

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
PROSPRESS INC.
WITH AND INTO
AUTOMATTIC INC.

Pursuant to Section 253 of the Delaware General Corporation Law (the “**DGCL**”), Automattic Inc., a Delaware corporation (the “**Parent**”), does hereby certify to the following information relating to the merger (the “**Merger**”) of Prospress Inc., a Delaware corporation (the “**Corporation**”) with and into the Parent with the Parent remaining as the surviving corporation:

FIRST: The Parent owns all of the outstanding shares of each class of capital stock of the Corporation.

SECOND: The Board of Directors of the Parent, by resolutions duly adopted by unanimous written consent on December 9, 2020 and attached hereto as **Exhibit A**, determined to merge the Corporation with and into the Parent pursuant to Section 253 of the DGCL.

THIRD: The Parent shall be the surviving corporation of the Merger.

FOURTH: The Certificate of Ownership and Merger and the Merger shall become effective upon the filing of such Certificate of Ownership and Merger with the Delaware Secretary of State.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, this 21st day of December, 2020.

AUTOMATTIC INC.
a Delaware corporation

By: Paul Sieminski
Name: Paul Sieminski
Title: Authorized Officer

Exhibit A

Action Required Administrative Approvals

Matt Mullenweg <m@mullenweg.com>
To: Paul Sieminski <pes@automatic.com>, Automatic Board <board@automatic.com>
Cc: Sadie Ferguson <sadie.ferguson@automatic.com>, "Scott C. Dettmer" <scottmer@gunder.com>, Mark Davies <mark.davies@automatic.com>, Rebecca Payne <rebecca.payne@automatic.com>

Wed, Dec 9, 2020 at 11:39 PM

Approved.

On 2020-12-09 12:59 PM, Paul Sieminski wrote:
Automatic Directors:

We have a few administrative items that I'd like to handle by email, before our regularly scheduled Board meeting tomorrow.

If you are in agreement, please reply to this email with "Approved".

Specifically, I'd like to ask for your approval on the following matters:

"

"

"1. Updated 409a Valuation (report attached)."

"Type of Stock"

"09/22/20 Price"

"11/30/20 Price"
[Quoted text hidden]
**

1. Mark Davies, \$2,666,667 worth of A12-8 stock at the new price of \$16.49, or 161,715 shares, fully vested. This is the second of three annual A12 grants for Mark, as agreed in his offer letter.

2. Tautvidas Sipavičius, \$600,000 worth of A12-8 stock at the new price of \$16.49, or 36,385 shares. Tautvidas is the CTO of our recent acquisition, MailPoet. His equity grant is part of the consideration agreed on in the acquisition.

- Vesting: Four year schedule, one year cliff. Twenty five percent (25%) of the shares will vest on December 9, 2021, and the remaining seventy five percent (75%) of shares shall vest in equal monthly installments for thirty six (36) months thereafter.

- Acceleration: In the event that Automatic terminates Mr. Sipavičius's service without cause (as defined in his offer letter), any remaining unvested shares will continue to vest. In the event that Mr. Sipavičius terminates his service with Automatic, or if Automatic terminates his service with cause (as defined in his offer letter), Mr. Sipavičius will forfeit any remaining unvested shares.

3. "Forming Subsidiaries, Eliminating Subsidiaries."

1. Establish a few new corporate subsidiaries to (i) house the Brainstorm Force business we are acquiring out of India, and (ii) move our Woo business into its own structure, like we did with VIP last year. These are:"

I. Brainstorm Force entities in the United States, India, and Ireland (needed for tax structuring).

II. Woo Commerce Inc. (US), Woo Commerce Ireland, Ltd., and Woo Commerce Holdings BV (NL).

2. Eliminate subsidiaries that we've added through M&A. Their businesses have now been integrated into Automatic's existing structure, and the subsidiaries no longer needed. We'll eliminate:

I. Prospress Inc. (US), Prospress Pty (AUS).

II. Zero BS Software, Ltd. (UK).

4. "Minutes from September meeting (attached)."
[Quoted text hidden]

—
Matt Mullenweg
<https://ma.tt> | <https://wordpress.org> | <https://automatic.com>

AUTOMATIC

Rebecca Payne <rebecca.payne@a8c.com>

***Action Required* Administrative Approvals**

Ann Dunwoody <aedunwoody@gmail.com>

Wed, Dec 9, 2020 at 1:14 PM

To: Paul Sieminski <pes@automatic.com>

Cc: Automatic Board <board@automatic.com>, Sadie Ferguson <sadie.ferguson@automatic.com>, "Scott C. Dettmer" <SDETTMER@gunder.com>, Mark Davies <mark.davies@automatic.com>, Rebecca Payne <rebecca.payne@automatic.com>

Approved

Sent from my iPhone

On Dec 9, 2020, at 3:59 PM, Paul Sieminski <pes@automatic.com> wrote:

Automatic Directors:

We have a few administrative items that I'd like to handle by email, before our regularly scheduled Board meeting tomorrow.

If you are in agreement, please reply to this email with *Approved*.

Specifically, I'd like to ask for your approval on the following matters:

1. Updated 409a Valuation (report attached).

pe of tock	09/22/20 rice	11/30/20 rice
Common	\$14.47	\$16.07
A12-0	\$16.03	\$17.57
A12-1	\$16.03	\$17.57
A12-2	\$16.03	\$17.57
A12-3	\$16.03	\$17.57
A12-4	\$16.03	\$17.57
A12-5	\$16.03	\$17.57
A12-6	\$15.53	\$17.08
A12-7	\$14.94	\$16.88
A12-8	N/A	\$16.49

2. A12 tock rants.

1. Mark Davies, \$2,666,667 worth of A12-8 stock at the new price of \$16.49, or 161,715 shares, fully vested. This is the second of three annual A12 grants for Mark, as agreed in his offer letter.

2. Tautvidas Sipavičius, \$600,000 worth of A12-8 stock at the new price of \$16.49, or 36,385 shares. Tautvidas is the CTO of our recent acquisition, MailPoet. His equity grant is part of the consideration agreed on in the acquisition.

- Vesting: Four year schedule, one year cliff. Twenty five percent (25%) of the shares will vest on December 9, 2021, and the remaining seventy five percent (75%) of shares shall vest in equal monthly installments for thirty six (36) months thereafter.

- Acceleration: In the event that Automatic terminates Mr. Sipavičius's service without cause (as defined in his offer letter), any remaining unvested shares will continue to vest. In the event that Mr. Sipavičius terminates his service with Automatic, or if Automatic terminates his service with cause (as defined in his offer letter), Mr. Sipavičius will forfeit any remaining unvested shares.

3. orming subsidiaries liminating subsidiaries.

1. Establish a few new corporate subsidiaries to (i) house the Brainstorm Force business we are acquiring out of India, and (ii) move our Woo business into its own structure, like we did with VIP last year. These are:

- i. Brainstorm Force entities in the United States, India, and Ireland (needed for tax structuring).
- ii. Woo Commerce Inc. (US), Woo Commerce Ireland, Ltd., and Woo Commerce Holdings BV (NL).

2. Eliminate subsidiaries that we've added through M&A. Their businesses have now been integrated into Automatic's existing structure, and the subsidiaries no longer needed. We'll eliminate:

- i. Propress Inc. (US), Propress Pty (AUS).
- ii. Zero BS Software, Ltd. (UK).

4. Minutes from eptember meeting attached.

If you are in agreement, please reply to this email with *Approved*. As always, please feel free to respond on this thread or to me directly with any questions or requests.

Thank you!

Paul

<Minutes of Board Meeting - September 24, 2020.pdf>
<Automatic - December 2020 Valuation - DRAFT.pdf>

AUTOMATTIC

Rebecca Payne <rebecca.payne@automatic.com>

***Action Required* Administrative Approvals**

Phil Black <phil@trueventures.com>

Wed, Dec 9, 2020 at 1:09 PM

To: Paul Sieminski <pes@automatic.com>, Automatic Board <board@automatic.com>

Cc: Sadie Ferguson <sadie.ferguson@automatic.com>, "Scott C. Dettmer" <sdettmer@gunder.com>, Mark Davies <mark.davies@automatic.com>, Rebecca Payne <rebecca.payne@automatic.com>

Approved

Phil Black
415-515-9379

From: Paul Sieminski <pes@automatic.com>**Sent:** Wednesday, December 9, 2020 12:59:23 PM**To:** Automatic Board <board@automatic.com>**Cc:** Sadie Ferguson <sadie.ferguson@automatic.com>; Scott C. Dettmer <sdettmer@gunder.com>; Mark Davies <mark.davies@automatic.com>; Rebecca Payne <rebecca.payne@automatic.com>**Subject:** *Action Required* Administrative Approvals

[Quoted text hidden]

AUTOMATTIC

Rebecca Payne <rebecca.payne@a8c.com>

***Action Required* Administrative Approvals**

Toni Schneider <toni@automatic.com> Wed, Dec 9, 2020 at 1:08 PM
To: Paul Sieminski <pes@automatic.com>
Cc: Automatic Board <board@automatic.com>, Sadie Ferguson <sadie.ferguson@automatic.com>, "Scott C. Deltmer" <sdeltmer@gunder.com>, Mark Davies <mark.davies@automatic.com>, Rebecca Payne <rebecca.payne@automatic.com>

Approved.
Toni

On Dec 9, 2020, at 12:59 PM, Paul Sieminski <pes@automatic.com> wrote:

[Quoted text hidden]
<Minutes of Board Meeting - September 24, 2020.pdf>
<Automatic - December 2020 Valuation - DRAFT.pdf>

AUTOMATTIC

Rebecca Payne <rebecca.payne@asc.com>

***Action Required* Administrative Approvals**

Sue Decker <susan.decker@yahoo.com> Wed, Dec 9, 2020 at 1:39 PM
To: Paul Sieminski <pes@automatic.com>, Automatic Board <board@automatic.com>
Cc: Sadie Ferguson <sadie.ferguson@automatic.com>, "Scott C. Dettmer" <sdettmer@gunder.com>, Mark Davies <mark.davies@automatic.com>, Rebecca Payne <rebecca.payne@automatic.com>

approved

From: Paul Sieminski <pes@automatic.com>
Date: Wednesday, December 9, 2020 at 1:59 PM
To: Automatic Board <board@automatic.com>
Cc: Sadie Ferguson <sadie.ferguson@automatic.com>, Scott Dettmer <sdettmer@gunder.com>, Mark Davies <mark.davies@automatic.com>, Rebecca Payne <rebecca.payne@automatic.com>
Subject: *Action Required* Administrative Approvals

Automatic Directors:

[Quoted text hidden]