

On and effective as of October 22, 2024, our Board of Directors (the "Board") approved an amendment and restatement of our bylaws (the "Amended and Restated Bylaws"), to, among other things:

- Revise the notice deadline for the submission of proposals or nominations under our advance notice bylaw to provide that such notices must generally be received no earlier than 120 days and no later than 90 days prior to the anniversary of the prior year's annual meeting;
- Address the effectiveness of Rule 14a-19 under the Securities Exchange Act of 1934, as amended (*i.e.*, federal proxy rules regarding the use of "universal" proxy cards in contested director elections), including by requiring that any nominating stockholder represent and provide evidence that such stockholder is soliciting the holders of shares representing at least 67% of the voting power of the company;
- Require that a stockholder directly or indirectly soliciting proxies from other stockholders use a proxy card color other than white, which is to be reserved for exclusive use by the Board; and
- Update the procedural mechanics and disclosure requirements relating to director nominations submitted by stockholders, including by:
 - enhancing the disclosure requirements in connection with director nominations by stockholders to include (i) additional information regarding the stockholder making the director nomination(s), their affiliates and the director nominee(s), and (ii) a requirement that such information is to be updated as of the record date for the applicable meeting;
 - requiring any notice of director nomination be accompanied by written questionnaires required of our directors completed and signed by any proposed director nominee(s); and
 - limiting the number of nominees a stockholder may nominate for election at a meeting to the number of directors to be elected at such meeting.

Additional amendments were made to align the Amended and Restated Bylaws more closely with the Delaware General Corporation Law, provide us more flexibility to conduct virtual stockholder meetings and to implement clarifying, conforming, technical or ministerial changes.