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(as amended and restated effective August 29, 2023)

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Each annual meeting of stockholders shall be held on such date and at such time as the Board of Directors shall determine for the election of directors and the transaction of such other business as may properly be brought before the meeting.

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A special meeting of stockholders may be called at any time by the Board of Directors, and the Board of Directors shall call a special meeting upon written request to the Secretary by stockholders entitled to vote and dispose of at least twenty-five percent (25%) of the outstanding shares of the Corporation. Any such written request must be signed by each requesting holder, stating the number of shares owned by each such holder, and shall specify the purpose of the proposed meeting (including the text of any resolutions proposed for consideration and, in the event that such business includes a proposal to amend these By-Laws or the Certificate of Incorporation, the language of the proposed amendment). Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice provided pursuant to Article I, Section 4 of these By-Laws; provided, however, that nothing in these By-Laws shall prohibit the Board of Directors from submitting matters to the stockholders at any special meeting requested by stockholders.

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All meetings of stockholders shall be held at such place or places, if any, within or w to6Ta82eSitm.9 (i)-9.2 (f2.8 (i)-9.1 D)1o (ace o)

~~§ 10~~

Whenever any notice is required to be given to any stockholder under the provisions of these By-Laws, the Certificate of Incorporation, or the Delaware General Corporation Law, a waiver thereof in writing signed by the person or persons entitled to such notice or a waiver by electronic transmission, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a stockholder at a meeting, in person or by proxy shall constitute a waiver of notice of such meeting, except when a stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

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The inspectors of election shall (a) ascertain the number of shares of the Corporation outstanding and the voting power of each such share; (b) determine the shares represented at the meeting and the validity of proxies and ballots; (c) count all votes and ballots; (d) determine and retain for a reasonable period of time a record of the disposition of any challenges made to any determination by them; and (e) certify their determination of the number of shares represented at the meeting and their count of the votes and ballots. Each inspector shall, before entering upon the discharge of his or her duties, take and sign an oath to faithfully execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors may appoint or retain other persons or entities to assist them in the performance of their duties.

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The validity of any proxy or ballot executed for a meeting of stockholders shall be determined by the inspectors of election in accordance with the Delaware General Corporation Law.

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For the purpose of determining stockholders entitled to notice of and to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date on which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall be not fewer than thirty (30) nor more than sixty (60) (or the maximum number permitted by applicable law) days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of and to vote at a meeting of stockholders shall be at the close of business on the day

action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

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The officer who has charge of the stock ledger shall prepare and make, at least ten (10) days before each meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. This list shall be open to examination by any stockholder, for any purpose germane to the meeting, for a period of ten (10) days prior to the meeting, either (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of meeting, or (ii) during ordinary business hours at the principal place of business of the Corporation.

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Subject to the provisions of Article EIGHTH of the Certificate of Incorporation and Article I, Section 9.2 of these By-Laws, any action which could be taken at any annual or special meeting of stockholders may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, are (a) signed by the holders of outstanding stock having not fewer than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and (b) delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the records of proceedings of meetings of stockholders. Delivery made to the Corporation's registered office shall be by hand or by certified mail or registered mail, return receipt requested. Every written consent shall bear the date of signature of each stockholder who signs the consent, and no written consent shall be effective to take the corporate action referred to therein unless written consents signed by a sufficient number of stockholders to take such action are delivered to the Corporation, in the manner required by this Section 10, within sixty (60) (or the maximum number permitted by applicable law) days of the date of the earliest dated consent delivered to the Corporation in the manner required by this Section 10. The validity of any consent executed by a proxy for a stockholder pursuant to an electronic transmission transmitted to such proxy holder by or upon the authorization of the stockholder shall be determined by or at the direction of the Secretary. A written record of the information upon which the person making such determination relied shall be made and kept in the records of the proceedings of the stockholders. Any such consent shall be inserted in the minute book as if it were (o)3 (s)-1ohnea(i)2.9 (n)8 .1 (he)-74 (p)-4 (o)-4 (r)-2.4 (at)2.8 ust(o)3 (s)-1ohhe ton deter(s)-11 (s)5.5 (-12.1 (w)13 (2.9 (n)8(o)-49 b)-16.1 c)5.4 (in4 (f)9.7 51 (n2.1 (b)-4 (c

(1) Nominations of persons for election to the Board of Directors and the proposal of other business to be considered by the stockholders may be made at an annual meeting of stockholders (a) as specified in the Corporation's notice of meeting (or any supplement thereto); (b) by or at the direction of the Board of Directors or any committee thereof; (c) by any stockholder of the Corporation who (i) was a stockholder of record at the time the notice provided for in Section 11 is delivered to the Secretary, (ii) is entitled to vote at the meeting, and (iii) complies with the procedures and conditions set forth in Section 11 as to such nomination or other business; or (d) by any Eligible Stockholder (as defined in Section 11.4 below) whose Stockholder Nominee (as defined in Section 11.4 below) is included in the Company's proxy statement for the relevant annual meeting; clauses (c) and (d) shall be the exclusive means for a stockholder to make director nominations, and clause (c) shall be the exclusive means for a stockholder to submit proposals for other business (other than matters properly brought under Rule 14a-8 under the Exchange Act and included in the Corporation's proxy statement that has been prepared to solicit proxies for such annual meeting) before an annual meeting of stockholders.

(2) For any nominations or any other business to be properly brought by a stockholder before an annual meeting pursuant to Section 11.1.A(1)(c) or a special meeting pursuant to Section 11.1.B(b), the stockholder must have given timely notice thereof in writing to the Secretary and any such proposed business (other than the nominations of persons for election to the Board of Directors) must constitute a proper matter for stockholder action. To be timely for nominations pursuant to Section 11.1.A(1)(c), a stockholder's notice shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the one hundred and twentieth (120th) day and not later than the close of business on the ninetieth (90th) day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than thirty (30) days before or more than seventy (70) days after such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the one hundred and twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting and the tenth (10th) day following the day on which public announcement of the date of such annual meeting is first made by the Corporation. To be timely for nominations pursuant to Section 11.1.A(1)(d), such notice must be delivered in accordance with the requirements of Section 11.4. The number of nominees a stockholder may nominate for election at an annual meeting must not exceed the number of directors to be elected to the Board of Directors at such annual meeting. In no event shall the adjournment or postponement of an annual meeting (or any public announcement thereof) commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. To be in proper form, such stockholder's notice (whether given pursuant to this Section 11.1.A(2) or Section 11.1.B) to the Secretary must:

(a) set forth, as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal for other business is made:

(i) the name and address of (A) such stockholder, as they appear on the Corporation's books, (B) such beneficial owner, if any, and (C) each principal (which shall include, without limitation, any person who serves as the chief executive officer or general partner or who performs duties that are substantially similar to a chief executive officer or general partner) of, and any person that owns or controls, directly or indirectly, 10% or more of any voting class of securities or interests, or 33 1/3% or more of any class of securities or interests, in such stockholder or such beneficial owner (the persons described in clauses (B) and (C) are collectively referred to in this Section 11 as "stockholder related persons");

(ii) (A) the class or series and number of shares of common stock and any other securities of the Corporation which are, directly or indirectly, owned beneficially and of record by such stockholder and any stockholder related person (and such notice shall include documentary evidence of such stockholder's or stockholder related person's record and beneficial ownership of such securities), (B) a description of any option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of the Corporation or with a value derived in whole or in part from the value of any class or series of shares of the Corporation, whether or not such instrument or right shall be subject to settlement in the underlying class or series of shares of the Corporation or otherwise (a "Derivative Instrument") directly or indirectly

understanding, or relationship pursuant to which such stockholder and any stockholder related person has a right to vote any shares of any security of the Corporation, (D) any short interest in any security of the Corporation (for purposes of Section 11, a person shall be deemed to have a short interest in a security if such person directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has the opportunity to profit or share in any profit derived from any decrease in the value of the subject security), (E) any rights to dividends on the shares of the Corporation owned beneficially by such stockholder and any stockholder related person that are separated or separable from the underlying shares of the Corporation, (F) any proportionate interest in shares of the Corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such stockholder and

(b) if the notice relates to any business other than the nomination of a director or directors that the stockholder proposes to bring before the annual meeting, set forth:

(i) a brief description of the business desired to be brought before the annual meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend these By-Laws, the language of the proposed amendment), the reasons for conducting such business at the annual meeting and any substantial interest of such stockholder and beneficial owner, if any, in such business and;

(ii) a description of all agreements, arrangements, and understandings between such stockholder and/or beneficial owner, if any, and their respective affiliates and associates, and any other person or persons (including their names) acting in concert therewith in connection with the proposal of such business by such stockholder;

(c) set forth, as to each person, if any, whom the stockholder proposes to nominate for election or reelection to the Board of Directors:

(i) all information relating to such person that would be required to be disclosed, whether in a proxy statement, other filings required to be made in connection with solicitations of proxies for election of directors in a contested election, or otherwise, in each case pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder;

(ii) such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected and a sta12.2 (h)5 (s)2. a2Tf 0.001 TwTJ0 Tc 0 T8()TjEMC /P -r(uc)-19.9 s.8 (s)5.5

such update and supplement shall be delivered in writing to the Secretary at the principal executive offices of the Corporation not later than the tenth (10th) business day following the record date for determining the stockholders entitled to notice of the meeting (in the case of any update and supplement required to be disclosed as of the record date) and not later than the eighth (8th) business day prior to the date for the meeting or any adjournment or postponement thereof (in the case of any update or supplement required to be made as of the tenth (10th) business day prior to the meeting or adjournment or postponement thereof); provided, that no supplement or update made pursuant to this clause (vi) may include any new nominees who were not named in the original stockholder notice or be deemed to cure any defects or limit the remedies (including without limitation under these By-Laws) available to the Corporation relating to any defect); and

(d) with respect to each nominee for election or reelection to the Board of Directors, include the completed and signed questionnaire, representation and agreement required by Section 11.3, together with a description of any instance in which such nominee was denied (and not subsequently granted), or has applied for and not been granted, a security clearance by the U.S. Federal government. Prior to submitting a stockholder's notice pursuant to Section 11.1.A in connection with nomination(s) for election or reelection to the Board of Directors, the stockholder providing such stockholder's notice shall request in writing from

questionnaire, representation and agreement required by Section 11.3) shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the one hundred and twentieth (120th) day prior to such special meeting and not later than the close of business on the later of the ninetieth (90th)

to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or (b) of the holders of any series of Preferred Stock if and to the extent provided for under law, the Certificate of Incorporation, or these By-Laws.

(5) Without limiting the foregoing, unless otherwise required by law, if any stockholder or any stockholder related person (i) provides notice pursuant to Rule 14a-19(b) under the Exchange Act with respect to any proposed nominee and (ii) subsequently fails to comply with the requirements of Rule 14a-19(a)(2) or Rule 14a-19(a)(3) under the Exchange Act (or fails to timely provide reasonable evidence sufficient to satisfy the Corporation that such stockholder or such stockholder related person has met the requirements of Rule 14a-19(a)(3) under the Exchange Act in accordance with the following sentence), then the nomination of each such proposed nominee shall be disregarded, notwithstanding that proxies or votes in respect of the election of any such proposed nominee may have been received by the Corporation (which proxies and/or votes shall be disregarded). If any stockholder or stockholder related person provides notice pursuant to Rule 14a-19(b) under the Exchange Act, such stockholder or stockholder related person shall deliver to the Corporation, no later than five (5) business days prior to the applicable meeting, a written certification (and upon request by the Corporation, reasonable evidence) that it has met all applicable requirements of Rule 14a-19 under the Exchange Act.

(6) Any stockholder directly or indirectly soliciting proxies from other stockholders in respect of any nomination or other business must use a proxy card that is a color other than white, which is reserved for the exclusive use for solicitation by the Board.

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A nominee for director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, however, that the directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Secretary receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in Section 11.1 and (ii) such nomination has not been withdrawn by such stockholder on or prior to the tenth day preceding the date the Corporation first mails its notice of meeting for such meeting to stockholders. If directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee. Votes cast shall exclude abstentions with respect to that director's election.

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To be eligible to be a nominee for election or reelection as a director of the Corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Section 11.1 or Section 11.4, as applicable, together with the information update/supplement requirements thereunder with respect to such notice) to the Secretary at the principal executive offices of the Corporation a written questionnaire with respect to the background and qualification of such person.

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were made, not misleading; (e) consents to the running of a background check in accordance with the Corporation's policy for prospective directors and will provide any information requested by the Corporation that is necessary to run such background check; (f) agrees to, promptly following election as a director, submit to and reasonably cooperate with all processes required in order to obtain (and, once obtained, to maintain) all U.S. Federal government security clearances deemed by the Corporation as necessary or appropriate for a director of the Corporation; (g) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the Corporation, and will comply with all applicable law and with the Corporation's Corporate Governance Principles and Code of Ethical Business Conduct for Members of the Board of Directors, as well as all other applicable publicly disclosed corporate governance, ethics, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Corporation; (h) represents and warrants that such person's candidacy will not and, if elected, such person's membership on the Board of Directors would not, violate applicable state or federal law or the listing standards or rules of any exchange upon which the Corporation's common stock is listed; and (i) intends to serve a full term if elected as a director. In addition, to be eligible to be a nominee for election or reelection as a director of the Corporation, a person must not be a named subject of a criminal proceeding (excluding traffic violations and other minor offenses) pending as of the date the Corporation first mails to the stockholders its notice of meeting that includes the name of the nominee and, within ten years preceding such date, must not have been convicted in such a criminal proceeding.

SECTION 1

A. Subject to the provisions of these By-Laws, the Corporation shall include in its proxy statement and on its form of proxy for an annual meeting of stockholders, the name of, and shall include in any such proxy statement the Additional Information (as defined below) relating to, any eligible person nominated for election as a director of the Corporation (a "Stockholder Nominee") by any stockholder or group of no more than 20 stockholders that satisfies

(iv) meets the director qualification requirements set forth in Section 11.3 of these By-Laws; and (v) is not and has not been subject to any event specified in Rule 506(d)(1) of Regulation D (or any successor rule) under the Securities Act of 1933 or Item 401(f) of Regulation S-K (or any successor rule) under the Exchange Act, without reference to whether the event is material to an evaluation of the ability or integrity of the Stockholder Nominee; and (f) a representation that the Schedule 14N relating to the Stockholder Nominee and provided in accordance with Section 11.4.E(1) is accurate and complete, and fully complies with the requirements of Schedule 1ot, wittsee ¶57(h)8.9 (t)-9.2sR1 (,).

provided after the date the Notice of Proxy Access Nomination) have been delivered to, or, if sent by mail, received by the Secretary at the principal executive offices of the Corporation. Notwithstanding any other provision of these By-Laws, the Corporation may in its sole discretion solicit against, and include in the proxy statement its own statements or other information relating to, any Eligible Stockholder and/or Stockholder Nominee, including any information provided to the Corporation with respect to the foregoing.

F. Notwithstanding anything to the contrary, the Corporation may omit from its proxy materials any information not timely provided in accordance with these By-Laws or any information that is provided pursuant to this Section 11.4, including all or any portion of the statement in support of the Stockholder Nominee included in the Notice of Proxy Access Nomination, to the extent that: (1) such information directly or indirectly impugns the character, integrity or personal reputation of, or directly or indirectly makes charges concerning improper, illegal or immoral conduct or associations, without factual foundation, with respect to, any person; or (2) the inclusion of such information in the proxy materials would otherwise violate any applicable law, rule or regulation.

G. Notwithstanding anything to the contrary in this Section 11.4, the Corporation shall not be required to include in its proxy materials any Stockholder Nominee or information concerning such Stockholder Nominee, nor shall a vote be required to occur with respect to any such Stockholder Nominee at any such meeting (notwithstanding that proxies in respect of such vote may have been received by the Corporation), if: (1) the Stockholder Nominee or the

stock are “owned” for purposes of meeting the ownership requirements of this Section 11.4; (3) whether any and all requirements of this Section 11.4 have been satisfied, including a Notice of Proxy Access Nomination; (4) whether a person satisfies the qualifications and requirements to be a Stockholder Nominee; and (5) whether inclusion of the



Any director may resign at any time by giving written notice or notice by electronic transmission thereof to the Secretary. Such resignation shall take effect at the time specified therefor or if the time is not specified, upon delivery thereof; and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.



Any director may be removed with or without cause by the affirmative vote of the holders of record of a majority of the outstanding shares of stock entitled to vote, at a duly constituted meeting of stockholders called for that purpose; and the vacancy on the Board of Directors caused by any such removal may be filled by the stockholders at such meeting or at any subsequent meeting.



In case of any increase in the number of directors, or of any vacancy created by death, disqualification, or resignation, the additional director or directors may be elected or, as the case may be, the vacancy or vacancies may be filled, either (a) by the affirmative vote of a majority of the remaining directors, even if less than a quorum or (b) by the stockholders entitled to vote, either at a duly constituted annual meeting or special meeting thereof called for



None of the officers, directors, or employees of the Corporation or any of its subsidiary corporations shall at any time be paid any bonus or share in the earnings or profits of the Corporation or any of its subsidiary corporations except pursuant to a plan approved by affirmative vote of two-thirds of the members of the Board of Directors.

incurred or suffered by such Indemnitee in connection therewith, and such indemnification shall continue as to an Indemnitee who has ceased to be a director or officer and shall inure to the benefit of the Indemnitee's heirs, executors, administrators and legal representatives; provided, however, that except as provided in Article VII, Section 3.2 with respect to Proceedings seeking to enforce rights to indemnification hereunder, the Corporation shall indemnify any such Indemnitee in connection with a Proceeding (or part thereof) initiated by such Indemnitee only if the commencement of such Proceeding (or part thereof) was authorized in the specific case by the Board of Directors. The right to indemnification conferred in this Section 3.1 shall be a contract right and shall include the

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The Board of Directors may, or may authorize one or more officers to, indemnify and/or provide Advancement of Expenses to any current or former employee or agent of the Corporation or any of the Corporation's subsidiaries who is not an Indemnitee and was or is made a party to or is threatened..2 (a)4.2 (12 (or)1.6.9 (i)6.9 (iTJ0.00 s)-2.8a)4.3 (pa)4.2 6rty

