

PROPOSAL 2 – THE CHARTER AMENDMENT PROPOSAL

On December 8, 2025, the Board unanimously adopted and declared the advisability of an amendment to the Amended and Restated Certificate of Incorporation (the “Charter”) to increase the total number of shares of Common Stock the Company is authorized to issue from **500,000,000** shares to **50,000,000,000** shares (the “Charter Amendment”). The Board further directed that the Charter Amendment be considered at the annual meeting. Accordingly, at the annual meeting, stockholders will vote on a proposal to approve the Charter Amendment.