
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 8, 2024

TTM TECHNOLOGIES, INC.
(Exact name of Registrant as specified in its charter)

Delaware (State of Incorporation)	000-31285 (Commission File Number)	91-1033443 (I.R.S. Employer Identification No.)
200 East Sandpointe, Suite 400, Santa Ana, CA (Address of principal executive offices)		92707 (Zip Code)
	(714) 327-3000 Registrant's telephone number, including area code	
	N/A (Former name or former address, if changed since last report)	

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	TTMI	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Resignation of Dr. Dov S. Zakheim from the Board

On May 8, 2024, Dr. Dov S. Zakheim tendered, and the Board of Directors (the “Board”) of TTM Technologies, Inc. (the “Company”) accepted, his resignation from his position as a Class I director of the Company and any Board committees thereof. Dr. Zakheim’s resignation was not a result of a disagreement with the Company relating to the Company’s operations, policies or practices.

Dr. Zakheim’s resignation was required due to his attainment of the mandatory retirement age of 75, and the Board was obligated to accept his resignation, in each case as prescribed in the Company’s Corporate Governance Guidelines.

Appointment of Wajid Ali to the Board

On May 9, 2024, the Board appointed Mr. Wajid Ali to fill the vacancy created by Dr. Zakheim’s resignation to serve as a Class I director with a term expiring at the annual meeting of stockholders in 2025 or his earlier resignation, retirement or removal, subject to approval from the Defense Counterintelligence and Security Agency (“DCSA”) pursuant to the Special Security Agreement between the Company and DSCA.

There are no arrangements or understandings between Mr. Ali and any other persons pursuant to which Mr. Ali was appointed to the Board, nor does Mr. Ali have any direct or indirect material interest in any transaction required to be disclosed under Item 404(a) of Regulation S-K.

Upon his appointment, Mr. Ali will be entitled to receive the same compensation for service as a director as is provided to other non-employee directors of the Company pursuant to the Company’s director compensation program on a pro-rata annual basis, which includes the issuance of Restricted Stock Units of TTM’s Common Stock. The Board has determined that Mr. Ali will be an independent director under NASDAQ listing standards. Mr. Ali is expected to serve on the Audit Committee of the Board.

Item 5.03. Amendment to Articles of Incorporation or Bylaws

As described under Item 5.07 of this Current Report on Form 8-K, at the Company’s 2024 Annual Meeting of Stockholders held on May 8, 2024 (the “Annual Meeting”), the stockholders of the Company approved proposed amendments (the “Charter Amendments”) to the Company’s certificate of incorporation (i) to permit the exculpation of officers, as is consistent with the Delaware General Corporation Law (the “DGCL”), (ii) to provide that stockholders may remove any or all directors, with or without cause, as permitted by the DGCL, and (iii) to eliminate the requirement that certain amendments thereto be approved by at least 80% of the outstanding shares of all capital stock. The Charter Amendments are described in detail under “Proposal Two: Approval of an amendment of our certificate of incorporation to provide for the exculpation of officers as permitted by Delaware law,” “Proposal Three: Approval of an amendment of our certificate of incorporation to provide that stockholders may remove any or all directors, with or without cause, as permitted by Delaware law,” and “Proposal Four: Approval of an amendment of our certificate of incorporation to eliminate the requirement that certain amendments must be approved by at least 80% of the outstanding shares of all capital stock,” commencing on pages 62, 64 and 65, respectively, of the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 15, 2024 (the “Proxy Statement”) in connection with the Annual Meeting. The foregoing description of the Charter Amendments does not purport to be complete and is qualified in its entirety by reference to the full text of the certificate of incorporation, as modified by the Charter Amendments (the “Amended and Restated Certificate of Incorporation”), which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference. The Amended and Restated Certificate of Incorporation became effective upon its filing with the Secretary of State of the State of Delaware on May 8, 2024.

As described under Item 5.07 of this Current Report on Form 8-K, at the Annual Meeting the stockholders of the Company also approved amendments to the Company’s bylaws (the “Bylaw Amendments”) to (a) make changes arising from the Special Board Resolution adopted by the Board in February 2023; (b) provide (i) modifications to the advance notice requirements applicable to director nominations submitted by stockholders, (ii) a majority approval standard for uncontested elections of directors, (iii) that stockholders may remove directors with or without cause, and (iv) miscellaneous clarifications and changes, and (c) eliminate the requirement that certain amendments to the Company’s bylaws be approved by at least 80% of the shares entitled to vote. The Bylaw Amendments became effective upon approval by the stockholders. The Bylaw Amendments are described in detail under “Proposal Five: Approval of amendments of our bylaws arising from the Special Board Resolution adopted by the board of directors in February 2023,” “Proposal Six: Approval of amendments of our bylaws to provide modifications to the advance notice requirements applicable to director nominations submitted by stockholders, a majority approval standard for election of directors, that stockholders may remove any or all directors, with or without cause, and miscellaneous amendments to our bylaws,” and “Proposal Seven: Approval of an amendments of our bylaws to eliminate the requirement that certain amendments thereto be approved by at least 80% of the shares entitled to vote upon such amendment” commencing on pages 67, 69 and 72, respectively, of the Proxy Statement. The foregoing description of the Bylaw Amendments does not purport to be complete and is qualified in its entirety by reference to the full text of the Sixth Amended and Restated Bylaws, which incorporates the Bylaw Amendments and are filed as Exhibit 3.2 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders

On May 8, 2024, the Company held the Annual Meeting. Of the 101,775,162 shares of common stock outstanding on the record date, 96,540,774 shares were present at the Annual Meeting in person or by proxy, representing approximately 94.86% of the total outstanding shares eligible to vote. All proposals passed, and the Class III Directors recommended by the Company were elected.

The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

Proposal 1 – Election of Class III Directors

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Rex D. Geveden	91,501,806	1,598,991	3,439,977
Pamela B. Jackson	91,932,481	1,168,316	3,439,977
John G. Mayer	86,717,701	6,383,096	3,439,977

Proposal 2 – Approval of an amendment of our certificate of incorporation to provide for the exculpation of officers, as permitted by Delaware law

Votes For:	87,704,604
Votes Against:	5,380,074
Abstain:	16,119
Broker Non-Votes:	3,439,977

Proposal 3 – Approval of an amendment of our certificate of incorporation regarding removal of directors, with or without cause, as permitted by Delaware law

Votes For:	93,070,512
Votes Against:	9,825
Abstain:	20,460
Broker Non-Votes:	3,439,977

Proposal 4 – Approval of an amendment of our certificate of incorporation to eliminate the 80% stockholder vote requirement for certain amendments

Votes For:	92,918,166
Votes Against:	178,828
Abstain:	3,803
Broker Non-Votes:	3,439,977

Proposal 5 – Approval of amendments of our bylaws arising from the Special Board Resolution adopted by the Board in February 2023

Votes For:	93,063,580
Votes Against:	23,008
Abstain:	14,209
Broker Non-Votes:	3,439,977

Proposal 6 – Approval of amendments of our bylaws to provide advance notice requirements for director nominations by stockholders, a majority approval standard for uncontested director elections, that stockholders may remove directors, with or without cause, and miscellaneous amendments to our bylaws

Votes For:	92,998,754
Votes Against:	86,851
Abstain:	15,192
Broker Non-Votes:	3,439,977

Proposal 7 – Approval of an amendment of our bylaws to eliminate the 80% stockholder vote requirement for certain amendments

Votes For:	92,914,573
Votes Against:	179,788
Abstain:	6,436
Broker Non-Votes:	3,439,977

Proposal 8 – Advisory Vote on the Compensation of Named Executive Officers

Votes For:	90,770,820
Votes Against:	2,136,982
Abstain:	192,995
Broker Non-Votes:	3,439,977

Proposal 9 – Ratification of Appointment of KPMG LLP as the independent registered public accounting firm for the fiscal year ending December 30, 2024

Votes For:	95,659,562
Votes Against:	858,464
Abstain:	22,747
Broker Non-Votes:	—

Item 7.01 – Regulation FD Disclosure.

On May 9, 2024, the Company issued a press release announcing the appointment of Mr. Ali to the Board (the “Press Release”). A copy of the Press Release is furnished with this Report as Exhibit 99.1 and is incorporated herein by reference.

The information furnished in this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K, including Exhibit 99.1, contains forward-looking statements that relate to future events. The Company cautions you that such statements are simply predictions and actual events or results may differ materially. These statements reflect the Company’s current expectations, and the Company does not undertake to update or revise these forward looking statements, even if experience or future changes make it clear that any projected results expressed or implied in this or other Company statements will not be realized. The statements also involve risks and uncertainties, many of which are beyond the Company’s control, which could cause actual results to differ materially from the forward-looking statements. For a description of additional factors that may cause the Company’s actual events or results to differ from any forward-looking statements, please review the information set forth in the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of the Company’s public reports filed with the Securities and Exchange Commission.

Item 9.01. Financial Statements and Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	TTM Technologies, Inc. Amended and Restated Certificate of Incorporation, effective May 8, 2024
3.2	TTM Technologies, Inc. Sixth Amended and Restated Bylaws
99.1	Press release, dated May 9, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TTM TECHNOLOGIES, INC.

Date: May 10, 2024

/s/ Daniel J. Weber
By: Daniel J. Weber
Executive Vice President, Chief Legal Officer & Secretary

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
TTM TECHNOLOGIES, INC.

TTM Technologies, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

ONE: The name of the Corporation is TTM Technologies, Inc.

TWO: The Corporation was originally incorporated under the name "TTM Technologies, Inc." and the original certificate of incorporation of the Corporation was filed in the Office of the Secretary of State of the State of Delaware on June 21, 2005 pursuant to the Delaware General Corporation Law (the "DGCL").

THREE: The directors and the stockholders of the Corporation, in accordance with Sections 242 and 245 of the DGCL, have duly adopted and approved this Amended and Restated Certificate of Incorporation.

The certificate of incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

Article I

Name

The name of the Corporation is TTM Technologies, Inc. (the "Corporation").

Article II

Registered Office

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

Article III

Purposes

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

Article IV

Capital Stock

1. Authorized Stock. The Corporation shall have authority to issue a total of two hundred fifteen million (215,000,000) shares, consisting of (i) two hundred million (200,000,000) shares of common stock, \$0.001 par value per share (the "Common Stock"), and (ii) fifteen million (15,000,000) shares of preferred stock, \$0.001 par value per share (the "Preferred Stock").

2. Common Stock.

A. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock.

B. Voting Rights. Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation. Except as otherwise required by law or this Article IV, the holders of Common Stock and the holders of Preferred Stock shall vote together as a single class on all matters submitted to stockholders for a vote (including any action by written consent).

C. Dividends. Subject to provisions of law and this Article IV, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

D. Liquidation. Subject to provisions of law and this Article IV, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation and all preferential amounts to which the holders of the Preferred Stock are entitled with respect to the distribution of assets in liquidation, the holders of Common Stock shall be entitled to share ratably the remaining assets of the Corporation available for distribution.

3. Preferred Stock.

A. General.

1. Issuance of Preferred Stock in Classes or Series. The Preferred Stock of the Corporation may be issued in one or more classes or series at such time or times and for such consideration as the Board of Directors of the Corporation may determine. Each class or series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series. Except as to the relative designations, preferences, powers, qualifications, rights and privileges referred to in this Article IV, in respect of any or all of which there may be variations between different classes or series of Preferred Stock, all shares of Preferred Stock shall be identical. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless otherwise specifically set forth herein.

2. Authority to Establish Variations Between Classes or Series of Preferred Stock. The Board of Directors of the Corporation is expressly authorized, subject to the limitations prescribed by law and the provisions of this Certificate of Incorporation, to provide, by adopting a resolution or resolutions, for the issuance of the undesignated Preferred Stock in one or more classes or series, each with such designations, preferences, voting powers, qualifications, special or relative rights and privileges as shall be stated in this Certificate of Incorporation or Certificate of Amendment to the Certificate of Incorporation, which shall be filed in accordance with the Delaware General Corporation Law, and the resolutions of the Board of Directors creating such class or series. The authority of the Board of Directors with respect to each such class or series shall include, without limitation of the foregoing, the right to determine and fix:

- (a) the distinctive designation of such class or series and the number of shares to constitute such class or series;
- (b) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms;
- (c) the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption;
- (d) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be entitled to receive upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;
- (e) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;
- (f) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;
- (g) voting rights, if any, including special voting rights with respect to the election of directors and matters adversely affecting any class or series of Preferred Stock;
- (h) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and
- (i) such other preferences, powers, qualifications, special or relative rights and privileges thereof as the Board of Directors of the Corporation, acting in accordance with this Certificate of Incorporation, may deem advisable and are not inconsistent with law and the provisions of this Certificate of Incorporation.

Article V

Bylaws

In furtherance and not in limitation of the powers conferred by statute and except as provided herein, the Board of Directors shall have the power to adopt, amend, repeal or otherwise alter the bylaws without any action on the part of the stockholders; provided, however, that any bylaws made by the Board of Directors and any and all powers conferred by any of said bylaws may be amended, altered or repealed by the stockholders.

Article VI

Limitation of Liability; Indemnification

1. Limitation of Liability. Any director or officer of the Corporation shall, to the fullest extent permitted by the Delaware General Corporation Law as it now exists or as it may hereafter be amended, not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty in his or her capacity as a director or officer, as applicable. Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

2. Indemnification. The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by the Delaware General Corporation Law as it now exists or as it may hereafter be amended.

Article VII

Meetings and Keeping of Books

Meetings of stockholders may be held within or without the State of Delaware as the Corporation's bylaws may provide. The books of the Corporation may be kept at such place within or without the State of Delaware as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

Article VIII

Directors

1. Number and Term of Directors. The Corporation's Board of Directors shall consist of not less than three nor more than twelve members, with the exact number to be fixed from time to time by resolution of the Board of Directors. The Board of Directors shall be divided into three classes designated Class I, Class II and Class III. The number of directors elected to each class shall be as nearly equal in number as possible. Each Class I director shall be elected to an initial term to expire at the 2005 annual meeting of stockholders, each Class II director shall be elected to an initial term to expire at the 2006 annual meeting of stockholders; and each Class III director shall be elected to an initial term to expire at the 2007 annual meeting of stockholders. Upon the expiration of the initial terms of office for each class of directors, the directors of each class shall be elected for a term of three years to serve until their successors are duly elected and qualified or until their earlier resignation, death or removal from office. Unless and except to the extent that the Bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot. Subject to the rights of the holders of any series of Preferred Stock then outstanding, at a special meeting of stockholders of the Corporation called expressly for that purpose, the entire Board of Directors, or any member or members thereof, may be removed from office, with or without cause, in each case, by the affirmative vote of stockholders holding a majority of the shares then entitled to vote at an election for directors of the Corporation.

2. Director Vacancies. Whenever any vacancy on the Board of Directors shall occur due to death, resignation, retirement, disqualification, removal, increase in the number of directors, or otherwise, a majority of the directors in office, although less than a majority of the entire Board of Directors, may fill the vacancy or vacancies for the balance of the unexpired term, at which time a successor or successors shall be duly elected by the stockholders and qualified. In case of any increase or decrease, from time to time, in the number of directors, the number of directors in each class shall be apportioned as nearly equal in number as possible. Notwithstanding the provisions of any other Article in this Certificate of Incorporation, only the remaining directors of the Corporation shall have the authority, in accordance with the procedure stated above, to fill any vacancy that exists on the Board of Directors.

Article IX

Special Meetings of Stockholders

A special meeting of the stockholders of the Corporation (a "Special Meeting") may be called at any time, for any purpose or purposes for which such a meeting may lawfully be called, by (1) the Chairman of the Board, (2) a majority of the Board, (3) the Chief Executive Officer of the Corporation, or (4) the Secretary of the Corporation. A Special Meeting for any purpose or purposes for which such a meeting may lawfully be called by the stockholders of the Corporation may be demanded by the stockholders holding at least a majority of all the shares entitled to vote on the issue or issues proposed to be considered at the Special Meeting by delivering a written demand for such Special Meeting to the Secretary of the Corporation which contains the information with regard to the issues or issues proposed as is required by the Bylaws.

Article X

Special Stockholder Notice Provisions

1. Nominations for Directorship Positions. Any stockholder or stockholders of the Corporation who wish to nominate a person or persons for election to the Board must deliver written notice to the secretary of the Corporation which contains the information as is required by the Bylaws with regard to such notice and nomination no fewer than 120 days nor more than 150 days prior to the anniversary date of the prior year's annual stockholder's meeting.

2. Business at Stockholders' Meetings. Any stockholder or stockholders of the Corporation who wish to place business before a meeting of the stockholders must deliver written notice to the secretary of the Corporation which contains the information as is required by the Bylaws with regard to such notice and business no fewer than 120 days nor more than 150 days prior to the anniversary date of the prior year's annual stockholders' meeting.

Article XI

Amendment

Except as expressly provided herein, the Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, or any amendment thereto, in the manner now or hereafter provided by statute, and any and all rights conferred upon the stockholders herein is subject to this reservation.

In Witness Whereof, TTM Technologies, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by its Chief Executive Officer this 8th day of May, 2024.

By: /s/ Thomas T. Edman
Name: Thomas T. Edman
Title: Chief Executive Officer, President and Director

SIXTH AMENDED AND RESTATED BYLAWS

OF

TTM TECHNOLOGIES, INC.

Amended on May 8, 2024

Article 1 Stockholders

1.1 Place of Meetings. Meetings of stockholders shall be held at the place, either within or without the State of Delaware, as may be designated by resolution of the Corporation's board of directors (the "Board of Directors") from time to time.

1.2 Annual Meetings. Annual meetings of stockholders shall be held at such time and place as determined by the Board of Directors, at which time they shall elect a Board of Directors and transact any other business as may properly be brought before the meeting. The Board of Directors, acting pursuant to a resolution adopted by a majority of the Board of Directors, may cancel, postpone or reschedule any previously scheduled annual meeting at any time, before or after the notice for such meeting has been sent to the stockholders.

1.3 Special Meetings. A special meeting of stockholders (a "Special Meeting") for any purpose or purposes may be called at any time only by (i) the Chairperson of the Board of Directors, (ii) the Board of Directors, or (iii) the Secretary of the Corporation (such Special Meetings may not be called by any other person or persons) to be held at such place, date and time as shall be designated in the notice or waiver of notice thereof. Only business within the purposes described in the Corporation's notice of meeting required by Section 1.4 may be conducted at the Special Meeting. The stockholders may demand a Special Meeting for any purpose or purposes for which such a meeting may lawfully be called by the stockholders holding at least a majority of the shares entitled to vote on the issue or issues proposed to be considered at the Special Meeting by delivering a written demand for such Special Meeting to the Secretary of the Corporation. A demand by stockholders for a Special Meeting must be signed by stockholders holding the requisite number of shares required by the Certificate of Incorporation for a Special Meeting to be demanded by the stockholders and describe each purpose for which the Special Meeting is demanded in sufficient detail so that if the description is used verbatim in a notice of Special Meeting, stockholders entitled to vote at such Special Meeting will upon reading the description be informed as to the purpose or purposes of the Special Meeting. Upon receipt of such a demand which meets the requirements of the Certificate of Incorporation and these Bylaws, the Secretary shall deliver a copy of the demand to each of the directors and, in the normal course, call a Special Meeting as demanded and as provided in these Bylaws. The Board of Directors, acting pursuant to a resolution adopted by a majority of the Board of Directors, may cancel, postpone or reschedule any previously scheduled Special Meeting at any time, before or after the notice for such meeting has been sent to the stockholders.

1.4 Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given (which may be by email or other electronic transmission) which shall state the place, date, and hour of the meeting, and, in the case of a Special Meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the Corporation's certificate of incorporation (the "Certificate of Incorporation"), or these Bylaws, the written notice of any meeting shall be given no less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the mail, postage prepaid, directed to the stockholder at his or her address as it appears on the records of the Corporation.

1.5 Adjournments. Any meeting of stockholders, annual or special, may be adjourned from time to time by (1) the vote of the holders of a majority of the voting shares present at the meeting either in person or by proxy or (2) the presiding officer of the meeting, to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

1.6 Quorum. Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, at each meeting of stockholders the presence in person or by proxy of the holders of shares of stock having a majority of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. In the absence of a quorum, any meeting of stockholders may be adjourned from time to time by the presiding officer of the meeting or the stockholders so present, by majority vote, in the manner provided in Section 1.5 of these Bylaws, until a quorum shall attend. Shares of its own stock belonging to the Corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the Corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

1.7 Organization. Meetings of stockholders shall be presided over by the Chairperson of the Board of Directors, if any, or in his or her absence by the Vice Chairperson of the Board of Directors, if any, or in his or her absence by the President, or in his or her absence by a Vice President, or in the absence of the foregoing persons by a Chairperson designated by the Board of Directors, which individual will call meetings of stockholders to order and will act as presiding officer thereof. The Secretary of the Corporation shall act as secretary of the meeting, but in his or her absence the presiding officer of the meeting may appoint any person to act as secretary of the meeting.

1.8 Voting; Proxies. Except as otherwise provided by the Certificate of Incorporation, each stockholder entitled to vote at any meeting of stockholders shall be entitled to one vote for each share of stock held by such stockholder which has voting power upon the matter in question. Each stockholder entitled to vote at a meeting of stockholders may authorize another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with the Secretary of the Corporation. Voting at meetings of stockholders need not be by written ballot and need not be conducted by inspectors of election unless so determined by the holders of shares of stock having a majority of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote thereon which are present in person or by proxy at such meeting. At all meetings of stockholders for the election of directors, a nominee for director shall be elected to the Board of Directors if elected by the affirmative vote of a majority of the votes cast with respect to such director by the shares represented and entitled to vote therefor; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which the secretary determines that the number of nominees exceeds the number of directors to be elected as of the record date for such meeting. If directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee. All other elections and questions shall, unless otherwise provided by law, the Certificate of Incorporation, or these Bylaws, be decided by the vote of the holders of shares of stock having a majority of the votes which could be cast by the holders of all shares of stock entitled to vote thereon which are present in person or represented by proxy at the meeting.

1.9 Fixing Date for Determination of Stockholders of Record. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion, or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors and which record date: (a) in the case of determination of stockholders entitled to vote at any meeting of stockholders or adjournment thereof, shall, unless otherwise required by law, not be more than sixty (60) nor less than ten (10) days before the date of such meeting; and (b) in the case of any other action, shall not be more than sixty (60) days prior to such other action. If No record date is fixed: (i) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; and (ii) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

1.10 List of Stockholders Entitled to Vote. The Secretary of the Corporation shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present. Upon the willful neglect or refusal of the directors to produce such a list at any meeting for the election of directors, they shall be ineligible for election to any office at such meeting. The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list of stockholders or the books of the Corporation, or to vote in person or by proxy at any meeting of stockholders.

1.11 Action by Consent of Stockholders.

(a) Unless otherwise restricted by the Certificate of Incorporation, any action required or permitted to be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice, and without a vote, as provided by, and subject to the limitations in, the Certificate of Incorporation and Section 1.11, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and delivered to the Secretary at the principal executive offices of the Corporation. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

(b) In order that the Corporation may determine the stockholders entitled to consent to corporate action without a meeting, the Board of Directors shall fix a record date to determine the stockholders entitled to act by consent, which record date shall not precede the date upon which the resolution fixing such record date is adopted by the Board of Directors, and which date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Directors.

(c) To the extent stockholders may take action by consent in accordance with the Certificate of Incorporation and the Bylaws, any stockholder of record seeking to have the stockholders authorize or take corporate action by consent shall, by written notice in proper form and delivered to the Secretary at the principal executive offices of the Corporation, request the Board of Directors to fix a record date (such written notice, a "Record Date Request"). To be in proper form, a Record Date Request shall: (a) bear the signature and the date of signature by the stockholder of record submitting such request and (b) include all information required to be set forth in a notice under Section 1.12 as if the action were to be effected at a stockholder meeting. The Board of Directors shall promptly, but in no event later than ten (10) days after the date on which a Record Date Request is received, adopt a resolution fixing the record date to determine the stockholders entitled to act by consent, which date shall not precede the date upon which such resolution is adopted by the Board of Directors and which shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Directors.

(d) In the event of the delivery, in accordance with Section 1.11 and applicable law, to the Corporation of a written consent or written consents to take corporate action and/or any related revocation or revocations, the Corporation shall appoint one or more Inspectors of Election for the purpose of performing promptly a ministerial review of the validity of the consents and revocations. For the purpose of permitting the Inspector or Inspectors of Election to perform such review, No action by written consent and without a meeting shall be effective until such Inspector or Inspectors have completed their review, determined that the requisite number of valid and unrevoked consents delivered to the Corporation in accordance with Section 1.11 and applicable law have been obtained to authorize or take the action specified in the consents, and certified such determination for entry in the records of the Corporation. Nothing contained herein shall in any way be construed to suggest or imply that the Board of Directors or any stockholder shall not be entitled to contest the validity of any consent or revocation thereof, whether before or after such certification by the Inspector or Inspectors of Election, or to take any other action (including, without limitation, the commencement, prosecution or defense of any litigation with respect thereto, and the seeking of injunctive relief in such litigation).

(e) No written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the earliest dated written consent received by the Corporation, a written consent or consents signed by a sufficient number of holders to take such action are delivered to the Corporation in accordance with Section 1.11.

1.12 Notice of Stockholder Business; Nominations.

(a) Annual Meetings of Stockholders. Nominations of one or more individuals to the Board of Directors of the Corporation (each, a "Nomination," and more than one, "Nominations") and the proposal of business other than Nominations ("Business") to be considered by the stockholders of the Corporation may be made at an annual meeting of stockholders only (1) pursuant to the Corporation's notice of meeting or any supplement thereto (provided, however, that reference in the Corporation's notice of meeting to the election of directors or to the election of members of the Board of Directors of the Corporation who have been nominated by the then-incumbent Board of Directors shall not include or be deemed to include Nominations), (2) by or at the direction of the Board of Directors of the Corporation, or (3) by any stockholder of the Corporation who was a stockholder of record of the Corporation at the time the notice provided for in this Section 1.12 is delivered to the Secretary of the Corporation, who is entitled to vote at the meeting, and who complies with the notice and information requirements set forth in this Section 1.12.

(b) Special Meetings of Stockholders. Only such Business shall be brought before and conducted at a special meeting of stockholders of the Corporation as shall have been specified in the Corporation's notice of meeting; provided, however, that reference in the Corporation's notice of meeting to the election of directors or to the election of members of the Board of Directors of the Corporation who have been nominated by the then-incumbent Board of Directors shall not include or be deemed to include Nominations. Nominations may be made at a Special Meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (1) by or at the direction of the Board of Directors of the Corporation or (2) provided that the Board of Directors of the Corporation has determined that directors shall be elected at such meeting, by any stockholder of the Corporation who is a stockholder of record at the time the notice provided for in this Section 1.12 is delivered to the Secretary of the Corporation, who is entitled to vote at the meeting and upon such election, and who complies with the notice procedures set forth in this Section 1.12. In the event the Corporation calls a Special Meeting of stockholders for the purpose of electing one or more directors to the Board of Directors of the Corporation, any such stockholder entitled to vote in such election of directors may make Nominations of one or more individuals (as the case may be) for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice required by Section 1.12(c)(1), shall be delivered to the Secretary of the Corporation at the principal executive offices of the Corporation in accordance with Section 1.12(c)(1)(E).

(c) Stockholder Nominations and Business. For Nominations and Business to be properly brought before an annual meeting by a stockholder pursuant to Section 1.12(a)(3), (x) the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation in compliance with this Section 1.12 and the requirements of Rule 14a-19 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (y) the stockholder must have complied with the procedures stated in these Bylaws, and (z) any such proposed Business must constitute a proper matter for stockholder action in accordance with the Corporation's Certificate of Incorporation, these Bylaws, and applicable law. For Nominations to be properly brought before a Special Meeting by a stockholder pursuant to Section 1.12(b)(2), (x) the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation in compliance with this Section 1.12 and the requirements of Rule 14a-19 under the Exchange Act and (y) the stockholder must have complied with the procedures stated in these Bylaws.

(1) Stockholder Nominations.

(A) Only individual(s) subject to a Nomination made in compliance with the procedures set forth in this Section 1.12 shall be eligible for election at an annual or special meeting of stockholders of the Corporation, and any individual(s) subject to a Nomination not made in compliance with this Section 1.12 shall not be considered nor acted upon at such meeting of stockholders.

(B) For Nominations to be properly brought before an annual or special meeting of stockholders of the Corporation by a stockholder pursuant to Section 1.12(a)(3) or Section 1.12(b)(2), respectively, (i) the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation at the principal executive offices of the Corporation pursuant to this Section 1.12 and the requirements of Rule 14a-19 under the Exchange Act and (ii) the stockholder must have complied with the procedures stated in these Bylaws. To be timely, the stockholder's notice must be delivered to the Secretary of the Corporation as provided in Section 1.12(c)(1)(C) or Section 1.12(c)(1)(D), in the case of an annual meeting of stockholders of the Corporation, and Section 1.12(c)(1)(E), in the case of a Special Meeting of stockholders of the Corporation, respectively.

(C) In the case of an annual meeting of stockholders of the Corporation, to be timely, any Nomination made pursuant to Section 1.12(a)(3) shall be delivered to the Secretary of the Corporation at the principal executive offices of the Corporation not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the first anniversary of the preceding year's annual meeting (provided, however, that in the event that the date of the current annual meeting is more than thirty (30) days before or after such anniversary date, notice by the stockholder must be so delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such current annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the fifth (5th) day following the day on which public announcement of the date of such meeting is first made by the Corporation). In No event shall the public announcement of an adjournment or postponement of an annual meeting of stockholders of the Corporation commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(D) Notwithstanding Section 1.12(c)(1)(C), in the event that the number of directors to be elected to the Board of Directors of the Corporation at an annual meeting of stockholders of the Corporation is increased and there is No public announcement by the Corporation naming the nominees for the additional directorships at least one hundred (100) days prior to the first anniversary of the date of the preceding year's annual meeting, the stockholder's notice required by this Section 1.12 shall also be considered timely, but only with respect to nominees for the additional directorships, if it shall be delivered to the Secretary of the Corporation at the principal executive offices of the Corporation not later than the close of business on the fifth (5th) day following the day on which such public announcement of additional directorships is first made by the Corporation.

(E) In the case of a Special Meeting of stockholders of the Corporation, to be timely, any Nomination made pursuant to Section 1.12(b)(2) shall be delivered to the Secretary of the Corporation at the principal executive offices of the Corporation not earlier than the close of business on the one hundred twentieth (120th) day prior to such Special Meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such special meeting or the fifth (5th) day following the day on which public announcement is first made of the date of such Special Meeting and of the nominees proposed by the Board of Directors of the Corporation to be elected at such Special Meeting. In No event shall the public announcement of an adjournment or postponement of a Special Meeting of stockholders of the Corporation commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(F) A stockholder's notice of Nomination(s) pursuant to Section 1.12(a)(3) or Section 1.12(b)(2) shall set forth: (i) as to any Nomination to be made by such stockholder, (a) all information relating to the individual subject to such Nomination that is required to be disclosed in opposition proxy statements for election of directors filed and disseminated by dissident or insurgent stockholders, at their own expense, in a contested election, or is otherwise required, in each case pursuant to and in accordance with Regulation 14A under the Exchange Act, without regard to the application of the Exchange Act to either the Nomination or the Corporation, (b) a description of all relationships, including, but not limited to, any agreements or understandings between the proposed nominee and the stockholder giving the notice, (c) a representation and agreement from the proposed nominee that (A) he or she is not, and will not become, a party to any arrangement or understanding not disclosed to the Corporation with any person or entity with respect to (I) how the proposed nominee, if elected as a director, will vote on any issue or question or (II) any direct or indirect compensation, reimbursement, or indemnification in connection with his or her service or action as a director, and (B) if elected as a director of the Corporation, he or she will comply with all applicable corporate governance, conflict of interest, confidentiality, stock ownership and trading and other policies and guidelines of the Company applicable to all directors and in effect during such person's time in office as a director (and, if requested by any proposed nominee, the Secretary of the Corporation shall provide such proposed nominee all such policies and guidelines then in effect), (d) a fully completed and executed director questionnaire in the form required by the Corporation (which form will be provided by the Corporation upon request of a stockholder of record), and (e) such individual's written consent to being named in a proxy statement as a nominee and to serving as a director if elected; and (ii) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the Nomination is made (a) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner, the class, series, and number of shares of capital stock of the Corporation which are beneficially owned, within the meaning of Rule 13d-1 (or any successor thereto) promulgated under the Exchange Act, and/or of record by such stockholder and such beneficial owner and (b) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and such stockholder (or a qualified representative of the stockholder) intends to appear in person or by proxy at the meeting to propose such Nomination and (c) any other information related to the stockholder or beneficial owner that would be required to be disclosed in a proxy statement or other filings required to be made in connection with the solicitation of proxies for the election of directors in a contested election under Section 14 of the Exchange Act and the rules and regulations thereunder.

(G) Stockholders providing notice and, as applicable, the proposed nominee for election as a director, must update and supplement the notice to the Corporation, if necessary, so that the information provided or required to be provided in such notice or accompany such notice in accordance with this Section 1.12 will be true and correct (1) as of the record date for stockholders entitled to vote at the meeting of stockholders and (2) as of the day that is ten (10) business days prior to the meeting or any adjournment thereof.

(H) Notwithstanding the foregoing provisions of this Section 1.12, a stockholder must also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters addressed in this Section 1.12. The stockholder's notice must include a representation as to whether the noticing stockholder intends to, or is part of a group that intends to, solicit proxies in support of director nominees other than the Corporation's nominees in accordance with Rule 14a-19 under the Exchange Act. A stockholder that provides notice in accordance with Rule 14a-19 under the Exchange Act must deliver to the secretary of the Corporation, no later than five (5) business days prior to the applicable meeting date, certification and reasonable evidence that the noticing stockholder has (i) filed a definitive proxy statement with the Securities and Exchange Commission in accordance with Rule 14a-19(a)(2) under the Exchange Act; (ii) solicited or intends to solicit the holders of shares representing at least 67% of the voting power of shares entitled to vote on the election of the directors, and has included or will include a statement to that effect in the proxy statement or form of proxy in accordance with Rule 14a-19(a)(3) under the Exchange Act; and (iii) complied in all other respects with the requirements of Regulation 14A under the Exchange Act, including the requirements of Rule 14a-19. Unless otherwise required by law, if any stockholder (i) provides notice in accordance with Rule 14a-19 under the Exchange Act and (ii) subsequently fails to comply with any requirements of Rule 14a-19 under the Exchange Act or any other rules or regulations thereunder, then the Corporation will disregard any proxies or votes solicited for the nominees proposed by that noticing stockholder and the nomination will be disregarded.

(I) To be eligible to be a nominee for initial election as a director of the Corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice in compliance with this Section 1.12) to the Secretary of the Corporation at the principal executive offices of the Corporation, a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person:

(i) is not and will not become a party to (a) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the Corporation or (b) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Corporation, with such person's fiduciary duties under applicable law;

(ii) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein;

(iii) is not and will not become a party to any Derivative Securities Agreement (as defined below) that has not been disclosed to the Corporation; and

(iv) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the Corporation, and will comply with, applicable law and all applicable publicly disclosed corporate governance, business conduct, ethics, conflict of interest, corporate opportunities, confidentiality and stock ownership and trading policies and guidelines of the Corporation.

In addition, the Corporation may request any individual subject to Nomination to furnish such other information as may reasonably be required by the Corporation to determine the qualifications of such individual to serve as a director of the Corporation, including any information required to be provided to the United States Department of Defense ("DoD") pursuant to the terms of the Special Board Resolution (the "Special Board Resolution") adopted by the Board of Directors on February 1, 2023 in coordination with the Defense Counterintelligence Security Agency ("DCSA"), as set forth under Article 2 of these Bylaws.

(2) Stockholder Business.

(A) Only such Business shall be conducted at an annual or special meeting of stockholders of the Corporation as shall have been brought before such meeting in strict compliance with the procedures set forth in this Section 1.12, and any Business not brought in strict accordance with this Section 1.12 shall not be considered nor acted upon at such meeting of stockholders; provided, however, that if the Business is otherwise a proper subject of a stockholder proposal under Rule 14a-8 (or any successor thereto) promulgated under the Exchange Act ("Rule 14a-8"), the notice requirements of this Section 1.12(c)(2) with respect to such Business shall be deemed satisfied by a stockholder if the stockholder has notified the Corporation of his, her, or its intention to present such Business at an annual meeting of stockholders of the Corporation in accordance with Rule 14a-8, and such Business has been included in a proxy statement that has been prepared by the Corporation to solicit proxies for such annual meeting.

(B) In the case of an annual meeting of stockholders of the Corporation, to be timely, any such written notice of a proposal of Business pursuant to Section 1.12(a)(3) shall be delivered to the Secretary of the Corporation at the principal executive offices of the Corporation not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the first anniversary of the preceding year's annual meeting (provided, however, that in the event that the date of the annual meeting is more than thirty (30) days before or after such anniversary date, notice by the stockholder must be so delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the fifth (5th) day following the day on which public announcement of the date of such meeting is first made by the Corporation). In no event shall the public announcement of an adjournment or postponement of an annual meeting of stockholders of the Corporation commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(C) A stockholder's notice of a proposal of Business pursuant to Section 1.12(a)(3) shall set forth: (i) as to the Business proposed by such stockholder, a brief description of the Business desired to be brought before the meeting, the text of the proposal or Business (including the text of any resolutions proposed for consideration and in the event that such Business includes a proposal to amend the Bylaws of the Corporation, the language of the proposed amendment), the reasons for conducting such Business at the meeting and any material interest in such Business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (ii) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the Business proposal is made (a) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner, (b) the class, series, and number of shares of capital stock of the Corporation which are owned beneficially and/or of record by such stockholder and such beneficial owner, (c) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and such stockholder (or a qualified representative of such stockholder) intends to appear in person or by proxy at the meeting to propose such Business, and (d) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (1) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the proposed Business and/or (2) otherwise to solicit proxies from stockholders of the Corporation in support of such Business.

(d) General.

(1) Except as otherwise provided by law, the presiding officer of the meeting of stockholders of the Corporation shall have the power and duty (A) to determine whether a Nomination or Business proposed to be brought before such meeting was made or proposed in accordance with the procedures set forth in this Section 1.12 and (B) if any proposed Nomination or Business was not made or proposed in compliance with this Section 1.12, to declare that such Nomination or Business shall be disregarded or that such proposed Nomination or Business shall not be considered or transacted. Notwithstanding the foregoing provisions of this Section 1.12, if the stockholder (or a qualified representative of such stockholder) does not appear at the annual or special meeting of stockholders of the Corporation to present a Nomination or Business, such Nomination or Business shall be disregarded and such Nomination or Business shall not be considered or transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation.

(2) For purposes of this Section 1.12, "public announcement" shall mean the first public disclosure by the Corporation in a press release reported by the Dow Jones News Service, Associated Press, or comparable national news service, or disclosed by the Corporation in a document publicly filed by the Corporation with the Securities and Exchange Commission.

(3) For purposes of this Section 1.12, "Derivative Securities Arrangement" means any agreement, commitment, plan, understanding, or other arrangement entered into by any person (or such person's affiliates or associates), which gives any person (or such person's affiliates or associates) an economic right or interest determined, in whole or in part, by reference to the value or price of any of the Corporation's securities, without regard to whether (A) such Derivative Securities Arrangement conveys any voting rights in such securities to any person (or such person's affiliates or associates), (B) the Derivative Securities Arrangement is required to be, or is capable of being, settled through delivery of cash or securities, or (C) any person (or such person's affiliates or associates) may have entered into other transactions that hedge the economic effect of such Derivative Securities Arrangement.

(4) For purposes of this Section 1.12, (A) an "affiliate" of, or person "affiliated" with, a specified person, is a person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the person specified, and (B) an "associate", when used to indicate a relationship with any person, means (i) a corporation or organization of which such person is an officer or partner or is, directly or indirectly, the beneficial owner of 10 percent or more of any class of equity securities, (ii) any trust or other estate in which such person has a substantial beneficial interest or as to which such person serves as trustee or in a similar capacity, and (iii) any relative or spouse of such person, or any relative of such spouse, who has the same home as such person or who is a director or officer of the Corporation or any of its subsidiaries.

(5) Nothing in this Section 1.12 shall be deemed to affect (A) the rights or obligations, if any, of stockholders of the Corporation to request inclusion of Business proposals in the Corporation's proxy statement pursuant to Rule 14a-8 (to the extent that the Corporation or such proposals are subject to Rule 14a-8), (B) the rights or obligations, if any, of stockholders to solicit proxies in support of director nominees other than the Corporation's nominees in accordance with Rule 14a-19, or (C) the rights, if any, of the holders of any series of preferred stock of the Corporation to elect directors pursuant to any applicable provisions of the Certificate of Incorporation.

Article 2
Board of Directors

2.1 Number. The Board of Directors shall consist of at least four (4) but not more than twelve (12) members, the number thereof to be determined from time to time by resolution of the Board of Directors.

2.2 Composition; Qualifications.

During the period that the Special Board Resolution is in force, the following provisions apply to the qualification of the members of the Board of Directors and the Chairperson of the Board of Directors: (i) the Board of Directors will consist of only United States citizens; (ii) each of at least three of the Directors will possess Personnel Security Clearances (“PCLs”) at least to the level of the Contractor’s Facility Security Clearance (“FCL”) and will not be a significant shareholder, director, officer, employee, agent or representative of any persons and foreign entities of concern to the DCSA; and (iii) the Chairperson of the Board of Directors will possess a PCL at least to the level of the Contractor’s FCL.

Except as specifically provided herein, each member of the Board of Directors, however characterized by this Section 2.2, shall have all of the rights, powers, and responsibilities conferred or imposed upon directors of the Corporation by applicable statutes and regulations, and by the Corporation’s Certificate of Incorporation and these Bylaws.

2.3 Staggered Board; Term. The Board of Directors shall be divided into three classes designated Class I, Class II and Class III. The number of directors elected to each class shall be as nearly equal in number as possible. Directors shall be assigned to each class in accordance with a resolution or resolutions adopted by the Board of Directors. Each Class I director shall be elected to an initial term to expire at the 2005 annual meeting of stockholders, each Class II director shall be elected to an initial term to expire at the 2006 annual meeting of stockholders; and each Class III director shall be elected to an initial term to expire at the 2007 annual meeting of stockholders. Upon the expiration of the initial terms of office for each class of directors, the directors of each class shall be elected for a term of three years to serve until their successors are duly elected and qualified or until their earlier resignation, death or removal from office. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

2.4 Resignation; Removal; Vacancies.

(a) Resignation. Any director may resign at any time upon written notice to the Corporation.

(b) Removal. Subject to this Section 2.4(b), at a special meeting of stockholders called expressly for that purpose, the entire Board of Directors, or any member or members thereof, may be removed, with or without cause, by the affirmative vote of stockholders holding a majority of the shares then entitled to vote at an election for directors of the Corporation. The notice of such Special Meeting must state that the purpose, or one of the purposes, of the meeting is removal of the director or directors, as the case may be.

(c) Vacancies. Any newly created directorship or any vacancy occurring in the Board of Directors for any cause may be filled by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum (provided, however, that such majority must contain an independent Director), or at a meeting of stockholders by those stockholders holding a majority of the outstanding shares of the Corporation; provided, however, that vacancies shall be filled by a plurality of the votes cast at such meeting if the secretary determines that the number of nominees exceeds the number of vacancies to be filled as of the record date for such meeting, and each director so elected shall hold office until the expiration of the term of office of the director whom he has replaced or until his or her successor is elected and qualified.

(d) Nothing herein shall relieve the departing director of any responsibility that the director may have, pursuant to the laws and regulations of the United States, not to disclose classified information or export-controlled information obtained during the course of the director’s service on the Board of Directors, and such responsibility shall not terminate by virtue of the director leaving office. The Corporation’s Facility Security Officer shall advise the departing director of such responsibility when the director leaves office, but the failure of the Facility Security Officer to so advise the director shall not relieve the director of such responsibility.

2.5 Regular Meetings. Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times as the Board of Directors may from time to time determine, and if so determined, notices thereof need not be given.

2.6 Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of Delaware whenever called by the President, any Vice President, the Secretary, or by any member of the Board of Directors. Notice of a special meeting of the Board of Directors shall be given by the person or persons calling the meeting at least twenty-four (24) hours before the special meeting.

2.7 Telephonic Meetings Permitted. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 2.7 shall constitute presence in person at such meeting.

2.8 Quorum: Vote Required for Action. At all meetings of the Board of Directors a majority of the whole Board of Directors, which majority must include at least one independent Director, shall constitute a quorum for the transaction of business. Except in cases in which the Certificate of Incorporation or these Bylaws otherwise provide, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

2.9 Organization. Meetings of the Board of Directors shall be presided over by the Chairperson of the Board of Directors, if any, or in his or her absence by the Vice Chairperson of the Board of Directors, if any, or in his or her absence by the President, or in their absence by a Chairperson chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence the Chairperson of the meeting may appoint any person to act as secretary of the meeting.

2.10 Informal Action by Directors. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, without prior notice and without a vote, if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board of Directors or such committee. Such filing shall be in paper form if such minutes are maintained in paper form and shall be in electronic form if such minutes are maintained in electronic form.

Article 3 Committees

3.1 Committees. The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. Subject to the provisions of this Article 3, the Board of Directors may designate two or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. With respect to all committees of the Board of Directors, a majority of each such committee, including at least one independent Director, shall be necessary to constitute a quorum of such committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum (provided, however, that such remaining member or members must include an independent Director), may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all pages which may require it.

3.2 Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter, and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article 2 of these Bylaws.

3.3 Government Security Committee. During the period that the Special Board Resolution is in effect, the Board of Directors will maintain a Government Security Committee ("GSC") to provide oversight over the performance of classified contracts and the handling of classified, export-controlled, and controlled unclassified information. GSC members will possess a PCL at least to the level of the Contractor's FCL and must not be a representative of a foreign interest.

(a) Chairperson of the GSC. The GSC shall designate a Director to serve as Chairperson of the GSC.

(b) Quorum. A majority of the GSC shall be necessary to constitute a quorum.

(c) Secretary. The Chairperson of the GSC shall designate a member to be the Secretary of the GSC. The Secretary's responsibilities shall include ensuring that all records, journals and minutes of GSC meetings and other documents sent to or received by the GSC are prepared and retained for inspection by the Defense Security Service of the DoD ("DSS").

(d) Facility Security Officer. A Facility Security Officer shall be appointed by the Corporation and shall be the principal advisor to the GSC concerning the safeguarding of classified information. The Facility Security Officer's responsibilities shall include the operational oversight of the Corporation's compliance with the requirements of the National Industrial Security Program Operating Manual ("NISPOM"). The advice and consent of the Chairperson of the GSC is required in selecting the Facility Security Officer. In addition, should the Corporation's management initiate action to remove the Facility Security Officer from his/her position, the Chairperson of the GSC must be advised of, and consent to, this action.

(e) Technology Control Plan. The members of the GSC shall cause the Corporation to develop and implement a Technology Control Plan ("TCP"). The GSC is authorized to establish the policy for the Corporation's TCP. The TCP shall prescribe measures to prevent the unauthorized disclosure or export of export-controlled information consistent with applicable U.S. laws and regulations.

(f) Technology Control Officer. A Technology Control Officer ("TCO") shall be appointed by the Corporation with the advice and consent of the Chairperson of the GSC. The Technology Control Officer shall report to the GSC as its principal advisor concerning the protection of export-controlled information. The Technology Control Officer's responsibilities shall include the establishment and administration of all intracompany procedures to prevent the unauthorized disclosure or export of export-controlled information and to ensure that the Corporation otherwise complies with the requirements of U.S. export control laws and regulations.

(g) Electronic Communications Plan. The GSC must establish written policies and procedures ("ECP"), cause the Corporation to take necessary action, and maintain oversight to provide assurance to itself and the DSS that electronic communications between the Corporation and its subsidiaries and the Affiliates do not disclose classified information or export-controlled information without proper authorization. The policies and procedures must also provide assurance that electronic communications are not used by any of the Affiliates to exert influence or control over the Corporation's business or management in a manner that could adversely affect the performance of classified contracts. The ECP must include a detailed network configuration diagram that clearly shows all communications networks and facilities used by the Corporation for the transmission of electronic communications, as defined herein, including without limitation, any computer equipment used for the electronic storage of such communications, and must delineate which networks will be shared and which will be protected from access by any unauthorized person including without limitation each of the Affiliates. The ECP must also include network descriptions addressing firewalls, physical and logical access controls, remote administration, monitoring, maintenance, retention, and the electrical and physical separation of systems and servers, as appropriate.

(h) Classified Discussions. Discussions of classified and export-controlled information by the GSC shall be held in closed sessions and accurate minutes of such meetings shall be kept and shall be made available only to such authorized individuals as are so designated by the GSC.

(i) Briefing. Upon taking office, the GSC members, the Facility Security Officer and the Technology Control Officer shall be briefed by a DSS representative on their responsibilities under the NISPOM, U.S. export control laws and regulations, and the Special Board Resolution.

(j) Compliance with Special Board Resolution. Each member of the GSC, the Facility Security Officer and the Technology Control Officer shall exercise his/her best efforts to ensure that all provisions of the Special Board Resolution are carried out; that the Corporation's directors, officers, employees, representative and agents comply with the provisions of the Special Board Resolution; and that the DSS is advised of any known violation of, or known attempt to violate, any provision of the Special Board Resolution, appropriate contract provisions regarding security, U.S. export control laws and regulations, and the NISPOM.

3.4 Compensation Committee. The Board of Directors shall establish a Compensation Committee, consisting of at least one independent Director. The Compensation Committee must recommend to the Board of Directors for its review and approval the annual compensation of the Corporation's key management personnel.

Article 4 Officers

4.1 Executive Officers; Election; Qualifications; Term of Office; Resignation; Removal; Vacancies. The Board of Directors shall elect a Chief Executive Officer, President, Secretary and Treasurer, and it may, if it so determines, choose a Chairperson of the Board of Directors and a Vice Chairperson of the Board of Directors from among its members. The Chairperson of the Board of Directors and the Corporation's key management personnel must be resident citizens of the United States who have or who are eligible to possess DoD personnel security clearances at the level of the Corporation's facility security clearances. The Board of Directors may also elect one or more Vice Presidents, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers as the Board of Directors deems necessary. Each such officer shall hold office until the first meeting of the Board of Directors after the annual meeting of stockholders next succeeding his or her election, and until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any officer may resign at any time upon written notice to the Corporation. The Board of Directors may remove any officer with or without cause at any time, but such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation. Any number of offices may be held by the same person. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

4.2 Powers and Duties of Executive Officers. The officers of the Corporation shall have such powers and duties in the management of the Corporation as may be prescribed by the Board of Directors and, to the extent not so provided, as generally pertain to their respective officers, subject to the control of the Board of Directors. The Board of Directors may require any officer, agent, or employee to give security for the faithful performance of his or her duties.

Article 5 Stock

5.1 Certificates. The Board of Directors, in its discretion, may designate that any one or more of the classes of stock of the Corporation may be represented by uncertificated shares, whether upon original issue, re-issuance, or subsequent transfer. The Board of Directors is authorized to establish procedures for the transfer of such uncertificated shares. For any classes of shares that are not represented by uncertificated shares, every holder of stock of such class shall be entitled to have a certificate signed by or in the name of the Corporation by the Chairperson or Vice Chairperson of the Board of Directors, if any, or the President or a Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, of the Corporation, certifying the number of shares owned by him or her in the Corporation. Any of or all the signatures on the certificate may be a facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent, or registrar at the date of issue.

5.2 Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates. The Corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen, or destroyed certificate, or his or her legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft, or destruction of any such certificate or the issuance of such new certificate.

Article 6 Indemnification

6.1 Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit,

or proceeding, whether civil, criminal, administrative, or investigative (a “proceeding”), by reason of the fact that he or she or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans (an “indemnitee”), against all expense, liability, and loss (including attorneys’ fees, judgments, fines, ERISA excise taxes or penalties, and amounts paid in settlement) reasonably incurred or suffered by such indemnitee. The Corporation shall be required to indemnify an indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if the initiation of such proceeding (or part thereof) by the indemnitee was authorized by the Board of Directors.

6.2 Prepayment of Expenses. The Corporation shall pay the expenses (including attorneys’ fees) incurred by an indemnitee in defending any proceeding in advance of its final disposition, provided, however, that the payment of expenses incurred by a director or officer in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the director or officer to repay all amounts advanced if it should be ultimately determined that the director or officer is not entitled to be indemnified under this Article or otherwise.

6.3 Claims. If a claim for indemnification or payment of expenses under this Article is not paid in full within sixty (60) days after a written claim therefor by the indemnitee has been received by the Corporation, the indemnitee may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expenses of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the indemnitee was not entitled to the requested indemnification or payment of expenses under applicable law.

6.4 Nonexclusivity of Rights. The rights conferred on any person by this Article 6 shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, these Bylaws, agreement, vote of stockholders, or disinterested directors or otherwise.

6.5 Other Indemnification. The Corporation’s obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, enterprise, or nonprofit entity shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, enterprise, or nonprofit enterprise.

6.6 Nature of Indemnification Rights: Amendment or Repeal. Each person who was, is, or becomes a director or officer shall be deemed to have served or to have continued to serve in such capacity in reliance upon the indemnity provided for in this Article 6. All rights to indemnification (and the advancement of expenses) under this Article 6 shall be deemed to be provided by a contract between the Corporation and the person who serves or has served as a director or officer of the Corporation. Such rights shall be deemed to have vested at the time such person becomes or became a director or officer of the Corporation, and such rights shall continue as to an indemnitee who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the indemnitee’s heirs, executors, and administrators. Any repeal or modification of the foregoing provisions of this Article 6 shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

6.7 Insurance for Indemnification. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person’s status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of Section 145 of the Delaware General Corporation Law.

Article 7 Miscellaneous

7.1 Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

7.2 Seal. The corporate seal shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

7.3 Notices. Except as may otherwise be required by law, the Certificate of Incorporation or these Bylaws, any notice to the Corporation, any stockholder or director must be in writing and may be transmitted by: mail, private carrier or personal delivery; email or other electronic transmission; or telephone, wire or wireless equipment which transmits a facsimile of the notice. Written notice by the Corporation to its stockholders shall be deemed effective when mailed, if mailed with first-class postage prepaid and correctly addressed to the stockholder’s address shown in the Corporation’s current record of stockholders. Except as set forth in the previous sentence, written notice shall be deemed effective at the earliest of the following: (a) when received; (b) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed with first-class postage, prepaid and correctly addressed; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and receipt is signed by or on behalf of the addressee; or (d) if sent to a stockholder’s email address, telephone number, or other number appearing on the records of the Corporation, when dispatched by telephone, facsimile equipment, or other means of electronic transmission.

7.4 Waiver of Notice of Meetings of Stockholders, Directors, and Committees. Any written waiver of notice, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice.

7.5 Interested Directors: Quorum. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if: (a) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (b) the material facts as to his or her 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 (c) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors, a committee thereof, or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

7.6 Form of Records. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs, or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

7.7 Amendment of Bylaws.

(a) The provisions of these Bylaws may be amended or repealed by the stockholders at any regular or special meeting of the stockholders the notice for which designates that an amendment or repeal of one or more of such sections is to be considered by an affirmative vote of the stockholders holding a majority of the shares present in person or represented by proxy and entitled to vote thereon. Notwithstanding anything to the contrary contained herein, these Bylaws may not be amended if such amendment would conflict with the terms of the Special Board Resolution. In the event of an inconsistency between these Bylaws and the Special Board Resolution, the Special Board Resolution shall govern.

(b) The Board of Directors shall have the power to amend or repeal the Bylaws of, or adopt new bylaws for, the Corporation. However, any such bylaws, or any alternation, amendment or repeal of the Bylaws, may be subsequently amended or repealed by the stockholders as provided in Article 7, Section 7.7(a) of these Bylaws.

7.8 Exclusive Forum for Certain Litigation. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware) shall, to the fullest extent permitted by law, be the sole and exclusive forum for (1) any derivative action or proceeding brought on behalf of the Corporation, (2) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (3) any action arising pursuant to any provision of the Delaware General Corporation Law or the Certificate of Incorporation or these Bylaws (as either may be amended from time to time), or (4) any action asserting a claim governed by the internal affairs doctrine. If any action the subject matter of which is within the scope of this Section 7.8 is filed in a court other than the Court of Chancery of the State of Delaware (or if the Court of Chancery does not have jurisdiction, another state court located within the State of Delaware, or if No state court located within the State of Delaware has jurisdiction, the federal district court for the District of Delaware) (a "Foreign Action") in the name of any stockholder (including any beneficial owner, within the meaning of Section 13(d) of the Exchange Act), such stockholder shall be deemed to have consented to (a) the personal jurisdiction of the state and federal courts located within the State of Delaware in connection with any action brought in any such court to enforce this Section 7.8 and (b) having service of process made upon such stockholder in any such action by service upon such stockholder's counsel in the Foreign Action as agent for such stockholder.

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TTM Technologies, Inc. Appoints Wajid Ali to Board of Directors

Santa Ana, CA – May 9, 2024 – TTM Technologies, Inc. (NASDAQ: TTMI), a leading global manufacturer of technology solutions including mission systems, radio frequency (“RF”) components and RF microwave/microelectronic assemblies, quick-turn and technologically advanced printed circuit boards (“PCB”), announced today that Mr. Wajid Ali has been appointed by the unanimous vote of the remaining Directors to serve as a new Class I director on the Board, effective immediately. Mr. Ali succeeds outgoing Class I director Dr. Dov S. Zakheim, who retired on May 8, 2024, pursuant to the TTM Corporate Governance Guidelines that prescribes a mandatory retirement for directors at the age of 75. Dr. Zakheim served as a director of the Company since July 2010.

Mr. Ali is a seasoned public company executive with over 20 years of experience in the technology industry. He is the current Chief Financial Officer of Lumentum Holdings Inc. and oversees Lumentum’s overall financial operations and information technology group. Mr. Ali is expected to serve on the Audit Committee of the Board.

Before joining Lumentum, Mr. Ali was the Senior Vice President and Chief Financial Officer at Synaptics Incorporated. Before Synaptics, Mr. Ali was Vice President and Controller at Teledyne Technologies, Incorporated. Prior to Teledyne, he served as Chief Financial Officer at DALSA Corp., a semiconductor company that was acquired by Teledyne in 2011. Mr. Ali also held key financial management positions at AMD and ATI, overseeing the finance functions for large business groups.

Mr. Ali holds a Bachelor of Arts and a Master of Arts degree in Economics from York University; a Master of Business Administration degree from the Schulich School of Business, York University; and CPA and CMA designations from the Chartered Professional Accountants of Ontario, Canada.

“We are very appreciative of the exceptional service of Dov Zakheim over the years. We have benefitted immeasurably from his leadership as a Board member and Chairman of our Government Security Committee and his many other contributions to the success of TTM, particularly as we strengthened our company through strategic acquisitions and divestitures aimed at further differentiating our leading position in the Aerospace and Defense sector,” said Tom Edman, President and CEO of TTM. “We are also pleased to have Wajid join our Board. We anticipate that his extensive financial background in industrial technology, coupled with his experience in the Aerospace and Defense sector, will bolster the Board’s capabilities as we look forward to the future for TTM.”

After Dr. Zakheim’s retirement and Mr. Ali’s appointment, the Board continues to consist of nine directors, eight of whom are independent under NASDAQ rules.

About TTM

TTM Technologies, Inc. is a leading global manufacturer of technology solutions including mission systems, RF components/RF microwave/microelectronic assemblies, quick-turn and technologically advanced PCBs. TTM stands for time-to-market, representing how TTM’s time-critical, one-stop manufacturing services enable customers to shorten the time required to develop new products and bring them to market. Additional information can be found at www.ttm.com.

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Forward-Looking Statements

This release contains forward-looking statements that relate to future events or performance. TTM cautions you that such statements are simply predictions and actual events or results may differ materially. These statements reflect TTM's current expectations, and TTM does not undertake to update or revise these forward looking statements, even if experience or future changes make it clear that any projected results expressed or implied in this or other TTM statements will not be realized. Further, these statements involve risks and uncertainties, many of which are beyond TTM's control, which could cause actual results to differ materially from the forward-looking statements. These risks and uncertainties include, but are not limited to, general market and economic conditions, including interest rates, currency exchange rates and consumer spending, demand for TTM's products, market pressures on prices of TTM's products, warranty claims, changes in product mix, contemplated significant capital expenditures and related financing requirements, TTM's dependence upon a small number of customers and other factors set forth in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of TTM's public reports filed with the SEC.