

On October 25, 2024, the Board of Directors of Leidos Holdings Inc. (the “Company”) approved and adopted amendments (the “Amendments”) to the Company’s Amended and Restated Bylaws (the “Bylaws”), which became effective as of October 25, 2024. The Amendments clarify and implement certain procedural and disclosure requirements for stockholders to make director nominations or propose business at the Company’s annual or special meetings. The Amendments also conform to developments in Delaware General Corporation Law and include other technical, conforming, clarifying and modernizing revisions.

Among other revisions, the Amendments to the Bylaws:

- Clarify certain procedural requirements with respect to director nominations and proposals of business related to the form of the delivery of notices and the number of nominees that stockholders may nominate for election;
- Enhance the disclosure requirements to include additional information regarding the stockholder making the director nomination(s) or proposal of business, the director nominee(s), and their control persons and that the information is updated and supplemented to be accurate and timely; and
- Require that the stockholder making the director nomination(s), pursuant to Rule 14a-19, provide a representation regarding whether such stockholder intends to solicit the holders of shares of the Company’s common stock representing at least 67% of the voting power of the shares entitled to vote on the election of directors and provide reasonable evidence of compliance with the rules.