**ACTION BY UNANIMOUS WRITTEN CONSENT**

**OF THE BOARD OF DIRECTORS OF**

**V\_FIELD\_COMPANY\_NAME\_UPCASE**

The undersigned, constituting all of the members of the Board of Directors (the “Board”) of v\_field\_company\_name, a Delaware v\_field\_entity\_type (the “Company”), pursuant to Section 141(f) of the Delaware General Corporation Law (the “DGCL”) and the Company’s Bylaws (the “Bylaws”), hereby adopt the following recitals and resolutions by written consent v\_field\_include\_effective\_date\_applicability, effective as of v\_field\_effective\_date v\_field\_end:

# Approval of the Financing.

**WHEREAS**, the Board deems it to be in the best interest of the Company and its stockholders to enter into the v\_field\_purchase\_agreement\_name with certain investors (collectively, the “Investors”) v\_field\_ancillary\_agreements\_applicability, and together therewith v\_field\_ancillary\_agreement\_hashes\_each the v\_field\_ancillary\_agreement\_hashed\_agreement\_name v\_field\_comma\_conjunctive v\_field\_end, v\_field\_end v\_field\_ancillary\_agreement\_hashes\_annotation [*Comment: Ancillary Agreements typically include an Investor Rights Agreement, a Voting Agreement, and a First Refusal an Co-Sale Agreement, and may include Management Rights Letters, and perhaps Secondary Purchase Agreements. The Restated Charter, an Option Plan, if any, and Indemnification Agreements, if any, are addressed in a separate resolution and wouldn’t be included here.*] v\_field\_end and to authorize, sell and issue up to v\_field\_maximum\_financing\_security\_number\_shares shares of v\_field\_financing\_security\_name of the Company (“v\_field\_financing\_security\_name”) v\_field\_authorize\_overage\_shares\_applicability and v\_field\_maximum\_overage\_number\_shares shares of v\_field\_overage\_shares\_security\_name of the Company (“v\_field\_overage\_shares\_security\_name”), v\_field\_end at a price of v\_field\_financing\_security\_purchase\_price\_per\_share per share v\_field\_will\_all\_or\_a\_portion\_of\_the\_purchase\_price\_be\_cancellation\_of\_indebtedness\_applicability (subject to applicable discounts, if any, where all or a portion of such price is being paid by cancellation of indebtedness of the Company) v\_field\_end in connection with such arrangement (the “Financing” and, such shares, the “Shares”) v\_field\_delaware\_section\_144\_language\_for\_financing\_applicability; v\_field\_else. v\_field\_end

v\_field\_delaware\_section\_144\_language\_for\_financing\_applicability

**WHEREAS**, pursuant to Section 144 of the Delaware General Corporation Law, no contract or transaction between the Company and one or more of its directors or officers or between the Company and any other corporation, partnership, association or other organization in which one or more of the officers or directors of the Company is an officer or director of, or has a financial interest in (any such party is referred to herein individually as an “Interested Party,” or collectively as the “Interested Parties,” and any such contract or transaction is referred to herein as an “Interested Party Transaction”), shall be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorized the Interested Party Transaction or solely because the vote of any such director is counted for such purpose, if: (i) the material facts as to the director’s or officer’s relationship or interest and as to the contract or transaction are disclosed or are known to the Board, and the Board in good faith authorizes the contract or transaction by affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum, (ii) the material facts as to the director’s or officer’s relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders, or (iii) the contract or transaction is fair as to the Company as of the time it is authorized, approved or ratified by the Board or the stockholders;

v\_field\_delaware\_section\_144\_disclosure\_for\_financing\_hashes\_each

**WHEREAS**, it is hereby disclosed or made known to the Board that v\_field\_delaware\_section\_144\_disclosure\_for\_financing\_hashed\_director\_or\_officer\_name is v\_field\_delaware\_section\_144\_disclosure\_for\_financing\_hashed\_director\_applicability a director v\_field\_delaware\_section\_144\_disclosure\_for\_financing\_hashed\_officer\_applicability and officer v\_field\_end v\_field\_else v\_field\_delaware\_section\_144\_disclosure\_for\_financing\_hashed\_officer\_applicability an officer v\_field\_end v\_field\_end of the Company v\_field\_delaware\_section\_144\_disclosure\_for\_financing\_hashed\_direct\_participant\_in\_transaction\_applicability and will participate in the Financing v\_field\_delaware\_section\_144\_disclosure\_for\_financing\_hashed\_direct\_participant\_in\_transaction\_custom\_detail\_applicability (v\_field\_delaware\_section\_144\_disclosure\_for\_financing\_hashed\_direct\_participant\_in\_transaction\_custom\_detail) v\_field\_end v\_field\_end v\_field\_delaware\_section\_144\_disclosure\_for\_financing\_hashed\_indirect\_participant\_applicability and is an officer, director, manager, partner, member or has a financial interest in v\_field\_delaware\_section\_144\_disclosure\_for\_financing\_hashed\_names\_of\_parties\_in\_transaction\_with\_relationship\_to\_director\_or\_officer, being participant(s) in the Financing v\_field\_delaware\_section\_144\_disclosure\_for\_financing\_hashed\_indirect\_participant\_custom\_detail\_applicability (v\_field\_delaware\_section\_144\_disclosure\_for\_financing\_hashed\_indirect\_participant\_custom\_detail) v\_field\_end v\_field\_end, such that v\_field\_delaware\_section\_144\_disclosure\_for\_financing\_hashed\_director\_or\_officer\_name is an Interested Party and the Financing is an Interested Party Transaction;

v\_field\_end

**WHEREAS**, the v\_field\_delaware\_section\_144\_disclosure\_for\_financing\_any\_disinterested\_directors\_applicability disinterested v\_field\_end member(s) of the Board are aware of the material facts related to the Financing and have had an adequate opportunity to ask questions regarding, and investigate the nature of, the relationships and/or interests of the Interested Part(ies) with and in the Company in connection with the Financing; and

**WHEREAS**, after careful consideration, the v\_field\_delaware\_section\_144\_disclosure\_for\_financing\_any\_disinterested\_directors\_applicability disinterested v\_field\_end member(s) of the Board have determined that the terms and conditions of the proposed Financing are just and equitable and fair as to the Company and that it is in the best interests of the Company and the stockholders of the Company to enter into the Financing subject to the terms agreed upon by the parties.

v\_field\_end

**NOW, THEREFORE, BE IT RESOLVED**, that the Financing be, and it hereby is, approved in all respects;

**RESOLVED FURTHER**, that the v\_field\_purchase\_agreement\_name in substantially the form attached hereto as Exhibit A v\_field\_ancillary\_agreements\_applicability, v\_field\_ancillary\_agreement\_hashes\_each the v\_field\_ancillary\_agreement\_hashed\_agreement\_name in substantially the form attached hereto as Exhibit A – v\_field\_ordinal\_index, v\_field\_end v\_field\_end and all other related agreements and documents necessary to effect the Financing (collectively, the “Financing Documents”), be, and they hereby are, approved, subject to such changes as may be approved by any officer of the Company in such officer’s sole discretion, his or her signature on such documents to constitute conclusive evidence of such approval;

**RESOLVED FURTHER**, that the Board hereby authorizes and directs the officers of the Company to prepare, execute and deliver the Financing Documents, and to take all actions necessary and appropriate to deliver such agreements and to perform the Company’s obligations thereunder;

**RESOLVED FURTHER**, that upon proper filing of the Company’s v\_field\_charter\_name, the officers of the Company be, and each hereby is, authorized and directed to offer for sale and to sell and issue up to the total number of Shares for the consideration set forth in the Financing Documents;

**RESOLVED FURTHER**, that the Shares are hereby reserved for issuance at one or more closings under the Transaction Documents;

**RESOVED FURTHER**, that the issuance and delivery of the shares of Common Stock that are issuable upon conversion of the Shares be, and the same hereby are, approved and authorized, and such shares of Common Stock as are issuable upon conversion are hereby reserved for such purpose;

**RESOLVED FURTHER**, that when the consideration set forth in the Transaction Documents has been received by the Company for the Shares that have been offered, issued and sold pursuant to the foregoing resolutions, such Shares shall be duly and validly issued, fully paid and nonassessable, and that the shares of Common Stock issuable upon conversion thereof, when issued, shall be duly and validly issued, fully paid and nonassessable; and

**RESOLVED FURTHER**, that the Shares shall be offered, sold and issued in accordance with the terms of v\_field\_rule\_506\_form\_d\_applicability the exemption from registration provided by Rule 506 of Regulation D, promulgated by the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Act”), and is therefore intended to preempt the blue sky laws of the various states pursuant to the provisions of Section 18(b)(4)(D) of the Act, v\_field\_else one or more exemptions from registration and the state blue sky laws as shall be applicable, and in accordance with the exemption from registration provided by Section 4(2) of the Securities Act of 1933, v\_field\_end and that the appropriate officers of the Company be, and each hereby is, authorized and directed, for and on behalf of the Company, to execute and file with the appropriate state or federal offices appropriately completed v\_field\_rule\_506\_form\_d\_applicability Forms D or such other notice filings in the various states v\_field\_else notice filings v\_field\_end as may be applicable.

v\_field\_exclude\_approval\_of\_restated\_charter\_applicability

v\_field\_else

# Approval of v\_field\_charter\_name.

**WHEREAS**, the Board deems it advisable and in the best interests of the Company and its stockholders to amend and restate the Company’s v\_field\_current\_charter\_name, to, among other things, (i) increase the number of authorized shares of Common Stock by v\_field\_common\_stock\_increase\_number\_shares shares to a total of v\_field\_common\_stock\_total\_authorized\_number\_shares shares and (ii) v\_field\_initially\_authorizing\_preferred\_stock\_rather\_than\_increasing\_applicability authorize v\_field\_preferred\_stock\_total\_authorized\_number\_shares shares of preferred stock of the Company (the “Preferred Stock”) v\_field\_else increase the number of authorized shares of preferred stock of the Company (the “Preferred Stock”) by v\_field\_preferred\_stock\_increased\_authorized\_number\_shares shares to a total of v\_field\_preferred\_stock\_total\_authorized\_number\_shares shares v\_field\_end and (iii) designate v\_field\_financing\_security\_series\_total\_authorized\_shares shares of the Preferred Stock as v\_field\_financing\_security\_name v\_field\_designate\_new\_series\_of\_preferred\_stock\_as\_overage\_shares\_applicability and designate v\_field\_overage\_shares\_total\_authorized\_shares shares of the Preferred Stock as v\_field\_overage\_shares\_security\_name, v\_field\_end and to establish the rights, preferences, privileges and restrictions thereof.

**NOW, THEREFORE, BE IT RESOLVED**, that the v\_field\_charter\_name in the form attached hereto as Exhibit B (the “Restated Certificate”) be, and it hereby is, adopted and approved;

**RESOLVED FURTHER**, that the officers of the Company be, and each of them hereby is, authorized, empowered and directed to solicit the necessary approval of the Restated Certificate from the stockholders of the Company; and

**RESOLVED FURTHER**, that upon stockholder approval of the Restated Certificate, the officers of the Company be, and each of them hereby is, authorized, empowered and directed to execute and file for and on behalf of the Company such Restated Certificate in the form and manner required by the laws of the State of Delaware, and to execute and deliver any and all certificates, authorizations or other written instruments and in general to do all acts necessary or appropriate to carry out the purposes of the foregoing resolutions.

v\_field\_end

v\_field\_approve\_forms\_of\_stock\_certificate\_applicability

# Stock Certificates.

v\_field\_approve\_forms\_of\_stock\_certificate\_hashes\_each

**RESOLVED**, that the share certificates representing v\_field\_approve\_forms\_of\_stock\_certificate\_hashed\_security\_name shall be in substantially the form attached hereto as Exhibit C v\_field\_approve\_forms\_of\_stock\_certificate\_hashes\_plurality\_applicability – v\_field\_ordinal\_index v\_field\_end; that each such certificate shall bear the name of the Company, the number of shares represented thereby, the name of the owner of such shares and the date such shares were issued; and

**RESOLVED FURTHER**, that such share certificates shall be consecutively numbered beginning with No. v\_field\_approve\_forms\_of\_stock\_certificate\_hashed\_certificate\_issue\_indicator v\_field\_approve\_forms\_of\_stock\_certificate\_hashed\_certificate\_issue\_indicator\_annotation [*Comment: For Series Seed Preferred Stock, “PS – 1” would be typical; “PA – 1” for Series A; “CS – 1” for Common Stock.*] v\_field\_end; shall be issued only when the signatures of the President and Secretary, or other such officers as provided in Section 158 of the DGCL, and the corporate seal (if one has been adopted) are affixed thereto; and may also bear other wording related to the ownership, issuance and transferability of the shares represented thereby.

v\_field\_end

v\_field\_end

v\_field\_adopt\_or\_increase\_option\_plan\_applicability

v\_field\_increase\_option\_plan\_applicability

# Increase in Authorized Shares Under the v\_field\_option\_plan\_name.

**WHEREAS**, in order to allow for the additional grant of stock options, the officers of the Company have proposed increasing the total number of shares available for grants of all types under the Company’s v\_field\_option\_plan\_name, as amended (the “Plan”).

**NOW, THEREFORE, BE IT RESOLVED**, that, subject to the approval of the requisite stockholders, the Plan be, and it hereby is, amended to increase the maximum number of shares of Common Stock authorized for issuance over the term of the Plan by an additional v\_field\_option\_plan\_increase\_number\_shares shares to a total of v\_field\_option\_plan\_after\_increase\_total\_number\_shares shares;

**RESOLVED FURTHER**, that, subject to the approval of the requisite stockholders, the v\_field\_option\_plan\_amendment\_name to the Plan attached hereto as Exhibit v\_field\_approve\_forms\_of\_stock\_certificate\_applicability D v\_field\_else C v\_field\_end be, and it hereby is, adopted and approved in all respects;

**RESOLVED FURTHER**, that the officers of the Company are hereby authorized, empowered and directed, for and on behalf of the Company, to submit the foregoing amendment to the Plan to the Company’s stockholders;

**RESOLVED FURTHER**, that, subject to the approval of the requisite stockholders, the v\_field\_option\_plan\_increase\_number\_shares unissued shares that are being added to the Plan’s share reserve for issuance under the Plan, when issued and paid for under the Plan, shall be validly issued, fully paid and nonassessable shares of Common Stock; and

**RESOLVED FURTHER**, that, subject to the approval of the requisite stockholders, each officer of the Company be, and each such officer hereby is, authorized, empowered and directed to take all action and to prepare, execute and deliver all documents which such officer deems appropriate or advisable in order to implement the Plan amendment hereby adopted and to maintain the Plan and related agreements in compliance with applicable laws and regulations, including (without limitation) the preparation, execution and filing of required notices or applications with the blue sky commissioners of the appropriate state or states.

v\_field\_else

# Adoption of v\_field\_option\_plan\_name.

**WHEREAS**, the Board deems it advisable, subject to the approval of the Company’s stockholders, to adopt a stock plan under which employees, non-employee directors and consultants providing services to the Company may be offered the opportunity to acquire an equity interest in the Company; and

**WHEREAS**, the Board deems it advisable, subject to the approval of the Company’s stockholders, to reserve v\_field\_option\_plan\_total\_number\_shares shares of the Company’s Common Stock for issuance under such plan.

**NOW, THEREFORE, BE IT RESOLVED**, that the v\_field\_company\_name v\_field\_option\_plan\_name (the “Plan”), v\_field\_option\_plan\_form\_hashes\_each v\_field\_option\_plan\_form\_hashed\_form\_name\_annotation [Names of forms in option plans might be similar to the following: Notice of Stock Option Grant and Stock Option Agreement; Notice of Stock Option Grant and Stock Option Agreement (Early Exercise); Summary of Stock Purchaser and Stock Purchaser Agreement; and Summary of Stock Grant and Stock Grant Agreement] v\_field\_end the form of v\_field\_option\_plan\_form\_hashed\_form\_name v\_field\_comma\_conjunctive v\_field\_end, in substantially the forms attached to these resolutions as Exhibits v\_field\_approve\_forms\_of\_stock\_certificate\_applicability D v\_field\_else C v\_field\_end v\_field\_option\_plan\_form\_hashes\_plurality\_applicability, v\_field\_else and v\_field\_end v\_field\_option\_plan\_form\_hashes\_each v\_field\_approve\_forms\_of\_stock\_certificate\_applicability D v\_field\_else C v\_field\_end – v\_field\_ordinal\_index v\_field\_comma\_conjunctive v\_field\_end, respectively, be, and they hereby are, adopted and approved in their entirety.

**RESOLVED FURTHER**, that each officer of the Company be, and each such officer hereby is, authorized and directed to submit the Plan to the Company’s stockholders for approval as soon as practicable and in any event within the next 12 months and to prepare, execute and deliver appropriate materials in connection with the submission of the Plan to the stockholders for approval;

**RESOLVED FURTHER**, that, subject to such stockholder approval, the Company reserve v\_field\_option\_plan\_total\_number\_shares shares of its Common Stock for issuance under the Plan and that such shares, when issued and paid for under the Plan, shall be validly issued, fully paid and nonassessable shares of the Company’s Common Stock; and

**RESOLVED FURTHER**, that each officer of the Company be, and each such officer hereby is, authorized and directed to take all action and to prepare, execute and deliver all documents which such officer deems appropriate or advisable in order to implement the Plan hereby adopted and to maintain the Plan and related agreements in compliance with applicable laws and regulations, including (without limitation) the preparation, execution and filing of required notices or applications with the blue sky commissioners of the appropriate state or states.

v\_field\_end

v\_field\_end

v\_field\_approve\_board\_increase\_applicability

# Number of Directors.

**WHEREAS**, v\_field\_bylaws\_provide\_that\_number\_of\_directors\_to\_be\_set\_by\_board\_applicability the Bylaws provide that the authorized number of directors of the Company shall be set by the Board and v\_field\_end the number of directors presently authorized by the Board is v\_field\_current\_board\_number\_seats\_words (v\_field\_current\_board\_number\_seats) director(s); and

**WHEREAS**, the Board deems it advisable to increase the number of authorized directors to v\_field\_board\_number\_seats\_words (v\_field\_board\_number\_seats) directors, effective as of and contingent upon the closing of the Financing.

**NOW, THEREFORE, BE IT RESOLVED**, that v\_field\_bylaws\_provide\_that\_number\_of\_directors\_to\_be\_set\_by\_board\_applicability, pursuant to the Bylaws v\_field\_make\_board\_increase\_subject\_to\_approval\_of\_stockholders\_applicability and v\_field\_else, v\_field\_end v\_field\_end v\_field\_make\_board\_increase\_subject\_to\_approval\_of\_stockholders\_applicability v\_field\_bylaws\_provide\_that\_number\_of\_directors\_to\_be\_set\_by\_board\_applicability v\_field\_else, v\_field\_end subject to the approval of the requisite stockholders, v\_field\_end the Board shall consist of v\_field\_board\_number\_seats\_words (v\_field\_board\_number\_seats) members, effective as of and contingent upon the closing of the Financing.

v\_field\_end

v\_field\_elect\_directors\_applicability

v\_field\_elect\_directors\_applicability\_annotation

[Unless the Company has authorized in its charter or bylaws the Board to fill vacancies on the Board, election of directors needs to completed by action of the stockholders.]

v\_field\_end

# Election of Directors.

v\_field\_bylaws\_allows\_board\_to\_fill\_board\_vacancies\_applicability

**WHEREAS**, the Bylaws authorize the Board to designate directors to fill vacancies on the Company’s Board of Directors.

v\_field\_charter\_allows\_board\_to\_fill\_board\_vacancies\_else\_applicability

**WHEREAS**, the v\_field\_exclude\_approval\_of\_restated\_charter\_applicability Company’s v\_field\_charter\_name v\_field\_else v\_field\_charter\_name v\_field\_end authorizes the Board to designate directors to fill vacancies on the Company’s Board of Directors.

v\_field\_end

**NOW, THEREFORE, BE IT RESOLVED**, effective upon, and subject to, the closing of the Financing, the Board hereby elects v\_field\_elect\_director\_hashes\_each v\_field\_elect\_director\_hashed\_director\_name as a designee of the v\_field\_elect\_director\_hashed\_classes\_or\_series\_director\_is\_a\_designee\_of v\_field\_comma\_conjunctive v\_field\_end as v\_field\_elect\_director\_hashes\_plurality\_applicability directors v\_field\_else a director v\_field\_end of the Company to serve until the next annual meeting of stockholders or until such director’s successor is duly elected and qualified.

v\_field\_end

v\_field\_approve\_indemnification\_agreements\_applicability

# Approval of Indemnification Agreements.

**WHEREAS**, the Board has determined that in order to attract and retain highly qualified directors v\_field\_indemnification\_agreements\_for\_officers\_applicability and officers v\_field\_end of the Company, it is in the best interests of the Company to enter into indemnification agreements with each of its directors v\_field\_indemnification\_agreements\_for\_officers\_applicability and officers v\_field\_end;

v\_field\_forms\_of\_indemnification\_agreement\_already\_approved\_applicability

**WHEREAS**, the Board has previously approved one or more forms of Indemnification Agreement for directors v\_field\_indemnification\_agreements\_for\_officers\_applicability and officers v\_field\_end of the Company (each, an “Indemnification Agreement”); v\_field\_delaware\_section\_144\_language\_for\_indemnification\_arrangement\_applicability v\_field\_else and v\_field\_end

v\_field\_else

**WHEREAS**, the Board desires to adopt and approve v\_field\_separate\_forms\_of\_indemnification\_agreement\_for\_vcs\_and\_non\_vcs\_applicability forms of indemnification agreement for (i) one or more of its directors v\_field\_indemnification\_agreements\_for\_officers\_applicability and officers v\_field\_end affiliated with venture funds and/or such venture funds in substantially the form attached hereto as Exhibit v\_field\_adopt\_or\_increase\_option\_plan\_applicability v\_field\_approve\_forms\_of\_stock\_certificate\_applicability E v\_field\_else D v\_field\_end v\_field\_else v\_field\_approve\_forms\_of\_stock\_certificate\_applicability D v\_field\_else C v\_field\_end v\_field\_end – 1 (the “VC Indemnitee Indemnification Agreement”) and (ii) one or more of its directors v\_field\_indemnification\_agreements\_for\_officers\_applicability and officers v\_field\_end not affiliated with venture funds in substantially the form attached hereto as Exhibit v\_field\_adopt\_or\_increase\_option\_plan\_applicability v\_field\_approve\_forms\_of\_stock\_certificate\_applicability E v\_field\_else D v\_field\_end v\_field\_else v\_field\_approve\_forms\_of\_stock\_certificate\_applicability D v\_field\_else C v\_field\_end v\_field\_end – 2 (the “Non-VC Indemnitee Indemnification Agreement”; each of the VC Indemnitee Indemnification Agreement and the Non-VC Indemnitee Indemnification Agreement, an “Indemnification Agreement”) v\_field\_else the form of indemnification agreement in the form attached hereto as Exhibit v\_field\_adopt\_or\_increase\_option\_plan\_applicability v\_field\_approve\_forms\_of\_stock\_certificate\_applicability E v\_field\_else D v\_field\_end v\_field\_else v\_field\_approve\_forms\_of\_stock\_certificate\_applicability D v\_field\_else C v\_field\_end v\_field\_end (the “Indemnification Agreement”) v\_field\_end; v\_field\_delaware\_section\_144\_language\_for\_indemnification\_arrangement\_applicability v\_field\_else and v\_field\_end

v\_field\_end

**WHEREAS**, the Company desires to enter into an Indemnification Agreement with v\_field\_indemnification\_arrangement\_hashes\_plurality\_applicability each of v\_field\_end v\_field\_indemnification\_arrangement\_hashes\_each v\_field\_indemnification\_arrangement\_hashed\_director\_or\_officer\_name v\_field\_comma\_conjunctive v\_field\_end (the “Indemnification Arrangement”) v\_field\_delaware\_section\_144\_language\_for\_indemnification\_arrangement\_applicability; v\_field\_else. v\_field\_end

v\_field\_delaware\_section\_144\_language\_for\_indemnification\_arrangement\_applicability

v\_field\_delaware\_section\_144\_language\_for\_financing\_applicability

**WHEREAS**, pursuant to Section 144 of the Delaware General Corporation Law, no Interested Party Transaction between the Company and one or more Interested Parties, shall be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorized the Interested Party Transaction or solely because the vote of any such director is counted for such purposes, if: (i) the material facts as to the director’s or officer’s relationship or interest and as to the contract or transaction are disclosed or are known to the Board, and the Board in good faith authorizes the contract or transaction by affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum, (ii) the material facts as to the director’s or officer’s relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders, or (iii) the contract or transaction is fair as to the Company as of the time it is authorized, approved or ratified by the Board or the stockholders;

v\_field\_else

**WHEREAS**, pursuant to Section 144 of the Delaware General Corporation Law, no contract or transaction between the Company and one or more of its directors or officers or between the Company and any other corporation, partnership, association or other organization in which one or more of the officers or directors of the Company is an officer or director of, or has a financial interest in (any such party is referred to herein individually as an “Interested Party,” or collectively as the “Interested Parties,” and any such contract or transaction is referred to herein as an “Interested Party Transaction”), shall be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorized the Interested Party Transaction or solely because the vote of any such director is counted for such purpose, if: (i) the material facts as to the director’s or officer’s relationship or interest and as to the contract or transaction are disclosed or are known to the Board, and the Board in good faith authorizes the contract or transaction by affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum, (ii) the material facts as to the director’s or officer’s relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders, or (iii) the contract or transaction is fair as to the Company as of the time it is authorized, approved or ratified by the Board or the stockholders;

v\_field\_end

v\_field\_delaware\_section\_144\_disclosure\_for\_indemnification\_arrangement\_hashes\_each

**WHEREAS**, it is hereby disclosed or made known to the Board that v\_field\_delaware\_section\_144\_disclosure\_for\_indemnification\_arrangement\_hashed\_director\_or\_officer\_name v\_field\_delaware\_section\_144\_disclosure\_for\_indemnification\_arrangement\_hashed\_not\_yet\_in\_office\_applicability will be v\_field\_else is v\_field\_end v\_field\_delaware\_section\_144\_disclosure\_for\_indemnification\_arrangement\_hashed\_director\_applicability a director v\_field\_delaware\_section\_144\_disclosure\_for\_indemnification\_arrangement\_hashed\_officer\_applicability and officer v\_field\_end v\_field\_else v\_field\_delaware\_section\_144\_disclosure\_for\_indemnification\_arrangement\_hashed\_officer\_applicability an officer v\_field\_end v\_field\_end of the Company and will enter into an Indemnification Agreement with the Company, such that v\_field\_delaware\_section\_144\_disclosure\_for\_indemnification\_arrangement\_hashed\_director\_or\_officer\_name is an Interested Party and the Indemnification Arrangement is an Interested Party Transaction;

v\_field\_end

**WHEREAS**, the v\_field\_delaware\_section\_144\_disclosure\_for\_indemnification\_arrangement\_any\_disinterested\_directors\_applicability disinterested v\_field\_end member(s) of the Board are aware of the material facts related to the Indemnification Arrangement and have had an adequate opportunity to ask questions regarding, and investigate the nature of, the relationships and/or interests of the Interested Part(ies) with and in the Company in connection with the Indemnification Arrangement; and

**WHEREAS**, after careful consideration, the v\_field\_delaware\_section\_144\_disclosure\_for\_indemnification\_arrangement\_any\_disinterested\_directors\_applicability disinterested v\_field\_end member(s) of the Board have determined that the terms and conditions of the proposed Indemnification Arrangement are just and equitable and fair as to the Company and that it is in the best interests of the Company and the stockholders of the Company to enter into the Indemnification Arrangement subject to the terms agreed upon by the parties.

v\_field\_end

**NOW, THEREFORE, BE IT RESOLVED**, that, subject to obtaining stockholder approval thereof, the appropriate officers of the Company be, and each of them hereby is, authorized, empowered and directed to enter into the Indemnification Arrangement and an Indemnification Agreement with any future directors v\_field\_indemnification\_agreements\_for\_officers\_applicability and officers v\_field\_end of the Company.

v\_field\_end

# Enabling Power.

**RESOLVED**, that the officers of the Company be, and each of them hereby is, authorized, directed and empowered to execute any applications, certificates, agreements or any other instruments or documents or amendments or supplements to such documents, including any blue sky filings and stock certificates, or to do, or cause to be done, any and all other acts and things as such officers, and each of them may, in their discretion, deem necessary or advisable and appropriate to carry out the purposes of the foregoing resolutions.

This written consent may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same written consent.

**\* \* \* \* \***

**IN WITNESS WHEREOF**, the undersigned have executed this Action by Unanimous Written Consent as of the date set forth below.

**DIRECTORS:**

v\_sigs\_directors

**V\_SIGS\_DIRECTORS\_HASHED\_NAME\_UPCASE**

v\_sig\_director\_named\_dated

v\_field\_else

Date:

Name: v\_sigs\_directors\_hashed\_name

v\_field\_end

v\_sigs\_end

**EXHIBIT A**

v\_field\_purchase\_agreement\_name

v\_field\_ancillary\_agreements\_applicability

v\_field\_ancillary\_agreement\_hashes\_each

**EXHIBIT A – v\_field\_ordinal\_index**

v\_field\_ancillary\_agreement\_hashed\_agreement\_name

v\_field\_end

v\_field\_end

v\_field\_exclude\_approval\_of\_restated\_charter\_applicability

v\_field\_else

**EXHIBIT B**

**v\_field\_charter\_name**

v\_field\_end

v\_field\_approve\_forms\_of\_stock\_certificate\_applicability

v\_field\_approve\_forms\_of\_stock\_certificate\_hashes\_each

v\_field\_exclude\_approval\_of\_restated\_charter\_applicability

**EXHIBIT B v\_field\_approve\_forms\_of\_stock\_certificate\_hashes\_plurality\_applicability – v\_field\_ordinal\_index v\_field\_end**

Form of v\_field\_approve\_forms\_of\_stock\_certificate\_hashed\_security\_name Certificate

v\_field\_else

**EXHIBIT C v\_field\_approve\_forms\_of\_stock\_certificate\_hashes\_plurality\_applicability – v\_field\_ordinal\_index v\_field\_end**

Form of v\_field\_approve\_forms\_of\_stock\_certificate\_hashed\_security\_name Certificate

v\_field\_end

v\_field\_end

v\_field\_end

v\_field\_adopt\_or\_increase\_option\_plan\_applicability

v\_field\_exclude\_approval\_of\_restated\_charter\_applicability

**EXHIBIT v\_field\_approve\_forms\_of\_stock\_certificate\_applicability C v\_field\_else B v\_field\_end**

**v\_field\_increase\_option\_plan\_applicability v\_field\_option\_plan\_amendment\_name v\_field\_else v\_field\_option\_plan\_name v\_field\_end**

v\_field\_else

**EXHIBIT v\_field\_approve\_forms\_of\_stock\_certificate\_applicability D v\_field\_else C v\_field\_end**

**v\_field\_increase\_option\_plan\_applicability v\_field\_option\_plan\_amendment\_name v\_field\_else v\_field\_option\_plan\_name v\_field\_end**

v\_field\_end

v\_field\_increase\_option\_plan\_applicability

v\_field\_else

v\_field\_option\_plan\_form\_hashes\_each

v\_field\_exclude\_approval\_of\_restated\_charter\_applicability

**EXHIBIT v\_field\_approve\_forms\_of\_stock\_certificate\_applicability C v\_field\_else B v\_field\_end – v\_field\_ordinal\_index**

**Form of v\_field\_option\_plan\_form\_hashed\_form\_name**

v\_field\_else

**EXHIBIT v\_field\_approve\_forms\_of\_stock\_certificate\_applicability D v\_field\_else C v\_field\_end – v\_field\_ordinal\_index**

**Form of v\_field\_option\_plan\_form\_hashed\_form\_name**

v\_field\_end

v\_field\_end

v\_field\_end

v\_field\_end

v\_field\_approve\_indemnification\_agreements\_applicability

v\_field\_forms\_of\_indemnification\_agreement\_already\_approved\_applicability

v\_field\_else

v\_field\_exclude\_approval\_of\_restated\_charter\_applicability

**EXHIBIT v\_field\_adopt\_or\_increase\_option\_plan\_applicability v\_field\_approve\_forms\_of\_stock\_certificate\_applicability D v\_field\_else C v\_field\_end v\_field\_else v\_field\_approve\_forms\_of\_stock\_certificate\_applicability C v\_field\_else B v\_field\_end v\_field\_end v\_field\_separate\_forms\_of\_indemnification\_agreement\_for\_vcs\_and\_non\_vcs\_applicability – 1 v\_field\_end**

**Form of v\_field\_separate\_forms\_of\_indemnification\_agreement\_for\_vcs\_and\_non\_vcs\_applicability VC Indemnitee v\_field\_end Indemnification Agreement**

v\_field\_else

**EXHIBIT v\_field\_adopt\_or\_increase\_option\_plan\_applicability v\_field\_approve\_forms\_of\_stock\_certificate\_applicability E v\_field\_else D v\_field\_end v\_field\_else v\_field\_approve\_forms\_of\_stock\_certificate\_applicability D v\_field\_else C v\_field\_end v\_field\_end v\_field\_separate\_forms\_of\_indemnification\_agreement\_for\_vcs\_and\_non\_vcs\_applicability – 1 v\_field\_end**

**Form of v\_field\_separate\_forms\_of\_indemnification\_agreement\_for\_vcs\_and\_non\_vcs\_applicability VC Indemnitee v\_field\_end Indemnification Agreement**

v\_field\_end

v\_field\_separate\_forms\_of\_indemnification\_agreement\_for\_vcs\_and\_non\_vcs\_applicability

v\_field\_exclude\_approval\_of\_restated\_charter\_applicability

**EXHIBIT v\_field\_adopt\_or\_increase\_option\_plan\_applicability v\_field\_approve\_forms\_of\_stock\_certificate\_applicability D v\_field\_else C v\_field\_end v\_field\_else v\_field\_approve\_forms\_of\_stock\_certificate\_applicability C v\_field\_else B v\_field\_end v\_field\_end – 2**

**Form of Non-VC Indemnitee Indemnification Agreement**

v\_field\_else

**EXHIBIT v\_field\_adopt\_or\_increase\_option\_plan\_applicability v\_field\_approve\_forms\_of\_stock\_certificate\_applicability E v\_field\_else D v\_field\_end v\_field\_else v\_field\_approve\_forms\_of\_stock\_certificate\_applicability D v\_field\_else C v\_field\_end v\_field\_end – 2**

**Form of Non-VC Indemnitee Indemnification Agreement**

v\_field\_end

v\_field\_end

v\_field\_end

v\_field\_end