

On October 25, 2024, following a review of corporate law developments and market practice, the Board approved and adopted an amendment and restatement of the Company's bylaws (as so amended and restated, the "Amended and Restated Bylaws"), effective as of October 25, 2024. Among other changes, the amendments effected by the Amended and Restated Bylaws include:

- requiring any stockholder providing advance notice of director nominations to comply with Rule 14a-19 of the Exchange Act, including applicable notice and solicitation requirements;
- updating the disclosure requirements and procedural mechanics in connection with director nominations and business proposals by stockholders (other than proposals to be included in the Company's proxy statement pursuant to Rule 14a-8 of the Exchange Act) to require additional background information and disclosures, including information that is required to be disclosed in a Schedule 13D or amendment thereto; and
- requiring any stockholder directly or indirectly soliciting proxies from other stockholders to use a proxy card color other than white, with the white proxy card being reserved for exclusive use by the Board.

The amendments also eliminate the requirement that the Company make a stockholder list available during a meeting of stockholders, consistent with amendments to the General Corporation Law of the State of Delaware, and make various other conforming, technical, modernizing and clarifying changes.