

Title: Ryan Cohen's standstill agreement expiration

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Someone recently posted here wanting to see evidence for Ryan Cohen's standstill agreement expiring next week. I was curious too, but in the time it took me to do the math, they deleted their post. Here's what I found, the math is circuitous, but it seems to check out.

**\*\*From the standstill agreement:\*\***

[[https://www.sec.gov/Archives/edgar/data/1326380/000119380521000031/e620202\\_ex99-1.htm](https://www.sec.gov/Archives/edgar/data/1326380/000119380521000031/e620202_ex99-1.htm)]([https://www.sec.gov/Archives/edgar/data/1326380/000119380521000031/e620202\\_ex99-1.htm](https://www.sec.gov/Archives/edgar/data/1326380/000119380521000031/e620202_ex99-1.htm))

#### Section 2 a

RC Ventures agrees that, from the date of this Agreement until the earlier of (x) the date that is thirty (30) calendar days prior to the deadline for the submission of director nominations by stockholders for the Company's 2022 annual meeting

**\*\*From the by-laws\*\***

[[https://www.sec.gov/Archives/edgar/data/1326380/000132638017000012/ex321\\_fifthamendbylaws.htm](https://www.sec.gov/Archives/edgar/data/1326380/000132638017000012/ex321_fifthamendbylaws.htm)]([https://www.sec.gov/Archives/edgar/data/1326380/000132638017000012/ex321\\_fifthamendbylaws.htm](https://www.sec.gov/Archives/edgar/data/1326380/000132638017000012/ex321_fifthamendbylaws.htm))

#### section 3A b

to be included in proxy materials, nominations must be received

"...not later than the 120th day nor earlier than the 150th day before the one-year anniversary of the date on which the Corporation first mailed its proxy materials or a notice of availability of proxy materials (whichever is earlier) for the preceding year's Annual Meeting"

2021 proxy materials were dated April 22, 2021. The one year anniversary of that is April 22, 2022. 120 days prior to that is December 23, 2021. 30 days prior to that is November 23, 2021

Edit: Added to the final calculation the bit about "the one-year anniversary of the date" from the by-laws.