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*Distributions in Connection with Mergers or Other Business Combinations.* Upon a merger, consolidation or substantially similar transaction, holders of each class of common stock will be entitled to receive equal per share payments or distributions, except that (i) in any transaction in which shares of capital stock are distributed, such shares distributed to the holder of a share of Class B common stock may have ten times the voting power of any shares distributed to the holder of a share of Class A common stock and (ii) shares of one such class may receive disproportionate distributions or payments if such merger, consolidation or other transaction is approved by the affirmative vote (or written consent) of the holders of a majority of the outstanding shares of Class A common stock and Class B common stock, each voting separately as a class.

*Liquidation Rights.* Upon our liquidation, dissolution or winding up or a sale or disposition of all or substantially all of our assets, the assets legally available for distribution to our stockholders will be distributable ratably among the holders of the Class A common stock and Class B common stock treated as a single class, subject to prior satisfaction of all outstanding debts and other liabilities and the preferential rights and payment of liquidation preferences, if any, on any outstanding preferred stock.

*Conversion and Restrictions on Transfer.* The Class A common stock will not be convertible into any other shares of our capital stock. The outstanding shares of Class B common stock will be convertible as follows: (1) at the option of the holder, a share of Class B common stock may be converted into one share of Class A common stock with our prior written consent or (2) upon the election of the holders of a majority of the then-outstanding shares of Class B common stock, all outstanding shares of Class B common stock may be converted into shares of Class A common stock. In addition, each share of Class B common stock will convert automatically into one share of Class A common stock upon any transfer, whether or not for value, except for certain transfers described in our amended and restated certificate of incorporation (i) to KKR or (ii) where such transfer has been consented to in writing in advance by the holders of a majority of the shares of Class B common stock beneficially owned by KKR. Each share of Class B common stock will also automatically convert into one share of Class A common stock if, on the record date for any meeting of the stockholders, the number of shares of Class B common stock then outstanding is less than 10% of the aggregate number of shares of Class A common stock and Class B common stock then outstanding. Once converted into Class A common stock, Class B common stock will not be reissued.

*Protective Provision.* Our amended and restated certificate of incorporation provides that we will not, whether by merger, consolidation or otherwise, amend, alter, repeal or waive certain provisions in our amended and restated certificate of incorporation (or adopt any provision inconsistent therewith), unless such action is first approved by the affirmative vote or written consent of the holders of a majority of the then outstanding shares of Class B common stock, voting as a separate class, and the holders of the Class A common stock will have no right to vote thereon. However, this provision is subject to any other vote required by applicable law, and under Section 242(b)(2) of the DGCL, holders of the Class A common stock would be entitled to vote as a class upon the proposed action, whether or not entitled to vote by our amended and restated certificate of incorporation, if the action would increase or decrease the par value of the shares of Class A common stock, or alter or change the powers, preferences or special rights of the shares of Class A common stock so as to affect them adversely.

*Other Matters.* Our amended and restated certificate of incorporation will not entitle holders of our common stock to preemptive rights. No redemption or sinking fund provisions will be applicable to our common stock. Neither the Class A common stock nor the Class B common stock may be subdivided or combined in any manner unless the other class is subdivided or combined in the same proportion. All outstanding shares of our common stock are, and the shares of common stock offered in this offering will be, fully paid and non-assessable.

## **Preferred Stock**

Our amended and restated certificate of incorporation authorizes our Board to establish one or more series of preferred stock (including convertible preferred stock). Unless required by law or by any rules adopted