

**FIRST CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF AUTOMATTIC INC.**

**(Pursuant to Section 242 of the General
Corporation Law of the State of Delaware)**

Automattic Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “General Corporation Law”),

DOES HEREBY CERTIFY:

FIRST: That the name of this corporation is Automattic Inc. and that this corporation was originally incorporated pursuant to the General Corporation Law on March 28, 2005 under the name Automattic Inc.

SECOND: That the Board of Directors of the Corporation duly adopted resolutions setting forth a proposed amendments to the Amended and Restated Certificate of Incorporation of the Corporation (the “Restated Certificate”), declaring said amendments to be advisable and in the best interests of the Corporation and its stockholders and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment is substantially as follows:

RESOLVED, that Article IV of the Restated Certificate be deleted and replaced in full with the following:

“The total number of shares of stock that the corporation shall have authority to issue is 122,077,814 consisting of 94,000,000 shares of Common Stock, \$0.0001 par value per share (the “Common Stock”), 4,500,000 shares of A12 Common Stock, \$0.0001 par value per share (the “A12 Stock”), 7,344,463 shares of Nonvoting Common Stock, \$0.0001 par value per share (the “Nonvoting Common Stock”) and 16,233,351 shares of Preferred Stock, \$0.0001 par value per share (the “Preferred Stock”). The first series of A12 Stock shall be designated as “Series A12-0 Stock” and shall consist of 103,961 shares. The second series of A12 Stock shall be designated as “Series A12-1 Stock” and shall consist of 39,553 shares. The third series of A12 Stock shall be designated as “Series A12-2 Stock” and shall consist of 34,477 shares. The fourth series of A12 Stock shall be designated as “Series A12-3 Stock” and shall consist of 49,904 shares. The fifth series of A12 Stock shall be designated as “Series A12-4 Stock” and shall consist of 57,411 shares. The sixth series of A12 Stock shall be designated as “Series A12-5 Stock” and shall consist of 67,397 shares. The seventh series of A12 Stock shall be designated as “Series A12-6 Stock” and shall consist of 500,000 shares. The eighth series of A12 Stock shall be designated as “Series A12-7 Stock” and shall consist of 500,000 shares. The ninth series of A12 Stock shall be designated as “Series A12-8 Stock” and shall consist of 500,000

shares. The tenth series of A12 Stock shall be designated as "Series A12-9 Stock" and shall consist of 500,000 shares. The eleventh series of A12 Stock shall be designated as "Series A12-10 Stock" and shall consist of 500,000 shares. The twelfth series of A12 Stock shall be designated as "Series A12-11 Stock" and shall consist of 500,000 shares. The thirteenth series of A12 Stock shall be designated as "Series A12-12 Stock" and shall consist of 500,000 shares. The fourteenth series of A12 Stock shall be designated as "Series A12-13 Stock" and shall consist of 500,000 shares. The fifteenth series of A12 Stock shall be designated as "Series A12-14 Stock" and shall consist of 147,297 shares. The first series of Preferred Stock shall be designated as "Series C Preferred Stock" and shall consist of 8,888,888 shares. The second series of Preferred Stock shall be designated as "Series D Preferred Stock" and shall consist of 7,344,463 shares."

RESOLVED, that Section 4 of Article V of the Restated Certificate be deleted and replaced in full with the following:

"4. Conversion. The holders of the Preferred Stock and Nonvoting Common Stock shall have conversion rights as follows:

(a) Right to Convert.

(i) Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Preferred Stock, into that number of fully-paid, nonassessable shares of Common Stock determined by dividing the Original Issue Price for the relevant Series by the Conversion Price for such series. In addition, each share of Series D Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Series D Preferred Stock, into that number of fully-paid, nonassessable shares of Nonvoting Common Stock determined by dividing the Original Issue Price by the Conversion Price of the Series D Preferred Stock. The number of shares of Common Stock or Nonvoting Common Stock, as applicable, into which each share of a Series of Preferred Stock may be converted is hereinafter referred to as the "Conversion Rate" for each such Series. Upon any decrease or increase in the Conversion Price for any Series of Preferred Stock, as described in this Section 4, the Conversion Rate for such Series shall be appropriately increased or decreased.

(ii) Each share of Nonvoting Common Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Nonvoting Common Stock, into one fully-paid, nonassessable share of Common Stock.

(b) Automatic Conversion. Each share of Series C Preferred Stock shall automatically be converted into fully-paid, non-assessable shares of Common Stock and each share of Series D Preferred Stock shall automatically be converted into fully-paid, non-assessable shares of Nonvoting Common Stock, in each case at the then effective Conversion Rate for such share (i) immediately prior to the closing of a firm commitment underwritten initial public offering pursuant to an effective registration statement filed under the Securities Act of

1933, as amended (the “Securities Act”), covering the offer and sale of the Common Stock, provided that the aggregate gross offering proceeds to the Corporation are not less than \$300,000,000, or (ii) (A) with respect to the Series C Preferred Stock, upon the receipt by the Corporation of a written request for such conversion from the holders of at least fifty-one percent (51%) of the Series C Preferred Stock then outstanding (voting as a single class and on an as-converted to Common Stock basis), or, if later, the effective date for conversion specified in such requests, or (B) with respect to the Series D Preferred Stock, upon the receipt by the Corporation of a written request for such conversion from the holders of at least fifty-one percent (51%) of the Series D Preferred Stock then outstanding (voting as a single class and on an as-converted to Common Stock basis), or, if later, the effective date for conversion specified in such requests (each of the events referred to in (i) and (ii) are referred to herein as an “Automatic Conversion Event”); provided, however, prior to an Automatic Conversion Event, upon the receipt by the Corporation of a written request from a holder of Series D Preferred Stock, all or any portion (as specified in such written request) of the then outstanding shares of Series D Preferred Stock held by such holder may instead convert into that number of fully-paid, nonassessable shares of Common Stock.

(c) Mechanics of Conversion. No fractional shares of Common Stock or Nonvoting Common Stock, as applicable, shall be issued upon conversion of Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of a share of Common Stock or Nonvoting Common Stock, as applicable, as determined by the Board of Directors. For such purpose, all shares of Preferred Stock held by each holder of Preferred Stock shall be aggregated, and any resulting fractional share of Common Stock and/or Nonvoting Common Stock, as applicable, shall be paid in cash. Before any holder of Preferred Stock shall be entitled to convert the same into full shares of Common Stock and/or Nonvoting Common Stock, as applicable,, and to receive certificates therefor, he shall either (A) surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock or (B) notify the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and execute an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates, and shall give written notice to the Corporation at such office that he elects to convert the same; provided, however, that on the date of an Automatic Conversion Event, the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided further, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock or Nonvoting Common Stock, as applicable, issuable upon such Automatic Conversion Event unless either the certificates evidencing such shares of Preferred Stock are delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. On the date of the occurrence of an Automatic Conversion Event, each holder of record of shares of Preferred Stock shall be deemed to be the holder of record of the Common Stock or Nonvoting Common Stock, as applicable, issuable upon such conversion, notwithstanding that the certificates representing such shares of Preferred Stock shall not have been surrendered at the office of the Corporation, that notice from the

Corporation shall not have been received by any holder of record of shares of Preferred Stock, or that the certificates evidencing such shares of Common Stock or Nonvoting Common Stock shall not then be actually delivered to such holder.

The Corporation shall, as soon as practicable after such delivery, or after such agreement and indemnification, issue and deliver at such office to such holder of Preferred Stock, a certificate or certificates for the number of shares of Common Stock and/or Nonvoting Common Stock to which such holder shall be entitled as aforesaid and a check payable to such holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock and/or Nonvoting Common Stock, plus any declared and unpaid dividends on the converted Preferred Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock and/or Nonvoting Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock and/or Nonvoting Common Stock, respectively, on such date; provided, however, that if the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act or a merger, sale, financing, or liquidation of the Corporation or other event, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing of such transaction or upon the occurrence of such event, in which case the person(s) entitled to receive the Common Stock and/or Nonvoting Common Stock, issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such transaction or the occurrence of such event.

(d) Adjustments to Conversion Price for Diluting Issues.

(i) Special Definition. For purposes of this paragraph 4(d), “Additional Shares of Common” shall mean all shares of Common Stock issued (or, pursuant to paragraph 4(d)(iii), deemed to be issued) by the Corporation after the filing of this Amended and Restated Certificate of Incorporation, other than the issuances or deemed issuances (such issuances or deemed issuances, “Excluded Securities”) of:

(1) shares of Common Stock and options, warrants or other rights to purchase Common Stock issued to employees, officers or directors of, or consultant or advisors to the Corporation or any subsidiary pursuant to restricted stock purchase agreements, stock option plans or similar arrangements;

(2) shares of Common Stock issued upon the exercise or conversion of Options or Convertible Securities outstanding as of the date of the filing of this Amended and Restated Certificate of Incorporation or upon the exercise or conversion of Options or Convertible Securities counted against the limits set forth in subparagraph 4(d)(i)(1) above;

(3) shares of Common Stock issued or issuable as a dividend or distribution on Preferred Stock or pursuant to any event for which adjustment is made pursuant to paragraph 4(e), 4(f) or 4(g) hereof;

(4) shares of Common Stock issued in a registered public offering under the Securities Act;

(5) shares of Common Stock issued in connection with a bona fide business acquisition by this corporation, whether by merger, consolidation, sale of assets, sale or exchange of stock or otherwise, provided, that such issuances are approved by the Board of Directors;

(6) shares of Common Stock issued or issuable to banks, equipment lessors or other financial institutions pursuant to a debt financing or commercial leasing transaction approved by the Board of Directors;

(7) shares of Common Stock issued or issuable in connection with sponsored research, collaboration, technology license, development, OEM, marketing or other similar agreements or strategic partnerships approved by the Board of Directors;

(8) shares of Common Stock issued or issuable to suppliers or third party service providers in connection with the provision of goods or services pursuant to transactions approved by the Board of Directors; and

(9) shares of Common Stock issued or issuable in connection with a transaction not contemplated by subsections (5) – (8) above, including, without limitation in connection with a bona fide financing transaction; provided that the Corporation repurchases or cancels an equal or greater number of shares of capital stock of the Corporation (other than A12 Stock) and/or options to purchase capital stock of the Corporation within ninety (90) days of such issuance of Common Stock in such transaction (all such repurchased capital stock and/or cancelled options to purchase capital stock the “Redeemed Shares and Options”); and provided further that the gross price per share paid by the Corporation in connection with any such Redeemed Shares and Options is equal to or less than the gross price per share received by the Corporation in connection with the corresponding financing transaction.

(ii) No Adjustment of Conversion Price; Tolling. No adjustment in the Conversion Price of a particular Series of Preferred Stock shall be made in respect of the issuance of Additional Shares of Common unless the consideration per share (as determined pursuant to paragraph 4(d)(v)) for an Additional Share of Common issued or deemed to be issued by the Corporation is less than the Conversion Price in effect on the date of, and immediately prior to, such issue, for such Series of Preferred Stock. In addition, notwithstanding anything to the contrary set forth herein, in the event of an issuance or deemed issuance of shares of Common Stock by the Corporation pursuant to paragraph 4(d)(i)(9), which will be followed by a repurchase and/or cancellation of Redeemed Shares and Options, no adjustment in the Conversion Price of any series of Preferred Stock shall be made until the ninetieth (90th) day following such issuance of shares of Common Stock (the “Repurchase Tolling Date”). On the Repurchase Tolling Date, the Corporation will determine the number of Redeemed Shares and Options that have been repurchased and/or cancelled by the Corporation. If the number of Redeemed Shares and Options repurchased and/or cancelled by the Corporation within the ninety (90) days following the issuance or deemed issuance of shares of shares of Common Stock by the Corporation pursuant to paragraph 4(d)(i)(9) is equal to or greater than the number of shares

of shares of Common Stock issued in connection with such transaction, no adjustment shall be made to the Conversion Price of any series of Preferred Stock pursuant to this Section 4, provided, however, that if the number of Redeemed Shares and Options repurchased and/or cancelled by the Corporation within the ninety (90) days following the issuance or deemed issuance of shares of Common Stock by the Corporation pursuant to paragraph 4(d)(i)(9) is less than the number of shares of Common Stock issued in connection with such transaction, the positive difference between (x) the number of shares of Common Stock issued or deemed issued pursuant to paragraph 4(d)(i)(9) and (y) the number of Redeemed Shares and Options actually repurchased and/or cancelled prior to the Repurchase Tolling Date (the “Repurchase Shortfall Shares”) shall be deemed Additional Shares of Common for the purposes of this Section 4 and each series of Preferred Stock shall be entitled to any applicable Conversion Price adjustment pursuant to Section 4(d)(iv) related to the issuance or deemed issuance of the Repurchase Shortfall Shares (unless such adjustment is otherwise waived pursuant to Section 4(i)).

(iii) Deemed Issue of Additional Shares of Common. In the event the Corporation at any time or from time to time after the date of the filing of this Amended and Restated Certificate of Incorporation shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities, the conversion or exchange of such Convertible Securities or, in the case of Options for Convertible Securities, the exercise of such Options and the conversion or exchange of the underlying securities, shall be deemed to have been issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that in any such case in which shares are deemed to be issued:

(1) no further adjustment in the Conversion Price of any Series of Preferred Stock shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock in connection with the exercise of such Options or conversion or exchange of such Convertible Securities;

(2) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any change in the consideration payable to the Corporation or in the number of shares of Common Stock issuable upon the exercise, conversion or exchange thereof (other than a change pursuant to the anti-dilution provisions of such Options or Convertible Securities such as this Section 4(d) or pursuant to Recapitalization provisions of such Options or Convertible Securities such as Sections 4(e), 4(f) and 4(g) hereof), the Conversion Price of each Series of Preferred Stock and any subsequent adjustments based thereon shall be recomputed to reflect such change as if such change had been in effect as of the original issue thereof (or upon the occurrence of the record date with respect thereto);

(3) no readjustment pursuant to clause (2) above shall have the effect of increasing the Conversion Price of a Series of Preferred Stock to an amount above the Conversion Price that would have resulted from any other issuances of Additional Shares of Common and any other adjustments provided for herein between the original adjustment date and such readjustment date;

(4) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, the Conversion Price of each Series of Preferred Stock computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto) and any subsequent adjustments based thereon shall, upon such expiration, be recomputed as if:

(a) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common issued were the shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the Corporation for the issue of such exercised Options plus the consideration actually received by the Corporation upon such exercise or for the issue of all such Convertible Securities which were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange, and

(b) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the Corporation for the Additional Shares of Common deemed to have been then issued was the consideration actually received by the Corporation for the issue of such exercised Options, plus the consideration deemed to have been received by the Corporation (determined pursuant to Section 4(d)(v)) upon the issue of the Convertible Securities with respect to which such Options were actually exercised; and

(5) if such record date shall have been fixed and such Options or Convertible Securities are not issued on the date fixed therefor, the adjustment previously made in the Conversion Price which became effective on such record date shall be canceled as of the close of business on such record date, and thereafter the Conversion Price shall be adjusted pursuant to this paragraph 4(d)(iii) as of the actual date of their issuance.

(iv) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common. In the event this Corporation shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to paragraph 4(d)(iii)) without consideration or for a price per share less than the applicable Conversion Price of a Series of Preferred Stock in effect on the date of and immediately prior to such issue, then, the Conversion Price of the affected Series of Preferred Stock shall be reduced, concurrently with such issue, to a price (calculated to the nearest cent) determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of shares which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common so issued would purchase at such Conversion Price, and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of such Additional Shares of Common so issued. Notwithstanding the foregoing, the Conversion Price shall not be reduced at such time if the amount of such reduction would be less than \$0.01, but any such amount shall be carried forward, and a reduction will be made with respect to such amount at the time of, and together with, any subsequent reduction which,

together with such amount and any other amounts so carried forward, equal \$0.01 or more in the aggregate. For the purposes of this Subsection 4(d)(iv), all shares of Common Stock issuable upon conversion of all outstanding shares of Preferred Stock and the exercise and/or conversion of any other outstanding Convertible Securities and all outstanding Options shall be deemed to be outstanding.

(v) Determination of Consideration. For purposes of this subsection 4(d), the consideration received by the Corporation for the issue (or deemed issue) of any Additional Shares of Common shall be computed as follows:

(1) Cash and Property. Such consideration shall:

(a) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation before deducting any reasonable discounts, commissions or other expenses allowed, paid or incurred by the Corporation for any underwriting or otherwise in connection with such issuance;

(b) insofar as it consists of property other than cash, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors; and

(c) in the event Additional Shares of Common are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (a) and (b) above, as reasonably determined in good faith by the Board of Directors.

(2) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common deemed to have been issued pursuant to paragraph 4(d)(iii) shall be determined by dividing:

(a) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities by

(b) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(e) Adjustments for Subdivisions or Combinations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise occurring after the date of the filing of this Amended and Restated Certificate of Incorporation) into a greater number of shares of Common Stock, the

Conversion Price of each Series of Preferred Stock in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the Conversion Prices in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased. In the event the outstanding shares of Common Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise occurring after the date of the filing of this Amended and Restated Certificate of Incorporation) into a greater number of shares of Common Stock, the shares of Nonvoting Common Stock shall be subdivided in the same fashion. In the event the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the shares of Nonvoting Common Stock shall be combined in the same fashion.

(f) Adjustments for Subdivisions or Combinations of Preferred Stock. In the event the outstanding shares of Preferred Stock or a Series of Preferred Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise occurring after the date of the filing of this Amended and Restated Certificate of Incorporation) into a greater number of shares of Preferred Stock, the Dividend Rate, Original Issue Price and Liquidation Preference of the affected Series of Preferred Stock in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Preferred Stock or a Series of Preferred Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Preferred Stock, the Dividend Rate, Original Issue Price and Liquidation Preference of the affected Series of Preferred Stock in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(g) Adjustments for Reclassification, Exchange and Substitution. Subject to Section 3 above (“Liquidation Rights”), if the Common Stock issuable upon conversion of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), then, in any such event, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, each holder of such Preferred Stock shall have the right thereafter to convert such shares of Preferred Stock into a number of shares of such other class or classes of stock which a holder of the number of shares of Common Stock deliverable upon conversion of such Series of Preferred Stock immediately before that change would have been entitled to receive in such reorganization or reclassification, all subject to further adjustment as provided herein with respect to such other shares.

(h) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Section 4, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price at the time in effect and (iii) the number

of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Preferred Stock.

(i) Waiver of Adjustment of Conversion Price. Notwithstanding anything herein to the contrary, any downward adjustment of the Conversion Price of any Series of Preferred Stock may be waived (i) by the consent or vote of the holders of at least fifty-one percent (51%) of the outstanding shares of such Series either before or after the issuance causing the adjustment, and (ii) solely with respect to Series D Preferred Stock, by the vote or written consent of the holders of at least a majority of the then outstanding Series D Preferred Stock.

(j) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock and Nonvoting Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock, such number of its shares of Common Stock and Nonvoting Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock and Nonvoting Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock and Nonvoting Common Stock to such number of shares as shall be sufficient for such purpose.”

THIRD: That thereafter said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law by written consent of the stockholders holding the requisite number of shares required by statute given in accordance with and pursuant to Section 228 of the General Corporation Law.

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IN WITNESS WHEREOF Automattic Inc., has caused this Certificate of Amendment to the Restated Certificate of Incorporation to be signed by its Chief Executive Officer this 10th day of December, 2019.

/s/ Matthew Mullenweg

Matthew Mullenweg
Chief Executive Officer