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BYLAWS
OF
ABAGY ROBOTIC SYSTEMS INC.
A DELAWARE CORPORATION

ARTICLE I.
CORPORATE OFFICES

Section 1.1 Registered Office. The board of directors shall establish the registered office of the corporation in the State of Delaware and may, at any time, change the registered office by resolution of the board of directors.

Section 1.2 Other Offices. The board of directors may at any time establish other offices at any place or places where the corporation is qualified to do business.

ARTICLE II.
MEETINGS OF STOCKHOLDERS

Section 2.1 Place of Meetings. Meetings of stockholders may be held at such place, either within or without this State, as may be designated by or in the manner provided in the certificate of incorporation or bylaws or, if not so designated, as determined by the board of directors. The board of directors may determine the place of a meeting of stockholders, and may, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication as authorized by paragraph (a)(2) of Section 211 of the Delaware General Corporation Law.

Section 2.2 Annual Meetings. Unless directors are elected by written consent in lieu of an annual meeting, an annual meeting of stockholders shall be held for the election of directors on a date and at a time designated by or in the manner provided in these bylaws. Stockholders may act by written consent to elect directors, provided, however, that if such consent is less than unanimous, such action by written consent may be in lieu of holding an annual meeting only if all of the directorships to which directors could be elected at an annual meeting held at the effective time of such action are vacant and are filled by such action. Any other proper business may be transacted at the annual meeting.

Section 2.3 Special Meetings. A special meeting of the stockholders may be called at any time by the board of directors, or by the chairman of the board, or by the president, or by one or more stockholders holding shares in the aggregate entitled to cast not less than ten percent (10%) of the votes at that meeting.

If a special meeting is called by any person or persons other than the board of directors, the request shall be in writing, specifying the time of such meeting and the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the chairman of the board, the president or the secretary of the corporation. No business may be transacted at such special meeting otherwise than specified in such notice. The officer receiving the request shall cause notice to be promptly given to the stockholders entitled to vote, in accordance with the provisions of Sections 2.4 and

2.5 of this Article II, that a meeting will be held at the time requested by the person or persons who called the meeting, not less than thirty-five (35) nor more than sixty (60) days after the receipt of the request. If the notice is not given within twenty (20) days after the receipt of the request, the person or persons requesting the meeting may give the notice. Nothing contained in this paragraph of this Section 2.3 shall be construed as limiting, fixing, or affecting the time when a meeting of stockholders called by action of the board of directors may be held.

Section 2.4 Notice of Stockholders' Meetings. All notices of meetings of stockholders shall be in writing and shall be sent or otherwise given in accordance with Section 2.5 of these bylaws not 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. The notice shall specify 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.

Section 2.5 Manner of Giving Notice; Affidavit of Notice. Written notice of any meeting of stockholders, if mailed, is given when deposited in the United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the corporation. An affidavit of the secretary or an assistant secretary or of the transfer agent of the corporation that the notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein. Any notice given to stockholders by the Corporation shall also be effective if given by a form of electronic transmission consented to by the stockholder to whom the notice is given. Any such consent shall be deemed revoked if (1) the corporation is unable to deliver by electronic transmission two consecutive notices given by the corporation in accordance with such consent and (2) such inability becomes known to the person responsible for the giving of notice. The inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. Any such consent shall be revocable by the stockholder by written notice to the corporation.

Section 2.6 Quorum. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum is not present or represented at any meeting of the stockholders, then either (i) the chairman of the meeting or (ii) the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally noticed.

Section 2.7 Adjourned Meeting; Notice. When a meeting is adjourned to another time or place, unless these bylaws otherwise require, notice need not be given of the 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 that 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.

Section 2.8 Conduct of Business. The chairman of any meeting of stockholders shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of business.

Section 2.9 Voting. The stockholders entitled to vote at any meeting of stockholders shall be determined in accordance with the provisions of Section 2.12 of these bylaws, subject to the provisions of Sections 217 and 218 of the General Corporation Law of Delaware (relating to voting rights of fiduciaries, pledgors and joint owners of stock and to voting trusts and other voting agreements). Except as may be otherwise provided in the certificate of incorporation, each stockholder shall be entitled to one vote for each share of capital stock held by such stockholder.

Notwithstanding any other provision of these bylaws, at any meeting of stockholders, the following matters shall require a unanimous vote of all stockholders entitled to vote at such meeting of stockholders:

(1) Strategic decisions: a material (either as approved under a business plan or carried out in fact) change in the nature or the scope of the Company's Business from the way it is defined in the Agreement;

(2) Business Plans and Budgets: approval of the Company's Business Plan and Budget, and any event of exceeding any parameter of the approved Budget, provided that such override, as itself or as combined with any other override, exceeds USD 10 000, or 10 (ten) percent of the total Budget (whichever is less) in any month or exceeds USD 30 000, or 30 (thirty) percent of the total Budget (whichever is less) in any quarter; the Business Plan and the Budget shall be approved quarterly on or before the first business day of the respective quarter;

(3) Disposition of corporate assets or acquisition of obligations liabilities: acquisition of liabilities or disposition of assets in the course of one or multiple related transactions in the amount or with a value in excess of $20,000.00 (twenty thousand USD), or five percent of the book value of the assets of the Company (whichever is less), or the equivalent of such amount in another currency; liens or encumbrances of Company's assets in the amount or with a value in excess of $20,000.00 (twenty thousand USD), or five percent of the book value of the Company's assets (whichever is less);

(4) Intellectual property: alienation, transfer, disposition or licensing or grant to any person in any form of any legal rights with respect of any intellectual property of the Company or any subsidiaries, including, without limitation, patent rights, domain names, trademarks, copyrights, trade secret rights and know-how;

(5) Changes in share capital: any change, decrease or increase in the share capital of the corporation, in any form, including an issue or redemption of any Capital Stock, creation or amendment of rights of any classes of Capital Stock, any change in the authorized capital of the Company, and any other investment in the share capital of the Company, by way of participants or third parties contributing to the assets of the corporation;

(6) Changes to the certificate of incorporation, bylaws and other corporate governance documents of the Company;

(7) The appointment and termination of powers of governing bodies of the corporation: the appointment and termination of office of the President and any other officer of the Corporation's; approval of the terms of agreements with the President and other members of the Corporation's management bodies; appointment and dismissal of members of the Board (other than the members appointed per Section 1.3 below), and any changes in the size of the Board;

(8) Management and advisors: entry by the corporation into labor, advisory and such other agreements with any Persons, if the amount of compensation to be paid under any such agreement, exceeds $20,000.00 (twenty thousand USD) in any fiscal year (before tax); termination and changes of terms and conditions of any such agreements;

(9) Stock Option, Performance and Incentive Plans: adoption and modification of the terms of any options, bonuses and other incentive bonus plans and programs for the employees and advisors of the corporation; grant of any stock or stock-based awards and issue of stock under such awards;

(10) Loans: stransaction or series of related transactions whereby the Company borrows or lends money or other assets; any amendments to the terms of such transactions; the issuance or receipt of guarantees or sureties by the Company;

(11) Profit distribution: the payment of dividends and any other formal or actual distribution of profits by the Company;

(12) Liquidation and reorganization: the decision on voluntary liquidation or winding up of the Company, the introduction of bankruptcy procedures, the external control (in court or out of court), or the adoption of other interim measures within the framework of the legislation on bankruptcy, insolvency or similar law or the appointment of a receiver (in court or out of court) or a liquidator or analogous officer, as well as the sale of all or most of the assets of the Company, as well as the approval by the Company of the terms of any merger, asset sale, restructuring, or reorganization plans;

(13) Partnerships, joint ventures and subsidiaries: participation (or termination of such participation) of the Company in any partnership, joint venture, profit sharing agreements, license agreements (other than participation in software license agreements as a retail consumer), unless such participation (or termination of participation) is provided for in a duly approved Business Plan; acquisition and disposal (in any manner) of any shares or participation or similar interests, or securities or rights convertible thereto, in any legal entities (including Interest in the Russian Company), unless expressly provided for herein;

(14) Insurance activities and audit: approval of auditors and insurance companies;

(15) Disputes and proceedings: the decision to initiate or maintain by the corporation of any litigation, arbitration or other legal proceeding, where the amount in controversy

exceeds $20,000.00 (twenty thousand USD), including the decision on the bringing and termination of claims and complaints, institution of an appeal of judgments and decisions of courts, arbitration tribunals, on entry into settlement agreements; the selection of representatives of the corporation to participate in any litigation, arbitration or other legal proceedings and approval of the terms of agreements with such representatives; termination and modification of the terms of such contracts;

(16) Decisions concerning voting at a general meeting of stockholders (members or participants) of any subsidiary entities on any of the above matters, as applied to such subsidiary.

Should all stockholders entitled to vote be unable to vote unanimously as to any of the above matters after three meetings of stockholders of the corporation, such deadlock shall be resolved by way of a binding arbitration before JAMS in San Francisco, California, USA.

Section 2.10 Waiver of Notice. Whenever notice is required to be given under any provision of the General Corporation Law of Delaware or of the certificate of incorporation or these bylaws, a written waiver thereof, 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 need be specified in any written waiver of notice unless so required by the certificate of incorporation or these bylaws.

Section 2.11 Stockholder Action by Written Consent Without a Meeting. Unless otherwise provided in the certificate of incorporation, any action required by this article to be taken at any annual or special meeting of stockholders of the corporation, or any action that may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken, is 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.

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. If the action which is consented to is such as would have required the filing of a certificate under any section of the General Corporation Law of Delaware if such action had been voted on by stockholders at a meeting thereof, then the certificate filed under such section shall state, in lieu of any statement required by such section concerning any vote of stockholders, that written notice and written consent have been given as provided in Section 228 of the General Corporation Law of Delaware.

Section 2.12 Record Date for Stockholder Notice; Voting; Giving Consents. 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 entitled 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, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action.

If the board of directors does not so fix a record date:

(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.

(ii) The record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the board of directors is necessary, shall be the day on which the first written consent is expressed.

(iii) 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.

Section 2.13 Proxies. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by a written proxy, signed by the stockholder and filed with the secretary of the corporation, 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 proxy shall be deemed signed if the stockholder's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the stockholder or the stockholder's attorney-in-fact. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of Section 212(c) of the General Corporation Law of Delaware.

Section 2.14 List of Stockholders Entitled to Vote. The officer who has charge of the stock ledger 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. Such list shall presumptively determine the identify of the stockholders entitled to vote at the meeting and the number of shares held by each of them.

ARTICLE III.
DIRECTORS

Section 3.1 Powers. Subject to the provisions of the General Corporation Law of Delaware and any limitation in the certificate of incorporation or these bylaws relating to action required to be approved by the stockholders or by the outstanding shares, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the board of directors.

Section 3.2 Number of Directors. The authorized number of directors of the corporation shall be not less than one (1) nor more than five (5) persons, with the exact number of directors to be fixed within such range from time to time by resolution adopted by the Board. The initial number of directors which shall constitute the whole board shall be one (1), until a resolution is adopted by the Board to change and fix the number of directors within the above range.

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 3.3 Election, Qualification and Term of Office of Directors. Except as provided in Section 3.4 of these bylaws, directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. Directors need not be stockholders unless so required by the certificate of incorporation or these bylaws, wherein other qualifications for directors may be prescribed. Each director, including a director elected to fill a vacancy, shall hold office until his successor is elected and qualified or until his earlier resignation or removal.

All elections of directors need not be by written ballot.

Each holder of at least one share of voting stock of the Corporation shall have the right to elect one (1) director.

Section 3.4 Resignation and Vacancies. Any director may resign at any time upon written notice to the attention of the secretary of the corporation. When one or more directors so resigns and the resignation is effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office as provided in this section in the filling of other vacancies.

Unless otherwise provided in the certificate of incorporation or these bylaws:

(i) Vacancies and newly created directorships resulting from any increase in the authorized number of directors elected by all of the stockholders having the right to vote as a single class may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director.

(ii) Whenever the holders of any class or classes of stock or series thereof are entitled to elect one or more directors by the provisions of the certificate of incorporation, vacancies and newly created directorships of such class or classes or series may be filled by a majority of the directors elected by such class or classes or series thereof then in office, or by a sole remaining director so elected.

If at any time, by reason of death or resignation or other cause, the corporation should have no directors in office, then any officer or any stockholder or any executor, administrator, trust or guardian of a stockholder, or other fiduciary entrusted with like responsibility for the person or estate of a stockholder, may call a special meeting of stockholders in accordance with the provisions of the certificate of incorporation or these bylaws, or may apply to the Court of Chancery for a decree summarily ordering an election as provided in Section 211 of the General Corporation Law of Delaware.

Section 3.5 Place of Meetings; Meetings by Telephone. The board of directors of the corporation may hold meetings, both regular and special, either within or outside the State of Delaware.

Unless otherwise restricted by the certificate of incorporation or these bylaws, members of the board of directors, or any committee designated by the board of directors, may participate in a meeting of the board of directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 3.6 Regular Meetings. Regular meetings of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by the board.

Section 3.7 Special Meetings; Notice. Special meetings of the board of directors for any purpose or purposes may be called at any time by the chairman of the board, the president, any vice president, the secretary or any two (2) directors.

Notice of the time and place of special meetings shall be delivered personally or by telephone to each director or sent by first-class mail, facsimile or e-mail addressed to each director at that director's address, facsimile number or email address as it is shown on the records of the corporation. If the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. If the notice is delivered personally or by telephone, facsimile or e-mail, it shall be delivered personally or by telephone or to the facsimile telephone number or e-mail address at least forty-eight (48) hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be

communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. The notice need not specify the purpose or the place of the meeting, if the meeting is to be held at the principal executive office of the corporation.

Section 3.8 Quorum. At all meetings of the board of directors, a majority of the authorized number of directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation. If a quorum is not present at any meeting of the board of directors, then the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 3.9 Waiver of Notice. Whenever notice is required to be given under any provision of the General Corporation Law of Delaware or of the certificate of incorporation or these bylaws, a written waiver thereof, 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 other purpose of, any regular or special meeting of the directors, or members of a committee of directors, need be specified in any written waiver of notice unless so required by the certificate of incorporation or these bylaws.

Section 3.10 Board Action by Written Consent Without a Meeting. 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 if all members of the board or committee, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the board or committee.

Section 3.11 Fees and Compensation of Directors. Unless otherwise restricted by the certificate of incorporation or these bylaws, the board of directors shall have the authority to fix the compensation of directors.

Section 3.12 Approval of Loans to Officers. The corporation may lend money to, or guarantee any obligation of, or otherwise assist any officer or other employee of the corporation or of its subsidiaries, including any officer or employee who is a director of the corporation or its subsidiaries, whenever, in the judgment of the directors, such loan, guaranty or assistance may reasonably be expected to benefit the corporation. The loan, guaranty or other assistance may be with or without interest and may be unsecured, or secured in such manner as the board of directors shall approve, including, without limitation, a pledge of shares of stock of the corporation. Nothing contained in this section shall be deemed to deny, limit or restrict the powers of guaranty or warranty of the corporation at common law or under any statute.

Section 3.13 Removal of Directors. Unless otherwise restricted by statute, by the certificate of incorporation or by these bylaws, any director or the entire board of directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE IV.
COMMITTEES

Section 4.1 Committees of Directors. The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees, with each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors or in the bylaws of the corporation, 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 papers that may require it; but no such committee shall have the power or authority to (i) amend the certificate of incorporation (except that a committee may, to the extent authorized in the resolution or resolutions providing for the issuance of shares of stock adopted by the board of directors as provided in Section 151(a) of the General Corporation Law of Delaware, fix the designation and any of the preferences or rights of such shares relating to dividends, redemption, dissolution, any distribution of assets of the corporation or the conversion into, or the exchange of such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the corporation or fix the number of shares of any series of stock or authorize the increase or decrease of the shares of any series), (ii) adopt an agreement of merger or consolidation under Sections 251 or 252 of the General Corporation Law of Delaware, (iii) recommend to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, (iv) recommend to the stockholders a dissolution of the corporation or a revocation of a dissolution, or (v) amend the bylaws of the corporation; and, unless the board resolution establishing the committee, the bylaws or the certificate of incorporation expressly so provide, no such committee shall have the power or authority to declare a dividend, to authorize the issuance of stock, or to adopt a certificate of ownership and merger pursuant to Section 253 of the General Corporation Law of Delaware.

Section 4.2 Committee Minutes. Each committee shall keep regular minutes of its meetings and report the same to the board of directors when required.

Section 4.3 Meetings and Action of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article III of these bylaws, Section 3.5 (place of meetings and meetings by telephone), Section 3.6 (regular meetings), Section 3.7 (special meetings and notice), Section 3.8 (quorum), Section 3.9 (waiver of notice), and Section 3.10 (action without a meeting), with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board of directors and its members; provided, however, that the time of regular meetings of committees may be

determined either by resolution of the board of directors or by resolution of the committee, that special meetings of committees may also be called by resolution of the board of directors and that notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

ARTICLE V.
OFFICERS

Section 5.1 Officers. The officers of the corporation shall be a president, a secretary, and a chief financial officer. The corporation may also have, at the discretion of the board of directors, a chairman of the board, one or more vice presidents, one or more assistant vice presidents, one or more assistant secretaries, and one or more assistant treasurers, and any such other officers as may be appointed in accordance with the provisions of Section 5.3 of these bylaws. Any number of offices may be held by the same person.

Section 5.2 Appointment of Officers. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Sections 5.3 or 5.5 of these bylaws, shall be appointed by the board of directors, subject to the rights, if any, of an officer under any contract of employment.

Section 5.3 Subordinate Officers. The board of directors may appoint, or empower the president to appoint, such other officers and agents as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws or as the board of directors may from time to time determine.

Section 5.4 Removal and Resignation of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by an affirmative vote of the majority of the board of directors at any regular or special meeting of the board or, except in the case of an officer chosen by the board of directors, by any officer upon whom such power of removal may be conferred by the board of directors.

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 5.5 Vacancies in Offices. Any vacancy occurring in any office of the corporation shall be filled by the board of directors.

Section 5.6 Chairman of the Board. The chairman of the board, if such an officer be elected, shall, if present, preside at meetings of the board of directors and exercise and perform such other powers and duties as may from time to time be assigned to him by the board of directors or as may be prescribed by these bylaws. If there is no chief executive officer, then the chairman of the board shall also be the chief executive officer of the corporation and shall have the powers and duties prescribed in Section 5.7 of these bylaws.

Section 5.7 Chief Executive Officer. Subject to such supervisory powers, if any, as may be given by the board of directors to the chairman of the board, if any, the chief executive officer of the corporation (if such an officer is appointed) shall, subject to the control of the board of directors, have general supervision, direction, and control of the business and the officers of the corporation. He or she shall preside at all meetings of the stockholders and, in the absence or nonexistence of a chairman of the board, at all meetings of the board of directors and shall have the general powers and duties of management usually vested in the office of chief executive officer of a corporation and shall have such other powers and duties as may be prescribed by the board of directors or these bylaws.

Section 5.8 President. Subject to such supervisory powers, if any, as may be given by the board of directors to the chairman of the board (if any) or the chief executive officer, the president shall have general supervision, direction, and control of the business and other officers of the corporation. He or she shall have the general powers and duties of management usually vested in the office of president of a corporation and such other powers and duties as may be prescribed by the board of directors or these bylaws.

Section 5.9 Vice Presidents. In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the board of directors or, if not ranked, a vice president designated by the board of directors, shall perform all the duties of the president and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors, these bylaws, the president or the chairman of the board.

Section 5.10 Secretary. The secretary shall keep or cause to be kept, at the principal executive office of the corporation or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, and stockholders. The minutes shall show the time and place of each meeting, whether regular or special (and, if special, how authorized and the notice given), the names of those present at directors' meetings or committee meetings, the number of shares present or represented at stockholders' meetings, and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principal executive office of the corporation or at the office of the corporation's transfer agent or registrar, as determined by resolution of the board of directors, a share register, or a duplicate share register, showing the names of all stockholders and their addresses, the number and classes of shares held by each, the number and date of certificates evidencing such shares, and the number and date of cancellation of every certificate surrendered for cancellation.

The secretary shall give, or cause to be given, notice of all meetings of the stockholders and of the board of directors required to be given by law or by these bylaws. He shall keep the seal of the corporation, if one be adopted, in safe custody and shall have such other powers and perform such other duties as may be prescribed by the board of directors or by these bylaws.

Section 5.11 Chief Financial Officer. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its

assets, liabilities, receipts, disbursements, gains, losses, capital retained earnings, and shares. The books of account shall at all reasonable times be open to inspection by any director.

The chief financial officer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. He shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the president and directors, whenever they request it, an account of all his transactions as chief financial officer and of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

The chief financial officer shall be the treasurer of the corporation.

Section 5.12 Assistant Secretary. The assistant secretary, or, if there is more than one, the assistant secretaries in the order determined by the stockholders or board of directors (or if there be no such determination, then in the order of their election) shall, in the absence of the secretary or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as may be prescribed by the board of directors or these bylaws.

Section 5.13 Assistant Treasurer. The assistant treasurer, or, if there is more than one, the assistant treasurers, in the order determined by the stockholders or board of directors (or if there be no such determination, then in the order of their election), shall, in the absence of the chief financial officer or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the chief financial officer and shall perform such other duties and have such other powers as may be prescribed by the board of directors or these bylaws.

Section 5.14 Representation of Shares of Other Corporations. The chairman of the board, the president, any vice president, the chief financial officer, the secretary or assistant secretary of this corporation, or any other person authorized by the board of directors or the president or a vice president, is authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority granted herein may be exercised either by such person directly or by any other person authorized to do so by proxy or power of attorney duly executed by such person having the authority.

Section 5.15 Authority and Duties of Officers. In addition to the foregoing authority and duties, all officers of the corporation shall respectively have such authority and perform such duties in the management of the business of the corporation as may be designated from time to time by the board of directors or the stockholders.

ARTICLE VI.
INDEMNITY

Section 6.1 Third Party Actions. Subject to the provisions of this Article VI, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by

reason of the fact that he 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, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement (if such settlement is approved in advance by the corporation) actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 6.2 Actions by or in the Right of the Corporation. Subject to the provisions of this Article VI, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he 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 expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court shall deem proper. Notwithstanding any other provision of this Article VI, no person shall be indemnified hereunder for any expenses or amounts paid in settlement with respect to any action to recover short-swing profits under Section 16(b) of the Securities Exchange Act of 1934, as amended.

Section 6.3 Successful Defense. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 6.1 and 6.2, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 6.4 Determination of Conduct. Any indemnification under Sections 6.1 and 6.2 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that the indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 6.1 and 6.2. Such determination shall be made (i) by the board of directors or the Executive Committee by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding or (ii) if such quorum is not obtainable or, even if

obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the stockholders. Notwithstanding the foregoing, a director, officer, employee or agent of the corporation shall be entitled to contest any determination that the director, officer, employee or agent has not met the applicable standard of conduct set forth in Sections 6.1 and 6.2 by petitioning a court of competent jurisdiction.

Section 6.5 Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding, by an individual who may be entitled to indemnification pursuant to Section 6.1 or 6.2, may, subject to approval of the board of directors, be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Article VI.

Section 6.6 Indemnity Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to the other sections of this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 6.7 Insurance Indemnification. The corporation shall have the power to 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 him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article VI.

Section 6.8 The Corporation. For purposes of this Article VI, references to the "corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors and officers, so that any person who is or was a director, officer, employ or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under and subject to the provisions of this Article VI (including, without limitation, the provisions of Section 6.4) with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

Section 6.9 Employee Benefit Plans. For purposes of this Article VI, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be

in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article VI.

Section 6.10 Indemnity Fund. Upon resolution passed by the Board, the corporation may establish a trust or other designated account, grant a security interest or use other means (including, without limitation, a letter of credit), to ensure the payment of certain of its obligations arising under this Article VI and/or agreements which may be entered into between the corporation and its officers and directors from time to time.

Section 6.11 Indemnification of Other Persons. The provisions of this Article VI shall not be deemed to preclude the indemnification of any person who is not a director or officer of the corporation or is not serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, but whom the corporation has the power or obligation to indemnify under the provisions of the General Corporation Law of the State of Delaware or otherwise. The corporation may, in its sole discretion, indemnify an employee, trustee or other agent as permitted by the General Corporation Law of the State of Delaware. The corporation shall indemnify an employee, trustee or other agent where required by law.

Section 6.12 Savings Clause. If this Article VI or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each person entitled to indemnification hereunder against expenses (including attorney's fees), judgments, fines and amounts paid in settlement with respect to any action, suit, proceeding or investigation, whether civil, criminal or administrative, and whether internal or external, including a grand jury proceeding and an action or suit brought by or in the right of the corporation, to the full extent permitted by any applicable portion of this Article that shall not have been invalidated, or by any other applicable law.

Section 6.13 Continuation of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VI shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VII.
RECORDS AND REPORTS

Section 7.1 Maintenance and Inspection of Records. The corporation shall, either at its principal executive office or at such place or places as designated by the board of directors, keep a record of its stockholders listing their names and addresses and the number and class of shares held by each stockholder, a copy of these bylaws as amended to date, accounting books, and other records.

Any stockholder of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the corporation's stock ledger, a list of its stockholders, and its other books and records and to make copies or extracts therefrom. A proper purpose shall mean

a purpose reasonably related to such person's interest as a stockholder. In every instance where an attorney or other agent in the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing that authorizes the attorney or other agent so to act on behalf of the stockholder. The demand under oath shall be directed to the corporation at its registered office in Delaware or at its principal place of business.

The officer who has charge of the stock ledger 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, 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.

Section 7.2 Inspection by Directors. Any director shall have the right to examine the corporation's stock ledger, a list of its stockholders, and its other books and records for a purpose reasonably related to his position as a director. The Court of Chancery is hereby vested with the exclusive jurisdiction to determine whether a director is entitled to the inspection sought. The Court may summarily order the corporation to permit the director to inspect any and all books and records, the stock ledger, and the stock list and to make copies or extracts therefrom. The Court may, in its discretion, prescribe any limitations or conditions with reference to the inspection, or award such other and further relief as the Court may deem just and proper.

ARTICLE VIII.
GENERAL MATTERS

Section 8.1 Checks. From time to time, the board of directors shall determine by resolution which person or persons may sign or endorse all checks, drafts, other orders for payment of money, notes or other evidences of indebtedness that are issued in the name of or payable to the corporation, and only the persons so authorized shall sign or endorse those instruments.

Section 8.2 Execution of Corporate Contracts and Instruments. The board of directors, except as otherwise provided in these bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation; such authority may be general or confined to specific instances. Unless so authorized or ratified by the board of directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 8.3 Stock Certificates; Partly Paid Shares. The shares of the corporation shall be represented by certificates, provided that the board of directors of the corporation may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a

certificate until such certificate is surrendered to the corporation. Notwithstanding the adoption of such a resolution by the board of directors, every holder of stock represented by certificates and upon request every holder of uncertificated shares shall be entitled to have a certificate signed by, or in the name of the corporation by the chairman or vice-chairman of the board of directors, or the president or vice president, and by the chief financial officer or an assistant treasurer, or the secretary or an assistant secretary of the corporation representing the number of shares registered in certificate form. Any or all of 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 has 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.

The corporation may issue the whole or any part of its shares as partly paid and subject to call for the remainder of the consideration to be paid therefor. Upon the face or back of each stock certificate issued to represent any such partly paid shares, upon the books and records of the corporation in the case of uncertificated partly paid shares, the total amount of the consideration to be paid therefor and the amount paid thereon shall be stated. Upon the declaration of any dividend on fully paid shares, the corporation shall declare a dividend upon partly paid shares of the same class, but only upon the basis of the percentage of the consideration actually paid thereon.

Section 8.4 Special Designation on Certificates. If the corporation is authorized to issue more than one class of stock or more than one series of any class, then the powers, the designations, the preferences, and the relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate that the corporation shall issue to represent such class or series of stock; provided, however, that, except as otherwise provided in Section 202 of the General Corporation Law of Delaware, in lieu of the foregoing requirements there may be set forth on the face or back of the certificate that the corporation shall issue to represent such class or series of stock a statement that the corporation will furnish without charge to each stockholder who so requests the powers, the designations, the preferences, and the relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

Section 8.5 Lost Certificates. Except as provided in this Section 8.5, no new certificates for shares shall be issued to replace a previously issued certificate unless the latter is surrendered to the corporation and cancelled at the same time. The corporation may issue a new certificate of stock or uncertificated shares 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 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 or uncertificated shares.

Section 8.6 Construction; Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Delaware General Corporation Law shall govern the construction of these bylaws. Without limiting the generality of this

provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

Section 8.7 Dividends. The directors of the corporation, subject to any restrictions contained in (i) the General Corporation Law of Delaware or (ii) the corporation's certificate of incorporation, may declare and pay dividends upon the shares of its capital stock. Dividends may be paid in cash, in property, or in shares of the corporation's capital stock.

The directors of the corporation may set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and may abolish any such reserve. Such purposes shall include but not be limited to equalizing dividends, repairing or maintaining any property of the corporation, and meeting contingencies.

Section 8.8 Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the board of directors and may be changed by the board of directors.

Section 8.9 Seal. The corporation may adopt a corporate seal, which shall be adopted and which may be altered by the board of directors, and may use the same by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 8.10 Transfer of Stock. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction in its books.

Section 8.11 Stock Transfer Agreements. The corporation shall have power to enter into and perform any agreement with any number of stockholders of any one or more classes of stock of the corporation to restrict the transfer of shares of stock of the corporation of any one or more classes owned by such stockholders in any manner not prohibited by the General Corporation Law of Delaware.

Section 8.12 Registered Stockholders. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends and to vote as such owner, shall be entitled to hold liable for calls and assessments the person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of another person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

ARTICLE IX.
AMENDMENTS

The bylaws of the corporation may be adopted, amended or repealed by the board of directors or stockholders entitled to vote. The fact that such power has been so conferred upon the directors shall not divest the stockholders of the power, nor limit their power to adopt, amend or repeal bylaws.

Copie certifiée conforme à l'original
Nikita Pavlov, Notaire
8/10/2025

Traduction de la langue anglaise vers la langue française

STATUTS
DE
ABAGY ROBOTIC SYSTEMS INC., UNE SOCIÉTÉ DU DELAWARE

ARTICLE I. SIÈGES SOCIAUX

Section 1.1 Siège social. Le siège social de la société est situé dans l'État du Delaware et peut, à tout moment, être modifié par résolution du conseil d'administration.

Section 1.2 Autres bureaux. Le conseil d'administration peut, à tout moment, établir d'autres bureaux en tout lieu où la société est autorisée à exercer ses activités.

ARTICLE II. ASSEMBLÉES DES ACTIONNAIRES

Section 2.1 Lieu des assemblées. Les assemblées des actionnaires peuvent se tenir en tout lieu, à l'intérieur ou à l'extérieur de cet État, tel que désigné dans le certificat de constitution ou les statuts, ou, à défaut, tel que déterminé par le conseil d'administration. Le conseil d'administration peut déterminer le lieu d'une assemblée des actionnaires et peut, à sa seule discrétion, décider que l'assemblée ne se tiendra en aucun lieu physique mais uniquement par communication à distance, conformément au paragraphe (a)(2) de l'article 211 du Delaware General Corporation Law.

Section 2.2 Assemblées annuelles. Sauf si les administrateurs sont élus par consentement écrit en lieu et place d'une assemblée annuelle, une assemblée annuelle des actionnaires doit être tenue pour l'élection des administrateurs à la date et à l'heure désignées conformément aux statuts. Les actionnaires peuvent agir par consentement écrit pour élire des administrateurs, sous réserve que si ce consentement n'est pas unanime, une telle action par consentement écrit ne peut remplacer une assemblée annuelle que si tous les postes d'administrateur à pourvoir lors d'une assemblée annuelle à la date effective de l'action sont vacants et sont remplis par cette action. Toute autre affaire appropriée peut être traitée lors de l'assemblée annuelle.

Section 2.3 Assemblées extraordinaires. Une assemblée extraordinaire des actionnaires peut être convoquée à tout moment par le conseil d'administration, le président du conseil, le président de la société, ou par un ou plusieurs actionnaires détenant collectivement au moins dix pour cent (10 %) des droits de vote à cette assemblée.
Si une assemblée extraordinaire est convoquée par une ou plusieurs personnes autres que le conseil d'administration, la demande doit être faite par écrit, préciser la date de l'assemblée et la nature générale des affaires à traiter, et être remise en main propre ou envoyée par courrier

recommandé ou par transmission télégraphique ou autre fax au président du conseil, au président ou au secrétaire de la société. Aucune affaire ne peut être traitée lors de cette assemblée extraordinaire autrement que celles spécifiées dans l'avis. L'officier recevant la demande doit faire en sorte que l'avis soit rapidement communiqué aux actionnaires ayant droit de vote, conformément aux sections 2.4 et 2.5 du présent article II, indiquant que l'assemblée aura lieu à la date demandée par la ou les personnes ayant convoqué l'assemblée, au moins trente-cinq (35) et au plus soixante (60) jours après réception de la demande. Si l'avis n'est pas donné dans les vingt (20) jours suivant la réception de la demande, la ou les personnes ayant demandé l'assemblée peuvent donner l'avis elles-mêmes. Rien dans ce paragraphe de la section 2.3 ne doit être interprété comme limitant, fixant ou affectant la date à laquelle une assemblée des actionnaires convoquée par le conseil d'administration peut se tenir.

Section 2.4 Avis des assemblées d'actionnaires. Tous les avis d'assemblées des actionnaires doivent être écrits et envoyés ou communiqués conformément à la section 2.5 des statuts, au moins dix (10) et au plus soixante (60) jours avant la date de l'assemblée à chaque actionnaire ayant droit de vote. L'avis doit préciser le lieu, la date et l'heure de l'assemblée, et dans le cas d'une assemblée extraordinaire, l'objet ou les objets pour lesquels l'assemblée est convoquée.

Section 2.5 Mode de notification ; Affidavit de notification. Un avis écrit d'une assemblée d'actionnaires, s'il est envoyé par courrier, est réputé donné lorsqu'il est déposé dans le service postal des États-Unis, affranchi, adressé à l'actionnaire à l'adresse figurant dans les registres de la société. Un affidavit du secrétaire ou d'un secrétaire adjoint ou de l'agent de transfert de la société attestant que l'avis a été donné constitue, en l'absence de fraude, une preuve prima facie des faits y figurant. Tout avis donné aux actionnaires par la société est également valable s'il est donné par un moyen de transmission électronique accepté par l'actionnaire destinataire de l'avis. Ce consentement est réputé révoqué si (1) la société est incapable de livrer par transmission électronique deux avis consécutifs conformément à ce consentement et (2) cette incapacité est connue de la personne responsable de la notification. L'omission involontaire de considérer cette incapacité comme une révocation ne rend pas invalide une assemblée ou une autre action. Tout consentement peut être révoqué par l'actionnaire par avis écrit à la société.

Section 2.6 Quorum. Les détenteurs de la majorité des actions émises et en circulation et ayant droit de vote, présents en personne ou représentés par procuration, constituent le quorum pour toutes les assemblées des actionnaires, sauf disposition contraire de la loi ou du certificat de constitution. Si ce quorum n'est pas atteint, soit (i) le président de l'assemblée, soit (ii) les actionnaires ayant droit de vote présents ou représentés peuvent ajourner l'assemblée de temps à autre, sans autre avis que l'annonce lors de l'assemblée, jusqu'à ce qu'un quorum soit présent. Lors de l'assemblée ajournée, tout ordre du jour peut être traité.

Section 2.7 Assemblée ajournée ; Avis. Lorsqu'une assemblée est ajournée à un autre moment ou lieu, sauf disposition contraire des statuts, aucun avis n'est nécessaire si le nouvel horaire et lieu sont annoncés lors de l'assemblée initiale. Si l'ajournement dépasse trente (30) jours ou qu'une nouvelle date d'enregistrement est fixée, un avis doit être donné à chaque actionnaire inscrit ayant droit de vote.

Section 2.8 Conduite des affaires. Le président de l'assemblée détermine l'ordre du jour et la procédure, y compris la régulation du vote et la conduite des affaires.

Section 2.9 Vote. Les actionnaires ayant droit de vote sont déterminés conformément à la section 2.12 des statuts, sous réserve des sections 217 et 218 du Delaware General Corporation Law. Sauf disposition contraire du certificat de constitution, chaque actionnaire a droit à un vote par action.

Nonobstant toute autre disposition, les questions suivantes requièrent l'unanimité de tous les actionnaires présents ou représentés :

1. Décisions stratégiques : changement matériel de la nature ou de l'étendue des activités de la société.
2. Plans d'affaires et budgets : approbation du plan d'affaires et du budget, dépassement de seuils définis.
3. Cession d'actifs ou acquisition de passifs : transactions dépassant 20 000 USD ou 5 % de la valeur comptable.
4. Propriété intellectuelle : transfert, licence ou cession de droits de propriété intellectuelle.
5. Modifications du capital : augmentation, diminution, émission ou rachat d'actions, création ou modification de droits.
6. Modifications des statuts et documents de gouvernance.
7. Nomination et révocation des organes de direction.
8. Contrats de gestion et d'advisory supérieurs à 20 000 USD par an.
9. Plans d'options ou d'incitation.
10. Prêts et emprunts de la société.
11. Distribution de profits et dividendes.
12. Liquidation, réorganisation ou faillite.
13. Partenariats et filiales : participation ou sortie, acquisition ou cession d'actions ou droits.
14. Assurance et audit : approbation des auditeurs et compagnies d'assurance.
15. Litiges et procédures juridiques dépassant 20 000 USD.
16. Décisions de vote dans les filiales sur les points ci-dessus.

Si tous les actionnaires ayant droit de vote ne parviennent pas à voter à l'unanimité sur l'une des questions ci-dessus après trois assemblées d'actionnaires de la société, ce blocage sera résolu par arbitrage contraignant devant **JAMS** à San Francisco, Californie, États-Unis.

Section 2.10 Renonciation à l'avis. Chaque fois qu'un avis doit être donné selon une disposition du Delaware General Corporation Law, du certificat de constitution ou des présents statuts, une renonciation écrite, signée par la personne ayant droit à l'avis, avant ou après la date indiquée, sera considérée équivalente à l'avis. La présence d'une personne à une assemblée constitue une renonciation à l'avis, sauf si la personne assiste expressément pour s'opposer, au début de l'assemblée, à la tenue de toute affaire parce que l'assemblée n'est pas légalement

convoquée. Les affaires à traiter ou l'objet de toute assemblée ordinaire ou extraordinaire n'ont pas besoin d'être spécifiés dans une renonciation écrite sauf si requis par le certificat de constitution ou les présents statuts.

Section 2.11 Action des actionnaires par consentement écrit sans réunion. Sauf disposition contraire du certificat de constitution, toute action requise par cet article lors d'une assemblée annuelle ou extraordinaire des actionnaires, ou toute action pouvant être prise lors de ces assemblées, peut être réalisée sans réunion, sans avis préalable et sans vote si un consentement écrit exposant l'action à prendre est signé par les détenteurs d'actions représentant au moins le nombre minimum de votes nécessaires pour autoriser ou prendre cette action lors d'une assemblée où toutes les actions ayant droit de vote seraient présentes et votantes.

Un avis rapide de l'action entreprise sans réunion par consentement écrit non unanime doit être donné aux actionnaires qui n'ont pas consenti par écrit. Si l'action aurait nécessité le dépôt d'un certificat selon une section du Delaware General Corporation Law si elle avait été votée lors d'une assemblée, le certificat doit indiquer qu'un avis écrit et un consentement écrit ont été donnés conformément à la section 228 de cette loi.

Section 2.12 Date d'enregistrement pour avis, vote et consentements. Pour déterminer les actionnaires ayant droit à l'avis ou au vote lors d'une assemblée ou d'un ajournement, ou ayant droit de donner un consentement écrit sans réunion, ou d'exercer des droits concernant dividendes, distributions, droits de conversion ou autres actions légales, le conseil d'administration peut fixer à l'avance une date d'enregistrement, qui doit être comprise entre dix (10) et soixante (60) jours avant la réunion ou action concernée.

Si le conseil n'établit pas de date :
(i) La date pour déterminer les actionnaires ayant droit à l'avis ou au vote est la fin de la journée précédant celle de l'envoi de l'avis, ou, si l'avis est renoncé, la fin de la journée précédant la réunion.
(ii) La date pour déterminer les actionnaires pour un consentement écrit sans réunion est le jour où le premier consentement écrit est exprimé.
(iii) La date pour toute autre action est la fin de la journée où le conseil adopte la résolution correspondante.

La détermination des actionnaires à la date d'enregistrement s'applique aux ajournements ; toutefois, le conseil peut fixer une nouvelle date pour l'assemblée ajournée.

Section 2.13 Procurations. Chaque actionnaire ayant droit de vote ou de consentir par écrit peut autoriser une autre personne à agir pour lui par procuration écrite, signée par l'actionnaire et déposée auprès du secrétaire. Aucune procuration ne peut être utilisée après trois (3) ans à compter de sa date, sauf si la procuration prévoit une durée plus longue. Une procuration est considérée signée si le nom de l'actionnaire y figure, manuellement, par machine à écrire, transmission télégraphique ou autre, par l'actionnaire ou son mandataire. La révocabilité d'une

procuration déclarée irrévocable est régie par la section 212(c) du Delaware General Corporation Law.

Section 2.14 Liste des actionnaires ayant droit de vote. L'officier responsable du registre des actions prépare au moins dix (10) jours avant chaque assemblée une liste complète des actionnaires ayant droit de vote, classée par ordre alphabétique, avec l'adresse et le nombre d'actions de chacun. La liste est accessible aux actionnaires pour tout usage lié à l'assemblée, pendant les heures ouvrables, au moins dix (10) jours avant la réunion, à l'endroit indiqué dans l'avis, ou sinon au lieu de la réunion. La liste est également disponible pendant l'assemblée et peut être consultée par tout actionnaire présent. Elle détermine présomptivement l'identité des actionnaires votants et le nombre d'actions détenues.

ARTICLE III. ADMINISTRATEURS

Section 3.1 Pouvoirs. Sous réserve du Delaware General Corporation Law et de toute limitation du certificat de constitution ou des présents statuts concernant les actions devant être approuvées par les actionnaires, la gestion et les pouvoirs de la société sont exercés par ou sous la direction du conseil d'administration.

Section 3.2 Nombre d'administrateurs. Le nombre d'administrateurs autorisés est compris entre un (1) et cinq (5) personnes. Le nombre exact est fixé par résolution du conseil. Le nombre initial est de un (1) jusqu'à adoption d'une résolution modifiant ce nombre. La réduction du nombre autorisé ne supprime pas les administrateurs avant la fin de leur mandat.

Section 3.3 Élection, qualification et mandat des administrateurs. Sauf disposition contraire, les administrateurs sont élus lors de chaque assemblée annuelle pour un mandat jusqu'à l'assemblée suivante. Les administrateurs n'ont pas besoin d'être actionnaires sauf si le certificat de constitution ou les statuts l'exigent. Chaque administrateur, y compris ceux élus pour combler une vacance, reste en fonction jusqu'à l'élection et la qualification de son successeur ou sa démission/ révocation anticipée. Les élections ne nécessitent pas de scrutin écrit. Chaque détenteur d'au moins une action votante peut élire un administrateur.

Section 3.4 Démission et vacances. Tout administrateur peut démissionner par écrit adressé au secrétaire. Si la démission prend effet à une date future, la majorité des administrateurs en fonction, y compris ceux ayant démissionné, peut combler les postes vacants, avec effet à la date de prise d'effet de la démission. Chaque administrateur ainsi choisi reste en fonction selon cette section pour les autres vacances.

Sauf disposition contraire du certificat de constitution ou des présents statuts : (i) Les postes vacants et les nouvelles fonctions d'administrateurs créés suite à une augmentation du nombre autorisé d'administrateurs élus par l'ensemble des actionnaires ayant droit de vote en tant que seule catégorie peuvent être pourvus par la majorité des administrateurs en fonction, même si cela représente moins d'un quorum, ou par un administrateur unique

restant.
(ii) Chaque fois que les détenteurs d'une ou plusieurs catégories d'actions ou séries ont le droit d'élire un ou plusieurs administrateurs selon le certificat de constitution, les postes vacants et nouvelles fonctions pour cette ou ces catégories ou séries peuvent être pourvus par la majorité des administrateurs élus par cette catégorie ou série alors en fonction, ou par un administrateur unique restant ainsi élu.

Si, à tout moment, en raison d'un décès, d'une démission ou pour toute autre raison, la société se retrouve sans administrateurs en fonction, tout dirigeant, actionnaire, exécuteur testamentaire, administrateur, fiduciaire ou tuteur d'un actionnaire, ou autre fiduciaire responsable des biens d'un actionnaire, peut convoquer une assemblée extraordinaire des actionnaires conformément aux dispositions du certificat de constitution ou des présents statuts, ou demander au **Court of Chancery** un décret ordonnant sommairement une élection conformément à la Section 211 du Delaware General Corporation Law.

Section 3.5 Lieu des réunions ; réunions par téléphone. Le conseil d'administration peut tenir ses réunions, ordinaires ou extraordinaires, à l'intérieur ou à l'extérieur de l'État du Delaware.
Sauf restrictions du certificat de constitution ou des présents statuts, les membres du conseil ou de tout comité désigné peuvent participer à une réunion par téléphone ou tout moyen de communication similaire permettant à tous les participants de s'entendre, et cette participation sera considérée comme une présence en personne.

Section 3.6 Réunions ordinaires. Les réunions ordinaires du conseil peuvent se tenir sans préavis, à la date et au lieu déterminés de temps à autre par le conseil.

Section 3.7 Réunions extraordinaires ; avis. Les réunions extraordinaires peuvent être convoquées à tout moment par le président du conseil, le président de la société, tout vice-président, le secrétaire ou deux (2) administrateurs.
L'avis indiquant l'heure et le lieu de la réunion doit être remis en main propre ou par téléphone à chaque administrateur, ou envoyé par courrier, fax ou e-mail à l'adresse figurant dans les registres. Si l'avis est envoyé par courrier, il doit être posté au moins quatre (4) jours avant la réunion. Si remis personnellement, par téléphone, fax ou e-mail, il doit être délivré au moins quarante-huit (48) heures avant la réunion. L'avis oral peut être communiqué au directeur ou à une personne à son bureau capable de transmettre rapidement l'information. L'avis n'a pas besoin de préciser le but ou le lieu si la réunion se tient au siège social principal.

Section 3.8 Quorum. La majorité des administrateurs autorisés constitue le quorum. L'acte de la majorité des administrateurs présents à un quorum constitue l'acte du conseil, sauf disposition contraire par loi ou certificat de constitution. Si le quorum n'est pas atteint, les administrateurs présents peuvent ajourner la réunion sans autre avis que l'annonce faite lors de la réunion. Une réunion commencée avec quorum peut continuer malgré le départ d'administrateurs si la majorité du quorum requis approuve les actions.

Section 3.9 Renonciation à l'avis. Une renonciation écrite, signée par la personne ayant droit à l'avis, avant ou après la date indiquée, équivaut à l'avis. La présence constitue une renonciation, sauf si la personne assiste pour s'opposer au début de la réunion. Ni l'objet ni les affaires d'une réunion ordinaire ou extraordinaire du conseil ou d'un comité n'ont besoin d'être précisés dans la renonciation sauf exigence contraire du certificat ou des statuts.

Section 3.10 Action écrite sans réunion. Toute action requise ou permise au conseil ou à un comité peut être effectuée sans réunion si tous les membres y consentent par écrit et que les documents sont déposés dans le procès-verbal.

Section 3.11 Rémunération des administrateurs. Sauf restrictions, le conseil peut fixer la rémunération des administrateurs.

Section 3.12 Approbation de prêts aux dirigeants. La société peut prêter de l'argent, garantir des obligations ou aider tout dirigeant ou employé, y compris ceux étant administrateurs, si le conseil estime que cela bénéficie à la société. Les prêts ou garanties peuvent être avec ou sans intérêt, garantis ou non, y compris par nantissement d'actions de la société. Rien dans cette section ne limite les pouvoirs de garantie ou de cautionnement de la société.

Section 3.13 Révocation d'administrateurs. Sauf restrictions légales, par certificat de constitution ou statuts, tout administrateur ou le conseil entier peut être révoqué, avec ou sans motif, par les détenteurs de la majorité des actions ayant droit de vote à l'élection d'administrateurs.

ARTICLE IV. COMITÉS

Section 4.1 Comités d'administrateurs. Le conseil peut, par résolution adoptée à la majorité, désigner un ou plusieurs comités composés d'un ou plusieurs administrateurs. Le conseil peut désigner des administrateurs suppléants pour remplacer un membre absent ou disqualifié. En l'absence d'un membre, les présents peuvent nommer à l'unanimité un autre administrateur pour le remplacer. Les comités peuvent exercer tous les pouvoirs du conseil dans la gestion des affaires, sauf pour :
(i) modifier le certificat de constitution (sauf pour fixer les droits ou préférences de nouvelles actions selon Section 151(a) du Delaware General Corporation Law),
(ii) adopter un accord de fusion ou consolidation,
(iii) recommander la vente, location ou échange de tous ou presque tous les biens de la société,
(iv) recommander une dissolution ou annulation de dissolution,
(v) modifier les statuts.
Sauf disposition expresse, les comités ne peuvent déclarer de dividendes, autoriser l'émission d'actions ou adopter un certificat de propriété et fusion.

Section 4.2 Procès-verbaux des comités. Chaque comité tient un procès-verbal régulier et le communique au conseil lorsqu'exigé.

Section 4.3 Réunions et actions des comités. Les réunions et actions suivent les dispositions de l'Article III, Sections 3.5 à 3.10, avec ajustements pour les comités. Les horaires peuvent être fixés par le conseil ou le comité ; les réunions extraordinaires peuvent être convoquées par le conseil. Tous les membres suppléants doivent être avisés et peuvent assister. Le conseil peut adopter des règles pour les comités non contraires aux statuts.

ARTICLE V. DIRIGEANTS

Section 5.1 Dirigeants. Les dirigeants sont le président, le secrétaire et le directeur financier. Le conseil peut également désigner un président du conseil, un ou plusieurs vice-présidents, assistants, et autres dirigeants selon Section 5.3. Une personne peut cumuler plusieurs fonctions.

Section 5.2 Nomination des dirigeants. Les dirigeants sont nommés par le conseil, sauf ceux prévus par Sections 5.3 ou 5.5, sous réserve des droits contractuels éventuels.

Section 5.3 Dirigeants subordonnés. Le conseil ou le président peut nommer d'autres dirigeants ou agents nécessaires, avec mandat, pouvoirs et fonctions selon les statuts ou déterminés par le conseil.

Section 5.4 Révocation et démission. Sauf droits contractuels, tout dirigeant peut être révoqué avec ou sans motif par la majorité du conseil. Toute démission prend effet à réception du préavis ou à la date spécifiée, sans nécessité d'acceptation.

Section 5.5 Vacances des postes. Les postes vacants sont pourvus par le conseil.

Section 5.6 Président du conseil. Le président, si élu, préside les réunions du conseil et exerce les pouvoirs assignés par le conseil ou les statuts. En l'absence de directeur général, il assume cette fonction et ses pouvoirs.

Section 5.7 Directeur général. Sous réserve des pouvoirs du président du conseil, le directeur général supervise l'ensemble des activités et dirigeants, préside les assemblées d'actionnaires et, en l'absence du président du conseil, les réunions du conseil.

Section 5.8 Président. Sous réserve des pouvoirs du président du conseil ou du directeur général, le président supervise l'ensemble des activités et dirigeants et exerce les pouvoirs habituels d'un président de société.

Section 5.9 Vice-présidents. En cas d'absence ou d'incapacité du président, les vice-présidents exécutent ses fonctions selon leur rang ou désignation. Ils exercent également les pouvoirs et fonctions assignés par le conseil, les statuts, le président ou le président du conseil.

Section 5.10 Secrétaire. Le secrétaire tient les procès-verbaux de toutes les réunions, le registre des actions, délivre les avis de réunion, garde le sceau de la société et exerce les autres fonctions prévues par le conseil ou les statuts.

Section 5.11 Directeur financier. Le directeur financier tient et maintient les comptes, déposant les fonds de la société, exécutant les paiements ordonnés par le conseil, et fournit les comptes de toutes ses opérations au président et aux administrateurs à leur demande, en exerçant toute autre fonction prescrite par le conseil ou les statuts.

Section 5.12 Secrétaire adjoint. Le secrétaire adjoint, ou s'il y en a plusieurs, les secrétaires adjoints dans l'ordre déterminé par les actionnaires ou le conseil (ou à défaut, selon l'ordre de leur élection), remplira, en l'absence du secrétaire ou en cas d'incapacité ou de refus de ce dernier, les fonctions et exercera les pouvoirs du secrétaire et exercera les autres fonctions et pouvoirs qui peuvent être prescrits par le conseil ou les statuts.

Section 5.13 Trésorier adjoint. Le trésorier adjoint, ou s'il y en a plusieurs, les trésoriers adjoints dans l'ordre déterminé par les actionnaires ou le conseil (ou à défaut, selon l'ordre de leur élection), remplira, en l'absence du directeur financier ou en cas d'incapacité ou de refus de ce dernier, les fonctions et exercera les pouvoirs du directeur financier et exercera les autres fonctions et pouvoirs qui peuvent être prescrits par le conseil ou les statuts.

Section 5.14 Représentation des actions d'autres sociétés. Le président du conseil, le président, tout vice-président, le directeur financier, le secrétaire ou le secrétaire adjoint de cette société, ou toute autre personne autorisée par le conseil ou par le président ou un vice-président, est autorisé à voter, représenter et exercer au nom de cette société tous les droits liés à toutes actions d'autres sociétés détenues au nom de cette société. L'autorité accordée peut être exercée directement ou par toute personne autorisée par procuration ou mandat.

Section 5.15 Pouvoirs et fonctions des dirigeants. En plus des pouvoirs et fonctions précédemment énoncés, tous les dirigeants ont respectivement l'autorité et les fonctions dans la gestion des affaires de la société qui peuvent être désignées de temps à autre par le conseil ou les actionnaires.

ARTICLE VI. INDEMNISATION

Section 6.1 Actions par des tiers. Sous réserve des dispositions du présent Article VI, la société doit indemniser toute personne qui était ou est partie, ou qui risque de devenir partie, à toute action, procédure ou enquête civile, pénale, administrative ou investigative (autre qu'une action intentée par ou pour le compte de la société) en raison du fait qu'elle est ou était administrateur ou dirigeant de la société, ou sert ou a servi à la demande de la société comme administrateur, dirigeant, employé ou agent d'une autre entité, contre les dépenses (y compris honoraires d'avocat), jugements, amendes et montants payés à l'amiable (si approuvés préalablement par la société) raisonnablement engagés dans le cadre de cette action, si elle a agi de bonne foi et selon ce qu'elle croyait raisonnablement être dans l'intérêt ou non contraire à celui de la société.

Section 6.2 Actions par ou pour le compte de la société. La société doit indemniser toute personne partie ou menacée dans une action intentée par ou pour le compte de la société pour obtenir un jugement en sa faveur, pour les mêmes motifs que ci-dessus, sauf si la personne a été jugée responsable envers la société, sauf décision contraire de la Cour de chancellerie du Delaware ou autre tribunal compétent. Les actions pour récupérer des profits rapides (« short-swing profits ») en vertu de la Section 16(b) du Securities Exchange Act de 1934 ne donnent pas droit à indemnisation.

Section 6.3 Défense réussie. Si un administrateur, dirigeant, employé ou agent a réussi dans sa défense sur le fond ou autrement, il est indemnisé pour les dépenses réellement et raisonnablement engagées.

Section 6.4 Détermination de la conduite. Toute indemnisation doit être autorisée spécifiquement après détermination que la personne a respecté le standard de conduite applicable, soit par : (i) le conseil ou comité exécutif composé d'administrateurs non impliqués dans l'affaire, (ii) un avis écrit d'avocat indépendant si quorum non disponible, ou (iii) les actionnaires. La personne peut contester cette détermination devant un tribunal compétent.

Section 6.5 Paiement anticipé des dépenses. Les dépenses de défense peuvent être payées par anticipation, sous réserve de l'approbation du conseil et d'un engagement de remboursement si la personne n'a finalement pas droit à l'indemnisation.

Section 6.6 Non-exclusivité. L'indemnisation et l'avance de dépenses prévues ici n'excluent pas d'autres droits à indemnisation prévus par d'autres statuts, contrats ou votes.

Section 6.7 Assurance. La société peut souscrire une assurance pour toute personne éligible pour l'indemnisation contre toute responsabilité encourue en tant qu'administrateur, dirigeant, employé ou agent.

Section 6.8 Société. Les références à la « société » incluent toute société constituante absorbée par fusion ou consolidation ayant eu le pouvoir d'indemniser ses dirigeants et administrateurs.

Section 6.9 Plans d'avantages sociaux. Les « autres entreprises » incluent les plans d'avantages sociaux ; « amendes » inclut les taxes sur ces plans ; « servant à la demande de la société » inclut toute fonction imposant des obligations envers ces plans.

Section 6.10 Fonds d'indemnisation. Le conseil peut créer un fonds, compte, sûreté ou autre mécanisme pour garantir le paiement de ses obligations d'indemnisation.

Section 6.11 Indemnisation d'autres personnes. L'indemnisation peut inclure des personnes non dirigeantes ou administrateurs si la société a le pouvoir ou l'obligation de le faire selon la loi du Delaware.

Section 6.12 Clause de sauvegarde. Si une partie de cet Article VI est invalidée, l'indemnisation reste possible dans les limites autorisées.

Section 6.13 Poursuite de l'indemnisation. L'indemnisation et l'avance des dépenses continuent même après que la personne ait cessé d'être dirigeant, administrateur, employé ou agent, et bénéficie à ses héritiers.

ARTICLE VII. REGISTRES ET RAPPORTS

Section 7.1 Tenue et inspection des registres. La société doit tenir à son siège ou autre lieu désigné par le conseil : registre des actionnaires, copie des statuts, livres comptables et autres registres. Tout actionnaire peut inspecter ces documents pour un objectif légitime, sur demande écrite sous serment, accompagnée d'une procuration si inspection par un représentant. Le registre des actions doit être préparé au moins dix (10) jours avant toute assemblée et accessible pour inspection.

Section 7.2 Inspection par les administrateurs. Tout administrateur peut examiner le registre des actions et autres documents pour un objectif lié à sa fonction. La Cour de Chancellerie du Delaware a compétence exclusive pour décider de ce droit.

ARTICLE VIII. QUESTIONS GÉNÉRALES

Section 8.1 Chèques. Le conseil détermine qui peut signer ou endosser les chèques et instruments financiers de la société.

Section 8.2 Exécution de contrats. Le conseil peut autoriser un ou plusieurs dirigeants ou agents à signer tout contrat ou instrument au nom de la société ; à défaut, aucun engagement ne lie la société.

Section 8.3 Certificats d'actions ; actions partiellement libérées. Les actions sont représentées par certificats, sauf si le conseil décide qu'elles peuvent être dématérialisées. Les certificats doivent comporter certaines signatures et indiquer le montant payé pour les actions partiellement libérées.

Section 8.4 Mention spéciale sur les certificats. Les certificats doivent indiquer les droits et préférences des classes ou séries d'actions ou renvoyer à un document fourni gratuitement sur demande.

Section 8.5 Certificats perdus. La société peut émettre un nouveau certificat en cas de perte, vol ou destruction, sous condition de garantie suffisante pour l'indemniser.

Section 8.6 Construction ; définitions. Les dispositions du Delaware General Corporation Law s'appliquent, y compris l'interprétation du singulier/pluriel et la notion de « personne ».

Section 8.7 Dividendes. Les administrateurs peuvent déclarer et verser des dividendes, en espèces, en biens ou en actions. Ils peuvent créer des réserves et les supprimer pour tout but approprié.

Section 8.8 Exercice fiscal. Fixé par résolution du conseil, modifiable par le conseil.

Section 8.9 Sceau. La société peut adopter et modifier un sceau.

Section 8.10 Transfert d'actions. La société doit émettre un nouveau certificat après transfert dûment justifié et enregistrer l'opération.

Section 8.11 Accords de transfert d'actions. La société peut conclure des accords restreignant le transfert d'actions selon la loi.

Section 8.12 Actionnaires enregistrés. La société reconnaît uniquement les droits des personnes inscrites comme propriétaires des actions sur ses registres.

ARTICLE IX. MODIFICATIONS

Les statuts peuvent être adoptés, modifiés ou abrogés par le conseil ou les actionnaires ayant droit de vote. L'octroi de ce pouvoir au conseil ne prive pas les actionnaires de leur droit.

La traduction est faite par la traductrice juridique

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