

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:37 PM 04/06/2018  
FILED 04:37 PM 04/06/2018  
SR 20182503707 - File Number 3946446

**FIRST CERTIFICATE OF AMENDMENT TO THE  
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 amendment to the Restated Certificate of Incorporation of the Corporation (the “Restated Certificate”), declaring said amendment 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 89,667,210 consisting of 69,000,000 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”), and 16,167,210 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 49,903 shares. The fifth series of A12 Stock shall be designated as “Series A12-4 Stock” and shall consist of 1,000,000 shares. The sixth series of A12 Stock shall be designated as “Series A12-5 Stock” and shall consist of 1,000,000 shares. The seventh series of A12 Stock shall be designated as “Series A12-6 Stock” and shall consist of 1,000,000 shares. The eighth series of A12 Stock shall be designated as “Series A12-7 Stock” and shall consist of 1,000,000 shares. The ninth series of A12 Stock shall be designated as “Series A12-8 Stock” and shall consist of 272,106 shares. The first series of Preferred Stock shall be designated as “Series B Preferred Stock” and shall

consist of 7,278,322 shares. The second series of Preferred Stock shall be designated as "Series C Preferred Stock" and shall consist of 8,888,888 shares."

RESOLVED, that Article V 1(d) of the Restated Certificate be deleted and replaced in full with the following:

(d) "Distribution" shall mean the transfer of cash or other property without consideration whether by way of dividend or otherwise, other than dividends on Common Stock payable in Common Stock, or the purchase or redemption of shares of the Corporation for cash or property other than: (i) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries upon termination of their employment of services pursuant to agreements providing for the right of said repurchase, (ii) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries pursuant to rights of first refusal contained in agreements providing for such right, or (iii) repurchase of capital stock of the Corporation in connection with the settlement of disputes with any stockholder, as authorized by the Board of Directors (including the Preferred Directors) or (iv) repurchases of A12 Stock.

RESOLVED, that the first sentence of Article V, Section 5(d) of the Restated Certificate be deleted.

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.

\* \* \* \* \*

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 16th day of March, 2018.

DocuSigned by:

*Matt Mullenweg*

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Matthew Mullenweg  
Chief Executive Officer