

ATMUS FILTRATION TECHNOLOGIES INC.
AMENDED AND RESTATED BY-LAWS

EFFECTIVE MAY 20, 2025

ARTICLE I

OFFICES

Section 1.1. Registered Office. The address of the registered office of Atmus Filtration Technologies Inc. (the "Corporation") in the State of Delaware is 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808. The name of its registered agent at such address is Corporation Service Company. The Corporation may also have other offices, both within and without the State of Delaware, as the board of directors of the Corporation (the "Board of Directors") from time to time shall determine or the business of the Corporation may require.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 2.1. Place of Meetings. All meetings of the stockholders shall be held at such place, if any, either within or without the State of Delaware, or by means of remote communication, as shall be designated from time to time by resolution of the Board of Directors and stated in the notice of meeting.

Section 2.2. Annual Meetings. Annual meetings of the stockholders of the Corporation shall be held each year on such date, at such hour and at such place within or without the State of Delaware as shall be designated by the Board of Directors. If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, any or all stockholders and proxy holders may participate in an annual stockholders meeting by, or through the use of, any means of communication by which all stockholders participating may simultaneously hear each other during the meeting in accordance with Section 211(a) of the General Corporation Law of the State of Delaware (the "DGCL"). Any stockholder or proxy holder participating in a meeting by such means remote of communication is deemed to be present in person at the meeting.

Section 2.3. Special Meetings.

(a) Unless otherwise required by the DGCL or by the certificate of incorporation of the Corporation, as amended and restated from time to time (the "Certificate of Incorporation"), and subject to the rights of the holders of preferred stock, a special meeting of stockholders, for any purpose or purposes, may be called by the Secretary of the Corporation upon a written request delivered to the Secretary by (a) the Board of Directors pursuant to a resolution adopted by a majority of the entire Board or (b) the Chair of the Board. The ability of the stockholders to call a special meeting of stockholders is hereby specifically denied.

(b) At a special meeting of stockholders, only such business shall be conducted as shall be specified in the Corporation's notice of meeting (or any supplement thereto). The Board of Directors may postpone, reschedule or cancel any special meeting of stockholders previously scheduled

by the Board of Directors. Business transacted at all special meetings shall be limited to the matters specifically stated in the Corporation's notice of special meeting (or any supplement thereto). Nothing herein shall prohibit the Board of Directors from submitting additional matters to stockholders at any such special meeting. Special meetings shall be held within or without the State of Delaware, as the Board of Directors shall designate.

Section 2.4. Proper Business. To be properly brought before an annual meeting, business must be specified in the notice of the meeting (or any supplement thereto) given by or at the direction of the Board of Directors, otherwise properly brought before the meeting by or at the direction of the Board of Directors, or otherwise properly brought before the meeting by a stockholder who is a stockholder of record of the Corporation on the date of the giving of the notice provided for in this Section 2.4 and on the record date for the determination of stockholders entitled to vote at such annual meeting, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 2.4. For the avoidance of doubt, the foregoing shall be the exclusive means for a stockholder to bring business properly before an annual meeting of stockholders (other than matters properly brought under Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act")).

(a) Notwithstanding anything in this Section 2.4 to the contrary, the exclusive means for stockholders to make nominations for the election of Directors are set forth in Section 3.12 of these By-Laws.

(b) For business (other than nominations for the election of Directors) to be properly brought before an annual meeting by a stockholder, the stockholder must have given written notification thereof, either by personal delivery or by United States mail, postage prepaid, to the Secretary of the Corporation at the Corporation's principal executive offices not later than 5:00 p.m. Eastern Time on the ninetieth (90th) day nor earlier than 5:00 p.m. Eastern Time on the one-hundred twentieth (120th) day prior to the first anniversary of the preceding year's annual meeting (provided that if the date of the annual meeting is more than thirty (30) days before or more than seventy (70) days after such anniversary date, notice by the stockholder must be so delivered not earlier than 5:00 p.m. Eastern Time on the one-hundred twentieth (120th) day prior to such annual meeting and not later than 5:00 p.m. Eastern Time on the later of the ninetieth (90th) day prior to such annual meeting or the tenth (10th) day following the day of the first Public Disclosure of the date of such meeting is made by the Corporation). For purposes of these By-Laws, "Public Disclosure" shall mean disclosure in a press release reported by a national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Sections 13, 14 or 15(d) of the Exchange Act, or in a notice pursuant to the applicable rules of an exchange on which the securities of the Corporation are listed.

(c) Any notification by a stockholder under Section 2.4(b) of these By-Laws shall set forth as to each matter the stockholder proposes to bring before the meeting (i) a brief description of the business described to be brought before the meeting, the reasons for conducting such business at the meeting, the text, if any, of any resolutions or By-Law amendment proposed for adoption, a brief written statement of the reasons why such stockholder favors the proposal and the reasons for considering the proposal at the meeting, the name and address of any other securityholder of the Corporation who owns, beneficially or of record, any securities of the Corporation and who supports any business matter such stockholder intends to propose to the extent known by the stockholder, and any other information relating to such proposal that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies in support of the proposal pursuant to Section 14(a) of the Exchange Act, including Regulation 14A; (ii) the name and address, as they appear on the

Corporation's books, of the stockholder proposing such business and of any beneficial owner or owners, if any, on whose behalf the business is being proposed; (iii) a representation that the stockholder is a holder of record of shares of stock of the Corporation entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to propose such business; (iv) the class and number of all shares of capital stock of the Corporation that are, directly or indirectly, owned beneficially and of record by such stockholder or beneficial owner or owners or any of their affiliates or associates (as such terms are defined in Rule 12b-2 promulgated under the Exchange Act), including any shares of any class or series of capital stock of the Corporation as to which such stockholder, beneficial owner or owners or any of their affiliates or associates has a right to acquire beneficial ownership at any time in the future; (v) any option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of the Corporation or with a value derived in whole or in part from the value of any class or series of shares of the Corporation, whether or not such instrument or right shall be subject to settlement in the underlying class or series of capital stock of the Corporation or otherwise (a "Derivative Instrument") directly or indirectly owned beneficially by such stockholder or beneficial owner and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of the Corporation, including a description of the material terms of each such Derivative Instrument; (vi) any proxy, contract, arrangement, understanding or relationship pursuant to which such stockholder or beneficial owner has a right to, directly or indirectly, vote any shares of any security of the Corporation; (vii) any short interest in any security of the Corporation (for purposes of this Section 2.4(c)(vii), a person shall be deemed to have a short interest in a security if such person directly or indirectly, through any contract, arrangement, understanding relationship or otherwise, has the opportunity to profit or share in any profit derived from any decrease in the value of the subject security); (viii) any rights to dividends or other distributions on the shares of capital stock of the Corporation, directly or indirectly, owned beneficially by such stockholder or beneficial owner that are separated or separable from the underlying shares of the Corporation; (ix) any proportionate interest in shares of the Corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such stockholder or beneficial owner is a general partner or, directly or indirectly, beneficially owns an interest in a general partner; (x) a description of all agreements, arrangements and understandings (whether or not in writing) between such stockholder and beneficial owner, if any, or any of their affiliates or associates and any other person or persons (including their names) for the purpose of acquiring, holding, disposing or voting of any shares of capital stock of the Corporation; (xi) any performance-related fees (other than an asset-based fee) that such stockholder or beneficial owner, directly or indirectly, is entitled to based on any increase or decrease in the value of shares of the Corporation or Derivative Instruments, if any, as of the date of such notice, including without limitation any such interests held by members of such stockholder's or beneficial owner's immediate family sharing the same household; (xii) any other information relating to such stockholder and beneficial owner, if any, that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, such proposal pursuant to Section 14 of the Exchange Act, and the rules and regulations promulgated thereunder; (xiii) any substantial interest (within the meaning of Item 5 of Schedule 14A under the Exchange Act) of the stockholder and of any beneficial owner or owners, if any, on whose behalf the business is being proposed in such business; (xiv) a representation whether the proposing stockholder will engage in a solicitation (within the meaning of Rule 14a-1(l) under the Exchange Act) with respect to the proposal and, if so, the name of each participant (as defined in Item 4 of Schedule 14A under the Exchange Act) in such solicitation and whether such person intends or is part of a group which intends to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the outstanding shares of the Corporation's stock required to approve the proposal and/or otherwise to solicit proxies from stockholders in support of the proposal; and (xv) a description of all

agreements, arrangements, plans, proposals and understandings between such stockholder and beneficial owner, if any, and any other person or persons (including their names) in connection with the proposal of such business by such stockholder, including, without limitation, any agreements, arrangements, plans, proposals or understandings that would be required to be disclosed pursuant to Schedule 13D under the Exchange Act (regardless of whether the requirement to file a Schedule 13D is applicable). When information regarding the stockholder or any beneficial owner is required to be provided, if such stockholder or beneficial owner is an entity, information shall also be provided regarding each director, executive, managing member or control person of such entity. For purposes of these By-Laws, the information required by items (iv) through (xii) and (xv) of the first sentence in this Section 2.4(c) shall be referred to as the "Required Disclosures."

(d) At the request of the Corporation, the stockholder must promptly, but in any event within five (5) business days after such request, provide to the Corporation such other information that the Corporation may reasonably request.

(e) A stockholder proposing business to be brought before a stockholders' meeting and any beneficial owner, if any, on whose behalf the proposal is made shall update and supplement the information in the notice required to be provided pursuant to this Section from time to time to the extent necessary so that the information provided or required to be provided in such notice shall be true and correct (i) as of the record date for the meeting and (ii) as of the date that is fifteen (15) days prior to the meeting or any adjournment or postponement thereof. Any such update and supplement shall be delivered in writing to the Secretary of the Corporation at the principal executive offices of the Corporation not later than five (5) days after the record date for the meeting (in the case of any update and supplement required to be made as of the record date for the meeting) and not later than ten (10) days prior to the date for the meeting or any adjournment or postponement thereof (in the case of any update or supplement required to be made as of fifteen (15) days prior to the meeting or adjournment or postponement thereof). Notwithstanding the foregoing, if a stockholder or beneficial owner no longer plans to solicit proxies in accordance with such person's representation pursuant to Section 2.4(c)(xiv), such person shall inform the Corporation of this change by delivering a writing to the Secretary at the principal executive offices of the Corporation no later than two (2) business days after the occurrence of such change. For the avoidance of doubt, the obligation to update as set forth in this paragraph shall not limit the Corporation's rights with respect to any deficiencies in any notice provided by a stockholder, extend any applicable deadlines hereunder or enable or be deemed to permit a stockholder who has previously submitted notice hereunder to amend or update any proposal or to submit any new proposal, including by changing or adding matters, business and/or resolutions proposed to be brought before a meeting of the stockholders. If a stockholder providing written notice required by this Section fails to provide any written update in accordance with this Section, the information as to which such written update relates may be deemed not to have been provided in accordance with these By-Laws.

(f) If any information or representation submitted pursuant to this Section is inaccurate or incomplete in any material respect, such information or representation may be deemed not to have been provided in accordance with these By-Laws. The stockholder giving notice shall notify the Secretary in writing at the principal executive offices of the Corporation of any inaccuracy or change in any information or representation submitted within two (2) business days after becoming aware of such inaccuracy or change. Upon written request of the Secretary on behalf of the Board of Directors (or a duly authorized committee thereof), the stockholder shall provide, within seven (7) business days after delivery of such request (or such longer period as may be specified in such request), (i) written verification, reasonably satisfactory to the Board of Directors, any committee thereof, or any authorized

officer of the Corporation, to demonstrate the accuracy of any information submitted and (ii) a written affirmation of any information submitted as of an earlier date (including, if requested by the Corporation, written confirmation by such stockholder that it continues to intend to bring such business proposal before the meeting). If the stockholder fails to provide such written verification or affirmation within such period, the information or representation as to which written verification or affirmation was requested may be deemed not to have been provided in accordance with these By-Laws.

(g) To be properly brought before a special meeting of stockholders called pursuant to Section 2.3, business must be specified in the notice of the meeting (or any supplement thereto) given by or at the direction of the Board of Directors or must otherwise be properly brought before the meeting by or at the direction of the Board of Directors.

(h) The foregoing notice requirements of this Section 2.4 shall be deemed satisfied by a stockholder as to any business proposal if the stockholder has notified the Corporation of such stockholder's intention to present such proposal at an annual meeting in compliance with Rule 14a-8 (or any successor thereof) of the Exchange Act, and such stockholder has complied with the requirements of such Rule for inclusion of such proposal in a proxy statement prepared by the Corporation to solicit proxies for such annual meeting. No business shall be conducted at the annual meeting of stockholders except business brought before the annual meeting in accordance with the procedures set forth in this Section 2.4; provided, however, that once business has been properly brought before the annual meeting in accordance with such procedures, nothing in this Section 2.4 shall be deemed to preclude discussion by any stockholder of any such business. If the Board of Directors or the chair of the annual meeting determines that any stockholder proposal was not made in accordance with the provisions of this Section 2.4 or that the information provided in a stockholder's notice does not satisfy the information requirements of this Section 2.4, such proposal shall not be presented for action at the annual meeting. Notwithstanding the foregoing provisions of this Section 2.4, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual meeting of stockholders of the Corporation to present the proposed business, such proposed business shall not be transacted, notwithstanding that proxies in respect of such matter may have been received by the Corporation.

(i) Notwithstanding the foregoing provisions of this Section 2.4 or Section 3.12 of these By-Laws, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations promulgated thereunder with respect to the matters set forth in this Section 2.4 and Section 3.12 of these By-Laws; provided, however, that any references in these By-Laws to the Exchange Act or the rules and regulations promulgated thereunder are not intended to and shall not limit the requirements applicable to proposals as to any other business to be considered pursuant to this Section 2.4 or any nominations to be considered pursuant to Section 3.12 of these By-Laws. Nothing in this Section 2.4 or in Section 3.12 of these By-Laws shall be deemed to limit the Corporation's obligation to include stockholder proposals in its proxy statement if such inclusion is required by Rule 14a-8 under the Exchange Act.

Section 2.5. Notices.

(a) A written notice (as the term "written" is defined in Section 8.7 of these By-Laws) stating (i) the date, time and place, if any, of any meeting of the stockholders; (ii) 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 meeting; (iii) the record date for determining the stockholders entitled to vote at the meeting (if such date is different from the record date for stockholders entitled to notice of the meeting);

and (iv) in the case of a special meeting, the purpose or purposes for which such meeting is called, shall be delivered or mailed by the Secretary of the Corporation, to each stockholder of record of the Corporation entitled to notice of or to vote at such meeting no fewer than ten (10) nor more than sixty (60) days before the date of the meeting. Notice of stockholders meetings, if mailed, shall be mailed, postage prepaid, to each stockholder at the stockholder's address shown in the Corporation's current record of stockholders; provided that this requirement shall be satisfied with respect to stockholders of record who share an address, and notice shall be deemed to have been given to all such stockholders, if notice is given in accordance with the "householding" rules set forth in Rule 14a-3(e) under the Exchange Act. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, addressed to the stockholder at his, her or its address as it appears in the books of the Corporation, with postage thereon prepaid. If sent by electronic transmission, notice shall be deemed to be delivered when sent.

(b) Except as provided by the DGCL or the Corporation's Certificate of Incorporation, notice of a meeting of stockholders is required to be given only to stockholders entitled to vote at the meeting.

(c) A stockholder or the stockholder's proxy may at any time waive notice of a meeting if the waiver is in writing and is delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. A stockholder's attendance at a meeting, whether in person or by proxy, (i) waives objection to lack of notice or defective notice of the meeting, unless the stockholder or the stockholder's proxy at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the stockholder or the stockholder's proxy objects to considering the matter when it is presented. Each stockholder who has in the matter above provided waived notice or objection to notice of a stockholders meeting shall be conclusively presumed to have been given due notice of such meeting, including the purpose or purposes thereof.

(d) If an annual or special stockholders meeting is adjourned to a different date, time or place (including an adjournment taken to address a technical failure to convene or continue a meeting using remote communication), notice need not be given of the adjourned meeting if the new date, time or place, if any, thereof 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 are announced at the meeting at which the adjournment is taken or are provided in any other manner permitted by the DGCL. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the adjourned meeting. If, after the adjournment, a new record date is fixed for stockholders entitled to vote at the adjourned meeting, the Board of Directors shall fix a new record date for notice of the adjourned meeting and shall give notice of the adjourned meeting to each stockholder of record entitled to vote at the adjourned meeting as of the record date fixed for notice of the adjourned meeting.

Section 2.6. Voting. Except as otherwise required by the DGCL or provided by the Corporation's Certificate of Incorporation, each share of the capital stock of any class of the Corporation having voting power that is outstanding at the record date established for any annual or special meeting of stockholder and is outstanding at the time of and represented in person or by proxy at the annual or special meeting, shall entitle the record holder thereof, or the record holder's proxy, to one (1) vote on each matter voted on at the meeting. No holder of shares of the Corporation's common stock shall have the right to cumulative voting.

Section 2.7. Quorum. Unless the Corporation's Certificate of Incorporation or the DGCL provides otherwise, at all meetings of stockholders a majority of the shares entitled to vote on a matter, represented in person or by proxy, constitutes a quorum for action on the matter. Action may be taken at a stockholders meeting only on matters with respect to which a quorum exists; provided, however, that any meeting of stockholders, including annual and special meetings and any adjournments thereof, may be adjourned to a later date although less than a quorum is present. Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

Section 2.8. Vote Required to Take Action; Plurality Voting in Director Elections.

(a) If a quorum exists as to a matter to be considered at a meeting of stockholders, action on such matter (other than the election of Directors) is approved if the votes properly cast favoring the action exceed the votes properly cast opposing the action, except as the Corporation's Certificate of Incorporation or the DGCL require a greater number of affirmative votes.

(b) Unless otherwise required by the Corporation's Certificate of Incorporation, the Directors to be elected at any meeting for the election of Directors shall be chosen by a plurality of the votes cast by the holders of shares entitled to vote in the election at the meeting, provided that quorum is present. For purposes of the preceding sentence, a "plurality of the votes cast" shall mean that the individuals with the highest number of votes cast by the holders of shares entitled to vote in the election at the meeting are elected as Directors up to the maximum number of Directors to be elected. Unless otherwise required by the Corporation's Certificate of Incorporation, the election of Directors need not be by written ballot, unless otherwise provided by the Board of Directors or presiding officer at such stockholder meeting. If authorized by the Board of Directors, such requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such 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 or proxy holder.

Section 2.9. Record Date.

(a) Only such persons shall be entitled to notice of or to vote, in person or by proxy, at any stockholders meeting as shall appear as stockholders upon the books of the Corporation as of such record date as the Board of Directors shall determine, which date may not be more than sixty (60) nor less than ten (10) days before the date of such meeting. In the absence of such determination, the record date shall be the day next preceding the date on which notice is given, or, if notice is waived, on the date next preceding the day on which the meeting is held. Unless otherwise provided by the Board of Directors, stockholders shall be determined as of the close of business on the record date. 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; provided, however, that the Board of Directors may fix a new record date for the determination of stockholders entitled to notice of or to vote at the adjourned meeting.

(b) In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders 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 a record date, which record date shall not precede the

date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty (60) days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 2.10. Proxies; Acceptance of Instruments Showing Stockholder Action.

(a) A stockholder's shares may be voted either in person or by proxy. A stockholder may appoint a proxy to vote or otherwise act for the stockholder (including authorizing the proxy to receive, or to waive, notice of any stockholders meetings within the effective period of such proxy) by signing an appointment form, either personally or by the stockholder's attorney-in-fact, or by transmitting or authorizing the transmission of an electronic submission to the person who will be the holder of the proxy, a proxy solicitation firm or a proxy support service organization or similar agency authorized by the person who will be the holder of the proxy to receive the electronic submission; provided that such electronic submission either contains or is accompanied by information from which it can be determined that the electronic submission was transmitted or authorized by the stockholder. No such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period. A copy, facsimile telecommunication or other reliable reproduction of a writing or electronic submission authorized by this Section 2.10 may be used instead of the original writing or electronic submission for any and all purposes for which the original writing or electronic submission could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete copy of the entire original writing or electronic submission. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. The proxy's authority may be limited to a particular meeting or may be general and authorize the proxy to represent the stockholder at any meeting of stockholders held within the time provided in the appointment form. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy that is not irrevocable by attending the meeting and voting at the meeting or by delivering to the Secretary a revocation of the proxy or a new proxy bearing a later date. The presence of a stockholder who has filed a proxy at a meeting shall not of itself constitute a revocation of such proxy.

(b) Any stockholder directly or indirectly soliciting proxies from other stockholders must use a proxy card color other than white, which shall be reserved for the exclusive use by the Board of Directors.

Section 2.11. Organization. At every meeting of the stockholders, the Chair of the Board, or, in the Chair's absence, a person designated by the Chair, or, in the absence of such designation, a person chosen by the Board of Directors, shall act as a chair. The Secretary of the Corporation or, in his or her absence or inability to act, the person whom the chair of the meeting shall appoint a secretary of the meeting, shall act as secretary of such meeting and keep the minutes thereof.

Section 2.12. Voting Lists. At least ten (10) days before each meeting of stockholders, the officer or agent having charge of the stock transfer books shall make a complete list of the stockholders entitled to vote at such meeting of stockholders (provided, however, if the record date for determining the stockholders entitled to vote is less than ten (10) days before the date of the meeting, the list shall reflect the stockholders entitled to vote as of the tenth (10th) day before the meeting date), arranged in alphabetical order, with the address and number of shares so entitled to vote held by each. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, for a period of

ten (10) days ending on the day before the meeting date: (a) on a reasonably accessible electronic network, provided that the information required to gain access to such list was provided with the notice of the meeting or (b) during ordinary business hours, at the principal place of business of the Corporation. Unless otherwise required by the DGCL, the Corporation need not include electronic mail addresses or other electronic contact information on such list. Except as provided by the DGCL, the stock ledger of the Corporation shall be the only evidence as to who are the stockholders entitled to examine the stock ledger and the list of stockholders or to vote in person or by proxy at any meeting of stockholders.

Section 2.13. Inspectors of Election. In advance of any meeting of the stockholders, the Board of Directors shall appoint one or more inspectors of election to serve at meetings of stockholders and make written reports thereof. The Board of Directors may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting, the person presiding at the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspector or inspectors may appoint or retain other persons or entities to assist the inspector or inspectors in the performance of their duties. When executing the duties of inspector, the inspector or inspectors shall (a) ascertain the number of shares of capital stock of the Corporation outstanding and the voting power of each such share; (b) determine the shares of capital stock of the Corporation represented at the meeting and the validity of proxies and ballots; (c) count all votes and ballots; (d) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspector or inspectors; and (e) certify its or their determination of the number of shares represented at the meeting and such inspector's or inspectors' count of all votes and ballots. Such certification shall specify such other information as may be required by the DGCL. In determining the validity and counting of proxies and ballots cast at any meeting of stockholders of the Corporation, the inspector or inspectors may consider such information as is permitted by the DGCL and any rules and/or procedures prescribed by the Board of Directors. No person who is a candidate for an office at an election may serve as an inspector at such election.

Section 2.14. Conduct of Meeting. At any meeting of stockholders of the Corporation, the Chair of the Board (or, in the absence of the Chair of the Board, such person designated by the Chair or the Board of Directors as chair pursuant to Section 2.11 of these By-Laws) shall prescribe the order of business to be conducted at the meeting and establish procedures incident thereto. The Board of Directors of the Corporation may adopt by resolution such rules or regulations for the conduct of meetings of stockholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the Chair of the Board or designated chair of any meeting of stockholders shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of the Chair of the Board or such chair, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the Chair of the Board or the chair of the meeting, may include, without limitation, the following: (a) the establishment of an agenda or order of business for the meeting; (b) rules and procedures for maintaining order at the meeting and the safety of those present; (c) limitations on attendance at or participation in the meeting, to stockholders of record of the Corporation, their duly authorized and constituted proxies or such other persons as the chair shall permit; (d) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (e) the format for the submission of, and limitations on the time allotted to, questions or comments by participants. Unless, and to the extent determined by the Board of Directors, the Chair of the Board or the

designated chair of the meeting, meetings of stockholders shall not be required to be held in accordance with rules of parliamentary procedure.

Section 2.15. Consent of Stockholders in Lieu of a Meeting. Except as otherwise expressly provided by the terms of any series of preferred stock permitting the holders of such series of preferred stock to act by written consent, any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of the stockholders of the Corporation and may not be effected by any consent in writing or otherwise by such stockholders.

ARTICLE III

DIRECTORS

Section 3.1. Number, Qualification and Terms.

(a) The business and affairs of the Corporation shall be managed under the direction of a Board of Directors. The Board of Directors may adopt such rules and procedures, not inconsistent with the Certificate of Incorporation, these By-Laws or the DGCL, as it may deem proper for the conduct of its meetings and the management of the Corporation.

(b) The number of Directors shall be fixed by resolution of the Board of Directors from time to time. Other than those Directors, if any, elected by the holders of any series of preferred stock, until the election of Directors at the 2028 annual meeting of stockholders, the Directors shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of Directors constituting the entire Board of Directors. Any Director elected prior to the 2026 annual meeting of stockholders shall hold office for the full term of the class of Directors to which such Director was elected. Each Director elected at the 2026 annual meeting of stockholders will be elected for a term expiring at the 2027 annual meeting of stockholders. Each Director elected at the 2027 annual meeting of stockholders will be elected for a term expiring at the 2028 annual meeting of stockholders. At the 2028 annual meeting of stockholders and at each annual meeting of stockholders thereafter, all Directors will be elected for a term expiring at the next annual meeting of stockholders. Subject to the rights of holders of any series of preferred stock to elect Directors, each Director shall hold office until the annual meeting of stockholders at which such Director's term expires; provided, that the term of each Director shall continue until the election and qualification of his or her successor and be subject to his or her earlier death, disqualification, resignation or removal.

In the event of any change in the authorized number of Directors prior to the date of the 2028 annual meeting of stockholders, each Director then continuing to serve as such shall nevertheless continue as a Director of the class of which he or she is a member until the expiration of his or her current term, or the earlier of his or her death, disqualification, resignation or removal. In the event of any increase in the authorized number of Directors prior to the date of the 2028 annual meeting of stockholders, the Board of Directors shall specify the class to which a newly created directorship shall be allocated. No decrease in the number of Directors constituting the Board of Directors shall shorten the term of any incumbent Director.

(c) It shall be the policy of the Corporation that no person seventy-four (74) years of age or more shall be elected to the Board of Directors. Any Director who attains the age of seventy-four

(74) years during the Director's term of office shall be eligible to remain a Director for the duration of the term for which the Director was elected but shall not be eligible for re-election.

(d) The Directors and each of them shall have no authority to bind the Corporation except when acting as a Board.

Section 3.2. Vacancies. Unless otherwise provided in the Corporation's Certificate of Incorporation, any vacancy occurring in the Board of Directors, from whatever cause arising, including an increase in the number of Directors, shall be filled by selection of a successor by a majority vote of the remaining members of the Board of Directors (even if less than a quorum). Prior to the election of Directors at the 2028 annual meeting of stockholders, any Director so chosen shall hold office for the remainder of the full term of the class of Directors to which the new directorship was added or in which the vacancy occurred and until such Director's successor has been elected and qualified, subject, however, to such Director's earlier death, disqualification, resignation or removal. From and after the election of Directors at the 2028 annual meeting of stockholders, any Director appointed in accordance with the first sentence of this Section 3.2 shall hold office until the next annual meeting of stockholders and until such Director's successor has been elected and qualified, subject, however, to such Director's earlier death, disqualification, resignation or removal.

Section 3.3. Quorum and Vote Required to Take Action. Unless otherwise provided in the Corporation's Certificate of Incorporation, a majority of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of any business, except the filling of vacancies. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present shall be the act of the Board of Directors, unless the act of a greater number is required by the DGCL, the Corporation's Certificate of Incorporation or these By-Laws. A Director who is present at a meeting of the Board of Directors or a committee thereof of which he or she is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless any of the following occurs: (a) the Director objects at the beginning of the meeting (or promptly upon the Director's arrival) to holding it or transacting business at the meeting; (b) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the Director delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Secretary of the Corporation immediately after adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

Section 3.4. Regular Meetings. The Board of Directors shall meet regularly, without notice, at such times and places as may be specified from time to time by the Board of Directors or the Chair of the Board (but no fewer than one time annually) for the purpose of transacting such business as properly may come before the meeting.

Section 3.5. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board or a majority of the Directors upon not less than twenty-four (24) hours' notice given to each Director of the date, time and place of the meeting, which notice need not specify the purpose or purposes of the special meeting. Such notice may be communicated in person (either in writing or orally), by telephone, by email or other means of electronic transmission or by mail, and shall be effective at the earlier of the time of its receipt or, if mailed, five (5) days after its mailing. Notice of any meeting of the Board may be waived at any time if the waiver is in writing signed by, or by electronic transmission by, the Director entitled to the notice and is filed with the minutes or corporate records. Such waiver, whether before or after such notice is required, shall be deemed equivalent to notice. A Director's attendance at

or participation in a meeting waives any required notice to the Director of the meeting, except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special Board of Directors or committee meeting need be specified in any waiver of notice.

Section 3.6. Written Consents. Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or committee thereof may be taken without a meeting if the action is taken by all members of the Board or such committee. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director, and delivered in any manner permitted by Section 116 of the DGCL. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of proceedings of the Board of Directors or committee in accordance with the DGCL. A consent signed under this Section 3.6 shall have the same effect as a unanimous meeting vote of all members of the Board of Directors or committee thereof and may be described as such in any document.

Section 3.7. Participation by Remote Communication. The Board of Directors or committee thereof may permit any or all Directors to participate in a regular or special meeting by, or through the use of, any means of communication, such as conference telephone or video conference, by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed to be present in person at the meeting.

Section 3.8. Organization. At every meeting of the Board of Directors, the Chair of the Board, or in the Chair's absence, a person designated by the Chair, shall act as chair. The Secretary of the Corporation shall act as secretary of such meeting or, in the Secretary's absence, the Chair shall appoint a secretary.

Section 3.9. Resignation. A Director may resign at any time by notice in writing or by electronic transmission to the Chair of the Board, the Secretary of the Corporation, the Board of Directors, or such other officer as the Board of Directors may designate, and such resignation shall become effective upon such delivery unless the notice specifies a later effective date.

Section 3.10. Removal of Directors. Unless otherwise provided in the Corporation's Certificate of Incorporation, any or all of the Directors may be removed from office at any time, with or without cause, by the affirmative vote of the holders of a majority of the total voting power of the outstanding shares of all classes of capital stock of the Corporation entitled to vote thereon; provided, that any Director who is serving a three-year term prior to the 2028 annual meeting of stockholders may be removed only for cause.

Section 3.11. Compensation. Any Director who is also an officer of the Corporation shall receive no separate compensation for serving as Director. Each Director who is not an officer of the Corporation shall be paid such compensation or other remuneration as shall be fixed from time to time by resolution of the Board of Directors or a committee of the Board of Directors. Each Director shall be reimbursed by the Corporation for travel and other reasonable out-of-pocket expenses incurred in attending such meetings, as well as meetings of the Corporation's stockholders and committees of the Board of Directors and other Corporation functions and events.

Section 3.12. Nominations. Only persons who are nominated in accordance with the following procedures shall be eligible for election as Directors of the Corporation, except as may be otherwise provided by the terms of one or more series of preferred stock with respect to the rights of holders of one or more series of preferred stock to elect directors. Nominations for the election of Directors may be made by or at the direction of the Board of Directors or by any stockholder of the Corporation (i) who is a stockholder of record on the date of the giving of the notice provided for in this Section 3.12 and on the record date for the determination of stockholders entitled to vote at such meeting and (ii) who complies with the notice procedures set forth in this Section 3.12. For the avoidance of doubt, the foregoing shall be the exclusive means for a stockholder to bring Director nominations before a meeting of stockholders (other than matters properly brought under Rule 14a-8 under the Exchange Act). The number of Director nominees a stockholder may include in the notice described in this Section or nominate for election at a meeting of stockholders shall not exceed the number of Directors to be elected at such meeting.

(a) A stockholder may nominate a person or persons for election as Directors only if written notice of such stockholder's intent to make such nominations is given, either by personal delivery or by United States mail, postage prepaid, to the Secretary of the Corporation not later than the one-hundred fiftieth (150th) day prior to the first (1st) anniversary of the preceding year's annual meeting (provided, however, that if the date of the annual meeting is earlier than such anniversary date, such written notice may be so given and received not later than the close of business on the tenth (10th) day following the date of the first Public Disclosure of the date of such meeting.

(b) Each notice under Section 3.12(a) of these By-Laws shall be signed manually or by facsimile by the stockholder of record and shall set forth (i) the name and address, as they appear on the Corporation's books, of the stockholder who intends to make the nomination and of any beneficial owner or owners on whose behalf the nomination is made; (ii) a representation that the stockholder is a holder of record of shares of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice and a representation whether the proposing stockholder will engage in a solicitation (within the meaning of Rule 14a-1(i) under the Exchange Act) with respect to the nominee(s) and, if so, the name of each participant (as defined in Item 4 of Schedule 14A under the Exchange Act) in such solicitation; (iii) the Required Disclosures; (iv) the name and address of any other securityholder of the Corporation who owns, beneficially or of record, any securities of the Corporation and who supports the Director nominees the stockholder intends to propose; (v) a certification to the Corporation, in writing, that the stockholder has complied with, and will comply with, the requirements of Rule 14a-19 promulgated under the Exchange Act, if applicable (including delivering a proxy statement and form of proxy to holders of shares representing at least 67% of the voting power of the stock entitled to vote generally in the election of Directors), and, thereafter, such stockholder or beneficial owner shall deliver to the Corporation, no later than five (5) business days prior to the applicable meeting or any adjournment, rescheduling, postponement or other delay thereof, reasonable evidence that such person has complied with such requirements; (vi) the name, age, business address and residential address of each nominee proposed in such notice; (vii) the principal occupation or employment of each such nominee for at least the last five years, including all positions of such person as a director, officer, partner, employee or controlling stockholder of any corporation or other business entity; (viii) the class and number of all shares of capital stock of the Corporation that are, directly or indirectly, owned of record or beneficially by each such nominee and any Derivative Instruments held or beneficially owned by each such nominee; (ix) with respect to each nominee for election or reelection to the Board of Directors, include the completed and signed questionnaire, representation and agreement required by Section 3.13 of these By-Laws; (x) all other information regarding each nominee proposed by such stockholder that is required to be disclosed

in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Section 14(a) of the Exchange Act, including Regulation 14A and Rule 14a-19 promulgated under the Exchange Act; (xi) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, including all arrangements or understandings pursuant to which the nominations are being made, between or among such stockholder and beneficial owner, if any, and their respective affiliates and associates, or others acting in concert therewith, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, or any other person or persons (naming such person or persons), on the other hand; (xii) a description of any business or personal interests that could place each nominee in a potential conflict of interest with the Corporation or any of its subsidiaries; and (xiii) the written consent of each nominee to serve as a Director of the Corporation if so elected and (if applicable) to being named in the Corporation's proxy statement and/or form of proxy as a nominee and a representation that such person currently intends to serve as a Director for the full term for which such person is standing for election and will promptly notify the Corporation of such person's actual or potential unwillingness or inability to serve as a Director of the Corporation.

(c) At the request of the Corporation, a stockholder, beneficial owner, if any, or director nominee must promptly, but in any event within five (5) business days after such request, provide to the Corporation such other information that the Corporation may reasonably request, including, with respect to any Director nominee, one or more interviews with a proposed nominee at the request of the Board of Directors or a committee of the Board of Directors. The Corporation may request such additional information as necessary to permit the Corporation to determine the eligibility of a nominee to serve as a Director of the Corporation, including information relevant to a determination whether such person can be considered an independent director and any additional information required under Rule 14a-19 promulgated under the Exchange Act.

(d) A stockholder providing timely notice of nominations to be brought before a stockholders' meeting and any beneficial owner, if any, on whose behalf the nomination is made shall update and supplement the information in the notice required to be provided pursuant to this Section from time to time to the extent necessary so that the information provided or required to be provided in such notice shall be true and correct (i) as of the record date for the meeting and (ii) as of the date that is fifteen (15) days prior to the meeting or any adjournment or postponement thereof. Any such update and supplement shall be delivered in writing to the Secretary of the Corporation at the principal executive offices of the Corporation not later than five (5) days after the record date for the meeting (in the case of any update and supplement required to be made as of the record date for the meeting) and not later than ten (10) days prior to the date for the meeting or any adjournment or postponement thereof (in the case of any update or supplement required to be made as of fifteen (15) days prior to the meeting or adjournment or postponement thereof). Notwithstanding the foregoing, if a stockholder or beneficial owner no longer plans to solicit proxies in accordance with such person's certification pursuant to Section 3.12(b)(v), such person shall inform the Corporation of this change by delivering a writing to the Secretary at the principal executive offices of the Corporation no later than two (2) business days after the occurrence of such change. For the avoidance of doubt, the obligation to update as set forth in this paragraph shall not limit the Corporation's rights with respect to any deficiencies in any notice provided by a stockholder, extend any applicable deadlines hereunder or enable or be deemed to permit a stockholder who has previously submitted notice hereunder to amend or update any nomination or to submit any new nomination, including by changing or adding nominees proposed to be brought before a meeting of the stockholders. If a stockholder providing written notice required by this Section fails to

provide any written update in accordance with this Section, the information as to which such written update relates may be deemed not to have been provided in accordance with these By-Laws.

(e) If any information or representation submitted pursuant to this Section is inaccurate or incomplete in any material respect, such information or representation may be deemed not to have been provided in accordance with these By-Laws. The stockholder giving notice shall notify the Secretary in writing at the principal executive offices of the Corporation of any inaccuracy or change in any information or representation submitted within two (2) business days after becoming aware of such inaccuracy or change. Upon written request of the Secretary on behalf of the Board of Directors (or a duly authorized committee thereof), the stockholder shall provide, within seven (7) business days after delivery of such request (or such longer period as may be specified in such request), (i) written verification, reasonably satisfactory to the Board of Directors, any committee thereof, or any authorized officer of the Corporation, to demonstrate the accuracy of any information submitted and (ii) a written affirmation of any information submitted as of an earlier date (including, if requested by the Corporation, written confirmation by such stockholder that it continues to intend to bring such nomination before the meeting and, if applicable, satisfy the requirements of Rule 14a-19(a)(3) promulgated under Regulation 14A of the Exchange Act). If the stockholder fails to provide such written verification or affirmation within such period, the information or representation as to which written verification or affirmation was requested may be deemed not to have been provided in accordance with these By-Laws.

(f) The chair of any meeting of stockholders to elect Directors and the Board of Directors may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure; only persons who are nominated in accordance with the procedures set forth in this Section 3.12 shall be eligible to serve as Directors. Notwithstanding the foregoing provisions of this Section 3.12, if the stockholder (or a qualified representative of the stockholder) does not appear at the meeting of stockholders of the Corporation to present the nomination, such nomination shall be disregarded, notwithstanding that proxies in respect of such nomination may have been received by the Corporation.

(g) Without limiting the other provisions and requirements of this Section, unless otherwise required by law, if any stockholder (i) provides notice pursuant to Rule 14a-19(b) promulgated under the Exchange Act and (ii) subsequently (A) fails to comply with the requirements of Rule 14a-19 promulgated under the Exchange Act (or fails to timely provide reasonable evidence sufficient to satisfy the Corporation that such stockholder has met the requirements of Rule 14a-19(a)(3) promulgated under the Exchange Act in accordance with this Section) or (B) fails to inform the Corporation that such stockholder no longer plans to solicit proxies in accordance with the requirements of Rule 14a-19 promulgated under the Exchange Act by delivering a written notice to the Secretary at the principal executive offices of the Corporation within two (2) business days after the occurrence of such change, then the nomination of each such proposed nominee shall be disregarded (and such nominee disqualified from standing for election or reelection), notwithstanding that the nominee is included (as applicable) as a nominee in the Corporation's proxy statement, notice of meeting or other proxy materials for any stockholder meeting (or any supplement thereto) and notwithstanding that proxies or votes in respect of the election of such proposed nominees may have been received by the Corporation (which proxies and votes shall be disregarded). Notwithstanding anything to the contrary set forth herein, and for the avoidance of doubt, the nomination of any person whose name is included (as applicable) as a nominee in the Corporation's proxy statement, notice of meeting or other proxy materials for any stockholder meeting (or any supplement thereto) as a result of any notice provided by any stockholder pursuant to Rule 14a-19 promulgated under the Exchange Act with respect to such proposed nominee and whose nomination is not made by or at the direction of the Board of Directors or any authorized

committee thereof shall not be deemed (for purposes of this Section or otherwise) to have been made pursuant to the Corporation's notice of meeting (or any supplement thereto), and any such nominee may only be nominated by a stockholder pursuant to this Section.

(h) In addition to the provisions of this Section 3.12, a stockholder shall also comply with all of the applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth herein. This Section 3.12 shall not affect the right of the holders of preferred stock to nominate and elect Directors in the event such right arises.

Section 3.13. Submission of Questionnaire; Representation and Agreement. To be eligible to be a nominee for election or reelection as a Director, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Section 3.12 of these By-Laws) to the Secretary of the Corporation at the principal executive offices of the Corporation a written questionnaire with respect to the background, qualifications, stock ownership and independence of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be requested in writing from the Secretary prior to submitting the notice) and a written representation and agreement that such person (a) is not and will not become a party to (i) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a Director of the Corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the Corporation or (ii) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a Director, with such person's fiduciary duties under the DGCL; (b) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a Director or nominee that has not been disclosed to the Corporation; (c) acknowledges that as a Director of the Corporation, such person will owe fiduciary duties under Delaware law with respect to the Corporation and its stockholders; (d) does not need any permission or consent from any third party to serve as a Director of the Corporation, if elected, that has not been obtained, including any employer or other board or governing body on which such nominee serves, including providing copies of any and all requisite permissions or consents; and (e) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a Director, and will comply with, the DGCL and all of the Corporation's corporate governance, conflict of interest, corporate opportunities, confidentiality and stock ownership and trading policies and guidelines of the Corporation and any other Corporation policies and guidelines applicable to Directors (which will be provided to such nominee promptly following a request therefor).

ARTICLE IV

COMMITTEES OF THE BOARD OF DIRECTORS

Section 4.1. General.

(a) The Board of Directors may create one (1) or more committees and appoint members of the Board of Directors to serve on them, by resolution of the Board of Directors adopted by a majority of all the Directors in office when the resolution is adopted. Each committee may have one (1) or more members, and all the members of a committee shall serve at the pleasure of the Board of Directors.

(b) To the extent specified by the Board of Directors in the resolution creating a committee (as such resolution may be amended by the Board of Directors from time to time), and except as otherwise provided in the DGCL, each committee may exercise all of the authority of the Board of Directors.

(c) Except to the extent inconsistent with the resolutions creating a committee, the provisions of these By-Laws which govern meetings, action without meetings, notice and waiver of notice, quorum and voting requirements and participation in meetings of the Board of Directors by remote communication, apply to each committee and its members as well.

(d) A member of a committee of the Board of Directors who is also an officer of the Corporation shall receive no separate compensation for serving as a member of such committee. Each member of a committee of the Board of Directors who is not an officer of the Corporation shall be paid such compensation as shall be fixed from time to time by resolution of the Board of Directors or a committee of the Board of Directors.

(e) Each committee shall keep regular minutes of its meetings.

ARTICLE V

OFFICERS

Section 5.1. Designation and Selection. The Board of Directors shall elect as officers of the Corporation, a Chair of the Board, and a Chief Executive Officer. The Chief Executive Officer shall appoint a Secretary and such other officers of the Corporation as the Chief Executive Officer deems appropriate, which appointments shall be presented to the Board of Directors for ratification.

Section 5.2. Duties and Functions.

(a) *Chair of the Board.* The Chair of the Board shall be a member of the Board of Directors and shall, when present, preside at all meetings of the Board of Directors and of the stockholders. The Chair of the Board shall perform such other duties and functions as may be assigned to the Chair of the Board from time to time by the Board of Directors.

(b) *Chief Executive Officer.* The Chief Executive Officer may be a member of the Board of Directors and shall perform such other duties and functions as may be assigned from time to time by the Board of Directors.

(c) *Secretary.* The Secretary shall keep a record of proceedings at all meetings of the Board of Directors and of the stockholders, shall have custody of the corporate records, shall be responsible for authenticating records of the Corporation, and shall perform such other duties and functions as may be assigned to the Secretary from time to time by the Chair of the Board.

(d) *Other Officers.* Each other officer appointed by the Chair of the Board shall have and perform such powers, duties and functions as may be assigned to such officer from time to time by the Board of Directors, the Chair of the Board or the Chief Executive Officer.

Section 5.3. Removal. The Board of Directors may remove any officer at any time with or without cause by resolution adopted by a majority of the whole Board of Directors. An officer appointed by the Chair of the Board may also be removed at any time, with or without cause, by the Chair of the Board.

Section 5.4. Resignations. Any corporate officer may resign at any time by delivering written notice thereof to the Board of Directors, the Chair of the Board, the Chief Executive Officer or the Secretary. Such resignation shall take effect at the time delivered unless a later time is specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 5.5. Compensation. The Board of Directors, or a committee of the Board of Directors, shall fix the salary and other compensation for the Chief Executive Officer and other officers of the Corporation who are also Directors of the Corporation and may delegate to the Chair of the Board or the Chief Executive Officer authority to fix salaries and other compensation of all remaining officers of the Corporation.

ARTICLE VI

SHARES

Section 6.1. Book-Entry or Certificates for Shares. Shares in the Corporation may be issued in book-entry form or evidenced by certificates. If shares are represented by certificates, such certificates shall be in the form, other than bearer form, approved by the Board of Directors. The certificates representing shares of stock shall be signed by, or in the name of, the Corporation by any two authorized officers of the Corporation. Any or all such signatures may be facsimiles. In case any officer or employee who shall have signed, or whose facsimile signature or signatures shall have been used on, any certificate shall cease to be an officer or employee of the Corporation before the certificate shall have been issued and delivered by the Corporation, the certificate may nevertheless be adopted by the Corporation and be issued and delivered as though the person or persons who signed the certificate or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or employee of the Corporation; and the issuance and delivery by the Corporation of any such certificate shall constitute an adoption thereof. There shall be entered upon the stock books of the Corporation at the time of the issuance or transfer of each share the number of the certificates representing such share (if any), the name of the person owning the shares represented thereby, the class of such share and the date of the issuance or transfer thereof.

Section 6.2. Transfer of Shares; Holder of Record.

(a) Transfer of shares of the Corporation shall be made on the books of the Corporation by the holder of record thereof, or by the stockholder's attorney thereunto duly authorized in writing and filed with the Secretary of the Corporation or any of its transfer agents, and on surrender of the certificate or certificates (if any) representing such shares.

(b) The Corporation and its transfer agents and registrars, shall be entitled to treat the holder of record of any share or shares as the holder in fact and absolute owner thereof for all purposes, and accordingly shall not be bound to recognize any legal, equitable or other claim to or interest in such share or shares on the part of any other person whether or not it or they shall have express or other notice thereof, except as otherwise expressly provided by the statutes of the State of Delaware. Stockholders shall notify the Corporation in writing of any changes in their addresses from time to time.

Section 6.3. Regulations. Subject to the provisions of this Article VI the Board of Directors may make such rules and regulations as it may deem expedient concerning the issuance, transfer and regulation of certificates for shares or book-entry shares of the Corporation.

Section 6.4. Transfer Agents and Registrars. The Board of Directors may appoint one or more transfer agents, one or more registrars, and one or more agents to act in the dual capacity of transfer agent and registrar with respect to the certificates representing shares and the book-entry shares of the Corporation.

Section 6.5. Lost or Destroyed Certificates. The holders of any shares of the Corporation shall immediately notify the Corporation or one of its transfer agents and registrars of any loss or destruction of the certificate representing the same. The Corporation may issue a new certificate in the place of any certificate theretofore issued by it alleged to have been lost or destroyed upon such terms and under such regulations as may be adopted by the Board of Directors or the Secretary, and the Board of Directors or Secretary may require the owner of the lost or destroyed certificate or the owner's legal representatives to give the Corporation a bond in such form and for such amount as the Board of Directors or Secretary may direct, and with such surety or sureties as may be satisfactory to the Board of Directors or the Secretary to indemnify the Corporation and its transfer agents and registrars against any claim that may be made against it or any such transfer agent or registrar on account of the alleged loss or destruction of any such certificate or the issuance of such new certificate. A new certificate for such holder may be issued without requiring any bond when, in the judgment of the Board of Directors or the Secretary, it is proper so to do.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.1. Mandatory. The Corporation shall, to the fullest extent permitted by the DGCL, (a) indemnify any person who is or was a Director or officer of the Corporation (and the heirs and legal representatives thereof) against expenses (including attorneys' fees), judgments, fines, and penalties and amounts paid in settlement resulting from any action, suit or proceeding threatened or brought against such person by reason of such person's serving in such position or serving another enterprise in any capacity at the request of the Corporation and (b) pay for or reimburse the reasonable expenses incurred by such person in advance of the final disposition of the action, suit or proceeding.

Section 7.2. Discretionary. Separate and apart from, and in addition to, the mandatory indemnification required under this Article VII, the Corporation may, in its sole discretion, provide for indemnification of any person in accordance with the DGCL.

Section 7.3. Other Capacity Service. Any Director or officer of the Corporation serving in any capacity (a) another corporation, of which a majority of the shares entitled to vote in the election of its directors is held, directly or indirectly, by the Corporation, or (b) any employee benefit plan of the Corporation or of another corporation described in Subsection (a) of this Section, shall be deemed to be doing so at the request of the Corporation.

Section 7.4. Applicable Law. Any person entitled to be indemnified as a matter of right pursuant to this Article VII may elect to have the right to indemnification interpreted on the basis of the DGCL in

effect at the time of the occurrence of the event or events giving rise to the action, suit or proceeding, to the extent permitted by the DGCL, or on the basis of the DGCL in effect at the time indemnification is sought.

Section 7.5. Rights. The right to be indemnified pursuant to this Article VII (a) shall be a contract right of each individual entitled to be indemnified hereunder; (b) is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof; and (c) shall continue to exist with respect to events occurring prior to any rescission or restrictive modification of this Article VII.

ARTICLE VIII

MISCELLANEOUS

Section 8.1. Fiscal Year. The fiscal year of the Corporation shall end on the 31st of December of each year.

Section 8.2. Contracts and Other Instruments. Bonds, contracts, deeds, leases and other obligations and instruments of the Corporation may be signed in the name of and on behalf of the Corporation by (a) officers or their designees, and (b) agents of the Corporation as may be specifically authorized by resolution of the Board of Directors.

Section 8.3. Conflict with Applicable Law or Certificate of Incorporation. These By-Laws are adopted subject to the DGCL and the Certificate of Incorporation. Whenever these By-Laws may conflict with the DGCL or the Certificate of Incorporation, such conflict shall be resolved in favor of the DGCL or the Certificate of Incorporation.

Section 8.4. Books and Records. Any records administered by or on behalf of the Corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be maintained on any information storage device, method, or one or more electronic networks or databases (including one or more distributed electronic networks or databases); provided that the records so kept can be converted into clearly legible paper form within a reasonable time, and, with respect to the stock ledger, the records so kept comply with Section 224 of the DGCL. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to the DGCL.

Section 8.5. Amendments. These By-Laws may be amended, altered, changed, adopted and repealed or new bylaws adopted by the Board of Directors or by the stockholders as expressly provided in the Certificate of Incorporation or the DGCL.

Section 8.6. Amendments by Implication. Except as otherwise required by the Corporation's Certificate of Incorporation or by the DGCL, any action taken or authorized by the Board of Directors that would be inconsistent with the By-Laws then in effect, but is taken or authorized by affirmative vote of not less than the number of Directors required to amend the By-Laws so that the By-Laws would be consistent with such action, shall be given the same effect as though the By-Laws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Section 8.7. Electronic Transmission. When used in these By-Laws, the terms “written” and “in writing” shall include any “electronic transmission,” and an electronic transmission shall be deemed equivalent of a written document in accordance with Section 116 of the DGCL.