



Dear Stockholders,

Zebit, Inc. (“Zebit” or the “Company”) advises that it will be holding a special meeting of Stockholders (the “Special Meeting”) for the purpose of considering and approving the following proposals:

1. Proposal 1: To ratify and approve an amendment and restatement of the Company’s Bylaws;
2. Proposal 2: To approve the amendment and restatement of the Company’s Certificate of Incorporation (the “Amended Certificate of Incorporation”);
3. Proposal 3: In connection with the Amended Certificate of Incorporation, to effect a reverse stock split of the Company’s common stock of one new share for every 2,500 shares outstanding (the “Reverse Stock Split”); and
4. Proposal 4: To approve the amendment to the Company’s 2020 Equity Incentive Plan to increase the number of shares reserved under the plan from 23,112,556 to 48,082,716 shares (on a pre-Reverse Stock Split basis).

Enclosed is the Notice of Meeting setting out the business of the Special Meeting.

The Special Meeting will be held as a virtual meeting electronically via webcast and an online voting platform (virtual online facility). The Special Meeting will be held in Australia on Wednesday, October 5, 2022, commencing at 11:00 am (Sydney time) and in the US at 5:00 pm (Pacific Time) on Tuesday, October 4, 2022. There will be no physical meeting in which Stockholders can attend the Special Meeting. Attendance is only via the virtual online facility, and the virtual online meeting guide is included with the Special Meeting materials.

The matters to be considered and voted on at the Special Meeting are described in the accompanying Notice of the October 2022 Special Meeting of Stockholders (“Notice of Meeting”) and Proxy Statement.

All Stockholders are invited to virtually attend the Special Meeting. Whether or not you expect to attend, all Stockholders are strongly encouraged to please submit your Proxy Card as soon as possible so that your applicable Shares can be voted at the Special Meeting. For specific instructions on voting, please refer to the instructions in the Notice of Meeting and the Proxy Card. If you hold your Shares through an account with a brokerage firm, bank, or other nominee, please follow the instructions you receive from them to vote your Shares.

The Board encourages all Stockholders to participate in the Special Meeting using the virtual online facility and submit questions. If you are unable to attend the Special Meeting via the virtual online facility and have a specific question that you would like to submit to the Chairman of the meeting, please submit your questions to the Company’s General Counsel, Kerissa Hollis via email at kerissa.hollis@zebit.com no later than 11:00 am on Monday October 3, 2022 (Sydney time) or 4:00 pm (Pacific Time) on Sunday October 2, 2022. Please provide the subject line in the email “Zebit Special Stockholder Meeting Question”.



I look forward to your attendance at the Special Meeting.

Sincerely,

James M. P. Feuille, Chairman



**NOTICE OF
OCTOBER 2022 SPECIAL MEETING OF STOCKHOLDERS
(Virtual Meeting) OF ZEBIT, INC.**

To be held on
Wednesday, October 5, 2022 (Australia)
Tuesday, October 4, 2022 (US)

The October 2022 Special Meeting of Stockholders (the “Special Meeting”) of Zebit, Inc. (“Zebit” or the “Company”) will be held on Wednesday, October 5, 2022, at 11:00 am (Sydney time) and 5:00 pm (Pacific Time) on Tuesday, October 4, 2022 (the “Meeting Date”) for the following purposes:

1. Proposal 1: To ratify and approve an amendment and restatement of the Company’s Bylaws;
2. Proposal 2: To approve the amendment and restatement of the Company’s Certificate of Incorporation (the “Amended Certificate of Incorporation”);
3. Proposal 3: In connection with the Amended Certificate of Incorporation, to effect a reverse stock split of the Company’s common stock of one new share for every 2,500 shares outstanding (the “Reverse Stock Split”); and
5. Proposal 4: To approve the amendment to the Company’s 2020 Equity Incentive Plan to increase the number of shares reserved under the plan from 23,112,556 to 48,082,716 shares (on a pre-Reverse Stock Split basis).

The Board unanimously recommends that you vote (i) “FOR” Proposal 1; (ii) “FOR” Proposal 2; (iii) “FOR” Proposal 3; and (vi) “FOR” Proposal 4.

Record Date and Voting Rights. Stockholders may vote at the Special Meeting if they are a Stockholder of record on Tuesday, August 9, 2022, at 11:00 am (Sydney time) and 5:00 pm (Pacific Time) on Monday, August 8, 2022 (“Record Date”). Any Stockholder may request access to the list of Stockholders of Record entitled to vote at the Special Meeting upon request to the Company’s General Counsel, Kerissa Hollis, via email to kerissa.hollis@zebit.com.

The Proxy Statement that accompanies and forms part of this Notice of Meeting provides information in relation to each of the matters to be considered. This Notice of Meeting and the Proxy Statement, together with the annexes, should be read in their entirety. If Stockholders are in doubt on how they should vote, they should seek advice from their legal counsel, accountant, solicitor, or other professional advisor prior to voting.



Dated this 11th day of August, 2022.

By Order of the Board

James M. P. Feuille Chairman

This notice of our October 2022 Special Meeting of Stockholders and the accompanying proxy statement and form of proxy are being distributed and made available on or about August 25, 2022.



**PROXY STATEMENT FOR
OCTOBER 2022 SPECIAL MEETING OF STOCKHOLDERS
(Virtual Meeting) OF ZEBIT, INC.**

To be held on
Wednesday, October 5, 2022 (Australia)
Tuesday, October 4, 2022 (US)

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF
PROXY MATERIALS FOR THE OCTOBER 2022 SPECIAL MEETING OF STOCKHOLDERS:**

This Notice of Meeting and Proxy Statement are available at <https://www.zebit.com/investor-center/>.

The Board of Directors (the "Board") of Zebit, Inc. (the "Company") is soliciting proxies for use at the October 2022 Special Meeting of Stockholders (the "Special Meeting") to be held on Wednesday, October 5, 2022, at 11:00 am (Sydney time) and 5:00 pm (Pacific Time) on Tuesday, October 4, 2022, and at any adjournment or postponement of the meeting. We expect to mail this proxy statement (this "Proxy Statement") and the accompanying Notice of the October 2022 Special Meeting (the "Notice of Meeting") to Stockholders on or about August 25, 2022.

This is a completely virtual Special Meeting. Stockholders can participate in the Special Meeting virtually via a virtual online facility by typing the following address into their web browser: meetnow.global/MC5QHH5.

See also "Questions and Answers" below.

Proposal 1: Ratification of Amended and Restated Company Bylaws: To consider and, if thought fit, to ratify and approve the Amended and Restated Bylaws (the "Bylaw Proposal").

Overview: On February 11, 2022, Zebit formally applied to the Australian Securities Exchange ("ASX") to be removed from the official list of the ASX (Official List) (the "Delisting"). The Delisting was approved at a general meeting of Zebit securityholders held on March 16, 2022. On March 16, 2022, Zebit notified the ASX that the stockholder approval had been obtained and requested that trading of the Company's CDIs be delisted from the ASX. Price quotations in the public market will no longer be available for the Company's common stock, CDIs, or any other Zebit securities.

On July 28, 2022, as a result of the Delisting, the Board approved the amendment and restatement of Zebit's Bylaws. Among other things, the Board amended and restated Zebit's Bylaws to: (i) remove the provisions relating to ASX matters under the Bylaws; and (ii) permit Zebit stockholders to act via written consent without the need to hold a meeting of stockholders.

Zebit is asking its Stockholders to ratify and approve the Amended and Restated Bylaws.

Reasons for the Amended Bylaws. The Board believes that the Delisting was and continues to be in the best interests of the Company for a number of reasons, including low levels of trading liquidity which meant that the costs and administrative burden of remaining listed on ASX outweighed any benefits associated with remaining listed. The Board believes that as a private company Zebit has greater operating flexibility, and management is able to more



effectively concentrate on long-term growth and reduce its focus on the quarter-to-quarter performance often emphasized by the public markets. Moreover, the Company is not subject to certain obligations and constraints, and related costs, associated with having publicly traded equity securities.

The Board approved the Amended and Restated Bylaws following its review and consideration of Zebit's governance structures and policies, including various terms of Zebit's Certificate of Incorporation and Bylaws, based on Zebit's status as a private company following the Delisting. In making its determinations, our Board concluded that establishing governance flexibility should be an objective of Zebit's governance structures and policies, and that Zebit's Bylaws should align with a private company's bylaws.

Recommendation: The Board of Directors of the Company ("Board") strongly recommends that our Stockholders vote "FOR" on Proposal 1.

Proposal 2: Approval of Amended and Restated Company Certificate of Incorporation: To consider and, if thought fit, to approve a proposal to amend and restate the Company's Certificate of Incorporation (the "Amended Certificate of Incorporation").

Overview: At its July 28, 2022, meeting, as a result of the Delisting, the Board approved and recommended that Zebit stockholders approve an amendment and restatement of Zebit's Certificate of Incorporation. Among other matters, the Amended Certificate of Incorporation: (i) removes the provisions relating to ASX matters under the current Certificate of Incorporation; (ii) effects the Reverse Stock Split (see Proposal 3); (iii) decreases the number of shares of Zebit's common stock authorized for issuance from 94,654,013 shares to 37,464 shares (post-Reverse Stock Split); and (iv) removes the provisions providing for a classified board of directors and provides that all directors will be elected annually.

Reasons for the Amended Certificate of Incorporation: For the reasons set forth above under "Proposal 1 – Reasons For the Amended Bylaws", the Board believes that the Delisting was and continues to be in the best interests of Zebit. The Board approved the Amended Certificate of Incorporation following its review and consideration of Zebit's governance structures and policies, including various terms of Zebit's Certificate of Incorporation and Bylaws, based on Zebit's status as a private company following the Delisting. In making its determinations, the Board concluded that establishing governance flexibility should be an objective of Zebit's governance structures and policies, and that Zebit's Certificate of Incorporation should align with a private company's certificate of incorporation.

Recommendation: The Board strongly recommends that our Stockholders vote "FOR" on Proposal 2.

Proposal 3: Approval of a 1 for 2,500 Reverse Stock Split: To consider and, if thought fit, to approve, in connection with the Amended Certificate of Incorporation, a reverse stock split of the Company's common stock of one new share for every 2,500 shares outstanding (the "Reverse Stock Split").

Overview. At its July 28, 2022 meeting, as a result of the Delisting, the Board approved and recommended that Zebit stockholders approve a Reverse Stock Split of the Company's common stock of one new share for every 2,500 shares outstanding. If this Reverse Stock Split is approved by the stockholders, the Board will have the authority, in its sole discretion, without further action by the Stockholders, to effect the Reverse Stock Split. The Reverse Stock Split will also affect Zebit's outstanding stock options and shares of common stock issued under Zebit's stock plans, as well as outstanding warrants. Under these plans and securities, the number of shares of common stock deliverable upon exercise or grant must be appropriately adjusted and appropriate adjustments must be made to the purchase price per share to



reflect the Reverse Stock Split.

Procedures for the Reverse Stock Split. If the Company's stockholders approve Proposal 3 to effect the Reverse Stock Split, the Company will file the Amended Certificate of Incorporation with the Secretary of State of the State of Delaware at such time as the Board has determined to be the appropriate split effective time. The Board may delay effecting the Reverse Stock Split without resoliciting stockholder approval. Beginning at the Reverse Stock Split effective time, each certificate representing pre-split shares will be deemed for all corporate purposes to evidence ownership of post-Reverse Stock Split shares.

As soon as practicable after the Reverse Stock Split effective time, the Company's stockholders will be notified that the Reverse Stock Split has been effected. The Company expects that the Company's transfer agent will act as exchange agent for purposes of implementing the exchange. Any pre-split shares submitted for transfer, whether pursuant to a sale or other disposition, or otherwise, will automatically be exchanged for post-split shares.

Effect on Beneficial Holders (i.e., Stockholders Who Hold in "Street Name"). If the proposed Reverse Stock Split is approved and effected, we intend to treat common stock held by Stockholders in "street name," through a bank, broker, or other nominee, in the same manner as Stockholders whose shares are registered in their own names. Banks, brokers or other nominees will be instructed to effect the Reverse Stock Split for their customers holding common stock in "street name." However, these banks, brokers or other nominees may have different procedures than registered Stockholders for processing the Reverse Stock Split. If you hold shares of common stock with a bank, broker or other nominee and have any questions in this regard, you are encouraged to contact your bank, broker, or other nominee.

Fractional Shares. No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders of record who otherwise would be entitled to receive fractional shares will be entitled to an amount in cash (without interest or deduction) in an amount equal to the product of (x) the fractional share of common stock to which such stockholder would otherwise be entitled, as determined by the Board, multiplied by (y) US\$0.16 (the fair value of one share of Zebit common stock as determined by the Board in good faith), multiplied by (z) the number of shares of common stock being combined into one share of common stock in the Reverse Stock Split (i.e., 2,500). Except for the right to receive the cash payment in lieu of fractional shares, Stockholders will not have any voting, dividend, or other rights with respect to the fractional shares they would otherwise be entitled to receive. All fractional shares will be paid out in US dollars only via a check mailed to each impacted stockholder.

In general, a stockholder who receives cash in lieu of a fractional share of common stock pursuant to the Reverse Stock Split should be treated for U.S. federal income tax purposes as having received a fractional share pursuant to the Reverse Stock Split and then as having received cash in exchange for the fractional share and should generally recognize capital gain or loss equal to the difference between the amount of cash received and the stockholder's tax basis allocable to the fractional share. Any capital gain or loss will generally be long term capital gain or loss if the stockholder's holding period in the fractional share is greater than one year as of the effective date of the Reverse Stock Split. Special rules may apply to cause all or a portion of the cash received in lieu of a fractional share to be treated as dividend income with respect to certain stockholders who own more than a minimal amount of common stock (generally more than 1%) or who exercise some control over the affairs of the Company. Stockholders should consult their own tax advisors regarding the tax effects to them of receiving cash in lieu of fractional shares based on their particular circumstances.

In addition, a non-United States Holder may be subject to backup withholding tax with respect to the payment for the fractional shares unless the non-United States Holder certifies under penalties of perjury on an applicable IRS Form W-8 that such non-United States Holder is not a United States person, or such non-United States Holder otherwise establishes an exemption in a manner satisfactory to the ComputerShare.



Stockholders should be aware that, under the escheat laws of the various jurisdictions where Stockholders may reside, where we are domiciled, and where the funds will be deposited, sums due for fractional interests that are not timely claimed after the effective date of the Reverse Stock Split may be required to be paid to the designated agent for each such jurisdiction, unless correspondence has been received by us or the exchange agent concerning ownership of such funds within the time permitted in such jurisdiction. Thereafter, Stockholders otherwise entitled to receive such funds will have to seek to obtain them directly from the state to which they were paid.

No Appraisal Rights. Zebit Stockholders are not entitled to appraisal rights with respect to the Reverse Stock Split, and Zebit will not independently provide Stockholders with any such right.

Reasons for the Reverse Stock Split. The Board believes strongly that the Reverse Stock Split is essential to Zebit's continued success. In particular, the Board believes that:

- *The Reverse Stock Split Will Simplify the Capitalization of the Company for Corporate Governance Purposes.* The Board believes that the Reverse Stock Split is in the best interests of the Company to simplify the Company capitalization for administrative purposes and ease of corporate governance.
- *The Board Believes the Price Paid for Each Fractional Share is Fair, From a Financial Point of View, to Zebit Stockholders.* As described above under "Proposal 3 – Fractional Shares", Stockholders of record who otherwise would be entitled to receive fractional shares will be entitled to an amount in cash (without interest or deduction) in an amount equal to the product of (x) the fractional share of common stock to which such Stockholder would otherwise be entitled, as determined by the Board, multiplied by (y) US\$0.16 (the fair value of one share of Zebit common stock as determined by the Board in good faith on a pre-Reverse Stock Split basis), multiplied by (z) the number of shares of common stock being combined into one share of common stock in the Reverse Stock Split (i.e., 2,500). The Board chose US\$0.16 per share (on a pre-Reverse Stock Split basis) because after its review of, among other things, the earnings history and financial condition of the Company, the current prospects and expected operating results for the Company, the value of the Company's tangible and intangible assets, the present value of anticipated future cash-flows, the market value of similar companies engaged in a substantially similar business, the lack of current marketability and liquidity of the Company's securities and an appropriate discount in valuation as a result thereof, recent arms-length transactions in the Company's securities, current and potential strategic relationships, competitive developments, recent new business wins and other business developments, the Board determined the fair value of one share of Common Stock (on a pre-Reverse Stock Split basis) to be an amount which is not greater than US\$0.16 per share

Recommendation. The Board strongly recommends that our Stockholders vote "**FOR**" on this Proposal 3.

Proposal 4. Approval of Amendment to Equity Incentive Plan: To consider and, if thought fit, to ratify and approve the amendment to the Company's 2020 Equity Incentive Plan to increase the number of shares reserved under the plan from 23,112,556 to 48,082,716 shares (on a pre-Reverse Stock Split basis) (the "Stock Plan Proposal").

Overview. We are asking our stockholders to approve an amendment to Zebit's 2020 Equity Incentive Plan, which was previously approved by the Board, to increase the number of shares reserved under the plan from 23,112,556 to 48,082,716 shares (on a pre-Reverse Stock Split basis). As of August 1, 2022, an aggregate of 13,721,229 shares (on a pre-Reverse Stock Split basis) remained available for issuance under the 2020 Plan and 34,361,487 shares (on a pre-Reverse Stock Split basis) were subject to outstanding awards under the 2020 Plan.



Reasons for the Stock Plan Amendment. The Board believes strongly that the amendment to the 2020 Plan is essential to Zebit's continued success. In particular, the Board believes that:

- This will help Zebit to continue to recruiting service providers;
- It's a reasonable number of shares to add to the plan; and
- The US\$10M convertible note that closed in early August 2022 to fund the business into 2023-2024 required the Plan to have stock options available to grant equivalent to 15% of total shares on a fully diluted basis when taking into consideration the future conversion of the note and warrants to common stock.

Recommendation: The Board strongly recommends that our Stockholders vote "**FOR**" on this Proposal 4.



QUESTIONS AND ANSWERS

What is the purpose of the Special Meeting?

At the Special Meeting, Stockholders are invited to act upon the items outlined in the Notice of Meeting:

Proposal 1: To ratify and approve an amendment and restatement of the Company's Bylaws;

Proposal 2: To approve the amendment and restatement of the Company's Certificate of Incorporation (the "Amended Certificate of Incorporation");

Proposal 3: In connection with the Amended Certificate of Incorporation, to effect a reverse stock split of the Company's common stock of one new share for every 2,500 shares outstanding (the "Reverse Stock Split"); and

Proposal 4: To approve the amendment to the Company's 2020 Equity Incentive Plan to increase the number of shares reserved under the plan from 23,112,556 to 48,082,716 shares (on a pre-Reverse Stock Split basis).

Who is entitled to vote at the Special Meeting?

Only those Stockholders of record on August 9, 2022 (Australia) and August 8, 2022 (US) (the "Record Date"), will be entitled to vote at the meeting and any adjournment or postponement thereof.

As at the Record Date, there are 94,654,013 Shares of common stock outstanding, all of which are entitled to vote with respect to the items to be acted upon at the Special Meeting. Therefore, there is currently a total of 94,654,013 votes entitled to be cast at the Special Meeting.

Each Share of common stock is entitled to one vote per Share.

Votes for, against, and abstentions will all be counted as present and entitled to vote for the purposes of determining whether a quorum is present.

Will any Securityholders be excluded from voting on any of the items?

No votes will be excluded, and all Stockholders will be entitled to vote on all resolutions.

How many Shares must be present for voting to hold the meeting?

Pursuant to Section 2.6 of the Company's Bylaws, the holders of one-third of the Shares of stock issued and outstanding and entitled to vote at the Special Meeting must be present in person (including by means of remote communication) or represented by proxy to constitute a quorum for the transaction of business. Shares are counted as present at the Special Meeting if:



- the Stockholder of record on the Record Date is present virtually (by registering their attendance via the virtual online facility at the Special Meeting); or
- the Stockholder of record on the Record Date, or the applicable beneficial owner, has properly submitted a proxy in a timely fashion as described in the Notice of Special Meeting.

Abstentions and shares represented by “broker non-votes” are counted for the purpose of determining the presence of a quorum.

What is a proxy?

If you designate another person or entity to vote Shares that you own, such other person or entity is referred to as your proxy. If you designate someone as your proxy in a written document, that document is also called a proxy or a proxy card. When you designate a proxy, you may also direct the proxy how to vote your Shares. This is referred to as your “proxy vote”.

What is the difference between a Stockholder of record and a “Street Name” holder?

If you own Shares registered directly in your name with the Company’s US share registrar, Computershare Trust Company, N.A. (“**Computershare**”), you are considered the Stockholder of record with respect to those Shares. As a Stockholder of record, you have the right to grant your voting proxy directly to the Company or to vote in person at the virtual Special Meeting.

If your Shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the Stockholder of record with respect to those Shares, while you are considered the beneficial owner of those Shares and your Shares are held in street name (“**Street Name**”). Street Name holders generally cannot vote their Shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their Shares using the method described in the notice that such broker, bank, trust or other nominee sends to the Street Name holders. Since a Street Name holder is not the Stockholder of record, the Street Name holder may not vote their Shares in person at the Special Meeting unless such holder obtains a “legal proxy” from their applicable broker, bank, trustee, or nominee giving such holder the right to vote the Shares at the meeting.

What does it mean if I receive more than one printed set of proxy materials?

If you receive more than one printed set of proxy materials, it means that you hold Shares registered in more than one account. To ensure that all your Shares are voted, please submit proxies or voting instructions for all of your Shares.

Can I vote my Shares in person at the meeting?

Please Note: *You may only vote your Shares at the Special Meeting by registering and participating in the virtual online facility if you own shares of common stock and are a Stockholder of record on the Record Date.*

Even if you currently plan to attend the virtual meeting and vote your Shares at the meeting, we recommend that you submit a proxy so that your vote will be counted if you later decide not to attend the meeting. If you submit your vote by proxy and later decide to vote in person at the Special Meeting, the vote you submit at the Special Meeting will override your proxy vote.



If you are a Street Name holder of shares of common stock, you may vote your Shares in person at the meeting only if you obtain and provide to Computershare prior to the meeting a signed letter or other form of proxy from your broker, bank, trust or other nominee giving you the right to vote the Shares at the meeting.

How do I vote my Shares of common stock?

Stockholders are entitled to vote if they are a Stockholder on the Record Date regardless of whether they attend the Special Meeting.

At the Special Meeting, every holder of common stock present themselves or by proxy, is entitled to one vote for each Share of common stock held on the Record Date.

If you are a Stockholder of record, you can vote in any of the following ways:

Proxy Forms	
By mail	c/o Computershare Investor Services PO Box 505008 Louisville, KY 40233-9814 USA
Online	www.investorvote.com/ZBT or scan the QR code – login details are located in the shaded bar below.
By phone	Call toll free 1-800-652-VOTE (8683) within the USA, US Territories & Canada only. Follow the instructions provided by the recorded message.
At the Special Meeting by the following link: meetnow.global/MC5QHH5	

How do I vote if I am a Street Name holder?

If you hold your Shares in Street Name, you must vote your Shares in the manner set forth by your broker, bank, trust or other nominee, which is similar to the voting procedures for Stockholders of record. You will receive a voting instruction form if nominated as a proxy (not a proxy card) to use in directing your applicable broker, bank, trust or other nominee how to vote your Shares at the meeting.

Voting Mechanics

Proxy cards

Valid, signed and dated proxy cards must be received by Computershare no later than 8:00 am on Tuesday, October 4 (Sydney time) and 5:00 pm (Pacific Time) on Monday, October 3, 2022).

In person (virtual attendance)

Stockholders may attend the virtual online facility and vote online using the facility during the meeting.



Voting requirements to approve the items set forth in the Notice of Meeting

Please Note: *If you do not submit your proxy or voting instructions to your broker, a “non-vote” occurs and your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of any of the items.*

Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum.

How do I change my vote or revoke my proxy?

If you are a Stockholder of record, you may change your vote or revoke your proxy by:

- filing a written statement to that effect with Zebit’s General Counsel, Kerissa Hollis, at or before the taking of the vote at the Special Meeting in the manner specified below;
- submitting a properly signed proxy card with a later date that is received prior to the close of voting; or
- attending the Special Meeting using the virtual online facility, revoking your proxy, and voting via the online facility.

If the written statement is not filed at the Special Meeting, the written statement to Zebit’s General Counsel should be delivered by not later than 11:00 am on Friday, September 30, 2022 (Sydney time) or 4:00 pm (Pacific Time) on Thursday September 29, 2022. The written statement can be delivered by mail to Zebit General Counsel, 1560 E. Southlake Blvd., Suite 100, Southlake, Texas 76092 USA Attention: Kerissa Hollis.

If you are a beneficial owner and hold shares through a broker, bank, or other nominee, you may submit new voting instructions by contacting your broker, bank, or other nominee. You may also change your vote or revoke your voting instructions in person at the Special Meeting if you obtain a signed proxy from the record holder (broker, bank, or other nominee) giving you the right to vote the shares.

Who pays for the cost of proxy preparation and solicitation?

The Company pays for the cost of proxy preparation and solicitation, including the reasonable charges and expenses of brokerage firms, banks, trusts or other nominees for forwarding proxy materials to Street Name holders. The Company is soliciting proxies by mail. In addition, the Directors, officers, and regular employees of the Company may solicit proxies personally, telephonically, electronically or by other means of communication. The Company’s Directors, officers and regular employees will receive no additional compensation for their services other than their regular compensation.

How can I ask questions if I cannot attend the meeting in person?

Only Stockholders that attend the Special Meeting via the virtual online facility will be able to ask questions at the meeting. If you have a specific question that you would like to submit to the Chairman of the meeting, please send your question via email to Kerissa Hollis at kerissa.hollis@zebit.com no later than 11:00 am on Friday September 30, 2022 (Sydney time) or 4:00 pm (Pacific Time) on Thursday September 29, 2022.

THIS NOTICE IS BEING GIVEN ON AUGUST 25, 2022.



Forward-looking statements

Please note that this Notice of Meeting contains forward looking statements. All statements that address events or development that may occur or are anticipated to occur in the future are forward looking statements.

Forward looking statements are based on the Board or management’s beliefs and expectations, derived from information currently available to the Board or management, including the potential benefits of the Proposals. The Company believes that these forward-looking statements are reasonable as and when made. However, you should not place undue reliance on any forward- looking statements which are inherently uncertain. We do not undertake to publicly update or revise any forward- looking statements affected by new information, future events or other factors, except as required by law. Forward-looking statements are subject to certain risks and uncertainties that could cause actual results, events or developments to differ materially from historical experience or present expectations and projections.

HOW TO PARTICIPATE IN THE MEETING ONLINE

Attending the Special Meeting online

This year we will be conducting a virtual SM, giving you the opportunity to attend the meeting online, using your smartphone, tablet or computer.

If you choose to participate online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.



Visit meetnow.global/MC5QHH5

You will need the latest version of Chrome, Safari, Edge and Firefox. Please ensure your browser is compatible.

Participate

To join you must have your Control Number or Invite Code.

October 4, 2022 at 5 pm PST and October 5, 2022 at 11 am (Sydney)

You will be able to log into the site up to 60 mins prior to the start of the meeting.



Access

Once webpage above has loaded into your web browser, click "JOIN MEETING NOW." Then select Shareholder on the login screen and enter your Control Number, or if you are an appointed proxy, select Invitation and enter your Invite Code.

If you have trouble logging in, contact us using the telephone number provided at the bottom of the screen.

Important Notice for Non-Registered Holders: Non-registered holders (shareholders who hold their shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxy will not be able to participate at the meeting. Non-registered holders that wish to attend and participate should follow the instructions on the voting information form and in the management information circular relating to the meeting to appoint and register themselves as proxy, otherwise you will be required to login as a guest.

If you are a guest:

Select Guest on the login screen. As a guest, you will be prompted to enter your name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.



Navigation

When successfully accessed you can view the webcast, vote, ask questions, and view meeting documents.

If viewing on a computer the webcast will appear automatically once the meeting has started.



Voting

Resolutions will be put forward for voting in the Vote tab. To vote, simply select your voting direction from the options shown.

Be sure to vote on all resolutions using the numbered link, if one appears, at the top of the Vote tab.

Your vote has been cast when the check mark appears. To change your vote, select 'Change My Vote'.



Q&A

Any authenticated shareholder or appointed proxy attending the meeting remotely is eligible to partake in the discussion.

Access the Q&A tab, type your question into the box at the bottom of the screen and then press the Send button.

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ZEBIT, INC.**

The undersigned, Marc Schneider, hereby certifies that:

1. The undersigned is the duly elected and acting Chief Executive Officer of Zebit, Inc., a Delaware corporation.
2. That the name of this corporation is Zebit, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on April 17, 2015.
3. The Amended and Restated Certificate of Incorporation of this corporation shall be amended and restated to read in full as follows:

“ARTICLE I

The name of this corporation is Zebit, Inc. (the “Corporation”).

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware, 19801. The name of its registered agent at such address is National Registered Agents, Inc.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

(A) **Classes of Stock; Reverse Split.** The Corporation is authorized to issue one class of stock to be designated “Common Stock.” The total number of shares which the Corporation is authorized to issue is 100,000 shares, each with a par value of \$0.25 per share, all of which shares shall be Common Stock.

Upon the effectiveness of this Amended and Restated Certificate of Incorporation pursuant to Section 242 of the General Corporation Law of Delaware, each two thousand, five hundred (2,500) shares of Common Stock outstanding immediately prior to such filing shall be automatically combined into one (1) share of Common Stock. The aforementioned reclassification shall be referred to collectively as the “Reverse Split.” The number of authorized shares of Common Stock, and the par value thereof, shall be as set forth in this Amended and Restated Certificate of Incorporation.

The Reverse Split shall occur without any further action on the part of the Corporation or stockholders of the Corporation and whether or not certificates representing such stockholders’ shares prior to the Reverse Split are surrendered for cancellation. All shares of Common Stock (including fractions thereof) issuable upon the Reverse Split held by a stockholder prior to the Reverse Split shall be aggregated. No fractional interest in a share of Common Stock shall be deliverable upon the Reverse Split and each stockholder who would otherwise be entitled to receive a fraction of a share of Common Stock upon the Reverse Split (after aggregating all shares of Common Stock held by a stockholder as aforesaid) shall, in lieu thereof, be entitled to receive a cash payment in U.S. dollars in an amount equal to the product of (x)

the fractional share of Common Stock to which such stockholder would otherwise be entitled multiplied by (y) the fair market value of a share of Common Stock (as determined in good faith by the Board of Directors) as of immediately prior to the filing of this Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware multiplied by (z) two thousand, five hundred (2,500). The Corporation shall not be obliged to issue certificates evidencing the shares of Common Stock outstanding as a result of the Reverse Split unless and until all of the certificates evidencing the shares held by a holder prior to the Reverse Split are either delivered to the Corporation or its transfer agent, or the holder notifies the Corporation or its transfer agent that any certificates not so delivered have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates.

(B) **Common Stock.**

1. **Dividend Rights.** Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. **Liquidation Rights.** Upon the liquidation, dissolution or winding up of the Corporation, or the occurrence of a Liquidation Transaction (as defined below), the assets of the Corporation available for distribution to stockholders shall be distributed among the holders of the Common Stock pro rata based on the number of shares of Common Stock held by each. For purposes of this Section 2, a "Liquidation Transaction" shall be deemed to occur if the Corporation shall sell, lease or otherwise dispose of all or substantially all of the assets of the Corporation, or sell, exclusively license, convey, exchange or otherwise transfer all or substantially all of the intellectual property of the Corporation, or merge with or into or consolidate with any other corporation, limited liability company or other entity (other than a wholly-owned subsidiary of the Corporation), provided that none of the following shall be considered a Liquidation Transaction: (A) a merger effected exclusively for the purpose of changing the domicile of the Corporation or (B) a bona fide equity financing in which the Corporation is the surviving corporation or (C) a transaction in which the securities held by the stockholders of the Corporation immediately prior to the transaction represent 50% or more of the voting power of the surviving corporation following the transaction. Nothing in this Section 2 shall require the distribution to stockholders of anything other than proceeds of such transaction in the event of a merger or consolidation of the Corporation.

3. **Redemption.** The Common Stock is not mandatorily redeemable.

4. **Voting Rights and Powers.** Each holder of Common Stock shall be entitled to the right to one vote per share of Common Stock, to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation and shall be entitled to vote upon such matters and in such manner as may be provided by law. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of stock of the Corporation representing a majority of the votes represented by all outstanding shares of stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the Delaware General Corporation Law.

ARTICLE V

[Reserved.]

ARTICLE VI

Except as otherwise set forth herein, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal Bylaws of the Corporation.

ARTICLE VII

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation. The number of directors that constitutes the entire Board of Directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation. At each annual meeting of stockholders, directors of the Corporation shall be elected to hold office until the next annual meeting of stockholders and until their successors have been duly elected and qualified or until their earlier resignation or removal; except that if any such meeting shall not be so held, such election shall take place at a stockholders' meeting called and held in accordance with the DGCL or by written consent in lieu of an annual meeting pursuant to Section 211(b) of the DGCL.

ARTICLE VIII

Distributions by the Corporation may be made without regard to "preferential dividends arrears amount" or any "preferential rights," as such terms may be used in Section 500 of the California Corporations Code, and, in such case, for purposes of making any calculation under Section 500 of the California Corporations Code, the amount of any "preferential dividends arrears amount" or "preferential rights" shall be deemed to be zero (0).

ARTICLE IX

(A) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware, as so amended.

(B) To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of, and advancement of expenses to, directors, officers, employees, other agents of the Corporation and any other persons to which the Delaware General Corporation Law permits the Corporation to provide indemnification.

(C) Neither any amendment nor repeal of this Article IX, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article IX, shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article IX, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

(D) A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after approval by the

stockholders of this Article IX to authorize Corporation action further eliminating or limiting the personal liability of directors then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

(E) In the event that a director of the Corporation who is also a partner or employee of an entity that is a holder of Common Stock and that is in the business of investing and reinvesting in other entities (each, a “Fund”) acquires knowledge of a potential transaction or matter in such person’s capacity as a partner or employee of the Fund and that may be a corporate opportunity for both the Corporation and such Fund (a “Corporate Opportunity”), then (i) such Corporate Opportunity shall belong to such Fund, (ii) such director shall, to the fullest extent permitted by law, be deemed to have fully satisfied and fulfilled his fiduciary duty to the Corporation and its stockholders with respect to such Corporate Opportunity, and (iii) the Corporation, to the fullest extent permitted by law, waives any claim that such Corporate Opportunity constituted a corporate opportunity that should have been presented to the Corporation or any of its affiliates; provided, however, that such director acts in good faith and such opportunity was not offered to such person solely in his or her capacity as a director of the Corporation

ARTICLE X

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (A) any derivative action or proceeding brought on behalf of the Corporation, (B) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any stockholder, director, officer, employee or agent of the Corporation to the Corporation or the Corporation’s stockholders, (C) any action or proceeding asserting a claim against the Corporation arising pursuant to any provision of the Delaware General Corporation Law or the Corporation’s Certificate of Incorporation or Bylaws or (D) any action or proceeding asserting a claim governed by the internal affairs doctrine, in each case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

Unless the Corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933. Any person or entity purchasing or otherwise acquiring any interest in any security of the Corporation shall be deemed to have notice of and consented to the provisions of this Article X and waived any objection to the removal of any action under the Securities Act of 1933 filed in a state court and removed to a federal district court.

ARTICLE XI

If this Restated Certificate provides for more or less than one vote for any share, on any matter, every reference in this Restated Certificate or the Bylaws of the Corporation to a majority or other proportion of stock, voting stock or shares shall refer to such majority or other proportion of the votes of such stock, voting stock or shares.

ARTICLE XII

To the extent that any provision of this Restated Certificate is found to be invalid or unenforceable, such invalidity or unenforceability shall not affect the validity or enforceability of any other provision of this Restated Certificate, and following any determination by a court of competent jurisdiction that any provision of this Restated Certificate is invalid or unenforceable, this Restated Certificate shall contain only such provisions (A) as were in effect immediately prior to such determination and (B) were not so determined to be invalid or unenforceable.”

* * *

The foregoing Amended and Restated Certificate of Incorporation has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the Delaware General Corporation Law.

Executed at San Diego, California, on _____, 2022.

By: _____
Marc Schneider
Chief Executive Officer

**AMENDED AND RESTATED
BYLAWS
OF
ZEBIT, INC.**

(Amended and Restated on October [•], 2022)

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**BYLAWS
OF
ZEBIT, INC.**

**ARTICLE I
CORPORATE OFFICES**

1.1 Registered Office.

The registered office of the corporation shall be 160 Greentree Drive, Suite 101, in the City of Dover 19904, County of Kent. The name of its registered agent at such address is National Registered Agents, Inc.

1.2 Other Offices.

The corporation may at any time establish other offices at any place or places where the corporation is qualified to do business.

**ARTICLE II
MEETINGS OF STOCKHOLDERS**

2.1 Place Of Meetings.

Meetings of stockholders shall be held at any place, within or outside the State of Delaware, designated by the Board of Directors. The Board of Directors may, in its sole discretion, determine that a meeting of stockholders shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Section 211(a)(2) of the Delaware General Corporation Law (the “**DGCL**”). In the absence of any such designation, stockholders’ meetings shall be held at the corporation’s principal executive office.

2.2 Annual Meeting.

The annual meeting of stockholders shall be held on such date, time and place, either within or without the State of Delaware, as may be designated by resolution of the Board of Directors each year and stated in the corporation’s notice of the meeting. The Board of Directors, acting pursuant to a resolution adopted by a majority of the voting power of the Board, may cancel, postpone or reschedule any previously scheduled annual meeting at any time, before or after the notice for such meeting has been sent to the stockholders. At the meeting, directors shall be elected and any other proper business, brought in accordance with Section 2.13 of these Bylaws, may be transacted.

2.3 Special Meeting.

A special meeting of the stockholders may be called at any time by the Board of Directors, the chairman of the board, the chief executive officer, the president or by one or more stockholders holding shares in the aggregate entitled to cast not less than ten percent of the votes at that meeting. The Board of

Directors may cancel, postpone or reschedule any previously scheduled special meeting at any time, before or after the notice for such meeting has been sent to the stockholders.

If a special meeting is called by any person or persons other than the Board of Directors, the chairman of the board, the chief executive officer or the president, the request shall be in writing, specifying the time of such meeting and the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the chairman of the board, the chief executive officer, the president, any vice president, or the secretary of the corporation. No business may be transacted at such special meeting otherwise than specified in such notice. Nothing contained in this paragraph of this Section 2.3 shall be construed as limiting, fixing, or affecting the time when a meeting of stockholders called by action of the Board of Directors may be held.

2.4 Notice Of Stockholders' Meetings.

Except as otherwise provided in the DGCL, the certificate of incorporation or these Bylaws, all notices of meetings with stockholders shall be in writing and shall be sent or otherwise given in accordance with Section 2.5 of these Bylaws not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting as of the record date for determining the stockholders entitled to notice of the meeting. The notice shall specify the place (if any), date and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called.

2.5 Manner Of Giving Notice; Affidavit Of Notice.

Written notice of any meeting of stockholders, if mailed, is given when deposited in the United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the corporation. Without limiting the manner by which notice otherwise may be given effectively to stockholders, any notice to stockholders may be given by electronic mail or other electronic transmission, in the manner provided in Section 232 of the DGCL. An affidavit of the secretary or an assistant secretary or of the transfer agent of the corporation that the notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

2.6 Quorum.

The holders of one-third of the shares of stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise required by statute or by the certificate of incorporation. If, however, such quorum is not present or represented at any meeting of the stockholders, then either (a) the chairman of the meeting or (b) holders of a majority of the shares of stock entitled to vote who are present, in person or by proxy, shall have power to adjourn the meeting to another place (if any), date or time.

2.7 Adjourned Meeting; Notice.

When a meeting is adjourned to another place (if any), date or time, unless these Bylaws otherwise require, notice need not be given of the adjourned meeting if the time and place (if any), thereof and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present and vote at such adjourned meeting, are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business that might have been transacted at the original meeting. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the place (if any), date and time of the

adjourned meeting and the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

2.8 Organization; Conduct of Business.

(a) Such person as the Board of Directors may have designated or, in the absence of such a person, the chief executive officer, or in his or her absence, the president or, in his or her absence, such person as may be chosen by the holders of a majority of the shares entitled to vote who are present, in person or by proxy, shall call to order any meeting of the stockholders and act as chairman of the meeting. In the absence of the secretary of the corporation, the secretary of the meeting shall be such person as the chairman of the meeting appoints.

(b) The chairman of any meeting of stockholders shall determine the order of business and the procedure at the meeting, including the manner of voting and the conduct of business. The date and time of opening and closing of the polls for each matter upon which the stockholders will vote at the meeting shall be announced at the meeting.

2.9 Voting.

The stockholders entitled to vote at any meeting of stockholders shall be determined in accordance with the provisions of Section 2.11 of these Bylaws, subject to the provisions of Sections 217 and 218 of the DGCL (relating to voting rights of fiduciaries, pledgors and joint owners of stock and to voting trusts and other voting agreements).

Except as may be otherwise provided in the certificate of incorporation, each stockholder shall be entitled to one vote for each share of capital stock held by such stockholder. Except as otherwise provided by law, the certificate of incorporation, these Bylaws or the rules of any applicable stock exchange, in all matters other than the election of directors, the affirmative vote of a majority of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders. Except as otherwise required by law, the certificate of incorporation or these bylaws, directors shall be elected by a plurality of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. Where a separate vote by a class or series or classes or series is required, in all matters other than the election of directors, the affirmative vote of the majority of the voting power of the shares of such class or series or classes or series present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of such class or series or classes or series, except as otherwise provided by law, the certificate of incorporation, these bylaws or the rules of any applicable stock exchange.

2.10 Waiver Of Notice.

Whenever notice is required to be given under any provision of the DGCL or of the certificate of incorporation or these Bylaws, a written waiver thereof, signed by the person entitled to notice, or waiver by electronic mail or other electronic transmission by such person, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders need be specified in any written waiver of notice, or any waiver of notice by electronic transmission, unless so required by the certificate of incorporation or these Bylaws.

2.11 Record Date For Stockholder Notice; Voting.

(a) In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than 60 nor less than 10 days before the date of such meeting, nor more than 60 days prior to any other action. If the Board of Directors does not so fix a record date:

i. The record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held.

ii. The record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting, if such adjournment is for thirty (30) days or less; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

2.12 Proxies.

Each stockholder entitled to vote at a meeting of stockholders or to express consent to corporate action in writing without a meeting may authorize another person or persons to act for such stockholder by an instrument in writing or by an electronic transmission permitted by law filed with the secretary of the corporation, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A proxy shall be deemed signed if the stockholder's name is placed on the proxy (whether by manual signature, typewriting, facsimile, electronic or telegraphic transmission or otherwise) by the stockholder or the stockholder's attorney-in-fact. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of Section 212(e) of the General Corporation Law of Delaware.

2.13 Notice of Stockholder Meetings

(a) Written notice of each meeting of stockholders, whether annual or special, shall be given not less than 10 nor more than 60 days before the date on which the meeting is to be held, to each stockholder entitled to vote at such meeting as of the record date fixed by the Board of Directors for determining the stockholders entitled to notice of the meeting, except as otherwise provided herein or as required by law (meaning here and hereafter, as required from time to time by the Delaware General Corporation Law or the certificate of incorporation of the corporation). The notice of any meeting shall state the place, if any, date and hour of the meeting, and the means of remote communication, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting. The notice of a special meeting shall state, in addition, the purpose or purposes for which the meeting is called.

(b) Notice to stockholders may be given by personal delivery, mail, or, with the consent of the stockholder entitled to receive notice, by facsimile or other means of electronic

transmission. If mailed, such notice shall be delivered by postage prepaid envelope directed to each stockholder at such stockholder's address as it appears in the records of the corporation and shall be deemed given when deposited in the United States mail. Notice given by electronic transmission pursuant to this subsection shall be deemed given: (1) if by facsimile telecommunication, when directed to a facsimile telecommunication number at which the stockholder has consented to receive notice; (2) if by electronic mail, when directed to an electronic mail address at which the stockholder has consented to receive notice; (3) if by posting on an electronic network together with separate notice to the stockholder of such specific posting, upon the later of (A) such posting and (B) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the stockholder. An affidavit of the secretary or an assistant secretary or of the transfer agent or other agent of the corporation that the notice has been given by personal delivery, by mail, or by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(c) Notice of any meeting of stockholders need not be given to any stockholder if waived by such stockholder either in a writing signed by such stockholder or by electronic transmission, whether such waiver is given before or after such meeting is held. If such a waiver is given by electronic transmission, the electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the stockholder.

2.14 Stockholder Action by Written Consent Without a Meeting.

Unless otherwise provided in the certificate of incorporation, any action required by statute to be taken at any annual or special of the stockholders, or any action which may be taken at an 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, shall be (i) signed by the holders of record on the record date (established in the manner set forth in Section 2.11(b) hereof) of outstanding shares of the Corporation having not less 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.

ARTICLE III

DIRECTORS

3.1 Powers.

Subject to the provisions of the DGCL and any limitations in the certificate of incorporation or these Bylaws relating to action required to be approved by the stockholders or by the outstanding shares, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

3.2 Number Of Directors.

The Board of Directors shall consist of one or more members, each of whom shall be a natural person. Unless the certificate of incorporation fixes the number of directors, the number of directors shall be determined from time to time by resolution adopted by a majority of the voting power of the board of directors. No reduction of the authorized number of directors shall have the effect of removing any director before such director's term of office expires.

3.3 Election, Qualification And Term Of Office Of Directors.

Except as provided in Section 3.4 of these Bylaws, each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until such director's successor is elected and qualified or until such director's earlier death, resignation or removal. Directors need not be stockholders unless so required by the certificate of incorporation or these Bylaws, wherein other qualifications for directors may be prescribed. The certificate of incorporation or these bylaws may prescribe other qualifications for directors.

Unless otherwise specified in the certificate of incorporation, elections of directors need not be by written ballot.

3.4 Resignation And Vacancies.

Any director may resign at any time upon written notice to the attention of the Secretary of the corporation. When one or more directors so resigns and the resignation is effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office as provided in this section in the filling of other vacancies.

Unless otherwise provided in the certificate of incorporation or these Bylaws:

(a) Vacancies and newly created directorships resulting from any increase in the authorized number of directors elected by all of the stockholders having the right to vote as a single class may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director.

(b) Whenever the holders of any class or classes of stock or series thereof are entitled to elect one or more directors by the provisions of the certificate of incorporation, vacancies and newly created directorships of such class or classes or series may be filled by a majority of the directors elected by such class or classes or series thereof then in office, or by a sole remaining director so elected, or if no such director is in office, by a majority of all directors then in office, although less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy will serve until the next meeting of stockholders at which directors are elected.

If at any time, by reason of death or resignation or other cause, the corporation should have no directors in office, then any officer or any stockholder or an executor, administrator, trustee or guardian of a stockholder, or other fiduciary entrusted with like responsibility for the person or estate of a stockholder, may call a special meeting of stockholders in accordance with the provisions of the certificate of incorporation or these Bylaws, or may apply to the Court of Chancery for a decree summarily ordering an election as provided in Section 211 of the General Corporation Law of Delaware.

If, at the time of filling any vacancy or any newly created directorship, the directors then in office constitute less than a majority of the whole board (as constituted immediately prior to any such increase), then the Court of Chancery may, upon application of any stockholder or stockholders holding at least 10% of the total number of the shares at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office as aforesaid, which election shall be governed by the provisions of Section 211 of the DGCL as far as applicable.

3.5 Place Of Meetings; Meetings By Telephone.

The Board of Directors of the corporation may hold meetings, both regular and special, either within or outside the State of Delaware.

Unless otherwise restricted by the certificate of incorporation or these Bylaws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

3.6 Regular Meetings.

Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the board.

3.7 Special Meetings; Notice.

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the chairman of the board, the chief executive officer, the president, any vice president, the secretary or any two directors.

Notice of the time and place of special meetings shall be delivered personally or by telephone to each director or sent by first-class mail, facsimile, electronic transmission, or telegram, charges prepaid, addressed to each director at that director's address as it is shown on the records of the corporation. If the notice is mailed, it shall be deposited in the United States mail at least four days before the time of the holding of the meeting. If the notice is delivered personally or by facsimile, electronic transmission, telephone or telegram, it shall be delivered at least 48 hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. The notice need not specify the purpose of the meeting. The notice need not specify the place of the meeting, if the meeting is to be held at the principal executive office of the corporation. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

3.8 Quorum.

At all meetings of the Board of Directors, a majority of the total number of directors then in office shall constitute a quorum for the transaction of business, provided, however, that a quorum shall not be less than 1/3 of the total number of directors constituting the entire authorized Board of Directors, as determined in Section 3.2 above. If a quorum is not present at any meeting of the Board of Directors, then the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

3.9 Waiver Of Notice.

Whenever notice is required to be given under any provision of the DGCL or of the certificate of incorporation or these Bylaws, a written waiver thereof, signed by the person entitled to notice, or waiver by electronic mail or other electronic transmission by such person, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors, or members of a committee of directors, need be specified in any written waiver of notice unless so required by the certificate of incorporation or these Bylaws.

3.10 Board Action By Written Consent Without A Meeting.

Unless otherwise restricted by the certificate of incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

3.11 Fees And Compensation Of Directors.

Unless otherwise restricted by the certificate of incorporation or these Bylaws, the Board of Directors shall have the authority to fix the compensation of directors. No such compensation shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

3.12 Approval Of Loans To Officers.

The corporation may lend money to, or guarantee any obligation of, or otherwise assist any officer or other employee of the corporation or of its subsidiary, including any officer or employee who is a director of the corporation or its subsidiary, whenever, in the judgment of the directors, such loan, guaranty or assistance may reasonably be expected to benefit the corporation. The loan, guaranty or other assistance may be with or without interest and may be unsecured, or secured in such manner as the Board of Directors shall approve, including, without limitation, a pledge of shares of stock of the corporation. Nothing in this section shall be deemed to deny, limit or restrict the powers of guaranty or warranty of the corporation at common law or under any statute.

3.13 Removal Of Directors.

Unless otherwise restricted by statute, by the certificate of incorporation or by these Bylaws, any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

3.14 Chairman Of The Board Of Directors.

The corporation may also have, at the discretion of the Board of Directors, a chairman of the Board of Directors who shall not be considered an officer of the corporation.

ARTICLE IV

COMMITTEES

4.1 Committees Of Directors.

The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board may designate 1 or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, or in these Bylaws, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to the following matters: (i) approving or adopting, or recommending to the stockholders, any action or matter expressly required by the DGCL to be submitted to stockholders for approval or (ii) adopting, amending or repealing any Bylaw of the corporation.

4.2 Committee Minutes.

Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

4.3 Meetings And Action Of Committees.

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Section 3.6 (place of meetings and meetings by telephone), Section 3.7 (regular meetings), Section 3.8 (special meetings and notice), Section 3.9 (quorum), Section 3.10 (waiver of notice), and Section 3.11 (action without a meeting) of these Bylaws, with such changes in the context of such provisions as are necessary to substitute the committee and its members for the Board of Directors and its members; provided, however, that the time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee, that special meetings of committees may also be called by resolution of the Board of Directors and that notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE V

OFFICERS

5.1 Officers.

The officers of the corporation shall be a president, a secretary, and a chief financial officer. The corporation may also have, at the discretion of the Board of Directors, a chief executive officer, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and any such other officers as may be appointed in accordance with the provisions of Section 5.3 of these Bylaws. Any number of offices may be held by the same person.

5.2 Appointment Of Officers.

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Sections 5.3 or 5.5 of these Bylaws, shall be appointed by the Board of Directors, subject to the rights, if any, of an officer under any contract of employment.

5.3 Subordinate Officers.

The Board of Directors may appoint, or empower the chief executive officer or the president to appoint, such other officers and agents as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

5.4 Removal And Resignation Of Officers.

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by an affirmative vote of the majority of the Board of Directors at any regular or special meeting of the board or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom the power of removal is conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

5.5 Vacancies In Offices.

Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.

5.6 Chief Executive Officer.

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the chairman of the board, if any, the chief executive officer of the corporation (if such an officer is appointed) shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and the officers of the corporation and shall have the general powers and duties of management usually vested in the office of chief executive officer of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

The person serving as chief executive officer shall also be the acting President of the corporation whenever no other person is then serving in such capacity.

5.7 President.

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the chairman of the board (if any) or the chief executive officer, the president shall have general supervision, direction, and control of the business and other officers of the corporation. He or she shall have the general powers and duties of management usually vested in the office of president of a corporation and such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

The person serving as president shall also be the acting chief executive officer of the corporation whenever no other person is then serving in such capacity.

5.8 Vice Presidents.

In the absence or disability of the chief executive officer and president, the vice presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a vice president designated by the Board of Directors, shall perform all the duties of the president and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors, these Bylaws, the president or the chairman of the board.

5.9 Secretary.

The secretary shall keep or cause to be kept, at the principal executive office of the corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, and stockholders. The minutes shall show the time and place of each meeting, the names of those present at directors' meetings or committee meetings, the number of shares present or represented at stockholders' meetings, and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principal executive office of the corporation or at the office of the corporation's transfer agent or registrar, as determined by resolution of the Board of Directors, a share register, or a duplicate share register, showing the names of all stockholders and their addresses, the number and classes of shares held by each, the number and date of certificates evidencing such shares, and the number and date of cancellation of every certificate surrendered for cancellation.

The secretary shall give, or cause to be given, notice of all meetings of the stockholders and of the Board of Directors required to be given by law or by these Bylaws. He or she shall keep the seal of the corporation, if one be adopted, in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

5.10 Chief Financial Officer.

The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and shares. The books of account shall at all reasonable times be open to inspection by any member of the Board of Directors.

The chief financial officer shall render to the chief executive officer, the president, or the Board of Directors, upon request, an account of all his or her transactions as chief financial officer and of the financial condition of the corporation. He or she shall have the general powers and duties usually vested in the office of chief financial officer of a corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

The person serving as the chief financial officer shall also be the acting treasurer of the corporation whenever no other person is then serving in such capacity. Subject to such supervisory powers, if any, as may be given by the Board of Directors to another officer of the corporation, the chief financial officer shall supervise and direct the responsibilities of the treasurer whenever someone other than the chief financial officer is serving as treasurer of the corporation.

5.11 Treasurer.

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records with respect to all bank accounts, deposit accounts, cash management accounts and other investment accounts of the corporation. The books of account shall at all reasonable times be open to inspection by any member of the Board of Directors.

The treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the corporation as may be ordered by the Board of Directors and shall render to the chief financial officer, the chief executive officer, the president or the Board of Directors, upon request, an account of all his or her transactions as treasurer. He or she shall have the general powers and duties usually vested in the office of treasurer of a corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

The person serving as the treasurer shall also be the acting chief financial officer of the corporation whenever no other person is then serving in such capacity.

5.12 Representation Of Shares Of Other Corporations.

The chairman of the board, the chief executive officer, the president, any vice president, the chief financial officer, the secretary or assistant secretary of this corporation, or any other person authorized by the Board of Directors or the chief executive officer or the president or a vice president, is authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority granted herein may be exercised either by such person directly or by any other person authorized to do so by proxy or power of attorney duly executed by the person having such authority.

5.13 Authority And Duties Of Officers.

In addition to the foregoing authority and duties, all officers of the corporation shall respectively have such authority and perform such duties in the management of the business of the corporation as may be designated from time to time by the Board of Directors.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

6.1 Indemnification Of Directors And Officers.

The corporation shall, to the maximum extent and in the manner permitted by the General Corporation Law of Delaware, indemnify each of its directors and officers against expenses (including attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the corporation. For purposes of this Section 6.1, a "director" or "officer" of the corporation includes any person (a) who is or was a director or officer of the corporation, (b) who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or (c) who was a director or officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

6.2 Indemnification Of Others.

The corporation shall have the power, to the maximum extent and in the manner permitted by the General Corporation Law of Delaware, to indemnify each of its employees and agents (other than directors and officers) against expenses (including attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the corporation. For purposes of this Section 6.2, an "employee" or "agent" of the corporation (other than a director or officer) includes any person (a) who is or was an employee or agent of the corporation, (b) who is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or (c) who was an employee or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

6.3 Payment Of Expenses In Advance.

Expenses incurred in defending any action or proceeding for which indemnification is required pursuant to Section 6.1 or for which indemnification is permitted pursuant to Section 6.2 following authorization thereof by the Board of Directors shall be paid by the corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the indemnified party to repay such amount if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that the indemnified party is not entitled to be indemnified as authorized in this Article VI.

6.4 Indemnity Not Exclusive.

The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, to the extent that such additional rights to indemnification are authorized in the certificate of incorporation.

6.5 Insurance.

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to

indemnify him or her against such liability under the provisions of the General Corporation Law of Delaware.

6.6 Conflicts.

Subject to the requirements in this Article VI and the DGCL, the corporation shall not be obligated to indemnify any person pursuant to this Article VIII:

(i) for which payment has actually been made to or on behalf of such person under any statute, insurance policy, indemnity provision, vote or otherwise, except with respect to any excess beyond the amount paid;

(ii) for an accounting or disgorgement of profits pursuant to Section 16(b) of the 1934 Act, or similar provisions of federal, state or local statutory law or common law, if such person is held liable therefor (including pursuant to any settlement arrangements);

(iii) for any reimbursement of the corporation by such person of any bonus or other incentive-based or equity-based compensation or of any profits realized by such person from the sale of securities of the corporation, as required in each case under the 1934 Act (including any such reimbursements that arise from an accounting restatement of the corporation pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"), or the payment to the corporation of profits arising from the purchase and sale by such person of securities in violation of Section 306 of the Sarbanes-Oxley Act), if such person is held liable therefor (including pursuant to any settlement arrangements);

(iv) initiated by such person, including any proceeding (or any part of any proceeding) initiated by such person against the corporation or its directors, officers, employees, agents or other indemnitees, unless (a) the board of directors authorized the proceeding (or the relevant part of the proceeding) prior to its initiation, (b) the corporation provides the indemnification, in its sole discretion, pursuant to the powers vested in the corporation under applicable law, or (c) otherwise required by applicable law; or

(v) if prohibited by applicable law.

ARTICLE VII

RECORDS AND REPORTS

7.1 Maintenance And Inspection Of Records.

The corporation shall, either at its principal executive offices or at such place or places as designated by the Board of Directors, keep a record of its stockholders listing their names and addresses and the number and class of shares held by each stockholder, a copy of these Bylaws as amended to date, accounting books, and other records.

Any stockholder of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the corporation's stock ledger, a list of its stockholders, and its other books and records and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a stockholder. In every instance where an attorney or other agent is the person

who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing that authorizes the attorney or other agent to so act on behalf of the stockholder. The demand under oath shall be directed to the corporation at its registered office in Delaware or at its principal place of business.

A complete list of stockholders entitled to vote at any meeting of stockholders, arranged in alphabetical order for each class of stock and showing the address of each such stockholder and the number of shares registered in each such stockholder's name, shall be open to the examination of any such stockholder for a period of at least ten (10) days prior to the meeting in the manner provided by law. The stock list shall also be open to the examination of any stockholder during the whole time of the meeting as provided by law. This list shall presumptively determine the identity of the stockholders entitled to vote at the meeting and the number of shares held by each of them.

7.2 Inspection By Directors.

Any director shall have the right to examine the corporation's stock ledger, a list of its stockholders, and its other books and records for a purpose reasonably related to his or her position as a director. The Court of Chancery is hereby vested with the exclusive jurisdiction to determine whether a director is entitled to the inspection sought. The Court may summarily order the corporation to permit the director to inspect any and all books and records, the stock ledger, and the stock list and to make copies or extracts therefrom. The Court may, in its discretion, prescribe any limitations or conditions with reference to the inspection, or award such other and further relief as the Court may deem just and proper.

ARTICLE VIII GENERAL MATTERS

8.1 Checks.

From time to time, the Board of Directors shall determine by resolution which person or persons may sign or endorse all checks, drafts, other orders for payment of money, notes or other evidences of indebtedness that are issued in the name of or payable to the corporation, and only the persons so authorized shall sign or endorse those instruments.

8.2 Execution Of Corporate Contracts And Instruments.

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation; such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

8.3 Stock Certificates; Partly Paid Shares.

The shares of a corporation shall be represented by certificates, provided that the Board of Directors of the corporation may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the corporation. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent or

registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he or she were such officer, transfer agent or registrar at the date of issue.

The corporation may issue the whole or any part of its shares as partly paid and subject to call for the remainder of the consideration to be paid therefor. Upon the face or back of each stock certificate issued to represent any such partly paid shares, upon the books and records of the corporation in the case of uncertificated partly paid shares, the total amount of the consideration to be paid therefor and the amount paid thereon shall be stated. Upon the declaration of any dividend on fully paid shares, the corporation shall declare a dividend upon partly paid shares of the same class, but only upon the basis of the percentage of the consideration actually paid thereon.

8.4 Special Designation On Certificates.

If the corporation is authorized to issue more than one class of stock or more than one series of any class, then the powers, the designations, the preferences, and the relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate that the corporation shall issue to represent such class or series of stock; provided, however, that, except as otherwise provided in Section 202 of the General Corporation Law of Delaware, in lieu of the foregoing requirements there may be set forth on the face or back of the certificate that the corporation shall issue to represent such class or series of stock a statement that the corporation will furnish without charge to each stockholder who so requests the powers, the designations, the preferences, and the relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

8.5 Lost Certificates.

Except as provided in this Section 8.5, no new certificates for shares shall be issued to replace a previously issued certificate unless the latter is surrendered to the corporation and cancelled at the same time. The corporation may issue a new certificate of stock or uncertificated shares in the place of any certificate previously issued by it, alleged to have been lost, stolen or destroyed, and the corporation may require the owner of the lost, stolen or destroyed certificate, or the owner's legal representative, to give the corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate or uncertificated shares.

8.6 Construction; Definitions.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the DGCL shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

8.7 Dividends.

The directors of the corporation, subject to any restrictions contained in (a) the DGCL or (b) the certificate of incorporation, may declare and pay dividends upon the shares of its capital stock. Dividends may be paid in cash, in property, or in shares of the corporation's capital stock.

The directors of the corporation may set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and may abolish any such reserve.

Such purposes shall include but not be limited to equalizing dividends, repairing or maintaining any property of the corporation, and meeting contingencies.

8.8 Fiscal Year.

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors and may be changed by the Board of Directors.

8.9 Seal.

The corporation may adopt a corporate seal, which may be altered at pleasure, and may use the same by causing it or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

8.10 Transfer Of Stock.

Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction in its books.

8.11 Stock Transfer Agreements.

The corporation shall have power to enter into and perform any agreement with any number of stockholders of any one or more classes of stock of the corporation to restrict the transfer of shares of stock of the corporation of any one or more classes owned by such stockholders in any manner not prohibited by the General Corporation Law of Delaware.

8.12 Registered Stockholders.

The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends and to vote as such owner, shall be entitled to hold liable for calls and assessments the person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of another person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

8.13 Facsimile Signature.

In addition to the provisions for use of facsimile signatures elsewhere specifically authorized in these Bylaws, facsimile signatures of any officer or officers of the corporation may be used whenever and as authorized by the Board of Directors or a committee thereof.

ARTICLE IX

AMENDMENTS

The Bylaws of the corporation may be adopted, amended or repealed by the stockholders entitled to vote; provided, however, that the corporation may, in its certificate of incorporation, confer the power to adopt, amend or repeal Bylaws upon the directors. The fact that such power has been so conferred upon the directors shall not divest the stockholders of the power, nor limit their power to adopt, amend or repeal Bylaws.

ARTICLE X

AMENDMENTS

To the extent that any provision of these Bylaws is found to be invalid or unenforceable, such invalidity or unenforceability shall not affect the validity or enforceability of any other provision of these Bylaws, and following any determination by a court of competent jurisdiction that any provision of these Bylaws is invalid or unenforceable, these Bylaws shall contain only such provisions (A) as were in effect immediately prior to such determination and (B) were not so determined to be invalid or unenforceable.

ARTICLE XI

TRANSFER RESTRICTIONS

The Corporation may refuse to acknowledge or register any transfer of shares of the corporation's capital stock held or acquired by a stockholder (including shares of the corporation's capital stock that may be acquired upon exercise of a stock option, warrant or other right) or shares of the corporation's capital stock which attach to or arise from such shares which are not made:

- (a) in accordance with the provisions of Regulation S of the Securities Act of 1933 (U.S.), as amended to date and the rules and regulations promulgated thereunder (the "U.S. Securities Act") (Rule 901 through Rule 905 and preliminary notes);
- (b) pursuant to registration under the U.S. Securities Act; or
- (c) pursuant to an available exemption from registration.

