

Company, or the acquisition of another company or business by the Company unless (a) the cash consideration payable or the then-fair market value of securities issuable by the Company for such acquisition of another company or business is less than or equal to \$75 million, and (b) such acquisition is approved by the board of directors); (viii) materially change the compensation of, or grant equity to, any member of the management team of the Company, or the founders of the Company, unless such change or grant is approved by the board of directors (including a majority of the directors elected by the holders of convertible preferred stock); or (ix) amend the Company's Certificate of Incorporation or Bylaws.

So long as any shares of Series B-1 or B-2 convertible preferred stock are outstanding, the Company may not, without first obtaining the approval of the holders of at least 60% of the then-outstanding shares of Series B-1 and B-2 convertible preferred stock, voting together as a single class and on an as-converted basis: effect a change of control, liquidation, dissolution, or winding up of the Company in which the holders of Series B-1 and Series B-2 convertible preferred stock would receive an amount per share less than the original issue price plus any declared but unpaid dividends on such shares of Series B-1 and Series B-2 convertible preferred stock.

So long as any shares of Series C convertible preferred stock are outstanding, the Company may not, without first obtaining the approval of the holders of at least 60% of the then-outstanding shares of Series C convertible preferred stock, voting together as a single class and on an as-converted basis: (i) alter or change the powers, preferences, or special rights of the shares of Series C convertible preferred stock so as to affect them adversely (provided, however, that the authorization or issuance of a new series of preferred stock by the Company shall not, on its own, be deemed to adversely affect the powers, preferences or special rights of the Series C convertible preferred stock); (ii) create or authorize the

F-35

Table of Contents

creation of additional shares of Series C convertible preferred stock; or (iii) effect a change of control, liquidation, dissolution, or winding up of the Company in which the holders of Series C convertible preferred stock would receive an amount per share less than the original issue price plus any declared but unpaid dividends on such shares of Series C convertible preferred stock.

So long as any shares of Series D convertible preferred stock are outstanding, the Company may not, without first obtaining the approval of the holders of a majority of the then-outstanding shares of Series D convertible preferred stock, voting together as a single class and on an as-converted basis: (i) alter or change the powers, preferences, or special rights of the shares of Series D convertible preferred stock so as to affect them adversely (provided, however, that the authorization or issuance of a new series of preferred stock by the Company shall not, on its own, be deemed to adversely affect the powers, preferences, or special rights of the Series D convertible preferred stock); (ii) create or authorize the creation of additional shares of Series D convertible preferred stock; or (iii) effect a change of control, liquidation, dissolution, or winding up of the Company in which the holders of Series D convertible preferred stock would receive an amount per share less than the original issue price plus any declared but unpaid dividends on such shares of Series D convertible preferred stock.

So long as any shares of Series E convertible preferred stock are outstanding, the Company may not, without first obtaining the approval of the holders of a majority of the then-outstanding shares of Series E convertible preferred stock, voting together as a single class and on an as-converted basis is required on the following matters: (i) alter or change the powers, preferences, or special rights of the shares of Series E convertible preferred stock so as to affect them adversely (provided, however, that the authorization or issuance of a new series of senior or pari passu preferred stock by the Company shall not, on its own, be deemed to (x) adversely affect the powers, preferences, or special rights of the Series E convertible preferred stock, or (y) adversely affect the Series E preferred stock in a manner different than the other series of preferred stock, such that no vote or consent of the Series E Preferred Stock, voting as a separate class, will be required for the authorization or issuance of a new series of senior or pari passu preferred stock by the Company); or (ii) create or authorize the creation of additional shares of Series E convertible preferred stock.

Redemption

The convertible preferred shares are not redeemable.

Common stock

Holders of common stock are entitled to one vote per share, and to receive dividends and, upon liquidation or dissolution, are entitled to receive all assets available for distribution to common stockholders. The holders have no preemptive or other subscription rights and there are no redemption or sinking fund provisions with respect to such shares. Common stock is