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Alignment Advance Notice Bylaw

SECTION 1.01. Nominations and Stockholder Business.

(a) In order to assure that stockholders and the corporation have a reasonable opportunity to consider and understand nominations and other business proposed to be brought before a meeting of stockholders, including the financial stake of the Proposing Persons (as defined below) in the corporation, the plans and proposals of the Proposing Persons and the degree of alignment or independence between any nominee and the Proposing Persons, as well as to allow sufficient time to distribute complete and correct information to stockholders, a stockholder may properly bring nominations or other business before an annual¹ meeting of stockholders only if the stockholder, at the time of giving of notice provided for in this Section 1.01, is both a stockholder of record and a beneficial owner of the stock held of record, is entitled to vote at the meeting and complies with the notice procedures set forth in this Section (such a stockholder, a “Proposing Stockholder”). Such Proposing Stockholder shall give timely notice of such nominations or other business (a “Proposing Stockholder Notice”) in proper written form to the secretary of the corporation setting forth the information required by paragraph (b) of this Section, and any such other business must be a proper subject for stockholder action under the DGCL. To be timely, a Proposing Stockholder Notice must be received by the secretary at the principal executive offices of the corporation not less than ninety (90) days nor more than one hundred twenty (120) days prior to the anniversary date of the prior year’s annual meeting of stockholders. Notwithstanding the foregoing, if the date of the annual meeting is advanced by more than thirty (30) days or delayed (other than as a result of adjournment) by more than sixty (60) days from the anniversary of the previous year’s annual meeting, in order for the Proposing Stockholder Notice to be timely it must be so received not later than the close of business on the tenth (10th) day following the day on which notice of the date of the annual meeting was mailed or public announcement of the date of such meeting was made, whichever first occurs. In no event shall the adjournment or postponement of an annual meeting, or the public announcement of such an adjournment or postponement, commence a new time period (or extend any time period) for the giving of a Proposing Stockholder Notice as described above. For the avoidance of doubt, a stockholder shall not be permitted to make additional or substitute nominations following the expiration of the time periods set forth in this Section.

(b) To be in proper written form, a Proposing Stockholder’s notice shall set forth and include:

(1) as to each person, if any, whom the Proposing Stockholder proposes to nominate for election or reelection as a director:

(A) such nominee’s residence and business addresses and all information relating to such person 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

¹ If shareholders are permitted to call special meetings, these bylaws should be revised to apply to those meetings as well.

pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations promulgated thereunder,

(B) such nominee’s written consent to (i) being named as a nominee and to serving as a director if elected and (ii) the public disclosure of information provided pursuant to this Section 1.01(b)(1),

(C) the class or series and number of shares of stock of the corporation owned beneficially and of record by such nominee and any Associated Person of such nominee as of the date of the notice, including the date of each purchase, the number of shares purchased and per share purchase price paid on each such date,

(D) the name of each record holder of shares of all stock of the corporation owned beneficially but not of record by such nominee or any Associated Person of such nominee, and the class or series and number of such shares of stock of the corporation so held by such record holder, including the date of each purchase, the number of shares purchased and per share purchase price paid on each such date, and a calculation of the weighted average of the purchase prices in paragraph (C) and this paragraph (D),

(E) the Derivative Ownership Information with respect to such nominee and any Associated Person of such nominee,

(F) the Nominee Independence Information with respect to such nominee,

(G) (i) the representations, agreements and other information of such nominee required by Section 1.02 of these Bylaws, and (ii) an irrevocable resignation of such nominee in accordance with Section 1.03 of these Bylaws, and

(H) the Proposing Stockholder’s agreement that it will provide Applicable Updates of the information provided pursuant to each item of this Section 1.01(b)(1).

(2) as to any other business that the Proposing Stockholder proposes to bring before the meeting, (A) a brief description of such business including, if applicable, the text of any resolutions proposed for consideration, (B) the reasons for conducting such business at the meeting, and (C) a description of any substantial interest such Proposing Stockholder, any other Proposing Person or their respective Representatives may have in such business.

(3) as to each Proposing Person:

(A) the name and address of the Proposing Stockholder, as they appear on the corporation’s books, and the name and address of each other Proposing Person,

(B) the class or series and number of shares of stock of the corporation owned of record by each Proposing Person, including the date of each such purchase, the number of shares purchased and the per share purchase price paid on each such date,

(C) the name of each record holder of shares of all stock of the corporation owned beneficially but not of record by each Proposing Person, and the class or series and number of such shares of stock of the corporation so held by each such record holder, including the date of each such purchase, the number of shares purchased, per share purchase price paid on each such date and a calculation of the weighted average of the purchase prices in paragraph (B) and this paragraph (C),

(D) a representation that the Proposing Stockholder intends to be present in person or by proxy at the meeting to propose such nomination or other business,

(E) a description of each Solicitation Related Contract to which one or more Proposing Persons is party, which description shall include the number and type of securities that are the subject of such Solicitation Related Contract and the name and address of each party to each such Solicitation Related Contract,

(F) (i) a description of any material contacts between or among a Proposing Person (or any employee or other representative of a Proposing Person) and any other stockholders of, or potential investors in, the corporation in connection with or relating to any proposal or nomination set out in the Proposing Stockholder Notice or in connection with or relating to any Proposing Person's Platform (as defined below), in each case, from the date three (3) months prior to the date of the Proposing Stockholder Notice until the earlier of the Proposing Stockholder making filings under Rule 14a-12 or filing a preliminary or definitive proxy statement (or Form S-4) in accordance with Rule 14a-3, (ii) to the extent not previously disclosed pursuant to Rule 14a-12 under the Securities Exchange Act of 1934, a copy of any presentations, analyses or other material information presented to any such stockholder or investor in connection with or pursuant to any such contacts, (iii) a detailed description of any material expression of support (including any expression of an intention to coordinate activities) made by any stockholder or potential investor to any Proposing Person (including any indication by any stockholder or investor as to whether it intends or is likely to purchase or borrow additional shares of the corporation and/or to vote shares held, borrowed or purchased by it in favor of the Proposing Stockholder's proposal or nomination), and (iv) the identity of any such other stockholder or potential investor, and, to the extent available to any Proposing Person, the number and type of securities of the corporation held by each such other stockholder or investor, or which may be voted by each such other stockholder or investor,

(G) the Derivative Ownership Information with respect to each Proposing Person,

(H) in the event the Proposing Stockholder seeks to nominate candidates for election to the Board of Directors, a description of the plans, proposals or policies that the Proposing Persons will seek to have the corporation adopt, including, without limitation, any plans, proposals or policies of the type described in Item 4 of Schedule 13D (the "Proposing Stockholder's Platform"), any costs associated with, or impediments to, implementing the Proposing Stockholder's Platform, and a copy (or a detailed summary) of any material analysis or projection performed by or on behalf

of any Proposing Person with respect to the Proposing Stockholder's Platform and with respect to any material alternative potential plans, proposals or policies reviewed by the Proposing Persons, including any material analysis or projection performed with respect to the anticipated effect of the Proposing Stockholder's Platform (or the effect of any material alternative potential plans, proposals or policies reviewed) on the price of the stock of the corporation, on the Proposing Stockholder's investment returns or on any other financial metrics of the corporation,

(I) a description of any other substantial interest, direct or indirect, of any Proposing Person in the nomination or business proposed by the Proposing Stockholder that is not shared pro rata by all stockholders,

(J) a representation as to whether any Proposing Person intends to engage in a solicitation with respect to such nomination or proposal and, if so, the name of each participant in such solicitation (as defined in Instruction 3 to Rule 14a-101, Item 4) and whether such person or group intends to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the corporation's outstanding capital stock required to approve or adopt the business to be proposed (in person or by proxy) by the stockholder,

(K) in the event any Proposing Person or group of Proposing Persons intends to solicit proxies in support of director nominees other than the corporation's nominees, a statement that such person or group intends to solicit the holders of shares representing at least 67% of the voting power of shares entitled to vote on the election of directors in support of director nominees other than the corporation's nominees,

(L) a representation that no Proposing Person has borrowed or will borrow shares of stock of the corporation for the purpose of voting or directing the vote of such borrowed shares, and that the Proposing Persons, in the aggregate, shall not vote (or direct the vote of) a number of shares in excess of the Proposing Persons' net long position in connection with the matters set forth in the Proposing Stockholder Notice (for purposes of this paragraph (L), the net long position of the Proposing Persons shall be the lesser of (x) the number of shares held of record by the Proposing Persons, in the aggregate, as of the record date, less the number of shares that, as of the record date, are subject to an obligation of any Proposing Person to sell or deliver shares (whether such obligation entails the sale or delivery of shares or a synthetic equivalent of such obligation), and (y) the number of shares held of record by the Proposing Persons, in the aggregate, as of the meeting date, less the number of shares that, as of the meeting date, are subject to an obligation of any Proposing Person to sell or deliver shares (whether such obligation entails the sale or delivery of shares or a synthetic equivalent of such obligation), and

(M) the Proposing Stockholder's agreement that it will provide Applicable Updates of the information provided pursuant to each item of this Section 1.01(b)(3).

(4) as to each Proposing Person, the written consent of such Proposing Person to the public disclosure by the corporation of information provided pursuant to this Section 1.01(b).

(c) The provisions of this Section 1.01 shall not apply to any stockholder proposal submitted pursuant to and in compliance with Rule 14a-8 promulgated under the Exchange Act other than the last five sentences of Section 1.01(d).

(d) Only those persons who are nominated in accordance with the procedures set forth in these Bylaws shall be eligible for election as directors at any meeting of stockholders[, subject to the rights of holders of any class or series of stock having a preference over the corporation's common stock as to dividends or upon liquidation to elect directors under specified circumstances]. At a meeting of stockholders, only such other business shall be conducted as shall have been properly brought before the meeting in accordance with the procedures set forth herein. If it is determined in accordance with these Bylaws that a notice does not satisfy the applicable requirements, the chairman of the board or secretary shall so declare and any such nomination or other business shall not be introduced at such meeting of stockholders, notwithstanding that proxies in respect of such matters may have been received. If as a result of any such determination there is no nomination or other business that may be properly introduced at such meeting of stockholders, the board of directors, in its discretion, may cancel the meeting. If it is determined in accordance with these Bylaws that any nomination or other business has not been brought before a meeting in compliance with the requirements of these Bylaws (including if the Proposing Stockholder does not provide any required Applicable Updates to the corporation), the chairman of the meeting shall have the power and duty to declare that such nomination or proposal shall be disregarded, notwithstanding that proxies in respect of such matters may have been received.

Notwithstanding the foregoing provisions of this Section 1.01, a stockholder giving notice of nominations or other business pursuant to this Section 1.01 shall also comply with all applicable requirements of the DGCL and the Exchange Act and the rules and regulations promulgated thereunder, including, without limitation, Rule 14a-9, Rule 14a-12, and Rule 14a-19 promulgated under the Exchange Act. Without limiting the generality of the foregoing, unless otherwise required by law, if such stockholder (x) (i) provides notice pursuant to Rule 14a-19(b) promulgated under the Exchange Act, and (ii) subsequently fails to comply with the requirements of Rule 14a-19(a)(2) and Rule 14a-19(a)(3) promulgated under the Exchange Act or (y) materially violates Rule 14a-9 or Rule 14a-12, then, in each case, the corporation shall disregard any proxies or votes solicited for any persons nominated by such stockholder. Upon request by the corporation, if any stockholder provides notice pursuant to Rule 14a-19(b) promulgated under the Exchange Act, such stockholder shall deliver to the corporation, no later than five (5) business days prior to the applicable meeting, reasonable evidence that it has met the requirements of Rule 14a-19(a)(3) promulgated under the Exchange Act.

Notwithstanding the foregoing provisions of this Section 1.01, if a Proposing Stockholder (or a qualified representative of the Proposing Stockholder) is not present at the meeting of stockholders to make a nomination or propose other business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote have been received by the corporation. For purposes of this Section 1.01, to be considered a qualified representative of the Proposing Stockholder, a person must be a duly

authorized officer, manager or partner of such Proposing Stockholder or authorized by a writing executed by such Proposing Stockholder (or a reliable reproduction of the writing) delivered to the corporation prior to the making of such nomination or proposal at such meeting by such Proposing Stockholder stating that such person is authorized to act for such Proposing Stockholder as proxy at the meeting of stockholders. In the event that a qualified representative of the Proposing Stockholder will appear at the annual meeting of stockholders to make a nomination or propose business, the Proposing Stockholder must provide notice of the designation, including the identity of the representative, to the corporation at least forty-eight (48) hours prior to such meeting. Where a Proposing Stockholder fails to provide such notice of designation to the corporation within the required timeframe, such Proposing Stockholder must appear in person to present his, her or its nomination or proposed business at the annual meeting or such nomination shall be disregarded and such proposed business shall not be transacted as provided for above. Any action by the chairman of the board, the secretary or the chairman of the meeting pursuant to this Section 1.01(d) shall be conclusive and binding upon all stockholders of the corporation for any purpose.

(e) For purposes of this section,

(1) “Affiliate” of a person means any other person that directly or indirectly (including through one or more intermediaries) controls, is controlled by, or is under common control with such person.

(2) “Associated Person” of a person means any person that is an associate of such person within the meaning of Rule 14a-1(a) under the Exchange Act.

(3) “Applicable Update” with respect to any category of information required to be provided pursuant to Section 1.01(b) in connection with a meeting means a notice to the corporation in writing (A) within five (5) business days after the record date for notice of such meeting of any change in such information as of such record date and (B) within two (2) business days of any change in such information that occurs after such record date; provided that neither this paragraph nor any other section of these Bylaws shall (i) limit the corporation’s rights with respect to any deficiencies in any notice provided by a stockholder, (ii) extend any applicable deadlines hereunder or (iii) enable or be deemed to permit a stockholder who has previously submitted notice hereunder or under any other provision of these Bylaws to amend or update any proposal or to submit any new proposal, including by changing or adding nominees, matters, business and/or resolutions proposed to be brought before a meeting of the stockholders.

(4) “Compensation Arrangement” means any direct or indirect compensatory, reimbursement, indemnification, payment or other financial agreement, arrangement or understanding between an nominee and any person other than the corporation in connection with such nominee’s candidacy, nomination, or service as a director of the corporation other than indemnification and reimbursement agreements that provide only for indemnification and reimbursement relating to the candidacy and nomination of such nominee, which agreement has been disclosed to the corporation.

(5) “control” (including the terms “controlled by” and “under common control with”) means the possession, directly or indirectly, of the power to direct or cause the

direction of the management or policies of a person, whether through the ownership of securities, by contract, or otherwise.

(6) “Derivative Ownership Information” with respect to any nominee or Proposing Person means:

(A) A complete listing of each derivative instrument, put, call, forward sale agreement, forward purchase agreement, swap, total return swap, option, warrant, short sale, stock borrowing or lending arrangement or agreement, hedge, profit interest, convertible or exchangeable instrument, non-recourse or limited recourse financing arrangement, or any similar agreement, instrument, transaction arrangement or understanding of any kind (i) which has been entered into by or on behalf of such nominee (or any Associated Person of such nominee) or such Proposing Person or of which such nominee (or any Associated Person of such nominee) or Proposing Person is a direct or indirect beneficiary or obligor and (ii) (a) the value of which is in whole or in part based upon or determined by reference to, the value of the stock or other securities of the corporation, or (b) with respect to any financing arrangement (regardless of how such arrangement is documented) which is directly or indirectly secured, on a non-recourse or limited recourse basis by stock or other securities of the corporation (any such agreement, transaction, arrangement, instrument or understanding a “Derivative”).

(B) With respect to each Derivative, a description of:

(i) any voting rights associated with, arising from or transferred by such Derivative, including, if applicable, any agreement, arrangement, understanding or relationship granting a right or opportunity to vote or direct the vote of any stock that is the subject of, used as a reference security in, or held as a hedge or security by the counterparty for such Derivative (including any agreement, arrangement, or understanding that the counterparty will physically hedge, in whole or in part, its exposure under the Derivative),

(ii) the name and address of the counterparty to such Derivative, the date such Derivative was entered into, the date on which the Derivative will expire, terminate or be subject to renewal or repricing, the economic terms of the Derivative, and if applicable, the notional number of shares of stock of the corporation with respect to such Derivative, and

(iii) a plain English description of the purpose of entering into the Derivative (e.g. whether the Derivative was entered into in order to mitigate potential losses in the event of a decrease in the corporation’s stock price, to amplify profits from a stock price increase, to profit from a stock price decrease, to obtain voting rights, to decrease any costs that would arise from owning stock outright or otherwise transfer the economic consequences of ownership, to limit reporting requirements, etc.), the potential dollar amount of protection or gain associated with such

Derivative (to the extent relevant, using such assumptions with respect to stock price movements and time horizons as were analyzed or modelled by such nominee (or its Associated Persons) or Proposing Person in deciding to enter into such Derivative), and a plain English description of the overall effect of the Derivative in differentiating the economic or other interests of the Proposing Persons from those of a long-only stockholder.

(C) a description of any other manner in which the financial interests of the nominee (or its Associated Persons) or Proposing Person may reasonably be inferred to diverge from interests of a long-only holder, whether in terms of risk tolerances, investment horizons or otherwise.

(7) “Interested Affiliate” of a person means an Affiliate of such person that directly or indirectly participates in, shares information regarding, cooperates with, benefits from or provides services in connection with the nomination or business proposed in the Proposing Stockholder Notice.

(8) “Manager” of a person means each officer, director, partner, member, manager (or person holding a similar position) of such person (other than passive limited partners or members with no managerial authority).

(9) “Nominee Independence Information” means with respect to any person proposed to be nominated as a director of the corporation:

(i) a description of any employment, consulting or similar agreement, arrangement, understanding or relationship between such nominee (or his or her Associated Persons) and any Proposing Person that has been entered into at any time in the five (5) year period prior to the date of the Proposing Stockholder Notice, including a description of any compensation of any kind received or payable thereunder,

(ii) a listing of directorships or similar positions to which such nominee has been nominated or appointed by a Proposing Person in the five (5) year period prior to the date of the Proposing Stockholder Notice, and a description of any fees, expenses or other compensation or reimbursement paid or payable to such nominee (or his or her Associated Persons) in respect thereof,

(iii) any investment of any type made by or on behalf of such nominee (or his or her Associated Persons) in any entity controlled by any Proposing Person, or made by a Proposing Person in any Associated Person of such nominee, or any joint or co-investments made by such nominee (or any of his or her Associated Persons) and any Proposing Person, regardless of whether such investment was made in cash, for services rendered or otherwise,

(iv) a description of any family or material social relationship between the (x) the nominee (and his or her Associated Persons) and (y) any Proposing Person,

(v) a representation by the nominee that the nominee is not and will not become a party to any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity (including the Proposing Persons) as to how such nominee, if elected, will act or vote on any issue or question that has not been disclosed to the corporation, and is not and will not become a party to a Compensation Arrangement in connection with such nominee's candidacy, nomination for director and/or service as director,

(vi) a summary of any substantive discussion between the nominee and any Proposing Person (or any employee or other representative of a Proposing Person) regarding any material plan or proposal with respect to the operations, management or business of the corporation, any investments, acquisition, dispositions, or other transactions involving the corporation, or any significant policies (including dividend and investment policies) of the corporation ("Alignment Discussions"), including whether an agreement or understanding with respect to any such matters was reached between the nominee and any such person as a result of such Alignment Discussion and a description of any such agreement or understanding, and

(vii) a representation as to whether the nominee will act as a "dual fiduciary" under Delaware law² or otherwise seek to share confidential board information with any Proposing Person (or any employee or other representative of a Proposing Person), whether the nominee and any Proposing Person (or any employee or other representative of a Proposing Person) will consult with each other on an ongoing basis with respect to the business, affairs and/or plans and proposed of the corporation, and whether the nominee will be expected to present to the board of directors materials prepared by a Proposing Persons (or any employee or other representative of a Proposing Person).

(10) "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the corporation with the United States Securities and Exchange Commission (the "SEC") pursuant to Section 13, 14 or 15(d) of the Exchange Act.

(11) "participant" shall have the meaning set forth in Rule 14a-101, Item 4, Instruction 3(a) with respect to a participant in any solicitation made in connection with a Proposing Stockholder Notice.

² Letter opinion, January 16, 2024, *Icahn Partners LP et al v. Francis deSouza et al.*

(12) “person” means any individual, corporation, limited liability company, partnership, association, trust or other entity or organization.

(13) “Proposing Person” means: (i) each member of the Proposing Stockholder Group, (ii) each stockholder of the corporation or Derivative holder that has entered into a Solicitation Related Contract with any member of the Proposing Stockholder Group, together with each Interested Affiliate of such stockholder or Derivative holder, and each Manager of such stockholder, Derivative holder or Interested Affiliate, and (iii) each stockholder of the corporation or Derivative holder that to the knowledge of any member of the Proposing Stockholder Group (after due inquiry) has entered into a Solicitation Related Contract with any person described in clause (ii) above or with any person that has been identified pursuant to this clause (iii), together with each Interested Affiliate of such stockholder or Derivative holder and each Manager of such stockholder, Derivative holder or Interested Affiliate.

(14) “Proposing Stockholder Group” means the Proposing Stockholder, its Interested Affiliates and their respective Managers.

(15) “Solicitation Related Contract” means any contract, arrangement, understanding or relationship (legal or otherwise) with respect to the nomination or other business set forth in the Proposing Stockholder Notice including, without limitation, any contract, arrangement, understanding or relationship (legal or otherwise) relating to acquiring, holding, voting or disposing of any shares of stock or other securities of the corporation (including Derivatives).³

(16) Shares of the corporation shall be treated as “beneficially owned” by a person if the person beneficially owns such shares, directly or indirectly, for purposes of Section 13(d) of the Exchange Act and Regulations 13D and 13G thereunder.

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SECTION 1.02. Qualifications and Election of Directors.

(a) All directors of the corporation shall be natural persons, but need not be residents of Delaware or stockholders of the corporation. Except in the case of vacancies, directors shall be elected by the stockholders. The Board shall establish the retirement policy for directors.

(b) Within the time period specified in these Bylaws for providing the applicable nomination, each nominee for election as a director of the corporation must deliver to the secretary

³ Note that this formulation does not require an “agreement” for stockholders to be deemed part of the soliciting group. There are several reasons for this. First, there is no need for an “agreement” if an understanding, arrangement or relationship exists that will result in the same behavior as would be contractually required by an agreement. Second, the purpose of this bylaw is not to test compliance with Rule 13d (which may well not be applicable to any particular proxy contest) but rather to elicit information useful to the board and stockholders. Finally, the standard used is taken from Item 6 of Schedule 13D, which presumably should be familiar to activists.

of the corporation a written representation and agreement that such person (i) understands his or her duties as a director under the DGCL and agrees to act in accordance with those duties while serving as a director, (ii) if elected as a director of the corporation, will comply with all applicable laws and stock exchange listing standards and the corporation's policies and guidelines applicable to directors, and (iii) will provide facts, statements and other information in all communications with the corporation and its stockholders that are or will be true and correct in all material respects and do not and will not omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

(c) At the request of the corporation, each nominee for election as a director of the corporation must submit to the secretary of the corporation all completed and signed questionnaires required of directors and officers. The corporation may request such additional information as necessary to permit the board of directors to determine if each nominee is independent under the listing standards of each principal U.S. exchange upon which the common stock of the corporation is listed, any applicable rules of the SEC and any standards used by the board of directors in determining and disclosing the independence of the corporation's directors including, without limitation, the Delaware common law standard of independence in an entire fairness analysis to assist in determining the independence of any nominee from the corporation's management or directors or from a nominating stockholder.

(d) In the event that any information or communications provided by a nominee, or any Proposing Person, to the corporation or its stockholders ceases to be true and correct in all material respects or omits a material fact necessary to make the statements made, in light of the circumstances under which they were made, not misleading, such nominee or Proposing Person shall promptly notify the secretary of the corporation of any defect in such previously provided information and of the information that is required to correct any such defect.

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SECTION 1.03. Resignations.

(a) Any director may resign at any time upon written notice to the chairman of the board, chief executive officer, president or secretary of the corporation. A resignation is effective when delivered unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events.

(b) Each individual nominated for election as a director of the corporation who consents to stand for election shall tender an irrevocable resignation in advance of the meeting for the election of directors. Such resignation shall become effective upon a determination by the board of directors or any committee thereof that (i) the information provided to the corporation by or on behalf of such individual pursuant to Section 1.01 or 1.02 of these Bylaws was untrue in any material respect or omitted to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading or (ii) such individual, or any stockholder or group of stockholders who nominated such individual, shall have breached any obligations owed to the corporation under these Bylaws or provided information pursuant to Section 1.01 that was untrue in any material respect or omitted to state a material fact necessary in order to make the statements made, in light of the circumstances in which they were made, not misleading.

(c) Each director who consents to stand for re-election shall tender an irrevocable resignation in advance of the meeting for the election of directors. Such resignation will be effective if, pursuant to these Bylaws, (i) the director does not receive the required vote at the next meeting for the election of directors, and (ii) the Board accepts the resignation.

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SECTION 1.04. Interpretations and Determinations.

(a) The board of directors or any committee thereof shall have the exclusive power and authority to interpret the provisions of these Bylaws and make all determinations deemed necessary or advisable in connection therewith, except to the extent otherwise expressly provided in these Bylaws.

(b) The board of directors, any committee thereof, chairman of the board or secretary shall, if the facts warrant, determine that a notice received by the corporation relating to a nomination proposed to be made or an item of business proposed to be introduced at a meeting of stockholders does not satisfy the requirements of Section 1.01 (including if the stockholder does not provide any required Applicable Updates to the corporation). The board of directors, any committee thereof or chairman of the meeting shall have the power and duty to determine whether a nomination or any other business brought before a meeting of stockholders was made in accordance with the procedures set forth in Section 1.01, and to determine that such defective nomination or proposal shall be disregarded, notwithstanding that proxies in respect of such matters may have been received.

(c) Any and all such actions, interpretations and determinations that are done or made by the board of directors, any committee thereof, the chairman of the board, any chairman of a meeting or the secretary of the corporation-in good faith pursuant to this Section 1.04 shall be final conclusive and binding on the corporation, the stockholders and all other parties.