
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 29, 2024

Life360, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-56424
(Commission
File Number)

26-0197666
(I.R.S. Employer
Identification No.)

1900 South Norfolk Street, Suite 310
San Mateo, CA 94403
(Address of principal executive offices, including zip code)

(415) 484-5244
(Registrant's telephone number, including area code)

Not applicable.
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None.	None.	None.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03 Material Modification to Rights of Security Holders

The information set forth under Item 5.03 of this Current Report on Form 8-K (this “Report”) below is incorporated by reference into this Item 3.03.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

As described under Item 5.07 of this Report below, Life360, Inc. (the “Company”) held its 2024 annual meeting of stockholders on May 29, 2024 (the “Annual Meeting”). At the Annual Meeting, upon the recommendation of the Company’s board of directors (the “Board”), the Company’s stockholders approved certain amendments to the Company’s Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), to (i) increase the number of authorized shares of common stock from 100,000,000 to 500,000,000, (ii) limit the monetary liability of certain officers of the Company for breaches of fiduciary duties in certain actions, as permitted by Delaware law, and (iii) provide for an exclusive federal forum for claims asserted under the U.S. Securities Act of 1933, as amended (the “Securities Act”). Following the Annual Meeting, on May 31, 2024, the Company filed the amendments to the Certificate of Incorporation as well as a Restated Certificate of Incorporation (the “Restated Certificate”), which integrates the amendments to the Certificate of Incorporation approved by the Company’s stockholders at the Annual Meeting.

Additionally, on May 29, 2024, the Board approved amendments to the Company’s Amended and Restated Bylaws (“Bylaws”), which would become effective in connection with an initial public offering, to, among other things (i) conform certain provisions to the current versions of the relevant provisions under Delaware General Corporation Law, including with respect to notice of stockholder meetings, adjournments of stockholder meetings and setting the record date, (ii) allow the Board to delegate the ability to fix the place of stockholder meetings, (iii) specify the authority of the chair of stockholder meetings, (iv) implement procedural requirements that stockholders seeking to call a special meeting must satisfy, such as requiring a stockholder to first request the board fix a record date to determine stockholders entitled to submit special meeting requests and requiring stockholders to include in a special meeting request information regarding the stockholder and any proposed business or nomination to be considered at the requested special meeting, (v) include procedures for stockholder director nominations and proposals for business at an annual meeting, including the adoption of updated advance notice requirements, (vi) clarify provisions and address inconsistencies between similar provisions, and (vii) modernize the provisions related to indemnification and advancement, including by limiting the class of mandatory indemnitees, clarifying the scope of indemnification, and providing the Board a sufficient opportunity to consider indemnification claims.

The preceding descriptions of the amendments to the Certificate of Incorporation and the Bylaws do not purport to be complete and are qualified in their entirety by reference to the Restated Certificate and the Bylaws, which are attached hereto as Exhibit 3.1 and Exhibit 3.2, respectively, and incorporated herein by reference.

Item 5.05 Amendments to the Registrant’s Code of Ethics, or Waiver of a Provision of the Code of Ethics

On May 29, 2024, Board approved an amended code of conduct applicable to all of the Company’s personnel, including employees, officers and directors (the “Code of Conduct”), which would become effective in connection with an initial public offering. A copy of the amended Code of Conduct will be posted on the Company’s website at www.life360.com upon effectiveness. The reference to the Company’s website address does not constitute incorporation by reference of the information contained at or available through the Company’s website, and you should not consider it to be a part of this Report.

The foregoing description of the Code of Conduct does not purport to be complete and is qualified in its entirety by reference to the full text of the Code of Conduct, which is filed as Exhibit 14.1 to this Report and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders;

On May 29, 2024, the Company held its Annual Meeting. Present at the Annual Meeting virtually or by proxy were the holders of 49,310,867 shares of common stock of the Company, representing approximately 71% of the 69,451,629 shares of common stock outstanding as of the close of business on April 9, 2024, the record date for the Annual Meeting, and constituting a quorum for the transaction of business.

At the Annual Meeting, the Company’s stockholders voted on eighteen proposals, each of which is described in more detail in the Company’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 16, 2024 (the “Proxy Statement”). The following is a brief description of each matter voted upon and the certified results.

1. The stockholders elected the following three Class II directors to hold office until the Company’s 2027 annual meeting of stockholders. The voting results were as follows:

Name	Votes For	Votes Withheld	Broker Non-Votes	Uncast*
Brittany Morin	43,820,341	4,973,669	—	516,857
James Syngge	42,310,665	5,762,136	—	1,238,066
David Wiadrowski	43,672,188	4,910,043	—	728,636

2. The stockholders approved the grant of restricted stock units to acquire shares of common stock of the Company equal in value to US\$1,200,000 (at the time of the grant) and performance restricted stock units to acquire shares of common stock up to a maximum value of US\$3,600,000 (at the time of the grant) to Chris Hulls on the terms and conditions set out in the Proxy Statement, pursuant to and for the purposes of Australian Securities Exchange (“ASX”) Listing Rule 10.14. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes	Uncast*
24,680,479	20,374,690	58,969	—	4,196,729

* Includes shares underlying votes that were not cast or that were disregarded, including pursuant to ASX Listing Rule 14.11.1, as further described in the Proxy Statement.

3. The stockholders approved the grant of restricted stock units to acquire shares of common stock of the Company equal in value to US\$204,500 (at the time of the grant) to John Philip Coghlan on the terms and conditions set out in the Proxy Statement, pursuant to and for the purposes of ASX Listing Rule 10.14. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes	Uncast*
43,369,789	1,591,893	84,252	—	4,264,933

4. The stockholders approved the grant of restricted stock units to acquire shares of common stock of the Company equal in value to US\$175,500 (at the time of the grant) to Brit Morin on the terms and conditions set out in the Proxy Statement, pursuant to and for the purposes of ASX Listing Rule 10.14. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes	Uncast*
44,194,690	775,746	855,845	—	3,484,586

5. The stockholders approved the grant of restricted stock units to acquire shares of common stock of the Company equal in value to US\$176,000 (at the time of the grant) to James Synge on the terms and conditions set out in the Proxy Statement, pursuant to and for the purposes of ASX Listing Rule 10.14. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes	Uncast*
44,184,303	775,746	866,232	—	3,484,586

6. The stockholders approved the grant of restricted stock units to acquire shares of common stock of the Company equal in value to US\$177,000 (at the time of the grant) to Mark Goines on the terms and conditions set out in the Proxy Statement, pursuant to and for the purposes of ASX Listing Rule 10.14. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes	Uncast*
44,152,810	775,728	304,985	—	4,077,344

7. The stockholders approved the grant of restricted stock units to acquire shares of common stock of the Company equal in value to US\$185,000 (at the time of the grant) to David Wiadrowski on the terms and conditions set out in the Proxy Statement, pursuant to and for the purposes of ASX Listing Rule 10.14. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes	Uncast*
44,121,002	775,772	149,161	—	4,264,932

8. The stockholders approved the grant of restricted stock units to acquire shares of common stock of the Company equal in value to US\$170,000 (at the time of the grant) to Randi Zuckerberg on the terms and conditions set out in the Proxy Statement, pursuant to and for the purposes of ASX Listing Rule 10.14. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes	Uncast*
44,121,062	809,355	115,517	—	4,264,933

9. The stockholders approved the grant of restricted stock units to acquire shares of common stock of the Company equal in value to US\$170,000 (at the time of the grant) to Alex Haro on the terms and conditions set out in the Proxy Statement, pursuant to and for the purposes of ASX Listing Rule 10.14. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes	Uncast*
44,129,009	776,138	140,787	—	4,264,933

10. The stockholders approved the grant of restricted stock units to acquire shares of common stock of the Company equal in value to US\$170,000 (at the time of the grant) to Charles “CJ” Prober on the terms and conditions set out in the Proxy Statement, pursuant to and for the purposes of ASX Listing Rule 10.14. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes	Uncast*
44,073,340	823,276	149,318	—	4,264,933

11. The stockholders approved, on an advisory, non-binding basis, the compensation of the Company’s named executive officers. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes	Uncast*
28,833,001	20,138,752	107,318	—	231,796

12. The stockholders approved, on an advisory, non-binding basis, the frequency of soliciting a non-binding advisory vote on the compensation of the Company’s named executive officers. The voting results were as follows:

One Year	Two Years	Three Years	Abstentions	Uncast*
43,323,926	980,542	2,785,351	827,998	1,393,050

13. The stockholders ratified the selection by the audit and risk management committee of the Board of Deloitte & Touche, LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2024. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes	Uncast*
49,041,042	18,396	19,633	—	231,796

14. The stockholders approved an amendment to the Certificate of Incorporation of the Company to increase the number of authorized shares. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes	Uncast*
43,874,453	5,204,619	—	—	231,795

15. The stockholders did not approve an amendment to the Certificate of Incorporation to create a class of preferred stock. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes	Uncast*
20,782,143	28,296,929	—	—	231,795

16. The stockholders did not approve an amendment to the Certificate of Incorporation to amend authority to call a special meeting. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes	Uncast*
20,745,812	28,333,260	—	—	231,795

17. The stockholders approved an amendment to the Certificate of Incorporation to reflect Delaware law provisions regarding exculpation of officers. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes	Uncast*
44,865,228	4,145,640	—	—	299,999

18. The stockholders approved an amendment to the Certificate of Incorporation to add a new provision that the sole and exclusive forum for the resolution of any complainant asserting a cause of action arising under the Securities Act shall be the federal district courts of the United States of America, unless the Company selects or consents in writing to the selection of an alternative forum. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes	Uncast*
45,502,667	3,508,201	—	—	299,999

Item 7.01 Regulation FD Disclosure

We are furnishing this Item 7.01 of this Report in connection with the disclosure of information, in the form of the textual information from a PowerPoint presentation given during the Annual Meeting. Copies of the scripts used for the speeches of the Chairman and CEO and PowerPoint presentation at the Annual Meeting are furnished as Exhibit 99.1 and Exhibit 99.2, respectively, to this Report.

The information in this Item 7.01 of this Report (including Exhibits 99.1 and 99.2) is furnished pursuant to Item 7.01 and shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. This Item 7.01 of this Report will not be deemed an admission as the materiality of any information in this Item 7.01 that is required to be disclosed solely by Regulation FD.

The text included with this Item 7.01 of this Report will be available on our website located at www.life360.com, although we reserve the right to discontinue that availability at any time.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Restated Certificate of Incorporation of Life360, Inc.
3.2	Amended & Restated Bylaws of Life360, Inc.
14.1	Life360, Inc. Code of Conduct
99.1	Life360, Inc. Annual Meeting Chairman and CEO Speeches
99.2	Life360, Inc. Annual Meeting Presentation
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 31, 2024

LIFE360, INC.

By: /s/ Russell Burke
Russell Burke
Chief Financial Officer

**RESTATED
CERTIFICATE OF INCORPORATION**

OF

LIFE360, INC.

The undersigned, Russell Burke, hereby certifies that:

1. The undersigned is the duly appointed and acting Chief Financial Officer of Life360, Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on April 17, 2007 under the name of LReady, Inc.
3. The Amended and Restated Certificate of Incorporation, as amended, of this corporation shall be restated to read in full as follows:

“ARTICLE I

The name of this corporation is Life360, Inc. (the “Corporation”).

ARTICLE II

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

ARTICLE III

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

ARTICLE IV

(A) **Classes of Stock.** The Corporation is authorized to issue one class of stock to be designated “Common Stock.” The total number of shares which the Corporation is authorized to issue is 500,000,000 shares, each with a par value of \$0.001 per share, all of which shares shall be Common Stock.

(B) **Common Stock.**

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

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

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

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

ARTICLE V

When the terms of this Restated Certificate refer to a specific agreement (including, for the avoidance of doubt, any Escrow Agreement) or other document or a decision by any body or person that determines the meaning or operation of a provision hereof, the Secretary of the Corporation shall maintain a copy of such agreement, document or decision at the principal executive offices of the Corporation and a copy thereof shall be provided free of charge to any stockholder who makes a request therefor. Unless otherwise expressly provided herein, a reference to any specific agreement (including, for the avoidance of doubt, any Escrow Agreement) or other document or any law or regulation (including, for the avoidance of doubt, the Listing Rules) shall be deemed a reference to such agreement, document, law or regulation as amended from time to time.

ARTICLE VI

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

ARTICLE VII

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation. The number of directors that constitutes the entire Board of Directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation. At each annual meeting of stockholders, directors of the Corporation shall be elected to hold office until the expiration of the term for which they are elected and until their successors have been duly elected and qualified or until their earlier resignation or removal; except that if any such meeting shall not be so held, such election shall take place at a stockholders' meeting called and held in accordance with the Delaware General Corporation Law.

From and after the effectiveness of this Amended and Restated Certificate of Incorporation, the directors of the Corporation shall be divided into three classes as nearly equal in size as is practicable, hereby designated Class I, Class II and Class III. Directors already in office shall be assigned to each class at the time such classification becomes effective in accordance with a resolution or resolutions adopted by the Board of Directors. At the first annual meeting of stockholders following the date hereof, the term of office of the Class I directors shall expire and Class I directors shall be elected for a full term of three years. At the second annual meeting of stockholders following the date hereof, the term of office of the Class II directors shall expire and Class II directors shall be elected for a full term of three years. At the third annual meeting of stockholders following the date hereof, the term of office of the Class III directors shall expire and Class III directors shall be elected for a full term of three years. At each succeeding annual meeting of stockholders, directors shall be elected for a full term of three years to succeed the directors of the class whose terms expire at such annual meeting. If the number of directors is changed, any newly created directorships or decrease in directorships shall be so apportioned hereafter among the classes as to make all classes as nearly equal in number as is practicable, provided that no decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

ARTICLE VIII

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

ARTICLE IX

(A) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director or officer of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal. Solely for purposes of this Paragraph A, "officer" shall have the meaning provided in Section 102(b)(7) of the Delaware General Corporation Law.

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

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

(D) [Reserved]

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

ARTICLE X

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

(B) Unless the Corporation consents in writing to the selection of an alternative forum, to the fullest extent permitted by applicable law, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended, including all causes of action asserted against any defendant named in such complaint. For the avoidance of doubt, this provision is intended to benefit and may be enforced by the Corporation, its officers and directors, the underwriters for any offering giving rise to such complaint, and any other professional entity whose profession gives authority to a statement made by that person or entity and who has prepared or certified any part of the documents underlying the offering.

ARTICLE XI

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 stockholders of the Corporation and may not be effected by any consent in writing by such stockholders.

ARTICLE XII

Notwithstanding anything contained herein or in the Bylaws of the Corporation to the contrary, for such time as the Corporation is admitted to the Official List of ASX Limited (the "ASX"), the following shall apply:

(A) Except to the extent of any express written waiver (whether before or after the relevant act is taken) by ASX, if the Listing Rules prohibit an act being done, the Corporation shall not have the power or authority to take such act.

(B) Nothing contained in this Restated Certificate or the Bylaws of the Corporation shall prevent an act being done that the Listing Rules require to be done.

(C) If the Listing Rules require an act to be done or not to be done, the Board of Directors (and any committee or subcommittee thereof) and each officer of the Corporation shall have authority to cause such act to be done or not to be done (as the case may be).

(D) If the Listing Rules require this Restated Certificate or the Bylaws of the Corporation to contain a provision and such document does not contain such provision, such applicable document shall, and shall be deemed to, contain such provision.

(E) If the Listing Rules require this Restated Certificate or the Bylaws of the Corporation not to contain any provision otherwise contained herein or therein, such provision shall be, and shall be deemed to be, excluded from such document.

(F) If any provision of the Restated Certificate or Bylaws of the Corporation is or becomes inconsistent with the Listing Rules, such inconsistency shall not affect the validity or enforceability of any other provision of such document, and such document shall not contain that provision to the extent of the inconsistency.

ARTICLE XIII

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

ARTICLE XIV

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

* * *

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

Executed at San Mateo, California, on May 29, 2024.

By: /s/ Russell Burke
Russell Burke
Chief Financial Officer

RESTATED CERTIFICATE OF INCORPORATION OF LIFE360, INC.

AMENDED AND RESTATED

BYLAWS

OF

LIFE360, INC.

Approved May 29, 2024

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AMENDED AND RESTATED

BYLAWS OF

LIFE360, INC.

ARTICLE I

CORPORATE OFFICES

1.1 Registered Office.

The registered office of the corporation in the State of Delaware and the name of the registered agent of the corporation at such location shall be as set forth in the corporation's certificate of incorporation (as the same may be amended and/or restated from time to time, the "certificate of incorporation").

1.2 Other Offices.

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

ARTICLE II

MEETINGS OF STOCKHOLDERS

2.1 Place Of Meetings.

Meetings of stockholders shall be held at any place, within or outside the State of Delaware, designated by the Board of Directors (or its designee). The Board of Directors may, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication as provided under the General Corporation Law of the State of Delaware (as the same exists or may hereafter be amended, the "DGCL"). In the absence of any such designation, stockholders' meetings shall be held at the registered office of the corporation.

2.2 Annual Meeting.

(a) The annual meeting of the stockholders shall be held on such date and time as may be designated by the Board of Directors (or its designee). The corporation may postpone, reschedule or cancel any annual meeting of the stockholders previously scheduled by the Board of Directors. Nominations of persons for election to the Board of Directors and proposals of other business to be considered by the stockholders may be made at an annual meeting of the stockholders: (i) pursuant to the corporation's notice of meeting of the stockholders (or any supplement thereto); (ii) by or at the direction of the Board of Directors or a duly authorized committee thereof; or (iii) by any stockholder of the corporation who was a stockholder of record at the time of giving the stockholder's notice required for in Section 2.2(b)

of these bylaws (as the same may be amended and/or restated from time to time, these "Bylaws") below and who is a stockholder of record at the time of the annual meeting of the stockholders, who is entitled to vote at the meeting and who complied with the requirements set forth in this Section 2.2. For the avoidance of doubt, clause (iii) above shall be the exclusive means for a stockholder to make nominations and submit other business (other than matters properly included in the corporation's notice of meeting of the stockholders and proxy statement under Rule 14a-8 under the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (the "1934 Act")) before an annual meeting of the stockholders.

(b) At an annual meeting of the stockholders, only such business shall be conducted as is a proper matter for stockholder action under the DGCL, the certificate of incorporation and these Bylaws, and only such nominations shall be made and such business shall be conducted as shall have been properly brought before the meeting in accordance with this Section 2.2.

- (1) For nominations for the election to the Board of Directors to be properly brought before an annual meeting of the stockholders by a stockholder pursuant to clause (iii) of Section 2.2(a), the stockholder must deliver written notice to the secretary of the corporation ("secretary") at the principal executive offices of the corporation on a timely basis as set forth in Section 2.2(b)(3) and must update and supplement the information contained in such written notice (other than the representation required by Section 2.2(b)(4)(E)) on a timely basis as set forth in Section 2.2(c). Such stockholder's notice shall set forth: (A) as to each nominee such stockholder proposes to nominate at the meeting: (1) the name, age, business address and residence address of such nominee, (2) the principal occupation or employment of such nominee, (3) the class or series and number of shares of each class or series of capital stock of the corporation that are owned of record and beneficially by such nominee and list of any pledge of or encumbrances on such shares, (4) the date or dates on which such shares were acquired and the investment intent of such acquisition, (5) the questionnaire, representation and agreement required by Section 2.2(e), completed and signed by such nominee, and (6) all other information concerning such nominee as would be required to be disclosed or provided to the corporation in a proxy statement soliciting proxies for the election of such nominee as a director in an election contest (even if an election contest is not involved and whether or not proxies are being or will be solicited), or that is otherwise required to be disclosed or provided to the corporation pursuant to Section 14 of the 1934 Act and the rules and regulations promulgated thereunder (including such person's written consent to being named in a proxy statement and associated proxy card as a nominee and to serving as a director if elected); and (B) all of the information required by Section 2.2(b)(4). The corporation may require any proposed nominee to furnish such

other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as an independent director of the corporation or to serve on any committee or sub-committee of the Board of Directors, in either case, under any applicable stock exchange listing requirements, applicable law or the Policies (as defined below). The number of nominees a stockholder may nominate for election at the annual meeting of the stockholders (or in the case of a stockholder giving the notice on behalf of a beneficial owner, the number of nominees a stockholder may nominate for election at the annual meeting of the stockholders on behalf of such beneficial owner) shall not exceed the number of directors to be elected at such annual meeting. A stockholder may not designate any substitute nominees unless the stockholder provides timely notice of such substitute nominee(s) in accordance with this Section 2.2, in the case of an annual meeting, or Section 2.3, in the case of a special meeting (and such notice contains all of the information, representations, questionnaires and certifications with respect to such substitute nominee(s) that are required by these Bylaws with respect to nominees for director).

- (2) Other than proposals sought to be included in the corporation's proxy materials pursuant to Rule 14a-8 under the 1934 Act, for business other than nominations for the election to the Board of Directors to be properly brought before an annual meeting of the stockholders by a stockholder pursuant to clause (iii) of Section 2.2(a), the stockholder must deliver written notice to the secretary at the principal executive offices of the corporation on a timely basis as set forth in Section 2.2(b)(3), and must update and supplement such written notice on a timely basis as set forth in Section 2.2(c). Such stockholder's notice shall set forth: (A) as to each matter such stockholder proposes to bring before the meeting: (1) a brief description of the business desired to be brought before the meeting, (2) the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend these Bylaws, the language of the proposed amendment), (3) the reasons for conducting such business at the meeting, and (4) any material interest (including any anticipated benefit of such business to any Proponent (as defined below) other than solely as a result of its ownership of the corporation's capital stock, that is material to any Proponent individually, or to the Proponents in the aggregate) in such business of any Proponent; and (B) all of the information required by Section 2.2(b)(4).

- (3) To be timely, the written notice required by Section 2.2(b)(1) or 2.2(b)(2) must be received by the secretary at the principal executive offices of the corporation not later than the close of business on the 90th day, nor earlier than the 120th day, prior to the first anniversary of the immediately preceding year's annual meeting of the stockholders; provided, however, that, subject to the last sentence of this Section 2.2(b)(3), in the event that (A) the date of the annual meeting of the stockholders is advanced more than thirty (30) days prior to or delayed by more than thirty (30) days after the first anniversary of the preceding year's annual meeting of the stockholders, notice by the stockholder to be timely must be so received not earlier than the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the tenth day following the day on which public announcement of the date of such meeting is first made by the corporation or (B) the corporation did not have an annual meeting of the stockholders in the preceding year, notice by the stockholder to be timely must be so received not later than the tenth day following the day on which public announcement of the date of such meeting is first made. In no event shall an adjournment or postponement (or the public announcement thereof) of an annual meeting of the stockholders for which notice has been given commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.
- (4) The written notice required by Sections 2.2(b)(1) or 2.2(b)(2) shall also set forth, as of the date of the notice and as to the stockholder giving the notice, the beneficial owner, if any, on whose behalf the nomination or proposal is made and any affiliate who controls either of the foregoing stockholder or beneficial owner, directly or indirectly (each, a "Proponent" and collectively, the "Proponents"): (A) the name and address of each Proponent, including, if applicable, such name and address as they appear on the corporation's books and records; (B) the class, series and number of shares of each class or series of the capital stock of the corporation that are, directly or indirectly, owned of record or beneficially (within the meaning of Rule 13d-3 under the 1934 Act) by each Proponent (provided, that for purposes of this Section 2.2(b)(4), such Proponent shall in all events be deemed to beneficially own all shares of any class or series of capital stock of the corporation as to which such Proponent has a right to acquire beneficial ownership at any time in the future); (C) a description of any agreement, arrangement or understanding (whether oral or in writing) with respect to such nomination or proposal (and/or the voting of shares of any class or series of capital stock of the corporation, other than a revocable proxy given in response to a proxy solicitation made to ten (10) or more persons) between or among any Proponent and any other person or persons (including their names) including, in the case of a nomination, any agreement, arrangement or understanding (whether oral or in writing) relating to any compensation or payments to be paid

to any such proposed nominee(s); (D) a representation that the stockholder is a holder of record of shares of the corporation at the time of giving notice and will be entitled to vote at the meeting, and that such stockholder (or a qualified representative of the stockholder (meeting the requirements specified in Section 2.2(f)) intends to appear at the meeting to nominate the person or persons specified in the notice (with respect to a notice under Section 2.2(b)(1)) or to propose the business that is specified in the notice (with respect to a notice under Section 2.2(b)(2)); (E) a representation as to whether any Proponent intends or is part of a group which intends (x) to deliver, or make available, a proxy statement and/or form of proxy to holders of at least the percentage of the corporation's voting shares required to approve or adopt the proposal or elect the nominee, (y) to otherwise solicit proxies or votes from stockholders in support of such proposal or nomination and/or (z) to solicit proxies in support of any proposed nominee in accordance with Rule 14a-19 promulgated under the 1934 Act; (F) to the extent known by any Proponent, the name and address of any other stockholder providing financial support or meaningful assistance in support of a nomination or proposal; (G) a description of all Derivative Transactions (as defined below) by each Proponent during the previous 12-month period, including the date of the transactions and the class, series and number of securities involved in, and the material economic or voting terms of, such Derivative Transactions; (H) a certification that each Proponent has complied with all applicable federal, state and other legal requirements in connection with such Proponent's acquisition of shares of capital stock or other securities of the corporation and/or such Proponent's acts or omissions as a stockholder or beneficial owner of the corporation; and (I) any other information relating to the Proponents required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in an election contest pursuant to and in accordance with Section 14 of the 1934 Act and the rules and regulations promulgated thereunder.

(c) A stockholder providing the written notice required by Section 2.2(b)(1) or Section 2.2(b)(2) shall update and supplement such notice in writing, if necessary, so that the information provided or required to be provided in such notice is true and correct in all material respects as of (i) the record date for the determination of stockholders entitled to notice of the meeting and (ii) the date that is five (5) Business Days (as defined below) prior to the meeting and, in the event of any adjournment or postponement thereof, five (5) Business Days prior to such adjourned or postponed meeting; *provided*, that no such update or supplement shall cure or affect the accuracy (or inaccuracy) of any representations made by any Proponent or a nominee or the validity (or invalidity) of any nomination or proposal that failed to comply with this

Section 2.2 or is rendered invalid as a result of any inaccuracy therein. In the case of an update and supplement pursuant to clause (i) of this Section 2.2(c), such update and supplement shall be received by the secretary at the principal executive offices of the corporation not later than five (5) Business Days after the later of the record date for the determination of stockholders entitled to notice of the meeting or the public announcement of such record date. In the case of an update and supplement pursuant to clause (ii) of this Section 2.2(c), such update and supplement shall be received by the secretary at the principal executive offices of the corporation not later than two (2) Business Days prior to the date for the meeting, and, in the event of any adjournment or postponement thereof, two (2) Business Days prior to such adjourned or postponed meeting (or, if there are fewer than two (2) Business Days between the date for the meeting, or the date of the immediately preceding adjournment or postponement thereof, and the date for the adjourned or postponed meeting, not later than the day prior to such adjourned or postponed meeting).

(d) Notwithstanding anything in Section 2.2(b)(3) to the contrary, in the event that the number of directors in an Expiring Class (as defined below) to be elected to the Board of Directors at the next annual meeting of the stockholders is increased and there is no public announcement by the corporation naming all of the nominees for the Expiring Class or specifying the size of the increased Expiring Class at least ten (10) days before the last day a stockholder may deliver a notice of nomination in accordance with Section 2.2(b)(3), a stockholder's notice required by this Section 2.2 and that complies with the requirements in Section 2.2(b)(1), other than the timing requirements in Section 2.2(b)(3), shall also be considered timely, but only with respect to nominees for any new positions in such Expiring Class created by such increase, if it shall be received by the secretary at the principal executive offices of the corporation not later than the close of business on the tenth day following the day on which such public announcement is first made by the corporation. For purposes of this section, an "Expiring Class" shall mean a class of directors whose term shall expire at the next annual meeting of the stockholders.

(e) To be eligible to be a nominee for election or re-election as a director of the corporation pursuant to a nomination under clause (iii) of Section 2.2(a), each Proponent must deliver (in accordance with the time periods prescribed for delivery of notice under Section 2.2(b)(3), 2.2(d) or 2.3(h), as applicable) to the secretary at the principal executive offices of the corporation a written questionnaire with respect to the background, qualifications, stock ownership and independence of such proposed nominee and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the secretary within five (5) Business Days following a written request therefor by a stockholder of record) and a written representation and agreement (in the form provided by the secretary within five (5) Business Days following a written request therefor by a stockholder of record) that such person (i) is not and will not become a party to (A) 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 in the questionnaire or (B) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the corporation, with such person's fiduciary duties under applicable law, (ii) 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 of the corporation that has not been disclosed therein, (iii) would be in compliance, if elected as a director of the corporation, and will comply with, all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the corporation (the "Policies") and (iv) if elected as director of the corporation, intends to serve the entire term until the next meeting at which such candidate would face re-election.

(f) A person shall not be eligible for election or re-election as a director at an annual meeting of the stockholders, unless the person is nominated in accordance with Section 2.2(a) and in accordance with the procedures set forth in Section 2.2(b), Section 2.2(c), Section 2.2(d), and Section 2.2(e), as applicable. Only such business shall be conducted at any annual meeting of the stockholders of the corporation as shall have been brought before the meeting in accordance with Section 2.2(a) and in accordance with the procedures set forth in Section 2.2(b) and Section 2.2(c), as applicable. Notwithstanding anything to the contrary in these Bylaws, unless otherwise required by applicable law, if any Proponent (i) provides notice pursuant to Rule 14a-19(b) promulgated under the 1934 Act with respect to any proposed nominee and (ii) subsequently (x) fails to comply with the requirements of Rule 14a-19 promulgated under the 1934 Act (or fails to timely provide reasonable evidence sufficient to demonstrate to the corporation that such Proponent has met the requirements of Rule 14a-19(a)(3) promulgated under the 1934 Act in accordance with the following sentence) or (y) fails to inform the corporation that they no longer plan to solicit proxies in accordance with the requirements of Rule 14a-19 under the 1934 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 re-election), 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 annual or special meeting of the stockholders (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). If any Proponent provides notice pursuant to Rule 14a-19(b) promulgated under the 1934 Act, such Proponent 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 1934 Act. Notwithstanding anything to the contrary set forth herein, and for the avoidance of doubt, the nomination of any person whose name is included as a nominee in the corporation's proxy statement, notice of meeting or other proxy materials for any annual or special meeting of the stockholders (or any supplement thereto) as a result of any notice provided by any Proponent pursuant to Rule 14a-19(b) promulgated under the 1934 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 clause (i) of Section 2.2(a) 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 of the corporation pursuant to clause (iii) of Section 2.2(a) or, in the case of a special meeting of the stockholders pursuant to and to the extent permitted under Section 2.3. Except as otherwise required by applicable law, the Board of Directors or the chairperson of the meeting shall have the power to determine whether a nomination or any business proposed to be brought before the meeting was made, or proposed, as the case may be, in accordance with the procedures and requirements set forth in these Bylaws (including, without limitation, compliance

with Rule 14a-19 promulgated under the 1934 Act) and, if any proposed nomination or business is not in compliance with these Bylaws, or the Proponent does not act in accordance with the representations required in this Section 2.2, to declare that such proposal or nomination shall not be presented for stockholder action at the meeting and shall be disregarded (and such nominee disqualified from standing for election or re-election), or that such business shall not be transacted, notwithstanding that such proposal or nomination is set forth in (as applicable) the corporation's proxy statement, notice of meeting or other proxy materials and notwithstanding that proxies or votes in respect of such nomination or such business may have been solicited or received. Notwithstanding the foregoing provisions of this Section 2.2, unless otherwise required by applicable law, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual meeting of the stockholders of the corporation to present a nomination or proposed business, such nomination shall be disregarded (and such nominee disqualified from standing for election or re-election) and such proposed business shall not be transacted, notwithstanding that such nomination or proposed business is set forth in (as applicable) the corporation's proxy statement, notice of meeting or other proxy materials and notwithstanding that proxies or votes in respect of such vote may have been solicited or received by the corporation. For purposes of this Section 2.2, to be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager, trustee or partner of such stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the annual meeting of the stockholders, and such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, shall be provided to the secretary at least five (5) Business Days prior to the meeting of stockholders.

(g) Notwithstanding the foregoing provisions of this Section 2.2, a stockholder must also comply with all applicable requirements of the 1934 Act and the rules and regulations thereunder with respect to the matters set forth in this Section 2.2, and any failure to comply with such requirements shall be deemed a failure to comply with this Section 2.2. Nothing in these Bylaws shall be deemed to affect any rights of stockholders to request inclusion of proposals in the corporation's proxy statement pursuant to Rule 14a-8 under the 1934 Act; *provided, however*, that any references in these Bylaws to the 1934 Act or the rules and regulations thereunder are not intended to and shall not limit the requirements applicable to proposals and/or nominations to be considered pursuant to Section 2.2(a)(iii).

(h) For purposes of Sections 2.2 and 2.3,

- (1) "affiliate" shall have the meanings set forth in Rule 405 under the Securities Act of 1933, as amended (the "1933 Act");
- (2) "Business Day" means any day other than Saturday, Sunday or a day on which banks are closed in New York City, New York;
- (3) "close of business" means 6:00 p.m. local time at the principal executive offices of the corporation on any calendar day, whether or not the day is a Business Day;

- (4) “Derivative Transaction” means any agreement, arrangement, interest or understanding entered into by, or on behalf or for the benefit of, any Proponent, whether record or beneficial:
- (A) the value of which is derived in whole or in part from the value of any class or series of shares or other securities of the corporation;
 - (B) that otherwise provides any direct or indirect opportunity to gain or share in any gain derived from a change in the value of securities of the corporation;
 - (C) the effect or intent of which is to mitigate loss, manage risk or benefit from changes in value or price with respect to any securities of the corporation; or
 - (D) that provides the right to vote (other than a revocable proxy given in response to a proxy solicitation made to ten (10) or more persons) or increase or decrease the voting power of, such Proponent, directly or indirectly, with respect to any securities of the corporation,
- which agreement, arrangement, interest or understanding may include, without limitation, any option, warrant, debt position, note, bond, convertible security, swap, stock appreciation or similar right, short position, profit interest, hedge, right to dividends, voting agreement or arrangement to borrow or lend shares (whether or not subject to payment, settlement, exercise or conversion in any such class or series), and any proportionate interest of such Proponent in the securities of the corporation held by any general or limited partnership, or any limited liability company, of which such Proponent is, directly or indirectly, a general partner or managing member; and
- (5) “public announcement” shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press, Business Wire, GlobeNewswire or comparable national news service or in a document publicly filed by the corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the 1934 Act or by such other means reasonably designed to inform the public or security holders in general of such information, including, without limitation, posting on the corporation’s investor relations website.

2.3 **Special Meeting.**

(a) Except as otherwise provided by law, a special meeting of the stockholders may be called at any time by (i) the Board of Directors, pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board of Directors for adoption), (ii) the chairperson of the Board of Directors, (iii) the chief executive officer, or (iv) the president, and shall be called by the secretary following receipt thereby of signed written requests to call a special meeting (each a "special meeting request") from the holders of at least 10% of the outstanding shares of stock of the corporation (the "requisite percent"). Except as otherwise required by law special meetings of stockholders of the corporation may not be called by any other person or persons. The Board of Directors (or its designee) shall determine the time and place, if any, of such special meeting. Upon determination of the time and place, if any, of the meeting, the secretary shall cause a notice of meeting to be given to the stockholders entitled to vote, in accordance with the provisions of Section 2.4. No business may be transacted at such special meeting other than as specified in the notice of meeting

(b) A stockholder may not submit a special meeting request unless such stockholder is a stockholder of record on the record date fixed to determine the stockholders entitled to request the call of a special meeting (an "ownership record date"). Any stockholder seeking to call a special meeting to transact business shall, by written notice to the secretary, request that the Board of Directors fix an ownership record date. A written request to fix an ownership record date shall include all of the information that must be included in a written request to call a special meeting from a stockholder who is not a solicited stockholder, as set forth in Section 2.3(c), and, within ten (10) days of the secretary's receipt of such request, the Board of Directors may fix an ownership record date, which date shall not precede, and shall not be more than ten (10) days after, the date upon which the resolution fixing such ownership record date is adopted. If an ownership record date is not so fixed by the Board of Directors, the ownership record date shall be the date thereafter that the first written request to call a special meeting containing all the information required by or pursuant to Section 2.3(c) is received by the secretary with respect to the proposed business to be conducted at a special meeting.

(c) A beneficial owner who wishes to deliver a special meeting request must cause the nominee or other person who serves as the record stockholder of the shares of stock beneficially owned by such beneficial owner to sign and deliver the special meeting request; provided that, if such record stockholder is the nominee for more than one beneficial owner of stock, such record stockholder may deliver a special meeting request solely with respect to the shares of stock beneficially owned by the beneficial owner who is directing such record stockholder to sign such special meeting request.

(d) Each special meeting request shall include the following: (i) the signature of the stockholder of record signing such request and the date such request was signed, (ii) a brief description of the business desired to be brought before the meeting (including any nominees for election or reelection as directors, if applicable) and the reasons for conducting such business at the meeting, and (iii) for each written request submitted by a stockholder other than a solicited stockholder, as to the stockholder signing such request, the other persons (if any)

on whose behalf such request is submitted and any affiliate that controls either of the foregoing, directly or indirectly (each, a “party”): (A) the name and address of such party; (B) all of the information required to be disclosed pursuant to Sections 2.2(b)(1), 2.2(b)(2) and 2.2(b)(4) of these Bylaws, as applicable, as though such nominations or proposals were made with respect to an annual meeting of stockholders (which information shall be updated by such party as would be required by Section 2.2(c)); (C) if the stockholder of record submitting such special meeting request is acting solely as a nominee for a beneficial owner, documentary evidence that such beneficial owner is the beneficial owner of the shares for which such special meeting request is submitted; and (D) a statement (1) whether any such party will deliver a proxy statement and form of proxy to holders of, in the case of business other than nominations, at least the percentage of voting power of all of the shares of stock of the corporation required under applicable law to approve such business or (2), in the case of a nomination or nominations, confirming that any such party will solicit proxies in accordance with Rule 14a-19 promulgated under the 1934 Act, and/or (3) whether any such party will otherwise solicit proxies in respect of such nomination(s) (a “special meeting solicitation statement”). For purposes of this Section, “solicited stockholder” means any stockholder that has provided a request in response to a solicitation made pursuant to, and in accordance with, Section 14(a) of the 1934 Act by way of a solicitation statement filed on Schedule 14A.

(e) A stockholder may revoke a special meeting request by written revocation delivered to the secretary of the corporation at any time prior to the special meeting; provided, however, that if any such revocation(s) are received by the secretary after the secretary’s receipt of special meeting requests from the requisite percent, and as a result of such revocation(s), there no longer are unrevoked requests from the holders of the requisite percent, the Board of Directors shall have the discretion to determine whether or not to proceed with the special meeting, including whether to cancel the meeting. A proposal or nomination shall not be presented for stockholder action at any special meeting if (x) any party who has provided a special meeting solicitation statement does not act in accordance with the representations set for therein; or (y) the proposal or nomination appeared in a special meeting request submitted by a stockholder who did not provide the information required by the preceding clause (d)(iii)(B) of this Section 2.3. If none of the stockholders who submitted a request to call a special meeting (or a qualified representative thereof (meeting the requirements specified in Section 2.2(f))) appears at the special meeting to present the business or nomination(s) to be brought before such meeting that were specified in the special meeting request, the corporation need not present the business or nomination(s) for a vote at the meeting, notwithstanding that proxies in respect of such vote may have been received by the corporation.

(f) A special meeting request shall not be valid, and the corporation shall not call a special meeting if (i) the special meeting request relates to an item of business that is not a proper subject for stockholder action under, or that involves a violation of, applicable law or (ii) the special meeting request does not comply with the requirements of this Section 2.3.

(g) The Board of Directors shall determine the place, if any, and fix the date and time, of any stockholder-requested special meeting, and the date of such special meeting shall be not less than thirty-five (35) nor more than sixty (60) days after the date on which the secretary has received special meeting requests from the holders of the requisite percent. Upon determination of the time and place (if any) of the meeting, the secretary shall cause notice to be

given to the stockholders entitled to vote, in accordance with the provisions of Sections 2.4 and 2.5 of this Article II. Nothing contained in this paragraph of this Section 2.3 shall be construed as limiting, fixing, or affecting the time when a meeting of stockholders called by action of the Board of Directors may be held. Business transacted at a stockholder-requested special meeting shall be limited to: (i) the business stated in the valid special meeting request received from the requisite percent, and (ii) any additional business that the Board of Directors determines to include in the corporation's notice of meeting. The Board of Directors may postpone, reschedule or cancel any special meeting of stockholders other than a stockholder-requested special meeting.

(h) Nominations of persons for election to the Board of Directors may be made at a special meeting of the stockholders at which directors are to be elected (i) by or at the direction of the Board of Directors or a duly authorized committee thereof or (ii) by any stockholder of the corporation (1) who is a stockholder of record at the time of giving notice provided for in this paragraph, who is entitled to vote at the meeting and who complies with Sections 2.2(b)(1), 2.2(b)(4), 2.2(c), 2.2(e) and 2.2(f) or (2) in the case of a stockholder-requested special meeting, pursuant to Section 2.3(a). The number of nominees a stockholder may nominate for election at the special meeting (or in the case of a stockholder giving the notice on behalf of a beneficial owner, the number of nominees a stockholder may nominate for election at the special meeting on behalf of such beneficial owner) shall not exceed the number of directors to be elected at such special meeting. In the event the corporation calls a special meeting of the stockholders (other than a stockholder-requested special meeting) for the purpose of submitting a proposal to stockholders for the election of one or more directors, any such stockholder of record entitled to vote in such election of directors may nominate a person or persons (as the case may be), for election to such position(s) as specified in the corporation's notice of meeting, if written notice setting forth the information required by Sections 2.2(b)(1) and 2.2(b)(4) shall be received by the secretary at the principal executive offices of the corporation not earlier than 120 days prior to such special meeting and not later than the close of business on the later of the 90th day prior to such meeting or the tenth day following the day on which the corporation first makes a public announcement of the date of the special meeting at which directors are to be elected. In no event shall an adjournment or a postponement (or a public announcement thereof) of a special meeting of the stockholders for which notice has been given, or the public announcement thereof has been made, commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. Notwithstanding any other provision of these Bylaws, in the case of a stockholder-requested special meeting, no stockholder may nominate a person for election to the Board of Directors or propose any other business to be considered at the meeting, except pursuant to the special meeting request(s) delivered for such special meeting pursuant to Section 2.3(a).

(i) A person shall not be eligible for election or re-election as a director at the special meeting of the stockholders unless the person is nominated either in accordance with clause (i) or clause (ii) of Section 2.3(h). Except as otherwise required by applicable law, the Board of Directors or the chairperson of the meeting shall have the power to determine whether a nomination was made in accordance with the procedures and requirements set forth in these Bylaws and, if any proposed nomination or business is not in compliance with these Bylaws (including, without limitation, compliance with Rule 14a-19 under the 1934 Act), or if the Proponent does not act in accordance with the representations required in Section 2.2, to declare

that such nomination shall not be presented for stockholder action at the meeting and shall be disregarded (and such nominee disqualified from standing for election or re-election), notwithstanding that the nominee is included (as applicable) as a nominee in the corporation's proxy statement, notice of meeting or other proxy materials and notwithstanding that proxies or votes in respect of such nomination may have been solicited or received. Notwithstanding the foregoing provisions of this Section 2.3, unless otherwise required by applicable law, if the stockholder (or a qualified representative of the stockholder (meeting the requirements specified in Section 2.2(f)) does not appear at the special meeting of the stockholders of the corporation to present a nomination, such nomination shall be disregarded (and such nominee disqualified from standing for election or re-election), notwithstanding that the nominee is included (as applicable) as a nominee in the corporation's proxy statement, notice of meeting or other proxy materials and notwithstanding that proxies or votes in respect of such nomination may have been solicited or received by the corporation.

(j) Notwithstanding the foregoing provisions of this Section 2.3, a stockholder must also comply with all applicable requirements of the 1934 Act and the rules and regulations thereunder with respect to matters set forth in this Section 2.3 and any failure to comply with such requirements shall be deemed a failure to comply with this Section 2.3. Nothing in these Bylaws shall be deemed to affect any rights of stockholders to request inclusion of proposals in the corporation's proxy statement pursuant to Rule 14a-8 under the 1934 Act; provided, however, that any references in these Bylaws to the 1934 Act or the rules and regulations thereunder are not intended to and shall not limit the requirements applicable to nominations for the election to the Board of Directors to be considered pursuant to Section 2.3(h).

2.4 Notice Of Stockholders' Meetings.

Except as otherwise provided by applicable law, the certificate of incorporation or these Bylaws, notices of each meeting of the stockholders shall be given in accordance with Section 2.5 of these Bylaws not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting as of the record date for determining the stockholders entitled to notice of such meeting. The notice shall specify the place (if any), date and hour of the meeting, the record date for determining stockholders entitled to vote at the meeting, if such record date is different from the record date for determining stockholders entitled to notice of the meeting, and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at any such meeting and, in the case of a special meeting of the stockholders, the purpose or purposes for which the meeting is called.

2.5 Manner Of Giving Notice; Affidavit Of Notice.

Notice shall be deemed given as provided in Section 232 of the DGCL. An affidavit of the secretary or an assistant secretary or of the transfer agent of the corporation that the notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

2.6 Quorum.

The holders of one-third of the shares of stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise required by law or by the certificate of incorporation.

2.7 Adjourned Meeting; Notice.

Any meeting of stockholders, whether annual or special, may be adjourned from time to time either by the chairperson of the meeting or by the stockholders, by the affirmative vote of a majority of the votes cast affirmatively or negatively. When a meeting is adjourned to another place (if any), date or time, including an adjournment taken to address a technical failure to convene or continue a meeting using remote communication, unless these Bylaws otherwise require, notice need not be given of the adjourned meeting if the time and place (if any) thereof and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present and vote at such adjourned meeting, are (i) announced at the meeting at which the adjournment is taken, (ii) displayed, during the time scheduled for the meeting, on the same electronic network used to enable stockholders and proxy holders to participate in the meeting by means of remote communication, or (iii) set forth in the notice of meeting given in accordance with Section 2.4 and Section 2.5. At the adjourned meeting the corporation may transact any business that might have been transacted at the original meeting. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. If after the adjournment a new record date for stockholders entitled to vote is fixed for the adjourned meeting, the Board of Directors shall fix as a new record date for notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote at the adjourned meeting, and shall give notice of the adjourned meeting to each stockholder of record entitled to vote at such adjourned meeting as of the record date so fixed for notice of such adjourned meeting.

2.8 Organization; Conduct of Business.

(a) Such person as the Board of Directors may have designated or, in the absence of such a person, the chief executive officer, or in his or her absence, the president, shall call to order any meeting of the stockholders and act as chairperson of the meeting. In the absence of the secretary of the corporation, the secretary of the meeting shall be such person as the chairperson of the meeting appoints.

(b) The Board of Directors may adopt such rules and regulations for the conduct of any meeting 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 chairperson of the meeting shall have the authority to adopt and enforce such rules and regulations for the conduct of any meeting of stockholders and the safety of those in attendance as, in the judgment of the chairperson, are necessary, appropriate or convenient for the conduct of the meeting. Rules and regulations for the conduct of meetings of stockholders, whether adopted by the Board of Directors or by the chairperson of the meeting, may include, without limitation, establishing: (i) an agenda or order of business for the meeting; (ii) rules and

procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to stockholders entitled to vote at the meeting, their duly authorized and constituted proxies, qualified representatives (including rules around who qualifies as such) and such other persons as the chairperson of the meeting shall permit; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; (v) limitations on the time allotted for consideration of each agenda item and for questions and comments by participants; (vi) regulations for the opening and closing of the polls for balloting and matters which are to be voted on by ballot (if any); and (vii) procedures (if any) requiring attendees to provide the Corporation advance notice of their intent to attend the meeting. The date and time of opening and closing of the polls for each matter upon which the stockholders will vote at the meeting shall be announced at the meeting.

2.9 Voting.

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

Except as may be otherwise provided in the certificate of incorporation, each stockholder shall be entitled to one vote for each share of capital stock held by such stockholder. All elections shall be determined by a plurality of the votes cast, and except as otherwise required by law, all other matters shall be determined by a majority of the votes cast affirmatively or negatively.

2.10 Waiver Of Notice.

Whenever notice is required to be given under any provision of the DGCL or of the certificate of incorporation or these Bylaws, a written waiver thereof, signed by the person entitled to notice, or waiver by electronic mail or other electronic transmission by such person, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders need be specified in any written waiver of notice, or any waiver of notice by electronic transmission, unless so required by the certificate of incorporation or these Bylaws.

2.11 Record Date For Stockholder Notice; Voting.

In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of the stockholders or any adjournment thereof, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date in accordance with Section 213 of the DGCL.

If the Board of Directors does not so fix a record date:

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

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

A determination of stockholders of record entitled to notice of or to vote at a meeting of the stockholders shall apply to any adjournment of the meeting, if such adjournment is for thirty (30) days or less; provided, however, that the Board of Directors may fix a new record date for the determination of stockholders entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote in accordance herewith at the adjourned meeting.

2.12 Proxies.

Each stockholder entitled to vote at a meeting of the stockholders may authorize another person or persons to act for such stockholder in accordance with Section 212 of the DGCL, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of Section 212(e) of the DGCL. 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 of the Board of Directors.

2.13 Delivery to the Corporation.

Irrespective of Section 116 of the DGCL, whenever this Article II requires one or more persons (including a record or beneficial owner of stock) to deliver a document or information to the corporation or any officer, employee or agent thereof (including any notice, request, questionnaire, revocation, representation, letter or other document or agreement), such document or information must be in writing exclusively (and not in an electronic transmission) and delivered exclusively by hand (including, without limitation, overnight courier service) or by certified or registered mail, return receipt requested.

ARTICLE III

DIRECTORS

3.1 Powers.

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

3.2 Number Of Directors.

The authorized number of directors of the corporation shall be fixed by a resolution of the Board of Directors or of the stockholders. No reduction of the authorized number of directors shall have the effect of removing any director before such director's term expires.

3.3 Election, Qualification And Term Of Office Of Directors.

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

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

3.4 Resignation And Vacancies.

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

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

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

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

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

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

3.5 Place Of Meetings; Meetings By Telephone.

The Board of Directors of the corporation may hold meetings, both regular and special, at such place (if any) either within or outside the State of Delaware.

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

3.6 Regular Meetings.

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

3.7 Special Meetings; Notice.

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

Notice of the time and place (if any) of special meetings shall be delivered personally or by telephone to each director or sent by first-class mail, facsimile, electronic transmission, or telegram, charges prepaid. If the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. If the notice is delivered personally or by facsimile, electronic transmission, telephone or telegram, it shall be delivered at least 48 hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. The notice need not specify the purpose of the meeting. The notice need not specify the place of the meeting, if the meeting is to be held at the principal executive office of the corporation. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

3.8 Quorum.

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

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

3.9 Waiver Of Notice.

Whenever notice is required to be given under any provision of the DGCL or of the certificate of incorporation or these Bylaws, a written waiver thereof, signed by the person entitled to notice, or waiver by electronic mail or other electronic transmission by such person, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors, or members of a committee of directors, need be specified in any written waiver of notice unless so required by the certificate of incorporation or these Bylaws.

3.10 Board Action By Written Consent Without A Meeting.

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

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

3.11 Fees And Compensation Of Directors.

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

3.12 Removal Of Directors.

Unless otherwise restricted by law, by the certificate of incorporation or by these Bylaws, any director or the entire Board of Directors may be removed only for cause by the holders of a majority of the shares then entitled to vote at an election of directors.

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

3.13 Chairperson Of The Board Of Directors.

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

ARTICLE IV

COMMITTEES

4.1 Committees Of Directors.

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

4.2 Committee Minutes.

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

4.3 Meetings And Action Of Committees.

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Section 3.5 (place of meetings and meetings by telephone), Section 3.6 (regular meetings), Section 3.7 (special meetings and notice), Section 3.8 (quorum), Section 3.9 (waiver of notice), and Section 3.10 (action without a meeting) of these Bylaws, with such changes in the context of such provisions as are necessary to substitute the committee and its members for the Board of Directors and its members; provided, however, that the time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee and that special meetings of committees may also be called by resolution of the Board of Directors. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE V

OFFICERS

5.1 Officers.

The officers of the corporation shall be a president, a secretary, and a chief financial officer. The corporation may also have, at the discretion of the Board of Directors, a chief executive officer, one or more vice presidents, a treasurer, one or more assistant secretaries, one or more assistant treasurers, and any such other officers as may be appointed in accordance with the provisions of Section 5.2 of these Bylaws. Any number of offices may be held by the same person.

5.2 Appointment Of Officers.

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Sections 5.3 or 5.5 of these Bylaws, shall be appointed by the Board of Directors.

5.3 Subordinate Officers.

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

5.4 Removal And Resignation Of Officers.

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

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

5.5 Vacancies In Offices.

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

5.6 Chief Executive Officer.

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

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

5.7 President.

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

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

5.8 Vice Presidents.

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

5.9 Secretary.

The secretary shall keep or cause to be kept a record of all meetings and actions of directors, committees of directors, and stockholders.

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

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

5.10 Chief Financial Officer.

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

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

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

5.11 Treasurer.

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

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

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

5.12 Representation Of Securities Of Other Entities.

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

5.13 Authority And Duties Of Officers.

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

ARTICLE VI

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

6.1 Indemnification Of Directors And Officers.

The corporation shall, to the maximum extent and in the manner permitted by the DGCL as it presently exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than such law permitted the corporation to provide prior to such amendment), indemnify any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, arbitration, alternative dispute resolution mechanism, investigation, inquiry, judicial, administrative or legislative hearing, or any other threatened, pending or completed proceeding, whether of a civil, criminal, administrative, legislative, investigative or other nature (a "proceeding"), by reason of the fact that such person is or was a director or officer of the corporation, or, while serving as a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director or officer of the corporation or in any other capacity while serving as a director or officer of the corporation, against expenses (including attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred by such indemnitee in connection with such proceeding; provided, however, that the corporation will not be required to indemnify any indemnitee in connection with any proceeding (or part thereof) initiated by such indemnitee unless (i) the proceeding (or part thereof) was authorized by the Board of Directors or (ii) the proceeding (or part thereof) is initiated to enforce rights to indemnification or

advancement of expenses as provided under Section 6.4 below or is a compulsory counterclaim brought by such indemnitee. Any reference to an officer of the Corporation in this Section Article VI shall be deemed to refer exclusively to the chief executive officer, president, chief financial officer, secretary, treasurer, and any other officer of the Corporation (including a vice president) elected or appointed as such by the Board of Directors pursuant to Section 5.2 of these Bylaws.

6.2 Indemnification Of Others.

The corporation shall have the power, to the maximum extent and in the manner permitted by the DGCL, to indemnify and advance expenses to each of its employees and agents (other than directors and officers). For purposes of this Section 6.2, an “employee” or “agent” of the corporation (other than a director or officer) includes any person (a) who is or was an employee or agent of the corporation, (b) who is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or (c) who was an employee or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

6.3 Payment Of Expenses In Advance.

Expenses incurred by or on behalf of an indemnitee in defending any proceeding shall be paid by the corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the indemnified party to repay such amount if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that the indemnified party is not entitled to be indemnified as authorized in this Article VI.

6.4 Enforcement.

If a request for indemnification under Section 6.1 is not paid in full by the corporation within sixty (60) days, or if a request for an advancement of expenses under Section 6.3 is not paid in full by the corporation within twenty (20) days, after a written request has been received by the corporation, the indemnitee may at any time thereafter bring suit against the corporation in the Delaware Court of Chancery seeking an adjudication of entitlement to such indemnification or advancement of expenses. If successful in whole or in part in any such suit, or in a suit brought by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit to the fullest extent permitted by law. In any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that the indemnitee has not met any applicable standard of conduct for indemnification set forth in Section 145(a) or Section 145(b) of the DGCL. Further, in any suit brought by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the corporation shall be entitled to recover such expenses upon a final adjudication that the indemnitee has not met any applicable standard of conduct for indemnification set forth in Section 145(a) or Section 145(b) of the DGCL. Neither the failure of the corporation (including its directors who are not parties to such action, a

committee of such directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met such applicable standard of conduct, nor an actual determination by the corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under applicable law, this Article VI or otherwise shall be on the corporation.

6.5 Nature of Rights.

The rights to indemnification and advancement of expenses provided by this Article VI shall not be deemed exclusive of any other rights which any person may have or hereafter acquire under any law, provision of the certificate of incorporation or these Bylaws, agreement, vote of stockholders or disinterested directors or otherwise. The rights conferred upon indemnitees in this Article VI shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a director or officer of the corporation and shall inure to the benefit of the indemnitee's heirs, executors and administrators. Any amendment, alteration or repeal of this Article VI that adversely affects any right of an indemnitee or its successors shall be prospective only and shall not limit or eliminate any such right with respect to any proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to such amendment, alteration or repeal.

6.6 Subrogation.

In the event of payment under this Article VI, the corporation shall be subrogated to the extent of such payment to all of the rights of recovery of the indemnitee (excluding insurance obtained on the indemnitee's own behalf), and the indemnitee shall execute all papers required and shall do everything that may be necessary to secure such rights, including the execution of such documents necessary to enable the corporation effectively to bring suit to enforce such rights.

6.7 Insurance.

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

6.8 Conflicts.

No indemnification or advance shall be made under this Article VI, except where such indemnification or advance is mandated by law or the order, judgment or decree of any court of competent jurisdiction, in any circumstance where it appears:

(a) That it would be inconsistent with a provision of the certificate of incorporation, these Bylaws, a resolution of the stockholders or an agreement in effect at the time of the accrual of the alleged cause of the action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

ARTICLE VII

RECORDS AND REPORTS

7.1 Maintenance And Inspection Of Records.

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

Any stockholder of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the corporation's stock ledger, a list of its stockholders, and its other books and records and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a stockholder. In every instance where an attorney or other agent is the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing that authorizes the attorney or other agent to so act on behalf of the stockholder. The demand under oath shall be directed to the corporation at its registered office in Delaware or at its principal place of business.

A complete list of stockholders entitled to vote at the meeting of the stockholders, arranged in alphabetical order for each class of stock and showing the address of each such stockholder and the number of shares registered in each such stockholder's name, shall be open to the examination of any such stockholder for a period of at least ten (10) days ending on the day before the date of a meeting of the stockholders in the manner provided by law, 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 10th day before the meeting date. Nothing herein shall require the corporation to include electronic mail addresses or other electronic contact information on such list. This list shall presumptively determine the identity of the stockholders entitled to vote at the meeting and the number of shares held by each of them.

7.2 Inspection By Directors.

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

ARTICLE VIII

GENERAL MATTERS

8.1 Checks.

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

8.2 Execution Of Corporate Contracts And Instruments.

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

8.3 Stock Certificates; Partly Paid Shares.

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

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

8.4 Special Designation On Certificates.

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

8.5 Lost Certificates.

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

8.6 Construction; Definitions.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the DGCL shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person. If the certificate of incorporation provides for more or less than one vote for any share, on any matter, every reference in these Bylaws to a majority or other proportion of stock, voting stock or shares shall refer to such majority or other proportion of the votes of such stock, voting stock or shares.

8.7 Dividends.

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

The directors of the corporation may set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and may abolish any such reserve. Such purposes shall include but not be limited to equalizing dividends, repairing or maintaining any property of the corporation, and meeting contingencies.

8.8 Fiscal Year.

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

8.9 Seal.

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

8.10 Transfer Of Stock.

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

8.11 Stock Transfer Agreements.

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

8.12 Registered Stockholders.

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

8.13 Facsimile Signature.

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

8.14 **Severability.**

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

ARTICLE IX

AMENDMENTS

Bylaws of the corporation may be adopted, amended or repealed by the stockholders entitled to vote thereon. Subject to any limitations in the certification of incorporation and except as otherwise set forth herein, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal Bylaws of the Corporation. The fact that such power has been so conferred upon the directors shall not divest the stockholders of the power, nor limit their power to adopt, amend or repeal Bylaws.

ARTICLE X

ASX LISTING RULES

Notwithstanding anything herein or in the Certificate of Incorporation to the contrary, for such time as the corporation is admitted to the Official List of ASX Limited (the "ASX"), the following shall apply:

1. Except to the extent of any express written waiver (whether before or after the relevant act is taken) by ASX, if the Official Listing Rules of ASX or any other rules of ASX which are applicable to the corporation from time to time (collectively the "Listing Rules") prohibit an act being done, the corporation shall not have the power or authority to take such act.
2. Nothing contained in the Certificate of Incorporation or these Bylaws shall prevent an act being done that the Listing Rules require to be done.
3. If the Listing Rules require an act to be done or not to be done, the Board of Directors (and any committee or subcommittee thereof) and each officer of the corporation shall have authority to cause such act to be done or not to be done (as the case may be).
4. If the Listing Rules require the Certificate of Incorporation or these Bylaws to contain a provision and such document does not contain such provision, such applicable document shall, and shall be deemed to, contain such provision.
5. If the Listing Rules require the Certificate of Incorporation or these Bylaws not to contain any provision otherwise contained herein or therein, such provision shall be, and shall be deemed to be, excluded from such document.

6. If any provision of the Certificate of Incorporation or these Bylaws is or becomes inconsistent with the Listing Rules, such inconsistency shall not affect the validity or enforceability of any other provision of such document, and such document shall not contain that provision to the extent of the inconsistency.

**LIFE360 INC.****CODE OF BUSINESS CONDUCT AND ETHICS****1. OBJECTIVES**

This Code of Business Conduct and Ethics (“*Code of Conduct*”) has been established by the Board of Directors (the “*Board*”) of LIFE360 INC. (the “*Company*”) and applies to all Personnel (as defined below) of the Company. The Company is committed to complying with all applicable laws and regulations and to maintaining the highest standards of business conduct and ethics, including in its dealings with third parties. The Code of Conduct is designed to set out the practices which are necessary to maintain confidence in the Company’s integrity. In this Code of Conduct, “*Personnel*” means a director (executive or non-executive), officer, employee, authorized representative, contractor or consultant of the Company and its subsidiaries.

The objectives of this Code of Conduct are to ensure that:

- high standards of corporate and individual behavior are observed by all Personnel;
- Personnel are aware of their responsibilities to the Company; and
- all persons dealing with the Company, whether it be Personnel, stockholders, vendors or competitors, can be guided by the stated values and practices of the Company.

The Company is committed to complying with this Code of Conduct and requires all Personnel to comply with it. Personnel must comply with both the spirit as well as the letter of all laws and regulations which apply to the Company and the principles of this Code of Conduct. Further, Personnel should always use due care and diligence when fulfilling their role or representing the Company and should not engage in any conduct likely to bring discredit upon the Company. From time to time, we may adopt additional policies or procedures that you are expected to comply with. When there is no stated guideline in the Code of Conduct or otherwise, it is the responsibility of each employee to apply common sense, together with his or her own highest personal ethical standards, in making business decisions.

2. CONFLICTS OF INTEREST

Personnel are required to avoid any conflict or potential conflict between their personal interests (including those of their significant others and immediate family) and the best interests of the Company. An actual or potential conflict of interest occurs when a Personnel’s interests interfere, or appear to interfere, with the Company’s interests, such as when an employee is in a position to influence a decision that may result in a personal gain for that employee or for a relative as a result of the Company’s business dealings. For example:

- ***Tell us about any potential conflicts you have.*** Conflicts may arise when you, a significant other, or a member of your immediate family has a connection to one of the Company’s competitors or collaborators.
- ***Do not establish or hold a significant financial interest in, or provide services to, any of our competitors, customers, partners or service providers.*** For example, you cannot advise or serve on the board for a Company competitor, even if you are not compensated for your work. You cannot make a significant investment in one of our competitors, either.
- ***Do not conduct business on behalf of the Company if you have a personal stake in the outcome (other than the compensation you receive from the Company).*** For example, employees should not transact business on behalf of the Company with a company with which they have a financial interest.

- ***Do not solicit contributions for any charity or political candidate from any person or entity that does business or seeks to do business with us.***
- ***Transactions with outside firms must be conducted within a framework established and controlled by the executive level of the Company.*** Business dealings with outside firms should not result in unusual gains for those firms. Unusual gain refers to bribes, product bonuses, special fringe benefits, unusual price breaks, and other windfalls designed to ultimately benefit either the employer, the employee, or both. Promotional plans that could be interpreted to involve unusual gain require specific executive-level approval. No “presumption of guilt” is created by the mere existence of a relationship with outside firms. However, if employees have any influence on transactions involving purchases, contracts, or leases, it is imperative that they disclose to an Officer of the Company as soon as possible the existence of any actual or potential conflict of interest so that safeguards can be established to protect all parties.

Please note that the examples listed above extend to conflicts involving the personal interests of your family members and significant others.

The Company expects Personnel to act honestly and ethically, with high standards of personal integrity and in good faith at all times and, in a manner which is in the best interests of the Company as a whole and that would not negatively affect the Company’s reputation.

Personnel will conduct their personal activities in a manner that is lawful and avoids possible, actual or perceived conflicts of interest between the Personnel’s personal interests and those of the Company. Personnel (other than directors) must promptly disclose to the Head of Human Resources or another appropriate member of the human resources team, any actual or potential conflict of interest of which they become aware. Supervisors may not authorize conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first seeking the approval of the Human Resources department and providing the Human Resources department with a written description of the activity.

Directors (executive and non-executive) must promptly disclose to the Board any actual or potential conflict of interest of which they become aware.

3. CORPORATE OPPORTUNITIES

Personnel will not:

- take advantage of the property or information of the Company or its customers, their position or opportunities arising from these, for personal gain or to cause detriment to the Company or its customers;
- use the Company’s assets and property (including the Company’s name) or information for any purposes other than lawful purposes authorized by the Board;
- enter into any arrangement or participate in any activity that would conflict with the Company’s best interests or that would be likely to negatively affect the Company’s reputation;
- disclose any of the Company’s information, except where disclosure is permitted or required by any applicable law, the rules and regulations of the Securities and Exchange Commission (“**SEC**”) or ASX Listing Rules; and
- offer or accept bribes, inducements, commissions or misuse company assets and resources.

4. TRADING IN SECURITIES

Personnel will ensure that all trading in securities, including trading in securities of the Company, is in accordance with the Company's Insider Trading Policy. The purpose of the Insider Trading Policy is to ensure compliance with the law and to minimize any risk of Personnel trading in securities while in possession of material non-public information, or "tipping" others who might make an investment decision on the basis of such information.

5. CONFIDENTIALITY

Personnel will maintain and protect the confidentiality of the Company's information, except where disclosure is allowed by the Board or is required by law. Personnel will not make improper use of any information acquired by virtue of being an employee, including the use of that information for personal gain or the gain of another party or in breach of a person's privacy.

6. PROTECTION AND PROPER USE OF COMPANY ASSETS

All Personnel are expected to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our financial condition and results of operations. Our property, such as office supplies, computer equipment, buildings and products, are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. You may not, however, use our corporate name, any brand name or trademark owned or associated with the Company or any letterhead stationery for any personal purpose.

You may not, while acting on behalf of the Company or while using our computing or communications equipment or facilities, either:

- Hack or otherwise improperly access the internal computer system or other resource of another entity without express written authorization from the entity responsible for operating that resource; or
- commit any unlawful or illegal act, including harassment, libel, fraud, sending of unsolicited commercial email (also known as "spam") or material of objectionable content in violation of applicable law, trafficking in contraband of any kind or espionage.

If you receive authorization to access another entity's internal computer system or other resource, you must make a permanent record of that authorization so that it may be retrieved for future reference, and you may not exceed the scope of that authorization.

Unsolicited commercial email is regulated by law in a number of jurisdictions. If you intend to send unsolicited commercial email to persons outside of the Company, either while acting on our behalf or using our computing or communications equipment or facilities, you should contact the Human Resources department for prior approval. Any misuse or suspected misuse of our assets must be immediately reported to the Human Resources department.

7. FAIR DEALING

We strive to outperform our competition fairly and honestly through superior performance and not through unethical or illegal business practices. Statements regarding the Company's services must not be untrue, misleading, deceptive or fraudulent. Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper

disclosure of confidential information from past or present employees of other companies is prohibited. If information is obtained by mistake that may constitute a trade secret or other confidential information of another business, or if you have any questions about the legality of proposed information gathering, you must consult the Human Resources department.

You are expected to deal fairly with our customers, vendors, other Personnel and anyone else with whom you have contact in the course of performing your job. Be aware that the Federal Trade Commission Act provides that “unfair methods of competition in commerce, and unfair or deceptive acts or practices in commerce, are declared unlawful.” It is a violation of the Federal Trade Commission Act to engage in deceptive, unfair or unethical practices and to make misrepresentations in connection with sales activities.

8. GIFTS AND ENTERTAINMENT

Business gifts and entertainment are meant to create goodwill and sound working relationships and not to gain improper advantage with users or facilitate approvals from government officials. The exchange, as a normal business courtesy, of meals or entertainment (such as tickets to a game or the theatre or a round of golf) is a common and acceptable practice as long as it is not extravagant. Unless express permission is received from the Human Resources department or the Audit Committee, gifts and entertainment cannot be offered, provided or accepted by any employee unless consistent with customary business practices and not (a) of more than token or nominal monetary value, (b) in cash, (c) susceptible of being construed as a bribe or kickback, (d) made or received on a regular or frequent basis or (e) in violation of any laws. This principle applies to our transactions everywhere in the world, even where the practice is widely considered “a way of doing business.” Personnel should not accept gifts or entertainment that may reasonably be deemed to affect their judgment or actions in the performance of their duties. Our customers, suppliers and the public at large should know that our Personnel’s judgment is not for sale.

Under some statutes, such as the U.S. Foreign Corrupt Practices Act, giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction. Discuss with the Human Resources department any proposed entertainment or gifts if you are uncertain about their appropriateness. Please also refer to the Company’s Anti-Corruption Policy.

9. RESPONSIBILITIES TO KEY STAKEHOLDERS

Personnel will always deal with stockholders, customers, vendors, competitors and other Personnel in a manner that is lawful, diligent and fair and with honesty, integrity and respect.

10. COMPLIANCE WITH APPLICABLE U.S. AND INTERNATIONAL LAWS, REGULATIONS AND RULES

Personnel will always act in a manner that is compliant with all laws and regulations that apply to the Company and its operations. Personnel will act in compliance with this Code of Conduct and the Company’s other policies. Personnel will not knowingly participate in any illegal or unethical activity. Personnel shall report any actual or potential breaches of law, this Code of Conduct or the Company’s other policies to the Company’s Audit and Risk Management Committee. If ever in doubt, Personnel should seek advice immediately.

All Personnel are expected to comply with the applicable laws in all countries to which they travel, in which they operate and where we otherwise do business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that, in some countries, certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. In addition, we expect Personnel to comply with U.S. laws, rules and regulations governing the conduct of business by its citizens and corporations outside the U.S.

These U.S. laws, rules and regulations, which extend to all our activities outside the U.S., include:

- The Foreign Corrupt Practices Act, which prohibits directly or indirectly giving anything of value to a government official to obtain or retain business or favorable treatment and requires the maintenance of accurate books of account, with all company transactions being properly recorded;
- U.S. trade sanctions and embargoes, which generally prohibit U.S. companies, their subsidiaries, their employees, and third parties acting on their behalf from engaging in transactions or dealings involving certain countries and territories subject to embargoes imposed by the U.S. government (currently, Cuba, Iran, North Korea, Syria, and the Crimea, so-called Donetsk People’s Republic and so-called Luhansk People’s Republic regions of Ukraine), as well as specific entities and individuals identified on sanctions lists published by the U.S. Department of the Treasury’s Office of Foreign Assets Control;
- U.S. export controls, which restrict exports from the U.S. and re-exports from other countries of goods, software and technology to many countries, and prohibit transfers of U.S.-origin items to denied persons and entities; and
- Antiboycott regulations, which prohibit U.S. companies from taking any action that has the effect of furthering or supporting a restrictive trade practice or boycott imposed by a foreign country against a country friendly to the U.S. or against any U.S. person.

If you have a question as to whether an activity is restricted or prohibited, seek assistance from the Head of Human Resources before taking any action, including giving any verbal assurances that might be regulated by international laws.

11. EMPLOYMENT PRACTICES

The Company aims to provide a work environment in which all Personnel can excel regardless of race, religion, age, disability, gender, sexual preference or marital status. The Company will from time to time maintain various policies relating to the workplace, including the Company’s Diversity and Inclusion Policy.

12. MAINTENANCE OF CORPORATE BOOKS, RECORDS, DOCUMENTS AND ACCOUNTS; FINANCIAL INTEGRITY; PUBLIC REPORTING

The integrity of our records and public disclosure depends upon the validity, accuracy and completeness of the information supporting the entries to our books of account. Therefore, our corporate and business records should be completed accurately and honestly. The making of false or misleading entries, whether they relate to financial results or test results, is strictly prohibited. Our records serve as a basis for managing our business and are important in meeting our obligations to users, vendors, creditors, Personnel and others with whom we do business. As a result, it is important that our books, records and accounts accurately and fairly reflect, in reasonable detail, our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities. We require that:

- no entry be made in our books and records that intentionally hides or disguises the nature of any transaction or of any of our liabilities, or misclassifies any transactions as to accounts or accounting periods;
- transactions be supported by appropriate documentation;

- the terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- Personnel comply with our system of internal controls; and
- no cash or other assets be maintained for any purpose in any unrecorded or “off-the-books” fund.

Our accounting records are also relied upon to produce reports for our management, stockholders and creditors, as well as governmental agencies. In particular, we rely upon our accounting and other business and corporate records in preparing periodic and current reports that we file with the SEC and ASX. Securities laws require that these reports provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations. Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosure is accurate and transparent and that our reports contain all of the information about the Company that would be important to enable stockholders and potential investors to assess the soundness and risks of our business and finances and the quality and integrity of our accounting and disclosures. In addition:

- no Personnel may take or authorize any action that would intentionally cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC, ASX Listing Rules or other applicable laws, rules and regulations;
- all Personnel must cooperate fully with our Finance and Accounting Department and Internal Auditing Department, if any, as well as our independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that our books and records, as well as our reports filed with the SEC or ASX, are accurate and complete;
- no Personnel, or person acting under their direction, may coerce, manipulate, mislead or fraudulently influence our Finance and Accounting Department, Internal Auditing Department, if any, our independent public accountants or counsel; and
- no Personnel should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed with the SEC or ASX or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects.

Any Personnel who becomes aware of any departure from these standards has a responsibility to report this knowledge promptly to the Human Resources department, the Audit Committee or otherwise in accordance with the provisions of the Company’s Whistleblower Policy.

13. REPORTING CONCERNS

The Company requires all Personnel who become aware of an actual or suspected violation of this Code of Conduct to report to the Head of Human Resources or another nominated member of the human resources team (the “*Reporting Person*”). The Company will ensure that Personnel are not disadvantaged in any way for reporting violations of the Code of Conduct or other unlawful or unethical conduct and that matters are dealt with promptly and fairly. Upon receipt and investigation of a notification of an actual or suspected violation of this Code of Conduct, the Reporting Person shall escalate the complaint for further investigation or action to the Chief Executive Officer or the Chair, or otherwise in accordance with the Company’s Whistleblower Policy, as appropriate depending on the nature and circumstances of the reported violation.

14. COMPLIANCE; WAIVERS

The Audit Committee of the Board is responsible for monitoring compliance with this Code of Conduct. Any queries in relation to this Code of Conduct should be referred to the Head of Human Resources or another appropriate member of the human resources team. Failure by Personnel to comply with this Code of Conduct may result in disciplinary action, including in serious cases, the termination of employment.

Any waiver of this Code of Conduct for executive officers (including, where required by applicable laws, our principal executive officer, principal financial officer, principal accounting officer or controller (or persons performing similar functions)) or directors may be authorized only by our Board or, to the extent permitted by the rules of the Nasdaq Stock Market and our Corporate Governance Guidelines, a committee of the Board, and will be disclosed to stockholders as required by applicable laws, rules and regulations.

15. REVIEW

This Code of Conduct is subject to annual review by the Nominating and Corporate Governance Committee.

Business Conduct Policy

The Company adopts this Employee Conduct and Work Rules Policy to ensure orderly operations and provide the best possible work environment. The Company expects employees and others who are engaged to provide services, such as temporary personnel, consultants and independent contractors, to follow these rules of conduct while on company premises, attending company functions or otherwise performing work-related activity.

In addition to maintaining and enforcing this policy to protect the interests and safety of all employees and the organization, the Company complies with all applicable federal, state and local laws and regulations concerning employer/employee rights and obligations.

The Company is responsible for providing a safe and secure workplace and strives to ensure that all individuals associated with the company are treated in a respectful and fair manner. Though it is not possible to list all forms of behavior that are unacceptable in the workplace, the following are examples of behavior that would be considered infractions of the Company's rules of conduct. Such behavior may result in disciplinary action, up to and including termination of employment. This list is not intended to be exhaustive:

- Theft or inappropriate removal or possession of company property or the property of a fellow employee.
- Willful destruction of company property or the property of a fellow employee.
- Working under the influence of alcohol or illegal drugs.
- Possession, distribution, sale, transfer or use of alcohol or illegal drugs in the workplace, while on duty or while operating employer-owned vehicles or equipment.
- Fighting or threatening violence in the workplace.

-
- Sexual or other harassment.
 - Using excessively abusive, threatening or obscene language.
 - Using intimidation tactics and making threats.
 - Sabotaging another's work.
 - Making malicious, false and harmful statements about others.
 - Publicly disclosing another's private information.
 - Possession of dangerous or unauthorized materials, such as explosives or firearms, in the workplace.
 - Unauthorized disclosure of business "secrets" or confidential information.
 - Falsifying company records or reports, including one's time records or the time records of another employee.

The Company considers work rules, guidelines, and work performance important responsibilities. They are essential to the proper management of the business and to ensure that employees work together effectively. When these rules and guidelines are not followed, or an employee's work performance is below Company standards, the employee may be subject to discipline, up to and including unpaid suspension and/or termination of employment.

Each employee must follow certain standards and principles when performing his or her job. It is important that employees do the following:

- Adhere to all applicable federal, state, and local laws and regulations.
- Protect our Company assets and values (e.g. being honest with our customers, and treating them with respect, taking care to lock doors, or report suspicious behavior to help prevent theft).
- Be ethical and honest, including providing truthful information in response to any management inquiry or investigation.



30 May 2024

2024 Annual General Meeting – Chairman and CEO speeches

San Francisco area-based Life360, Inc. (Life360 or the Company) (ASX: 360) will today hold its 2024 Annual General Meeting.

Meeting details

The Annual General Meeting will be by way of a virtual meeting which will be held electronically via webcast and an online voting platform. The meeting will take place at 9.30am (Sydney time) today on 30 May 2024 (4.30pm San Francisco time on 29 May 2024).

Shareholders and other interested parties are able to join the virtual AGM [here](#).

Meeting ID: 365-203-827.

Speeches and Presentations

Accompanying commentary and the presentations from Chairman John Philip Coghlan and Co-Founder and Chief Executive Officer, Chris Hulls, are attached.

Earnings Guidance

The CEO presentation includes the following earnings guidance:

Life360 has maintained the FY24 earnings guidance included in the Q1'24 results announcement released on 10 May 2024 (AEST)/9 May (U.S. PT).

Authorisation

Chris Hulls, Director, Co-Founder and Chief Executive Officer of Life360 authorised this announcement being given to ASX.

About Life360

Life360 delivers peace of mind for families of all types. The company's category leading mobile app and Tile tracking devices help members protect the people, pets and things they care about most, with a range of services including location sharing, safe driver reports, and crash detection with emergency dispatch. Life360 is based in San Mateo and has approximately 66 million monthly active users (MAU) located in more than 150 countries. For more information, please visit life360.com and [Tile.com](https://tile.com).

Contacts

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For U.S. media enquiries:
press@life360.com

Life360's CDIs are issued in reliance on the exemption from registration contained in Regulation S of the US Securities Act of 1933, as amended ("Securities Act") for offers of securities which are made outside the US. Accordingly, the CDIs, have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the US. As a result of relying on the Regulation S exemption, the CDIs are 'restricted securities' under Rule 144 of the Securities Act. This means that you are unable to sell the CDIs into the US or to a US person who is not a QIB for the foreseeable future except in very limited circumstances until after the end of the restricted period, unless the re-sale of the CDIs is registered under the Securities Act or an exemption is available. To enforce the above transfer restrictions, all CDIs issued bear a FOR Financial Product designation on the ASX. This designation restricts any CDIs from being sold on ASX to US persons excluding QIBs. However, you are still able to freely transfer your CDIs on ASX to any person other than a US person who is not a QIB. In addition, hedging transactions with regard to the CDIs may only be conducted in accordance with the Securities Act.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities. Any offers, solicitations or offers to buy, or any sales of securities will be made in accordance with the registration requirements of the Securities Act. This announcement is being issued in accordance with Rule 135 under the Securities Act.

Forward-looking statements

This announcement and the accompanying commentary and presentation from the Chairman and Co-Founder and CEO contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Life360 intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements include, but are not limited to, statements regarding Life360's growth strategy and business plan and the Company's ability to effectively manage its growth and meet future capital requirements: the Company's expectations regarding future financial performance, including its expectations regarding its revenue, revenue growth, EBITDA, adjusted EBITDA, operating cash flow and cash, cash equivalents and restricted cash balances, and the Company's ability to achieve or maintain future profitability; the Company's ability to further penetrate its existing member base, maintain and expand its member base and increase monetization of its member base; the Company's ability to expand internationally and the significance of its global opportunity; the Company's ability to anticipate market needs or develop new products and services or enhance existing products and services to meet those needs; and the Company's ability to increase sales of its products and services. The words "anticipate", "believe", "expect", "project", "predict", "will", "forecast", "estimate", "likely", "intend", "outlook", "should", "could", "may", "target", "plan" and other similar expressions can generally be used to identify forward-looking statements. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements. Investors and prospective investors are cautioned not to place undue reliance on these forward-looking statements as they involve inherent risk and uncertainty (both general and specific) and should note that they are provided as a general guide only and should not be relied on as an indication or guarantee of future performance. There is a risk that such predictions, forecasts, projections and other forward-looking statements will not be achieved. Subject to any continuing obligations under applicable law, Life360 does not undertake any obligation to publicly release the result of any revisions to these forward-looking statements to reflect events or circumstances after the date of this announcement, to reflect any change in expectations in relation to any forward-looking statements or any change in events, conditions or circumstances on which any such statements are based.

Although Life360 believes that the expectations reflected in the forward-looking statements and the assumptions upon which they are based are reasonable, Life360 can give no assurance that such expectations and assumptions will prove to be correct and, actual results may vary in a materially positive or negative manner. Forward-looking statements are subject to known and unknown risks, uncertainty, assumptions and contingencies, many of which are outside Life360's control, and are based on estimates and assumptions that are subject to change and may cause actual results, performance or achievements to differ materially from those expressed or implied by such statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include risks related to the preliminary nature of financial results, risks related to Life360's business, market risks, Life360's need for additional capital, and the risk that Life360's products and services may

not perform as expected, as described in greater detail under the heading “Risk Factors” in Life360’s ASX and Securities and Exchange Commission (“SEC”) filings, including its Annual Report on Form 10-K filed with the SEC on February 29, 2024, Quarterly Report on Form 10Q filed with the SEC on May 10, 2024 and other reports filed with the SEC. To the maximum extent permitted by law, responsibility for the accuracy or completeness of any forward-looking statements whether as a result of new information, future events or results or otherwise is disclaimed. This announcement should not be relied upon as a recommendation or forecast by Life360. Past performance information given in this document is given for illustrative purposes only and is not necessarily a guide to future performance and no representation or warranty is made by any person as to the likelihood of achievement or reasonableness of any forward-looking statements, forecast financial information, future share price performance or any underlying assumptions. Nothing contained in this document nor any information made available to you is, or shall be relied upon as, a promise, representation, warranty or guarantee as to the past, present or the future performance of Life360.

Chairman and CEO's Speeches and Presentations

John Philip Coghlan—Chairman

Slide 1

Good afternoon to our U.S. investors and good morning to our Australian investors. Welcome to the 2024 Annual General Meeting of Life360 Inc.

My name is John Philip Coghlan and I am the Chairman of Life360. On behalf of the Board, it is my pleasure to address shareholders at Life360's fifth AGM since listing on the ASX in 2019.

Today we are very pleased to welcome those of you participating online through our virtual meeting platform provided by Lumi. This allows shareholders, proxies and guests to attend the meeting virtually. All attendees can watch a live webcast of the meeting. In addition, shareholders and proxies have the ability to ask questions and submit votes.

We have decided to hold a virtual meeting once again in 2024 to allow participation and engagement amongst our security holders, wherever they may be.

Slide 2

It is now after 4:30pm in San Mateo, California on May 29 and correspondingly after 9:30am in Sydney, Australia on May 30.

I have been advised by our inspector of election, Computershare Trust Company, N.A, that proxies have been received in respect of a total number of outstanding shares that constitute a quorum for the matters to be considered at this meeting. I therefore declare this AGM open and welcome each of you to the virtual platform.

Before I proceed with the business of the Meeting, I would like to introduce my fellow Directors. In the US are:

Chris Hulls, our CEO and Co-Founder, and an Executive Director;
Alex Haro; a Co-Founder and Non-Executive Director;
Brit Morin; Independent Non-Executive Director;
Mark Goines; Independent Non-Executive Director; and Chairman of the Remuneration and Nomination Committee.
Randi Zuckerberg; Independent Non-Executive Director;
CJ Prober; a Non-Executive Director;

In Australia are:

James Synge; Independent Non-Executive Director; and
David Wiadrowski; Independent Non-Executive Director, and Chairman of the Audit and Risk Committee.

Also attending today are Russell Burke, our Chief Financial Officer, Susan Stick, our General Counsel, and our auditor Joseph Prast from Deloitte.

The agenda for the Meeting today will be as follows:

Firstly, I will give a short address on Life360's performance for the 2023 fiscal year and an overview of the company's strategy.

This will be followed by a presentation from our CEO Chris Hulls.

I will then outline the meeting procedures and continue to the formal items of business.

Life360's mission is to keep people close to the ones they love. During 2023 we made significant progress towards achieving this mission, with meaningful enhancements to our members' experience, including continued benefits from the Tile acquisition. We now show users what their family members are up to, whether they're driving, walking or cycling, and we put pets and other valuables on the Life360 map. We are very proud that we deliver the peace of mind that comes with our location sharing and safety features to more than 66 million Monthly Active Users across the globe as of March 2024. 2023 was a pivotal year for the Company as we leveraged our growth and scale to significantly reduce our net loss, and achieve positive operating cash flow and Adjusted EBITDA.

Slide 3

Life360 met or exceeded all of the guidance metrics we provided to the market for 2023. Revenue growth of 33% to \$304.5 million, benefited from continued strong momentum in our subscription business, with revenue increasing 44% year-on-year. At the same time, GAAP operating expenses increased just 4% YoY, and reduced 1% YoY when excluding variable sales commissions, reflecting a disciplined approach to cost.

The strong revenue growth combined with cost restraint, underpinned a greater than \$60 million year-on-year improvement in each of net loss, EBITDA and Adjusted EBITDA to \$(28.2) million, \$(20.8) million and \$20.6 million respectively. A similar \$60 million improvement in operating cash flow delivered the first full year of positive cash flow of \$7.5 million.

Life360's balance sheet is strong, finishing the 2023 year with cash, restricted cash and cash equivalents of \$70.7 million.

Slide 4

During 2023 Life360 progressed against the strategic objectives designed to cement our market-leading position in family safety and security.

Our strategy to grow our audience delivered a 26% YoY uplift in Monthly Active Users to more than 61 million at December 2023. International growth was particularly strong, increasing 40% YoY, with a record number of international MAU additions.

Our goal to drive membership resulted in a 21% YoY increase in global Paying Circles to 1.8 million. This outcome is particularly impressive in the context of U.S. price increases which helped lift Global ARPPC by 25% YoY, and reflects the loyalty and engagement of our membership base.

Our strategy to expand internationally saw Paying Circles outside of the U.S. increase 43% YoY, with a particularly strong performance from the predominantly English-speaking countries of Canada, the UK and Australia. We launched our U.S. model of Triple Tier Membership in the UK in October 2023, and in Australia and New Zealand in April 2024, with encouraging early results.

Finally, our focus on maintaining financial discipline while continuing to invest for growth underpinned the 33% YoY increase in revenue, and the achievement of positive Adjusted EBITDA.

Chris will outline in his address the initiatives underway in 2024 to deliver on our ambitious aspirations for the Company.

Slide 5

At Life360, our mission is to keep people close to the ones they love. Our Environmental, Social and Governance (ESG) initiatives reflect our commitment to simplifying family safety and security.

Slide 6

During the year we dispatched almost 39,000 ambulances, and protected more than 300 billion miles with Life360 crash detection. The user testimonials we receive on a daily basis show the real-world impact of our digital services.

Slide 7

I would like to express my gratitude to my fellow Board members for their invaluable contributions to Life360 over the past year. Shareholders and employees are great beneficiaries of their wise counsel and dedication. I would also like to extend my appreciation to you, our shareholders, for your ongoing support of the Company.

Finally, on behalf of the Board I thank our talented colleagues for their hard work and commitment to excellence. In particular, I acknowledge Chris Hulls and his entire leadership team for creating a culture of innovation, creativity and collaboration. Their vision for a fully integrated and differentiated family safety and location platform drives the many growth opportunities that lie ahead for our Company.

I'll now hand over to Chris Hulls who will provide an update on the company's performance.

Chris Hulls – Co-Founder and CEO

Slide 8

Thanks John. Good morning to our shareholders and thank you for joining us today. I am pleased to be able to provide you with a brief business update and illustrate how Life360 continues to deliver against our strategic objectives. We are already a beloved app for families to keep track of their kids' safety, and our goal is to become the number one brand that makes everyday life better for families at all life stages.

Slide 9

John mentioned earlier that in 2023 we delivered 26% year-on-year growth in MAU. We delivered accelerating momentum in the first quarter of 2024, with year-on-year growth of 31%, and record net additions for a first quarter. Our current international Triple Tier markets of focus—Canada, the UK and Australia—all performed strongly in 2023, and continue to do so in the first quarter of 2024.

Slide 10

During 2023 Global Paying Circles increased 21% year-on-year, a very good outcome in the context of the significant price increases we implemented in the U.S. Global Average Revenue Per Paying Circle was 25% higher year-on-year. Together these drivers underpinned a 52% year-on-year increase in core Life360 subscription revenue, which delivered ahead of guidance. We've seen continued strong momentum in Paying Circles in the first quarter of 2024 across both U.S. and International markets with 21% year-on-year growth, and record net additions for a first quarter.

Slide 11

These strong metrics are reflected in the continued strong growth of Life360's recurring revenue. Since our Australian IPO in May 2019, Life360's Annualized Monthly Revenue has more than quadrupled to \$274 million, and we have seen a further 19% YoY uplift in March 2024.

Slide 12

Before I outline our strategic initiatives for 2024, I'd like to provide a glimpse into our long-term aspirational goals. Given our user base and the role our product plays in our members' lives, we're being intentional about where we're headed for the future. We aim to be the number one brand to make everyday life better for families of all stages. As we grow our relevance to an ever-broader range of families, we see opportunities to significantly increase our Monthly Active User base, deliver our first billion dollars of revenue through innovation in our business, and progress on our pathway to significant EBITDA margins.

Slide 13

During FY24 we are focused on four key initiatives:

Growing our audience is about continuing to build on our very large existing base of more than 66 million Monthly Active Users. The growth momentum of this user base has primarily been fuelled by organic word of mouth, and we are investing in product experiences that encourage our members to tell other people about Life360. In addition, we are developing new features that give members more reasons to engage with the app, using our vast data resources to provide insights that make family life easier. We're also investing in marketing to cement Life360's position as the recognized brand leader for everyday family life. Finally, our international expansion remains core to our growth strategy.

Scaling paid offerings includes a focus on growing both paid subscriptions and the number of Tile devices in use. We see these as two sides of a connected experience that helps us address the needs of members at all life stages. Examples include adult children who are worried about aging parents, and pet parents concerned about their furry loved ones. We are very excited about the ways in which Tile devices can expand our use cases and allow us to deliver more value to members. Work is underway on the first new Tile release since the acquisition. We continue to see a large international growth opportunity for subscriptions and Tile device sales. Our Triple Tier offering launched in the UK in October 2023 and in Australia and New Zealand in April 2024.

Creating new revenue streams involves building new growth opportunities that benefit from our enormous free user base of 66 million MAU. Earlier this year we announced the creation of a new advertising revenue stream that we believe offers partners valuable reach to these free users. We have consistently spoken of the potential that our investment in the core user experience, and the scaling of our MAU base, would provide for the future. We are encouraged by the success of early testing and see the opportunity to deliver an attractive platform to advertisers, while continuing to provide a great user experience.

Expanding profitability reflects our commitment to delivering profitable growth. In my report a year ago, I outlined how Life360 was at a pivotal point to leverage scale in the cost base and deliver a path to profitability. Our disciplined approach to cost in FY23 and continued strong revenue momentum, combined to deliver our first full year of positive Adjusted EBITDA. This ongoing approach underpins our expectation of a trajectory to positive EBITDA in FY25, and ultimately strong EBITDA margins.

Slide 14

Finally turning to our earnings guidance.

Life360 has maintained the FY24 earnings guidance included in the Q1 '24 results announcement released on 10 May 2024 (AEST)/9 May (U.S. PT).

2024 Annual General Meeting

30 May 2024 9.30am AEST/
29 May 2024 4.30pm US PT



Chairman's Address

John Philip Coghlan



FY23 Results Summary

Delivering on growth

\$M	FY22	FY23	Change	% ch YoY	FY23 Guidance
Revenue (GAAP)					
Subscription	153.3	220.8	67.5	+44%	
Hardware	47.9	58.2	10.3	+21%	
Other	27.1	25.5	(1.6)	(6)%	
Total revenue (GAAP)	228.3	304.5	76.2	+33%	300-310
Annualized Monthly Revenue (AMR) ⁽¹⁾					
	224.4	274.1	49.6	+22%	
Operating expenses (GAAP)					
	243.0	252.6	9.6	+4%	
Net loss (GAAP)					
	(91.6)	(28.2)			
EBITDA (Non-GAAP) ⁽²⁾					
	(85.2)	(20.8)			
Adjusted EBITDA (Non-GAAP) ⁽²⁾					
	(40.1)	20.6			12-16
Cash and cash equivalents ⁽³⁾					
	90.4	70.7			
Operating cash flow					
	(57.1)	7.5	64.6		0-5

Note: Tables may not add due to rounding

(1) AMR includes the annualized monthly value of subscription, data and partnership agreements. All components of these agreements that are not expected to recur are excluded

(2) Adjusted EBITDA was previously referred to as Underlying EBITDA. For definitions of EBITDA and Adjusted EBITDA and the use of these non-GAAP measures, as well as a reconciliation of Net Loss to EBITDA and Adjusted EBITDA see

Appendix 1

(3) Cash and cash equivalents includes Restricted Cash

FY23 Achievements

Cementing our position as the market-leading family safety membership service



Growing our audience

~61.4m

Global Monthly Active Users (MAU)
+ 26% YoY

40%

YoY growth in International MAU, with record MAU additions



Driving Membership

~1.8m

Global Paying Circles
+ 21% YoY

25%

YoY lift in Global ARPPC reflecting U.S. price increase



Expanding Internationally

~470k

International Paying Circles
+ 43% YoY

UK

Triple Tier Membership launched in October 2023



Maintaining financial discipline

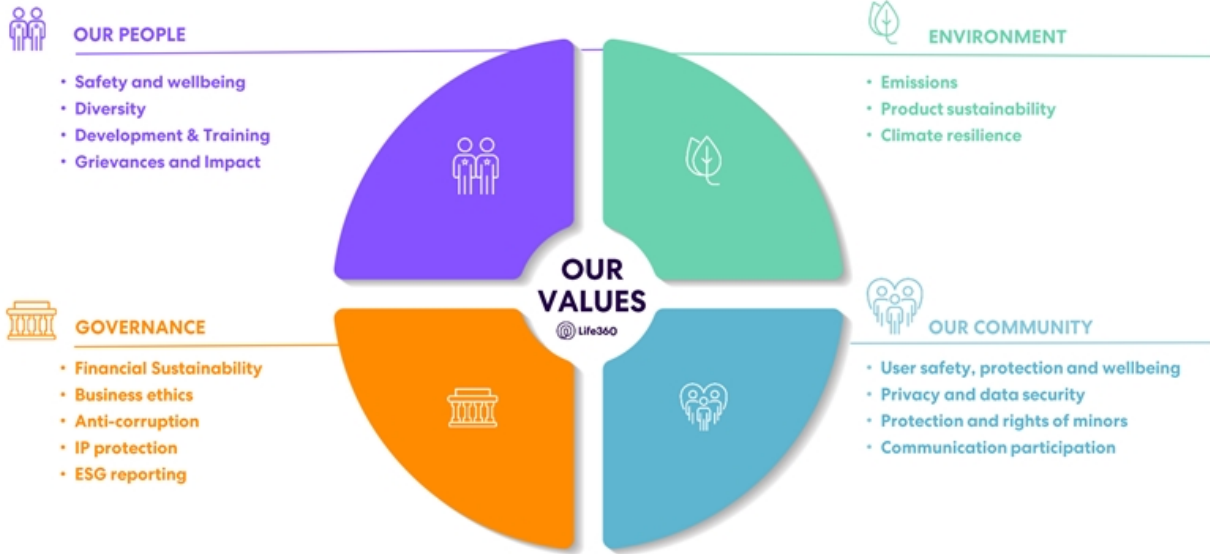
\$304.5m

Revenue
+33% YoY

\$20.6m

Adjusted EBITDA, first full year of positive AEBITDA

Environmental, Social & Governance Initiatives

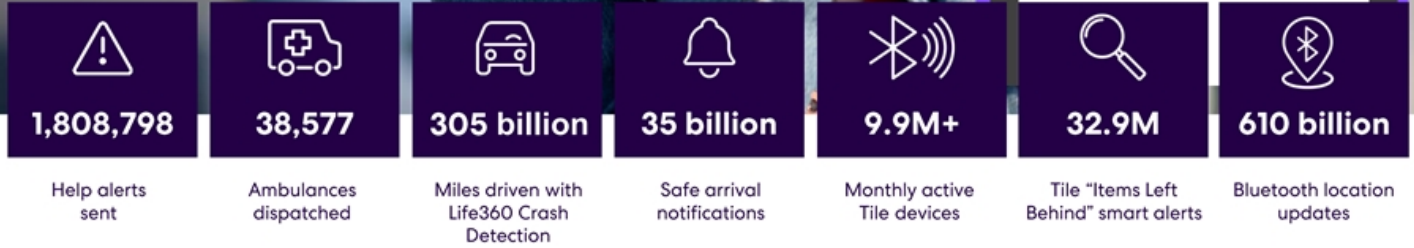
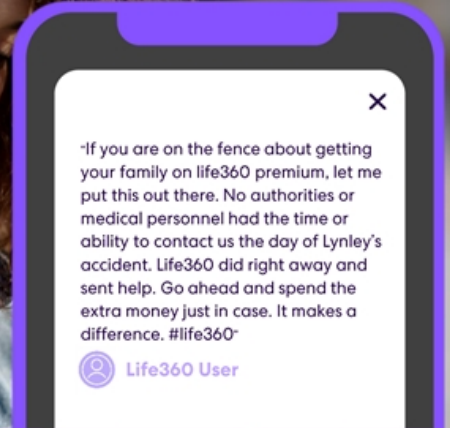


Further information on Life360's ESG initiatives is included in the 2023 Annual Report



FY23 User Metrics

Connecting families and saving lives



Chairman's Address

John Philip Coghlan



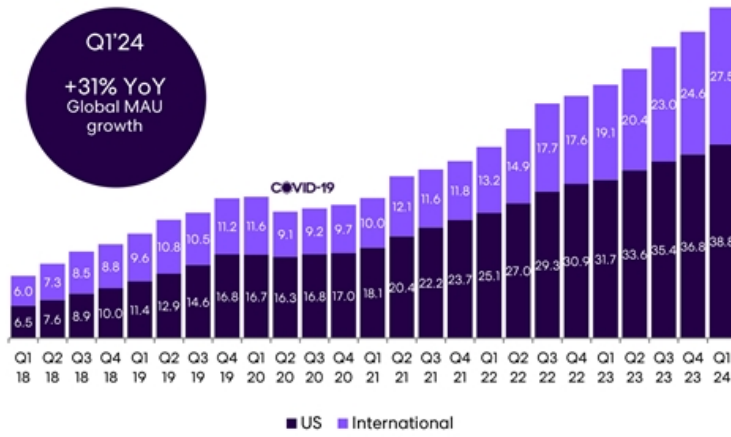
CEO's Address

Chris Hulls

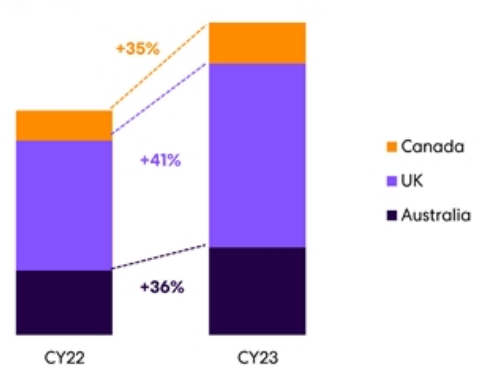


FY23 global MAU growth of 26% YoY

Life360 Core Monthly Active Users (MAU)(M)



International Triple Tier launch countries MAU

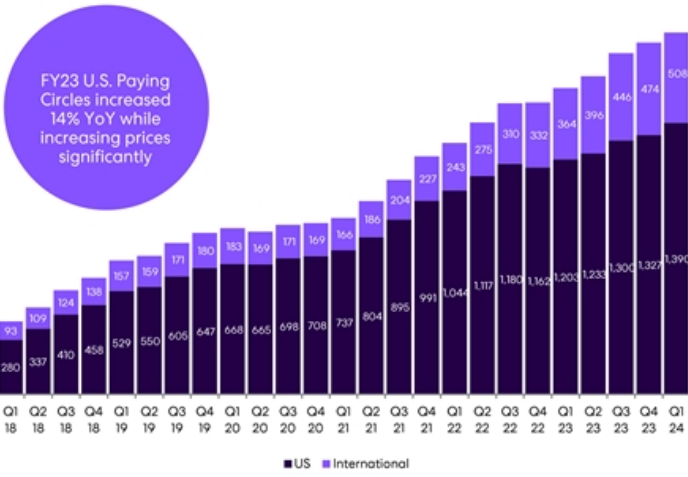


Note: Numbers may not add due to rounding.

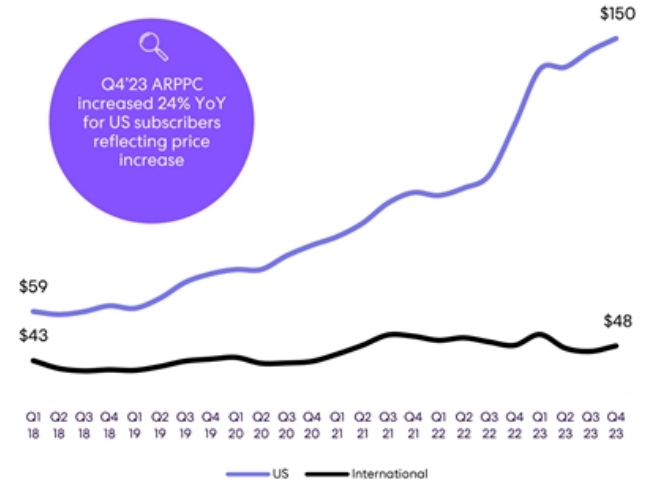


Paying Circle and ARPPC growth

Paying Circles by geography (000s)*

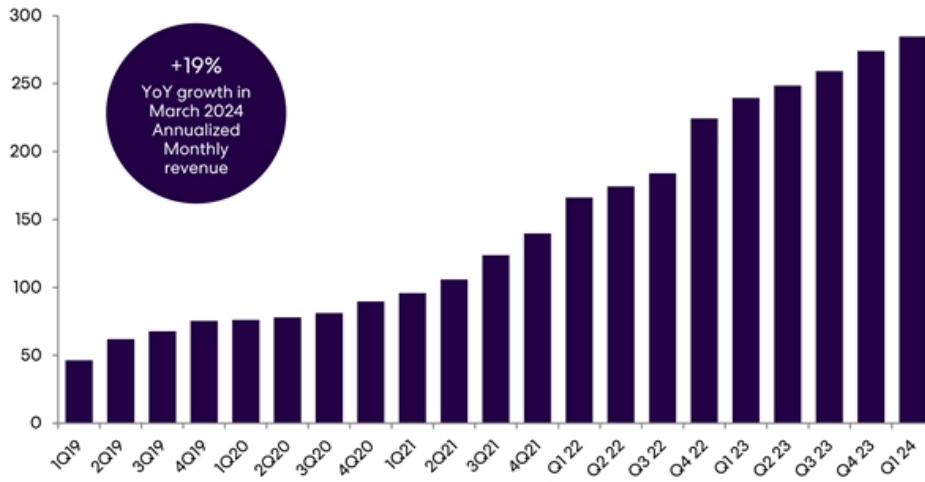


Average Revenue Per Paying Circle (ARPPC) (\$)



AMR has more than quadrupled since our IPO in May 2019

Quarterly Annualized Monthly Revenue (\$M)*



*Annualized Monthly Revenue (AMR) is a financial measure used by the Company to identify the annualized monthly value of active customer agreements at the end of a reporting period. AMR includes the annualized monthly value of subscription, data and partnership agreements. All components of these agreements that are not expected to recur are excluded

The aspirational goals that drive our strategy

#1

Brand for everyday family life

150M+

Monthly Active Users

\$1B+

Revenue

25%+

EBITDA margins

Note: Long-term targets are not projections; they are goals and are forward-looking, subject to significant business, economic, regulatory and competitive uncertainties and contingencies, many of which are beyond the control of the Company and its management, and are based upon assumptions with respect to future decisions, which are subject to change. Actual results will vary and those variations may be material. For discussion of some of the important factors that could cause these variations, please consult the "Risk Factors" section in our most recent Annual Report on Form 10-K, as well as any amendments thereto reflected in subsequent Quarterly Reports on Form 10-Q and other filings with the SEC. Nothing in this presentation should be regarded as a representation by any person that these goals will be achieved and the Company undertakes no duty to update its goals.

2024 Key Initiatives



Grow our audience



Scale paid offerings



Create new revenue streams



Expand profitability



Earnings Guidance

Life360 has maintained the FY24 earnings guidance included in the Q1'24 results announcement released on 10 May 2024 (AEST)/9 May (U.S. PT)

APPENDIX 1

Non-GAAP Financial Measures

\$M	Year ended December 31,	
	2022	2023
Net loss	(91.6)	(28.2)
Add (deduct):		
Convertible notes fair value adjustment	(1.8)	0.7
Derivative liability fair value adjustment (1)	(1.3)	0.1
Provision for income taxes	0.3	0.6
Depreciation and amortization (2)	9.2	9.1
Other income, net	—	(3.2)
EBITDA	(85.2)	(20.8)
Stock-based compensation	34.7	38.5
Form 10 transaction costs	3.8	—
Acquisition and integration costs	11.9	—
Workplace restructuring costs (3)	—	4.0
Write-off of obsolete inventory (4)	—	0.9
Adjustment in connection with membership benefit (5)	—	(2.2)
Warehouse relocation costs	—	0.1
Gain on revaluation of contingent consideration	(5.3)	—
Adjusted EBITDA	(40.1)	20.6

(1) To reflect the change in value of the derivative liability associated with the July 2021 Convertible Notes
(2) Includes depreciation on fixed assets and amortization of acquired intangible assets
(3) Relates to workplace restructuring costs in connection with the workplace restructure announced on January 12, 2023
(4) Relates to the write-off of raw materials that have no alternative use to the Company following the decision to halt development
(5) Relates to an adjustment recorded in the current period to reduce product costs recorded to cost of revenue in connection with the discontinuation of certain battery related membership benefits

We collect and analyze operating and financial data to evaluate the health of our business, allocate our resources and assess our performance.

EBITDA and Adjusted EBITDA

In addition to total revenue, net loss and other results under GAAP, we utilize non-GAAP calculations of earnings before interest, taxes, depreciation and amortization ("EBITDA") and adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA"). EBITDA is defined as net loss, excluding (i) convertible notes and derivative liability fair value adjustments, (ii) provision for income taxes, (iii) depreciation and amortization and (iv) other income, net. Adjusted EBITDA is defined as net loss, excluding (i) convertible notes and derivative liability fair value adjustments, (ii) provision for income taxes, (iii) depreciation and amortization, (iv) other income, net, (v) stock-based compensation, (vi) Form 10 transaction costs, (vii) acquisition and integration costs, (viii) workplace restructuring costs, (ix) inventory write-offs, (x) adjustment in connection with membership benefit, (xi) warehouse relocation costs and (xii) gain on revaluation of contingent consideration.

The above items are excluded from EBITDA and Adjusted EBITDA because these items are non-cash in nature, or because the amount and timing of these items are unpredictable, are not driven by core results of operations and render comparisons with prior periods and competitors less meaningful. We believe EBITDA and Adjusted EBITDA provide useful information to investors and others in understanding and evaluating our results of operations, as well as providing useful measures for period-to-period comparisons of our business performance. Moreover, we have included EBITDA and Adjusted EBITDA in this media release because they are key measurements used by our management team internally to make operating decisions, including those related to operating expenses, evaluate performance, and perform strategic planning and annual budgeting. However, these non-GAAP financial measures are presented for supplemental informational purposes only, should not be considered a substitute for or superior to financial information presented in accordance with GAAP, and may be different from similarly titled non-GAAP financial measures used by other companies. As such, you should consider these non-GAAP financial measures in addition to other financial performance measures presented in accordance with GAAP, including various cash flow metrics, net loss and our other GAAP results.

The table presents a reconciliation of net loss, the most directly comparable GAAP measure, to EBITDA and Adjusted EBITDA.

Non-GAAP Financial Measures cont'd

The following table presents a reconciliation of net loss, the most directly comparable GAAP measure, to Adjusted (loss) profit from ordinary activities after tax.

SM	Year ended December 31,	
	2022	2023
Net loss	(91.6)	(28.2)
Stock-based compensation	34.7	38.5
Form 10 transaction costs	3.8	—
Acquisition and integration costs	11.9	—
Workplace restructuring costs (1)	—	4.0
Write-off of obsolete inventory (2)	—	0.9
Adjustment in connection with membership benefit (3)	—	(2.2)
Amortization attributable to intangible assets in connection with acquisitions	8.6	8.7
Warehouse relocation costs	—	0.1
Gain on revaluation of contingent consideration	(5.3)	—
Adjusted (loss) profit from ordinary activities after tax	(37.9)	21.9

Adjusted (loss) profit from ordinary activities after tax

Adjusted (loss) profit from ordinary activities after tax is defined as net loss, excluding (i) stock-based compensation, (ii) Form 10 transaction costs, (iii) acquisition and integration costs, (iv) gain on revaluation of contingent consideration, (v) workplace restructuring costs, (vi) inventory write-off, (vii) adjustment in connection with membership benefit, (viii) warehouse relocation costs and (ix) amortization attributable to intangible assets in connection with acquisitions. The above items are excluded from net loss because these items are non-cash in nature, or because the amount and timing of these items are unpredictable, are not driven by core-results of operations and render comparisons with prior periods and competitors less meaningful. This non-GAAP financial measure is presented for supplemental informational purposes only, should not be considered a substitute for or superior to financial information presented in accordance with GAAP, and may be different from similarly titled non-GAAP financial measures used by other companies. As such, you should consider this non-GAAP financial measure in addition to other financial performance measures presented in accordance with GAAP, including various cash flow metrics, net loss and our other GAAP results.

(1) Relates to workplace restructuring costs in connection with the workplace restructure announced on January 12, 2023

(2) Relates to the write-off of raw materials that have no alternative use to the Company following the decision to halt development

(3) Relates to an adjustment recorded in the current period to reduce product costs recorded to cost of revenue in connection with the discontinuation of certain battery related membership benefits

Note: Tables may not add due to rounding

Disclaimer

This document dated 30 May 2024 (Australia), May 29, 2024 (U.S.) has been prepared by Life360, Inc. (ARBN 629 412 942) ("Company") and is provided for information purposes only. It contains summary information about the Company and its activities and is current as of the date of this document. It should be read in conjunction with the Company's periodic and continuous disclosure announcements filed with the Australian Securities Exchange and the U.S. Securities and Exchange Commission ("SEC"), available at www.asx.com.au and www.sec.gov, respectively.

This document does not constitute an offer, invitation, solicitation or recommendation with respect to the purchase or sale of any security in the Company nor does it constitute financial product advice. This document is not a prospectus, product disclosure statement or other offer document under Australian law, the federal laws of the United States or under any other law. This document has not been registered or approved by regulatory authorities in any jurisdiction. This communication is restricted by law; it is not intended for distribution to, or use by any person in, any jurisdiction where such distribution or use would be contrary to local law or regulation.

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Certain statements in this document constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Statements that are not historical in nature, including the words "anticipate", "expect", "suggests", "plan", "believe", "intend", "estimates", "targets", "projects", "should", "could", "would", "may", "will", "forecast" and other similar expressions are intended to identify forward-looking statements. These forward-looking statements include, but are

not limited to, statements regarding: the Company's growth strategy and business plan and the Company's ability to effectively manage its growth and meet future capital requirements; the Company's expectations regarding future financial performance, including its expectations regarding its revenue, revenue growth, adjusted EBITDA, and operating cash flow, and the Company's ability to achieve or maintain future profitability; the Company's ability to further penetrate its existing member base, maintain and expand its member base and increase monetization of its member base; the Company's ability to expand internationally and the significance of its global opportunity; the Company's ability to anticipate market needs or develop new products and services or enhance existing products and services to meet those needs; and the Company's ability to increase sales of its products and services. Such forward-looking statements are prediction, projections and other statements about future events that are based on current expectations and assumptions and, as a result, involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company and which may cause actual results, performance or achievements to differ materially from those expressed or implied by such statements. Forward-looking statements are provided as a general guide only, and should not be relied on as an indication or guarantee of future performance. They can be affected by inaccurate assumptions we might make or by known or unknown risks or uncertainties. Given these uncertainties, recipients are cautioned to not place undue reliance on any forward-looking statement. Forward-looking statements speak only as of the date they are made. Subject to any continuing obligations under applicable law the Company disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements in this document to reflect any change in expectations in relation to such forward-looking statements or any change in events, conditions or circumstances on which any such statement is based.

This document contains unaudited financial information for the Company that has been prepared by the Company's management. The Company's results are reported under US-GAAP. Investors should be aware that certain financial data included in this presentation including EBITDA, Adjusted EBITDA, and Adjusted (loss) profit from ordinary activities after tax are "non-GAAP financial measures" within the meaning of Regulation G of the Exchange Act. This document also contains certain operating metrics such as annualized monthly revenue (AMR), average revenue per paying circle (ARPPC), monthly active users (MAU) and Paying Circles which the Company uses internally in assessing its own operating performance and making operating decisions and which the Company believes are useful to investors and analysts as a supplement to its GAAP and non-GAAP financial information for analyzing operating performance and identifying operating trends in the Company's business. These metrics may be calculated differently from, and therefore may not be directly comparable to, similarly titled measures used by other companies. Additional information regarding these metrics is included in the Company's Annual Report on Form 10-K filed with the SEC on February 29, 2024, as well as any amendments thereto reflected in subsequent Quarterly Reports on Form 10-Q and other filings with the SEC.

All values are stated in US dollars unless otherwise stated.