporation to implement the proposed amendment (the "Certificate of Amendment") will promptly be filed by the Company with Secretary of State of the State of Delaware following the 2024 annual meeting, and the proposed amendment will become effective at that time. If the proposed amendment is not approved by the requisite stockholder vote, then the Certificate of Amendment will not be filed with the Secretary of State of the State of Delaware and the proposed amendment will not become effective.

What is the Required Vote?

The amendment to our Certificate of Incorporation will be approved by the affirmative vote of holders of a majority of the voting power of the outstanding shares of common stock. Abstentions and broker non-votes will have the same effect as a vote against this proposal.