**ACTION BY WRITTEN CONSENT OF**

**THE STOCKHOLDERS OF**

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

**a Delaware v\_field\_entity\_type**

v\_field\_include\_effective\_date\_applicability

**Effective v\_field\_effective\_date**

v\_field\_end

In accordance with Section 228 of the Delaware General Corporation Law and the Bylaws of v\_field\_company\_name, a Delaware v\_field\_entity\_type (the “Company”), the undersigned stockholders of the Company, representing the holders of v\_field\_requisite\_stockholder\_hashes\_each v\_field\_requisite\_stockholder\_hashes\_plurality\_applicability (v\_field\_ordinal\_romanette) v\_field\_end v\_field\_requisite\_stockholder\_hashed\_percent\_threshold of the outstanding shares of the Company’s v\_field\_requisite\_stockholder\_hashed\_class\_or\_series\_names v\_field\_requisite\_stockholder\_hashed\_as\_single\_class\_applicability voting together as a single class v\_field\_requisite\_stockholder\_hashed\_as\_converted\_basis\_applicability and on an as-converted basis v\_field\_end v\_field\_else v\_field\_requisite\_stockholder\_hashed\_as\_separate\_class\_applicability voting as a separate class v\_field\_end v\_field\_end v\_field\_serial\_comma\_conjunctive v\_field\_end, do hereby, pursuant to this Written Consent, vote all shares of the Company’s outstanding voting stock held of record by them **FOR** the adoption and approval of the following recitals and resolutions, without a formal meeting and without prior notice:

# Approval of the v\_field\_charter\_name.

**WHEREAS**, the Board of Directors of the Company (the “Board”) has previously approved the v\_field\_charter\_name of the Company attached hereto as Exhibit A (the “Restated Certificate”), and the undersigned deem it to be in the best interests of the Company to amend and restate the Company’s v\_field\_prior\_charter\_name (the “Current Charter”), as amended, to, among other things, (i) increase the number of authorized shares of Common Stock by v\_field\_common\_stock\_increase\_shares shares to a total of v\_field\_common\_stock\_total\_authorized\_shares shares; (ii) increase the number of authorized shares of preferred stock of the Company (the “Preferred Stock”) by v\_field\_preferred\_stock\_increased\_authorized\_shares shares to a total of v\_field\_preferred\_stock\_total\_authorized\_shares shares and (iii) designate v\_field\_new\_preferred\_stock\_series\_total\_authorized\_shares shares of the Preferred Stock as v\_field\_security\_name (the “v\_field\_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\_overage\_shares\_security\_name”), v\_field\_end and to establish the rights, preferences, privileges and restrictions thereof; v\_field\_delaware\_section\_144\_language\_for\_charter\_amendment\_applicability v\_field\_else and v\_field\_end

**WHEREAS**, the Company desires to sell shares of v\_field\_security\_name v\_field\_designate\_new\_series\_of\_preferred\_stock\_as\_overage\_shares\_applicability and v\_field\_overage\_shares\_security\_name v\_field\_end to certain investor(s) (the “Financing”) v\_field\_delaware\_section\_144\_language\_for\_charter\_amendment\_applicability; v\_field\_else. v\_field\_end

v\_field\_delaware\_section\_144\_language\_for\_charter\_amendment\_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\_charter\_amendment\_hashes\_each

**WHEREAS**, it is hereby disclosed or made known to the stockholders that v\_field\_delaware\_section\_144\_disclosure\_for\_charter\_amendment\_hashed\_director\_or\_officer\_name is v\_field\_delaware\_section\_144\_disclosure\_for\_charter\_amendment\_hashed\_director\_applicability a director v\_field\_delaware\_section\_144\_disclosure\_for\_charter\_amendment\_hashed\_officer\_applicability and officer v\_field\_end v\_field\_else v\_field\_delaware\_section\_144\_disclosure\_for\_charter\_amendment\_hashed\_officer\_applicability an officer v\_field\_end v\_field\_end of the Company v\_field\_delaware\_section\_144\_disclosure\_for\_charter\_amendment\_hashed\_direct\_participant\_in\_transaction\_applicability and will participate in the Financing v\_field\_delaware\_section\_144\_disclosure\_for\_charter\_amendment\_hashed\_direct\_participant\_in\_transaction\_custom\_detail\_applicability (v\_field\_delaware\_section\_144\_disclosure\_for\_charter\_amendment\_hashed\_direct\_participant\_in\_transaction\_custom\_detail) v\_field\_end v\_field\_end v\_field\_delaware\_section\_144\_disclosure\_for\_charter\_amendment\_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\_charter\_amendment\_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\_charter\_amendment\_hashed\_indirect\_participant\_custom\_detail\_applicability (v\_field\_delaware\_section\_144\_disclosure\_for\_charter\_amendment\_hashed\_indirect\_participant\_custom\_detail) v\_field\_end v\_field\_end, such that v\_field\_delaware\_section\_144\_disclosure\_for\_charter\_amendment\_hashed\_director\_or\_officer\_name is an Interested Party and the Financing is an Interested Party Transaction;

v\_field\_end

**WHEREAS**, the stockholders 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 Parties with and in the Company in connection with the Financing; and

**WHEREAS**,after careful consideration, the stockholders 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 Restated Certificate be, and it hereby is, approved and adopted in its entirety; and

**RESOLVED FURTHER**, that the Financing be, and it hereby is, approved.

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

v\_field\_increase\_option\_plan\_applicability

# Approval of Increase in Shares Reserved Under the v\_field\_option\_plan\_name.

**Whereas**, the Board has previously approved an amendment to the v\_field\_company\_name v\_field\_option\_plan\_name (the “Plan”), increasing by v\_field\_option\_plan\_increase\_number\_shares shares the maximum aggregate number of shares of Common Stock issuable over the term of the Plan.

**NOW, THEREFORE, BE IT RESOLVED**, that the increase of the maximum number of shares of Common Stock authorized for issuance under the Plan by v\_field\_option\_plan\_increase\_number\_shares shares, from v\_field\_option\_plan\_current\_total\_reserved\_shares shares to a total of v\_field\_option\_plan\_after\_increase\_total\_number\_shares shares, and all issuances of Common Stock effected pursuant to such increase, be, and such increase and issuances hereby are, approved;

**RESOLVED FURTHER**, that the v\_field\_option\_plan\_amendment\_name attached hereto as Exhibit B be, and it hereby is, adopted and approved; and

**RESOLVED FURTHER**, that the officers of the Company be, and they hereby are, authorized, empowered and directed to take all actions and to prepare, execute and deliver all documents which such officers deem 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

# Approval of the v\_field\_option\_plan\_name.

**Whereas**, the Board, subject to the approval of the stockholders of the Company, adopted the v\_field\_company\_name v\_field\_option\_plan\_name (the “Plan”) as an equity incentive program under which employees of the Company or its parent or subsidiary corporations (including officers), non-employee members of the Board, and consultants to the Company or its parent or subsidiary corporations may be offered the oportunity to acquire shares of the Company’s Common Stock; and

**WHEREAS**, the Board, subject to the approval of the stockholders of the Company, reserved v\_field\_option\_plan\_total\_number\_shares shares of the Company’s Common Stock for issuance over the term of the Plan.

**NOW, THEREFORE, BE IT RESOLVED**, that the adoption of the Plan, in substantially the form approved by the Board and attached hereto as Exhibit B, be, and it hereby is, approved in its entirety.

v\_field\_end

v\_field\_end

v\_field\_approve\_board\_increase\_applicability

# Approval of Increase in Size of Board.

**WHEREAS**, it is a condition to the closing of the Financing that the number of authorized directors be set at v\_field\_number\_board\_seats\_words (v\_field\_number\_board\_seats) directors; and

**WHEREAS**, the Board has previously approved an increase in the number of directors authorized by the Board from v\_field\_current\_number\_board\_seats\_words (v\_field\_current\_number\_board\_seats) to v\_field\_number\_board\_seats\_words (v\_field\_number\_board\_seats).

**NOW, THEREFORE, BE IT RESOLVED**, that the increase in the number of directors authorized by the Board to v\_field\_number\_board\_seats\_words (v\_field\_number\_board\_seats) be, and it hereby is, approved.

v\_field\_end

v\_field\_elect\_directors\_applicability

# Election of Director(s).

v\_field\_elect\_director\_hashes\_each

**WHEREAS**, the Restated Certificate provides for v\_field\_elect\_director\_hashed\_directors\_allocated\_to\_classes\_or\_series\_total\_number\_seats\_words (v\_field\_elect\_director\_hashed\_directors\_allocated\_to\_classes\_or\_series\_total\_number\_seats) director(s) to be elected by the holders of v\_field\_elect\_director\_hashed\_classes\_or\_series\_names.

**NOW, THEREFORE, BE IT RESOLVED**, that subject to the closing of the Financing of the Company, the stockholders hereby elect v\_field\_elect\_director\_hashed\_director\_names as director(s) of the Company designated by the holders of v\_field\_elect\_director\_hashed\_classes\_or\_series\_names to fill vacanc(ies) on the Board and to serve until the next annual meeting or until his/her successor is duly elected.

v\_field\_end

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 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 stockholders 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\_else

**WHEREAS**, the Board has adopted and approved 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 v\_field\_adopt\_or\_increase\_option\_plan\_applicability Exhibit C v\_field\_else Exhibit B v\_field\_end (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 v\_field\_adopt\_or\_increase\_option\_plan\_applicability Exhibit D v\_field\_else Exhibit C v\_field\_end (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 v\_field\_adopt\_or\_increase\_option\_plan\_applicability Exhibit C v\_field\_else Exhibit B v\_field\_end (the “Indemnification Agreement”) 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\_charter\_amendment\_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 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\_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 stockholders 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 stockholders 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 stockholders have determined that the terms and conditions of the Indemnification Arrangement is 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.

**NOW, THEREFORE, BE IT RESOLVED**, that the Indemnification Arrangement be, and they hereby are, adopted and approved.

v\_field\_end

# General.

**RESOLVED**, that the officers of the Company be, and each hereby is, authorized, empowered and directed to execute any applications, certificates, agreements or any other instruments or documents or amendments or supplements to such documents, or to do or to cause to be done any and all other acts and things as such officer, in his/her discretion, may deem necessary or advisable and appropriate to carry out the purposes of the foregoing resolutions; and

**RESOLVED FINALLY**, that the authority and power given hereunder be deemed retroactive and any and all actions previously taken by any officer or director of the Company in connection with these resolutions are hereby ratified and approved.

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

\* \* \* \* \*

v\_sigs\_solicited\_stockholders

**IN WITNESS WHEREOF**, the undersigned stockholders of v\_field\_company\_name, hereby voting the full number of shares of each class of the Company’s outstanding voting stock held of record by them, have executed this Written Consent v\_field\_include\_effective\_date\_applicability to be effective v\_field\_effective\_date v\_field\_end and hereby direct that this Written Consent be filed with the minutes of the proceedings of the Company’s stockholders.

**V\_SIGS\_SOLICITED\_STOCKHOLDERS\_HASHED\_NAME\_UPCASE**

v\_sig\_solicited\_stockholder\_chained\_titled\_dated

v\_field\_else

By:

Date:

v\_field\_end

v\_sigs\_end

Exhibit A

Restated Certificate

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

Exhibit B

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\_approve\_indemnification\_agreements\_applicability

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

v\_field\_else

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

Exhibit v\_field\_adopt\_or\_increase\_option\_plan\_applicability C v\_field\_else B v\_field\_end

Form of VC Indemnitee Indemnification Agreement

Exhibit v\_field\_adopt\_or\_increase\_option\_plan\_applicability D v\_field\_else C v\_field\_end

Form of Non-VC Indemnitee Indemnification Agreement

v\_field\_else

Exhibit v\_field\_adopt\_or\_increase\_option\_plan\_applicability C v\_field\_else B v\_field\_end

Form of Indemnification Agreement

v\_field\_end

v\_field\_end

v\_field\_end