

On October 22, 2024, the Board of Directors (the "Board") of The Cooper Companies, Inc. (the "Company") approved and adopted an amendment and restatement of the Company's Amended and Restated By-Laws (as so amended, the "By-Laws"). Among certain other technical, conforming, modernizing and clarifying changes, the amendments contained in the By-Laws:

- Address the universal proxy rules adopted by the U.S. Securities and Exchange Commission by clarifying that no person may solicit proxies in support of a nominee other than the Board's nominees unless such person has complied with Rule 14a-19 under the Securities Exchange Act of 1934, as amended, and provide that any stockholder directly or indirectly soliciting proxies from other stockholders must use a proxy card color other than white, which shall be reserved for exclusive use by the Board.
- With respect to advance notice disclosure requirements, require a stockholder proposing business or nominating directors to provide additional information about the stockholder and any candidate the stockholder proposes to nominate for election as a director.
- Require any candidate for the Board, whether nominated by the Board or a stockholder, to provide certain background information and representations.
- Require the stockholder to provide additional information regarding the proposed business and any related agreements between the stockholder and any other beneficial holder and related representations, including with respect to any "participant" (as defined in paragraphs (a)(ii)-(vi) of Instruction 3 to Item 4 of Schedule 14A) in the solicitation.
- Adopt exclusive forum requirements to provide that the Court of Chancery of the State of Delaware (or, in the event that the Chancery Court does not have jurisdiction, the federal district court for the District of Delaware or other state courts of the State of Delaware) shall be the sole and exclusive forum for actions, suits or proceedings brought on behalf of or against the Company, and also provide that the federal district courts shall be the exclusive forum for the resolution of any complaint or cause of action arising under the Securities Act of 1933, as amended. The amendments further enable the Company to initiate an action against a stockholder to enforce the exclusive forum requirements should the stockholder sue, or threaten to sue, in another jurisdiction.